
TV2U INTERNATIONAL LIMITED

ACN 110 184 355

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 10:00am (WST)

DATE: Thursday 6 July 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 Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (WST) on Thursday 6 July 2017 at The Celtic Club – Presidents Room 48 Ord Street West Perth WA 6005.

Your vote is important

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

Voting in person

To vote in person, attend the Extraordinary 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 July 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 Extraordinary 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:
 - the proxy is not recorded as attending the meeting;
 - 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 EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting of Shareholders will be held at 10:00am (WST) on Thursday 6 July 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 Extraordinary General Meeting and should be read prior to voting on the Resolutions. 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 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 5.00pm (WST) on Tuesday 4 July 2017.

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

AGENDA

ORDINARY BUSINESS:

1. RESOLUTION 1 – AMENDMENT OF THE TERMS OF THE TRANCHE A CONVERTIBLE NOTES

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

“That, conditional on Shareholders approving Resolution 2 and the issue of the 111,903 Tranche A Convertible Notes pursuant to the Agreement, the terms of those 111,903 Tranche A Convertible Notes be amended as described in Sections 1 and 2 of the Explanatory Statement.”

Voting Exclusion The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue 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 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, 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.

2. RESOLUTION 2 – APPROVAL OF ISSUE OF TRANCHE A CONVERTIBLE NOTES AS AMENDED BY RESOLUTION 1

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

“That, conditional on Shareholders approving Resolution 1, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the 111,903 Tranche A Convertible Notes to be issued pursuant to the Agreement and prior to the date of the Extraordinary General Meeting, each with a face value of US\$1.10 to MEF I, L.P., on the terms and conditions as described in Sections 1, 2 and 3 of the Explanatory Statement and as amended pursuant to Resolution 1.”

Voting Exclusion The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue 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 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, 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.

3. RESOLUTION 3 – ISSUE OF TRANCHE B CONVERTIBLE NOTES

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

“That, conditional on Shareholders approving Resolutions 1 and 2, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue that number of Tranche B Convertible Notes determined in accordance with the terms of the Agreement, each with a face value of US\$1.10 to MEF I, L.P., on the terms and conditions as described in Sections 1 and 4 of the Explanatory Statement.”

Voting Exclusion The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue 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 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, 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.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,000,000 Shares to MEF I, L.P. to be issued simultaneously with the issue of the 111,903 Tranche A Convertible Notes pursuant to the Agreement and prior to the date of the Extraordinary General Meeting, as described in Sections 1 and 5 of the Explanatory Statement.”

Voting Exclusion The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if 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, 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.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 43,000,000 Shares as described in Section 6 of the Explanatory Statement.”

Voting Exclusion The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company

need not disregard a vote if 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, 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.

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 76,923,076 Shares as described in Sections 7 and 8 of the Explanatory Statement.”

Voting Exclusion The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if 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, 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.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 130,000,000 Shares as describe in Sections 7 and 9 of the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if 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, 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.

8. RESOLUTION 8 – ISSUE OF OPTIONS

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 19,230,769 Options on the terms and conditions set out in Section 10 of the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue 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 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, 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.

9. RESOLUTION 9 – APPROVAL OF ISSUE OF TV2U SHARES PURSUANT TO PROPOSED CAPITAL RAISING

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 100,000,000 Shares within three months from the date of this meeting at an issue price of not less than 80% of the volume weighted average market price for Shares over the last five trading days prior to the issue of those Shares on which sales in Shares were recorded, to the parties, for the purpose, and on the terms and conditions as described in Section 11 of the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue 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 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, 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.

DATED: 1 JUNE 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 Extraordinary General Meeting to be held at 10:00am (WST) on Thursday 6 July 2017 at The Celtic Club – Presidents Room 48 Ord Street West Perth WA 6005.

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 pass the Resolutions in the Notice of Meeting.

1. BACKGROUND TO RESOLUTIONS 1, 2 AND 3

On 16 May 2017, the Company announced that it entered into the Agreement pursuant to which it was proposing to conduct a capital raising through the issue of Convertible Notes to MEF I, L.P., a diversified holding and investment company based in New York, USA. The capital raising was to raise up to A\$1,000,000 through the issue of Convertible Notes, each with a face value of US\$1.10.

Under the terms of the Agreement the Company must issue \$US denominated Convertible Notes with an aggregate face value equivalent to A\$1.1 million. The Convertible Notes will be issued at a 10% discount, for an aggregate subscription price of the US\$ equivalent of A\$1.0 million. As such, each Convertible Note will have a face value of US\$1.10 and will be issued for US\$1.00 each.

The issue of the Convertible Notes has been divided into two tranches. The first tranche (**Tranche A Convertible Notes**) will be made within the Company's available placement capacity under ASX Listing Rule 7.1, subject to the lodgement of a compliance prospectus in relation to the issue of the Convertible Notes with ASIC and other customary conditions. The second tranche (for the remainder of the Convertible Notes) (**Tranche B Convertible Notes**) will be made subject to and following the approval of the Company's Shareholders of Resolutions 1, 2 and 3 at this Extraordinary General Meeting and other customary conditions.

On 1 June 2017, the Company announced a variation to the terms of the Agreement to facilitate the issue of the Tranche A Convertible Notes without Shareholder approval. The effect of the variation was that a fixed A\$/US\$ exchange rate and minimum conversion price of A\$0.005 would apply to the conversion of any Tranche A Convertible Notes into ordinary shares, unless and until necessary shareholder approvals were obtained (relevantly, Resolutions 1 and 2). From that time the terms on which the Tranche A Convertible Notes would convert into Shares would be the same as for Tranche B Convertible Notes.

The Tranche A Convertible Notes are expected to be issued after satisfaction of the conditions precedent for the issue of the Tranche A Convertible Notes in the Agreement, which includes the lodgement of a prospectus with ASIC in relation to the issue of the Convertible Notes and the expiry of any necessary exposure period under the Corporations Act. The Company currently expects this to occur during the week commencing 19 June 2017, however, this date is subject to change. A total of 111,903 Tranche A Convertible Notes will be issued, on the basis that the Agreement contemplated a fixed \$A/US\$ of 0.745.

The number of Tranche B Convertible Notes that will be issued, subject to the Company obtaining Shareholder approval for that issue, will be that number that increases the aggregate subscription price to the US\$ equivalent of A\$1 million. The total number of Tranche B Convertible Notes to be issued will depend on the \$A/US\$ exchange rate at the time of issue.

The table immediately below (**Table 1**) sets out the number of Convertible Notes that will be on issue assuming that Resolutions 1, 2 and 3 are approved by Shareholders at different A\$/US\$ exchange rates.

Table 1

Number of Convertible Notes issued to MEF I, L.P.	A\$/US\$ Exchange Rate		
	0.70	0.75	0.80
Tranche A Convertible Notes	111,903	111,903	111,903
Tranche B Convertible Notes	594,856	637,345	679,835
Total	706,759	749,248	791,738

Tranche A Convertible Notes that are not otherwise redeemed or converted into ordinary shares will mature either 6 months after the date they are issued (if Resolutions 1 and 2 are not approved by Shareholders), or 12 months after the date they are issued (if Resolutions 1 and 2 are approved by Shareholders). Tranche B Convertible Notes that are not otherwise redeemed or converted into ordinary shares, will mature 12 months after they are issued. Convertible Notes will automatically convert into Shares on maturity, unless MEF I, L.P. elects (at least 5 business days' before maturity) for those Convertible Notes to be redeemed, in which case the Company must pay the face value of each such Convertible Note to MEF I, L.P..

Each Convertible Note will be convertible into ordinary Shares in the Company from the date it is issued, at the option of MEF I, L.P. at 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) trading day 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 will be the lower of A\$0.015 and if the Company issues Shares to any other person for a price below A\$0.015 per Share, the lowest price at which such any Shares are issued. However, for the purposes of the conversion of any Tranche A Convertible Notes, unless and until Shareholder approval has been obtained in relation to Resolutions 1 and 2:

- 1.1 the A\$/US\$ exchange rate that will apply will be 0.745; and
- 1.2 the agreed floor price will be no less than A\$0.005.

The table immediately below (**Table 2**) sets out the number of ordinary shares that will be issued on conversion of the Convertible Notes, assuming different A\$/US\$ exchange rates, and different conversion prices. Table 2 also assumes that Resolutions 1, 2 and 3 are approved by Shareholders and that no event of default under the Agreement has occurred.

Table 2

A\$/US\$ Exchange Rate	Number of Convertible Notes	Conversion Price (A\$)	Shares to be issued on conversion of all Convertible Notes	Total Shares on issue following conversion (including Commitment Shares)	MEF I, L.P.'s percentage shareholding in the Company after conversion of Convertible Notes (including

					Commitment Shares)
0.70	706,759	A\$0.005	222,124,257	1,723,548,590	13.06%
0.75	749,248	A\$0.010	109,889,706	1,611,314,039	7.01%
0.80	791,738	A\$0.015	72,575,983	1,574,000,316	4.80%

The table immediately below (**Table 3**) sets out the number of ordinary shares that will be issued on conversion of the Tranche A Convertible Notes, assuming that Resolutions 1, 2 and 3 are not approved by Shareholders and that no event of default under the Agreement has occurred.

Table 3

Fixed A\$/US\$ Exchange Rate	Number of Tranche A Convertible Notes	Conversion Price (A\$)	Shares to be issued on conversion of all Tranche A Convertible Notes	Total Shares on issue following conversion (including Commitment Shares)	MEF I, L.P.'s percentage shareholding in the Company after conversion of Tranche A Convertible Notes (including Commitment Shares)
0.745	111,903	A\$0.005	33,045,181	1,534,469,514	2.35%
		A\$0.010	16,522,590	1,517,946,923	1.29%
		A\$0.015	11,015,060	1,512,439,393	0.93%

The proceeds of the issue of the Convertible Notes will be applied towards the Company's working capital and general corporate purposes.

2. RESOLUTION 1 – AMENDMENT OF THE TERMS OF THE TRANCHE A CONVERTIBLE NOTES

On 1 June 2017, the Company announced a variation to the terms of the Agreement to facilitate the issue of Tranche A Convertible Notes without Shareholder approval. The Agreement was varied so that unless and until Shareholders approve Resolutions 1 and 2, a fixed A\$/US\$ exchange rate, and a minimum conversion price of A\$0.005, will apply to the conversion of any Tranche A Convertible Notes. If such Shareholder approval is obtained within 2 months after the date of the issue of the Tranche A Convertible Notes, the terms of the Agreement contemplate that on conversion:

- 2.1 the applicable A\$/US\$ exchange rate will be the rate prevailing at the time of conversion; and
- 2.2 the fixed minimum conversion price of A\$0.005 will cease to apply.

If Shareholders approve Resolutions 1 and 2, the number of ordinary shares into which the Tranche A Convertible Notes may be converted cannot be known. Table 2 in Section 1

sets out the number of ordinary shares that will be issued assuming different A\$/US\$ exchange rates and different conversion prices. Further, in those circumstances, the maturity date of the Tranche A Convertible Notes will be 12 months after the date they were issued.

If Shareholders do not approve Resolutions 1 and 2, the maximum number of ordinary shares into which the Tranche A Convertible Notes may convert is 33,045,181. However, a condition precedent to the issue of the Tranche B Convertible Notes will not be satisfied. As such, MEF I, L.P. will not be required to subscribe for the Tranche B Convertible Notes for the subscription price relating to the Tranche B Convertible Notes (being the US\$ equivalent of A\$849,795). Further, in those circumstances, the maturity date of the Tranche A Convertible Notes will be 6 months after the date they were issued.

The Directors recommend that Shareholders vote in favour of this Resolution 1.

3. RESOLUTION 2 – APPROVAL OF ISSUE OF TRANCHE A CONVERTIBLE NOTES AS AMENDED BY THE APPROVAL OF RESOLUTION 1

The Company proposes to issue 111,903 Tranche A Convertible Notes to MEF I, L.P. pursuant to the terms of the Agreement after the date of this Notice of Meeting but prior to the date of the Extraordinary General Meeting as described in Section 1 and 2 of this Explanatory Statement. The Tranche A Convertible Notes will be issued under the Company's 15% placement capacity under ASX Listing Rule 7.1.

Subject to the approval of Resolution 1, this Resolution seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the 111,903 Tranche A Convertible Notes on the amended terms approved by Resolution 1, the effect of which is, broadly, that the fixed A\$/US\$ exchange rate and the minimum conversion price of A\$0.005 will cease to apply on conversion of any Tranche A Convertible Notes and the maturity date of the Tranche A Convertible Notes will be 12 months rather than 6 months after their issue date.

3.1 ASX Listing Rule 7.1 and 7.3

The Tranche A Convertible Notes are equity securities for the purposes of the ASX Listing Rules.

ASX Listing Rule 7.1 prohibits, subject to certain exceptions, a company from issuing or agreeing to issue equity securities that would represent more than 15% of the company's ordinary securities on issue 12 months prior to the date of issue (or agreement to issue) of such securities, without prior approval of the company's shareholders.

If Shareholders approve Resolution 1, the terms of the Tranche A Convertible Notes will be materially amended. As such, the Company is seeking the approval of Shareholders for the issue of the 111,903 Tranche A Convertible Notes on the terms set out in this Explanatory Statement, as amended by Resolution 1. If Shareholders approve Resolution 2, the proposed amendments to the terms of the Tranche A Convertible Notes will become effective and the Company will retain the flexibility to issue a further 111,903 equity securities in the future under ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

3.2 Technical Information Required by Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this Resolution 2:

- (a) 111,903 Tranche A Convertible Notes will be issued pursuant to ASX Listing Rule 7.1;
- (b) the Tranche A Convertible Notes are expected to be issued prior to the date of the Extraordinary General Meeting. If Resolutions 1 and 2 are approved by Shareholders, the terms of the Tranche A Convertible Notes will automatically be amended. No additional Tranche A Convertible Notes are to be issued;
- (c) the issue price will be US\$1.00 per Tranche A Convertible Note. If Resolutions 1 and 2 are approved by Shareholders, the issue price of the Tranche A Convertible Notes will not change;
- (d) the 111,903 Tranche A Convertible Notes will be issued to MEF I, L.P., an entity associated with Magna, a diversified holding and investment company based in New York, USA, who is not a Related Party of the Company. If Resolutions 1 and 2 are approved by Shareholders, MEF I, L.P. will continue to hold the Tranche A Convertible Notes;
- (e) the terms and conditions of the Tranche A Convertible Notes are set out in Schedule 1. If Resolutions 1 and 2 are approved by Shareholders, the terms of the Tranche A Convertible Notes will be amended as described in Sections 1 and 2 of this Explanatory Statement;
- (f) the proceeds of the issue of the 111,903 Tranche A Convertible Notes will be applied towards the Company's working capital and general corporate purposes; and
- (g) the Company will issue the 111,903 Tranche A Convertible Notes on a single date after the date of this Notice of Meeting but prior to the date of the Extraordinary General Meeting.

The Directors recommend that you vote in favour of Resolution 2.

4. RESOLUTION 3 – ISSUE OF TRANCHE B CONVERTIBLE NOTES

The issue of the Tranche B Convertible Notes is subject to the satisfaction or waiver of the following conditions precedent:

- (a) the 111,903 Tranche A Convertible Notes having been issued to MEF I, L.P. in accordance with the Agreement;
- (b) Shareholder approval has been obtained in respect of Resolutions 1 and 2;
- (c) the Company giving to MEF I, L.P. at least 5 Business Days written notice of the proposed issue date for the Tranche B Convertible Notes provided that such date is no later than 60 days after the issue date of the 111,903 Tranche A Convertible Notes;
- (d) there being no event of default which has occurred, or would result from the proposed issue of the Tranche B Convertible Notes;
- (e) the Company has provided MEF I, L.P. with evidence in a form and substance satisfactory to MEF I, L.P. (acting reasonably) that the Company has obtained all necessary approvals from its Board and

all other necessary approvals from its Shareholders, in respect of the issue of the Tranche B Convertible Notes (and their subsequent conversion) (including, without limitation, any approvals required under ASX Listing Rule 7.1); and

- (f) MEF I, L.P. receiving, in a form satisfactory to MEF I, L.P., all other information, documents, searches or enquiries as reasonably requested by MEF I, L.P.

The purpose of the issue of the Tranche B Convertible Notes is to raise funds for the Company's working capital and general corporate purposes.

4.2 **ASX Listing Rule 7.1**

The Tranche B Convertible Notes are equity securities for the purposes of the ASX Listing Rules.

ASX Listing Rule 7.1 prohibits, subject to certain exceptions, a company from issuing or agreeing to issue equity securities that would represent more than 15% of the company's ordinary securities on issue 12 months prior to the date of issue (or agreement to issue) of such securities, without prior approval of the company's shareholders.

As there is no fixed floor price and no fixed exchange rate that applies on conversion of the Tranche B Convertible Notes, it is not possible to determine the maximum number of ordinary shares that will be issued on conversion of the Tranche B Convertible Notes. As such, the Company will not be able to determine if it has sufficient placement capacity to issue the Tranche B Convertible Notes without Shareholder approval.

4.3 **Technical Information Required by Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided to Shareholders in relation to this Resolution 3:

- (a) the maximum number of Tranche B Convertible Notes the Company can issue is not able to be known. However as set out in Table 1 of Section 1 of this Explanatory Statement, the number of Tranche B Convertible Notes that will be issued, subject to Shareholders approving Resolutions 1 and 2, will be that number that increases the aggregate subscription price to the US\$ equivalent of A\$1 million, and the total number of Tranche B Convertible Notes to be issued will depend on the \$A/US\$ exchange rate.

The Tranche B Convertible Notes are convertible into Shares in accordance with the terms of the Agreement and each Convertible Note will be convertible into ordinary shares in the Company from the date it is issued, at the option of MEF I, L.P. at 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) trading day period on which trading in shares occurred on ASX immediately prior to the election to convert;

- (b) if approved by Shareholders, the Company will issue the Tranche B Convertible Notes no later than three months after the date of this Extraordinary General Meeting, unless otherwise extended by way of ASX granting a waiver to the ASX Listing Rules;

- (c) the Tranche B Convertible Notes will be issued for US\$1.00 each;
- (d) the Tranche B Convertible Notes will be issued to MEF I, L.P., an entity associated with Magna, a diversified holding and investment company based in New York USA, who is not a Related Party of the Company;
- (e) the terms and condition of the Tranche B Convertible Notes are set out in Schedule 1;
- (f) the proceeds of the issue of the Tranche B Convertible Notes will be applied towards the Company's working capital and general corporate purposes; and
- (g) it is expected that, subject to the approval, the Tranche B Convertible Notes will be issued on one date, being no later than 3 months after the date of this Extraordinary General Meeting.

The Directors recommend that Shareholders vote in favour of this Resolution 3.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

At the same time that MEF I, L.P. is to be issued 111,903 Tranche A Convertible Notes, MEF I, L.P. will also be issued 3,000,000 Shares in consideration for entering into the Agreement to subscribe for the Convertible Notes. The Shares will be issued under the Company's 15% placement capacity under ASX Listing Rule 7.1. These 3,000,000 Shares are expected to be issued prior to the date of the Extraordinary General Meeting.

This Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these 3,000,000 Shares.

5.1 ASX Listing Rule 7.1 and 7.4

ASX Listing Rule 7.1 prohibits, subject to certain exceptions, a company from issuing or agreeing to issue equity securities that would represent more than 15% of the company's ordinary securities on issue 12 months prior to the date of issue (or agreement to issue) of such securities, without prior approval of the company's shareholders.

ASX Listing Rule 7.4 permits a company to subsequently approve an issue of securities made without approval under ASX Listing Rule 7.1. ASX Listing Rule 7.4 states that an issue of securities made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the shareholders of the company subsequently approve it.

By ratifying this issue of 3,000,000 Shares, the Company will retain the flexibility to issue a further 3,000,000 equity securities in the future under ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.2 Technical Information Required by Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution 4:

- (a) the 3,000,000 Shares will be issued under the Company's 15% placement capacity under ASX Listing Rule 7.1;

- (b) the 3,000,000 Shares will be issued for nil cash consideration, as they will be issued as consideration for MEF I, L.P. entering into the Agreement;
- (c) the 3,000,000 Shares issued will all be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares;
- (d) the 3,000,000 Shares will be issued to MEF I, L.P., an entity associated with Magna, a diversified holding and investment company based in New York USA, who is not a Related Party of the Company; and
- (e) the 3,000,000 Shares will be issued for nil cash consideration, as they will be issued as consideration for MEF I, L.P. entering into the Agreement. However, the proceeds of the issue of the Convertible Notes will be applied towards the Company's working capital and general corporate purposes.

The Directors recommend that Shareholders vote in favour of this Resolution 4.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES

On 26 October 2016, the Company issued 43,000,000 Shares to professional advisors, as consideration for corporate advisory and business development services provided to the Company in accordance with a mandate dated 13 September 2016. These Shares were issued under the Company's 15% placement capacity under ASX Listing Rule 7.1 but were not approved by Shareholders and did not fall within one of the exceptions to ASX Listing Rule 7.1.

This Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these 43,000,000 Shares.

6.1 ASX Listing Rule 7.1 and 7.4

ASX Listing Rule 7.1 prohibits, subject to certain exceptions, a company from issuing or agreeing to issue equity securities that would represent more than 15% of the company's ordinary securities on issue 12 months prior to the date of issue (or agreement to issue) of such securities, without prior approval of the company's shareholders.

ASX Listing Rule 7.4 permits a company to subsequently approve an issue of securities made without approval under ASX Listing Rule 7.1. ASX Listing Rule 7.4 states that an issue of securities made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the shareholders of the company subsequently approve it.

By ratifying the issue of these 43,000,000 Shares, the Company will retain flexibility to issue a further 43,000,000 equity securities in the future under ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.2 Technical Information Required by Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution 5:

- (a) 43,000,000 Shares were issued under the Company's 15% placement capacity under Listing Rule 7.1;

- (b) the 43,000,000 Shares were issued for nil cash consideration, as they were issued for corporate advisory and business development services provided to the Company;
- (c) the 43,000,000 Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the 43,000,000 Shares were issued to professional advisors, all of which are sophisticated investors. None of these subscribers were Related Parties of the Company; and
- (e) no funds were raised from this issue. However, the Shares were issued for corporate advisory and business development services provided to the Company.

The Directors recommend that Shareholders vote in favour of this Resolution 5.

7. BACKGROUND TO RESOLUTIONS 6, 7, AND 8

On 21 December 2016, the Company announced that it intended to undertake a placement of up to 76,923,076 fully paid ordinary Shares (**Placement Shares**) at A\$0.013 per Share, to raise \$1,000,000, plus a 1 for 4 free attaching Option on the same terms as the existing Listed Options of the Company (ASX: TV2O) to institutional, professional and sophisticated investors (**Placement**). The Company received firm commitments under the Placement raising \$1,000,000.

In addition, the Company announced it would undertake a 1 for 10 non-renounceable rights issue (**Rights Issue**) to raise approximately \$1,602,659 (before costs) through an offer of up to a maximum of 123,281,433 Shares (**Rights Issue Shares**). Shareholders who participate in the Rights Issue would also receive a 1 for 4 free attaching Option on the same terms.

The Placement Shares and the Rights Issue Shares were issued at \$A0.013 per Share which represented (approximately) a 25% discount to the 15 day volume weighted average price of Shares at the time.

Funds from the Placement were to be used to strengthen the Company's cash position moving into the final stages of service delivery for important contracts in Indonesia and Brazil.

The Company issued a further 130,000,000 fully paid ordinary Shares (**Consideration Shares**) to institutional, professional and sophisticated investors as consideration for capital raising services provided as described in the 'Rights Issue Replacement Prospectus' lodged with the ASX on 22 December 2016.

8. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES

On 23 December 2016, the Company issued 76,923,076 fully paid ordinary Shares institutional, professional and sophisticated investors, pursuant to the Placement. These Placement Shares were issued under the Company's 10% placement capacity under Listing Rule 7.1A but was not approved by Shareholders.

This Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these 76,923,076 Placement Shares.

8.1 **ASX Listing Rule 7.1A and 7.4**

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior Shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval at an Annual General Meeting of the company under ASX Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of equity securities which represents 10% of the number of fully paid ordinary shares at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1A.

ASX Listing Rule 7.4 permits a company to subsequently approve an issue of securities made without approval under ASX Listing Rule 7.1A. ASX Listing Rule 7.4 states that an issue of securities made without shareholder approval under ASX Listing Rule 7.1A is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach the ASX Listing Rules and the shareholders of the company subsequently approve it.

By ratifying this issue, the Company will retain the flexibility to issue a further 76,923,076 equity securities in the future under ASX Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

8.2 **Technical Information Required by Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to this Resolution 6:

- (a) the Placement Shares (being 76,923,076 fully paid ordinary Shares) were issued under the Company's 10% placement capacity under Listing Rule 7.1A;
- (b) the issue price of the Placement Shares was \$0.013 per Share;
- (c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued to institutional, professional and sophisticated investors known to the Company. None of these subscribers were Related Parties of the Company; and
- (e) the funds raised from this issue were used to develop TV2U in line with its business model and strategy and for working capital.

The Directors recommend that Shareholders vote in favour of this Resolution 6.

9. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF CONSIDERATION SHARES

On 23 December 2016, the Company issued 130,000,000 fully paid ordinary Shares to institutional, professional and sophisticated investors as consideration for capital raising services provided as per the 'Rights Issue Replacement Prospectus' lodged with the ASX on 23 December 2016. These Consideration Shares were issued under the Company's 15% placement capacity under ASX Listing Rule 7.1 but was not approved by Shareholders and did not fall within an exception to ASX Listing Rule 7.1.

This Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these 130,000,000 Shares.

9.1 ASX Listing Rule 7.1 and 7.4

ASX Listing Rule 7.1 prohibits, subject to certain exceptions, a company from issuing or agreeing to issue equity securities that would represent more than 15% of the company's ordinary securities on issue 12 months prior to the date of issue (or agreement to issue) of such securities, without prior approval of the company's shareholders.

ASX Listing Rule 7.4 permits a company to subsequently approve an issue of securities made without approval under ASX Listing Rule 7.1. ASX Listing Rule 7.4 states that an issue of securities made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the shareholders of the company subsequently approve it.

By ratifying this issue, the Company will retain the flexibility to issue 130,000,000 equity securities in the future under ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

9.2 Technical Information Required by Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- (a) the Consideration Shares (being 130,000,000 fully paid ordinary Shares) were issued under the Company's 15% placement capacity under ASX Listing Rule 7.1;
- (b) the Consideration Shares were issued for nil cash consideration, as they were issued for corporate advisory and business development services provided to the Company;
- (c) the Consideration Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Energy Capital Partners Pty Ltd and its nominees. None of these subscribers were Related Parties of the Company; and
- (e) no funds were raised from this issue. However the Consideration Shares were issued for corporate advisory and business development services provided to the Company.

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

10. RESOLUTION 8 – ISSUE OF PLACEMENT OPTIONS

As described in Section 7, the Company undertook a capital raising in December 2016 pursuant to which it issued the Placement Shares. These Placement Shares were issued on the basis that one free Option (on the same terms as the existing Listed Options) (**Placement Options**) would be issued for every four Placement Shares issued (being, 19,230,769 Placement Options).

Settlement of the Placement occurred on 28 December 2016. The Company was required to obtain Shareholder approval for the issue of securities under the Placement to the extent that it did not have sufficient placement capacity under ASX Listing Rule 7.1.

Resolution 8 seeks Shareholder approval for the issue of the Placement Options.

10.1 **ASX Listing Rule 7.1 and 7.3**

ASX Listing Rule 7.1 prohibits, subject to certain exceptions, a company from issuing or agreeing to issue equity securities that would represent more than 15% of the company's ordinary securities on issue 12 months prior to the date of issue (or agreement to issue) of such securities, without prior approval of the company's shareholders.

The effect of Resolution 8 will be to allow the Company to issue the Placement Options, without using the Company's 15% placement capacity.

10.2 **Technical information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement Options:

- (a) a maximum of 19,230,769 Placement Options will be issued in respect of the Placement;
- (b) the Placement Options will be issued no later than 3 months after the date of this Extraordinary General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) the Placement Options will be issued for nil consideration;
- (d) the Placement Options will be issued to investors in the Company, all of which are professional and sophisticated investors, who subscribed for shares under the Placement. None of these subscribers will be Related Parties of the Company;
- (e) the terms and condition of the Placement Options are equivalent to Company's Listed Options, the terms and conditions of which are set out in Schedule 2;
- (f) the Company used the funds raised from the Placement for general working capital purposes and expenses of the offer; and
- (g) the Company will issue the Placement Options on a single date.

The Directors recommend that Shareholders vote in favour of this Resolution 8.

11. **RESOLUTION 9 – ISSUE OF TV2U SHARES PURSUANT TO PROPOSED CAPITAL RAISING**

This Resolution 9 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 100,000,000 Shares within three months of the date of the Extraordinary General Meeting at an issue price per Share of not less than 80% of the volume weighted average market price of Shares for the last five days on which sales of the Shares are recorded before the day on which the issue will be made (**Future Placement Shares**) to sophisticated and professional investors who are not Related Parties or associates of Related Parties of the Company (**Future Placement**).

The potential dilution to existing Shareholders as a result of the issue of the Future Placement Shares is detailed in the table below (note that this table assumes that

no options, performance shares, or Convertible Notes have been exercised or otherwise converted into Shares):

	Number of Shares	Total Share on issue following issue of Future Placement Shares	% Increase in number of Shares as at the date on which the issue will be made (dilution to existing Shareholders)
50% of the Future Placement Shares issued	50,000,000	1,548,424,333	6.67%
100% of the Future Placement Shares issued	100,000,000	1,598,424,333	3.34%

It is intended that the funds raised pursuant to any Future Placement will be applied towards the Company's working capital and general corporate purposes.

11.1 **ASX Listing Rule 7.1**

ASX Listing Rule 7.1 prohibits, subject to certain exceptions, a company from issuing or agreeing to issue equity securities that would represent more than 15% of the company's ordinary securities on issue 12 months prior to the date of issue (or agreement to issue) of such securities, without prior approval of the company's shareholders.

The Company will not have sufficient placement capacity to issue the Future Placement Shares without Shareholder approval.

11.2 **Technical Information Required by Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided to Shareholders in relation to this Resolution 9:

- (a) the maximum number of Future Placement Shares the Company may issue is 100,000,000;
- (b) if approved by Shareholders, the Company will issue any Future Placement Shares no later than three months after the date of this Extraordinary General Meeting, unless otherwise extended by way of ASX granting a waiver to the ASX Listing Rules;
- (c) any Future Placement Shares will be allotted at an issue price of not less than 80% of the volume weighted average market price of Shares for the last five days on which sales of the Shares are recorded before the day on which the issue will be made;
- (d) any Future Placement Shares will be issued, at the Board's discretion, to sophisticated and professional investors who are not Related Parties or associates of Related Parties of the Company, subject to compliance with the Corporations Act and the ASX Listing Rules;

- (e) all Future Placement Shares will be fully paid ordinary shares and will rank equally in all respects with the Company's existing Shares on issue;
- (f) the proceeds of the issue of any Future Placement Shares will be applied towards the Company's working capital and general corporate purposes; and
- (g) the issue date of the Future Placement Shares is not known, and may occur progressively, but will be no later than 3 months after the date of this Extraordinary General Meeting.

The Directors recommend that Shareholders vote in favour of this Resolution 9.

12. ENQUIRIES

Shareholders are requested to contact the Company Secretary, Mr John Lewis on (+ 61 (8) 6555 9500) if they have any queries in respect of the matters set out in these documents.

GLOSSARY

A\$ means Australian dollars.

Agreement means the agreement titled 'Agreement' dated 15 May 2017 between the Company and MEF I, L.P. (as amended).

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.

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

Consideration Shares has the meaning given in Section 7 of the Explanatory Memorandum.

Convertible Note means the issue of the convertible notes pursuant to the Agreement.

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

Directors means the current directors of the Company.

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

Extraordinary General Meeting means the meeting convened by the Notice of Meeting.

Future Placement has the meaning set out in Section 11 of the Explanatory Statement.

Future Placement Shares has the meaning set out in Section 11 of the Explanatory Statement.

Glossary means the glossary accompanying this Notice of Meeting.

Listed Option means an Option issued on the terms and conditions set out in Schedule 2.

Notice of Meeting means this notice of general meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning set out in Section 7 of the Explanatory Statement.

Placement Options has the meaning set out in Section 10 of the Explanatory Statement.

Placement Shares has the meaning set out in Section 7 of the Explanatory Statement.

Proxy Form means the proxy form accompanying this Notice of Meeting.

Related Party of a member 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

a person prescribed by the Corporations Act.

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

Rights Issue has the meaning set out in Section 7 of the Explanatory Statement.

Rights Issue Shares has the meaning set out in Section 7 of the Explanatory Statement.

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

Shareholder means a holder of a Share.

Tranche A Convertible Notes has the meaning set out in section 1 of the Explanatory Statement.

Tranche B Convertible Notes has the meaning set out in section 1 of the Explanatory Statement.

US\$ means United States of America dollars.

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

SCHEDULE 1 - KEY TERMS OF CONVERTIBLE NOTES

Offer price for each Convertible Note	Each Convertible Note will be issued for the A\$ equivalent of US\$1.00, payable to the Company on the issue of the relevant Convertible Notes.
Face Value of each Convertible Note	Each Convertible Note will have a face value of US\$1.10.
Use of funds	The Company must apply the total amount subscribed for the Convertible Notes towards the Company's working capital and general corporate purposes.
Tranche A Convertible Notes and conditions to issue	<p>The Tranche A Convertible Notes will be issued within the Company's ASX listing rule 7.1 placement capacity.</p> <p>The Conditions Precedent to the issue of the Tranche A Convertible Notes are:</p> <ul style="list-style-type: none"> (a) MEF I, L.P. receiving, in a form satisfactory to MEF I, L.P., an original counterpart of the Agreement executed by the Company. (b) MEF I, L.P. receiving, in a form satisfactory to MEF I, L.P., a certified copy of an extract of resolutions of the board of directors of the Company. <ul style="list-style-type: none"> (i) approving the terms of, and the transactions contemplated by, the Agreement to which it is a party and resolving that it execute the Agreement; (ii) authorising David Adams and John Lewis to execute on its behalf the Agreement; and (iii) authorising a specified person or persons, on its behalf, to sign and/or dispatch all other documents and notices to be signed and/or dispatched by it under or in connection with the Agreement. (c) MEF I, L.P. receiving, in a form satisfactory to MEF I, L.P., a certificate from any director of the Company certifying to the MEF I, L.P. in writing that the representations and warranties made by the Company in the Agreement are true and correct and not misleading as at the issue date of the Tranche A Convertible Notes. (d) MEF I, L.P. receiving, in a form satisfactory to MEF I, L.P., if applicable, the original of each power of attorney under which a person signs and delivers the Agreement for the Company. (e) MEF I, L.P. receiving, in a form satisfactory to MEF I, L.P., a confirmation from the Company that no event of default has occurred or would result from the proposed issue of the Tranche A Convertible Notes.

	<p>(f) MEF I, L.P. receiving, in a form satisfactory to MEF I, L.P., a confirmation from the Company that the Company has complied with all its legal and regulatory obligations with respect to the Agreement, including, without limitation:</p> <ul style="list-style-type: none"> (i) the Company having received from ASX: <ul style="list-style-type: none"> (A) confirmation that the terms of the Convertible Notes are appropriate and equitable for the purpose of Listing Rule 6.1; (B) confirmation that the Tranche A Convertible Notes may be issued without the approval of Shareholders under Listing Rule 7.1; and (C) confirmation that subject to compliance with (B) above, the Company will have complied with the ASX Listing Rules when it issues Shares on conversion of the Tranche A Convertible Notes, for the purposes of Listing Rule 7.2 (Exception 4); (ii) the Company has provided MEF I, L.P. with evidence in a form and substance satisfactory to MEF I, L.P. that the Company has the capacity under Listing Rule 7.1, and has obtained all necessary approvals from its board of directors in respect of the issue of the Tranche A Convertible Notes (and their subsequent conversion) and the Commitment Shares (including, without limitation, any approvals required under Listing Rule 7.1); and (iii) lodgement with ASIC of the prospectus. <p>(g) The Company paying the balance of MEF I, L.P.'s legal fees (being \$7,500), by deducting that amount of the subscription amount relating to the Tranche A Convertible Notes.</p> <p>(h) MEF I, L.P. receiving, in a form satisfactory to MEF I, L.P., all other information, documents, searches or enquiries as reasonably requested by MEF I, L.P..</p>
<p>Tranche B Convertible Notes</p>	<p>The Tranche B Convertible Notes will be issued following receipt of the Shareholder approval.</p> <p>The conditions precedent to the issue of the Tranche B Convertible Notes are:</p> <ul style="list-style-type: none"> (a) the Tranche A Convertible Notes having been issued to MEF I, L.P. in accordance with the Agreement; (b) Shareholder approval has been obtained in respect of the Tranche A Convertible Notes;

	<p>(c) the Company giving to MEF I, L.P. at least 5 Business Days written notice of the proposed issue date for the Tranche B Convertible Notes provided that such date is no later than 60 days after the issue date of the Tranche A Convertible Notes;</p> <p>(d) no default event has occurred or would result from the proposed issue of the Convertible Notes;</p> <p>(e) the Company has provided MEF I, L.P. with evidence in a form and substance satisfactory to MEF I, L.P. (acting reasonably) that the Company has obtained all necessary approvals from its board of directors and all other necessary approvals from its Shareholders, in respect of the issue of the Tranche B Convertible Notes (and their subsequent conversion) (including, without limitation, any approvals required under Listing Rule 7.1); and</p> <p>(f) all other information, documents, searches or enquiries as reasonably requested by MEF I, L.P..</p>
Maturity Date	<p>In relation to the Tranche A Convertible Notes:</p> <p>(a) if Shareholder approval is obtained on or before the date that is 2 months after the date of issue of, the date that is 12 months after the issue date; or</p> <p>(b) if Shareholder approval is not obtained on or before the date that is 2 months after the date of issue of, the date that is 6 months after the issue date.</p> <p>In relation to the Tranche B Convertible Notes, the date that is 12 months after the issue date.</p>
Interest	There is no interest payable on the Convertible Notes. However, the Convertible Notes are issued at a 10% discount to the face value.
Conversion	MEF I, L.P. may elect to convert part or all of their Convertible Notes at any time after the date of issue of the relevant Convertible Note and prior to the relevant maturity date, provided that the total face value of the Convertible Notes being converted is not less than the US\$ equivalent of \$A50,000.
Conversion Shares	<p>On Conversion, the Company must issue the number of Shares calculated in accordance with the following formula.</p> $A = (N \times V) / CP$ <p>Where:</p> <p>A means the number of Shares issued on conversion;</p> <p>N means the number of Convertible Notes specified in the conversion notice;</p> <p>V means the aggregate face value of the Convertible Notes specified in the conversion notice, in A\$, applying the relevant A\$/US\$ exchange rate at the time (except that the A\$/US\$ exchange rate that will be applied in relation to the conversion of Tranche A Convertible Notes will be 0.745, unless Shareholder approval is obtained in relation to the Tranche A Convertible Notes); and</p> <p>CP means the conversion price being the lower of:</p>

	<p>(a) A\$0.015 or, if the Company has issued Shares to any other person during the term of the Convertible Notes for a price below A\$0.015 per Share, the lowest price at which any such Shares were issued; or</p> <p>(b) a price equal to 90% of the average of the four (4) lowest daily VWAPs over the ten (10) trading day period on which trading in Shares occurred on ASX immediately prior to the relevant conversion date,</p> <p>provided that, unless and until Shareholder approval has been obtained in relation to the Tranche A Convertible Notes, the conversion price applicable to Tranche A Convertible Notes will be no less than A\$0.005.</p>
Ranking	<p>Until conversion, the Convertible Notes will be unsecured debt obligations of the Company and rank equally with other unsecured creditors of the Company.</p> <p>The Shares to be issued pursuant to the exercise of the Convertible Notes will, on issue, rank pari passu with all other Shares of the Company.</p>
Voting	<p>The Convertible Notes do not carry any rights to vote at a general meeting of the Company.</p>
Reconstructions and reorganisations	<p>If there is a reorganisation, reconstruction, consolidation, sub-division or bonus-issue of the capital of the Company, the Convertible Notes and any Shares to be issued on Conversion will be reorganised, reconstructed, consolidated or sub-divided on the same basis so that the Investor is treated in the same manner as other the other Shareholders in the Company.</p>
Redemption	<p>On the relevant maturity date, the Convertible Notes will automatically convert into Shares, unless MEF I, L.P. has provided at least 5 business days' notice to the Company prior to that maturity date that the Convertible Notes are to be redeemed, in which case the Company must redeem such Convertible Notes for the face value of those Convertible Notes.</p>
Early redemption of Convertible Notes by the Company	<p>The Company can elect to redeem any Convertible Notes early by providing 5 business days' notice to MEF I, L.P.. The Convertible Notes must be redeemed for an amount equal to 110% of the face value of the Convertible Notes (payable in US\$ or A\$).</p>
Security	<p>The Convertible Notes are unsecured.</p>
Participation Rights	<p>The Convertible Notes do not carry a right to participate in any pro-rata offer by the Company. However, the Company will give MEF I, L.P. notice of any such new issue at least seven business days before the record date for determining entitlements to the new issue.</p> <p>Further, if the Company makes a pro-rata offer of Shares, if and only to the extent that the Company has placement capacity under ASX Listing Rule 7.1 and 7.1A (as applicable) and the making of the offer would not require the approval of Shareholders or other material regulatory approvals or impose a material burden on the Company, the Company must make an offer to MEF I, L.P. on terms which correspond with the offer MEF I, L.P. would have received in respect of the Shares had all of the Convertible Notes held by MEF I, L.P. been</p>

	converted into Shares immediately prior to the Company making the pro-rata offer.
Events of default	<p>The Agreement includes typical events of default, including the following:</p> <ul style="list-style-type: none"> (a) the Company materially breaching the terms of the Agreement, the Corporations Act 2001 (Cth) or the ASX Listing Rules; (b) a representation or warranty of the Company made in the Agreement being untrue or misleading in any material respect; (c) the Company failing to pay any financial indebtedness in excess of A\$100,000; (d) the insolvency or winding up of the Company (voluntary or otherwise) or a receiver or controller being appointed to or taking possession of the assets of the Company; (e) the Company being suspended from quotation on ASX for a period of at least 20 trading days; (f) the Company repudiating the Agreement or the provisions of the Agreement being unlawful or vitiated; or (g) a material adverse effect occurring in relation to the Company, its subsidiaries and its business taken as a whole.
Covenants	<p>The Agreement includes typical covenants from the Company including requiring that the Company and its subsidiaries (without the prior consent of MEF I, L.P.):</p> <ul style="list-style-type: none"> (a) do not incur financial indebtedness other than in the ordinary course of business; (b) do not enter into any amalgamation, demerger or merger; (c) ensure that no substantial change is made to the general nature of their business; and (d) do not sell, lease, transfer or otherwise dispose of any asset other than in the ordinary course of business. <p>MEF I, L.P. has covenanted under the Agreement to not engage in any short selling of Shares, and to not sell more than the greater of A\$10,000 of Shares or 15% of the market traded volume of Shares on the ASX on the relevant trading day. However, these covenants cease to apply if the daily VWAP of the Shares falls below A\$0.007 for any five (5) consecutive trading days on ASX.</p>
Consequences of an event of default	<p>If an event of default occurs:</p> <ul style="list-style-type: none"> (a) MEF I, L.P. may declare all outstanding moneys immediately due and payable and / or terminate its obligations under the Agreement;

	<p>(b) the Company indemnifies MEF I, L.P.; and</p> <p>(c) the face value of the issued Convertible Notes are increased by 6%, which the parties agree is a genuine pre-estimate of the loss that would be suffered by MEF I, L.P. in the event that an event of default occurs.</p>
Quotation	The Convertible Notes will not be quoted on the ASX. However, the Company will apply for the new Shares issued on the conversion of the Convertible Notes to be quoted on the ASX.
Transferability	The Convertible Notes are not transferrable to a third party, except after an event of default has occurred.

SCHEDULE 2 - TERMS AND CONDITIONS OF LISTED OPTIONS

(a) Entitlement	Subject to paragraph (n) below, each Option entitles the holder to subscribe for one Share upon exercise of the Option.
(b) Exercise Price	Subject to paragraphs (k) and (m) below, the amount payable upon exercise of each Option will be \$0.04 (Exercise Price).
(c) Expiry Date	Each Option will expire at 5:00pm (WST) on 30 March 2019 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
(d) Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
(e) Notice of Exercise	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
(f) Exercise Date	A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
(g) Timing of issue of Shares on exercise	<p>Within 15 business days after the later of the following:</p> <ul style="list-style-type: none"> (i) the Exercise Date; and (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information, <p>but in any case no later than 20 business days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (v) if admitted to the Official List at the time, apply for Official Quotation on ASX of Shares issued pursuant to the exercise of the Options.

	<p>If a notice delivered under paragraph (iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
(h) Shares issued on exercise	<p>Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.</p>
(i) Quotation of Options	<p>The Company will apply for quotation of the Options on ASX.</p>
(j) Quotation of Shares issued on exercise	<p>If admitted to the Official List at the time, the Company will apply for quotation of the Shares issued upon the exercise of the Options.</p>
(k) Reconstruction of capital	<p>If at any time the Company's issued capital is reconstructed, all rights of an optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.</p>
(l) Participation in new issues	<p>There are no participation rights or entitlements inherent in the Options and optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.</p>
(m) Adjustment for rights issue	<p>If the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the Exercise Price will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.</p>
(n) Adjustment for bonus issues of Shares	<p>If the Company makes a bonus issue of Shares or other securities to Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):</p> <ul style="list-style-type: none"> (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the optionholder would have received if the optionholder had exercised the Option before the record date for the bonus issue; and (ii) no change will be made to the Exercise Price.
(o) Transferability	<p>The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.</p>



TV2U International Limited | ABN 73 110 184 355

GM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

HolderNumber

Vote by Proxy

TV2:

Holder Number:

Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.



To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser. Voting online is quick and easy to do.

<https://investor.automic.com.au/#/loginsah>

STEP 1: Please appoint a Proxy

Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting (the Meeting) of TV2U International Limited (the Company), to be held at 10.00am (WST) on Thursday, 6 July 2017 at The Celtic Club – Presidents Room 48 Ord Street, West Perth, WA 6005 hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

The board of the company recommend that shareholders vote FOR each of the Resolutions.

STEP 2: Voting Direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Amendment of the terms of the Tranche A Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of issue of Tranche A Convertible Notes as amended by Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of Tranche B Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval of issue of TV2U Shares pursuant to proposed capital raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address _____

HOW TO COMPLETE THIS PROXY VOTING FORM

LOGGING YOUR PROXY VOTE


This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10.00am (WST) on Tuesday, 4 July 2017, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.


Proxy Voting Forms can be lodged:


 **ONLINE**
<https://investor.automic.com.au/#/loginsah>



Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.

 **BY MAIL**
Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012

 **BY HAND**
Automic Registry Services
Level 3, 50 Holt Street, Surry Hills NSW 2010

 **ALL ENQUIRIES TO**
Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.