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23 October 2014

ASX RELEASE

Notice of Annual General Meeting Dispatched

The Annual General Meeting for Site Group International Limited ("Site", ASX:SIT) will be held at the company's offices at 488 Queen Street, Brisbane QLD 4000, at 10.00am, Monday 24 November 2014. The attached notice of meeting has been dispatched to all shareholders today. In addition the company's annual report for the 2014 financial year has also been dispatched to those shareholders electing to receive a paper copy.

For further information contact:

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Notice of Annual General Meeting and Explanatory Memorandum

Site Group International Limited ACN 003 201 910

Date of Meeting: 24 November 2014

Time of Meeting: 10.00am (Brisbane time)

Place of Meeting: Site Group International Limited

Level 2, 488 Queen Street

Brisbane, Queensland

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Site Group International Limited ACN 003 201 910 (**Company**) will be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane Queensland, on 24 November 2014 at 10.00 am (Brisbane time).

Agenda

Ordinary business

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity and Consolidated Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2014.

1. Resolution 1 - Remuneration report

To consider and, if thought fit, pass the following Advisory Resolution:

"That, the Remuneration Report for the year ended 30 June 2014 (as set out on pages 19 to 25 of the Directors' Report) is adopted."

Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Memorandum.

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting Restriction pursuant to Section 250R(4) of the Corporations Act

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report;
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (c) either:
 - (i) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
 - (ii) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (A) does not specify the way the proxy is to vote on the resolution; and
 - (B) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions subject to this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

Notice of Annual General Meeting

2. Resolution 2 – Re-election of Darryl Somerville as a director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

“That Darryl Somerville, who retires in accordance with Rule 38.1 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”

Special Business

3. Resolution 3 – Ratification of Issue of June 2014 Placement Shares

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

*“That in accordance with the provisions of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the previous issue of 30,000,000 fully paid ordinary shares in the Company at an issue price of \$0.17 per Share (**June 2014 Placement Shares**) to raise a total of \$5,100,000 to Milford Funds Limited being an investor that falls within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2001 (Cth) (**June 2014 Placement Recipient**) on 13 June 2014.”*

Notes:

- The rights attaching to the June 2014 Placement Shares are identical in all respects to the existing ordinary shares on issue in the Company.
- Further details of the June 2014 Placement Shares and the use of funds raised from the issue of the June 2014 Placement Shares are contained within the Explanatory Memorandum.

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- the June 2014 Placement Recipient; and
- any associate of any of the June 2014 Placement Recipient.

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

4. Resolution 4 – Ratification of Issue of Sign-On Shares to an employee

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

*“That in accordance with the provisions of Listing Rule 7.4 of the Official Listing Rules of the ASX Limited, and for all other purposes, the Shareholders ratify the previous issue of 250,000 fully paid ordinary shares in the Company (as a result of the issue of sign-on shares on or about 22 July 2014) to one full time employee of the Company (**Sign-On Recipient**).”*

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Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- the Sign-On Recipient;
- any associate of the Sign-On Recipient.

However, subject to the Key Management Personnel voting exclusion statement below, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Voting Restriction pursuant to Section 250BD of the Corporations Act

The Company will disregard any votes cast on this Resolution by:

- any Key Management Personnel (which includes the Chairman) of the Company or if the Company is part of a consolidated entity, of the entity; or
- a Closely Related Party of Key Management Personnel,

who is appointed as a Shareholder's proxy and where the Shareholder does not direct in writing the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on the Resolution, on the condition that the appointment of proxy expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or if the Company is part of a consolidated entity, of the entity.

5. Resolution 5 – Ratification of Issue of Advisor Fee Shares

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

*“That in accordance with the provisions of Listing Rule 7.4 of the Official Listing Rules of the ASX Limited, and for all other purposes, the Shareholders ratify the previous issue of 3,010,714 fully paid ordinary shares in the Company (as a result of the issue of advisor fee shares on or about 22 July 2014) to advisors and consultants to the Company (**Advisor Fee Recipients**).”*

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- the Advisor Fee Recipients;
- any associate of the Advisor Fee Recipients.

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

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6. Resolution 6 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following resolution with or without amendment, as a Special Resolution:

*“That, pursuant to and in accordance with ASX Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum (**Placement Securities**).”*

Voting exclusion statement

The Company will disregard any votes cast on this Special Resolution by a person and any associates of that person who:

- may participate in the issue of the Placement Securities; or
- might obtain a benefit if this Special Resolution is passed, except a benefit solely in their capacity as a holder of Shares if the resolution is passed.

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Important Note:

The proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX 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 Placement Securities), 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.

7. Resolution 7 – Approval to issue securities under Employee Share Plan

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

*“That, for the purposes of Exception 9 of Listing Rule 7.2 and for all other purposes, the Company is authorised to issue securities under the Employee Share Plan (**ESP**) as an exception to Listing Rules 7.1 and 7.1A, on the terms and conditions described in the Explanatory Memorandum.”*

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by:

- a Director who is eligible to participate in the ESP; and
- any associate of such a Director.

However, the Company need not disregard a vote if:

- 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

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- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Voting Restriction pursuant to Section 250BD of the Corporations Act

As Resolution 7 is a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company (or, if the Company is a consolidated entity, for the entity), pursuant to section 250BD of the Corporations Act, a vote on Resolution 7 must not be cast by:

- (a) any member of the Key Management Personnel for the Company (or, if the Company is a consolidated entity, for the entity); or
- (b) a Closely Related Party of such Key Management Personnel,

who is appointed as a Shareholder's proxy, on the basis of that appointment, where the Shareholder does not specify in writing the way the proxy is to vote on the Resolution.

However, the Company need not disregard a vote on this Resolution 7 if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, where the Shareholder does not specify in writing the way the proxy is to vote on the Resolution, on the condition that the appointment of proxy expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, of the entity.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 7, subject to compliance with the Corporations Act.

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the board



Duncan Cornish
Company Secretary
23 October 2014

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to Shareholders of Site Group International Limited ACN 003 201 910 (**Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane, Queensland on 24 November 2014 commencing at 10.00 am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in Section 10.

2. Consider the Company's annual report

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity and Consolidated Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2014 were released to the ASX Limited on 29 August 2014. The Company's Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

3. Resolution 1 – Remuneration Report

In accordance with section 250R of the Corporations Act, the Remuneration Report for the Company and its subsidiaries is submitted to the AGM for consideration and adoption by way of a non-binding Advisory Resolution. The Remuneration Report is set out on pages 19 to 25 of the Directors' Report section of the Annual Report.

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

The Remuneration Report details (amongst other things):

- (a) the remuneration of Directors;
- (b) the remuneration of the executives with the greatest authority for the strategic direction and management of the consolidated entity;
- (c) details of any performance conditions applicable to remuneration of the Key Management Personnel of the Company; and
- (d) the reasons for the granting of any specific short and long-term incentives.

Note: For the purposes of calculating remuneration, salary and bonuses (including options) are included.

The Company will allow a reasonable opportunity for the Shareholders to ask questions about, or make comments on, the Remuneration Report.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

A vote on this Resolution 1 is advisory only and does not bind the Directors of the Company

Voting restrictions on Key Management Personnel and their proxies and Closely Related Parties

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on Resolution 1 (**Voting Restriction**) to be put to Shareholders that the Remuneration Report of the Company be adopted. Details are set out in Resolution 1 of the Notice of Meeting and below. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

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The Voting Restriction does not apply where:

- (a) the chairperson or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy (**Management Proxy**) with specific instructions on how to vote on a resolution to adopt the remuneration report of the Company; or
- (b) the chairperson is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the chairperson to do so.

Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of the resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

4. Resolution 2 - Re-election of Darryl Somerville as a director

Darryl Somerville retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director.

Under Article 38.1 of the Constitution, one-third of the Directors are required to retire at each general meeting (excluding any Managing Director).

Mr Somerville was appointed Director of the Company on 2 August 2011. He is a Chartered Accountant and CPA and is a member of the Australian Institute of Company Directors.

Mr Somerville spent 23 years with PwC in Brisbane, including more than 19 years as a partner. For 8 years he was the Brisbane Office Managing Partner. His clients ranged from privately owned companies through to multinationals in the manufacturing, mining, energy and resources and retailing industries. He was a member of the firm's National Board of Partners. Mr Somerville served a three year term as National Director of the Institute of Chartered Accountants from 2000 to 2003.

Listed public company positions held by Mr Somerville include Chairman of the Brisbane Broncos Ltd (24/02/05 – 22/02/11), Chairman of Brisbane based developer Devine Ltd (28/09/05 – 31/10/08) and Director of CMI Ltd (28/02/12 – 29/06/12). He has also chaired a number of Queensland State Government Panels. He was Chairman of the Report on the State's Electricity Networks (The Electricity Distribution and Service Delivery Report) and Chairman of the Queensland Government's Energy Competition Committee (which oversaw the introduction of Full Retail Contestability for energy in the State). He also served as Chairman of the Premier of Queensland's Awards for Export Achievement for 8 years.

In his most recent role, Mr Somerville was a director of Careers Australia Group and the Chairman of its Compliance, Audit and Risk Management Committee.

The Directors (with Mr Somerville abstaining) recommend that you vote in favour of this Ordinary Resolution.

5. Resolution 3 – Ratification of Issue of June 2014 Placement Shares

5.1 Background

Resolution 3 seeks the ratification of shareholders for the issue of 30,000,000 fully paid ordinary shares in the Company at an issue price of \$0.17 per Share (**June 2014 Placement Shares**) to raise a total of \$5,100,000 to Milford Funds Limited being an investor that falls within one or more of the classes of exemptions specified in section 708 of the *Corporations Act* (**June 2014 Placement Recipient**) on 13 June 2014.

5.2 Listing Rule 7.4

In accordance with Listing Rule 7.4, shareholder approval is sought to ratify the issue of the June 2014 Placement Shares, being an issue of securities made by the Company during the previous 12 months for which shareholder approval has not already been obtained.

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Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Equity securities issued with shareholder approval under Listing Rule 7.1 do not count towards the 15% limit.

Listing Rule 7.4 provides that an issue of equity securities made without approval under Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it. If Resolution 3 is approved, this would have the effect of enlivening the Company's ability to issue up to a further 15% of its capital during the next 12 months without the need to obtain further shareholder approval (subject to the Corporations Act and other requirements of the Listing Rules).

For the purposes of Listing Rule 7.5 the Company advises as follows:

- (a) the number of June 2014 Placement Shares issued to the June 2014 Placement Recipient was 30,000,000 fully paid ordinary shares;
- (b) the June 2014 Placement Shares were issued at \$0.17 per June 2014 Placement Share raising a total of \$5,100,000 and the funds raised were utilised to fund the cash consideration of the Captain Cook Acquisition which was completed on 30 June 2014 and provide ongoing working capital during the Company's continued growth phase and integration of business development opportunities;
- (c) the June 2014 Placement Shares were issued to Milford Funds Limited being an investor that falls within one or more of the classes of exemptions specified in section 708 of the Corporations Act;
- (d) the date of issue of the June 2014 Placement Shares was 13 June 2014; and
- (e) the June 2014 Placement Shares issued to the June 2014 Placement Recipient rank pari passu with the existing ordinary shares on issue in the Company.

The Directors recommend that you vote in favour of this Ordinary Resolution.

6. Resolution 4 - Ratification of Issue of Sign-On Shares to an Employee

6.1 Background

On or about 22 July 2014 the Company issued 250,000 Shares as sign-on shares (**Sign-on Shares**) to an employee of the Company (**Sign-On Recipient**). The Sign-on Shares are subject to voluntary restriction as follows:

No. of Shares	Voluntary Restriction Terms
83,333	• Shares restricted until 2 December 2014
83,333	• Shares restricted until 2 December 2015
83,334	• Shares restricted until 2 December 2016

Pursuant to this Resolution 4 the Company is seeking ratification of the issue of 250,000 Shares to the Sign-On Recipient.

6.2 ASX Listing Rule 7.4

ASX Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Securities issued with shareholder approval under ASX Listing Rule 7.1 do not count towards the 15% limit.

ASX Listing Rule 7.4 provides that an issue of securities made without prior approval under ASX Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it.

In accordance with ASX Listing Rule 7.4, Shareholder approval is sought to ratify the issue of the Shares in the Company to full or part time employees, being issues of 250,000 Shares by the Company for which Shareholder approval has not already been obtained.

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If this Resolution 4 is approved it will have the effect of refreshing the Company's ability to issue up to a further 15% of its capital during the next 12 months without the need to obtain further Shareholder approval.

6.3 Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the Company advises:

- The Company issued 250,000 Shares;
- The Shares issued rank *pari passu* to all existing Shares on issue;
- The Shares were issued to the Sign-On Recipient;
- The Shares were issued in consideration for the Sign-On Recipient agreeing to employment terms with the Company and accordingly no funds were raised by the issue; and
- The Shares were issued pursuant to section 708 of the Corporations Act.

By passing Resolution 4, the ratifying of the issue of the 250,000 Shares to the Sign-On Recipient will permit the Company to rely on Listing Rule 7.1 to raise further capital if required.

There are restrictions on voting on this resolution by Sign-On Recipient and their associates and Key Management Personnel and their Closely Related Parties, for additional details please refer to the Voting Exclusion Statements in Resolution 4 of the Notice of Meeting.

The Directors recommend that you vote in favour of this Ordinary Resolution.

7. Resolution 5 - Ratification of Issue of Advisor Fee Shares to Advisors

7.1 Background

On or about 22 July 2014 the Company issued 3,010,714 Shares as advisor fee shares (**Advisor Fee Shares**) to a number of advisors and consultants to the Company (**Advisor Fee Recipients**). The advisors were appointed to:

- (a) advise in respect of a strategic review and corporate opportunities; and
- (b) provide business development services in respect of particular identified existing operations of the Company.

The Advisor Fee Shares were issued in satisfaction of the payment of fees for these services.

Pursuant to this Resolution 5 the Company is seeking ratification of the issue of 3,010,714 Shares to the Advisor Fee Recipients.

7.2 ASX Listing Rule 7.4

ASX Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Securities issued with shareholder approval under ASX Listing Rule 7.1 do not count towards the 15% limit.

ASX Listing Rule 7.4 provides that an issue of securities made without prior approval under ASX Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it.

In accordance with ASX Listing Rule 7.4, Shareholder approval is sought to ratify the issue of the Shares in the Company to full or part time employees, being issues of 3,010,714 Shares by the Company for which Shareholder approval has not already been obtained.

If this Resolution 5 is approved it will have the effect of refreshing the Company's ability to issue up to a further 15% of its capital during the next 12 months without the need to obtain further Shareholder approval.

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7.3 Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the Company advises:

- The Company issued 3,010,714 Shares;
- The Shares issued rank pari passu to all existing Shares on issue;
- The Shares were issued to certain advisors and consultants of the Company;
- The Shares were issued in consideration for payment of advisory services fees and accordingly no funds were raised by the issue; and
- The Shares were issued pursuant to section 708 of the Corporations Act.

By passing Resolution 5, the ratifying of the issue of the 3,010,714 Advisor Fee Shares will permit the Company to rely on Listing Rule 7.1 to raise further capital if required.

There are restrictions on voting on this resolution by the Advisor Fee Recipients and their associates and for additional details please refer to the Voting Exclusion Statements in Resolution 5 of the Notice of Meeting.

The Directors recommend that you vote in favour of this Ordinary Resolution.

8. Resolution 6 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

8.1 Introduction

Pursuant to Resolution 6, the Company is seeking shareholder approval to issue an additional 10% of issued capital over a 12 month period pursuant to Listing Rule 7.1A. If passed, this resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**Placement Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the Placement Securities are to be issued is agreed, or if the Placement Securities are not issued within 5 trading days of that date, the date on which the Placement Securities are issued) (**Issue Price**).

This approval is sought pursuant to Listing Rule 7.1A. Under Listing Rule 7.1A small and mid cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (**Additional 10% Placement**). The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12 month period pursuant to Listing Rule 7.1. The Company may issue the Placement Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of Placement Securities, if undertaken, would be applied towards acquisitions of new assets or investments (including expense associated with such acquisition), funding capital expenditure associated with the development of training facilities, funding performance guarantees required for existing operations and future contracts that the Company may bid for, expenses associated with the issue of Placement Securities and/or general working capital.

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 6.

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8.2 Listing Rule 7.1A

(a) General

(1) Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its annual general meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

For illustrative purposes only, on 30 September 2014 the Company's market capitalisation was \$72.3 million based on the Closing Trading Price on that date. The calculation of 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 AGM, multiplied by the number of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is also not included in the S&P/ASX300 Index as at the time of this AGM, however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September.

The Company is therefore an Eligible Entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A.

In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholders' approval pursuant to this Resolution 6, the approval obtained will not lapse and the Company will still be entitled to issue the Placement Securities.

(2) Special Resolution

Listing Rule 7.1A requires this Resolution 6 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the resolution. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting.

(3) Shareholder approval

The ability to issue the Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

(b) 10% Placement Period – Listing Rule 7.1A.1

Assuming Resolution 6 is passed, Shareholder approval of the Additional 10% Placement under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

- (1) the date that is 12 months after the date of the AGM; or
- (2) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX.

(c) Calculation for Additional 10% Placement – Listing Rule 7.1A.2

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:

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(A x D) – E

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

- (1) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
- (2) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- (3) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rules 7.1 or 7.4. [Note: This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without Shareholder approval];
- (4) less the number of fully paid ordinary securities cancelled in the 12 months.

D is 10 percent.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4

(d) Listing Rule 7.1A.3

(1) Equity Securities

Any Equity Securities issued under the Additional 10% Placement must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Meeting, the only class of Equity Securities in the Company quoted on the ASX are the Shares. The Company presently has 481,778,119 Shares as at the date of this Notice of Meeting.

(2) Minimum Issue Price

The issue price for the Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (A) the date on which the price at which the relevant Placement Securities are to be issued is agreed; or
- (B) if the relevant Placement Securities are not issued within 5 Trading Days of the date in paragraph (A) above, the date on which the relevant Placement Securities are issued.

(e) Information to be given to ASX – Listing Rule 7.1A.4

If Resolution 6 is passed and the Company issues any Placement Securities under Listing Rule 7.1A, the Company will give to ASX:

- (1) a list of allottees of the Placement Securities and the number of Placement Securities allotted to each (this list will not be released to the market); and
- (2) the following information required by rule 3.10.5A, which will be released to the market on the date of issue:
 - (A) details of the dilution to the existing holders of Equity Securities caused by the issue;
 - (B) where the Equity Securities are issued for cash consideration, a statement of the reasons why the Company issued the Equity Securities as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing Shareholders would have been eligible to participate;

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- (C) details of any underwriting arrangements, including any fees payable to the underwriter; and
- (D) any other fees or costs incurred in connection with the issue.

(f) Listing Rule 7.1 and 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 481,778,119 Shares. Assuming the ratification resolutions are approved and no other securities are issued prior to the date of the Meeting, the Company will have the capacity to issue the following Shares on the date of the Meeting:

- (1) 72,266,717 Shares under Listing Rule 7.1; and
- (2) 48,177,811 Shares under Listing Rule 7.1A, subject to Shareholder approval being obtained under Resolution 6.

The actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

8.3 Specific Information required by Listing Rule 7.3A

(a) Minimum Price of securities issued under Listing Rule 7.1A – Listing Rule 7.3A.1

Pursuant to and in accordance with Listing Rule 7.1A.3, the Placement Securities issued pursuant to approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days immediately before:

- (1) the date on which the price at which the Placement Securities are to be issued is agreed; or
- (2) if the Placement Securities are not issued within 5 Trading Days of the date in paragraph (1) above, the date on which the Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Placement Securities.

(b) Risk of economic and voting dilution – Listing Rule 7.3A.2

As provided by Listing Rule 7.3A.2, if Resolution 6 is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 481,778,119 Shares. Assuming the ratification resolutions are approved and no other securities are issued prior to the date of the Meeting, the Company could issue 48,177,811 Shares pursuant to Listing Rule 7.1A on the date of the Meeting (however, it is important to note that the exact number of Equity Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 details of which are set out above). Any issue of Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- (1) the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Placement Securities than it is on the date of the Meeting; and
- (2) the Placement Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value of the Placement Securities.

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As required by Listing Rule 7.3A.2, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued capital has doubled and the Market Price of the Shares has halved. Table 1 also shows additional scenarios in which the number of issued Shares have increased and the Market Price of the Shares has decreased.

Table 1

Issued Share Capital (No. of Shares)	50% decrease in Market Price \$ 0.075		Current Market Price \$ 0.150		100% increase in market price \$ 0.300	
	10% Voting Dilution	Capital Raised \$	10% Voting Dilution	Capital Raised \$	10% Voting Dilution	Capital Raised \$
Present Share Capital 481,778,119	48,177,812	3,613,336	48,177,812	7,226,672	48,177,812	14,453,344
50% Increase in Share Capital 722,667,179	72,266,718	5,420,004	72,266,718	10,840,008	72,266,718	21,680,015
100% Increase in Share Capital 963,556,238	96,355,624	7,226,672	96,355,624	14,453,344	96,355,624	28,906,687

Assumptions and explanations

- *The Market Price is \$0.15, based on the closing price of the Shares on ASX on 30 September 2014.*
- *The above table only shows the dilutionary effect based on the issue of the Securities and not any Shares issued under the 15% under Listing Rule 7.1.*
- *The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.*
- *The Company issues the maximum number of Securities.*
- *The Issued Share Capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 30 September 2014.*
- *The issue price of the Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).*

(c) Final date for issue – Listing Rule 7.3A.3

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Placement Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 24 November 2015. The approval under Resolution 6 for the issue of the Placement Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the AGM.

(d) Purpose – Listing Rule 7.3A.4

As noted above, the purpose for which the Placement Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of Placement Securities, if undertaken, would be applied towards acquisitions of new assets or investments (including expense associated with such acquisition), funding capital expenditure associated with the development of training facilities, funding performance guarantees required for existing operations and future contracts that the Company may bid for, expenses associated with the issue of Placement Securities and/or general working capital.

(e) Shares Issued for Non-cash consideration – Listing Rule 7.3A.4

The Company may issue Placement Securities for non-cash consideration, such as the acquisition of new assets or investments. If the Company issues Placement Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Placement Securities complies with Listing Rule 7.1A.3.

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(f) Company's Allocation Policy – Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Placement Securities. The identity of the allottees of Placement Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (1) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- (2) the effect of the issue of the Placement Securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees of the Placement Securities have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments for which Placement Securities are issued as consideration, it is likely that the allottees of some of the Placement Securities will be the vendors of the new assets or investments.

(g) Company has previously obtained shareholder approval under listing rule 7.1A

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 in the previous 12 months preceding the date of the AGM (that is, since 24 November 2013).

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	338,350,034
Equity securities issued in prior 12 month period*	143,428,085
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	42.39%

* This includes the placement securities that were issued pursuant to 7.1A as announced to the market on 12 June 2014

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

Date of issue:	13 November 2013
Number issued:	2,835,870
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Issue off shares to the Chairman and the CEO following approval at the Annual General Meeting as their participation in the placement completed on 5 April 2013.
Price at which equity securities were issued:	\$0.1350
Discount to market price (if any):	\$0.0038
For cash issues	
Total cash consideration received:	\$382,842
Amount of cash consideration spent:	\$382,842
Use of cash consideration:	Provide additional working capital to fund an expected increase in receivables as revenues grow and place the company in a debt free position.
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	

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Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

Date of issue:	13 November 2013
Number issued:	300,000
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Selected employees of the company pursuant to the employee share plan. These shares are issued to reward past performance and incentivise future performance.
Price at which equity securities were issued:	\$0.20
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	The shares were issued to employees pursuant to the employee share plan approved by shareholders on 15 June 2012. The Company provided loans to the eligible employees in order to fund the purchase of the shares. As at the date of this meeting no loans have been repaid and as such no cash consideration has been received by the Company. In the event that no loans are repaid the Company will not receive any cash consideration. In the event that loans are repaid, the shares will be released from escrow and the Company anticipates that funds raised will be applied towards working capital of the Company.
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	\$45,000 (based on closing price of \$0.15 on 30 September 2014)
Date of issue:	6 December 2013
Number issued:	2,000,000
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Payment to the vendor shareholder in agreement for the acquisition of Romea Consulting Pty Ltd.
Price at which equity securities were issued:	\$0.135
Discount to market price (if any):	\$0.015
For cash issues	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	The shares were issued as payment to the vendor pursuant to the agreement for the acquisition of Romea Consulting Pty Ltd.
Current value of that non-cash consideration:	\$300,000 (based on closing price of \$0.15 on 30 September 2014)
Date of issue:	6 December 2013

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Number issued:	3,000,000
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Selected employees of Romea Consulting Pty Ltd pursuant to the acquisition agreement. These shares are escrowed subject to completion of performance milestones.
Price at which equity securities were issued:	\$0.0
Discount to market price (if any):	\$0.15
For cash issues	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	\$450,000 (based on closing price of \$0.15 on 30 September 2014)

Date of issue:	13 January 2014
Number issued:	33,485,590
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Issue of shares pursuant to the completion of a fully underwritten rights issue completed on 13 January 2014.
Price at which equity securities were issued:	\$0.14
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	\$4,687,983
Amount of cash consideration spent:	\$4,687,983
Use of cash consideration:	Provide additional working capital to fund an expected increase in receivables as revenues grow and place the company in a debt free position.
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

Date of issue:	9 April 2014
Number issued:	9,999,999
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Payment to the vendor shareholder in agreement for the acquisition of TESOL Asia Group.
Price at which equity securities were issued:	\$0.14
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A

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Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	The shares were issued as payment to the vendor pursuant to the agreement for the acquisition of TESOL Asia Group.
Current value of that non-cash consideration:	\$1,500,000 (based on closing price of \$0.15 on 30 September 2014)

Date of issue:	13 June 2014
Number issued:	30,000,000
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Issue of shares pursuant to the completion of a private placement to a sophisticated investor.
Price at which equity securities were issued:	\$0.17
Discount to market price (if any):	\$0.01
For cash issues	
Total cash consideration received:	\$5,100,000
Amount of cash consideration spent:	\$4,000,000
Use of cash consideration:	To fund the cash consideration of the Captain Cook Acquisition which was completed on 30 June 2014 and provide ongoing working capital during the company's continued growth phase and integration of business development opportunities.
Intended use for remaining amount of cash (if any):	As above
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

Date of issue:	18 June 2014
Number issued:	19,863,340
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Payment to the vendor shareholder in agreement for the acquisition of Competent Project Management.
Price at which equity securities were issued:	\$0.14
Discount to market price (if any):	\$0.02
For cash issues	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	The shares were issued as payment to the vendor pursuant to the agreement for the acquisition of Competent Project Management.
Current value of that non-cash consideration:	\$2,979,501 (based on closing price of \$0.15 on 30 September 2014)

Date of issue:	30 June 2014
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Number issued:	46,428,572
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Payment to the vendor shareholders in agreement for the acquisition of Productivity Partners Pty Ltd.
Price at which equity securities were issued:	\$0.14
Discount to market price (if any):	\$0.01
For cash issues	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	The shares were issued as payment to the vendor pursuant to the agreement for the acquisition of Productivity Partners Pty Ltd.
Current value of that non-cash consideration:	\$6,964,286 (based on closing price of \$0.15 on 30 September 2014)

Date of issue:	22 July 2014
Number issued:	3,260,714
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Selected employees of the company in lieu of cash based remuneration and a company Advisor in lieu of services rendered.
Price at which equity securities were issued:	0
Discount to market price (if any):	\$0.16
For cash issues	
Total cash consideration received:	No cash consideration was paid by the recipients as it is part of the remuneration package or payment for services rendered by the advisor.
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	\$489,107 (based on closing price of \$0.15 on 30 September 2014)

8.4 Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the proposed allottees of any Placement Securities 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 Placement Securities), 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.

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9. Resolution 7 – Approval to issue securities under Employee Share Plan

9.1 Background

The Company's Employee Share Plan (**ESP**) was approved by shareholders at a general meeting of the Company on 15 June 2012. As almost three years have elapsed since the ESP was approved, shareholder approval of the ESP is again required under Exception 9 of Listing Rule 7.2 so that any issue of securities under the ESP over the next 3 years is disregarded when determining the Company's capacity to issue shares under Listing Rule 7.1 and 7.1A (if applicable).

The Directors have resolved to re-adopt the ESP on the same terms and conditions. The ESP is again designed to provide an incentive to the Company's employees to achieve the long term objectives of the Company and to attract employees of experience and ability. Under Resolution 7, the Company is seeking Shareholder approval to issue securities in the future under the ESP as an exception to Listing Rules 7.1 and 7.1A.

9.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

9.3 ASX Listing 7.2 (Exception 9)

ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to issue Shares under the ESP to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

For the purposes of Exception 9 of Listing Rule 7.2, the Company advises that:

- (a) a summary of the terms and conditions of the ESP is set out below;
- (b) the number of Shares issued under the ESP since the ESP was approved on 15 June 2012 is 18,980,000 Shares. However, as at 30 September 2014, 5,130,000 of these Shares had been bought back and cancelled and the balance of Shares remaining on issue under the ESP is 13,850,000 Shares;
- (c) because Executive Directors are eligible to participate in the ESP, a voting exclusion statement is included in the Notice of Meeting in relation to Executive Directors and their associates.

The objective of the ESP is to attract, motivate and retain key employees and it is considered by the Directors that the adoption of the ESP and the future issue of Shares under the ESP will provide selected employees with the opportunity to participate in the future growth of the Company. It is intended the ESP will align the interests of employees with Shareholders thus allowing the employee to consider themselves an owner of the business and enhance his or her commitment to Shareholder return.

A material feature of the ESP is the issue of Shares pursuant to the ESP may be undertaken by way of provision of a limited recourse, interest free loan to be used for the purposes of subscribing for the Shares based on a price that will be determined by the Board in its absolute discretion provided that it shall not be less than the volume weighted average price at which Shares were traded on the ASX over the 5 trading days up to and including the actual date of making an offer for ESP Shares or the Company announcing an intention to make an offer to an eligible employee to participate in the ESP, whichever is the earlier.

Any future issues of Shares under the ESP to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the ESP is set out in below. In addition, a copy of the ESP is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the ESP can also be sent to Shareholders upon request to the Company Secretary (+61 7 3212 6255). Shareholders are invited to contact the Company if they have any queries or concerns.

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Summary of the terms of the ESP

The key terms of the Site Group International Limited Employee Share Plan are as follows:

- (a) **Eligibility:** Participants in the ESP may be Executive Directors, full-time and part-time employees of the Company or any of its subsidiaries (**Participants**).
- (b) **Administration of ESP:** The Board is responsible for the operation of the ESP and has a broad discretion to determine which Participants will be offered Shares under the ESP.
- (c) **Offer:** The Board may issue an offer to a Participant to participate in the ESP. The offer:
 - (1) will state the date of the offer;
 - (2) will invite application for the number of Shares specified in the offer;
 - (3) will specify the issue price for the Shares or the manner in which the issue price is to be calculated;
 - (4) may invite applications for a loan up to the amount payable in respect of the Shares accepted by the Participant in accordance with the offer;
 - (5) will specify any restriction conditions applying to the Shares;
 - (6) will specify an acceptance period; and
 - (7) specify any other terms and conditions attaching to the Shares.
- (d) **Issue price:** The issue price of the ESP Shares offered under an offer shall be determined by the Board in its absolute discretion provided that the issue price shall not be less than the volume weighted average price at which Shares were traded on the ASX over the 5 trading days up to and including the actual date of:
 - (1) an offer for Shares under the ESP; or
 - (2) an announcement by the Company of an intention to make an offer to an eligible employee to participate in the ESP,whichever is the earlier.
- (e) **Restriction Conditions:** Shares may be subject to restriction conditions (such as a period of employment) which must be satisfied before the Shares can be sold, transferred, or encumbered. Shares cannot be sold, transferred or encumbered until any loan in relation to the Shares has been repaid or otherwise discharged under the ESP.
- (f) **Loan:** A Participant who is invited to subscribe for Shares may also be invited to apply for a loan up to the amount payable in respect of the Shares accepted by the Participant (**Loan**), on the following terms:
 - (1) the Loan will be interest free;
 - (2) the Loan made available to a Participant shall be applied by the Company directly toward payment of the issue price of the Shares;
 - (3) the Loan repayment date and the manner for making such payments shall be determined by the Board and set out in the offer;
 - (4) a Participant must repay the Loan in full by the loan repayment date but may elect to repay the Loan amount in respect of any or all of the Shares at any time prior to the loan repayment date;

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- (5) the Company shall have a lien over the Shares in respect of which a Loan is outstanding and the Company shall be entitled to buy back and cancel or sell those Shares in accordance with the terms of the ESP;
 - (6) a Loan will be non-recourse except against the Shares held by the Participant to which the Loan relates;
 - (7) the Board may, in its absolute discretion, agree to forgive a Loan made to a Participant; and
 - (8) the Board may, in its absolute discretion, extend the due date for repayment (including any extended date for repayment) of a Loan which has been granted to a Participant in accordance with the terms of the ESP.
- (g) **Unfulfilled Restriction Condition:** Where a restriction condition in relation to Shares is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board, the Company must, unless the restriction condition is waived by the Board, either:
- (1) buy back and cancel the relevant Shares within 12 months of the date the restriction condition was not satisfied (or became incapable of satisfaction) under Part 2J.1 of the Corporations Act at a price equal to the cash consideration paid by the Participant for the Shares (with any Loan not being treated as cash consideration but any Loan Amount repayments by the Participant being treated as cash consideration); or
 - (2) arrange to sell the Shares as soon as reasonably practicable either on the ASX or to an investor who falls within an exemption under section 708 of the Corporations Act provided that the sale must be at a price that is no less than 80% of the volume weighted average of the closing prices at which Shares were traded on the ASX during the 5 trading days prior to the sale date and apply the sale proceeds (**Sale Proceeds**) in the following priority:
 - (A) first, to pay the Company any outstanding Loan Amount (if any) in relation to the Shares and the Company's reasonable costs in selling the Shares;
 - (B) second, to the extent the Sale Proceeds are sufficient, to repay the Participant any cash consideration paid by the Participant or Loan Amount repayments (including any cash dividends applied to the Loan Amount) made by or on behalf of the Participant; and
 - (C) lastly, any remainder to the Company to cover its costs of managing the ESP.
- (h) **Sale of Shares to repay Loan:**
- (1) A Loan shall become repayable in full where:
 - (A) the Participant (or, where the Participant is an associate of an eligible employee, the eligible employee) ceases to be an eligible employee for any reason (including death);
 - (B) the Participant suffers an event of insolvency;
 - (C) the Participant breaches any condition of the Loan or the ESP; or
 - (D) a restriction condition in relation to Shares subject to the Loan is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board (and is not waived).
 - (2) Where a Loan becomes repayable and at that time a restriction condition in relation to Shares subject to the Loan is not satisfied, or is incapable of being satisfied in the opinion of the Board (and is not waived), the Shares must be bought back and cancelled by the Company or sold and the Sale Proceeds applied to repay the Loan in accordance with the ESP.
 - (3) Where a Loan in relation to Shares becomes repayable and at that time restriction conditions in relation to the Shares have either been satisfied or are waived, the Company must give the Participant a 30 day period to repay the Loan, failing which the Company must buy back and cancel or sell the Shares and apply the Sale Proceeds in accordance with the ESP.

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- (i) **Power of Attorney:** The Participant irrevocably appoints each of the Company and each director of the Company severally as his or her attorney to do all things necessary to give effect to the sale of the Participant's Shares in accordance with the ESP.
- (j) **ESP limit:** The Company must take reasonable steps to ensure that the number of Shares offered by the Company under the ESP when aggregated with:
 - (1) the number of Shares issued during the previous 5 years under the ESP (or any other employee share plan extended only to eligible employees); and
 - (2) the number of Shares that would be issued if each outstanding offer for Shares (including options to acquire unissued Shares) under any employee incentive scheme of the Company were to be exercised or accepted,does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with relevant ASIC Class Orders).
- (k) **Restriction on transfer:** Participants may not sell or otherwise deal with a Share until the Loan amount in respect of that Share has been repaid and any restriction conditions in relation to the Shares have been satisfied or waived. The Company is authorised to impose a holding lock on the Shares to implement this restriction.
- (l) **Quotation on ASX:** The Company will apply for each Share to be admitted to trading on ASX upon issue of the Share. Quotation will be subject to the ASX Listing Rules and any holding lock applying to the Shares.
- (m) **Rights attaching to Shares:** Each Share shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the ESP) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.

9.4 Voting restrictions

There are restrictions on voting on this resolution by the Executive Directors and by Key Management Personnel and their Closely Related Parties. For additional details please refer to the Voting Exclusion Statement in Resolution 7 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the resolutions the subject of this Meeting, including this Resolution 7, subject to compliance with the Corporations Act.

10. Interpretation

ASIC means the Australian Securities and Investments Commission;

ASX means the ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange;

Board means the board of directors of the Company;

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or

Explanatory Memorandum

(f) a person prescribed by the regulations for the purposes of this paragraph;

Company means Site Group International Limited ACN 003 201 910;

Constitution means the constitution of the Company from time to time;

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time;

Directors mean directors of the Company;

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting;

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity;

Listing Rules means the official listing rules of the ASX as amended from time to time;

Market Price has the meaning given to that term in the Listing Rules;

Meeting or **Annual General Meeting** or **AGM** means the Annual General Meeting of Shareholders to be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane, Queensland (Brisbane time);

Notice of Meeting means the notice of meeting convening the Meeting and the Explanatory Memorandum;

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders;

Resolution means a resolution to be proposed at the Meeting;

Shares means fully paid ordinary shares in the Company;

Shareholder means a holder of Shares in the Company;

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution;

Trading Day has the meaning given to that term in the Listing Rules.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Duncan Cornish (Company Secretary):

Address: Level 5, 10 Market Street, Brisbane QLD 4000

Phone: +61 7 3212 6255

Explanatory Memorandum

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth).

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the Share Registry at the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Computershare Investor Services Pty Limited

GPO Box 242, Melbourne VIC 3001

Tel: +61 (03) 9415 4000 (outside Australia) 1300 850 505 (within Australia)

Fax: +61 (03) 9473 2555 (outside Australia) 1800 783 447 (within Australia)

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7pm on 22 November 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

- | | |
|--------------------|--|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the security holders should sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it. |
| Companies: | Where the company has a Sole Director who is also the Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the <i>Corporations Act 2001</i>) does not have a Company Secretary, a Sole Director can also sign alone. |

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.

Please indicate the office held by signing in the appropriate place.



SITEGROUP

International

ABN 73 003 201 910

000001 000 SIT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 10:00am (Brisbane time) Saturday 22 November 2014

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Site Group International Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Site Group International Limited to be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane Queensland on Monday, 24 November 2014 at 10:00am (Brisbane time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 4 & 7 (except where I/we have indicated a different voting intention below) even though Items 1, 4 & 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 4 & 7 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Darryl Somerville as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

3 Ratification of Issue of June 2014 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Issue of Sign-On Shares to an employee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Issue of Advisor Fee Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to issue securities under Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

S I T

1 8 9 3 3 8 A

Computershare +