

Omni Market Tide Ltd
ABN 60 096 687 839

Meeting Documentation

Notice of Annual General Meeting
Explanatory Statement

Date of Meeting

30 May 2018

Time of Meeting

11:00am (AWST)

Place of Meeting

BDO, 38 Station Street
Subiaco WA 6008

ABN 60 096 687 839

Notice of Annual General Meeting

The Annual General Meeting of Omni Market Tide Ltd ABN 60 096 687 839 will be held at BDO, 38 Station Street, Subiaco WA 6008 on Wednesday, 30 May 2018 at 11:00 am (AWST).

The business to be considered at the Annual General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Statement, which contains information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the proposals set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Business

1. Omni Market Tide Group Financial Statements

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2017 together with the declaration of directors, the directors' report, the remuneration report and the auditor's report. Those statements and reports have been filed on the ASX electronic filing system for Company Notices and are available on the Company's website at www.omnimarkettide.com.

To consider and, if thought fit, to pass the following ordinary resolutions

2. Resolution 1 – Adoption of the 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 31 December 2017.”

Voting exclusion statement for Resolution 1: A vote on 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 vote on Resolution 1 as a proxy vote 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; and

- (ii) expressly authorises the Chair to exercise the proxy even if the 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 Andrew Lilley

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr Andrew Lilley, being a director of the Company who was appointed since the last annual general meeting, be elected as a Director, in accordance with clause 13.3 of the Company’s Constitution.”

4. Resolution 3 – Re-Election of Director – Mr Howard Digby

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr Howard Digby, being a director of the Company who was appointed since the last annual general meeting, be elected as a Director, in accordance with clause 13.3 of the Company’s Constitution.”

5. Resolution 4 – Re-Election of Director – Mr Peter Webse

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr Peter Webse, being a director of the Company who was appointed since the last annual general meeting, be elected as a Director, in accordance with clause 13.3 of the Company’s Constitution.”

Other Business

To transact any other business that might be legally brought before the Annual General Meeting.

Dated 26 April 2018

By order of the board



Howard Digby
Chairman

Proxies

The Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, please contact the Company, your accountant or investment adviser.

The Board has determined that for the purpose of this Annual General Meeting, Shareholders will be taken to be the persons recorded on the Company's register of Shareholders by 5.00pm (AWST) on 28 May 2018.

Venue

The Annual General Meeting of the Shareholders of Omni Market Tide Ltd (**Company**) will be held at:

BDO, 38 Station Street, Subiaco WA 6008.

Commencing at 11:00am (AWST) on 30 May 2018.

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person attend the meeting on the date and place as set out above. The meeting will commence at 11:00am (AWST).

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Meeting, so that it is received no later than 11:00am (AWST) on 28 May 2018. Proxy forms received later than this time will be invalid.

Hand deliveries:	Boardroom Pty Ltd Level 12, 225 George Street Sydney NSW 2000	Postal address:	Boardroom Pty Ltd GPO Box 3993 Sydney NSW 2001
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Alternatively, you can fax your proxy form so that it is received no later than 11:00am (AWST) on 28 May 2018 on the fax number listed below.

Fax Number: +61 2 9290 9655

Your Proxy Form is enclosed

This is an important document. Please read it carefully. If you are unable to attend the Annual General Meeting please complete the enclosed Proxy Form and return it in accordance with the instructions set out on that form.

Explanatory Statement

1. Introduction

This Explanatory Statement has been prepared for Shareholders of Omni Market Tide Ltd ABN 60 096 687 839 (**Company**) in connection with the business to be transacted at the Annual General Meeting of the Company to be held at 11:00am (AWST) on Wednesday, 30 May 2018 at BDO, 38 Station Street Subiaco WA 6008 and contains important explanatory and other information for Shareholders in relation to the Resolutions set out in the attached Notice of Meeting.

The Directors recommend Shareholders read this Explanatory Statement carefully in full before making any decision in relation to the Resolutions.

The Directors encourage all Shareholders to attend the Annual General Meeting and vote in person or by proxy to ensure that they have a say in protecting their investment in the Company.

If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

2. Reasons for Resolutions

The Company is required to comply with the ASX Listing Rules with respect to all Resolutions.

The relevant ASX Listing Rules for which each of the Resolutions is required to be passed is set out in the body of that Resolution. The effect of each relevant provision of the ASX Listing Rules is as follows.

- (a) ASX Listing Rule 14.4
ASX Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

3. **Nature of Resolutions**

Resolutions 1 to 4 are ordinary resolutions, which require approval by 50% of the votes cast by Shareholders present at a meeting, either in person or by proxy.

4. **Omni Market Tide Group Financial Statements**

The audited financial statements and reports by the directors and the auditors for the Omni Market Tide Group for the year ended 31 December 2017 have been lodged on the Company's information page of the ASX Limited and also on the Company's website (www.omnimarkettide.com). There is no requirement for Shareholders to approve these reports, however Shareholders will be given a reasonable opportunity to discuss their contents and ask any questions. Shareholders will also be given a reasonable opportunity to ask the Auditor questions regarding the conduct of the audit and the content of the Auditor's Report.

5. **Adoption of Remuneration Report (Resolution 1)**

(i) General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. 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 senior management 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 31 December 2017.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

(ii) Voting Consequences

If at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2017 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors who were in office when the Company's 2017 Directors' report was approved, 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 previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not a relevant consideration for this Annual General Meeting.

(iii) Proxy Restrictions

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

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where Shareholders have appointed the Chair of the Meeting as their proxy, the Chair will vote in favour of Resolution 1 “Adoption of the Remuneration Report” unless the Shareholder has expressly indicated a different voting intention. This is so notwithstanding that the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chair.

6. Re-election of Mr Andrew Lilley as a Director (Resolution 2)

A summary of ASX Listing Rule 14.4 is provided in Section 2(c).

Clause 13.3 of the Company's Constitution provides that any director appointed to fill a vacancy or as an additional director shall hold office only until the conclusion of the next following annual general meeting, and shall be eligible for reappointment at that meeting.

In accordance with ASX Listing Rule 14.4 and Clause 13.3 of the Company's Constitution, Mr Lilley, having been appointed as a Director since the last Annual General Meeting, and being eligible, offers himself for re-election pursuant to Resolution 2.

Mr Lilley was appointed a Non-Executive Director on 1 July 2017.

Mr Lilley brings capital market experience and financial analysis expertise across a wide range of industries.

7. Re-election of Mr Howard Digby as a Director (Resolution 3)

A summary of ASX Listing Rule 14.4 is provided in Section 2(c).

A summary of Clause 13.3 of the Company's Constitution is provided in Section 6.

In accordance with ASX Listing Rule 14.4 and Clause 13.3 of the Company's Constitution, Mr Digby, having been appointed as a Director since the last Annual General Meeting, and being eligible, offers himself for re-election pursuant to Resolution 3.

Mr Digby was appointed a Non-Executive Director on 1 August 2017.

Mr. Mr Digby brings over 25 years management experience in technology and information services including senior roles at IBM, Adobe, Gartner and The Economist Group in numerous countries.

8. Re-election of Mr Peter Webse as a Director (Resolution 4)

A summary of ASX Listing Rule 14.4 is provided in Section 2(c).

A summary of Clause 13.3 of the Company's Constitution is provided in Section 6.

In accordance with ASX Listing Rule 14.4 and Clause 13.3 of the Company's Constitution, Mr Webse, having been appointed as a Director since the last Annual General Meeting, and being eligible, offers himself for re-election pursuant to Resolution 4.

Mr Webse was appointed a Non-Executive Director on 17 November 2017.

Mr Webse is Managing Director of Platinum Corporate Secretariat, a firm specialising in providing company secretarial, corporate governance and corporate advisory services to ASX listed companies.

9. Glossary

In the Notice of Meeting and this Explanatory Statement the following defined terms have the following meanings:

Annual General Meeting means the annual general meeting convened by the Notice of Meeting.

Associate has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

ASX means Australian Securities Exchange.

ASX Listing Rules means the Listing Rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of ASX Settlement Pty Ltd.

Omni Market Tide Group means the Company and OMT Operations (AU) Pty Ltd.

OMT Share means an ordinary share in the capital of the Company that is fully paid or credited as fully paid (as the case may be).

Board means the board of Directors of the Company.

Business Day has the meaning given to that term in the ASX Listing Rules.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Omni Market Tide Ltd ABN 60 096 687 839.

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

Directors means a director of the Company.

Dollar or **\$** means the lawful currency of the Commonwealth of Australia.

Explanatory Statement means the explanatory statement which forms part of the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice of Meeting means the notice of meeting that accompanies this Explanatory Statement.

Option means an option to purchase a Share.

Resolutions means the resolutions set out in the Notice of Meeting and **Resolution** means any of them.

Section means a section of the Explanatory Statement.

Share means an Omni Market Tide Share.

Shareholder means a registered holder of Shares in the Company.

Trading Day has the meaning given to that term in the ASX Listing Rules.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AWST) on Monday, 28 May 2018.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/omtagm2018>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AWST) on Monday, 28 May 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** <https://www.votingonline.com.au/omtagm2018>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
 This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Omni Market Tide Ltd** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **BDO, 38 Station Street, Subiaco, WA 6008 on Wednesday, 30 May 2018 at 11:00am (AWST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
 * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Mr Andrew Lilley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Director – Mr Howard Digby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-Election of Director – Mr Peter Webse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2018