
TV2U INTERNATIONAL LIMITED

ACN 110 184 355

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00am (WST)

DATE: 30 November 2017

PLACE: The Celtic Club – Presidents Room
48 Ord Street West Perth WA 6005.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, John Lewis on (+61 8) 6555 9500.

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IMPORTANT INFORMATION

Time and place of Meeting

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (WST) on 30 November 2017 at The Celtic Club – Presidents Room 48 Ord Street West Perth WA 6005

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - if a record of attendance is made for the meeting - the proxy is not recorded as attending; or
 - the proxy does not vote on the resolution;

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 10:00 am (WST) on Thursday 30 November 2017 at The Celtic Club – Presidents Room 48 Ord Street West Perth WA 6005.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 4:00pm (WST) on Tuesday, 28 November 2017.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

AGENDA

ORDINARY BUSINESS:

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report, as contained in the Company's annual financial report for the financial year ended 30 June 2017.”

Note: the vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement:

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **Voter**) described above may cast a vote on this Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or

- (b) the Voter is the Chair and the appointment of the Chair as proxy:
- (i) does not specify the way the proxy is to vote on this Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR NICHOLAS FITZGERALD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Nicholas Fitzgerald, being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR ALAN BOYD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Alan Boyd, being eligible, is elected as a Director.”

5. RESOLUTION 4 – ELECTION OF DIRECTOR – MR ANDREW BROWN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Andrew Brown, being eligible, is elected as a Director.”

6. RESOLUTION 5 – ELECTION OF DIRECTOR – MR JOHN LEWIS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr John Lewis, being eligible, is elected as a Director.”

7. RESOLUTION 6 – ELECTION OF DIRECTOR – MR DAVID ADAMS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr David Adams, being eligible, is elected as a Director.”

8. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities up to a maximum of 10% of the fully paid ordinary securities on issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Note: Resolution 7 is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by Shareholders entitled to vote on Resolution 7, are voted in favour.

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution 7 by any person who may participate in the issue of Equity Securities under this Resolution 7 and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Contingent Business

9. RESOLUTION 8. CONDITIONAL SPILL RESOLUTION

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Remuneration Report:

- a) a Spill Meeting be held within 90 days of the passing of this Resolution 8;*
- b) all of the directors in office when the resolution to approve the Directors’ report for the financial year ended 30 June 2017 was passed, except the managing director, and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.”*

Voting Exclusion Statement:

A vote on this Resolution 8 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **Voter**) described above may cast a vote on this Resolution 8 as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the Voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution 8; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution 8 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

DATED: 25 OCTOBER 2017

BY ORDER OF THE BOARD

**JOHN LEWIS
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00 am (WST) on Thursday, 30 November 2017.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to vote in favour of the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS – AGENDA ITEM

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the period from 1 July 2016 to 30 June 2017 together with the Directors' declaration, the Directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.tv2u.com or on the ASX platform for "TV2" www.asx.com.au.

No resolution is required to be moved in respect of this item. However, time will be allowed during the Annual General Meeting for consideration by Shareholders of the annual financial statements and the associated Directors' report and auditor's report.

The Company's auditor will also be present at the Annual General Meeting and Shareholders will be given the opportunity to ask the auditor questions.

The Chair will also allow a reasonable opportunity for the auditor or their representative to answer any written questions submitted to the auditor under section 250PA of the Corporations Act (which requires questions to be submitted no later than 5 business days prior to the Annual General Meeting).

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, the Company is required to put to its Shareholders a resolution that the Remuneration Report be adopted. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and Key Management Personnel of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2017.

While the Corporations Act (section 250R(2)) requires a listed company to put a resolution to its members at its annual general meeting that its remuneration report be adopted, the Corporations Act expressly provides that the vote on any such resolution is advisory only (meaning that while such vote provides guidance to the directors, it does not bind the directors or the company). However, the Directors recognise the vote as an indication of Shareholder sentiment and have regard to the outcome of the vote and any discussion when setting the Company's remuneration policies.

Resolution 1 is put to the Shareholders at the Annual General Meeting in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Directors' recommendation:

The Remuneration Report forms part of the Directors' report for the year ended 30 June 2017 and is made in accordance with a unanimous resolution of the Directors. While noting that each Director has a personal interest in his remuneration, as described in the Remuneration Report, the Board unanimously recommends that the Shareholders vote in favour of adopting the Remuneration Report.

2.2 Voting consequences

Under changes to the Corporations Act that came into effect on 1 July 2011, a Company will be required to put to Shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the Company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report as included in the company's annual financial report for the previous financial year was considered, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

At the Company's 2016 Annual General Meeting, more than 25% of the votes cast in respect of the resolution to adopt the 2016 Remuneration Report were voted against that resolution. As the votes 'against' exceeded 25% of the votes cast, the Company recorded what is known as a 'first strike' under the executive remuneration provisions of the Corporations Act.

2.3 Proxy Voting Restrictions

Shareholders appointing a proxy for Resolution 1 should note the following.

If you appoint a member of Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, as your proxy:

you must direct the proxy how they are to vote on this Resolution 1. Undirected proxies granted to these persons will not be permitted to vote and will not be counted in calculating the required majority if a poll is called on Resolution 1.

If you elect to appoint the Chair as your proxy (even where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):

you do not need to direct the Chair how you wish them to vote on Resolution 1. However, if you do not direct the Chair on how to vote, you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise

his/her discretion in exercising your proxy even though Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel.

If you appoint any other person as your proxy:

You do not need to direct your proxy how to vote on this Resolution 1, and you do not need to tick any further acknowledgement on the proxy form.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR NICHOLAS FITZGERALD

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the directors for the time being, or, if their number is not a multiple of three, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no director (except a managing director) shall hold office for a period in excess of three years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

A director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

Clause 13.4 of the Constitution states that for the purpose of calculating directors retiring by rotation, you exclude any directors appointed pursuant to clause 13.4.

As at the date of the Annual General Meeting, Mr Nicholas Fitzgerald is the only Director who is subject to the requirements under clause 13.2 of the Constitution as he is the Director longest in office and who is not required to resign pursuant to clause 13.4 of the Constitution. Mr Nicholas Fitzgerald therefore will retire immediately prior to the Annual General Meeting and seek re-election.

Mr Nicholas Fitzgerald has an exceptional pedigree averaging over 23 years in media and entertainment with deep domain expertise and project experience with content owners, digital service providers, broadcasters and telecommunications companies. Mr Nicholas Fitzgerald's experience expands over 25 years in the broadcast and new media industries. A successful business leader and visionary entrepreneur, Mr Nicholas Fitzgerald is responsible for setting the strategic goals and objectives of Company. Prior to TV2U, Mr Nicholas Fitzgerald served in numerous executive level positions while involved in several successful start-up companies, including Digital Rapids, a pioneer in encoding/transcoding technology.

Additionally, Mr Nicholas Fitzgerald has the following relationships with the Company and directorships in other companies:

- a substantial shareholder of the Company, holding approximately 19% of the voting interests in the Company; and
- as the CEO of Talico Technologies Pte Ltd, a technology business incubator.

Directors Recommendation:

The Directors (other than Mr Nicholas Fitzgerald) recommend that Shareholders vote in favour of this Resolution 2. Mr Nicholas Fitzgerald does not make any recommendation in relation to his own re-election.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR ALAN BOYD

Under clause 13.4 of the Constitution, the Directors of the Company may appoint an additional director. However, the maximum number of directors cannot exceed nine, and the appointed director only holds office until the annual general meeting following the appointment, where they will be eligible for re-election. Mr Alan Boyd was appointed on 19 January 2017 and is therefore required to be re-elected. Additionally, the re-election of Mr Alan Boyd will not exceed the maximum number of directors permitted under the Constitution.

Mr Alan Boyd is an experienced technology, media and intellectual property investment and development specialists with a long record of success in Europe, America and Asia.

Mr Alan Boyd is seen as a pioneer of the US personal computer industry. In the 1970s, he wrote some of the earliest personal computer programs for MUSE, one of the first independent software companies. Mr Alan Boyd served as the first Product Development Manager at Microsoft, which he joined in 1980. He was responsible for the development of many ubiquitous software products, including Microsoft Word, Excel, MS-DOS and Windows that have become household names and sold billions of copies.

He was also responsible for the formulation and implementation of Microsoft's successful acquisitions strategy. On leaving Microsoft, he introduced the first hypertext browser and established hypertext as a key technology for the Internet. Mr Alan Boyd was a Co-founder of St Banks International Group, a Shanghai-based boutique investor. In 2011, he co-founded Smart City Software to acquire technologies needed for China's massive smart city development program. He was also an Advisor with Callahan Advisory of Denver, CO. and was appointed Senior IP Consultant with Longan Law, one of China's leading IP law firms.

Directors Recommendation:

The Directors (other than Mr Alan Boyd) recommend that Shareholders vote in favour of this Resolution 3. Mr Alan Boyd does not make any recommendation in relation to his own re-election.

5. RESOLUTION 4 – ELECTION OF DIRECTOR – MR ANDREW BROWN

Under clause 13.4 of the Constitution, the Directors of the Company may appoint an additional director. However, the maximum number of directors cannot exceed nine, and the appointed director only holds office until the annual general meeting following the appointment, where they will be eligible for re-election. Mr Andrew Brown was appointed on 15 March 2017 and is therefore required to be re-elected. Additionally, the re-election of Mr Andrew Brown will not exceed the maximum number of directors permitted under the Constitution.

Mr Brown has been Chief Executive Officer “CEO” of an award-winning software business providing personalisation systems to Cable, IPTV and OTT Operators, Head of European Operations for a set-top-box manufacturer, and CEO for digital entertainment at British Telecom.

Before his focus into the TMT technology sector in the late 1990's, he was a Director of a leading Innovation Consultancy with particular expertise in Software, Technology and Communications Industries. As a part of his role, he became Interim CEO of corporate start-up ventures for 3 FTSE50 corporations in UK.

Directors Recommendation:

The Directors (other than Mr Andrew Brown) recommend that Shareholders vote in favour of this Resolution 4. Mr Andrew Brown does not make any recommendation in relation to his own re-election.

6. RESOLUTION 5 – ELECTION OF DIRECTOR – MR JOHN LEWIS

Under clause 13.4 of the Constitution, the Directors of the Company may appoint an additional director. However, the maximum number of directors cannot exceed nine, and the appointed director only holds office until the annual general meeting following the appointment, where they will be eligible for re-election. Mr John Lewis was appointed on 15 March 2017 and is therefore required to be re-elected. Additionally, the re-election of Mr John Lewis will not exceed the maximum number of directors permitted under the Constitution.

Mr John Lewis is a Chartered Accountant with in excess of 25 years post qualification experience in financial management. He has been a company director, CFO and company secretary of a number of listed and unlisted companies over the last 10 years. He is also the Company Secretary of TV2U having been appointed to this position on 28 February 2017.

Directors Recommendation:

The Directors (other than Mr John Lewis) recommend that Shareholders vote in favour of this Resolution 5. Mr John Lewis does not make any recommendation in relation to his own re-election.

7. RESOLUTION 6 – ELECTION OF DIRECTOR – MR DAVID ADAMS

Under clause 13.4 of the Constitution, the Directors of the Company may appoint an additional director. However, the maximum number of directors cannot exceed nine, and the appointed director only holds office until the annual general meeting following the appointment, where they will be eligible for re-election. Mr David Adams was appointed on 19 January 2017 and is therefore required to be re-elected. Additionally, the re-election of Mr David Adams will not exceed the maximum number of directors permitted under the Constitution.

Mr David Adams specialises in corporate and financial management and is a qualified accountant and chartered secretary with over 23 years and 18 years commercial experience respectively. Past roles including 14 years as a company accountant have provided experience in strategic management, corporate planning, governance implementation and change management at CEO and board level. Mr David Adams has in the past also taken up board positions on a number of non-listed public and private companies including the current director of TV2U Worldwide Pty Ltd, a wholly owned subsidiary of the Company. Current affiliations include member and graduate of the Governance Institute of Australia (ACIS & AGIA), BCom (Curtin), CPA Australia and the Australian Institute of Company Directors.

Directors Recommendation:

The Directors (other than Mr David Adams) recommend that Shareholders vote in favour of this Resolution 6. Mr David Adams does not make any recommendation in relation to his own re-election.

8. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

8.1 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue or agree to issue during the period the approval is valid, Equity Securities which represents up to 10% of the number of fully paid ordinary securities at the commencement of that 12 month period, as calculated in accordance with the formula set out in ASX Listing Rule 7.1A.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of ordinary securities on issue 12 months before the date of issue or agreement:
- (a) plus the number of ordinary securities issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (b) plus the number of partly paid ordinary securities that became fully paid in the previous 12 months;
 - (c) plus the number of ordinary securities issued in the previous 12 months with approval of holders of Shares under this rule or ASX Listing Rule 7.4; and
 - (d) less the number of ordinary securities cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.

Under the ASX Listing Rules, an eligible entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A, as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$20,000,000 based on the closing Share price of \$0.01 on 25 October 2017.

The effect of this Resolution 7 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the Annual General Meeting, without subsequent Shareholder approval and without using the Company's 15% placement capacity granted under ASX Listing Rule 7.1.

This Resolution 7 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Annual General Meeting must be in favour for it to be passed.

8.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 7:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued will be no less than 75% of the volume weighted average market price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in paragraph (i), the date on which the Equity Securities are issued.

(b) Risk of voting dilution

Any issue of Equity Securities under ASX Listing Rule 7.1A has the risk of economic and voting dilution of the interests of Shareholders who do not receive any Shares under that issue.

Specifically, Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

If this Resolution 7 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under ASX Listing Rule 7.1A, the economic and voting dilution of existing Shares would be as shown in the table below.

As required by ASX Listing Rule 7.3A.2, the table shows the dilution to existing Shareholders on the basis of:

- (iii) three different Share prices; and
- (iv) three different values for the variable 'A' in the formula in ASX Listing Rule 7.1A.2 (as described in paragraph 8.1 above),

if the Company issued the maximum number of Equity Securities under ASX Listing Rule 7.1A.

Variable A in ASX Listing Rule 7.1.A.2		Dilution		
		\$0.0065 (50% decrease in current issue price)	\$0.013 (Current issue price)	\$0.026 (100% increase in current issue price)
Current Variable A 1,606,309,659 Shares	10% voting dilution	160,630,966 Shares	160,630,966 Shares	160,630,966 Shares
	Funds Raised	\$803,155	\$1,606,310	\$3,212,619
50% increase in Current Variable A 2,409,464,489 Shares	10% voting dilution	240,946,449 Shares	240,946,449 Shares	240,946,449 Shares
	Funds Raised	\$1,204,732	\$2,409,464	\$4,818,929
100% increase in Current Variable A 3,212,619,318 Shares	10% voting dilution	321,261,932 Shares	321,261,932 Shares	321,261,932 Shares
	Funds Raised	\$1,606,310	\$3,212,619	\$6,425,239

*The number of Shares on issue (variable 'A' in the formula in ASX Listing Rule 7.1.A.2) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

1. The current Shares on issue of 1,606,309,659 are the Shares on issue as at 25 October 2017.
2. The current issue price set out above is the closing price of the Shares on the ASX 25 October 2017.
3. The Company issues the maximum possible number of Equity Securities under ASX Listing Rule 7.1.A.
4. The issue of Equity Securities under ASX Listing Rule 7.1.A consists only of Shares. It is assumed that no options are exercised or convertible notes converted into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. The table does not set out any dilution pursuant to approvals under the 15% placement capacity under ASX Listing Rule 7.1.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1.A, based on that Shareholder's holding at the date of the Meeting.

(c) **Date of Issue**

The Equity Securities may be issued under ASX Listing Rule 7.1A commencing on the date of the Annual General Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of the Annual General Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (changes to the Company's main undertaking).

(d) **Purpose of issue**

The Company may issue Equity Securities under ASX Listing Rule 7.1A for the following purposes:

- (i) if the Equity Securities are issued for cash consideration, the Company intends to use funds raised for initial and long-term costs associated with its ongoing operating expenses including, but not limited to, business development and marketing, research and development, administration expenses, and for general working capital; or
- (ii) if the Equity Securities are issued for non-cash consideration, the Company intends to use the non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities under ASX Listing Rule 7.1A.

(e) **Allocation policy for issues under ASX Listing Rule 7.1A**

The Company's allocation policy for the issue of Equity Securities under ASX Listing Rule 7.1A will be dependent on the prevailing market conditions at the time of the proposed issue. The identity of the allottees of the Equity Securities to be issued have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial, legal and broking advisers (if applicable).

(f) **Previous approval of issues under ASX Listing Rule 7.1A**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2016 Annual General Meeting.

In the 12 months preceding the Annual General Meeting, the Company issued a total of 373,495,332 Shares which represent 23% of the total number of Shares on issue at 29 November 2016.

Annexure A to this Notice of Meeting sets out details of the issues of Equity Securities which have been made by the Company during the 12 months preceding the date of the Annual General Meeting.

Directors Recommendation:

The Directors recommend that Shareholders vote in favour of this Resolution 7.

9. CONDITIONAL RESOLUTION 8 - SPILL RESOLUTION

This Resolution 8 will be put to the Annual General Meeting only if there is a "second strike"- being at least 25% of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report. An 'against' vote of in excess of 25% will constitute a 'second strike' for the Company.

If the Company receives a second strike and this Resolution 8 is passed, it will be necessary for the Board to convene a Spill Meeting of the Company within 90 days of the Annual General Meeting in order for the Shareholders to consider and vote on the composition of the Board.

If a Spill Meeting is required, the date of the Spill Meeting will be notified to Shareholders in due course. The directors who held office at the date the Directors report (as included in the Company's annual financial report for the most recent financial year) was approved, will cease to hold office immediately before the end of any such Spill Meeting but may stand for re-election at the Spill Meeting.

Notes:

- (a) If the directors are elected at the Annual General Meeting, they will also need to be re-elected at the Spill Meeting in order to remain in office after the Spill Meeting.
- (b) If the managing director is elected at the Annual General Meeting, in accordance with section 250V(1)(b)(ii) of the Corporations Act, the managing director will be exempt from the requirement to vacate office as a Director at the conclusion of the Spill Meeting. As such, he is not at risk of losing office at any Spill Meeting.

The Explanatory Statement relevant to Resolution 1 contains further information relevant to this Resolution 8.

Shareholders should be aware that the convening of a Spill Meeting may result in the Company incurring material additional expense in conducting a meeting as well as disruption and distraction to senior management's focus on core business operations.

Moreover Shareholders should note that there are no voting exclusions applicable to resolutions appointing directors at the Spill Meeting. This would mean there is no barrier to the existing major Shareholders exercising their voting rights to reappoint the existing Directors without any changes to the composition of the Board.

Directors Recommendation:

Assuming that Resolution 1 has at least 25% of 'no' votes, the Directors of the Company strongly recommend that Shareholders vote against this Resolution 8.

GLOSSARY

2016 Annual General Meeting means the annual general meeting of the Company held on 29 November 2016.

2016 Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2016.

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the listing rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations.

Company or **TV2U** means TV2U International Limited (ACN 110 184 355).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an 'Equity Security'.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards (AASB 124) and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice for the Annual General Meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Spill Meeting has the meaning set out in section 2.2 of the Explanatory Statement.

Spill Meeting Resolution has the meaning set out in section 2.2 of the Explanatory Statement.

WST means Western Standard Time as observed in Perth, Western Australia.

ANNEXURE A

Date of Issue:	23 December 2016
Number of Equity Securities issued:	76,923,076
Class/ Type of equity security:	Fully paid ordinary shares
Name of persons who received securities or basis on which persons was determined:	Shares issued to a public offer to professional investors as part of a placement.
Price:	\$0.013 issued at market value.
Total consideration received:	\$1,000,000 for working capital which has been spent.

Date of Issue:	23 December 2016
Number of Equity Securities issued:	110,000,000
Class/ Type of equity security:	Listed options (exercisable at \$0.04 on or before 30 March 2019)
Name of persons who received securities or basis on which persons was determined:	Options issued to a public offer to professional investors as part of a placement.
Price:	\$0.001 issued at market value.
Total consideration received:	\$110,000 for working capital which has been spent.

Date of Issue:	23 December 2016
Number of Equity Securities issued:	130,000,000
Class/ Type of equity security:	Fully paid ordinary shares
Name of persons who received securities or basis on which persons was determined:	Shares issued to Energy Capital Partners Pty Ltd as lead manager of the entitlement issue.
Price:	\$0.00
Non-cash consideration that was paid	Capital raising services. Current value being \$1,300,000 based on share price of \$0.01 as at 20 October 2017.

Date of Issue:	23 December 2016
Number of Equity Securities issued:	57,000,000
Class/ Type of equity security:	Fully paid ordinary shares
Name of persons who received securities or basis on which persons was determined:	Shares issued to advisors in lieu of corporate advisory and business development services.
Price:	\$0.00
Non-cash consideration that was paid	Corporate advisory and business development services. Current value being \$570,000 based on a share price of \$0.01 as at 20 October 2017.

Date of Issue:	20 January 2017
Number of Equity Securities issued:	1,686,930
Class/ Type of equity security:	Fully paid ordinary shares
Name of persons who received securities or basis on which persons was determined:	For a non - renounceable entitlement issue of one ordinary share for every ten ordinary shares held by Shareholders on the record date pursuant to prospectus dated 23 December 2016.
Price:	\$0.013 issued at market value.
Total consideration received:	\$21,930 for working capital all of which has been spent.

Date of Issue:	20 January 2017
Number of Equity Securities issued:	421,712
Class/ Type of equity security:	Listed options (exercisable at \$0.04 on or before 30 March 2019)
Name of persons who received securities or basis on which persons was determined:	Free attaching listed options issued on the basis of one option for every four shares subscribed for under the entitlement issue.
Price:	\$0.00. Current value being \$1,687 based on an option trading price of \$0.004 as at 20 October 2017.

Date of Issue:	20 January 2017
Number of Equity Securities issued:	27,184,973
Class/ Type of equity security:	Listed options (exercisable at \$0.04 on or before 30 March 2019)
Name of persons who received securities or basis on which persons was determined:	Balance of the shortfall of listed options from loyalty option entitlement issue.
Price:	\$0.001
Total consideration received:	\$27,185 for working capital all of which has been spent. Current value being \$10,874 based on an option trading price of \$0.004 as at 20 October 2017.

Date of Issue:	15 June 2017
Number of Equity Securities issued:	3,000,000
Class/ Type of equity security:	Fully paid ordinary shares
Name of persons who received securities or basis on which persons was determined:	MEF I, L.P.
Price:	\$0.00
Non-cash consideration that was paid	Issue of commitment shares for entry into a convertible note agreement. Current value being \$30,000 based on a share price of \$0.01 as at 20 October 2017.

Date of Issue:	15 June 2017
Number of Equity Securities issued:	111,903
Class/ Type of equity security:	Convertible notes
Summary of terms:	The convertible notes have a face value of US\$1.10 and are issued for US\$1.00. Subject to Shareholder approval (which was obtained), the convertible notes were convertible into ordinary shares in the Company at the option of MEF I, L.P. at the lower of A\$0.015 or at a price equal to 90% of the average of the four (4) lowest daily VWAPs over the ten (10) day trading period on which trading in shares occurred on ASX immediately prior to the election to convert (converted into US\$ at the prevailing A\$/US\$ exchange rate).
Name of persons who received securities or basis on which persons was determined:	MEF I, L.P.
Price:	\$1.34
Total consideration received:	\$150,000 for working capital all of which has been spent.

Date of Issue:	21 June 2017
Number of Equity Securities issued:	6,754,092
Class/ Type of equity security:	Fully paid ordinary shares issued on conversion of 33,864 convertible notes.
Name of persons who received securities or basis on which persons was determined:	MEF I, L.P.
Total consideration received:	\$0.00

Date of Issue:	28 June 2017
Number of Equity Securities issued:	14,693,152
Class/ Type of equity security:	Fully paid ordinary shares issued on conversion of 78,039 convertible notes.
Name of persons who received securities or basis on which persons was determined:	MEF I, L.P.
Total consideration received:	\$0.00

Date of Issue:	11 July 2017
Number of Equity Securities issued:	645,589
Class/ Type of equity security:	Convertible notes
Summary of terms:	The convertible notes have a face value of US\$1.10 and are issued for \$US\$1.00. The convertible notes were convertible into ordinary shares in the Company from the date they were issued at the option of MEF I, L.P. at, subject to shareholder approval (which has been obtained), the lower of A\$0.015 or at a price equal to 90% of the average of the four (4) lowest daily VWAPs over the ten (10) day trading period on which trading in shares occurred on ASX immediately prior to the election to convert (converted into US\$ at the prevailing A\$/US\$ exchange rate).
Name of persons who received securities or basis on which persons was determined:	MEF I, L.P.
Price:	\$1.32
Total consideration received:	\$850,000 for working capital all of which has been spent.

Date of Issue:	14 July 2017
Number of Equity Securities issued:	7,204,737
Class/ Type of equity security:	Fully paid ordinary shares issued on conversion of 75,000 convertible notes.
Name of persons who received securities or basis on which persons was determined:	MEF I, L.P.
Total consideration received:	\$0.00

Date of Issue:	25 July 2017
Number of Equity Securities issued:	16,452,212
Class/ Type of equity security:	Fully paid ordinary shares issued on conversion of 160,000 convertible notes.
Name of persons who received securities or basis on which persons was determined:	MEF I, L.P.
Total consideration received:	\$0.00

Date of Issue:	25 July 2017
Number of Equity Securities issued:	19,230,69
Class/ Type of equity security:	Listed options (exercisable at \$0.04 on or before 30 March 2019)
Name of persons who received securities or basis on which persons was determined:	Free attaching listed options issued on the basis of one option for every four shares subscribed for under the entitlement issue.
Total consideration received:	\$0.00. Current value being \$7692 based on option trading price of \$0.004 as at 20 October 2017.

Date of Issue:	1 August 2017
Number of Equity Securities issued:	14,070,801
Class/ Type of equity security:	Fully paid ordinary shares issued on conversion of 137,861 convertible notes.
Name of persons who received securities or basis on which persons was determined:	MEF I, L.P.
Total consideration received	\$0.00

Date of Issue:	23 August 2017
Number of Equity Securities issued:	462,000
Class/ Type of equity security:	Convertible notes
Summary of terms:	<p>The convertible notes have a face value of US\$1.10 and are issued for \$US\$1.00. The convertible notes were convertible into ordinary shares in the Company from the date they were issued at the option of MEF I, L.P. at, subject to shareholder approval (which has been obtained), the lower of an agreed floor price or at a price equal to 90% of the average of the four (4) lowest daily VWAPs over the ten (10) day trading period on which trading in shares occurred on ASX immediately prior to the election to convert (converted into US\$ at the prevailing A\$/US\$ exchange rate). The agreed floor price is A\$0.018, subject to this amount being permanently increased to:</p> <ul style="list-style-type: none"> • if the VWAP of Shares is above A\$0.025 for more than 5 consecutive trading days, A\$0.025; and • if the VWAP of Shares is above A\$0.030 for more than 5 consecutive trading days, A\$0.030; and <p>the lowest price at which the Company issues shares during the term of the convertible notes (other than pursuant to the conversion of the existing convertible notes on issue or other notes, an entitlement offer, or the exercise of any outstanding performance shares on issue).</p>
Name of persons who received securities or basis on which persons was determined:	MEF I, L.P.
Price:	\$1.30
Total consideration received:	\$600,000 for working capital all of which has been spent

Date of Issue:	25 August 2017
Number of Equity Securities issued:	14,524,322
Class/ Type of equity security:	Fully paid ordinary shares issued on conversion of 125,000 convertible notes.
Name of persons who received securities or basis on which persons was determined:	MEF I, L.P.
Total consideration received	\$0.00

Date of Issue:	26 September 2017
Number of Equity Securities issued:	15,585,980
Class/ Type of equity security:	Fully paid ordinary shares issued on conversion of 100,000 convertible notes.
Name of persons who received securities or basis on which persons was determined:	MEF I, L.P.
Total consideration received	\$0.00

Date of Issue:	6 October 2017
Number of Equity Securities issued:	785,900
Class/ Type of equity security:	Convertible notes
Summary of terms:	<p>The convertible notes have a face value of US\$1.10 and are issued for \$US\$1.00. The convertible notes were convertible into ordinary shares in the Company from the date they were issued at the option of MEF I, L.P. at, subject to shareholder approval (which has been obtained), the lower of an agreed floor price or at a price equal to 90% of the average of the four (4) lowest daily VWAPs over the ten (10) day trading period on which trading in shares occurred on ASX immediately prior to the election to convert (converted into US\$ at the prevailing A\$/US\$ exchange rate). The agreed floor price is A\$0.018, subject to this amount being permanently increased to:</p> <ul style="list-style-type: none"> • if the VWAP of Shares is above A\$0.025 for more than 5 consecutive trading days, A\$0.025; and • if the VWAP of Shares is above A\$0.030 for more than 5 consecutive trading days, A\$0.030; and <p>the lowest price at which the Company issues shares during the term of the convertible notes (other than pursuant to the conversion of the existing convertible notes on issue or other notes, an entitlement offer, or the exercise of any outstanding performance shares on issue).</p>
Name of persons who received securities or basis on which persons was determined:	MEF I, L.P.
Price:	\$1.27
Total consideration received:	\$1,000,000 for working capital all of which has been spent

Date of Issue:	6 October 2017
Number of Equity Securities issued:	15,630,030
Class/ Type of equity security:	Fully paid ordinary shares issued on conversion of 100,000 convertible notes.
Name of persons who received securities or basis on which persons	MEF I, L.P.
Total consideration received	\$0.00