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ENCOMPASS CORPORATION PTY. LTD.

A.C.N. 140 556 896

REGISTERED UNDER THE CORPORATIONS ACT 2001

SHARE CERTIFICATE

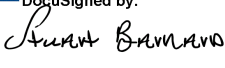
This is to certify that

Tawfik Superannuation Fund

*Is the holder of 17,123 fully paid Ordinary Shares,
subject to the Company Constitution.*

This Certificate must be surrendered to the Company
on the transfer of any of the above shares.

Executed for and on behalf of the Company by the
authority of the Company Secretary:

DocuSigned by:

72379CD849F5420...
Signature

26 October 2018

Date



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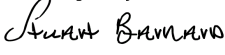
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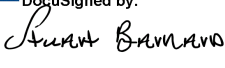
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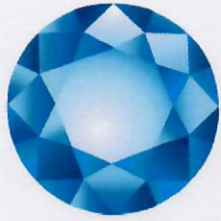
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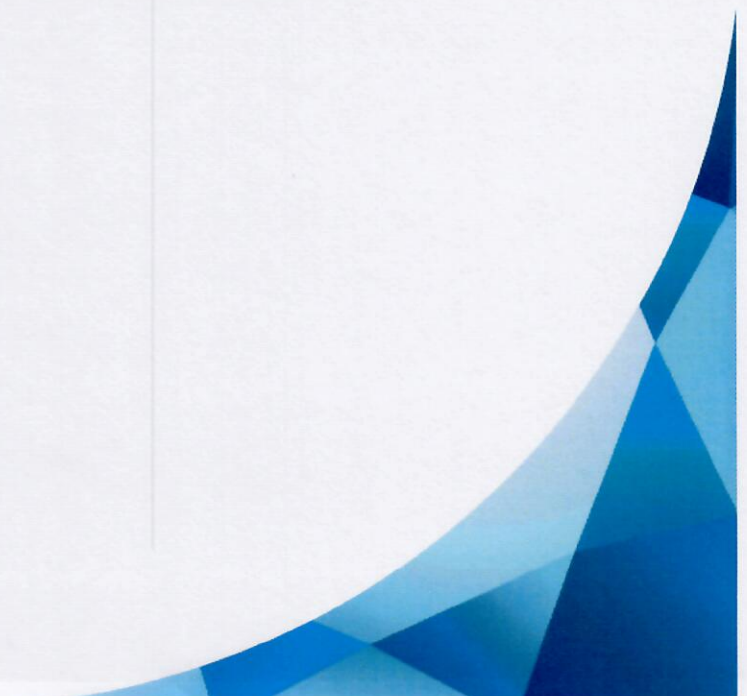
Date



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**Share
Subscription
Agreement**



Contact Person

If you have any queries regarding this document, please contact:

Company: Encompass Corporation Pty Ltd.
ABN 45 140 556 896

Name: Wayne Johnson

Phone Number: +61 (0) 418 297 772

Email: waynej@encompasscorporation.com
www.encompasscorporation.com

Mail: GPO Box 153, Sydney NSW 2001

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Important Notices

Confidentiality

The information contained herein is being provided on a confidential basis to the recipient solely for the purpose of evaluating an investment in Encompass Corporation Pty Ltd, ABN 45 140 556 896 (the "**Company**").

By accepting a copy of this Information the recipient agrees, for itself and its related bodies corporate and each of their management, officers, employees, agents, representatives and advisers, to maintain the confidentiality of this information. Any reproduction, use, disclosure or distribution of this Information for any purpose other than to evaluate an investment in the Company, is prohibited.

Status of Information

The information contained herein in or subsequently provided to the recipient by, or on behalf of the Company, is provided to the recipient on the terms and conditions set out in this notice.

The information contained herein has been furnished by the Company and other sources deemed reliable but no assurance can be given by the Parties as to the accuracy or completeness of this information.

To the full extent permitted by law:

- (a) no representation or warranty (express or implied) is given; and no responsibility or liability (including in negligence) is accepted, by the Parties as to the truth, accuracy or completeness of any statement, opinion, forecast, information or other matter.
- (b) no responsibility or liability (including in negligence) is accepted by the Parties for, or in connection with any act or omission, directly or indirectly in reliance upon; or for any cost, expense, loss or other liability, directly or indirectly, arising from, or in connection with, any omission from or defects in, or any failure to correct any information, or any communication (oral or written) about or concerning them, or the issue of securities in the Company.

Forward-Looking Statements

Recipients of this information are advised that the forecasts are forward-looking statements and while considered reasonable by the Company at the time of creation they are inherently speculative. Due to the subjective judgments and inherent uncertainties of statements about future events, there can be no assurance that the Company's actual future results, or subsequent forecasts, will not vary significantly from the forecasts and other forward-looking statements and no such warranty or should be implied.



No Recommendation

The provision of this Information is not and should not be considered as a recommendation in relation to an investment in the Company or that an investment in the Company is a suitable investment for the recipient.

Investor Enquiries

The Company does not purport to provide all of the information the recipient may require in order to evaluate an investment in the Company. Recipients should rely upon their own enquiries and evaluations they consider appropriate to verify any information to determine the suitability of an investment in the Company (including regarding their investment objectives, financial situation, and particular needs) and should seek all necessary financial, legal, tax and investment advice.

Recipients are cautioned that the Company is an early stage company and that any investment in the Company carries risk.

No Listing

No application for quotation of the New Shares offered on ASX will be made.

Liquidity

Liquidity of the securities of the Company offered cannot be guaranteed. Any transfer of shares is subject to approval by the Directors of the Company.

Excluded Offer

This Information has not been nor will be lodged with ASIC. It does not constitute a prospectus or other disclosure document within the meaning of Chapter 6D of the Corporations Act. Any prospective shareholder who does not consider themselves to be an experienced or financially capable investor for the purposes of evaluating this investment without benefit of a prospectus should notify the company accordingly, and absent such notification will be understood to have such experience or capacity.

Overseas Shareholders

This does not constitute an offer of securities for issue or sale or an invitation to apply for the issue of securities or to purchase securities in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

Terms of the Offer

How to Apply for New Shares

Complete the application form below in accordance with the instructions set out in the form. Completed application forms together with a cheque or bank in Australian currency for the amount shown on the form must be forwarded to reach, Encompass Corporation, GPO Box 153, Sydney NSW 2001. Except as required by the Corporations Act, application forms may not be withdrawn by an applicant after delivery in accordance with this Information.

By lodging an application form in respect of the offer, each applicant declares and warrants to the Company that it is a person, or that the applicant's situation is, listed in Section 708 of the Corporations Act.

Payment

The completed application form must be accompanied by payment in full at the rate of AUD \$2.92 (two dollars and ninety-two cents) per New Share for which you apply. Cheques or bank drafts must be made payable to Encompass Corporation Pty Ltd and crossed "not negotiable". Receipts for payments will be issued. Payment will only be accepted in Australian currency and as follows:

- Bank drawn on and payable at any Australian bank; or
- Cheque drawn on and payable at any Australian bank; or
- Electronic Transfer to -
Encompass Corporation Pty Ltd
Commonwealth Bank,
Cnr Pitt and Martin Place Sydney
BSB 062 099
ACC 1064 8321

Enquiries

If you have any questions in relation to this Information, please contact Wayne Johnson +61 418 297 772 or email enquiries to waynej@encompasscorporation.com

Allotment

The Company reserves the right to accept or reject any Application in whole or in part. Where the number of Shares allotted is less than the number applied for, the surplus application monies will be promptly returned by cheque. Applications will be considered promptly upon receipt and Shares allotted to successful applicants.

No ASX listing at this stage

The Company does not intend to apply for admission to the Official List of the ASX or any other securities exchange or to have its securities quoted on the ASX or any other securities exchange at this stage. Accordingly there may be no ready market for the sale of any Shares subscribed for.



No intention to sell Shares within 12 months

The Company is not issuing the Shares for the purpose of successful applicants selling or transferring them, or granting, issuing or transferring interests in, or options or warrants over them for at least 12 months and applications must be made on the basis that the applicant intends to acquire the Shares as an investment to be held for at least 12 months.

Offer not underwritten

The Offer is not underwritten.

Commissions

Commission fees of up to 6% may be payable to licensed financial institutions or entities involved in fund raising activities.

Rights attaching to New Shares

The New Shares will be fully paid Shares and will rank pari passu with Shares currently on issue. New Shareholders are required to assent to be a party to the Shareholders Deed. See the attached Encompass Corporation Shareholders Deed details.

Application for Shares

The person named below (the "Applicant") applies for the number of ordinary shares in the Company (the "Shares") set out below at an issue price of \$2.92 per share.

The Applicant agrees to be bound by the constitution of the Company and the Encompass Corporation Shareholders Deed.

The Applicant acknowledges as follows.

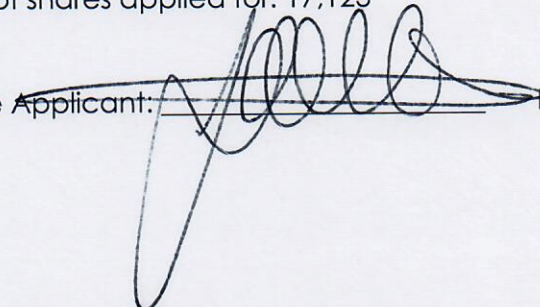
- (a) A prospectus or other disclosure document is not required to be lodged with the Australian Securities and Investments Commission under the Corporations Act 2001 in respect of any offer or invitation to the Applicant for the issue of the Shares to the Applicant.
- (b) Neither the Company nor any other person makes, or has made, any representation or warranty to the Applicant in respect of the Company, its business, assets, liabilities, financial position, profits, losses or prospects, or the value of the Shares.
- (c) An investment in the Shares is speculative.
- (d) Neither the Company nor any of its directors, officers, employees or any other person will be liable to the Applicant in contract, in tort, for negligence or otherwise for any loss or damage arising as a result of the investment by the Applicant in the Shares (except to the extent that any statutory liability cannot be excluded).
- (e) The Shares will not be issued by the Company for the purpose of the Applicant selling or transferring any of them or granting, issuing or transferring interests in, or options or warrants over, any of them.
- (f) The Shares will not be listed for quotation on Australian Stock Exchange Limited ("ASX"). However, if the Company applies to be admitted to the official list of ASX, all or some of the Shares may be subject to restrictions on transfer on terms determined by ASX. The Applicant agrees to enter into any restriction agreement required by ASX in relation to the Shares.

Name of Applicant: Tawfik Superannuation Fund

Address of Applicant: 38 BALLAST POINT Road Birchgrove
NSW 2041

Email address of Applicant: Joe.tawfik@kinetics.com

Number of shares applied for: 17,123

Signature Applicant:  Date: 10/10/2018