

Notice of Annual General Meeting and Explanatory Memorandum

Site Group International Limited ACN 003 201 910

Date of Meeting: 28 November 2019

Time of Meeting: 11.00am (Brisbane time)

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

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Site Group International Limited ACN 003 201 910 (**Company**) will be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane Queensland, on 28 November 2019 at 11.00am (Brisbane time).

Agenda

Ordinary business

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2019.

1. Resolution 1 - Remuneration report

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

"That the Remuneration Report for the year ended 30 June 2019 (as set out on pages 19 to 26 of the Directors' Report) is adopted."

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

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

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

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

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

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

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

Notice of Annual General Meeting

for the Company or, if the Company is part of a consolidated entity, for the entity.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his or her voting intention on any resolution in which case an ASX announcement will be made.

2. Resolution 2 – Re-election of Nicasio Alcantara as a director

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

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

Special Business

3. Resolution 3 - Ratification of issue of shares

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

*“That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue of a total of 93,750,000 fully paid ordinary shares in the Company (**Placement Shares**) on 12 August and 19 August 2019 to unrelated professional, sophisticated or other investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2001 (Cth) (**Placement**) on the terms and conditions set out in the Explanatory Memorandum.”*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a recipient of the Placement Shares; or
- (b) an Associate of a recipient of the Placement Shares.

However the Company need not disregard a vote if:

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

Voting Intentions of the Chairman

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including Resolution 3, subject to compliance with the Corporations Act. 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.

Notice of Annual General Meeting

4. Resolution 4 – Approval of Proportional Approval Takeover Provisions

To consider and, if thought fit, pass the following Special Resolution, with or without modification:

“That in accordance with section 648G of the Corporations Act and Rule 75 of the Company’s Constitution, the proportional takeover approval provisions in the Company’s Constitution be renewed with immediate effect from this Resolution 4 being passed.”

5. Resolution 5 – Buy back and Cancellation of Shares issued to Vernon Alan Wills

To consider and, if thought fit, pass the following Special Resolution, with or without modification:

“That, for the purpose of section 208(1) and section 257D of the Corporations Act and for all other purposes, the Company is authorised to undertake the buy-back of 2,000,000 Shares in the Company from Vernon Alan Wills, a director of the Company, on the terms set out in the Explanatory Memorandum.”

Notes

A copy of this Notice of Meeting and the accompanying Explanatory Memorandum has been lodged with the ASIC in accordance with sections 218 and 257D of the Corporations Act.

Voting Exclusion Statement – Part 2E of the Corporations Act

For the purposes of Part 2E of the Corporations Act, a vote on Resolution 5 must not be cast by or on behalf of Mr Vernon Alan Wills or any Associate of him.

However, this does not prevent the casting of a vote on Resolution 5 if it is cast by a person as a proxy in writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of a person referred directly above.

Voting Exclusion Statement – Section 257D(1) of the Corporations Act

For the purposes of section 257D(1) of the Corporations Act, a vote in favour of Resolution 5 must not be cast by or on behalf of Mr Vernon Alan Wills or any Associate of him.

Voting Restriction Statement pursuant to section 250BD of the Corporations Act

A vote on Resolution 5 must not be cast by and the Company will disregard any votes cast on this Resolution by:

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

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

Notice of Annual General Meeting

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 5, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his or her voting intention on any resolution in which case an ASX announcement will be made.

6. Resolution 6 – Buy back and Cancellation of Shares issued to Nicasio Alcantara

To consider and, if thought fit, pass the following Special Resolution, with or without modification:

“That, for the purpose of section 208(1) and section 257D of the Corporations Act and for all other purposes, the Company is authorised to undertake the buy-back of 1,000,000 Shares in the Company from Nicasio Alcantara, a director of the Company, on the terms set out in the Explanatory Memorandum.”

Notes

A copy of this Notice of Meeting and the accompanying Explanatory Memorandum has been lodged with the ASIC in accordance with sections 218 and 257D of the Corporations Act.

Voting Exclusion Statement – Part 2E of the Corporations Act

For the purposes of Part 2E of the Corporations Act, a vote on Resolution 6 must not be cast by or on behalf of Mr Nicasio Alcantara or any Associate of him.

However, this does not prevent the casting of a vote on Resolution 6 if it is cast by a person as a proxy in writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of a person referred directly above.

Voting Exclusion Statement – Section 257D(1) of the Corporations Act

For the purposes of section 257D(1) of the Corporations Act, a vote in favour of Resolution 6 must not be cast by or on behalf of Mr Nicasio Alcantara or any Associate of him.

Voting Restriction Statement pursuant to section 250BD of the Corporations Act

A vote on Resolution 6 must not be cast by and the Company will disregard any votes cast on this Resolution by:

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

who is appointed as a Shareholder's proxy, 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 on this Resolution 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

Notice of Annual General Meeting

member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, of the entity.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 6, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his or her voting intention on any resolution in which case an ASX announcement will be made.

7. Resolution 7 – Buy back and Cancellation of Shares issued to Darryl Somerville

To consider and, if thought fit, pass the following Special Resolution, with or without modification:

“That, for the purpose of section 257D of the Corporations Act and for all other purposes, the Company is authorised to undertake the buy-back of 1,000,000 Shares in the Company from Darryl Somerville on the terms set out in the Explanatory Memorandum.”

A copy of this Notice of Meeting and the accompanying Explanatory Memorandum has been lodged with the ASIC in accordance with section 257D of the Corporations Act.

Voting Exclusion Statement – Section 257D(1) of the Corporations Act

For the purposes of section 257D(1) of the Corporations Act, a vote in favour of Resolution 7 must not be cast by or on behalf of Mr Darryl Somerville or any Associate of him.

8. Resolution 8 – Buy back and Cancellation of Shares issued to Shaun Scott

To consider and, if thought fit, pass the following Special Resolution, with or without modification:

“That, for the purpose of section 257D of the Corporations Act and for all other purposes, the Company is authorised to undertake the buy-back of 1,000,000 Shares in the Company from Shaun Scott on the terms set out in the Explanatory Memorandum.”

A copy of this Notice of Meeting and the accompanying Explanatory Memorandum has been lodged with the ASIC in accordance with section 257D of the Corporations Act.

Voting Exclusion Statement – Section 257D(1) of the Corporations Act

For the purposes of section 257D(1) of the Corporations Act, a vote in favour of Resolution 8 must not be cast by or on behalf of Mr Shaun Scott or any Associate of him.

9. Resolution 9 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

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

“That, pursuant to and in accordance with ASX Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in

Notice of Annual General Meeting

Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum (7.1A Placement Securities)."

Voting exclusion statement

The Company will disregard any votes cast in favour of the Special Resolution by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an Associate of that person.

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 a direction on the proxy form to vote as the proxy decides.

Important Note:

The proposed allottees of any 7.1A Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the 7.1A Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

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
24 October 2019

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to Shareholders of Site Group International Limited ACN 003 201 910 (**Company**) to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane, Queensland on 28 November 2019 commencing at 11.00 am (Brisbane time).

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

Terms used in this Explanatory Memorandum are defined in Section 12.

2. Consider the Company's annual report

The Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2019 were released to the ASX Limited on 30 August 2019. The Company's Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

3. Resolution 1 – Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution in accordance with section 250R of the Corporations Act.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report, amongst other things:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the consolidated entity;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Key Management Personnel of the consolidated entity including details of performance related remuneration and options granted as part of remuneration; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

The Remuneration Report is set out on pages 19 to 26 of the Directors' Report section of the Annual Report.

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

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

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

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

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

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

Explanatory Memorandum

controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

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

Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of the Resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his or her voting intention on any Resolution in which case an ASX announcement will be made.

4. Resolution 2 - Re-election of Nicasio Alcantara as a director

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

Mr Nicasio Alcantara - Non-Executive Director

Mr Alcantara was initially appointed as a director of the company on 12 October 2010. Mr Alcantara is an experienced director with over 40 years' experience in both public and private companies and his diverse industry experience includes manufacturing, banking & finance, property, information technology, agriculture and power & energy.

Mr Alcantara is currently a director of Alsons Corporation, Alsons Development & Investment Corporation, C. Alcantara & Sons Inc., Lima Land Inc., Sarangani Agricultural Co. Inc, Seafront Resources Corporation (appointed 1995), the Philodrill Corporation (appointed 1991), Indophil Resources NL (appointed 29/12/2011) and BDO Private Bank Inc.

Mr Alcantara has also previously been Chairman and President of Alsons Consolidated Resources Inc., Iligan Cement Corporation, Alsons Cement Corporation, Northern Mindanao Power Corporation and Refractories Corporation of the Philippines. He was also previously Chairman and Chief Executive Officer of Petron Corporation and a director of Bank One Savings and Bancasia Capital Corporation.

Mr Alcantara and his Associates currently have an interest in 9,371,325 Shares representing 1.2% of the issued capital of the Company.

The Directors (with Mr Alcantara abstaining) recommend that you vote in favour of Resolution 2.

5. Resolution 3 - Ratification of previous issue of Placement Shares

Introduction

As announced on 5 and 19 August 2019, the Company successfully placed to unrelated professional, sophisticated and other investors Shares at an issue price of \$0.04 each to raise a total of \$3,750,000, (**Placement Shares**). These Placement Shares were issued on 12 August 2019 (in respect of 75,000,000 Shares) and 19 August 2019 (in respect of 18,750,000 Shares). Funds raised from the Placement Shares are to be used to support ongoing working capital requirements of the Company, including legal and operational requirements, as well as further development of the plan for the optimisation of the Company's international assets. This issue was undertaken within the Company's capacity under Listing Rule 7.1.

Explanatory Memorandum

Listing Rule 7.4

In accordance with Listing Rule 7.4, Shareholder approval is sought to ratify the issue and allotment of the Placement Shares, being issues of securities made by the Company for which shareholder approval has not already been obtained.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders.

Equity securities issued with shareholder approval under Listing Rule 7.4 do not count towards the 15% limit under Listing Rule 7.1.

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

If Resolution 3 is approved it will have the effect of refreshing the Company's ability, to the extent of the Placement Shares, to issue further capital during the next 12 months pursuant to Listing Rule 7.1 without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act). If Resolution 3 is not passed, the Placement Shares will be counted toward the 15% limit pursuant to Listing Rule 7.1 for a period of 12 months from the respective dates of issue.

Information for Listing Rule 7.5

For the purposes of Listing Rule 7.5, the Company provides the following information:

Listing Rule		Information
7.5.1	The number of Securities issued	93,750,000 Placement Shares, comprising 75,000,000 Placement Shares issued on 12 August 2019 and 18,750,000 Placement Shares issued on 19 August 2019
7.5.2	The price at which the Securities were issued	\$0.04 per Placement Share
7.5.3	The terms of the Securities	The Placement Shares rank parri passu with all other fully paid ordinary shares then on issue in the Company
7.5.4	The names of the persons to whom the Securities were issued or the basis on which those persons were determined	The Placement Shares were issued to unrelated professional, sophisticated and other investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act determined by the Board
7.5.5	The use or intended use of the funds raised	Funds raised from the issue of the Placement Shares are intended to be used to support ongoing working capital requirements of the Company, including legal and operational requirements, as well as further development of the plan for the optimisation of the Company's international assets
7.5.6	A voting exclusion statement.	A voting exclusion statement is included in the Notice of Meeting for Resolution 3.

Director's recommendation

The Directors unanimously recommend that you vote in favour of Resolution 3.

Explanatory Memorandum

6. Resolution 4 - Proportional Takeover Approval Provisions

6.1 Introduction

Rule 75 of the Company's Constitution contains provisions dealing with proportional takeover bids for the Company's Shares that are made in accordance with the Corporations Act. The current Constitution was adopted on 28 November 2010.

Under section 648G of the Corporations Act, the provisions must be renewed every 3 years or they will cease to have effect. The provisions were last approved at the Annual General Meeting of the Company held on 22 November 2016. The Company is now seeking to renew the proportional takeover approval provisions in its Constitution.

If Resolution 4 is approved, the current provisions will have effect for 3 years from the date the Resolution is passed.

In accordance with the Corporations Act, the Company provides the following information to shareholders when considering the inclusion of the proportional takeover approval provisions in the Company's Constitution.

6.2 What is a proportional takeover bid, and why do we need the proportional takeover approval provisions?

A proportional takeover bid includes the bidder offering to buy a proportion only of each Shareholder's Shares in the Company. This means that control of the Company may pass without members having the chance to sell all their Shares to the bidder. It also means the bidder may take control of the Company without paying an adequate amount for gaining control.

In order to deal with this possibility, the Company may provide in its constitution that:

- (a) in the event of a proportional takeover bid being made for shares in the Company, members are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and
- (b) the majority decision of the Company's members will be binding on all individual members.

The Directors consider that members should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without members being given the opportunity to dispose of all of their shares for a satisfactory control premium. The Directors also believe that the right to vote on a proportional takeover bid may avoid members feeling pressure to accept the bid even if they do not want it to succeed.

6.3 What is the effect of the proportional takeover approval provisions?

If a proportional takeover bid is made, the Directors must ensure that members vote on a resolution to approve the bid not less than 15 days before the bid period closes.

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote. However, the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

The bid will be taken to have been approved if the resolution is not voted on within the deadline specified under the Corporations Act.

The proportional takeover approval provisions do not apply to full takeover bids, and only apply for 3 years after the date they are adopted as part of the Company's Constitution. As noted above, the provisions may

Explanatory Memorandum

be renewed or reinserted upon the expiry of the initial 3 year period, but only by a special resolution passed by Shareholders.

6.4 Potential advantages and disadvantages

The renewal of the proportional takeover provisions approval will allow the Directors to ascertain members' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether the bid should be accepted.

The proportional takeover approval provisions in rule 75 of the Constitution will ensure that all members have an opportunity to study a proportional bid proposal and vote on the bid at a general meeting. This is likely to ensure a potential bidder structures its offer in a way which is attractive to a majority of members, including by using appropriate pricing. Similarly, knowing the view of the majority of members may help individual members assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer.

However, it is also possible that the inclusion of such provisions in the Constitution may discourage proportional takeover bids and may reduce any speculative element in the market price of the Company's shares arising from the possibility of a takeover offer being made. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction of the ability of members to freely deal with their Shares.

The Board considers that the potential advantages for members of the proportional takeover approval provisions outweigh the potential disadvantages.

6.5 Existing proposals

As at the date on which this statement was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

6.6 Recommendation of Directors

Directors consider that it is in the interest of security holders to have the right to vote on a proportional takeover bid and therefore recommend that Shareholders vote in favour of renewing the takeover approval provisions.

7. Resolution 5 - Buy back and cancellation of Shares issued to Vernon Alan Wills

7.1 Background

On 15 June 2012, the issue of Shares to Vern Wills, a Director of the Company, on the same terms as those Shares issued to eligible employees of the Company under the Company's Employee Share Plan (**Wills Buy-Back Shares**) was approved by the Shareholders. The Wills Buy-Back Shares were issued in July 2012.

The issue of the Wills Buy-Back Shares was funded by way of loan from the Company (**Wills Loan**) on the same terms as the loans provided by the Company under the Employee Share Plan, save for in circumstances where a restriction condition in respect of the Wills Buy-Back Shares was not met, the Company was only entitled to buy back and cancel the Shares and they could not be sold on market.

The terms of the Employee Share Plan allow the Company to buy back Shares where a restriction condition in relation to Shares issued under the Employee Share Plan is not satisfied or become incapable of satisfaction in the opinion of the Board. The Company has formed the view that a restriction condition in relation to the Wills Buy-Back Shares has become incapable of being met as the shares were issued with a loan repayment end date of 20 April 2016. As the Board has not waived the restriction condition, in accordance with the terms of issue the Company must buy back and cancel the Wills Buy-Back Shares.

Under the terms of issue of the Wills Buy-Back Shares, the Company is entitled to buy back the Wills Buy-Back Shares from Vern Wills in consideration for a payment equal to the cash consideration paid by Vern Wills for the Wills Buy-Back Shares, provided that the Wills Loan provided by the Company for the acquisition of the Wills Buy-Back Shares does not form part of the cash consideration. Further, the cash consideration

Explanatory Memorandum

should include any repayments made in respect of the Wills Loan. No such repayments have been made. Accordingly, the Wills Buy-Back Shares will be cancelled for no cash payment by the Company.

The terms of the Employee Share Plan provide that in the event that Shares issued under the Employee Share Plan are bought back and cancelled, any loan will be deemed to be forgiven. Accordingly, the Wills Loan will be forgiven as part of the Buy-Back.

Resolution 5 seeks Shareholder approval to undertake the buy-back of the Wills Buy-Back Shares (**Wills Buy-Back**) as well as any financial benefit that may be given by the Company to Vern Wills as a result of the Wills Buy-Back or the forgiveness of the Wills Loan. Pursuant to section 257D of the Corporations Act, the Wills Buy-Back must be approved by a Special Resolution of the Company with no votes being cast in favour of Resolution 5 by Vern Wills or his Associates.

7.2 Legislative Framework in respect of the Buy-Back

The Corporations Act provides that a company may buy back its own shares if the buy-back does not materially prejudice the company's ability to pay its creditors and the company follows the procedures laid down in Division 2 of Part 2J.1 of the Corporations Act.

In order for the Company to proceed with the Wills Buy-Back, it must comply with section 257D of the Corporations Act, which requires that the terms of the buy-back agreement must be conditional on the approval of Shareholders by either:

- (a) a special resolution of Shareholders to be passed at a general meeting, with no votes cast in favour of the Buy-Back by the selling Shareholder or any associates of the selling Shareholder; or
- (b) a resolution to be agreed to by all ordinary Shareholders at a general meeting of the Company.

Section 257D of the Corporations Act provides that the Company must include with the notice of meeting sent to Shareholders, a statement setting out all information known to the company that is material to the decision how to vote on the resolution. However, the Company does not have to disclose that information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to its Shareholders. The Company notes that details of the Wills Loan and the issue of the Wills Buy-Back Shares were set out in the notice convening the General Meeting of the Company held on 15 June 2012.

Additionally, before the notice of meeting is sent to Shareholders, the Company must lodge with the ASIC a copy of:

- (c) the notice of meeting; and
- (d) any document relating to the buy-back that will accompany the notice of meeting sent to Shareholders.

Pursuant to section 257H of the Corporations Act, if the Wills Buy-Back is approved by Shareholders, then immediately upon completion of the Wills Buy-Back, the Company must cancel the Wills Buy-Back Shares and notify ASIC of the number of Shares so cancelled.

7.3 Reason for the proposed Buy-Back

The Wills Buy-Back Shares were subject to voluntary escrow consistent with issues under the Employee Share Plan until the Wills Loan was repaid to the Company. As the loan repayment date of 20 April 2016 has now passed and the restriction condition has become incapable of being met, in accordance with the terms of the issue, the company must buy back and cancel the Wills Buy-Back Shares.

7.4 Number of Buy-Back Shares

Immediately before the dispatch of this Notice, the total number of fully paid shares in the Company on issue was 784,091,154 Shares.

Explanatory Memorandum

The Wills Buy-Back Shares, being 2,000,000 Shares, represent approximately 0.3% of the current issued share capital of the Company.

7.5 Impact on Share Capital

In the event that the Wills Buy-Back is approved by Shareholders, the Wills Buy-Back Shares will be transferred to the Company and cancelled in accordance with section 257H of the Corporations Act. Upon completion of the Wills Buy-Back and cancellation of the Wills Buy-Back Shares, the total issued capital of the Company will be reduced by 2,000,000 Shares resulting in the total issued capital of the Company being reduced to 782,091,154 Shares only, without having regard to the other Resolutions contained in this Notice of Meeting. Upon completion of the buy-back and cancellation of the Wills Buy-Back Shares, together with the Alcantara Buy-Back Shares, Somerville Buy-Back Shares and Scott Buy-Back Shares (which are the subject of Resolutions 6, 7 and 8 respectively) there will be 779,091,154 Shares on issue.

7.6 Effect of the Wills Buy-Back on the Control of the Company

Details of the Company's current top 20 Shareholders and their respective shareholding interest before and after the completion of the proposed Wills Buy-Back and the other Resolutions contained in this Notice of Meeting is set out in Annexure A to this Notice.

7.7 Directors' Participation

Vern Wills is a Director of the Company. Approval pursuant to Chapter 2E of the Corporations Act is also being sought under this Resolution.

7.8 Effective Date of the Wills Buy-Back

Completion of the Wills Buy-Back will occur immediately following the satisfaction of all requirements under the Corporations Act to buy-back the Wills Buy-Back Shares, in particular approval of the Wills Buy-Back by the requisite majority of shareholders of the Company in accordance with section 257D(1) of the Act, but excluding the requirements of sections 257H and 254Y.

7.9 Share Price Information

Taxation considerations

Based on advice received, the Directors of the Company note that the Wills Buy-Back has no taxation consequences which will impact on the Company, other than as noted below.

A company may carry forward and utilise losses against future year profits if it passes the "Continuity of Ownership Test" or, alternatively, if it passes the "Same Business Test". The Continuity of Ownership Test requires that a company maintain more than 50% continuity in its ultimate shareholders between the beginning of the loss year and the end of the year in which the loss is recouped. The Same Business Test requires, among other things, that a company must carry on the same business during the loss recoupment year that it carried on immediately before the failure of the Continuity of Ownership Test. As the Wills Buy-Back involves the buy-back of only 2,000,000 Shares (representing 0.3% of the Company's issued share capital), it is unlikely the Company will not be able to pass the Continuity of Ownership Test solely because of the Wills Buy-Back. However, if the Continuity of Ownership Test is not met, the Same Business Test will need to be relied upon in order to carry forward and recoup losses against future years' taxable income. In that event, compliance with the Same Business Test would need to be reviewed. As at 30 June 2019 the Company had carried forward tax losses totaling \$31,072,724.

Source of Funding of Buy-Back

There is no cash consideration payable by the Company for the Wills Buy-Back.

Financial Statements and Financial Effect

The audited financial statements of the Company for the year ending 30 June 2019 were lodged with ASX on 30 August 2019. A copy of the Annual Report of the Company was dispatched to shareholders on 30 August 2019.

Explanatory Memorandum

As there is no cash consideration payable by the Company for the Wills Buy-Back there is expected to be no financial effect on the Company.

Impact on Creditors

The Directors of the Company consider that the Wills Buy-Back will not materially prejudice the Company's ability to pay its creditors.

Fairness and Reasonableness of the Wills Buy-Back

The Board has given due consideration to the fairness and reasonableness of the Wills Buy-Back.

The issue of the Wills Buy-Back Shares was conditional upon certain restriction conditions being met. The Board has formed the view that the restriction conditions are not capable of being satisfied and accordingly, the entitlement to the Wills Buy-Back Shares has ceased. No cash consideration is payable by the Company for the Wills Buy-Back and while the Wills Loan to acquire the Wills Buy-Back Shares will be forgiven, the Wills Buy-Back is considered favourable to the Company.

The Advantages of the Wills Buy-Back

The Directors consider that the primary benefit to Shareholders of the proposed Wills Buy-Back is that it reduces the Share capital of the Company by cancelling Shares that were issued to Vern Wills.

The Disadvantages of the Buy-Back

The principal disadvantages to the Shareholders in completing the Wills Buy-Back pursuant to Resolution 5 include that, subsequent to completion of the Buy-Back, large Shareholders will potentially have an increased stake in voting Shares in the Company and therefore increased influence in the Company. Additionally, the Company will not receive repayment of the Wills Loan.

7.10 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 that public company unless the benefit falls within one of the various exceptions to the general prohibition. One of the exceptions includes where the company first obtains the approval of its shareholders in general meeting in circumstances where the requirements of Chapter 2E of the Corporations Act in relation to the convening of that meeting have been met.

A "related party" for the purposes of the Corporations Act is defined widely and includes a director of a public company.

A "financial benefit" for the purposes of the Corporations Act has a very wide meaning. It includes the 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.

The proposed resolutions, if passed, may confer a financial benefit to Mr Vern Wills and the Company seeks to obtain Shareholder approval in accordance with the requirements of Chapter 2E of the Corporations Act and for this reason and for all other purposes the following information is provided to Shareholders.

(a) *The related party to whom Resolution 5 would permit the financial benefit to be given*

Mr Vern Wills, being a Director of the Company is the related party to whom Resolution 5 would permit the financial benefit to be given.

(b) *The nature of the financial benefit*

The nature of the proposed financial benefit to be given is the forgiveness of the Wills Loan that was made by the Company to Vern Wills when the Wills Buy-Back Shares were issued. For completeness, the Company notes that shareholder approval under Chapter 2E for the Wills Loan and its terms was obtained prior to the issue of the Wills Buy-Back Shares by the Company.

Explanatory Memorandum

(c) *Recipients' interests and other remuneration*

Mr Vern Wills has a material personal interest in the outcome of Resolution 5, as it is proposed that the Wills Loan from the Company to Mr Wills will be forgiven. The interests of Vern Wills in the Company are set out below in section (d). In addition, Mr Wills currently receives director's remuneration of \$444,189 (including superannuation) per annum from the Company for his services as Chief Executive Officer and Director of the Company.

(d) *Directors' Interests in Shares*

Mr Wills' current interests in the Company are set out below, together with his interests following the completion of the Buy-Back of the Wills Buy-Back Shares, as well as the Somerville Buy-Back Shares, the Alcantara Buy-Back Shares and the Scott Buy-Back Shares.

Shareholder	Current Share Holding (including the Wills Buy-Back Shares)	% of Total Share Capital	Shares held Upon Completion of Wills-Buy Back	% of Total Share Capital	Shares held Upon Completion of Wills-Buy Back, Somerville Buy-Back, Alcantara Buy-Back and Scott Buy-Back	% of Total Share Capital
Mr Wills (direct and indirect holdings)	124,395,630	15.86%	122,395,630	15.65%	122,395,630	15.71%

(e) *Valuation*

The Wills Loan that the Company advanced to Mr Wills to acquire the Wills Buy-Back Shares was in the amount of \$400,000, being for the acquisition of 2,000,000 Shares at \$0.20 each. The financial benefit to be given to Mr Wills is the cancellation of the Wills Loan. The 2,000,000 Shares acquired with the Wills Loan are the subject of the Wills Buy-Back and will be cancelled.

(f) *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*

There is no other information known to the Company or any of its Directors that is reasonably required by Shareholders to make a decision with respect to the Resolution save and except as follows:

Opportunity Costs

The principal disadvantages to the Shareholders in completing the Wills Buy-Back pursuant to Resolution 5 include that, subsequent to completion of the Wills Buy-Back, large Shareholders will potentially have an increased stake in voting Shares in the Company and therefore increased influence in the Company. Additionally, the Company will not receive repayment of the Wills Loan advanced to Vern Wills to acquire the Wills Buy-Back Shares.

Taxation Consequences

The taxation considerations of the Wills Buy-Back are set out above in section 7.9.

Explanatory Memorandum

7.11 Voting Restriction

There are restrictions on voting on Resolution 5 by Mr Wills and his associates and Key Management Personnel and their Closely Related Parties. For additional details please refer to the Voting Exclusion Statements in Resolution 5 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the chairperson will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, including this Resolution 5, subject to compliance with the Corporations Act.

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 benefits contemplated by Resolution 5.

7.12 Recommendation of Directors

The Directors (Mr Wills abstaining) unanimously recommend that Shareholders vote in favour of Resolution 5 for the reasons set out in this Explanatory Memorandum.

8. Resolution 6 - Buy back and cancellation of Shares issued to Nicasio Alcantara

8.1 Background

On 15 June 2012, the issue of Shares to Nicasio Alcantara, a Director of the Company, on the same terms as those Shares issued to eligible employees of the Company under the Company's Employee Share Plan (**Alcantara Buy-Back Shares**) was approved by the Shareholders. The Alcantara Buy-Back Shares were issued in July 2012.

The issue of the Alcantara Buy-Back Shares was funded by way of loan from the Company (**Alcantara Loan**) on the same terms as the loans provided by the Company under the Employee Share Plan, save for in circumstances where a restriction condition in respect of the Alcantara Buy-Back Shares was not met, the Company was only entitled to buy back and cancel the Shares and they could not be sold on market.

The terms of the Employee Share Plan allow the Company to buy back Shares where a restriction condition in relation to Shares issued under the Employee Share Plan is not satisfied or become incapable of satisfaction in the opinion of the Board. The Company has formed the view that a restriction condition in relation to the Alcantara Buy-Back Shares has become incapable of being met as the shares were issued with a loan repayment end date of 20 April 2016. As the Board has not waived the restriction condition, in accordance with the terms of issue the Company must buy back and cancel the Alcantara Buy-Back Shares.

Under the terms of issue of the Alcantara Buy-Back Shares, the Company is entitled to buy back the Alcantara Buy-Back Shares from Nicasio Alcantara in consideration for a payment equal to the cash consideration paid by Nicasio Alcantara for the Alcantara Buy-Back Shares, provided that the Alcantara Loan provided by the Company for the acquisition of the Alcantara Buy-Back Shares does not form part of the cash consideration. Further, the cash consideration should include any repayments made in respect of the Alcantara Loan. No such repayments have been made. Accordingly, the Alcantara Buy-Back Shares will be cancelled for no cash payment by the Company.

The terms of the Employee Share Plan provide that in the event that Shares issued under the Employee Share Plan are bought back and cancelled, any loan will be deemed to be forgiven. Accordingly, the Alcantara Loan will be forgiven as part of the Buy-Back.

Resolution 6 seeks Shareholder approval to undertake the buy-back of the Alcantara Buy-Back Shares (**Alcantara Buy-Back**) as well as any financial benefit that may be given by the Company to Nicasio Alcantara as a result of the Alcantara Buy-Back or the forgiveness of the Alcantara Loan. Pursuant to section 257D of the Corporations Act, the Alcantara Buy-Back must be approved by a Special Resolution of the Company with no votes being cast in favour of Resolution 6 by Nicasio Alcantara or his Associates.

Explanatory Memorandum

8.2 Legislative Framework in respect of the Buy-Back

The Corporations Act provides that a company may buy back its own shares if the buy-back does not materially prejudice the company's ability to pay its creditors and the company follows the procedures laid down in Division 2 of Part 2J.1 of the Corporations Act.

In order for the Company to proceed with the Alcantara Buy-Back, it must comply with section 257D of the Corporations Act, which requires that the terms of the buy-back agreement must be conditional on the approval of Shareholders by either:

- (a) a special resolution of Shareholders to be passed at a general meeting, with no votes cast in favour of the Alcantara Buy-Back by the selling Shareholder or any associates of the selling Shareholder; or
- (b) a resolution to be agreed to by all ordinary Shareholders at a general meeting of the Company.

Section 257D of the Corporations Act provides that the Company must include with the notice of meeting sent to Shareholders, a statement setting out all information known to the company that is material to the decision how to vote on the resolution. However, the Company does not have to disclose that information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to its Shareholders. The Company notes that details of the Alcantara Loan and the issue of the Alcantara Buy-Back Shares were set out in the notice convening the General Meeting of the Company held on 15 June 2012.

Additionally, before the notice of meeting is sent to Shareholders, the Company must lodge with the ASIC a copy of:

- (a) the notice of meeting; and
- (b) any document relating to the buy-back that will accompany the notice of meeting sent to Shareholders.

Pursuant to section 257H of the Corporations Act, if the Alcantara Buy-Back is approved by Shareholders, then immediately upon completion of the Alcantara Buy-Back, the Company must cancel the Alcantara Buy-Back Shares and notify ASIC of the number of Shares so cancelled.

8.3 Reason for the proposed Buy-Back

The Alcantara Buy-Back Shares were subject to voluntary escrow consistent with issues under the Employee Share Plan until the Alcantara Loan was repaid to the Company. As the loan repayment date of 20 April 2016 has now passed and the restriction condition has become incapable of being met, in accordance with the terms of the issue, the company must buy back and cancel the Alcantara Buy-Back Shares.

8.4 Number of Buy-Back Shares

Immediately before the dispatch of this Notice, the total number of fully paid shares in the Company on issue was 784,091,154 Shares.

The Alcantara Buy-Back Shares, being 1,000,000 Shares, represent approximately 0.13% of the current issued share capital of the Company.

8.5 Impact on Share Capital

In the event that the Alcantara Buy-Back is approved by Shareholders, the Alcantara Buy-Back Shares will be transferred to the Company and cancelled in accordance with section 257H of the Corporations Act. Upon completion of the Alcantara Buy-Back and cancellation of the Alcantara Buy-Back Shares, the total issued capital of the Company will be reduced by 1,000,000 Shares resulting in the total issued capital of the Company being reduced to 783,091,154 Shares only, without having regard to the other Resolutions contained in this Notice of Meeting. Upon completion of the buy-back and cancellation of the Alcantara Buy-Back Shares, together with the Somerville Buy-Back Shares, Wills Buy-Back Shares and Scott Buy-Back Shares (which are the subject of Resolutions 5, 7 and 8 respectively) there will be 779,091,154 Shares on issue.

Explanatory Memorandum

8.6 Effect of the Alcantara Buy-Back on the Control of the Company

Details of the Company's current top 20 Shareholders and their respective shareholding interest before and after the completion of the proposed Alcantara Buy-Back and the other Resolutions contained in this Notice of Meeting is set out in Annexure A to this Notice.

8.7 Directors' Participation

Nicasio Alcantara is a Director of the Company. Approval pursuant to Chapter 2E of the Corporations Act is also being sought under this Resolution.

8.8 Effective Date of the Alcantara Buy-Back

Completion of the Alcantara Buy-Back will occur immediately following the satisfaction of all requirements under the Corporations Act to buy-back the Alcantara Buy-Back Shares, in particular approval of the Alcantara Buy-Back by the requisite majority of shareholders of the Company in accordance with section 257D(1) of the Act, but excluding the requirements of sections 257H and 254Y.

8.9 Share Price Information

Taxation considerations

Based on advice received, the Directors of the Company note that the Alcantara Buy-Back has no taxation consequences which will impact on the Company, other than as noted below.

A company may carry forward and utilise losses against future year profits if it passes the "Continuity of Ownership Test" or, alternatively, if it passes the "Same Business Test". The Continuity of Ownership Test requires that a company maintain more than 50% continuity in its ultimate shareholders between the beginning of the loss year and the end of the year in which the loss is recouped. The Same Business Test requires, among other things, that a company must carry on the same business during the loss recoupment year that it carried on immediately before the failure of the Continuity of Ownership Test. As the Alcantara Buy-Back involves the buy-back of only 1,000,000 Shares (representing 0.13% of the Company's issued share capital), it is unlikely the Company will not be able to pass the Continuity of Ownership Test solely because of the Alcantara Buy-Back. However, if the Continuity of Ownership Test is not met, the Same Business Test will need to be relied upon in order to carry forward and recoup losses against future years' taxable income. In that event, compliance with the Same Business Test would need to be reviewed. As at 30 June 2019 the Company had carried forward tax losses totaling \$31,072,724.

Source of Funding of Buy-Back

There is no cash consideration payable by the Company for the Alcantara Buy-Back.

Financial Statements and Financial Effect

The audited financial statements of the Company for the year ending 30 June 2019 were lodged with ASX on 30 August 2019. A copy of the Annual Report of the Company was dispatched to shareholders on 30 August 2019.

As there is no cash consideration payable by the Company for the Alcantara Buy-Back there is expected to be no financial effect on the Company.

Impact on Creditors

The Directors of the Company consider that the Alcantara Buy-Back will not materially prejudice the Company's ability to pay its creditors.

Fairness and Reasonableness of the Alcantara Buy-Back

The Board has given due consideration to the fairness and reasonableness of the Alcantara Buy-Back.

Explanatory Memorandum

The issue of the Alcantara Buy-Back Shares was conditional upon certain restriction conditions being met. The Board has formed the view that the restriction conditions are not capable of being satisfied and accordingly, the entitlement to the Alcantara Buy-Back Shares has ceased. No cash consideration is payable by the Company for the Alcantara Buy-Back and while the Alcantara Loan to acquire the Alcantara Buy-Back Shares will be forgiven, the Alcantara Buy-Back is considered favourable to the Company.

The Advantages of the Alcantara Buy-Back

The Directors consider that the primary benefit to Shareholders of the proposed Alcantara Buy-Back is that it reduces the Share capital of the Company by cancelling Shares that were issued to Nicasio Alcantara.

The Disadvantages of the Buy-Back

The principal disadvantages to the Shareholders in completing the Alcantara Buy-Back pursuant to Resolution 6 include that, subsequent to completion of the Alcantara Buy-Back, large Shareholders will potentially have an increased stake in voting Shares in the Company and therefore increased influence in the Company. Additionally, the Company will not receive repayment of the Alcantara Loan.

8.10 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 that public company unless the benefit falls within one of the various exceptions to the general prohibition. One of the exceptions includes where the company first obtains the approval of its shareholders in general meeting in circumstances where the requirements of Chapter 2E of the Corporations Act in relation to the convening of that meeting have been met.

A “related party” for the purposes of the Corporations Act is defined widely and includes a director of a public company.

A “financial benefit” for the purposes of the Corporations Act has a very wide meaning. It includes the 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.

The proposed Resolutions, if passed, may confer a financial benefit to Mr Nicasio Alcantara and the Company seeks to obtain Shareholder approval in accordance with the requirements of Chapter 2E of the Corporations Act and for this reason and for all other purposes the following information is provided to Shareholders.

(a) *The related party to whom Resolution 6 would permit the financial benefit to be given*

Mr Nicasio Alcantara, being a Director of the Company is the related party to whom Resolution 6 would permit the financial benefit to be given.

(b) *The nature of the financial benefit*

The nature of the proposed financial benefit to be given is the forgiveness of the Wills Loan that was made by the Company to Nicasio Alcantara when the Alcantara Buy-Back Shares were issued. For completeness, the Company notes that shareholder approval under Chapter 2E for the Alcantara Loan and its terms was obtained prior to the issue of the Alcantara Buy-Back Shares by the Company.

(c) *Recipients’ interests and other remuneration*

Mr Nicasio Alcantara has a material personal interest in the outcome of Resolution 6, as it is proposed that the Alcantara Loan from the Company to Mr Alcantara will be forgiven. The interests of Nicasio Alcantara in the Company are set out below in section (d). In addition, Mr Alcantara currently receives director's remuneration of \$83,501 (including superannuation) per annum from the Company for his services as a non-executive director of the Company.

Explanatory Memorandum

(d) *Directors' Interests in Shares*

Mr Alcantara's current interests in the Company are set out below, together with his interests following the completion of the Buy-Back of the Alcantara Buy-Back Shares, as well as the Somerville Buy-Back Shares, the Wills Buy-Back Shares and the Scott Buy-Back Shares.

Shareholder	Current Share Holding (including the Alcantara Buy-Back Shares)	% of Total Share Capital	Shares held Upon Completion of Alcantara Buy-Back	% of Total Share Capital	Shares held Upon Completion of Alcantara Buy-Back, Somerville Buy-Back, Wills Buy-Back and Scott Buy-Back	% of Total Share Capital
Mr Alcantara (direct and indirect holdings)	9,371,325	1.20%	8,371,325	1.07%	8,371,325	1.07%

(e) *Valuation*

The Alcantara Loan that the Company advanced to Mr Alcantara to acquire the Alcantara Buy-Back Shares was in the amount of \$200,000, being for the acquisition of 1,000,000 Shares at \$0.20 each. The financial benefit to be given to Mr Alcantara is the cancellation of the Alcantara Loan. The 1,000,000 Shares acquired with the Alcantara Loan are the subject of the Alcantara Buy-Back and will be cancelled.

(f) *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*

There is no other information known to the Company or any of its Directors that is reasonably required by Shareholders to make a decision with respect to the Resolution save and except as follows:

Opportunity Costs

The principal disadvantages to the Shareholders in completing the Alcantara Buy-Back pursuant to Resolution 6 include that, subsequent to completion of the Alcantara Buy-Back, large Shareholders will potentially have an increased stake in voting Shares in the Company and therefore increased influence in the Company. Additionally, the Company will not receive repayment of the Alcantara Loan advanced to Nicasio Alcantara to acquire the Alcantara Buy-Back Shares.

Taxation Consequences

The taxation considerations of the Alcantara Buy-Back are set out above in section 8.9.

8.11 **Voting Restriction**

There are restrictions on voting on Resolution 6 by Mr Alcantara and his Associates and Key Management Personnel and their Closely Related Parties. For additional details please refer to the Voting Exclusion Statements in Resolution 6 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the chairperson will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including this Resolution 6, subject to compliance with the Corporations Act.

Explanatory Memorandum

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 benefits contemplated by Resolution 6.

8.12 Recommendation of Directors

The Directors (Mr Alcantara abstaining) unanimously recommend that Shareholders vote in favour of Resolution 6 for the reasons set out in this Explanatory Memorandum.

9. Resolution 7 - Buy back and cancellation of Shares issued to Darryl Somerville

9.1 Background

On 15 June 2012, the issue of Shares to Darryl Somerville, a director of the Company, on the same terms as those Shares issued to eligible employees of the Company under the Company's Employee Share Plan (**Somerville Buy-Back Shares**) was approved by the Shareholders. The Somerville Buy-Back Shares were issued in July 2012.

The issue of the Somerville Buy-Back Shares was funded by way of loan from the Company (**Somerville Loan**) on the same terms as the loans provided by the Company under the Employee Share Plan, save for in circumstances where a restriction condition in respect of the Somerville Buy-Back Shares was not met, the Company was only entitled to buy back and cancel the Shares and they could not be sold on market.

The terms of the Employee Share Plan allow the Company to buy back Shares where a restriction condition in relation to Shares issued under the Employee Share Plan is not satisfied or become incapable of satisfaction in the opinion of the Board. The Company has formed the view that a restriction condition in relation to the Somerville Buy-Back Shares has become incapable of being met as the shares were issued with a loan repayment end date of 20 April 2016. As the Board has not waived the restriction condition, in accordance with the terms of issue the Company must buy back and cancel the Somerville Buy-Back Shares.

Under the terms of issue of the Somerville Buy-Back Shares, the Company is entitled to buy back the Somerville Buy-Back Shares from Darryl Somerville in consideration for a payment equal to the cash consideration paid by Darryl Somerville for the Somerville Buy-Back Shares, provided that the Somerville Loan provided by the Company for the acquisition of the Somerville Buy-Back Shares does not form part of the cash consideration. Further, the cash consideration should include any repayments made in respect of the Somerville Loan. No such repayments have been made. Accordingly, the Somerville Buy-Back Shares will be cancelled for no cash payment by the Company.

The terms of the Employee Share Plan provide that in the event that Shares issued under the Employee Share Plan are bought back and cancelled, any loan will be deemed to be forgiven. Accordingly, the Somerville Loan will be forgiven as part of the Buy-Back.

Resolution 7 seeks Shareholder approval to undertake the buy-back of the Somerville Buy-Back Shares (**Somerville Buy-Back**). Pursuant to section 257D of the Corporations Act, the Somerville Buy-Back must be approved by a Special Resolution of the Company with no votes being cast in favour of Resolution 7 by Darryl Somerville or his Associates.

9.2 Legislative Framework in respect of the Buy-Back

The Corporations Act provides that a company may buy back its own shares if the buy-back does not materially prejudice the company's ability to pay its creditors and the company follows the procedures laid down in Division 2 of Part 2J.1 of the Corporations Act.

In order for the Company to proceed with the Somerville Buy-Back, it must comply with section 257D of the Corporations Act, which requires that the terms of the buy-back agreement must be conditional on the approval of Shareholders by either:

- (a) a special resolution of Shareholders to be passed at a general meeting, with no votes cast in favour of the Somerville Buy-Back by the selling Shareholder or any associates of the selling Shareholder; or

Explanatory Memorandum

- (b) a resolution to be agreed to by all ordinary Shareholders at a general meeting of the Company.

Section 257D of the Corporations Act provides that the Company must include with the notice of meeting sent to Shareholders, a statement setting out all information known to the company that is material to the decision how to vote on the resolution. However, the Company does not have to disclose that information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to its Shareholders. The Company notes that details of the Somerville Loan and the issue of the Somerville Buy-Back Shares were set out in the notice convening the General Meeting of the Company held on 15 June 2012.

Additionally, before the notice of meeting is sent to Shareholders, the Company must lodge with the ASIC a copy of:

- (a) the notice of meeting; and
- (b) any document relating to the buy-back that will accompany the notice of meeting sent to Shareholders.

Pursuant to section 257H of the Corporations Act, if the Somerville Buy-Back is approved by Shareholders, then immediately upon completion of the Somerville Buy-Back, the Company must cancel the Somerville Buy-Back Shares and notify ASIC of the number of Shares so cancelled.

9.3 Reason for the proposed Buy-Back

The Somerville Buy-Back Shares were subject to voluntary escrow consistent with issues under the Employee Share Plan until the Somerville Loan was repaid to the Company. As the loan repayment date of 20 April 2016 has now passed and the restriction condition has become incapable of being met, in accordance with the terms of the issue, the company must buy back and cancel the Somerville Buy-Back Shares.

9.4 Number of Buy-Back Shares

Immediately before the dispatch of this Notice, the total number of Shares in the Company on issue was 784,091,154 Shares.

The Somerville Buy-Back Shares, being 1,000,000 Shares, represent approximately 0.13% of the current issued share capital of the Company.

9.5 Impact on Share Capital

In the event that the Somerville Buy-Back is approved by Shareholders, the Somerville Buy-Back Shares will be transferred to the Company and cancelled in accordance with section 257H of the Corporations Act. Upon completion of the Somerville Buy-Back and cancellation of the Somerville Buy-Back Shares, the total issued capital of the Company will be reduced by 1,000,000 Shares resulting in the total issued capital of the Company being reduced to 783,091,154 Shares only, without having regard to the other Resolutions contained in this Notice of Meeting. Upon completion of the buy-back and cancellation of the Somerville Buy-Back Shares, together with the Wills Buy-Back Shares, Alcantara Buy-Back Shares and Scott Buy-Back Shares (which are the subject of Resolutions 5, 6 and 8 respectively) there will be 779,091,154 Shares on issue.

9.6 Effect of the Somerville Buy-Back on the Control of the Company

Details of the Company's current top 20 Shareholders and their respective shareholding interest before and after the completion of the proposed Somerville Buy-Back and the other Resolutions contained in this Notice of Meeting is set out in Annexure A to this Notice.

9.7 Directors' Participation

Darryl Somerville resigned as a director of the Company in June 2018.

Explanatory Memorandum

9.8 Effective Date of the Somerville Buy-Back

Completion of the Somerville Buy-Back will occur immediately following the satisfaction of all requirements under the Corporations Act to buy-back the Somerville Buy-Back Shares, in particular approval of the Somerville Buy-Back by the requisite majority of shareholders of the Company in accordance with section 257D(1) of the Act, but excluding the requirements of sections 257H and 254Y.

9.9 Share Price Information

Taxation considerations

Based on advice received, the Directors of the Company note that the Somerville Buy-Back has no taxation consequences which will impact on the Company, other than as noted below.

A company may carry forward and utilise losses against future year profits if it passes the "Continuity of Ownership Test" or, alternatively, if it passes the "Same Business Test". The Continuity of Ownership Test requires that a company maintain more than 50% continuity in its ultimate shareholders between the beginning of the loss year and the end of the year in which the loss is recouped. The Same Business Test requires, among other things, that a company must carry on the same business during the loss recoupment year that it carried on immediately before the failure of the Continuity of Ownership Test. As the Somerville Buy-Back involves the buy-back of only 1,000,000 Shares (representing 0.13% of the Company's issued share capital), it is unlikely the Company will not be able to pass the Continuity of Ownership Test solely because of the Somerville Buy-Back. However, if the Continuity of Ownership Test is not met, the Same Business Test will need to be relied upon in order to carry forward and recoup losses against future years' taxable income. In that event, compliance with the Same Business Test would need to be reviewed. As at 30 June 2019 the Company had carried forward tax losses totaling \$31,072,724.

Source of Funding of Buy-Back

There is no cash consideration payable by the Company for the Somerville Buy-Back.

Financial Statements and Financial Effect

The audited financial statements of the Company for the year ending 30 June 2019 were lodged with ASX on 30 August 2019. A copy of the Annual Report of the Company was dispatched to shareholders on 30 August 2019.

As there is no cash consideration payable by the Company for the Somerville Buy-Back there is expected to be no financial effect on the Company.

Impact on Creditors

The Directors of the Company consider that the Somerville Buy-Back will not materially prejudice the Company's ability to pay its creditors.

Fairness and Reasonableness of the Somerville Buy-Back

The Board has given due consideration to the fairness and reasonableness of the Somerville Buy-Back.

The issue of the Somerville Buy-Back Shares was conditional upon certain restriction conditions being met. The Board has formed the view that the restriction conditions are not capable of being satisfied and accordingly, the entitlement to the Somerville Buy-Back Shares has ceased. No cash consideration is payable by the Company for the Somerville Buy-Back and while the Somerville Loan to acquire the Somerville Buy-Back Shares will be forgiven, the Somerville Buy-Back is considered favourable to the Company.

The Advantages of the Somerville Buy-Back

The Directors consider that the primary benefit to Shareholders of the proposed Somerville Buy-Back is that it reduces the Share capital of the Company by cancelling Shares that were issued to Darryl Somerville.

Explanatory Memorandum

The Disadvantages of the Buy-Back

The principal disadvantages to the Shareholders in completing the Somerville Buy-Back pursuant to Resolution 7 include that, subsequent to completion of the Buy-Back, large Shareholders will potentially have an increased stake in voting Shares in the Company and therefore increased influence in the Company. Additionally, the Company will not receive repayment of the Somerville Loan.

9.10 **Voting Restriction**

There are restrictions on voting on Resolution 7 by Mr Somerville and his associates. For additional details please refer to the Voting Exclusion Statements in Resolution 7 of the Notice of Meeting.

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

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 benefits contemplated by Resolution 7.

9.11 **Recommendation of Directors**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7 for the reasons set out in this Explanatory Memorandum.

10. Resolution 8 - Buy back and cancellation of Shares issued to Shaun Scott

10.1 **Background**

On 15 June 2012, the issue of Shares to Shaun Scott, a director of the Company, on the same terms as those Shares issued to eligible employees of the Company under the Company's Employee Share Plan (**Scott Buy-Back Shares**) was approved by the Shareholders. The Scott Buy-Back Shares were issued in July 2012.

The issue of the Scott Buy-Back Shares was funded by way of loan from the Company (**Scott Loan**) on the same terms as the loans provided by the Company under the Employee Share Plan, save for in circumstances where a restriction condition in respect of the Scott Buy-Back Shares was not met, the Company was only entitled to buy back and cancel the Shares and they could not be sold on market.

The terms of the Employee Share Plan allow the Company to buy back Shares where a restriction condition in relation to Shares issued under the Employee Share Plan is not satisfied or become incapable of satisfaction in the opinion of the Board. The Company has formed the view that a restriction condition in relation to the Scott Buy-Back Shares has become incapable of being met as the shares were issued with a loan repayment end date of 20 April 2016. As the Board has not waived the restriction condition, in accordance with the terms of issue the Company must buy back and cancel the Scott Buy-Back Shares.

Under the terms of issue of the Scott Buy-Back Shares, the Company is entitled to buy back the Scott Buy-Back Shares from Shaun Scott in consideration for a payment equal to the cash consideration paid by Shaun Scott for the Scott Buy-Back Shares, provided that the Scott Loan provided by the Company for the acquisition of the Scott Buy-Back Shares does not form part of the cash consideration. Further, the cash consideration should include any repayments made in respect of the Scott Loan. No such repayments have been made. Accordingly, the Scott Buy-Back Shares will be cancelled for no cash payment by the Company.

The terms of the Employee Share Plan provide that in the event that Shares issued under the Employee Share Plan are bought back and cancelled, any loan will be deemed to be forgiven. Accordingly, the Scott Loan will be forgiven as part of the Buy-Back.

Resolution 8 seeks Shareholder approval to undertake the buy-back of the Scott Buy-Back Shares (**Scott Buy-Back**). Pursuant to section 257D of the Corporations Act, the Scott Buy-Back must be approved by a Special Resolution of the Company with no votes being cast in favour of Resolution 8 by Shaun Scott or his Associates.

Explanatory Memorandum

10.2 Legislative Framework in respect of the Buy-Back

The Corporations Act provides that a company may buy back its own shares if the buy-back does not materially prejudice the company's ability to pay its creditors and the company follows the procedures laid down in Division 2 of Part 2J.1 of the Corporations Act.

In order for the Company to proceed with the Scott Buy-Back, it must comply with section 257D of the Corporations Act, which requires that the terms of the buy-back agreement must be conditional on the approval of Shareholders by either:

- (a) a special resolution of Shareholders to be passed at a general meeting, with no votes cast in favour of the Scott Buy-Back by the selling Shareholder or any associates of the selling Shareholder; or
- (b) a resolution to be agreed to by all ordinary Shareholders at a general meeting of the Company.

Section 257D of the Corporations Act provides that the Company must include with the notice of meeting sent to Shareholders, a statement setting out all information known to the company that is material to the decision how to vote on the resolution. However, the Company does not have to disclose that information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to its Shareholders. The Company notes that details of the Scott Loan and the issue of the Scott Buy-Back Shares were set out in the notice convening the General Meeting of the Company held on 15 June 2012.

Additionally, before the notice of meeting is sent to Shareholders, the Company must lodge with the ASIC a copy of:

- (a) the notice of meeting; and
- (b) any document relating to the buy-back that will accompany the notice of meeting sent to Shareholders.

Pursuant to section 257H of the Corporations Act, if the Scott Buy-Back is approved by Shareholders, then immediately upon completion of the Scott Buy-Back, the Company must cancel the Scott Buy-Back Shares and notify ASIC of the number of Shares so cancelled.

10.3 Reason for the proposed Buy-Back

The Scott Buy-Back Shares were subject to voluntary escrow consistent with issues under the Employee Share Plan until the Scott Loan was repaid to the Company. As the loan repayment date of 20 April 2016 has now passed and the restriction condition has become incapable of being met, in accordance with the terms of the issue, the Company must buy back and cancel the Scott Buy-Back Shares.

10.4 Number of Buy-Back Shares

Immediately before the dispatch of this Notice, the total number of fully paid shares in the Company on issue was 784,091,154 Shares.

The Scott Buy-Back Shares, being 1,000,000 Shares, represent approximately 0.13% of the current issued share capital of the Company.

10.5 Impact on Share Capital

In the event that the Scott Buy-Back is approved by Shareholders, the Scott Buy-Back Shares will be transferred to the Company and cancelled in accordance with section 257H of the Corporations Act. Upon completion of the Scott Buy-Back and cancellation of the Scott Buy-Back Shares, the total issued capital of the Company will be reduced by 1,000,000 Shares resulting in the total issued capital of the Company being reduced to 783,091,154 Shares only, without having regard to the other Resolutions contained in this Notice of Meeting. Upon completion of the buy-back and cancellation of the Scott Buy-Back Shares, together with the Wills Buy-Back Shares, Alcantara Buy-Back Shares and Somerville Buy-Back Shares and (which are the subject of Resolutions 5, 6 and 7 respectively) there will be 779,091,154 Shares on issue.

Explanatory Memorandum

10.6 Effect of the Scott Buy-Back on the Control of the Company

Details of the Company's current top 20 Shareholders and their respective shareholding interest before and after the completion of the proposed Scott Buy-Back and the other Resolutions contained in this Notice of Meeting is set out in Annexure A to this Notice.

10.7 Directors' Participation

Shaun Scott resigned as a director of the Company in May 2015.

10.8 Effective Date of the Scott Buy-Back

Completion of the Scott Buy-Back will occur immediately following the satisfaction of all requirements under the Corporations Act to buy-back the Scott Buy-Back Shares, in particular approval of the Scott Buy-Back by the requisite majority of shareholders of the Company in accordance with section 257D(1) of the Act, but excluding the requirements of sections 257H and 254Y.

10.9 Share Price Information

Taxation considerations

Based on advice received, the Directors of the Company note that the Scott Buy-Back has no taxation consequences which will impact on the Company, other than as noted below.

A company may carry forward and utilise losses against future year profits if it passes the "Continuity of Ownership Test" or, alternatively, if it passes the "Same Business Test". The Continuity of Ownership Test requires that a company maintain more than 50% continuity in its ultimate shareholders between the beginning of the loss year and the end of the year in which the loss is recouped. The Same Business Test requires, among other things, that a company must carry on the same business during the loss recoupment year that it carried on immediately before the failure of the Continuity of Ownership Test. As the Scott Buy-Back involves the buy-back of only 1,000,000 Shares (representing 0.13% of the Company's issued share capital), it is unlikely the Company will not be able to pass the Continuity of Ownership Test solely because of the Scott Buy-Back. However, if the Continuity of Ownership Test is not met, the Same Business Test will need to be relied upon in order to carry forward and recoup losses against future years' taxable income. In that event, compliance with the Same Business Test would need to be reviewed. As at 30 June 2019 the Company had carried forward tax losses totaling \$31,072,724.

Source of Funding of Buy-Back

There is no cash consideration payable by the Company for the Scott Buy-Back.

Financial Statements and Financial Effect

The audited financial statements of the Company for the year ending 30 June 2019 were lodged with ASX on 30 August 2019. A copy of the Annual Report of the Company was dispatched to shareholders on 30 August 2019.

As there is no cash consideration payable by the Company for the Scott Buy-Back there is expected to be no financial effect on the Company.

Impact on Creditors

The Directors of the Company consider that the Scott Buy-Back will not materially prejudice the Company's ability to pay its creditors.

Fairness and Reasonableness of the Scott Buy-Back

The Board has given due consideration to the fairness and reasonableness of the Scott Buy-Back.

The issue of the Scott Buy-Back Shares was conditional upon certain restriction conditions being met. The Board has formed the view that the restriction conditions are not capable of being satisfied and accordingly,

Explanatory Memorandum

the entitlement to the Scott Buy-Back Shares has ceased. No cash consideration is payable by the Company for the Scott Buy-Back and while the Scott Loan to acquire the Scott Buy-Back Shares will be forgiven, the Scott Buy-Back is considered favourable to the Company.

The Advantages of the Scott Buy-Back

The Directors consider that the primary benefit to Shareholders of the proposed Scott Buy-Back is that it reduces the Share capital of the Company by cancelling Shares that were issued to Shaun Scott.

The Disadvantages of the Buy-Back

The principal disadvantages to the Shareholders in completing the Scott Buy-Back pursuant to Resolution 8 include that, subsequent to completion of the Buy-Back, large Shareholders will potentially have an increased stake in voting Shares in the Company and therefore increased influence in the Company. Additionally, the Company will not receive repayment of the Scott Loan.

10.10 **Voting Restriction**

There are restrictions on voting on Resolution 8 by Mr Scott and his associates. For additional details please refer to the Voting Exclusion Statements in Resolution 8 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the chairperson will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including this Resolution 8, subject to compliance with the Corporations Act.

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 benefits contemplated by Resolution 8.

10.11 **Recommendation of Directors**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8 for the reasons set out in this Explanatory Memorandum.

11. Resolution 9 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

11.1 **Introduction**

Pursuant to Resolution 9, the Company is seeking Shareholder approval to issue an additional 10% of issued capital over a 12 month period pursuant to Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**7.1A Placement Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the 7.1A Placement Securities are to be issued is agreed, or if the Placement Securities are not issued within 5 trading days of that date, the date on which the 7.1A Placement Securities are issued) (**Issue Price**).

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

Explanatory Memorandum

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 9.

11.2 Listing Rule 7.1A

(a) General

(1) Eligibility

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

For illustrative purposes only, on 9 October 2019 the Company's market capitalisation was \$52.5 million based on the Closing Trading Price on that date. The calculation of market capitalisation will be based on the Closing Price of the Shares, on the last Trading Day on which trades in the Shares were recorded before the date of the AGM, multiplied by the number of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

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

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

In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholders' approval pursuant to this Resolution 4, the approval obtained will not lapse and the Company will still be entitled to issue the 7.1A Placement Securities.

(2) Shareholder approval

The ability to issue the 7.1A Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

(3) Special Resolution

Listing Rule 7.1A requires this Resolution 9 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the resolution. Pursuant to Listing Rule 7.1A, no 7.1A Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting.

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

Assuming Resolution 9 is passed, Shareholder approval of the Additional 10% Placement under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

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

or such longer period if allowed by ASX.

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

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

Explanatory Memorandum

(A x D) – E

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

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

D is 10 percent.

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

(d) Listing Rule 7.1A.3

(1) Equity Securities

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

As at the date of this Notice of Meeting, the only class of Equity Securities in the Company quoted on the ASX are the Shares. The Company presently has 784,091,154 Shares as at the date of this Notice of Meeting. This will reduce by 5,000,000 if Resolutions 5, 6, 7 and 8 are passed.

(2) Minimum Issue Price

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

- (A) the date on which the price at which the relevant 7.1A Placement Securities are to be issued is agreed; or
- (B) if the relevant 7.1A Placement Securities are not issued within 5 Trading Days of the date in paragraph (A) above, the date on which the relevant 7.1A Placement Securities are issued.

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

If Resolution 9 is passed and the Company issues any 7.1A Placement Securities under Listing Rule 7.1A, the Company will give to ASX:

- (1) a list of allottees of the 7.1A Placement Securities and the number of 7.1A Placement Securities allotted to each (this list will not be released to the market); and
- (2) the following information required by Listing Rule 3.10.5A, which will be released to the market on the date of issue:
 - (A) details of the dilution to the existing holders of Equity Securities caused by the issue;

Explanatory Memorandum

- (B) where the Equity Securities are issued for cash consideration, a statement of the reasons why the Company issued the Equity Securities as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing Shareholders would have been eligible to participate;
- (C) details of any underwriting arrangements, including any fees payable to the underwriter; and
- (D) any other fees or costs incurred in connection with the issue.

(f) Listing Rule 7.1 and 7.1A

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

At the date of this Notice, the Company has on issue 784,091,154 Shares, which will reduce to 779,091,154 if Resolutions 5, 6, 7 and 8 are passed. Assuming no other securities are issued prior to the date of the Meeting and Resolution 3 is passed, the Company will have the capacity to issue the following Shares on the date of the Meeting:

- (1) 116,863,673 Shares under Listing Rule 7.1; and
- (2) 77,909,115 Shares under Listing Rule 7.1A, subject to Shareholder approval being obtained under Resolution 9.

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

11.3 Specific Information required by Listing Rule 7.3A

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

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

- (1) the date on which the price at which the 7.1A Placement Securities are to be issued is agreed; or
- (2) if the 7.1A Placement Securities are not issued within 5 Trading Days of the date in paragraph (1) above, the date on which the 7.1A Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the 7.1A Placement Securities.

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

As provided by Listing Rule 7.3A.2, if Resolution 9 is passed and the Company issues the 7.1A Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 784,091,154 Shares which will reduce to 779,091,154 if Resolutions 5, 6, 7 and 8 are passed. Assuming no other securities are issued prior to the date of the Meeting and Resolution 3 is passed, the Company could issue 77,909,115 Shares pursuant to Listing Rule 7.1A on the date of the Meeting (however, it is important to note that the exact number of Equity Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2, details of which are set out above). Any issue of 7.1A Placement Securities will have a dilutive effect on existing Shareholders.

Explanatory Memorandum

There is a specific risk that:

- (1) the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any 7.1A Placement Securities than it is on the date of the Meeting; and
- (2) the 7.1A Placement Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value of the 7.1A Placement Securities.

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

Table 1

Issued Share Capital (No. of Shares)	50% decrease in Market Price \$0.0335		Current Market Price \$0.067		100% increase in market price \$0.134	
	10% Voting Dilution	Capital Raised \$	10% Voting Dilution	Capital Raised \$	10% Voting Dilution	Capital Raised \$
Present Share Capital 779,091,154	77,909,115	\$2,609,955	77,909,115	\$5,219,911	77,909,115	\$10,439,821
50% increase in Share Capital 1,168,636,731	116,863,673	\$3,914,933	116,863,673	\$7,829,866	116,863,673	\$15,659,732
100% increase in Share Capital 1,558,182,308	155,818,230	\$5,219,911	155,818,230	\$10,439,821	155,818,230	\$20,879,643

Assumptions and explanations

- Resolutions 3, 5, 6, 7 and 8 are passed
- The Market Price is \$0.067, based on the closing price of the Shares on ASX on 9 October 2019.
- The above table only shows the dilutionary effect based on the issue of the Securities and not any Shares issued under the 15% under Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The Company issues the maximum number of Securities.
- The Issued Share Capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 11 October 2019.
- The issue price of the Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

Explanatory Memorandum

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

As required by Listing Rule 7.3A.3, the Company will only issue and allot the 7.1A Placement Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 28 November 2020. The approval under Resolution 9 for the issue of the 7.1A Placement Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the AGM.

(d) Purpose – Listing Rule 7.3A.4

As noted above, the purposes for which the 7.1A Placement Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of 7.1A Placement Securities, if undertaken, would be applied towards acquisitions of new assets or investments (including expenses associated with such acquisitions), funding capital expenditure associated with the development of training facilities, funding performance guarantees required for existing operations and future contracts that the Company may bid for, expenses associated with the issue of 7.1A Placement Securities and/or general working capital.

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

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

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

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the 7.1A Placement Securities. The identity of the allottees of 7.1A Placement Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (1) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- (2) the effect of the issue of the 7.1A Placement Securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees of the 7.1A Placement Securities have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new Shareholders who are not related parties or Associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments for which 7.1A Placement Securities are issued as consideration, it is likely that the allottees of some of the 7.1A Placement Securities will be the vendors of the new assets or investments.

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

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, the following information is provided to Shareholders, in accordance with Listing Rule 7.3A.6, regarding the equity securities issued in the previous 12 months preceding the date of the AGM (that is, since 22 November 2018).

Explanatory Memorandum

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

Number of equity securities on issue at commencement of 12 month period	688,552,154
Equity securities issued in prior 12 month period*	101,450,000
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	14.7%

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

Date of issue:	19 August 2019
Number issued:	18,750,000
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Private placement shares issued to sophisticated investors
Price at which equity securities were issued:	\$0.04
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	\$750,000
Amount of cash consideration spent:	\$Nil
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	Support ongoing working capital requirements of the Company, including legal and operation requirements, as well as further development of the plan for the optimisation of the Company's international assets
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

Explanatory Memorandum

Date of issue:	12 August 2019
Number issued:	75,000,000
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Private placement shares issued to sophisticated investors
Price at which equity securities were issued:	\$0.04
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	\$3,000,000
Amount of cash consideration spent:	\$2,000,000
Use of cash consideration:	Support ongoing working capital requirements of the Company, including legal and operation requirements, as well as further development of the plan for the optimisation of the Company's international assets
Intended use for remaining amount of cash (if any):	Support ongoing working capital requirements of the Company, including legal and operation requirements, as well as further development of the plan for the optimisation of the Company's international assets
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

Date of issue:	8 March 2019
Number issued:	7,700,000
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Selected employees of the company pursuant to the Company's Employee Share Plan. These shares are issued to reward past performance and incentivise future performance.
Price at which equity securities were issued:	\$0.04 subject to repayment of loan pursuant to the terms of the Employee Share Plan

Explanatory Memorandum

Discount to market price (if any):	-
<i>For cash issues</i>	
Total cash consideration received:	The shares were issued to employees pursuant to the Employee Share Plan approved by shareholders on 23 November 2017. The Company provided loans to the eligible employees in order to fund the purchase of the shares. As at the date of this meeting no loans have been repaid and as such no cash consideration has been received by the Company. In the event that no loans are repaid the Company will not receive any cash consideration. In the event that loans are repaid, the shares will be released from escrow and the Company anticipates that funds raised will be applied towards working capital of the Company.
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
<i>For non-cash issues</i>	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

11.4 Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the proposed allottees of any 7.1A Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the 7.1A Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

12. 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:

Explanatory Memorandum

- (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.

Directors mean directors of the Company.

Employee Share Plan means the employee share plan of the Company as approved by Shareholders from time to time.

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

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

Group means the Company and its wholly owned subsidiaries.

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

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

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

Meeting or **Annual General Meeting** or **AGM** means the Annual General Meeting of Shareholders to be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane, Queensland at 11.00am (Brisbane time) on 28 November 2019.

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

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

Resolution means a resolution to be proposed at the Meeting.

Shares means fully paid ordinary shares in the Company.

Shareholder means a holder of Shares in the Company.

Special Resolution means a resolution:

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

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

Explanatory Memorandum

VWAP means the volume weighted average closing price.

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

Address: Level 2, 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: +61 (03) 9415 4000 (outside Australia) 1300 850 505 (within Australia)

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

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

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7pm on Tuesday, 26 November 2019. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

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

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

Explanatory Memorandum

Annexure A

The names of the twenty largest holders of ordinary shares including the ordinary shares in escrow as at 10 October 2019 after all of the buy-backs contemplated in the Notice of meeting have been completed are listed below:

Name	No. of Ordinary Shares Held	% of Issued Capital
NATIONAL NOMINEES LIMITED	149,480,188	19.19%
ARMADA TRADING PTY LIMITED	50,000,000	6.42%
MR VERNON ALAN WILLS + MS JILLAIN PATRICE WILLS	44,140,703	5.67%
WAYBURN HOLDINGS PTY LTD	41,108,142	5.28%
CAMERON RICHARD PTY LTD <SUPERANNUATION FUND A/C>	37,797,730	4.85%
MR VERNON ALAN WILLS + MS JILLAIN PATRICE WILLS <WILLS FAMILY SUPER FUND A/C>	29,414,188	3.78%
LINWIERIK SUPER PTY LTD <LINTON SUPERANNUATION A/C>	21,000,000	2.70%
SMITHLEY SUPER PTY LTD <SMITH SUPER A/C>	19,990,000	2.57%
CITICORP NOMINEES PTY LIMITED	18,350,376	2.36%
JGC ASSETS PTY LTD <JUDI COOK A/C>	16,746,700	2.15%
DBS VICKERS SECURITIES (SINGAPORE) PTE LTD <CLIENT ACCOUNT>	16,376,766	2.10%
STUART ANDREW PTY LTD <CAMPASPE FAMILY A/C>	14,682,068	1.88%
JGC ASSETS PTY LTD <JUDI COOK A/C>	12,581,201	1.61%
MYALL RESOURCES PTY LTD <MYALL GROUP SUPER FUND A/C>	11,449,056	1.47%
MR GARY LINTON + MRS CHERYL LINTON	10,200,000	1.31%
NICASIO ALCANTARA	8,371,325	1.07%
PATRICIA HAWKEY PTY LTD <THE PATRICIA HAWKEY A/C>	7,717,294	0.99%
THE SUMMIT HOTEL BONDI BEACH PTY LTD	7,637,368	0.98%
MR GRANT HARRY O'KEEFE + MRS CATHERINE MARIA O'KEEFE <THE O'KEEFE INVESTMENT A/C>	6,452,745	0.83%
DCEC PTY LTD <SOMERFAM SUPER FUND A/C>	6,390,176	0.82%



Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

SIT

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Brisbane time) Tuesday 26 November 2019**.

Proxy Form

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

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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

☐

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

☐

the Chairman
of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Site Group International Limited to be held a Site Group International Limited, Level 2, 488 Queen Street Brisbane Queensland 4000 on Thursday, 28 November 2019 at 11:00am (Brisbane time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1, 5 & 6** (except where I/we have indicated a different voting intention in step 2) even though **Items 1, 5 & 6** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 1, 5 & 6** by marking the appropriate box in step 2.

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
1 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Nicasio Alcantara as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Proportional Approval Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Buy back and Cancellation of Shares issued to Vernon Alan Wills	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Buy back and Cancellation of Shares issued to Nicasio Alcantara	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Buy back and Cancellation of Shares issued to Darryl Somerville	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Buy back and Cancellation of Shares issued to Shaun Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Before completing your vote and returning by post, please consider using the preferred electronic voting option outlined on the front page of this form.

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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

S I T

1 2 3 4 5 6 A



Computershare

