
XTD LTD

ACN 147 799 951

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at the Wrays Boardroom, 56 Ord St, West Perth WA 6005 on 27 July 2015 at 10:00am (WST).

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

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9486 4036.

XTD LTD

ACN 147 799 951

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of XTD Ltd (**XTD** or the **Company**) will be held at Wrays Boardroom, 56 Ord St, West Perth WA 6005 on 27 July 2015 at 10:00am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 25 July 2015 at 10:00am (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 10.

AGENDA

1. Resolution 1 – Approval of disposal of PROtechT

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 11.4 and for all other purposes, approval is given for the Company to undertake the disposal of PROtechT (including the PROtechT Capital Raising), on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who is a party to the transaction to acquire the asset and an associate of that person.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairperson 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 – Authority for Stuart Richardson to Participate in the PROtechT Capital Raising

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

"That, subject to Resolution 1 being passed, for the purpose of Listing Rule 10.11, and for all other purposes, Shareholders approve and authorise Stuart Richardson (and/or his nominees) to

participate in the PROtechT Capital Raising to the extent of up to 100,000 PROtechT Shares each at an issue price of \$1.00 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Stuart Richardson and his nominees and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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 – Authority for John Toll to Participate in the PROtechT Capital Raising

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

“That, subject to Resolution 1 being passed, for the purpose of Listing Rule 10.11, and for all other purposes, Shareholders approve and authorise John Toll (and/or his nominees) to participate in the PROtechT Capital Raising to the extent of up to 40,000 PROtechT Shares each at an issue price of \$1.00 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by John Toll and his nominees and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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 – Authority for Mark Niutta to Participate in the PROtechT Capital Raising

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

“That, subject to Resolution 1 being passed, for the purpose of Listing Rule 10.11, and for all other purposes, Shareholders approve and authorise Mark Niutta (and/or his nominees) to participate in the PROtechT Capital Raising to the extent of up to 10,000 PROtechT Shares each at an issue price of \$1.00 on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mark Niutta and his nominees and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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 26 June 2015

BY ORDER OF THE BOARD

Matthew Foy
Company Secretary

XTD LTD

ACN 147 799 951

EXPLANATORY MEMORANDUM

5. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Wrays Boardroom, 56 Ord St, West Perth WA 6005 on Monday, 27 July 2015 at 10:00am (WST).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

6. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

6.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

7. Background

On 23 December 2014, the Company's Shares were reinstated to trading on the ASX following the Company's acquisition of all of the issued capital of Lunalite International Pty Ltd which owns the XTD System.

XTD has a seven-year contract with Metro Trains Melbourne Pty Ltd (**MTM**) to operate 32 of its XTD digital screens across its three underground rail stations. The 32 XTD systems were installed on time and within budget and have been fully operational from 15 October 2014.

In May 2015 XTD completed the installation of 13 XTD systems into the Brisbane City rail. The Company has an exclusive seven-year contract with Queensland Rail to operate the cross-track digital media and sound systems that have been installed in a multiple of Brisbane's busiest metro stations, operating in both below ground and open air locations.

In addition to acquiring Lunalite and the XTD System, the Company also acquired a subsidiary of Lunalite, PROtechT, which is currently developing a mobile phone application which leverages the XTD System server platform to provide a personalised rail security system known as Custodio (previously referred to as PROtechT) and direct advertising capability. It is intended that PROtechT will be downloaded for free by consenting commuters and promoted by the rail operator and/or relevant state authority. Once downloaded, commuters will then have the capability to activate a panic button if they feel threatened which will communicate with Lunalite's servers at a monitoring station and alert the rail stations contracted security firm or the police. A continued tracking link to Lunalite's server then tracks the GPS location of the phone until it is disengaged via a PIN. In addition, to assist the security service provider, picture and video can also be captured by the commuter's phone.

To download the free PROtechT App, it is intended that commuters will be required to provide personal details and agree to receive Rich Push Text Messages. Lunalite's XTD System servers can then identify commuters via their smart mobile devices on a station and send Rich Push Text Messages to demographic, budget and time tailored audience. These messages can be 'takeaway messages' and/or 'call to action' messages for an advertisement running on the XTD screens. It is Lunalite's intention to carefully manage the number of promotions to maintain impact and avoid consumer lethargy.

It was noted in the Company's re-compliance prospectus dated 4 November 2014 that Lunalite was currently developing the Custodio technology. However, no funds raised from the re-compliance capital raising were specifically allocated to this technology.

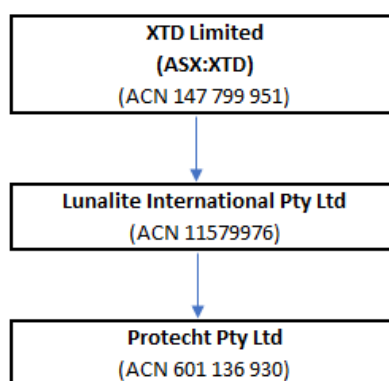


Figure 1: PROtechT ownership structure

The Company now wishes to accelerate the development of the Custodio technology. However, it does not want to divert funds from the roll out of the XTD System business to do so. Accordingly, it is proposed to raise up to \$1,500,000 through the direct issue of shares at \$1.00 per share in PROtechT (**PROtechT Capital Raising**) which will result in dilution of the Company's interest in PROtechT by up to 48%. The Company initially will retain a controlling interest of at least 52% of PROtechT.

Following completion of the PROtechT Capital Raising, PROtechT may seek to raise further capital directly including seeking its own listing which would result in further dilution of the

Company's interest in PROtechT. No decision has been made on any further PROtechT capital raisings or the listing of PROtechT.

The capital structure of PROtechT following the PROtechT Capital Raising is set out below.

	No. of Shares	% Interest
Shares currently held by XTD	1,625,000	52%
PROtechT Capital Raising	1,500,000	48%
	3,125,000	100%

The PROtechT Capital Raising attributes a value of \$1.625 million (based on the capital raising price of \$1.00 per share in PROtechT) to the Company's interest in PROtechT post the PROtechT Capital Raising. Currently, Historically, PROtechT has been funded by a combination of expenses paid directly by the Company plus an inter-entity loan of \$150,000 for the development of the Custodio App to date.

The Company considers that the PROtechT Capital Raising is in the best interests of the Company because it will provide additional capital to PROtechT which is necessary to commercialise the Custodio App which the Company does not currently have the capacity to fund. By divesting a portion of PROtechT, the Company's earnings from the sale of advertising are not affected as PROtechT does not currently generate revenue nor does it have any current commercial agreements for the development of the Custodio App. The PROtechT Capital Raising will create additional value to XTD's shareholders and also increase the ability of PROtechT to raise new capital in the future with the effect that PROtechT will not be reliant on XTD for its funding.

Following completion of the PROtechT Capital Raising the Company will continue its focus on its existing XTD Systems business.

8. Resolution 1 – Approval of disposal of PROtechT

8.1 General

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 11.4 for PROtechT to initially undertake the PROtechT Capital Raising which may result in the Company's holding in PROtechT being diluted by up to 48% and to then in the future undertake further capital raisings or disposal of PROtechT or its assets to fund PROtechT and achieve a separate listing in the future.

Listing Rule 11.4 provides that an entity must not dispose of a major asset if, at the time of the disposal, it is aware that the person acquiring the asset intends to issue or offer securities with a view to becoming listed. This rule does not apply if:

- (a) the securities (other than those to be retained by the entity or child entity) are offered pro rata to holders of ordinary securities in the listed entity or in another way that, in ASX's opinion, is fair in all circumstances; or
- (b) holders of ordinary securities in the listed entity approve of the disposal without the offer referred to in paragraph (a) above being made.

Listing Rule 11.4 applies to any possible future listing of PROtechT on the ASX. PROtechT may undertake a listing in the future (although the terms of any such IPO have not yet been determined). Such a listing may or may not include participation of the Company's shareholders. Accordingly the Company is seeking approval of the disposal of PROtechT (including the PROtechT Capital Raising) under Listing Rule 11.4 to allow the Company to proceed with raising

capital directly in PROtechT (including the PROtechT Capital Raising) and to eventually undertake a possible listing of PROtechT in which Company Shareholders are not entitled to participate pro rata to their shareholding in the Company in the listing capital raising of PROtechT.

Resolution 1 is an ordinary Resolution.

9. Resolutions 2 to 4 – Authority for Stuart Richardson, John Toll and Mark Niutta to participate in the PROtechT Capital Raising

9.1 General

It is proposed that Directors, Stuart Richardson, John Toll, Mark Niutta and/or their nominees, participate in the PROtechT Capital Raising. Further details of the PROtechT Capital Raising are set out in Sections 7 and 6. Messrs Richardson, Toll and Niutta wish to obtain Shareholder approval to subscribe for up to 100,000, 40,000 and 10,000 PROtechT Shares respectively (**Director PROtechT Capital Raising Shares**).

Listing Rule 10.11 provides that a company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without the approval of shareholders.

While Messrs Richardson, Toll and Niutta are each a related party of the Company by virtue of being a Director, the PROtechT Capital Raising is the issue of PROtechT Shares rather than Shares in the Company and accordingly, Shareholder approval under Listing Rule 10.11 is not required for the issue of the Director PROtechT Capital Raising Shares.

However, given that PROtechT is currently a wholly owned subsidiary of the Company, it is effectively the Company that is determining that PROtechT undertake the PROtechT Capital Raising and accordingly the Company has determined for good corporate governance to seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director PROtechT Capital Raising Shares to the [Directors].

Resolutions 2 to 4 are ordinary resolutions and are subject to Resolution 1 being passed.

9.2 Specific information required by Listing Rule 10.13

The following information is provided for the purposes of Listing Rule 10.13:

- (a) The maximum number of PROtechT Shares to be issued to the Directors (and/or their nominees) is:
 - (i) Stuart Richardson – up to 100,000 PROtechT Shares;
 - (ii) John Toll – up to 40,000 PROtechT Shares; and
 - (iii) Mark Niutta – up to 10,000 PROtechT Shares.
- (b) PROtechT will issue the PROtechT Shares no later than one month following the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing Rules) and it is intended that the Director PROtechT Capital Raising Shares will be issued on the same date.
- (c) Each of Messrs Richardson, Toll and Niutta is a related party of the Company by virtue of being a Director.

- (d) The Director PROtechT Capital Raising Shares will each be issued at an issue price of \$1.00.
 - (e) The Director PROtechT Capital Raising Shares will comprise fully paid ordinary shares of PROtechT ranking equally with all other fully paid ordinary shares of PROtechT.
 - (f) The funds raised from the issue of the Director PROtechT Capital Raising Shares will be aggregated with and used for the same purpose as the funds raised from the PROtechT Capital Raising. See Section 7 for further details.
 - (g) A voting exclusion statement is included in the Notice.
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10. Definitions

\$ means Australian Dollars.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Business Day has the meaning given in the Listing Rules.

Chairman means the chairman of this Meeting.

Company means XTD Ltd ACN 147 799 951.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option to acquire a Share.

PROtechT means Protecht Pty Ltd ACN 601 136 930.

PROtechT Capital Raising has the meaning given in Section 7.

PROtechT Share means a fully paid ordinary shares in the capital of PROtechT.

Proxy Form means the proxy form attached to this Notice.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Memorandum.

Security means a Share or an Option.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

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XTD LTD

ACN: 147 799 951

REGISTERED OFFICE:

OFFICE J, LEVEL 2
1139 HAY STREET
WEST PERTH WA 6005

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«EFT_REFERENCE_NUMBER»

«HOLDER_NAME»
«ADDRESS_LINE_1»
«ADDRESS_LINE_2»
«ADDRESS_LINE_3»
«ADDRESS_LINE_4»
«ADDRESS_LINE_5»

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO Box 7653
Cloisters Square
Perth WA 6850
Fax: (08) 9486 4799

Code:

XTD

Holder Number:

«HOLDER_NUMB

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote, hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting 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) at the General Meeting of the Company to be held at 10:00am WST on Monday 27 July 2015 at Wrays Boardroom, 56 Ord St, West Perth WA 6005 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

- 1. Approval of disposal of PROtechT
- 2. Authority for Stuart Richardson to Participate in the PROtechT Capital Raising
- 3. Authority for John Toll to Participate in the PROtechT Capital Raising
- 4. Authority for Mark Niutta to Participate in the PROtechT Capital Raising

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * 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 votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by XTD Ltd no later than 10:00am WST on Saturday 25 July 2015.

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My/Our contact details in case of enquiries are:

Name:

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Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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 must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by XTD Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

XTD Ltd

Postal Address PO Box 7653
Cloisters Square
Perth WA 6850 AUSTRALIA

Street Address Office J, Level 2
1139 Hay Street
West Perth WA 6005 AUSTRALIA

Facsimile (08) 9486 4799

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

