

Notice of Annual General Meeting and Explanatory Notes

Funtastic Limited ACN 063 886 199

Date: Wednesday 21 December 2016

Time: 11:00am AEDT

Place: Funtastic Head Office

Level 2, Tower 2, Chadstone Place

1341 Dandenong Road, Chadstone Victoria

Important notice

In this document you will find:

1. Notice of Annual General Meeting; and
2. Explanatory Notes containing an explanation of, and information about, the resolutions to be put to the meeting.

A Proxy Form is also enclosed with the Notice of Annual General Meeting and Explanatory Notes.

The Explanatory Notes contain an explanation of, and information about, the matters to be considered at the Annual General Meeting of Funtastic Limited. The Explanatory Notes are given to Funtastic Limited's shareholders to help them determine how to vote on the resolutions set out in the accompanying Notice of Meeting.

Shareholders should read this document in full.

This document is dated 18 November 2016.

Notice of Annual General Meeting

Notice is given that the annual general meeting of shareholders of Funtastic Limited (ACN 063 886 199) (**Funtastic** or **the Company**) will be held on Wednesday 21 December 2016, at Funtastic Head Office, Level 2, Tower 2, Chadstone Place, 1341 Dandenong Road, Chadstone, Victoria, commencing at 11:00am AEDT (**Annual General Meeting**).

Ordinary Business

1. Financial statements and reports

To receive and consider:

- (a) the financial statements;
- (b) the Directors' report; and
- (c) the auditor's report,

in respect of the year ending 31 July 2016.

2. Remuneration Report

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

*'In accordance with Section 250R of the Corporations Act 2001 (Cth) (**Corporations Act**), the Company adopts the Remuneration Report as set out in the Directors' report on pages 18 to 28 of the 2016 Annual Report, for the year ending 31 July 2016.'*

Note:

The vote on this resolution is advisory only and does not bind the Directors of the Company.

Voting Exclusion Statement:

- (a) The Company's key management personnel and their closely related parties must not cast a vote on the Remuneration Report unless the vote is cast as a proxy on behalf of a person who is entitled to vote on this resolution and either:

(i) the Proxy Form specifies the way the proxy is to vote on this resolution; or

(ii) the proxy is the Chairman and the appointment of the Chairman as proxy:

(A) does not specify the way the proxy is to vote on this resolution; and

(B) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

- (b) The Chairman intends to vote all undirected proxies (where he has been appropriately authorised) in favour of this resolution. If you wish to vote against this resolution or you wish to abstain from voting on this resolution you should mark the relevant box in the attached Proxy Form. Please see the directions on the Proxy Form relating to authorisation of the Chairman to vote undirected proxies.

3. Re-election of Director, Mr Grant Mackenzie

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

'That Mr Grant Mackenzie, a Director retiring in accordance with Rule 35(c) of the Constitution, and being eligible, is re-elected as a Director of Funtastic.'

The Chairman intends to vote all undirected proxies in favour of this resolution.

4. Re-election of Director, Mr Stephen Heath

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

'That Mr Stephen Heath, a Director retiring in accordance with Rule 35(c) of the Constitution, and being eligible, is re-elected as a Director of Funtastic.'

The Chairman intends to vote all undirected proxies in favour of this resolution.

Special Business

5A. Approval of Issue of Shares to Mr Nir Pizmony Under the Employee Share Loan Plan

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

'That, for the purposes of ASX Listing Rule 10.12 and 10.14 and for all other purposes, approval is given for the issue of up to 5 million fully paid ordinary shares in the Company to the Mr Nir Pizmony or his nominee, as set out in the Explanatory Notes and pursuant to, and in accordance with the terms and conditions of, the "Funtastic Employee Share Loan Plan" (ESLP) a summary of which is set out in the Explanatory Notes.'

Voting Exclusion Statement:

Funtastic will disregard any votes cast on this resolution by any executive Director of Funtastic and, if ASX has expressed an opinion under Listing Rule 10.14.3 that approval is required for participation in the ESLP by anyone else, that person, and any of their respective associates. However, the Company need not disregard a vote if:

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

Further, the Company's key management personnel and their closely related parties must not cast a vote on this resolution unless the vote is cast as a proxy on behalf of a person who is entitled to vote on this resolution and either:

- (c) the Proxy Form specifies the way the proxy is to vote on the resolutions; or
- (d) the proxy is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on this resolution; and

- (ii) expressly authorises the Chairman to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

The Chairman intends to vote all undirected proxies (where he has been appropriately authorised) in favour of this resolution. If you wish to vote against this resolution or you wish to abstain from voting on this resolution you should mark the relevant box in the attached Proxy Form. Please see the directions on the Proxy Form relating to authorisation of the Chairman to vote undirected proxies.

5B. Approval of Issue of Shares to Mr Grant Mackenzie Under the Employee Share Loan Plan

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

'That, for the purposes of ASX Listing Rule 10.12 and 10.14 and for all other purposes, approval is given for the issue of up to 5 million fully paid ordinary shares in the Company to Mr Grant Mackenzie or his nominee, as set out in the Explanatory Notes and pursuant to, and in accordance with the terms and conditions of, the "Funtastic Employee Share Loan Plan" (ESLP) a summary of which is set out in the Explanatory Notes.'

Voting Exclusion Statement:

Funtastic will disregard any votes cast on this resolution by any executive Director of Funtastic and, if ASX has expressed an opinion under Listing Rule 10.14.3 that approval is required for participation in the ESLP by anyone else, that person, and any of their respective associates. However, the Company need not disregard a vote if:

- (e) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (f) 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.

Further, the Company's key management personnel and their closely related parties must not cast a vote on this resolution unless the vote is cast as a proxy on behalf of a person who is entitled to vote on this resolution and either:

- (g) the Proxy Form specifies the way the proxy is to vote on the resolutions; or
- (h) the proxy is the Chairman and the appointment of the Chairman as proxy:
- (i) does not specify the way the proxy is to vote on this resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

The Chairman intends to vote all undirected proxies (where he has been appropriately authorised) in favour of this resolution. If you wish to vote against this resolution or you wish to abstain from voting on this resolution you should mark the relevant box in the attached Proxy Form. Please see the directions on the Proxy Form relating to authorisation of the Chairman to vote undirected proxies.

6. Approval of Additional 10% Placement Capacity under ASX Listing Rule 7.1A

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

'That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval be given for the issue of equity securities of up to 10% of the Company's share capital calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 on the terms and conditions set out in the Explanatory Notes.'

Voting Exclusion Statement:

Funtastic will disregard any votes cast on this resolution by any person who may participate in the issue of equity securities under this resolution and any 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:

- (a) 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
- (b) 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.

The Chairman intends to vote all undirected proxies in favour of this resolution.

Note: In accordance with ASX Listing Rule 14.11.1 and the relevant note under that rule concerning ASX Listing Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no shareholders are currently excluded from voting on this resolution.

7. Removal of Auditor

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

*'That Deloitte Touche Tohmatsu (**Deloitte**), the current auditor of the Company, be removed as the auditor of the Company in accordance with the Corporations Act effective from the date of the Annual General Meeting.'*

The Chairman intends to vote all undirected proxies in favour of this resolution.

8. Appointment of Auditor

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*'That, subject to the passing of the resolution in Item 7, Grant Thornton Australia Limited (**Grant Thornton**), being qualified to act as auditor and having consented to act as auditor of the Company, be appointed as the auditor of the Company in accordance with the Corporations Act effective from the date of the Annual General Meeting and the Directors be authorised to agree the remuneration of Grant Thornton.'*

The Chairman intends to vote all undirected proxies in favour of this resolution.

2016 Voting

Entitlement to vote

The Directors have decided that for the purpose of determining entitlements to vote at the Annual General Meeting, Shares will be taken to be held by the persons who are the registered holders at 7pm AEDT on Monday, 19 December 2016. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to vote at the meeting.

Proxies

1. A shareholder who is entitled to attend and vote at the meeting may appoint up to two proxies to attend and vote on behalf of that shareholder. If you require an additional Proxy Form, please contact Boardroom Pty Limited at the address below.
2. If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.
3. Where a shareholder appoints more than one proxy, neither proxy is entitled to vote on a show of hands.
4. A proxy need not be a shareholder of Funtastic.
5. To be effective, Funtastic must receive the completed Proxy Form and, if the form is signed by the shareholder's attorney, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 11.00am AEDT on Monday, 19 December 2016.
6. Proxies may be lodged with the Company's share registry, Boardroom Pty Limited using the reply paid envelope provided or:

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993,
Sydney NSW 2001 Australia

BY FAX - +61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited,
Level 12, 225 George Street, Sydney NSW 2000 Australia

ONLINE by visiting: www.votingonline.com.au/funtasticagm2016 and entering your Postcode or Country of Residence (if outside of Australia) and your Voting Access Code (VAC), which are provided on your proxy form.

7. Proxies given by corporate shareholders must be executed in accordance with their constitutions or signed by a duly authorised officer or attorney.
8. A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business the proxy may vote as he or she thinks fit.

9. If a shareholder appoints the Chairman of the meeting as the shareholder's proxy using the attached Proxy Form and does not specify how the Chairman is to vote on an item of business, the Chairman will be authorised to vote as he decides on all resolutions. The Chairman intends to vote all such proxies in favour of all resolutions. However, the Chairman will not vote such proxies to the extent that the shareholder is restricted by law from voting on any resolutions.
10. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the meeting and provides satisfactory evidence of the appointment of its corporate representative.
11. Please refer to other notes appearing on the enclosed Proxy Form.

Corporate representatives

A shareholder that is a body corporate may appoint an individual to act as its representative at the meeting. Unless otherwise specified in the appointment, the representative may exercise all or any of the powers that the body corporate may exercise at the meeting or in voting on a resolution.

Appointments may be lodged in advance of the meeting at Funtastic's share registry (details above), or handed in at the meeting when registering.

The accompanying Explanatory Notes form part of this Notice of Meeting.

By order of the Board

Date 18 November 2016



Signed

Name Grant Mackenzie
Company Secretary

Explanatory Notes

These Explanatory Notes are intended to provide shareholders of Funtastic with information to assess the merits of the proposed resolutions in the accompanying Notice of Meeting.

The Directors recommend that shareholders read these Explanatory Notes in full before making any decision in relation to the resolutions.

Ordinary Business

1. Financial statements and reports

The Corporations Act requires the financial report (which includes the financial statements and Directors' declaration), the Directors' report and auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or the Constitution for shareholders to approve the financial report, the Directors' report or the auditor's report.

Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports, and on the business and operations of Funtastic. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, Deloitte Touche Tohmatsu (**Deloitte**), questions about the auditor's report, the conduct of its audit of the Company's financial report for the year ended 31 July 2016, the preparation and content of the auditor's report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Deloitte in relation to the conduct of the audit.

The financial report and the Directors' and auditor's reports relate to the year ending 31 July 2016.

2. Remuneration Report

As required by the Corporations Act, the Board is presenting the Company's Remuneration Report to shareholders for consideration and adoption by a non-binding vote.

The Remuneration Report is included in the Directors' report and set out on pages 19 to 29 of the 2016 Annual Report. It is also available from the Company's website (www.funtastic.com.au).

The Remuneration Report:

- describes the policies behind, and structure of, the remuneration arrangements of the Company and the link between the remuneration of employees and the Company's performance;
- sets out the remuneration arrangements in place for each Director and for specified senior executives of the Company; and
- explains the difference between the basis for remunerating non-executive Directors and executives, including executive Directors.

The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into

consideration when reviewing the remuneration practices and policies of Funtastic.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report.

The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

The Chairman intends to vote all undirected proxies (where he has been appropriately authorised) in favour of adopting the Remuneration Report.

3. Re-election of Director, Mr Grant Mackenzie

Mr Grant Mackenzie was appointed to the position of Director and Chief Operating officer on 6 August 2014.

Mr Mackenzie is also the Chief Financial Officer and Company Secretary of the Company and is a Chartered Accountant (SA), MBA qualified finance director with a wealth of FMCG experience. He also brings with him a successful record of international, strategic and commercial management such that he is considered a key asset to the Group in executing its long term geographical expansion of own brands.

The Directors (other than Mr Mackenzie) recommend that shareholders vote in favour of the resolution in Item 3.

The Chairman intends to vote all undirected proxies in favour of the resolution in Item 3.

4. Re-election of Director, Mr Stephen Heath

Appointed to the Board in October 2010 as an Independent Non-executive Director. Mr Heath is a member of the Audit, Risk and Compliance Committee, the Nomination Committee and Chairman of the Remuneration and Evaluation Committee.

Mr Heath has extensive retail experience comprising over 18 years across iconic Australian retail brands including Harvey Norman, Rebel Sport, Fantastic Furniture and Godfreys. Mr Heath is currently a Non-executive Director of Temple & Webster and was previously the Managing Director & CEO of Fantastic Holdings Limited. Prior to that, Mr Heath was Managing Director of International Cleaning Solutions Holdings and also the CEO of Rebel Sport during its public listing on the ASX. He also spent 5 years with Sharp Corporation managing the retail accounts of major retailers such as Harvey Norman, Myer, David Jones and Kmart.

The Directors (other than Mr Heath) recommend that shareholders vote in favour of the resolution in Item 4.

The Chairman intends to vote all undirected proxies in favour of the resolution in Item 4.

Special Business

5. Approval of Issue of Shares to Mr Nir Pizmony and Mr Grant Mackenzie Under the Employee Share Loan Plan

Background to resolution

The Funtastic Employee Share Loan Plan (**ESLP**) was initially approved by Shareholders at the Company's 2012 Annual General Meeting.

ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval in any 12 month period to 15% of its issued securities, subject to certain adjustments and permitted exceptions. ASX Listing Rule 7.2 lists certain situations in which an issue of securities will not count towards a company's annual placement capacity under ASX Listing Rule 7.1. One of these situations is an issue of securities under an employee incentive scheme if, within three years before the date of issue, shareholders approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1. The ESLP is an employee incentive scheme for the purposes of ASX Listing Rule 7.2.

The ESLP was last approved by Shareholders at the Company's Annual General Meeting in 2015 so that securities issued pursuant to the ESLP during the three year period following that approval can be issued without reducing the Company's annual placement capacity.

However, ASX Listing Rule 10.11 requires shareholder approval to be obtained in respect of an issue of equity securities to a Director unless an exception in ASX Listing Rule 10.12 applies.

Exception 4 to ASX Listing Rule 10.12 provides that ASX Listing Rule 10.11 does not apply to equity issues made under an employee incentive scheme with the approval of shareholders under ASX Listing Rule 10.14.

ASX Listing Rule 10.14 provides that an entity must only allow Directors or their associates to acquire securities under an employee incentive plan with the approval of shareholders and provided the Notice of Meeting pursuant to which such approval was sought complied with ASX Listing Rules 10.15 or 10.15A.

Proposal

The Company is seeking approval for the potential issue of fully paid ordinary shares (**Shares**) to the executive Directors, Messrs Nir Pizmony and Grant Mackenzie, under the ESLP of:

- up to 5,000,000 Shares to Nir Pizmony (or his nominee); and
- up to 5,000,000 Shares to Grant Mackenzie (or his nominee).

The resolution in Item 5 is only to approve the limit of the Shares that may be issued, with the actual issue of these Shares to the executive Directors subject to approval by the Board if it is considered appropriate as part of the executive Directors' short and long-term incentive arrangements with the Company, consistent with the purpose of the ESLP as identified below under the heading "Overview of the ESLP".

Further, under the ESLP, an invitation for the issue of Shares must not be made if the aggregate of:

- the number of Shares which are the subject of the invitation;
- the total number of Shares which are the subject of any outstanding invitations; and

- the total number of Shares issued (or that would be issued upon the exercise of options) during the previous five years pursuant to the ESLP or any other employee share or option plan of the Company,

less any offers for Shares, options to acquire Shares or Shares issued by way or as a result of:

- an offer made to persons situated at the time of receipt of the offer outside Australia;
- an offer that did not need disclosure because of section 708 or section 1012D of the Corporations Act; or
- an offer which was made under a disclosure document or product disclosure statement,

would exceed 5% of the total number of Shares on issue at the time the invitation is made (the **5% Limit**).

Accordingly, in the event that the Board determines to issue Shares to any of the executive Directors under the ESLP, the actual number of Shares issued will at all times be subject to the 5% Limit.

Summary of the key terms of the ESLP

Overview of the ESLP

The ESLP gives all Funtastic employees and executive Directors who are eligible to participate the opportunity to become shareholders in Funtastic. Non-executive Directors will not be eligible to participate in the ESLP. The purpose of the ESLP is to issue Shares in Funtastic to eligible employees and executive Directors as an additional incentive and to align their interests with the interests of shareholders.

In order to fund the acquisition of the Shares issued under the ESLP, Funtastic will offer eligible employees and executive Directors an interest-free loan (**Loan**) to be used to pay the subscription price for the Shares issued under the ESLP.

The key terms of the Loan to be provided to each eligible employee are as follows:

- (a) The amount of the Loan will be the price per Share multiplied by the number of Shares to be issued to the eligible employee; and
- (b) The Loan will be interest-free and on a limited recourse basis.

Key terms of the ESLP

The key terms of the ESLP are as follows:

- (a) The Board may, in its absolute discretion, determine the criteria that will apply for eligibility to participate in the Plan and the terms and conditions that will apply to an offer of Shares under the ESLP (**Offer**). These terms and conditions may include such vesting conditions that the Board may determine in its absolute discretion.
- (b) The issue price for Shares under the ESLP will be the volume weighted average price of ordinary shares in the Company over the five trading days (excluding special crossings and overnight sales) following the announcement of the Company's most recent full year financial results or such other price as may be determined by the Board (**Issue Price**).

- For personal use only
- (c) If an eligible employee accepts an Offer (**Participant**), the Company must:
 - (i) provide a Loan of an amount not greater than the amount equal to the number of Shares specified in the Offer multiplied by the Issue Price to enable the Participant to acquire the Shares the subject of the Offer; and
 - (ii) issue the number of Shares accepted by the Participant.
 - (d) The Company may impose such restrictions on a Participant from selling or otherwise disposing of all or any Shares issued under the ESLP as the Board, in its absolute discretion thinks fit, provided that such restrictions are specified in the Offer made to the Participant.
 - (e) Dividends paid by the Company, less the estimated tax payable by the Participant in respect of such Shares, will be used to pay down the Loan.
 - (f) The Loan and any costs incurred in connection with the sale of the Shares must be repaid to the Company upon the sale of the Shares.
 - (g) The Company may appoint a trustee on such terms and conditions as the Board determines for the purpose of acquiring and holding the Shares on behalf of Participants in accordance with the terms set out in an Offer or the rules of the ESLP. On issue of Shares to, or for the benefit of, a Participant, the Participant will be entitled to exercise all rights of a shareholder attaching to the Shares, subject to:
 - (i) any rights of the trustee (if any) as specified in the Offer; and
 - (ii) any restrictions on the exercise of a Participant's rights contained within the Rules.
 - (h) Until the Loan is repaid, the rights and entitlements attaching to Shares issued to a Participant must be exercised to comply with the rules of the ESLP.

Information required under ASX Listing Rule 10.15A

In accordance with ASX Listing Rule 10.15A, the following information is provided to shareholders in respect of the issue of the Shares referred to above:

- (a) The Board is seeking approval for the issue of Shares under the ESLP to Messrs Nir Pizmony and Grant Mackenzie, executive Directors of Funtastic, as set out above under the heading "Proposal";
- (b) The maximum number of Shares that may be acquired by Messrs Nir Pizmony and Grant Mackenzie under the ESLP is as set out above under the heading "Proposal";
- (c) The issue price for the Shares acquired by Messrs Nir Pizmony and Grant Mackenzie under the ESLP as set out above under the heading "Proposal", will be calculated as the volume weighted average price of ordinary shares in the Company over the five trading days immediately

preceding the date of issue of the Shares;

- (d) Since the date of the last approval of the ESLP at the Company's 2015 Annual General Meeting, no Directors or their associates have received Shares under the ESLP;
- (e) Only executive Directors and eligible employees as determined by the Board are eligible to participate in the ESLP. Messrs Nir Pizmony and Grant Mackenzie are currently the only Directors eligible to participate in the ESLP;
- (f) The amount of any Loan offered to an eligible employee under the ESLP (including in respect of the Shares to be issued to Messrs Nir Pizmony and Grant Mackenzie under the ESLP as described above) is the issue price per Share multiplied by the number of Shares to be issued to the eligible employee;
- (g) Any Loan offered to an eligible employee under the ESLP (including in respect of the Shares to be issued to Messrs Nir Pizmony and Grant Mackenzie under the ESLP as described above) will be interest- free and on the basis that the Company will only have recourse to the Shares (including any associated bonus Shares) issued under the ESLP and any funds received from the sale of such Shares;
- (h) The provisions of the ESLP relating to the repayment of the Loan are as set out in the summary of the key terms of the ESLP above;
- (i) The details of the above Shares proposed to be issued to Messrs Nir Pizmony and Grant Mackenzie under the ESLP as described above, as well as any other Shares issued under the ESLP, will be published in each annual report of the Company relating to the period in which Shares have been issued, with a statement that approval for the issue of the Shares was obtained under ASX Listing Rule 10.14;
- (j) Any additional person who is prevented by ASX Listing Rule 10.14 from acquiring Shares under the ESLP without shareholder approval, who becomes entitled to participate in the ESLP after shareholder approval of the resolution in Item 5 is obtained, and who is not named in this Notice of Meeting, will not participate in the ESLP until shareholder approval is obtained under ASX Listing Rule 10.14; and
- (k) The Shares proposed to be issued to Messrs Nir Pizmony and Grant Mackenzie under the ESLP as set out above will be issued as soon as reasonably practicable after this meeting and, in any event, by no later than 3 years after the date of this meeting.

Chapter 2E

The Directors consider that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required as the issue of the Shares forms part of the reasonable remuneration of Messrs Nir Pizmony and Grant Mackenzie.

Recommendation

The Directors (other than Messrs Nir Pizmony and Grant Mackenzie) recommend that shareholders vote in favour of the resolution in Item 5.

The Chairman intends to vote all undirected proxies (where he has been appropriately authorised) in favour of the resolution in Item 5.

6. Approval of Additional 10% Placement Capacity under ASX Listing Rule 7.1A

Introduction

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities of up to an additional 10% of its issued capital over a period up to 12 months after its annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the capacity to issue 15% of its issued capital over a 12 month period without shareholder approval under ASX Listing Rule 7.1.

If shareholders approve the resolution in Item 6, the number of equity securities Funtastic may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to the next section below).

The resolution in Item 6 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote at the meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of the resolution in Item 6 for it to be passed.

ASX Listing Rule 7.1A

The ASX Listing Rules provide that an entity that satisfies both of the following tests may seek shareholder approval under ASX Listing Rule 7.1A:

- (a) the entity is not included in the S&P/ASX 300 Index; and
- (b) the entity's market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) is not greater than \$300,000,000.

Funtastic is not included in the S&P/ASX 300 Index and has a market capitalisation, as at 8 November 2016, of \$12,211,676. The calculation of the Company's market capitalisation will be based on the closing price of the Shares on the last trading day on which trades in the Shares were recorded before the date of the annual general meeting, multiplied by the number of Shares on issue (but excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is an eligible entity and able to seek shareholder approval at the annual general meeting for an additional 10% Placement Capacity under Listing Rule 7.1A.

Any equity securities issued in reliance of ASX Listing Rule 7.1A must be in the same class as an existing class of quoted equity securities. Funtastic currently has one class of equity securities on issue which are quoted, being fully paid ordinary shares.

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- (b) plus the number of partly paid Shares that became fully paid in the previous 12 months;
- (c) plus the number of Shares issued in the previous 12 months with the approval of shareholders under ASX Listing Rules 7.1 and 7.4; and
- (d) less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Shares under ASX Listing Rule 7.1 or 7.4.

Information required by ASX Listing Rule 7.1A

Minimum Price

The minimum price at which the equity securities may be issued is 75% of the volume weighted average price of Shares, calculated over the 15 ASX trading days on which trades in Shares were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or
- (b) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

10% placement period

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the annual general meeting and expiring on the first to occur of:

- (a) 12 months after the date of the annual general meeting; or
- (b) the date of approval by shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking),

or such longer period if allowed by ASX.

Risk of economic and voting dilution

Any issue of Shares under the 10% Placement Capacity will dilute the interests of shareholders who do not receive any Shares under the issue.

If the resolution in Item 6 is approved by shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below, in the circumstances set out in the table below.

The table below shows the dilution of existing shareholders on the basis of the closing price of the Shares on the ASX on 8 November 2016 and the number of Shares for variable A, calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the date of this notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) has increased by 50% and by 100% and the economic dilution where the issue price of Shares issued under the 10% Placement Capacity is 50% less than the closing price of the Shares on the ASX on 8 November 2016 and 100% greater than the closing price of the Shares on the ASX on 8 November 2016.

Variable A in ASX Listing Rule 7.1A.2		Dilution		
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
		\$0.008	\$0.016	\$0.032
Current Variable A 763,229,723 Shares	10% voting dilution	76,322,972 Shares	76,322,972 Shares	76,322,972 Shares
	Funds raised	\$610,583.78	\$1,221,167.55	\$2,442,335.10
50% increase in Current Variable A 1,144,844,585 Shares	10% voting dilution	114,484,459 Shares	114,484,459 Shares	114,484,459 Shares
	Funds raised	\$915,875.67	\$1,831,751.34	\$3,663,502.69
100% increase in Current Variable A 1,526,459,446 Shares	10% voting dilution	152,645,945 Shares	152,645,945 Shares	152,645,945 Shares
	Funds raised	\$1,221,167.56	\$2,442,335.12	\$4,884,670.24

The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with shareholder approval under ASX Listing Rule 7.1.

The table above has been prepared on the basis of the following assumptions:

- The Issue Price set out in the table is the closing price of the Shares on the ASX on 8 November 2016;
- The Company issues the maximum possible number of equity securities under the 10% Placement Capacity;

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- (c) No rights convertible into Shares are exercised;
 - (d) The Company has not issued any equity securities in the 12 months prior to the date of the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or which were not approved under ASX Listing Rule 7.1 or 7.4;
 - (e) The table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1;
 - (f) The issue of equity securities under the 10% placement facility consists only of Shares.

Shareholders should note that there is a risk that:

- (a) the market price for the Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- (b) the equity securities issued under the 10% Placement Capacity may be issued at a price that is at a discount to the market price for the Shares on the date of issue or the equity securities may be issued as part of the consideration for the acquisition of an asset,

which may affect the amount of funds raised by the issue.

Shareholders should also note that the calculations in the table do not show the dilution that any one particular shareholder will be subject to. All shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

Purpose of Issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity for the following purposes:

- (a) as cash consideration where the Company intends to use funds raised for either or both of working capital purposes or to take advantage of acquisition opportunities; or
- (b) as non-cash consideration for the acquisition of businesses or product lines to grow the business of the Company. In such circumstances the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Shares complies with ASX Listing Rule 7.1A.3.

Allocation under the 10% Placement Capacity

The allottees of the equity securities to be issued under the 10% Placement Capacity have not been determined as at the date of this Notice of Meeting. Such allottees will depend on prevailing market conditions and will be determined on a case by case basis. However, the allottees of equity securities could consist of current shareholders, new investors or both. Allottees may also include vendors of assets into the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;

- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing shareholders may participate;
- (c) the effect of the issue of the equity securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained shareholder approval under Listing Rule 7.1A at the Annual General Meeting held on 18 December 2012.

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, the following information is provided to shareholders, in accordance with Listing Rule 7.3A.6, regarding the equity securities issued by the Company in the 12 months preceding the date of the Annual General Meeting:

- (a) Listing Rule 7.3A.6(a): Total equity securities issued in previous 12 months:

Number of equity securities on issue at commencement of 12 month period	700,779,723
Equity securities issued in prior 12 month period	62,450,000
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	8.91%

- (b) Listing Rule 7.3A.6(a): Details of equity securities issued in previous 12 months:

The details of equity securities issued during the previous 12 months preceding the date of the Annual General Meeting are set out in Annexure A of this Notice of Meeting.

Voting exclusion statement

A voting exclusion statement is included in this Notice of Meeting. At the date of the Notice, the proposed allottees under the 10% Placement Capacity are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue.

Where it is not known who will participate in the proposed issue (as is the case in respect of the 10% Placement Capacity), shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is

possible that their holding will be diluted and there is no reason to exclude their votes.

Recommendation

The Directors unanimously recommend that shareholders vote in favour of the resolution in Item 6.

The Chairman intends to vote all undirected proxies in favour of the resolution in Item 6.

7. Removal and Appointment of Auditor

Removal of Auditor

Under Section 329 (1) and (1A) of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given. It should be noted that under the Corporations Act, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

The Company has received notice of intention to move a resolution for the removal of Deloitte as auditor of the Company. A copy of such notice has been provided to Deloitte and to the Australian Securities and Investments Commission, in accordance with Section 329(2) of the Corporations Act.

Accordingly, the Company seeks shareholder approval to remove the auditor even though the Annual General Meeting will be held less than 2 months after the notice of intention was given to the Company.

Appointment of Auditor

Under Section 327D of the Corporations Act, the Company in a general meeting may, by special resolution, appoint an auditor to replace an auditor removed under Section 329 of the Corporations Act.

If Deloitte is removed as auditor of the Company under the resolution in Item 7, the Directors propose that Grant Thornton be appointed as the Company's auditor, with effect from the close of the Annual General Meeting.

The nomination of Grant Thornton as auditor of the Company has been received by the Company and is provided to Shareholders in Annexure B of this Notice of Meeting. Grant Thornton has given written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Inter-conditionality

The resolutions in Item 7 (Removal of Deloitte as Auditor) and Item 8 (Appointment of Grant Thornton as Auditor) are conditional on **both** of them being approved. If any of the resolutions in Item 7 or Item 8 is not passed, then both of them will be taken to have been rejected by shareholders.

Recommendation

The Directors unanimously recommend that shareholders vote in favour of the resolutions in Item 7 and Item 8.

The Chairman intends to vote all undirected proxies in favour of the resolutions in Item 7 and Item 8.

By order of the Board

Date 18 November 2016



Signed

Name Grant Mackenzie
Company Secretary

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ANNEXURE A

DETAILS OF EQUITY SECURITIES ISSUED FOR THE PURPOSES OF LISTING RULE 7.3A.6

	Date of issue	Number issued	Class/Type of equity security and summary of terms	Names of persons who received securities or basis on which those persons was determined	Issue Price and discount to market price (if any)	Issue for cash consideration, cash spent, intended use for remaining cash	Issue for non-cash consideration and current value of non-cash consideration
1.	19 April 2016	25,000,000	Fully paid ordinary shares ranking parri passu with all existing Shares of the Company from the date of issue	Issued to sophisticated or otherwise exempt investors under section 708 of the Corporations Act pursuant to an institutional placement announced to the ASX on 1 April 2016 Bell Botter Securities Limited was the broker for the institutional placement	\$0.02 per share 10.7% discount to the volume-weighted trading price of Shares during the 5 trading days on which share trades were recorded immediately prior to 1 April 2016	All net proceeds from the institutional placement have been used to provide additional funding to continue the development and global distribution of the Company's own brands.	N/A

2.	6 May 2016	9,950,000	Fully paid ordinary shares ranking parri passu with all existing Shares of the Company from the date of issue	Issued to eligible shareholders of the Company pursuant to share purchase plan announced to the ASX on 1 April 2016	As per 1 above	All net proceeds from the share purchase plan have been used to provide additional funding to continue the development and global distribution of the Company's own brands.	N/A
3.	27 May 2016	27,500,000	Fully paid ordinary shares ranking parri passu with all existing Shares of the Company from the date of issue	Issued to the Company's executive directors Messrs Nir Pizmony (23,750,000) and Grant Mackenzie (3,750,000) pursuant to an institutional placement announced to the ASX on 1 April 2016, following shareholder approval received at a general meeting held on 17 May 2016	As per 1 above	As per 1 above	N/A

ANNEXURE B
NOMINATION OF AUDITOR

14 November 2016

The Directors
Funtastic Limited
Level 2, Tower 2, Chadstone Place
1341 Dandenong Road
CHADSTONE VIC 3148


Dear Sirs

NOMINATION OF GRANT THORNTON AS AUDITOR OF FUNTASTIC LIMITED

I, Nir Pizmony, of 9 Hume Road, Caulfield North, Victoria, 3161 being a shareholder of Funtastic Limited (**Company**), hereby nominate Grant Thornton Australia Limited of Level 17, 383 Kent Street, Sydney, NSW, 2000 for appointment as auditor of the Company at its 2016 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Notes for the 2016 Annual General Meeting of the Company as required by section 328B(3) of the Corporations Act 2001.

Yours faithfully



Nir Pizmony

Additional Information

Will you be attending?

To assist our planning, please let us know whether you will be attending the Annual General Meeting by:

Email: jenny.power@funtastic.com.au

Telephone: 03 8531 0008

By Car - there are around 9,600 free car spaces at Chadstone Shopping Centre. The best location to park for the Funtastic Office is in the Woolworths Car Park accessible via either the Dandenong Road or Warrigal Road entrance.

By Train - Chadstone Shopping Centre is located close to four train stations: Oakleigh, Hughesdale and Murrumbeena stations on the Dandenong, Cranbourne or Pakenham lines and Holmesglen Station on the Glen Waverley line. A short bus trip completes the journey to Chadstone from these stations. However, the Hughesdale station is only a short 10-15 minute walk along Poath Road to Chadstone Shopping Centre.

By Bus - Chadstone is easily accessible by bus with 13 suburban bus routes stopping at the centre. From Oakleigh Station take one of the following bus routes: 903 'To Altona' to get to Chadstone; 742, 800, 802, 804 or 862 (towards Chadstone), or - 900 (towards Caulfield). From Murrumbeena Station take bus Route 822 (towards Chadstone). From Holmesglen Station take bus Route 624 or 903.

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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 AEDT on Monday 19 December 2016.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/funtasticcgm2016
- 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 security holder 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 AEDT on Monday, 19 December 2016.** 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** www.votingonline.com.au/funtasticcgm2016

📠 **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 **Funtastic Limited** (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 shareholder) 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 the **Funtastic Head Office, Level 2, Tower 2, Chadstone Place, 1341 Dandenong Road, Chadstone, Victoria on Wednesday, 21 December, 2016 at 11:00am AEDT** 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 Resolutions 2, 5A and 5B I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 2, 5A and 5B are 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 Resolutions 2, 5A and 5B). 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 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director, Mr Grant Mackenzie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director, Mr Stephen Heath	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5A	Approval of Issue of Shares to Mr Nir Pizmony Under the Employee Share Loan Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5B	Approval of Issue of Shares to Mr Grant Mackenzie Under the Employee Share Loan Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Additional 10% Placement Capacity under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 90%; height: 30px;" type="text"/>	<input style="width: 90%; height: 30px;" type="text"/>	<input style="width: 90%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2016