

Notice of Extraordinary General Meeting and Explanatory Memorandum

Site Group International Limited ACN 003 201 910

Date of Meeting: 15 September 2017

Time of Meeting: 10.00am (Brisbane time)

Place of Meeting: Site Group International Limited
Level 2, 488 Queen Street
Brisbane, Queensland

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary 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 15 September 2017 at 10.00am (Brisbane time).

Agenda

1. Resolution 1 – Ratification of previous issue of Shares (Placement)

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 43,389,000 fully paid ordinary shares in the Company for a consideration of \$1,735,560 (representing an issue price of \$0.04 per share) (**Placement Shares**) to investors that fall within the exemptions specified in subsections 708(8) or (11) of the Corporations Act 2001 (Cth).”*

Notes:

- The rights attaching to the Placement Shares are identical in all respects to the existing fully paid ordinary shares on issue in the Company.
- The funds raised by this issue will be used by the Company to repay a non-related party loan of \$0.2 million, support the business working capital requirements and to provide expansion of existing services including new ‘high barrier to entry’ products.
- Further details of the Placement Shares are contained within the Explanatory Memorandum.

Voting exclusion statement

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

- the recipients of the Placement Shares; and
- any Associate of the recipients of the Placement Shares.

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.

2. Resolution 2 – Ratification of previous issue of Shares (Placement fee)

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 2,000,000 fully paid ordinary shares in the Company (at an issue price of \$0.04 per share) (**Claymore Shares**) in part payment of the fee of \$80,000 to Claymore Capital Pty Ltd in relation to the Placement.”*

Notice of Extraordinary General Meeting

Notes:

- The rights attaching to the Claymore Shares are identical in all respects to the existing fully paid ordinary shares on issue in the Company.
- The issue of the Claymore Shares is in lieu of the Company paying Claymore Capital Pty Ltd cash in respect of that portion of the fee payable in relation to the Placement.
- Further details of the Claymore Shares are contained within the Explanatory Memorandum.

Voting exclusion statement

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

- Claymore Capital Pty Ltd; and
- any Associate of Claymore Capital Pty Ltd.

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.

3. Resolution 3 – Ratification of issue of Shares on conversion of debt

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the previous issue of 17,500,000 fully paid ordinary shares at an issue price of \$0.04 (**Conversion Shares**) to various unrelated finance providers as described in the Explanatory Memorandum (**Conversion Recipients**).”*

Notes:

- The rights attaching to the Conversion Shares are identical in all respects to the existing fully paid ordinary shares on issue in the Company.
- The issue of the Conversion Shares was in satisfaction of the debt owed by the Company to the Conversion Recipients by converting that debt to equity in the Company.
- Further details of the Conversion Shares are contained within the Explanatory Memorandum.

Voting exclusion statement

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

- the Conversion Recipients; and
- any Associate of the Conversion 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

Notice of Extraordinary General Meeting

- 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 - Approval of issue of Shares to related party to participate in placement - Stuart Andrew Pty Ltd**

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

*“That for the purpose of Chapter 2E of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 1,250,000 fully paid ordinary shares in the Company at an issue price of \$0.04 per share to Stuart Andrew Pty Ltd (being an entity controlled by Peter Jones, a non-executive Director of the Company) (**Jones Placement Shares**) to raise a total of \$50,000 and to enable Stuart Andrew Pty Ltd to participate in the placement announced on 15 June 2017.”*

Notes:

- The Company intends to issue the Jones Placement Shares as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and in any event no later than one (1) month from the date of the Meeting.
- The rights attaching to the Jones Placement Shares will be identical in all respects to the existing fully paid ordinary shares then on issue in the Company.
- Further details of the Jones Placement Shares and the use of funds raised from the issue of the Jones Placement Shares are contained within the Explanatory Memorandum.

Voting exclusion statement – Listing Rule 10.11

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

- Stuart Andrew Pty Ltd; and
- any Associate of Stuart Andrew Pty Ltd.

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.

Voting exclusion statement – Part 2E of the Corporations Act

For the purposes of Part 2E of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of:

- Stuart Andrew Pty Ltd; and
- any Associate of Stuart Andrew Pty Ltd.

However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of a person referred to above.

Notice of Extraordinary General Meeting

5. Resolution 5 - Approval of issue of Shares to related party to convert debt – Stuart Andrew Pty Ltd

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

*“That for the purposes of Chapter 2E of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 10,000,000 fully paid ordinary shares in the Company at an issue price of \$0.04 per share to Stuart Andrew Pty Ltd (being an entity controlled by Peter Jones, a non-executive Director of the Company) (**Jones Conversion Shares**), pursuant to the Conversion Deed between Stuart Andrew Pty Ltd and the Company.”*

Notes:

- The Company intends to issue the Jones Conversion Shares as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and no later than one (1) month after the date of the Meeting.
- The rights attaching to the Jones Conversion Shares will be identical in all respects to the existing fully paid ordinary shares then on issue in the Company.
- The issue of the Jones Conversion Shares will repay the debt owed to Stuart Andrew Pty Ltd by converting that debt to equity in the Company.
- Further details of the Jones Conversion Shares are contained within the Explanatory Memorandum.

Voting exclusion statement – ASX Listing Rule 10.11

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

- Stuart Andrew Pty Ltd; and
- any Associate of Stuart Andrew Pty Ltd.

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.

Voting exclusion statement – Part 2E of the Corporations Act

For the purposes of Part 2E of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of:

- Stuart Andrew Pty Ltd; and
- any Associate of Stuart Andrew Pty Ltd.

However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of a person referred to above.

Notice of Extraordinary General Meeting

6. Resolution 6 - Approval of issue of Shares to related party to convert debt – Ganbros Pty Ltd

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

*“That for the purposes of Chapter 2E of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 1,492,218 fully paid ordinary shares in the Company at an issue price of \$0.04 per share to Ganbros Pty Ltd (an entity controlled by Joseph Ganim, a non-executive Director of the Company) (**Ganim Conversion Shares**), pursuant to the Conversion Deed between Joseph Ganim and the Company.”*

Notes:

- The Company intends to issue the Ganim Conversion Shares as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and no later than one (1) month after the date of the Meeting.
- The rights attaching to the Ganim Conversion Shares will be identical in all respects to the existing fully paid ordinary shares then on issue in the Company.
- The issue of the Ganim Conversion Shares will repay the debt owed to Joseph Ganim (which relates to unpaid director fees) by converting that debt to equity in the Company.
- Further details of the Ganim Conversion Shares are contained within the Explanatory Memorandum.

Voting exclusion statement – ASX Listing Rule 10.11

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

- Ganbros Pty Ltd; and
- any Associate of Ganbros Pty Ltd.

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.

Voting exclusion statement – Part 2E of the Corporations Act

For the purposes of Part 2E of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of:

- Ganbros Pty Ltd; and
- any Associate of Ganbros Pty Ltd.

However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution and it is not cast on behalf of a person referred to above.

Voting Restriction pursuant to Section 250BD of the Corporations Act

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

Notice of Extraordinary General Meeting

- 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.

7. **Resolution 7 - Approval of issue of Shares to related party to convert debt – DCEC Pty Ltd**

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

*"That for the purposes of Chapter 2E of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 1,722,988 fully paid ordinary shares in the Company at an issue price of \$0.04 per share to DCEC Pty Ltd (an entity controlled by Darryl Somerville, a non-executive Director of the Company) (**Somerville Conversion Shares**), pursuant to the Conversion Deed between Darryl Somerville and the Company."*

Notes:

- The Company intends to issue the Somerville Conversion Shares as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and no later than one (1) month after the date of the Meeting.
- The rights attaching to the Somerville Conversion Shares will be identical in all respects to the existing fully paid ordinary shares then on issue in the Company.
- The issue of the Somerville Conversion Shares will repay the debt owed to Darryl Somerville (which relates to unpaid director fees) by converting that debt to equity in the Company.
- Further details of the Somerville Conversion Shares are contained within the Explanatory Memorandum.

Voting exclusion statement – ASX Listing Rule 10.11

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

- DCEC Pty Ltd; and
- any Associate of DCEC Pty Ltd.

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.

Notice of Extraordinary General Meeting

Voting exclusion statement – Part 2E of the Corporations Act

For the purposes of Part 2E of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of:

- DCEC Pty Ltd; and
- any Associate of DCEC Pty Ltd.

However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution and it is not cast on behalf of a person referred to above.

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.

8. Resolution 8 - Approval of issue of Shares to related party to convert debt – Nicasio Alcantara

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

*"That for the purposes of Chapter 2E of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 8,371,325 fully paid ordinary shares in the Company at an issue price of \$0.04 per share to Nicasio Alcantara (being a non-executive Director of the Company) (**Alcantara Conversion Shares**), pursuant to the Conversion Deed between Nicasio Alcantara and the Company."*

Notes:

- The Company intends to issue the Alcantara Conversion Shares as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and no later than one (1) month after the date of the Meeting.
- The rights attaching to the Alcantara Conversion Shares will be identical in all respects to the existing fully paid ordinary shares then on issue in the Company.
- The issue of the Alcantara Conversion Shares will repay the debt owed to Nicasio Alcantara (which relates to unpaid director fees) by converting that debt to equity in the Company.

Notice of Extraordinary General Meeting

- Further details of the Alcantara Conversion Shares are contained within the Explanatory Memorandum.

Voting exclusion statement – ASX Listing Rule 10.11

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

- Nicasio Alcantara; and
- any Associate of Nicasio Alcantara.

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.

Voting exclusion statement – Part 2E of the Corporations Act

For the purposes of Part 2E of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of:

- Nicasio Alcantara; and
- any Associate of Nicasio Alcantara.

However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution and it is not cast on behalf of a person referred to above.

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.

9. Resolution 9 - Approval of issue of Shares to related party to convert debt – Wayburn Holdings Pty Ltd

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

“That for the purposes of Chapter 2E of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 18,750,000 fully paid ordinary shares in the Company at an issue price of \$0.04 per share to Wayburn Holdings Pty Ltd (being an entity controlled by Vernon Wills, an executive Director of the Company)

Notice of Extraordinary General Meeting

(Wayburn Conversion Shares), pursuant to the Conversion Deed between Wayburn Holdings Pty Ltd and the Company.”

Notes:

- The Company intends to issue the Wayburn Conversion Shares as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and no later than one (1) month after the date of the Meeting.
- The rights attaching to the Wayburn Conversion Shares will be identical in all respects to the existing fully paid ordinary shares then on issue in the Company.
- The issue of the Wayburn Conversion Shares will repay the debt owed to Wayburn Holdings Pty Ltd by converting that debt to equity in the Company.
- Further details of the Wayburn Conversion Shares are contained within the Explanatory Memorandum.

Voting exclusion statement – ASX Listing Rule 10.11

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

- Wayburn Holdings Pty Ltd; and
- any Associate of Wayburn Holdings Pty Ltd.

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.

Voting exclusion statement – Part 2E of the Corporations Act

For the purposes of Part 2E of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of:

- Wayburn Holdings Pty Ltd; and
- any Associate of Wayburn Holdings Pty Ltd.

However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of a person referred to above.

10. Resolution 10 - Approval of issue of Shares pursuant to share purchase plan

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 7.1, and for all other purposes, the Company is authorised to issue pursuant to the share purchase plan (SPP) announced to the market on 25 July 2017 up to a maximum of 62,500,000 fully paid ordinary shares at an issue price of \$0.04 per Share (SPP Shares) to:

- Eligible Shareholders;*
- Claymore Capital Pty Ltd as the Underwriter or sub-underwriters nominated by the Underwriter; and*

Notice of Extraordinary General Meeting

(c) *in respect of any shortfall in the SPP to sophisticated or professional investors, in accordance with the terms and conditions set out in the Explanatory Memorandum."*

Notes:

- The Company intends to issue the SPP Shares as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and in any event no later than three (3) months from the date of the Meeting.
- The rights attaching to the SPP Shares will be identical in all respects to the existing fully paid ordinary shares then on issue in the Company.
- Further details of the SPP Shares and the use of funds raised from the issue of the SPP Shares are contained within the Explanatory Memorandum.

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by the Underwriter or sub-underwriter of the SPP and any Associate of that person (or those persons).

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.

The Company has obtained a waiver from ASX from Listing Rule 7.3.8 from the requirement to include a voting exclusion statement for all existing shareholders of the Company.

11. Resolution 11 - Approval of issue of Shares to Directors pursuant to share purchase plan

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 Part 2E of the Corporations Act 2001 (Cth), and for all other purposes, the Company is authorised to issue up to 375,000 fully paid ordinary shares at an issue price of \$0.04 per Share (**Related Party SPP Shares**) to each Director (or their associated entity), pursuant to the SPP announced to the market on 25 July 2017 and in accordance with the terms and conditions set out in the Explanatory Memorandum."*

Notes:

- The Company intends to issue the Related Party SPP Shares as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and in any event no later than one (1) month from the date of the Meeting.
- The rights attaching to the Related Party SPP Shares will be identical in all respects to the existing fully paid ordinary shares then on issue in the Company.
- Further details of the Related Party SPP Shares and the use of funds raised from the issue of the Related Party SPP Shares are contained within the

Notice of Extraordinary General Meeting

Explanatory Memorandum.

- The Company has obtained a waiver from ASX from the requirement to obtain shareholder approval for Directors to participate in the SPP provided that the SPP is approved for the purposes of Listing Rule 7.1.

Voting exclusion statement – Part 2E of the Corporations Act

For the purposes of Part 2E of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of:

- a Director of the Company; and
- any Associate of a Director of the Company.

However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of a person referred to above.

12. Resolution 12 - Approval of issue of Shares to Wayburn Holdings Pty Ltd as sub-underwriter of share purchase plan

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 10.11, and for all other purposes, the Company is authorised to issue up to 3,750,000 fully paid ordinary shares at an issue price of \$0.04 per Share to Wayburn Holdings Pty Ltd (being an entity controlled by Vernon Wills, a Director of the Company) (**Wills Underwritten SPP Shares**) under the share purchase plan (**SPP**) announced to the market on 25 July 2017 pursuant to a sub-underwriting arrangement between Wayburn Holdings Pty Ltd and the Underwriter and in accordance with the terms and conditions set out in the Explanatory Memorandum.”*

Notes:

- The Company intends to issue the SPP Shares (including the Wills Underwritten SPP Shares, if any) as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and in any event no later than one (1) month from the date of the Meeting.
- The rights attaching to the Wills Underwritten SPP Shares will be identical in all respects to the existing fully paid ordinary shares then on issue in the Company.
- Further details of the Wills Underwritten SPP Shares and the use of funds raised from the issue of the Wills Underwritten SPP Shares are contained within the Explanatory Memorandum.

Voting exclusion statement

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

- Wayburn Holdings Pty Ltd; and
- any Associate of Wayburn Holdings Pty Ltd.

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

Notice of Extraordinary General Meeting

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.

13. Resolution 13 - Approval of issue of Shares to Stuart Andrew Pty Ltd as sub-underwriter of share purchase plan

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 10.11, and for all other purposes, the Company is authorised to issue up to 3,750,000 fully paid ordinary shares at an issue price of \$0.04 per Share to Stuart Andrew Pty Ltd (being an entity controlled by Peter Jones, a Director of the Company) (**Jones Underwritten SPP Shares**) under the share purchase plan (**SPP**) announced to the market on 25 July 2017 pursuant to a sub-underwriting arrangement between Stuart Andrew Pty Ltd and the Underwriter and in accordance with the terms and conditions set out in the Explanatory Memorandum.”*

Notes:

- The Company intends to issue the SPP Shares (including the Jones Underwritten SPP Shares, if any) as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and in any event no later than one (1) month from the date of the Meeting.
- The rights attaching to the Jones Underwritten SPP Shares will be identical in all respects to the existing fully paid ordinary shares then on issue in the Company.
- Further details of the Jones Underwritten SPP Shares and the use of funds raised from the issue of the Jones Underwritten SPP Shares are contained within the Explanatory Memorandum.

Voting exclusion statement

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

- Stuart Andrew Pty Ltd; and
- any Associate of Stuart Andrew Pty Ltd.

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.

Notice of Extraordinary General Meeting

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

Craig Dawson
Company Secretary
15 August 2017

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 Extraordinary General Meeting to be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane, Queensland on 15 September 2017 commencing at 10.00am (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 11.

2. Resolution 1 – Ratification of previous issue of Shares (Placement)

2.1 Background

Resolution 1 seeks the ratification by Shareholders of the previous issue by the Company of 43,389,000 fully paid ordinary shares at an issue price of \$0.04 per Share, which raised a total of up to \$1,735,560 (**Placement Shares**).

The Company entered into agreements with sophisticated and professional investors pursuant to which those investors subscribed for the Placement Shares. Details of the Placement were set out in an announcement by the Company made on 15 June 2017.

It is noted that the Placement was completed on or around 22 June 2017.

However, the Company is asking Shareholders to ratify the issue pursuant to Listing Rule 7.4 and for this reason, and for all other purposes, the following information is provided to Shareholders.

2.2 Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 permits a company to issue securities representing no more than 15% of the issued capital of that company in any 12 month period without Shareholder approval. The Company issued 43,389,000 Shares to sophisticated/professional investors on 22 June 2017 within the 15% capacity permitted under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 contains an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided the previous issue did not breach ASX Listing Rule 7.1) that issue will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1.

If Shareholders ratify this issue, the Company will retain the ability to issue Equity Securities in the future up to the 15% annual capacity set out in ASX Listing Rule 7.1.

2.3 Listing Rule 7.5

The following information is provided in accordance with ASX Listing Rule 7.5:

(a) *The number of securities issued*

43,389,000 Placement Shares were issued.

(b) *The price at which the securities were issued*

The Placement Shares were issued at a price of \$0.04 per Share.

Explanatory Memorandum

(c) *The terms of the securities*

The Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing fully paid ordinary shares.

(d) *The names of the persons to whom the entity issued the securities or the basis on which those persons were determined*

The issue was made to sophisticated and professional investors who are not related parties of the Company.

(e) *The use or intended use of the funds raised*

The funds will be used to repay a non-related party loan of \$0.2 million, support the Company's working capital requirements and provide expansion of existing services including new 'high barrier to entry' products.

(f) *Voting exclusion statement*

A voting exclusion statement forms part of the Notice.

2.4 Recommendation of Directors

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

3. Resolution 2 – Ratification of previous issue of Shares (Placement fee)

3.1 Background

Resolution 2 seeks the ratification by Shareholders of the previous issue by the Company of 2,000,000 fully paid ordinary Shares at an issue price of \$0.04 per Share to Claymore Capital Pty Ltd. Claymore Capital Pty Ltd acted as manager in respect of the Placement.

The Claymore Shares are in lieu of a cash payment being made to Claymore Capital Pty Ltd for the majority of its fee in relation to the Placement. An additional cash payment of \$6,637.32 was paid to Claymore Capital Pty Ltd.

The Claymore Shares were issued at the same time as the Placement shares on or around 22 June 2017.

The Company is asking Shareholders to ratify the issue pursuant to Listing Rule 7.4 and for this reason, and for all other purposes, the following information is provided to Shareholders.

3.2 Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 permits a company to issue securities representing no more than 15% of the issued capital of that company in any 12 month period without Shareholder approval. The Company issued 2,000,000 Shares to Claymore Capital Pty Ltd on 22 June 2017 within the 15% capacity permitted under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 contains an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided the previous issue did not breach ASX Listing Rule 7.1) that issue will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1.

If Shareholders ratify this issue, the Company will retain the ability to issue Equity Securities in the future up to the 15% annual capacity set out in ASX Listing Rule 7.1.

Explanatory Memorandum

3.3 Listing Rule 7.5

The following information is provided in accordance with ASX Listing Rule 7.5:

(a) *The number of securities issued*

2,000,000 fully paid ordinary shares were issued.

(b) *The price at which the securities were issued*

The Claymore Shares were issued at a price of \$0.04 per Share.

(c) *The terms of the securities*

The Claymore Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing fully paid ordinary shares.

(d) *The names of the persons to whom the entity issued the securities or the basis on which those persons were determined*

The issue was made to Claymore Capital Pty Ltd who is not a related party of the Company.

(e) *The use or intended use of the funds raised*

The Claymore Shares are in lieu of a cash payment to Claymore Capital Pty Ltd for part of its fees in respect of the Placement.

(f) *Voting exclusion statement*

A voting exclusion statement forms part of the Notice.

3.4 Recommendation of Directors

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

4. Resolution 3 – Ratification of issue of Shares on conversion of debt

4.1 Background

Resolution 3 seeks the ratification by Shareholders of the previous issue by the Company of 17,500,000 Shares (**Conversion Shares**) to unrelated parties who had provided finance to the Company (**Conversion Recipients**) in consideration for the full satisfaction of the debt owed to those entities in the aggregate amount of \$700,000.

Under deeds entered into with each of the Conversion Recipients, the Conversion Recipients agreed to subscribe for the Conversion Shares in full satisfaction of the debts owed to them by the Company. The conversion was on the same terms as the Placement which was undertaken by the Company at the same time. Details of these arrangements were set out in a market announcement by the Company made on 15 June 2017.

The Conversion Shares were issued on or around 22 June 2017.

The Company is asking shareholders to ratify the issue pursuant to ASX Listing Rule 7.4 and for this reason, and for all other purposes, the following information is provided to Shareholders.

Explanatory Memorandum

4.2 Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 permits a company to issue securities representing no more than 15% of the issued capital of that company in any 12 month period without Shareholder approval. The issue of the Conversion Shares is within the 15% capital rule in Rule 7.1.

ASX Listing Rule 7.4 contains an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided the previous issue did not breach ASX Listing Rule 7.1) that issue will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1.

If Shareholders ratify this issue, the Company will retain the ability to issue Equity Securities in the future up to the 15% annual capacity set out in ASX Listing Rule 7.1.

4.3 Listing Rule 7.5

The following information is provided in accordance with ASX Listing Rule 7.5:

(a) *The number of securities issued*

17,500,000 Conversion Shares were issued.

(b) *The price at which the securities were issued*

The Conversion Shares were issued at a price of \$0.04 per Conversion Share.

(c) *The terms of the securities*

The Conversion Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing fully paid ordinary shares.

(d) *The names of the persons to whom the entity issued the securities or the basis on which those persons were determined*

The Conversion Shares were issued to certain unrelated parties who had provided finance to the Company.

(e) *The use or intended use of the funds raised*

As the issue was for the conversion of debt, no funds were raised by the issue of the Conversion Shares.

(f) *Voting exclusion statement*

A voting exclusion statement forms part of this Notice.

4.4 Recommendation of Directors

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

Explanatory Memorandum

5. Resolution 4 – Approval of issue of Shares to related party to participate in Placement – Stuart Andrew Pty Ltd

5.1 Background

Resolution 4 seeks the approval by Shareholders of the issue by the Company of 1,250,000 Shares to Stuart Andrew Pty Ltd (being an entity controlled by Peter Jones, a non-executive director of the Company) (**Jones Placement Shares**) to enable Stuart Andrew Pty Ltd to participate in the Placement.

Stuart Andrew Pty Ltd has agreed that it (or its nominee) will participate in the Placement, subject to Shareholder approval, to support the Company's capital raising.

The Company is asking Shareholders to approve the issue to enable Stuart Andrew Pty Ltd to participate in the Placement on the same terms. For this reason and for all other purposes, the following information is provided to Shareholders.

5.2 Listing Rule 10.11

ASX Listing Rule 10.11 provides that a listed company must, subject to certain exceptions, obtain Shareholder approval prior to issuing Equity Securities to a related party.

Stuart Andrew Pty Ltd is an entity controlled by Peter Jones, a non-executive Director of the Company and is therefore a related party of the Company under s 228 of the Corporations Act. Accordingly, the proposed issue of the Jones Placement Shares to Stuart Andrew Pty Ltd requires approval under ASX Listing Rule 10.11.

If the issue of the Jones Placement Shares under Listing Rule 10.11 is approved, then that will also mean that the Jones Placement Shares will not be counted for the purposes of the Company's 15% issue capacity pursuant to Listing Rules 7.1 and 7.1A.

5.3 Listing Rule 10.13

The following information is provided in accordance with ASX Listing Rule 10.13:

(a) *The name of the person*

The issue will be made to Stuart Andrew Pty Ltd.

(b) *The maximum number of securities to be issued (if known) or the formula for calculating the number of securities to be issued to the person*

1,250,000 Shares are proposed to be issued.

(c) *The date by which the entity will issue the securities, which must not be more than one (1) month after the date of the meeting*

The Company intends to issue the Jones Placement Shares to Stuart Andrew Pty Ltd as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and in any event no later than one (1) month from the date of the Meeting.

(d) *If the person is not a director (in the case of a trust, the responsible entity), a statement of the relationship between the person and the director (or responsible entity) that requires the approval to be obtained*

Stuart Andrew Pty Ltd is an entity controlled by Peter Jones, a non-executive Director of the Company.

Explanatory Memorandum

(e) *The issue price of the securities and a statement of the terms of issue*

The Jones Placement Shares will be issued at a price of \$0.04 per Share, being the issue price of the Placement Shares.

The Jones Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing fully paid ordinary shares.

(f) *A voting exclusion statement*

A voting exclusion statement forms part of this Notice.

(g) *The intended use of the funds raised*

The funds will be used to support the Company's working capital requirements and provide expansion of existing services including new 'high barrier to entry' products.

5.4 Chapter 2E of the Corporations Act

Whilst the Directors consider that the participation of Stuart Andrew Pty Ltd is on an arm's length basis, out of an abundance of caution, the Company seeks to obtain Shareholder approval in accordance with the requirements of Chapter 2E of the Corporations Act.

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless providing the benefit falls within a prescribed exception to the general prohibition. Relevantly, there is an exception if the company first obtains the approval of its shareholders in a general meeting in circumstances where certain requirements specified in Chapter 2E in relation to the convening of that meeting have been met.

A "related party" is defined widely in section 228 of the Corporations Act and includes, relevantly, a Director (or proposed Director) of a public company (section 228(2)) and any entity that is controlled by a person or entity which is otherwise a related party (section 228(4)), or there are reasonable grounds to believe that a person/entity is likely to become a related party of the public company (section 228(6)). In addition, a person will be considered a related party of a company pursuant to section 228(7) of the Corporations Act if they act in concert with another related party of a company on the understanding that the other related party will receive a financial benefit if the company gives the person a financial benefit.

A "financial benefit" for the purposes of the Corporations Act has a very wide meaning. It includes a public company paying money or issuing securities to the related party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

This proposed Resolution, if passed, will confer financial benefits and involve the issue of securities, namely Shares, to Stuart Andrew Pty Ltd, being a related party of the Company because it is controlled by Peter Jones, a director of the Company (section 228(4) of the Corporations Act).

5.5 Information for Shareholders - Chapter 2E of the Corporations Act

For the purposes of Chapter 2E of the Corporations Act and for all other purposes the following information is provided to Shareholders:

(a) **The nature of the Financial Benefit (section 219(1)(b))**

The nature of the proposed Financial Benefit is the issue of Shares to Stuart Andrew Pty Ltd at an issue price of \$0.04 per Share.

Explanatory Memorandum

(b) **Directors' Recommendations (section 219(1)(c))**

Each of the Directors (other than Peter Jones) wish to make a recommendation in respect of this resolution as set out at section 5.6 below.

The Directors make that recommendation as the issue of the Jones Placement Shares will raise further working capital for the Company. The issue price of the Jones Placement Shares is the same as the price for the Placement and the conversion the subject of Resolutions 1 and 3 respectively.

(c) **Directors' Interest (section 219(1)(d))**

Peter Jones has a material personal interest in Resolution 4. Accordingly, Peter Jones (as an Associate of Stuart Andrew Pty Ltd) is excluded from voting on Resolution 4.

(d) **Valuation**

The Jones Placement Shares to be issued pursuant to Resolution 4 are in a class of securities that is quoted on ASX. The issue price of the Jones Placement Shares is \$0.04 per Share. That is the same price as the issue price for the Placement Shares issued by the Company to investors and the conversion of unrelated party debt following the announcement on 15 June 2017.

The issue price represents approximately a 28% discount to the VWAP over the last five days on which trading of the Company's shares on the ASX were recorded prior to the announcement of the Placement on 15 June 2017.

On 4 August 2017, the closing price of the Company's Shares was \$0.04. Based on this closing price, the Jones Placement Shares would have a value of \$50,000.

It is of course possible that the market price of the Jones Placement Shares (if Resolution 4 is passed) could be more or less than the market price of Shares as at 4 August 2017 and at the date of this Notice.

Accordingly, the Jones Placement Shares which will be issued if Resolution 4 is passed could have a market value of more or less than the \$50,000 consideration to be paid by Stuart Andrew Pty Ltd.

(e) **Any other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors (section 219(1)(e) and 219(2))**

There is no other information known to the Company or any of its Directors save and except as follows:

(1) **Market Price movements**

The closing market price of the Shares in the Company on 12 June 2017 (being prior to the announcement of the Placement on 15 June 2017) was \$0.037. The VWAP for the previous 15 trading days on which trades were recorded prior to 15 June 2017 was \$0.064 per Share.

(2) **Trading history**

In the 6 months prior to 15 June 2017 the Company's trading history is as follows:

Description	Date(s)	Share Price (\$)
High	19 January 2017	\$0.145
Low	8 June 2017	\$0.037
Last	8 June 2017	\$0.037

Explanatory Memorandum

(3) **Opportunity Costs**

The opportunity costs and benefits foregone by the Company in issuing the Jones Placement Shares are set out below.

If Resolution 4 is approved and the Jones Placement Shares are issued, Shareholders will hold a diluted interest in the Company's assets and will have to share any upside in the asset portfolio with the Stuart Andrew Pty Ltd.

The maximum direct and indirect holdings of Peter Jones would be as set out in Annexure A if the Jones Placement Shares were issued pursuant to Resolution 4.

The disadvantages are considered by the Directors to be offset by the advantages accruing to the Company in undertaking the issue of Jones Placement Shares.

(4) **Taxation Consequences**

No stamp duty will be payable in respect of the issue of the Jones Placement Shares. No GST will be payable by the Company in respect of those Shares.

(5) **Dilutionary Effect**

The effect that the issue of the Jones Placement Shares will have on the issued Shares of the Company is set out in Annexure A.

Save as set out in this Explanatory Memorandum, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to the benefits contemplated by Resolution 4.

(f) **Voting exclusion statement**

A voting exclusion statement is set out in Resolution 4 in the Notice of Meeting.

5.6 **Recommendation of Directors**

The Directors of the Company (Peter Jones abstaining) unanimously recommend that you vote in favour of Resolution 4.

6. **Resolutions 5-9 – Approval of issue of shares to related parties to convert debt**

6.1 **Background**

Resolutions 5 to 9 seek the approval by Shareholders of the issue by the Company of:

- (a) 10,000,000 Shares to Stuart Andrew Pty Ltd, an entity controlled by Peter Jones, a director of the Company;
- (b) 1,492,218 Shares to Ganbros Pty Ltd, an entity controlled by Joseph Ganim, a director of the Company;
- (c) 1,722,988 Shares to DCEC Pty Ltd, an entity controlled by Darryl Somerville, a director of the Company;
- (d) 8,371,325 Shares to Nicasio Alcantara, a director of the Company; and
- (e) 18,750,000 Shares to Wayburn Holdings Pty Ltd, an entity controlled by Vernon Wills, a director of the Company,

Explanatory Memorandum

(each of the above being **Related Party Conversion Recipients** and the Shares to be issued being **Related Party Conversion Shares**) in consideration for the full satisfaction of the debt owed to those entities in the aggregate amount of \$1,613,461 for the purposes of ASX Listing Rule 10.11.

Under the Conversion Deeds entered into with each of the Related Party Conversion Recipients, the Related Party Conversion Recipients have agreed to subscribe for the Related Party Conversion Shares in satisfaction of debts owed to them, converting their debt to equity in the Company.

6.2 Listing Rule 10.11

ASX Listing Rule 10.11 provides that a listed company must, subject to certain exceptions, obtain shareholder approval prior to issuing Equity Securities to a related party.

The Related Party Conversion Recipients are all related parties of the Company under s 228 of the Corporations Act. Accordingly, the proposed issue of Shares to the Related Party Conversion Recipients requires approval under ASX Listing Rule 10.11.

If the issue of the Related Party Conversion Shares under Listing Rule 10.11 is approved, then that will also mean that the Related Party Conversion Shares are not counted for the purposes of the 15% issue capacity in Listing Rules 7.1 and 7.1A.

6.3 Listing Rule 10.13

The following information is provided in accordance with ASX Listing Rule 10.13:

(a) *The name of the person*

The issue will be made to each of the Related Party Conversion Recipients noted in section 6.1 above.

(b) *The number of securities to be issued (if known) or the formula for calculating the maximum number of securities to be issued to the person*

40,336,531 Shares are proposed to be issued in the amounts for each Related Party Conversion Recipient set out in section 6.1 above.

(c) *The date by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting.*

The Company intends to issue the Shares to the Related Party Conversion Recipients as soon as practicable following the date of the Meeting, and Shareholder approval being obtained and in any event no later than one (1) month from the date of the Meeting.

(d) *If the person is not a director, a statement of the relationship between the person and the director that requires the approval to be obtained.*

Of the Related Party Conversion Recipients, Stuart Andrew Pty Ltd, Ganbros Pty Ltd, DCEC Pty Ltd and Wayburn Holdings Pty Ltd are not Directors of the Company.

Stuart Andrew Pty Ltd is controlled by Peter Jones, a non-executive Director of the Company.

Ganbros Pty Ltd is controlled by Joseph Ganim, a non-executive Director of the Company.

DCEC Pty Ltd is controlled by Darryl Somerville, a non-executive Director of the Company.

Wayburn Holdings Pty Ltd is controlled by Vernon Wills, an executive Director of the Company.

Explanatory Memorandum

(e) *The issue price of the securities and a statement of the terms of the issue*

The Related Party Conversion Shares will be issued at a price of \$0.04 per Share, being the same price as the Placement recently completed by the Company and the conversion of debt with unrelated parties.

The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing fully paid ordinary shares.

(f) *Voting exclusion statement*

A voting exclusion statement forms part of the Notice.

(g) *The intended use of the funds raised*

As the issue relates to a conversion of debt to equity, no funds will be raised by the issue. The Company will however by issuing the Related Party Conversion Shares repay a total of \$1,613,461 in debt owed by the Company to the Related Party Conversion Recipients.

6.4 Chapter 2E of the Corporations Act

Whilst the terms of the issue of the Related Party Conversion Shares is on the same terms as the Placement and the Conversion Shares, as each of the Directors is receiving Related Party Conversion Shares, the Directors have resolved to seek shareholder approval pursuant to Chapter 2E of the Corporations Act. The Company seeks to obtain Shareholder approval in accordance with the requirements of Chapter 2E of the Corporations Act.

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless providing the benefit falls within a prescribed exception to the general prohibition. Relevantly, there is an exception if the company first obtains the approval of its shareholders in a general meeting in circumstances where certain requirements specified in Chapter 2E in relation to the convening of that meeting have been met.

A "related party" is defined widely in section 228 of the Corporations Act and includes, relevantly, a Director (or proposed Director) of a public company (section 228(2)) and any entity that is controlled by a person or entity which is otherwise a related party (section 228(4)), or there are reasonable grounds to believe that a person/entity is likely to become a related party of the public company (section 228(6)). In addition, a person will be considered a related party of a company pursuant to section 228(7) of the Corporations Act if they act in concert with another related party of a company on the understanding that the other related party will receive a financial benefit if the company gives the person a financial benefit.

A "financial benefit" for the purposes of the Corporations Act has a very wide meaning. It includes a public company paying money or issuing securities to the related party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

This proposed Resolution, if passed, will confer financial benefits and involve the issue of securities, namely, Shares, in satisfaction of the debts owed by the Company to the Related Party Conversion Recipients.

The relationship of the Related Party Conversion Recipients with the Company, such as to make them related parties under s 228 of the Corporations Act, is as follows:

- (a) Stuart Andrew Pty Ltd is an entity controlled by Peter Jones, a director of the Company (section 228(4) of the Corporations Act);
- (b) Ganbros Pty Ltd is an entity controlled by Joseph Ganim, a director of the Company (section 228(4) of the Corporations Act);

Explanatory Memorandum

- (c) DCEC Pty Ltd is an entity controlled by Darryl Somerville, a director of the Company (section 228(4) of the Corporations Act);
- (d) Nicasio Alcantara is a director of the Company (section 228(2)(a) of the Corporations Act); and
- (e) Wayburn Holdings Pty Ltd is an entity controlled by Vernon Wills, a director of the Company (s 228(4) of the Corporations Act).

6.5 Information for Shareholders - Chapter 2E of the Corporations Act

For the purposes of Chapter 2E of the Corporations Act and for all other purposes the following information is provided to Shareholders:

(a) The nature of the Financial Benefit (section 219(1)(b))

The nature of the proposed Financial Benefit is the issue of Shares to the Related Party Conversion Recipients as set out in section 6.1 above, in satisfaction of debts owed to them by the Company and pursuant to the Conversion Deeds entered into between each of the Related Party Conversion Recipients and the Company.

(b) Directors' Recommendations (section 219(1)(c))

Of Resolutions 5-9, each of the Directors wish to make a recommendation in respect of those resolutions that do not concern them personally, as set out at section 6.6 below.

The Directors make those recommendations as the conversion of debt to equity will reduce debt and allow further working capital for the Company. The issue price of the Related Party Conversion Shares is the same as the price for the Placement and the conversion the subject of Resolutions 1 and 3. Accordingly, whilst the terms of issue of the Related Party Conversion Shares would be considered arm's length, the Directors have resolved to obtain Shareholder approval under Chapter 2E of the Corporations Act because all Directors will receive Shares on the basis of a conversion of debt.

(c) Directors' Interest (section 219(1)(d))

Each of the Directors have a material personal interest in the specific Resolution which relates to the issue of Shares to them or personally or an entity controlled by them personally.

The Directors who are or who control entities that are Related Party Conversion Participants are excluded from voting on the Resolution in Resolutions 5-9 which relates to them personally.

(d) Valuation

The Related Party Conversion Shares to be issued pursuant to Resolutions 5-9 are in a class of securities that is quoted on ASX. The issue price of the Related Party Conversion Shares is \$0.04 per Share under the terms of the Conversion Deeds. That is the same price as the issue price for the Placement Shares issued by the Company to investors and the conversion of unrelated party debt following the announcement on 15 June 2017.

The issue price represents approximately a 28% discount to the VWAP over the last five days on which trading of the Company's shares on the ASX were recorded prior to the announcement of the SPP on 15 June 2017.

On 4 August 2017, the closing price of the Company's Shares was \$0.04.

Set out below is the amount of debt to be converted for each Related Party Conversion Recipient, the number of Related Party Conversion Shares to be issued to each Related Party Conversion Recipient and the value of the Related Party Conversion Shares based on the closing price of Shares on 4 August 2017:

Explanatory Memorandum

Related Party Conversion Recipient	Debt	Related Party Conversion Shares	Value as at 15 June 2017 (date of announcement)	Value as at 4 August 2017
Stuart Andrew Pty Ltd	\$400,000.00	10,000,000	\$370,000.00	\$400,000.00
Ganbros Pty Ltd	\$59,688.71	1,492,218	\$55,212.00	\$59,688.71
DCEC Pty Ltd	\$68,919.51	1,722,988	\$63,751.00	\$68,919.51
Nicasio Alcantara	\$334,853.00	8,371,325	\$309,739.00	\$334,853.00
Wayburn Holdings Pty Ltd	\$750,000.00	18,750,000	\$693,750.00	\$750,000.00

It is of course possible that the market price of the Shares to be issued to the Related Party Conversion Recipients (if Resolutions 5-9 are passed) at the Meeting could be more or less than the market price of Shares at the date of this Notice.

Accordingly, the Shares which will be issued to the Related Party Conversion Recipients if Resolutions 5-9 are passed could have a market value of more or less than the value of the debt.

- (e) **Any other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors (section 219(1)(e) and 219(2))**

There is no other information known to the Company or any of its Directors save and except as follows:

(1) **Market Price movements**

The closing market price of the Shares in the Company on 12 June 2017 (being prior to the announcement of the Placement on 15 June 2017) was \$0.037. The VWAP for the previous 15 trading days on which trades were recorded prior to 15 June 2017 was \$0.064 per Share.

(2) **Trading history**

In the 6 months prior to 15 June 2017 the Company's trading history is as follows:

Description	Date(s)	Share Price (\$)
High	19 January 2017	\$0.145
Low	8 June 2017	\$0.037
Last	8 June 2017	\$0.037

(3) **Opportunity Costs**

The opportunity costs and benefits foregone by the Company in issuing the Related Party Conversion Shares to the Related Party Conversion Recipients pursuant to Resolutions 5-9 are set out below.

If Resolutions 5-9 are approved and the Shares are issued to the Related Party Conversion Recipients to convert their debt to equity, Shareholders will hold a diluted interest in the Company's assets and will have to share any upside in the asset portfolio with the Related Party Conversion Recipients.

The maximum direct and indirect holdings of each of the Directors who are or who control Related Party Conversion Recipients would be as follows if the Shares were issued to the Related Party Conversion Recipients pursuant to Resolutions 5-9 are set out in Annexure A.

Explanatory Memorandum

The disadvantages are considered by the Directors to be offset by the advantages accruing to the Company in undertaking the issue of Shares to the Related Party Conversion Recipients.

(4) **Taxation Consequences**

No stamp duty will be payable in respect of the issue of the Related Party Conversion Shares. No GST will be payable by the Company in respect of those Shares.

(5) **Dilutionary Effect**

The effect that the issue of the Related Party Conversion Shares will have on the issued Shares of the Company is set out in Annexure A.

Save as set out in this Explanatory Memorandum, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to the benefits contemplated by Resolutions 5-9.

(f) **Voting exclusion statement**

A voting exclusion statement is set out in each of Resolutions 5-9 in the Notice of Meeting.

6.6 Recommendation of Directors

The Directors:

- (a) (excluding Peter Jones) recommend that you vote in favour of Resolution 5.
- (b) (excluding Joseph Ganim) recommend that you vote in favour of Resolution 6.
- (c) (excluding Darryl Somerville) recommend that you vote in favour of Resolution 7.
- (d) (excluding Nicasio Alcantara) recommend that you vote in favour of Resolution 8.
- (e) (excluding Vernon Wills) recommend that you vote in favour of Resolution 9.

7. Resolution 10 – Approval of issue of shares pursuant to share purchase plan

7.1 Background

On 15 June 2017, the Company announced the SPP providing an opportunity to its eligible existing Shareholders to participate in the equity raising at a price of \$0.04 per Share, being the same price as the Placement Shares issued to the investors as part of the Placement also announced on that date.

The Company will accept applications for new Shares under the SPP up to a maximum of \$2.5 million (or 62,500,000 Shares) and may scale back applications at its discretion if the maximum amount is exceeded. The SPP will only be open to Eligible Shareholders, being existing Shareholders who were registered holders of Shares as at 7.00pm (Brisbane time) on Wednesday, 14 June 2017 with a registered address in Australia or New Zealand. Eligible Shareholders will each have the opportunity to subscribe for up to \$15,000 worth of Shares in the Company.

The SPP is partially underwritten up to \$750,000 by Claymore Capital Pty Ltd. Claymore Capital Pty Ltd currently holds 2,000,000 Shares (being those the subject of Resolution 2, representing approximately 0.34%). If Claymore Capital Pty Ltd were to subscribe for all of the underwritten SPP Shares, their holding would increase to 20,750,000 Shares (representing approximately 3.16%). It is however noted that sub-underwriters have been secured for part of the underwritten SPP Shares.

Explanatory Memorandum

In the event that Eligible Shareholders do not subscribe for Shares under the SPP to the amount of \$750,000 or more, then, subject to this Resolution being approved, the resultant shortfall up to \$750,000 will be placed to the Underwriter or to sub-underwriters nominated by the Underwriter. The Underwriter has entered into sub-underwriting agreements with a number of entities, including 2 related parties of the Company. The issue of Shares under the SPP to these sub-underwriters who are related parties of the Company are the subject of Resolutions 12 and 13.

The Company proposes to seek to place any further shortfall up to the maximum amount of \$2.5 million to sophisticated or professional investors and is therefore seeking approval for such shortfall placement under Resolution 10.

An underwriting fee of 4% of the value of all underwritten SPP Shares issued by the Company is payable to the Underwriter together with an issue management fee of 2% of all funds raised under the SPP.

The Company has received a waiver from ASX Listing Rule 7.3.8 to permit Resolution 10 not to include a voting exclusion statement that excludes the votes of any persons who may participate in the SPP or any Associate of such a person, provided any vote by the underwriter or a sub-underwriter is excluded.

If this Resolution is passed, the waiver will operate as a concurrent waiver from ASX Listing Rule 10.11, such that directors or related parties of the Company will be permitted to participate in the SPP on the same terms and conditions as other Shareholders, without requiring Shareholder approval under ASX Listing Rule 10.11.

The approval of Resolution 10 will enable Eligible Shareholders to participate in the SPP and provide further working capital for the Company.

7.2 Listing Rule 7.1

ASX Listing Rule 7.1 permits a company to issue securities representing no more than 15% of the issued capital of that company in any 12 month period without Shareholder approval.

An issue of Shares under a share purchase plan offer can be exempt for the purpose of this rule, pursuant to Exception 15 of ASX Listing Rule 7.2. However, Exception 15 requires that the issue price of the Shares is at least 80% of the volume weighted average market price of the Shares over the previous 5 Trading Days either before the day on which the issue was announced or before the day on which the issue was made. The issue price per Share under the SPP may not satisfy this price requirement such that the Company would not be able to rely on Exception 15.

Given the Company is unable to rely on Exception 15, and to preserve the ability of the Company to utilise its capacity under ASX Listing Rule 7.1 to issue up to 15% of the issued capital of the Company in any 12-month period, the Company is seeking Shareholder approval of the SPP.

7.3 Listing Rule 7.3

The following information is provided in accordance with ASX Listing Rule 7.3:

- (a) *The maximum number of securities the Company is to issue or the formula for calculating the number of securities the entity is to issue*

The number of SPP Shares to be issued under the SPP will be limited to up to \$15,000 worth of Shares per Eligible Shareholder, which at an issue price of \$0.04 per Share equates to a maximum of 375,000 Shares per Eligible Shareholder. The maximum amount to be raised under the SPP is \$2.5 million which equates to a maximum of 62,500,000 SPP Shares.

- (b) *The date by which the entity will issue the securities (no later than 3 months after the date of the meeting)*

The Company intends to issue the SPP Shares as soon as practicable after the close of the SPP, which as at the date of this Explanatory Memorandum is scheduled to be on or around 18 September 2017. The Company may in its discretion amend the SPP timetable. In any event, the SPP Shares will be issued within 3 months of the date of the Meeting.

Explanatory Memorandum

(c) *The issue price of the securities*

The SPP Shares will be issued at a price of \$0.04 per Share.

(d) *The names of the persons to whom the entity will issue the securities (if known) or the basis upon which those persons will be identified or selected*

The SPP Shares will be issued to Eligible Shareholders, being existing Shareholders who were registered holders of Shares in the Company as at 7:00pm (Brisbane time) on Wednesday, 14 June 2017 with a registered address in Australia or New Zealand, who apply for them under the SPP.

The SPP is partially underwritten to an amount of \$750,000 (18,750,000 SPP Shares) by Claymore Capital Pty Ltd. Accordingly, up to 18,750,000 SPP Shares may be issued to Claymore Capital Pty Ltd or parties nominated by Claymore Capital Pty Ltd.

Any shortfall over and above the underwritten amount may be placed by the Company to sophisticated or professional investors.

(e) *The terms of the securities*

The SPP Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing fully paid ordinary shares.

(f) *The intended use of the funds raised*

The funds will be used to support the Company's working capital requirements and provide expansion of existing services including new 'high barrier to entry' products.

(g) *The issue date or a statement that the issue will occur progressively*

As noted above, the SPP Shares will be issued as soon as practicable following the close of the SPP, which as at the date of this Explanatory Memorandum is expected to be on or about 18 September 2017.

(h) *Voting exclusion statement*

A voting exclusion statement forms part of this Notice with regard to the Underwriter and any sub-underwriter. The Company has obtained a waiver from ASX to include a voting exclusion statement with regard to Shareholders who may participate in the SPP.

7.4 Recommendation of Directors

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

8. Resolution 11 – Approval of issue of Shares to Directors under SPP

8.1 Background

Resolution 11 seeks the approval of Shareholders to the issue of Shares to directors of the Company pursuant to the SPP.

Each of the Directors (or an entity controlled by them) are Eligible Shareholders and each Director intends to participate in the SPP up to the maximum permitted amount of \$15,000. Based on the issue price under the SPP, each Director (or an entity controlled by them) will be issued 375,000 Shares under the SPP (**Related Party SPP Shares**).

Explanatory Memorandum

Entities controlled by two of the Directors, Vernon Wills and Peter Jones, have entered into arrangements with Claymore Capital Pty Ltd to sub-underwrite the SPP (subject to Shareholder approval pursuant to Resolutions 12 and 13). Their entitlement to receive Related Party SPP Shares under this Resolution (if approved) will form part of their respective sub-underwritten amounts.

Whilst the Directors will participate in the SPP on the same terms as all other Shareholders, as each Director is participating, the Directors consider it prudent to seek the approval of Shareholders for the issue of the Related Party SPP Shares for the purposes of Part 2E of the Corporations Act.

The Company has obtained a waiver from ASX from Listing Rule 10.11, such that Directors or related parties of the Company will be permitted to participate in the SPP on the same terms and conditions as other Shareholders, without requiring Shareholder approval under ASX Listing Rule 10.11.

8.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless providing the benefit falls within a prescribed exception to the general prohibition. Relevantly, there is an exception if the company first obtains the approval of its shareholders in a general meeting in circumstances where certain requirements specified in Chapter 2E in relation to the convening of that meeting have been met.

A “related party” is defined widely in section 228 of the Corporations Act and includes, relevantly, a Director (or proposed Director) of a public company (section 228(2)) and any entity that is controlled by a person or entity which is otherwise a related party (section 228(4)), or there are reasonable grounds to believe that a person/entity is likely to become a related party of the public company (section 228(6)). In addition, a person will be considered a related party of a company pursuant to section 228(7) of the Corporations Act if they act in concert with another related party of a company on the understanding that the other related party will receive a financial benefit if the company gives the person a financial benefit.

A “financial benefit” for the purposes of the Corporations Act has a very wide meaning. It includes a public company paying money or issuing securities to the related party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

This proposed Resolution, if passed, will confer financial benefits and involve the issue of the Related Party SPP Shares to Directors (or an entity controlled by them).

The Company seeks to obtain Shareholder approval in accordance with the requirements of Chapter 2E of the Corporations Act.

8.3 Information for Shareholders - Chapter 2E of the Corporations Act

For the purposes of Chapter 2E of the Corporations Act and for all other purposes the following information is provided to Shareholders:

(a) The nature of the Financial Benefit (section 219(1)(b))

The nature of the proposed Financial Benefit is the issue of the Related Party SPP Shares to the Directors (or their associated entities) at an issue price of \$0.04 per Share.

(b) Directors’ Recommendations (section 219(1)(c))

As each of the Directors intend to participate in the SPP, none of the Directors make a recommendation in respect of Resolution 11.

(c) Directors’ Interest (section 219(1)(d))

Each of the Directors have a material personal interest in Resolution 11 which relates to the issue of the Related Party SPP Shares to them or personally or an entity controlled by them personally.

Explanatory Memorandum

The Directors and their Associates are excluded from voting on Resolution 11.

(d) **Valuation**

The Related Party SPP Shares to be issued pursuant to Resolution 11 are in a class of securities that is quoted on ASX. The issue price of the Shares is \$0.04 per Share under the terms of the SPP. That is the same price as the issue price for all Shares under the SPP.

The issue price represents approximately a 28% discount to the VWAP over the last five days on which trading of the Company's shares on the ASX were recorded prior to the announcement of the SPP on 15 June 2017.

On the day immediately prior to the date of this Notice of Meeting, the closing price of the Company's Shares was \$0.04. This would represent a value of the Related Party SPP Shares to be issued to each Director (or an entity controlled by them) of \$15,000.

It is of course possible that the market price of the Related Party SPP Shares could be more or less than the market price of Shares at the date of this Notice.

(e) **Any other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors (section 219(1)(e) and 219(2))**

There is no other information known to the Company or any of its Directors save and except as follows:

(1) **Market Price movements**

The closing market price of the Shares in the Company on 12 June 2017 (being prior to the announcement of the Placement on 15 June 2017) was \$0.037. The VWAP for the previous 15 trading days on which trades were recorded prior to 15 June 2017 was \$0.064 per Share.

(2) **Trading history**

In the 6 months prior to 15 June 2017 the Company's trading history is as follows:

Description	Date(s)	Share Price (\$)
High	19 January 2017	\$0.145
Low	8 June 2017	\$0.037
Last	8 June 2017	\$0.037

(3) **Opportunity Costs**

The opportunity costs and benefits foregone by the Company in issuing the Related Party SPP Shares pursuant to Resolution 11 are set out below.

If Resolution 11 is approved and the Related Party SPP Shares are issued, Shareholders will hold a diluted interest in the Company's assets and will have to share any upside in the asset portfolio with the Directors (or entities that they control).

The maximum direct and indirect holdings of each of the Directors (and entities that they control) would be if the Related Party SPP Shares were issued are set out in Annexure A.

The disadvantages are considered by the Directors to be offset by the advantages accruing to the Company in undertaking the issue of the Related Party SPP Shares.

Explanatory Memorandum

(4) **Taxation Consequences**

No stamp duty will be payable in respect of the issue of the Related Party SPP Shares. No GST will be payable by the Company in respect of those Shares.

(5) **Dilutionary Effect**

The effect that the issue of the Related Party SPP Shares will have on the issued Shares of the Company is set out in Annexure A.

Save as set out in this Explanatory Memorandum, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to the benefits contemplated by Resolution 11.

(f) **Voting exclusion statement**

A voting exclusion statement is set out in Resolution 11 in the Notice of Meeting.

8.4 **Recommendation of Directors**

As each of the Directors intend to participate in the SPP, none of the Directors make a recommendation in respect of Resolution 11.

9. **Resolution 12 – Approval of issue of Shares to Wayburn Holdings Pty Ltd as sub-underwriter of share purchase plan**

9.1 **Background**

Wayburn Holdings Pty Ltd, an entity controlled by Vernon Wills who is a director of the Company, has entered into an arrangement with the Underwriter to sub-underwrite any shortfall of SPP Shares not subscribed for by Eligible Shareholders or the Underwriter, up to a maximum of \$150,000 or 3,750,000 Shares.

As Wayburn Holdings Pty Ltd is a related party of the Company, to the extent the sub-underwriting arrangement is called upon, Shareholder approval is required for the issue of any shortfall SPP Shares to Wayburn Holdings Pty Ltd for the purposes of ASX Listing Rule 10.11.

The Company is not a party to the sub-underwriting arrangement and has no obligations under that arrangement. However, to the extent the Company is issued a notice by the Underwriter to issue SPP Shares to Wayburn Holdings Pty Ltd, the Company will require approval under ASX Listing Rule 10.11. No fees are payable by the Company to Wayburn Holdings Pty Ltd. Any arrangements as to fees are between Claymore Capital Pty Ltd and Wayburn Holdings Pty Ltd. The only arrangement between the Company and Wayburn Holdings Pty Ltd as sub-underwriter will be the issue of SPP Shares, which will be on the same terms as all other shares being issued under the SPP. Accordingly, the Company is relying on section 210 of the Corporations Act.

9.2 **Listing Rule 10.11**

ASX Listing Rule 10.11 provides that a listed company must, subject to certain exceptions, obtain shareholder approval prior to issuing Equity Securities to a related party.

As Wayburn Holdings Pty Ltd is an entity controlled by a director of the Company, it is a related party of the Company under s 228 of the Corporations Act. Accordingly, the proposed issue of Shares to Wayburn Holdings Pty Ltd as sub-underwriter requires approval under ASX Listing Rule 10.11.

Explanatory Memorandum

If the issue of the Wills Underwritten SPP Shares under Listing Rule 10.11 is approved, then that will also mean that the Wills Underwritten SPP Shares are not counted for the purposes of the 15% issue capacity in Listing Rules 7.1 and 7.1A.

9.3 Listing Rule 10.13

The following information is provided in accordance with ASX Listing Rule 10.13:

(a) *The name of the person*

The issue will be made to Wayburn Holdings Pty Ltd, an entity controlled by Vernon Wills.

(b) *The number of securities to be issued (if known) or the formula for calculating the maximum number of securities to be issued to the person*

A maximum of 3,750,000 SPP Shares are proposed to be issued to Wayburn Holdings Pty Ltd as sub-underwriter of the SPP.

(c) *The date by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting.*

The SPP Shares, including any Wills Underwritten SPP Shares, will be issued as soon as practicable following the close of the SPP, which as at the date of this Explanatory Memorandum is expected to be on or about 18 September 2017, and in any event no later than one (1) month from the date of the Meeting.

(d) *The issue price of the securities and a statement of the terms of the issue*

The SPP Shares will be issued at a price of \$0.04 per Share.

The SPP Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing fully paid ordinary shares.

(e) *If the person is not a director (in the case of a trust, the responsible entity), a statement of the relationship between the person and the director (or responsible entity) that requires the approval to be obtained.*

Wayburn Holdings Pty Ltd is an entity controlled by Vernon Wills, a director of the Company.

(f) *Voting exclusion statement*

A voting exclusion statement forms part of the Notice.

(g) *The intended use of the funds raised*

The funds will be used to support the Company's working capital requirements and provide expansion of existing services including new 'high barrier to entry' products.

9.4 Recommendation of Directors

The Directors (Vernon Wills abstaining) of the Company unanimously recommend that you vote in favour of this Resolution as the funds raised will provide further working capital for the Company.

Explanatory Memorandum

10. Resolution 13 – Approval of issue of Shares to Stuart Andrew Pty Ltd as sub-underwriter of share purchase plan

10.1 Background

Stuart Andrew Pty Ltd, an entity controlled by Peter Jones, a director of the Company, has entered into an arrangement with the Underwriter to sub-underwrite any shortfall of SPP Shares not subscribed for by Eligible Shareholders or the Underwriter, up to a maximum of \$150,000 or 3,750,000 Shares.

As Stuart Andrew Pty Ltd is a related party of the Company, to the extent the sub-underwriting arrangement is called upon, Shareholder approval is required for the issue of any shortfall SPP Shares to Stuart Andrew Pty Ltd for the purposes of ASX Listing Rule 10.11.

The Company is not a party to the sub-underwriting arrangement and has no obligations under that arrangement. However, to the extent the Company is issued a notice by the Underwriter to issue SPP Shares to Stuart Andrew Pty Ltd, the Company will require approval under ASX Listing Rule 10.11. No fees are payable by the Company to Stuart Andrew Pty Ltd. Any arrangements as to fees are between Claymore Capital Pty Ltd and Stuart Andrew Pty Ltd. The only arrangement between the Company and Stuart Andrew Pty Ltd as sub-underwriter will be the issue of SPP Shares, which will be on the same terms as all other shares being issued under the SPP. Accordingly, the Company is relying on section 210 of the Corporations Act.

10.2 Listing Rule 10.11

ASX Listing Rule 10.11 provides that a listed company must, subject to certain exceptions, obtain shareholder approval prior to issuing Equity Securities to a related party.

As Stuart Andrew Pty Ltd is controlled by a director of the Company, it is a related party of the Company under s 228 of the Corporations Act. Accordingly, the proposed issue of Shares to Stuart Andrew Pty Ltd as sub-underwriter requires approval under ASX Listing Rule 10.11.

If the issue of the Jones Underwritten SPP Shares under Listing Rule 10.11 is approved, then that will also mean that the Jones Underwritten SPP Shares are not counted for the purposes of the 15% issue capacity in Listing Rules 7.1 and 7.1A.

10.3 Listing Rule 10.13

The following information is provided in accordance with ASX Listing Rule 10.13:

(a) *The name of the person*

The issue will be made to Stuart Andrew Pty Ltd.

(b) *The number of securities to be issued (if known) or the formula for calculating the maximum number of securities to be issued to the person*

A maximum of 3,750,000 SPP Shares are proposed to be issued to Stuart Andrew Pty Ltd as sub-underwriter of the SPP.

(c) *The date by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting.*

The SPP Shares, including any Jones Underwritten SPP Shares, will be issued as soon as practicable following the close of the SPP, which as at the date of this Explanatory Memorandum is expected to be on or about 18 September 2017, and in any event no later than one (1) month from the date of the Meeting.

(d) *The issue price of the securities and a statement of the terms of the issue*

Explanatory Memorandum

The SPP Shares will be issued at a price of \$0.04 per Share.

The SPP Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing fully paid ordinary shares.

- (e) *If the person is not a director (in the case of a trust, the responsible entity), a statement of the relationship between the person and the director (or responsible entity) that requires the approval to be obtained.*

Stuart Andrew Pty Ltd is an entity controlled by Peter Jones, who is a director of the Company.

- (f) *Voting exclusion statement*

A voting exclusion statement forms part of the Notice.

- (g) *The intended use of the funds raised*

The funds will be used to support the Company's working capital requirements and provide expansion of existing services including new 'high barrier to entry' products.

10.4 Recommendation of Directors

The Directors (Peter Jones abstaining) of the Company unanimously recommend that you vote in favour of this Ordinary Resolution as the funds raised will provide further working capital for the Company.

11. Interpretation

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term in the Corporations Act.

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
- (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.

Explanatory Memorandum

Directors mean directors of the Company.

Eligible Shareholders means existing Shareholders who were registered holders of Shares in the Company as at 5:00pm (Brisbane time) on Wednesday, 14 June 2017 with a registered address in Australia or New Zealand.

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

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

Financial Benefit has the meaning given to that term in section 229 of the Corporations Act.

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 **General Meeting** means the Extraordinary General Meeting of Shareholders to be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane, Queensland on 15 September 2017 at 10.00am (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.

Placement means the placement of Shares announced by the Company on 15 June 2017.

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.

SPP means the share purchase plan announced by the Company on 25 July 2017.

SPP Shares means Shares to be issued by the Company under the SPP.

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

Underwriter means Claymore Capital Pty Ltd ACN 082 722 290.

VWAP means the volume weighted average market price.

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

Address: Level 4, 488 Queen Street, Brisbane QLD 4000

Phone: +61 7 3114 5188

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: 1300 850 505 (within Australia)

+61 3 9415 4000 (outside Australia)

Fax: 1800 783 447 (within Australia)

+61 3 9473 2555 (outside Australia)

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 (Sydney time) on 13 September 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Explanatory Memorandum

Annexure A

Shareholder (direct and indirect)	Current		Following issue of Jones Placement Shares at an issue price of \$0.04 ²		Following issue of Shares to Related Party Conversion Recipients at issue price \$0.04 ³		Following issue of Related Party SPP Shares and Sub-underwritten shares at issue price \$0.04 ⁴	
	Securities held	% held	Securities held	% held	Securities held	% held	Securities held	% held
Current Shareholders ¹	432,503,554	72.58%	432,503,554	72.43%	432,503,554	67.84%	442,628,554	67.45%
Peter Jones	45,194,436	7.58%	46,444,436	7.78%	56,444,436	8.85%	60,194,436	9.17%
Joe Ganim	8,796,957	1.48%	8,796,957	1.47%	10,289,175	1.61%	10,664,175	1.63%
Darryl Somerville	5,392,188	0.90%	5,392,188	0.90%	7,115,176	1.12%	7,490,176	1.14%
Nicasio Alcantara	1,000,000	0.17%	1,000,000	0.17%	9,371,325	1.47%	9,746,325	1.49%
Vernon Willis	103,020,630	17.29%	103,020,630	17.25%	121,770,630	19.10%	125,520,630	19.13%
Total Shares on issue	595,907,765	100.00%	597,157,765	100.00%	637,494,296	100.00%	656,244,296	100.00%

Notes:

1. Excluding Shares held by the Directors described in the table.
2. Assumes that only Shares contemplated in Resolution 4 are issued.
3. Assumes that no Shares are issued other than as contemplated by Resolutions 4 - 9 (being the Jones Placement Shares and the Shares to Related Party Conversion Recipients).
4. Assumes that all Shares contemplated to be issued by Resolutions 4 - 9 are issued and that the only Shares to be issued under the SPP are the Related Party SPP Shares and the Underwritten SPP Shares (including the Related Party Sub-underwritten Shares). Any Shares issued under the SPP over and above the Related Party SPP Shares and the Underwritten SPP Shares will dilute the holdings set out above.
5. All share numbers above relate to only fully paid ordinary shares. In addition there are 1,116,000 shares on issue which are partly paid to \$0.01 each.

Site

Site Group International Limited
ABN 73 003 201 910

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

SIT

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

Proxy Form

XX



Vote and view the Notice of Meeting 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) Wednesday 13 September 2017**

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

IND

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 Extraordinary General Meeting of Site Group International Limited to be held at the offices of **Site Group International Limited, Level 2, 488 Queen Street, Brisbane on Friday, 15 September 2017 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 6, 7 & 8** (except where I/we have indicated a different voting intention below) even though **Items 6, 7 & 8** 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 6, 7, & 8** 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.

		For	Against	Abstain			For	Against	Abstain
1	Ratification of previous issue of Shares (Placement)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Approval of issue of Shares to related party to convert debt - Nicasio Alcantara	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Ratification of previous issue of Shares (Placement fee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval of issue of Shares to related party to convert debt - Wayburn Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Ratification of issue of Shares on conversion of debt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval of issue of Shares pursuant to share purchase plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of issue of Shares to related party to participate in placement - Stuart Andrew Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Approval of issue of Shares to Directors pursuant to share purchase plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of issue of Shares to related party to convert debt - Stuart Andrew Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Approval of issue of Shares to Wayburn Holdings Pty Ltd as sub-underwriter of share purchase plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of issue of Shares to related party to convert debt - Ganbros Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Approval of issue of Shares to Stuart Andrew Pty Ltd as sub-underwriter of share purchase plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval of issue of Shares to related party to convert debt - DCEC Pty Ltd	<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 2 3 4 5 6 A

Computershare