

**MINUTES OF MEETING OF TRUSTEES OF  
LAMU SUPER  
HELD AT 27 SOFALA AVENUE, RIVERVIEW  
ON 30 JUNE 2019**

**PRESENT:** Michael Uzunovski  
Linda Uzunovski

**CHAIRMAN:** **IT WAS RESOLVED** that Michael Uzunovski be elected Chairman of the meeting.

**NOTICE OF**

**MEETING:** **IT WAS RESOLVED** that the notice of meeting be taken as read.

**UNLISTED**

**INVESTMENTS:** The trustees acknowledge that the Lamu Super Fund holds the following investments in unlisted companies for the benefit of members of the fund:  
**Infotrack Group Ltd**  
**Smokeball Pty Ltd**  
**Leap Software Developments Pty Ltd**  
**Perfect Portal Australia Pty Ltd**

**VALUATION:** The trustees acknowledge that in accordance with Accounting Standards and ATO regulations they are required to determine and revalue these investments to market value at the end of each financial year.

**RELATED  
PARTIES:**

The Trustees **NOTED** that are not officeholders or related to the officeholders of each of the tabled companies, They are not involved in the business decision making process and do not have any influence over the board decisions or day to day activities of each of the companies.

**IT WAS RESOVLED** the trustees are not considered related parties of any of the above tabled companies,

**VALUATION**

**METHODOLOGY:** The trustees are aware that each of companies offers capital raising via the issue and allotment of new shares to shareholders at various times throughout each financial year. The trustees are of the understanding that each capital raising is undertaken at the market value of each company at the date of the allotment offer.

**IT WAS RESOLVED** that trustees use the latest share price market valuation to revalue the investments at the end of each financial year.

**INVESTMENT**

**REGISTER:** The attached investment register of unlisted company investments provides support to the trustees determination of the market value of investments.

**RATIFICATION:** The trustees have **RESOLVED** to ratify the investment held and any acquisitions or disposals during the financial year and the market value as fair value at the year of the financial year.

**CLOSURE:** There being no further business the meeting was closed.

Signed at the conclusion of the meeting as a true and correct record.

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MICHAEL UZUNOVSKI – Chairman

.....

LINDA UZUNOVSKI

LAMU FY19 INVESTMENT SUPPORT

	Shares #	\$/share	Book Value	Support	Change \$	Attachment
Investment in Unlisted Equities			333,007			
- InfoTrack Group Ltd	11,729	1.884	22,092	\$1.92 per share - K raising Feb 2019	422	A
- Smokeball Pty Ltd	237,424	0.48	112,802	\$0.62 per share - K raising Dec 2018	33,239	B
- Leap Software Developments Pty	472	398.51	188,097	\$398.51 /share - K raising April 2019	0	C
- Perfect Portal Australia Pty Ltd	5,676	1.766	10,016	\$1.42 per share - K raising Jun 2019	-1,964	D
					<u>31,698</u>	

Attachment A

## InfoTrack

InfoTrack USA Holdings, Inc.  
Non-US Persons  
sent by email only

Linda Jane Uzunovski  
27 Sofala Avenue  
Riverview  
NSW, 2066

February 18, 2019

Dear Linda,

### **Rights Offering for InfoTrack USA Holdings, Inc. ("InfoTrack US" or the "Company")**

#### **Introduction**

As of 30<sup>th</sup> November 2018, InfoTrack US became a stand-alone company separate from InfoTrack Group Limited ("InfoTrack UK"). In order to support the growth strategy for InfoTrack US, we are conducting a rights offering by offering for issuance and sale up to 5,109,484 shares of InfoTrack US Common Stock (the "Shares") for an aggregate purchase price of up to USD \$7,000,000 (the "Rights Offering").

The closing of the Rights Offering will take place following an amendment to InfoTrack US's Certificate of Incorporation that will, among other things, effectuate a 1-for-1000 reverse stock split with respect to the shares of Common Stock currently issued and outstanding (i.e., for every 1,000 shares of Common Stock currently held, you will receive 1 share of Common Stock rounded up to the nearest whole share) (the "Reverse Split"). No minimum number of Shares must be sold in the Rights Offering.

Under the Rights Offering, InfoTrack US is offering each of its common shareholders, including you (each, a "Shareholder" and collectively, the "Shareholders"), the right (but not the obligation) to purchase up to such Shareholder's Pro Rata Share (defined below) of the Shares (subject to the terms and conditions contained in that certain Common Stock Purchase Agreement (the "Purchase Agreement") to be entered into by and among the Company and the Shareholders participating in the Rights Offering.

Shareholders will be able to indicate their willingness to participate in the Rights Offering for (a) fewer Shares than are represented by their Pro Rata Share or (b) more Shares than are represented by their Pro Rata Share (the latter, "Oversubscribing Shareholders"), and the Company, in its sole discretion, will have the ability to allocate any Shares not subscribed for by other Shareholders to the Oversubscribing Shareholders (but the Company will not allocate more Shares to an Oversubscribing Shareholder than that number so indicated by such Oversubscribing Shareholder, although it may allocate fewer than the number of Shares so indicated) (such Shares in excess of a Shareholder's Pro Rata Share, the "Oversubscription Shares").

A Shareholder's "Pro Rata Share" (after giving effect to the Reverse Split) is the number (with any fractions rounded up to the nearest whole share) equal to:

- (i) 5,109,484 (the number of Shares being offered in the Rights Offering), multiplied by:

5,34 Broadway,  
New York  
NY  
10013

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(ii) the percentage equal to (X) the number of shares of Common Stock held by such Shareholder as of February 18, 2019 (after giving effect to the Reverse Split), divided by (Y) the number of shares of Common Stock held by all Shareholders as of February 18, 2019.

**Current Shareholdings**

After giving effect to the Reverse Split, you currently hold **17** shares in InfoTrack US (your "Current Ownership").

**Your Pro Rata Share**

Based on your Current Ownership, the following table reflects the USD, AUD and GBP value of your Pro Rata Share of the Rights Offering:

	USD	AUD	GBP
Price Per Share	\$1.37	\$1.92	\$1.06
Pro Rata Share (Number of Shares)		11,724	
Pro Rata Share X Price per Share	\$16,061.88	\$22,510.08	£12,427.44

You should not construe the contents of this Rights Offering Letter or any prior or subsequent communication from the Company as legal, tax or investment advice. Each Shareholder should consult with and rely on his, her or its personal counsel, accountant and other advisors as to the legal, tax and economic implications of the transaction described herein.

**Dilution**

After consulting with the Company's outside U.S. accounting team, management estimates that InfoTrack US is currently valued at USD \$10,000. As a result of this pre-money valuation and the issuance of up to USD \$7.0 million of Shares, existing Shareholders who do not acquire their Pro Rata Share in the Rights Offering will suffer immediate and substantial dilution.

**Eligibility to Participate in the Rights Offering**

Your participation in the Rights Offering (including your right to subscribe for Oversubscription Shares) will be conditioned on your execution of the Purchase Agreement, and, if you are not already a party thereto, the Shareholders' Agreement (defined below) (together, as applicable, the "Financing Documents"). Copies of the Financing Documents are being delivered along with this Rights Offering Letter. This Rights Offering Letter summarizes the material terms of the Rights Offering, but this summary is not comprehensive and is qualified in its entirety by reference to the definitive Financing Documents.

**Financing Documents and Consents**

If you timely return (1) the enclosed Indication of Interest to Participate form indicating that you are interested in participating in the Rights Offering (including, if applicable, a willingness to participate in the Rights Offering for more than your Pro Rata Share), and (2) your signature pages to the Financing Documents, then, the Company will provide you with information on the final number of Shares available for you to purchase (including, if applicable, the number of Oversubscription Shares allocated to you), the aggregate purchase price of such Shares and instructions on how to fund the



Linda Uzunovski

13 December 2018

Dear Linda,

**Investment in Smokeball Pty Ltd ("Smokeball")**

Background

Smokeball raised AUD \$9.1 million from investors in May 2018 which was used to fund the development of some very exciting and innovative features in the software and support sales growth in the US and Australia.

We are seeking to raise AUD \$10.2 million to fund further growth of Smokeball through to November 2019 when we will review the cash requirements of the company.

Current Shareholding

Shareholder name: Linda Uzunovski

Your current shareholding in Smokeball is

Number of shares: 330,244

Share price AUD: 0.62

Current shareholding AUD: 204,751.28

Your Entitlement

Based on your current shareholding you are entitled to invest the following amount in this round of fundraising.

Number of new shares: 51,369

Share price AUD: 0.62

Investment value AUD: 31,848.78

This offer is now open and will close on Monday the 31<sup>st</sup> of December 2018 (the "Closing Date"). You can choose to take up part, all or none of your entitlement.

If funds are not received by the Closing Date your investment entitlement in this round of fundraising will be offered to other investors.

### Bank account details

If you choose to invest in this round of fundraising, please deposit funds to the following bank account by the Closing Date. Please use the name you hold the shares in as the reference when you deposit the funds.

Account Name: Smokeball Pty Ltd  
BSB: 062-009  
Account number: 10816849

### Additional shares or sale of shares

Should you wish to purchase additional shares above your entitlement please register your interest with Mick by the Closing Date stating the total value of additional shares you would like to acquire.

We will try to fulfill everyone's request, but we cannot guarantee that we will be able to do so.

Should you wish to sell some or all of your shares please also register your interest with Mick by the Closing date.

### Investment

In preparing this letter Smokeball has not considered your personal financial situation or needs. If you have any specific queries about how the Offer affects your personal financial situation you should consider speaking with your own financial advisors.

### Queries

Smokeball's Financial Controller Mick Campbell will be managing the administration of the fundraising and you are welcome to direct questions to him [Michael.campbell@smokeball.com](mailto:Michael.campbell@smokeball.com)

If you don't wish to accept all or part of the Offer you are not obliged to do anything however for administration purposes it would be helpful to let Mick know.

Yours sincerely  
Hunter Steele  
CEO

Michael Uzunovski

**Michael Uzunovski**

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**From:** Jon Wright <jon.wright@leaplegalsoftware.com>  
**Sent:** Tuesday, 9 April 2019 4:15 PM  
**To:** Michael Uzunovski  
**Subject:** LEAP DEV and LIH Fund Raising - Closing Date May 14, 2019

Dear Linda and Michael

**Background:**

You will recall from the Fund Raising that was completed in January that we had identified a compelling acquisition opportunity which, in the opinion of our Directors, has the potential to significantly enhance the combined value of the stapled DEV and LIH businesses. Since that date a considerable amount of work has been done completing the necessary due diligence work and also negotiating the deal with the seller. Excellent progress has been made and we are now at the point where we are putting the finishing touches on the negotiations. We are confident that the contracts will be finalised and signed before the end of April (possibly even before Easter). As was the case previously, we are still not in a position to provide much additional information on this acquisition opportunity because we have signed a stringent confidentiality agreement with the other party.

To pay for the acquisition we need to raise another A\$60 million over and above the US\$10m that was raised in January. These funds need to be raised by May 15, 2019.

With this goal in mind, as an existing shareholder/unit holder you are being invited to purchase DEV and LIH shares at a price of A\$398.51 per share and A\$0.001 per share, respectively. These prices are unchanged from those used for the fund raising in January. As the DEV and LIH shareholders are stapled, if you wish to make an investment, you will need to purchase the same number of shares in both DEV and LIH.

Christian has confirmed that he will be taking up his full entitlement and, within reason, is also willing to take up the entitlement of shareholders who choose not to participate.

Your investment entitlements are detailed below:

**Your entitlement:**

Based on your current shareholding you are entitled to invest the following amount in this round of fund raising:

Shareholder name: Linda Uzunovski

Number of shares in DEV and LIH: 341

Combined Purchase Price: A\$398.511

Investment Value: A\$135,892.25

This Offer is now open and will close on May 14, 2019 at 5pm (the "Closing Date"). It is important to note that participation in this fund raising is voluntary. You can choose to take up part, all or none of your entitlement.

If funds are not received by the Closing Date your investment entitlement in this round of fund raising will be offered to other investors.



### **Bank Account Details:**

If you choose to invest in this round of fund raising, please deposit funds into the following bank account by the Closing Date. Please use the name you hold the shares in as a reference when you deposit the funds.

Account name: LEAP Software Developments Pty Ltd

BSB: 062-000

Account number: 10524111

If you are based in the UK or USA and your preference is to make a payment into a local bank account using local currency, you will have the option of depositing the funds into a local LEAP bank account. We will be sending you these bank account details in a separate email message.

### **Additional Shares:**

Should you wish to purchase additional shares above your entitlement, please register your interest by email with me by the Closing Date stating the total value of additional shares you would like to acquire.

We will try to fulfil everyone's request, but we cannot guarantee that we will be able to do so.

### **Investment**

DEV and LIH are not making any recommendations to you with respect to whether or not to participate in this fund raising initiative. An investment in shares involves a degree of risk and thus should be considered carefully. Furthermore, in preparing this letter DEV and LIH have not considered your personal financial situation or needs.

If you have any specific queries about how this Offer affects your personal financial situation you should consider speaking with your own financial advisor.

### **Queries**

We are once again not making a formal fund raising presentations because of the Confidentiality Agreement that we have signed.

You are, however, welcome to contact Christian Beck or Richard Hugo-Hamman if you have questions.

As mentioned earlier, if you do not wish to accept all or part of the Offer you are not obliged to do anything. However, for administration purposes it would be helpful if you let me know.

Yours sincerely

**Jon Wright**  
Chief Financial officer  
LEAP Global Services

**Reception:** 1800 007 709

**Mobile:** 0424197752  
Level 8, 207 Kent Street, Sydney NSW 2000  
[www.leaplegalsoftware.com](http://www.leaplegalsoftware.com)



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PERFECT  
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Perfect Portal (Australia) Pty Ltd

sent by email only

LINDA JANE UZUNOVSKI  
27 SOFALA AVENUE  
RIVERVIEW  
NSW, 2066

4<sup>th</sup> June 2019

Dear Linda,

**Investment In Perfect Portal (Australia) Pty Ltd, including its subsidiary Perfect Portal (UK) Ltd (collectively "Perfect Portal")**

Background

Perfect Portal is now seeking an additional investment of \$2.5m to fund the growth strategy until at least May 2020. Since the last raising Perfect Portal has refocused the Australian business whilst developing new products to further the offering to clients and further enhancing the sales proposition. Please find attached a presentation providing an oversight to the current offering.

Current shareholding

You currently have 6,463 shares worth \$9,177.46 in Perfect Portal.

Your entitlement

Based on your current shareholding please see the AUD and GBP value of your new entitlement in the table below.

	AUD	GBP
Price per share	\$1.42	£0.76
Number of new shares	4,042	
Total entitlement	\$5,739.64	£3,071.92

This offer is now open and will close on **Friday 14th June 2019** (the "Closing Date"). You can choose to take up part, all or none of your entitlement.

In the event that funds are not received by the Closing Date, your entitlement for new shares will be offered to other investors.

Perfect Portal (Australia) Pty Ltd  
Level 8, 135 King Street, Sydney, NSW 2000

T 1800 098 354

www.perfectportal.com.au



Bank account details

Should you choose to invest please deposit either the AUD or GBP amount into the relevant bank account below by the Closing Date. Please use your **unique reference** when you deposit the funds to help us identify you more easily.

	AUD account	GBP account
<b>Unique Reference</b>		PPDir18
<b>Account name</b>	Perfect Portal Australia Pty Ltd	Perfect Portal (UK)
<b>BSB / Sort code</b>	062-000	55-61-31
<b>Account number</b>	16475912	70585075

Sale of shares

If you wish to sell part or all your existing shares in the company, you are entitled to do so at \$1.42 per share. After the Closing Date, we will offer your shares for sale to existing shareholders and current employees of Perfect Portal, we cannot guarantee that a buyer will be found. Please let email [shareholders@perfectportal.com.au](mailto:shareholders@perfectportal.com.au) know if this is what you would like to do.

Additional shares

Should you wish to acquire additional shares over and above your entitlement please register your interest at [shareholders@perfectportal.com.au](mailto:shareholders@perfectportal.com.au) by the Closing Date stating the total value of additional shares you'd like to acquire.

Whilst we will try to fulfil everyone's request we cannot guarantee that we will be able to do so.

Investment

Your investment in Perfect Portal will be in an Australian company. You have the ability to pay in GBP or AUD. We will assume the risk or benefit associated with any currency changes between the date of the deposit and the date that you are issued or shares. You will be issued share certificates in the UK company.

In preparing this letter, Perfect Portal has not taken into account your objectives, financial situation and needs. If you have any specific queries about the Offer having regard to your specific circumstances, you should consider obtaining your own financial product advice from your own advisers.

Miscellaneous

- a) Costs: The costs of Perfect Portal in preparing the above documents and implementing the matters described in this letter will be managed and borne by Perfect Portal. Any other individual costs of Shareholders (such as financial or tax advice you may seek) will be the Shareholder's responsibility.



- b) Confidentiality: This letter and its attachments, and any other information regarding the Offer and Proposed Acquisition, are strictly confidential and should not be disclosed to any other person except to your legal and tax advisers who are bound by confidentiality.
- c) Not tax advice: Please note that this letter does not constitute tax advice and no comments on tax can be relied on by you or any other person. The tax implications for you will depend on your individual circumstances. Shareholders should make their own assessment of the tax consequences of the Proposed Acquisition and seek legal and tax advice in this regard.
- d) Not financial advice: The information contained in the letter has been prepared without taking account of your specific investment objectives, financial situation or particular needs and nothing contained in the letter constitutes investment, legal, tax or other advice. The letter is not intended to be a recommendation by any person or to any person with respect to the purchase or sale of any securities or financial products. You must make your own independent assessment and rely upon your own independent taxation, legal, financial or other professional advice.
- e) Regulatory:
  - i. Australia: You represent and warrant that if you are in Australia, you are a current holder of securities (or representative of a holder) (as those terms are used in sections 708(13)–(14A) of the Corporations Act 2001 (Cth) ("Corporations Act")). If you are not such a person, you are not entitled to read this letter, and must promptly return this letter and all materials received and any copies.
  - ii. United Kingdom: This letter and its attachments have not been approved by an authorised person (as such term is defined in the Financial Services and Markets Act 2000 ("FSMA")) in accordance with Article 21(2)(b) of FSMA. In the United Kingdom, this letter and its attachments are only available to: (i) persons who are members of Perfect Portal falling within article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005; and (ii) any other persons to whom it may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons"). This letter must not be read, acted on or relied on by persons who are not Relevant Persons in the United Kingdom and any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.
  - iii. Other jurisdictions: Persons who are resident outside of Australia and the United Kingdom should inform themselves about and observe any applicable legal or regulatory requirements in their jurisdiction. By accepting this offer, you represent and warrant that you are a person to whom the provision of this information is permitted by laws of the jurisdiction in which you are situated without the need for any formality.
  - iv. If you are not a person described in the categories a) – c) above, you are not entitled to read this letter, and must promptly return this letter and all materials received and any copies.
- f) Counterparts: this letter may be executed in any number of counterparts, and all such counterparts taken together constitute one document.

PERFECT  
PORTAL



Queries

If you do not wish to accept all or part of the Offer, you are not obliged to do anything. However, it would be helpful if you email us to let us know.

You are welcome to email any regarding the capital raising questions to [shareholders@perfectportal.com.au](mailto:shareholders@perfectportal.com.au).

Yours sincerely,  
Perfect Portal (Australia) Pty Ltd

Stephen Wood  
Director