

FoneWorx Holdings Limited
 Incorporated in the Republic of South Africa
 (Registration number 1997/010640/06)
 JSE Share Code: FWX ISIN: ZAE000086237
 (“FoneWorx” or “the Company”)

RESULTS OF ANNUAL GENERAL MEETING

FoneWorx shareholders are advised that at the 16th annual general meeting of members held on Thursday 27 November 2014 all ordinary and special resolutions as set out in the notice of the annual general meeting were passed by the requisite majority of shareholders.

The number of shares voted in person or by proxy was 103 165 675, representing 75% of the total issued share capital of the same class of FoneWorx shares.

The resolutions proposed at the meeting, together with the percentage of shares abstained, as well as the percentage of votes carried for and against each resolution, are set out below:

	% of votes carried for the resolution	% of votes against the resolution	% of shares abstained
To receive, consider and adopt the annual financial statements of the Company and Group for the financial year ended 30 June 2014	100%	-	0.04%
To re-elect Ashvin Mancha to the Board of FoneWorx Holdings Limited	100%	-	0.04%
To re-elect Paul Jenkins to the Board of FoneWorx Holdings Limited	100%	-	0.04%
To re-elect Roger Pitt to the Board of FoneWorx Holdings Limited	100%	-	0.04%
To re-appoint Roger Pitt as a member and chairman of the Company’s Audit and Risk Committee.	100%	-	0.04%
To re-appoint Gaurang Mooney as a member of the Company’s Audit and Risk Committee.	99.96%	0.04%	0.04%
To re-appoint Ashvin Mancha as a member of the Company’s Audit and Risk Committee.	100%	-	0.04%
To confirm the re-appointment of Grant Thornton (Jhb) Inc. as auditors of the Company together with Mr Ben Frey for the ensuing financial year	100%	-	0.04%
Ordinary resolution number 1 Approval of the remuneration policy	100%	-	0.04%
Ordinary resolution number 2 Control of authorised but unissued ordinary shares	99.96%	0.04%	0.04%
Ordinary resolution number 3	99.96%	0.04%	0.04%

Approval to issue ordinary shares, and to sell treasury shares, for cash			
Special resolution number 1 Changing of Company's name from FoneWorx Holdings Limited to Cognition Holdings Limited	100%	-	0.04%
Special resolution number 2 General approval to acquire shares	100%	-	0.04%
Special resolution number 3 Financial assistance for subscription of securities	99.96%	0.04%	1.49%
Special resolution number 4 Loans or other financial assistance to directors	99.96%	0.04%	1.49%
Special resolution number 5 Approval of non-executive Director's remuneration	100%	-	0.04%
Ordinary resolution number 4 Signature of documents	100%	-	0.04%

Johannesburg
27 November 2014

Sponsor
Merchantec Capital