

MURRAY RIVER ORGANICS GROUP LIMITED
ABN 46 614 651 473

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Murray River Organics Group Limited (the **Company**) will be held at Clayton Utz, Level 18, 333 Collins Street, Melbourne, Victoria, 3000 on Wednesday 22 November 2017, commencing at 11.00am (Melbourne time) for the following purposes:

AGENDA

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Statements of the Company and the Reports of the Directors and of the Auditor for the financial year ended 30 June 2017.

2. Resolution 1 - Remuneration Report

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

"That the Remuneration Report of the Company for the financial year ended 30 June 2017 (which is included in the Directors' Report) be adopted."

Note: The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting exclusion statement

No votes can be cast on Resolution 1 by or on behalf of any Restricted Voters. However, a Restricted Voter may cast directed proxies on Resolution 1 for someone other than a Restricted Voter.

Further, a member of KMP (regardless of whether or not their remuneration details are disclosed in the Remuneration Report) and their Closely Related Parties may not vote a proxy on Resolution 1 unless it is a directed proxy and the vote is not cast on behalf of a Restricted Voter.

However, the Chairman can vote undirected proxies, provided the proxy expressly authorises the Chairman to do so. The Chairman intends to use any such proxies to vote in favour of Resolution 1.

3. Resolution 2 - Election of Directors

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

"That Mr Donald Brumley, who retires from his office as a Director of the Company in accordance with clause 47(b) of the Constitution, and, being eligible offers himself for re-election, be re-elected as a Director of the Company."

4. Resolution 3 - Appointment of Auditor

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

"That, for the purpose of section 327B of the Corporations Act and for all other purposes, Deloitte Touche Tohmatsu, having been duly nominated by a Shareholder and having consented in writing to act as auditor of the Company, be appointed as the auditor of the Company and that the Directors be authorised to fix the auditor's remuneration from time to time."

Note: Deloitte Touche Tohmatsu is the Company's existing auditor but is formally nominated for appointment under section 327B of the Corporations Act as this is the Company's first annual general meeting.

5. Resolution 4 - Ratification of previous issue of Shares to institutional investors under the Placement

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

"That pursuant to and in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the allotment and issue by the Company of 16,600,000 Shares in the capital of the Company at an issue price of \$0.30 per Share to certain institutional investors on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Voting exclusion statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by any person who participated in the issue and any Associate of those persons.

The Company need not, however, disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the Chairman as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

SPECIAL BUSINESS

6. Resolution 5 - Approval of 10% placement capacity

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

"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Voting exclusion statement

In accordance with ASX Listing Rules 7.3A.7 and 14.11, the Company will disregard any votes cast on Resolution 5 by:

- (i) a person who may participate in the proposed issue of equity securities under the 10% Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if Resolution 5 is passed; and
- (ii) any Associate of a person referred to in paragraph (i) above.

The Company need not, however, disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the Chairman as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

As at the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Statement.

By Order of the Board and dated this 23rd day of October 2017.

IAN SINCLAIR
Company Secretary
Murray River Organics Group Limited

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

These notes form part of the Notice.

Annual Report

In accordance with applicable law, hard copies of the Annual Report have only been sent to those Shareholders who have elected to receive one. A copy of the Annual Report is available on the Company's website at www.murrayriverorganics.com.au.

Voting entitlements

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the shareholding of each Shareholder for the purposes of ascertaining voting entitlements for the Meeting will be as it appears in the Company's Share register at 7.00pm (Melbourne time) on Monday 20 November 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Proxies and Company representatives

1. A proxy form is enclosed. A Shareholder entitled to attend and vote at the Meeting is entitled to appoint one proxy, or, if the Shareholder is entitled to cast 2 two or more votes at the Meeting, not more than two proxies to attend and vote instead of the Shareholder at the Meeting.
2. If a Shareholder appoints one proxy, that proxy may vote on a show of hands.
3. If a Shareholder appoints two proxies neither may vote on a show of hands. However, if you appoint two proxies to represent you at the Meeting, you may show in the space provided either the percentage of your Shareholding or the number of votes (you are entitled to one vote for each Share you own upon a poll being declared) each proxy is appointed to represent. If you do not complete this section then each proxy may, on a poll, vote half of your Shareholding. A separate proxy form must be submitted for each proxy you appoint.
4. A proxy need not be a Shareholder of the Company and may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate.
5. To be valid, the duly signed proxy form together with the Power of Attorney or other authority under which the proxy form is signed (if any) or a certified copy of the Power of Attorney or other authority (if any) must be received at the share registry of the Company, Computershare Investor Services Pty Limited, at the address or facsimile number below by 11.00am (Melbourne time), Monday 20 November 2017, being not later than 48 hours before the time of the commencement of the Meeting:

By facsimile	Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
By mail	Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001
In person	Computershare Investor Services Pty Limited "Yarra Falls", 452 Johnston Street Abbotsford Victoria 3067
Online	by going to www.investorvote.com.au or by scanning the QR code, found on the enclosed Proxy Form, with your mobile device. Intermediary Online subscribers may go to www.intermediaryonline.com

6. Signing Proxies

- (i) Joint Holding - All joint holders must sign the proxy form.
- (ii) Body corporates - Companies must execute the proxy form in accordance with the Corporations Act, the body corporate's constitution or by attorney.
- (iii) Individual - The Shareholder or their attorney must sign the proxy form.

7. A Shareholder which is a body corporate and entitled to attend and vote at the Meeting, or a proxy which is a body corporate and is appointed by a Shareholder entitled to attend and vote at the Meeting, may appoint an individual to act as its representative at the Meeting by providing that person with a letter or certificate, executed in accordance with the Corporations Act or the body corporate's constitution, authorising the person as the representative; or a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative. A copy of the letter, certificate or resolution, or other evidence satisfactory to the Chairman, must be produced prior to admission to the Meeting.

EXPLANATORY STATEMENT TO SHAREHOLDERS

This Explanatory Statement provides Shareholders of the Company with information in respect of the resolutions contained in the accompanying Notice to be considered at the Annual General Meeting of the Company to be held at Clayton Utz, Level 18, 333 Collins Street, Melbourne, Victoria, 3000 on Wednesday 22 November 2017 at 11.00am (Melbourne time). Shareholders should carefully review this Explanatory Statement and the associated Notice to which this Explanatory Statement is attached.

If you have difficulty in properly understanding this documentation, you should consult your financial or legal adviser.

1. AGENDA ITEM 1 - RECEIVE AND CONSIDER THE REPORTS FOR THE YEAR ENDED 30 JUNE 2017

The Corporations Act requires the Company's annual financial report (which includes financial statements, notes to the financial statements and Directors' declaration), the Directors' Report and the Auditor's Report to be laid before the Meeting. This item is intended to provide an opportunity for Shareholders to raise questions on the reports themselves and on the performance of the Company generally.

No resolution is required to be moved in respect of this item.

The Company's Annual Report has been made available to Shareholders. There will be an opportunity for Shareholders at the Meeting to comment on and ask questions about the Company's accounts and the management, operations, financial position, business strategies and prospects of the Company.

Shareholders will also have the right to question the Auditors in connection with such matters as the Auditor's Report or the conduct of the audit. Written questions must be submitted no later than 5 business days before the Meeting and the written questions and answers will be available at and after the Meeting.

2. AGENDA ITEM 2, RESOLUTION 1 - ADOPT THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2017

The Remuneration Report is set out in the Director's Report of the Company's Annual Report. The Remuneration Report:

- explains the Board's policies in relation to the nature and level of remuneration paid to Directors and key management personnel within the Company;
- discusses the link between the Board's policies and the Company's performance; and
- sets out remuneration details for each Director and for each member of the Company's senior executive management team.

There will be an opportunity for Shareholders at the Meeting to comment on and ask questions about the Remuneration Report which is contained in the Company's Annual Report.

Under section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, the "two strikes" rule in the Corporations Act provides that if 25% or more of the votes cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, a resolution will be put to Shareholders at the second annual general meeting (a "spill resolution") that if passed, will require another meeting to be held within 90 days. At that meeting, the Directors (other than the Managing Director), who held office when it was resolved to put the Directors' Report to the second annual general meeting and who wish to continue as a Director, must stand for re-election.

If 25% or more of the votes cast on Resolution 1 are against adoption of the Remuneration Report, the Board will be required to take the outcome of the vote into consideration when reviewing remuneration practices and policies and report to Shareholders on what action (if any) has been taken to address Shareholders' concerns at next year's annual general meeting.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that Shareholders vote in favour of Resolution 1.

3. AGENDA ITEM 3, RESOLUTION 2 - ELECTION OF DIRECTORS

Articles 47(a) and 47(b) of the Constitution and the ASX Listing Rules require at least one Director (excluding the Managing Director) to retire at each annual general meeting of the Company. Assuming there are no Directors who must retire under Article 47(a) of the Constitution due to having held their office as a Director for three years (or three annual general meetings) since their appointment or re-election, Article 47(b) provides that the Director to retire at a given annual general meeting is the Director who has held office as Director for the longest period of time since their last election or appointment to office. In the event that two or more Directors have held office for the same period of time, the Director to retire at the annual general meeting is to be determined by lot, unless otherwise agreed as between the Directors.

Accordingly, Mr Donald Brumley as determined by lot offers himself for re-election.

Mr Brumley is an independent non-executive director of the Company and is the Chair of the Audit and Risk Management Committee and sits on the Remuneration and Nomination Committee. With 29 years' experience as a senior partner of Ernst & Young Oceania, Mr Brumley has significant experience in IPO's, transactions and audit. Further details about Mr Brumley are set out in the Annual Report.

The Directors (other than Mr Brumley) unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chairman intends to vote undirected proxies in favour of Resolution 2.

4. AGENDA ITEM 4, RESOLUTION 3 - APPOINTMENT OF AUDITOR

Resolution 3 seeks Shareholder approval for the appointment of Deloitte Touche Tohmatsu as the company auditor for the Company.

In accordance with section 327A of the Corporations Act, the directors of a public company must appoint an auditor within one month of the Company's registration. The Board appointed Deloitte Touche Tohmatsu as the Company's auditor on incorporation of the Company in 2016.

In appointing Deloitte Touche Tohmatsu, the Board took into consideration the expertise, independence and proposed fee structure of Deloitte Touche Tohmatsu and its deep experience in IPO's and in agriculture and viticulture which offered a strong value proposition to the Company.

The auditor of a public company appointed within one month of registration holds office until the first annual general meeting of the company. In accordance with section 327B(1)(a) of the Corporations Act the Company must appoint an auditor at its first annual general meeting. In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for Deloitte Touche Tohmatsu to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Annexure A.

Pursuant to the Corporations Act, Deloitte Touche Tohmatsu has consented in writing to act as the Company's auditor which has not been withdrawn prior to the date of this Notice.

Accordingly, Resolution 3 seeks Shareholder approval to appoint Deloitte Touche Tohmatsu as auditor of the Company in accordance with the Corporations Act.

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

5. AGENDA ITEM 5, RESOLUTION 4 - RATIFICATION OF PREVIOUS ISSUE OF SHARES UNDER THE PLACEMENT

ASX Listing Rule 7.1 provides that a listed company may not issue or agree to issue equity securities (being ordinary shares or securities convertible into ordinary shares) in any 12 month period which exceeds 15% of the number of issued securities of the company at the beginning of the 12 month period, except with prior shareholder approval or pursuant to an exemption to the rule.

ASX Listing Rule 7.4 permits a company to subsequently approve an issue of securities made without approval under ASX Listing Rule 7.1 (provided that the prior issue of securities did not breach ASX Listing Rule 7.1) such that those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

As announced on 30 August 2017, the Company successfully completed a fully underwritten Placement of 16,600,000 Shares to certain institutional investors, raising approximately A\$5.0 million.

The approval sought in Resolution 4 under ASX Listing Rule 7.4 is effectively a retrospective approval or 'ratification' of the issue of Shares under the Placement to refresh the Company's capacity to issue further equity securities pursuant to ASX Listing Rule 7.1, without that capacity being diminished by the Placement.

If Shareholders approve Resolution 4, the relevant Shares issued under the Placement would be treated, for the purpose of Listing Rule 7.1, as having been made with prior Shareholder approval. The Shares issued under the Placement would then cease to use up part of the Company's 15% limit and would enable that proportion of the 15% limit to be used for any future issue of equity securities. If Shareholders do not approve Resolution 4 it will not invalidate the issue of Shares under the Placement.

Details of the issue of Shares under the Placement

Pursuant to and in accordance with ASX Listing Rule 7.5, Shareholders are advised as follows:

- (i) on 5 September 2017, 16,600,000 Shares were issued and allotted to certain institutional investors under the Placement;
- (ii) the issue price of the Shares was \$0.30 per Share;
- (iii) the Shares were issued and allotted as fully paid ordinary shares and rank equally with existing Shares on issue;
- (iv) the Shares were issued to certain institutional investors (who are not Related Parties of the Company) and the allocation of Shares issued under the Placement was determined by the Joint Lead Managers to the Placement in consultation with the Company, having regard to the results of the institutional bookbuild conducted by the Joint Lead Managers; and
- (v) the proceeds from the Placement will, or have been, applied to strengthen the Company's balance sheet by reducing debt levels and providing more working capital flexibility.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

6. AGENDA ITEM 6, RESOLUTION 5 - APPROVAL OF 10% PLACEMENT CAPACITY

ASX Listing Rule 7.1A enables "eligible entities" to issue a number of equity securities broadly equal to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to a company's 15% placement capacity under ASX Listing Rule 7.1. An "eligible entity" for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of less than \$300 million. The purpose of Resolution 5 is to seek Shareholder approval by way of a special resolution to authorise the Company to issue equity securities under the 10% Placement Capacity. The exact number of equity securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below).

This is in addition to and without using the Company's 15% placement capacity under ASX Listing Rule 7.1. This effectively provides the Company with a total placement capacity of 25% less that part of its placement capacity not available under ASX Listing Rule 7.1.

The ability to issue equity securities under the 10% Placement Capacity is subject to shareholder approval by way of a special resolution at an annual general meeting.

Any equity securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue one class of quoted equity securities, namely Shares (ASX Code: MRG).

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

$$(A \times D) - E = \text{number of equity securities}$$

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

- a) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;*
- b) plus the number of partly paid shares that became fully paid in the 12 months;*
- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;*
- d) less the number of fully paid shares cancelled in the 12 months.*

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

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

Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the below information is provided in relation to the approval of the 10% Placement Capacity:

- (i) The equity securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's equity securities over the 15 trading days immediately before:
 - (a) the date on which the price at which the equity securities are to be issued is agreed; or
 - (b) if the equity securities are not issued within 5 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.
- (ii) If Resolution 5 is approved by Shareholders and the Company issues equity securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in Table 1. There is a risk that:
 - (a) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the annual general meeting; and
 - (b) the equity 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.

Table 1 shows the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at 12 October 2017.

Table 1

Table 1 shows the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the dates specified below. The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on issue	Number of Shares that may be issued under 10% Placement Capacity	Dilution (10%)		
		Funds raised based on issue price of \$0.19 (50% decrease in current issue price)	Funds raised based on issue price of \$0.38 (Current issue price)	Funds raised based on issue price of \$0.57 (50% increase in current issue price)
127,438,243 (Current)	12,743,824	\$2,421,326.56	\$4,842,653.12	\$7,263,979.68
191,157,365 (50% increase)	19,115,737	\$3,631,990.03	\$7,263,980.06	\$10,895,970.09
254,876,486 (100% increase)*	25,487,649	\$4,842,653.31	\$9,685,306.62	\$14,527,959.93

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

The table has been prepared on the following assumptions:

1. The current issue price set out above is the closing price of the Shares on the ASX on 12 October 2017.
2. The current number of Shares on issue set out above is the number of Shares on issue as at 5.00pm on 12 October 2017.
3. The Company issues the maximum number of equity securities available under the 10% Placement Capacity.

(iii) Shareholder approval of the 10% Placement Capacity under ASX Listing Rule 7.1A is valid from the date of Shareholder approval and expires on the earlier to occur of:

- (a) the date that is 12 months after the date on which Shareholder approval is obtained under ASX Listing Rule 7.1A; or
- (b) the date of the approval by Shareholders of a transaction under ASX 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 granted a waiver by the ASX,

(10% Placement Period).

(iv) The Company may seek to issue the equity securities for the following purposes:

- (a) cash consideration. In such circumstances, the Company may use the funds raised (without limitation) towards an acquisition of new assets or other investments (including any expenses associated with such acquisitions), continued expenditure on current assets of the Company and general working capital; or
- (b) non-cash consideration. This may include (without limitation) the acquisition of new assets and other investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

There are no current proposals to use the 10% Placement Capacity. Should any specific proposals be approved by the Board, the Company will announce the same to ASX as required by its continuous disclosure obligations.

(v) The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities under the 10% Placement Capacity. The Company's allocation policy will be dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to a range of factors, including but not limited to, the following:

- (a) the methods for raising funds that are available to the Company, including but not limited to, a rights issue and other fundraising structures in which existing security holders can participate;
- (b) the effect of the issue of the equity securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of the 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.

(vi) The Company has not previously obtained approval under ASX Listing Rule 7.1A.

(vii) A voting exclusion statement is included with the Resolution in the Notice.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

GLOSSARY

10% Placement Capacity	The meaning given in section 6 of the Explanatory Statement.
10% Placement Period	The meaning given in section 6 of the Explanatory Statement.
Annual Report	The annual report of the Company for the financial period ended 30 June 2017.
Associates	The meaning given in the ASX Listing Rules.
ASX	ASX Limited ACN 008 624 691 or the securities exchange operated by it, as the context requires.
ASX Listing Rules	The official listing rules of ASX.
Auditor	The auditor of the Company, being Deloitte Touche Tohmatsu.
Board	The board of Directors of the Company.
Chairman	The individual elected to chair any meeting of the Company from time to time.
Closely Related Party	of a member of KMP means: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or of the member's spouse;(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 Company;(e) a company that the member controls; or(f) a person described as such by the <i>Corporations Regulations 2001</i> (Cth).
Company	Murray River Organics Group Limited ABN 46 614 651 473.
Constitution	The constitution of the Company.
Corporations Act	Corporations Act 2001 (Cth).
Directors	The directors of the Company from time to time (each a Director).
Directors' Report	The section of the Annual Report entitled 'Directors' Report'.
Joint Lead Managers	The joint lead managers to the Placement, being PAC Partners Pty Ltd and Morgans Corporate Limited.
KMP	A person having authority and responsibility for planning, directing and controlling the activities of the Company and its subsidiaries, directly or indirectly, including any Director (whether executive or otherwise) of the Company or any of its subsidiaries.
Placement	The fully underwritten placement of Shares at the offer price of \$0.30 per Share to certain institutional investors pursuant to the Prospectus issued by the Company dated 28 August 2017.
Related Party	The meaning given in section 228 of the Corporations Act.
Remuneration Report	The section of the Directors' Report entitled 'Remuneration Report', dealing with remuneration of Directors and KMP.
Restricted Voter	KMP (details of whose remuneration are included in the Remuneration Report) and their Closely Related Parties.
Shares	Fully paid ordinary shares in the capital of the Company (each a Share).

ANNEXURE A

Nomination of Auditor

The Directors
Murray River Organics Group Limited
32 Crompton Way
Dandenong South VIC 3175

17 October 2017

Dear Directors

NOMINATION OF AUDITOR

Pursuant to section 328B of the Corporations Act 1, Kim Sorensen as trustee for Sorensen Family Trust, being a Shareholder of Murray River Organics Group Limited, provide notice of nomination of Deloitte Touche Tohmatsu for appointment as the company auditor of Murray River Organics Group Limited.

It is intended that this nomination will be put forward as an item of business for consideration of Shareholders at the annual general meeting that is to be held on Wednesday 22 November 2017 (or any adjournment of that meeting).

Yours faithfully



Signed by Kim Sorensen as trustee for Sorensen Family Trust

Murray River Organics Group Limited

ABN 46 614 651 473

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

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

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

For all enquiries call:

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

Proxy Form



Vote and view the annual report online

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

Your access information that you will need to vote:

Control Number: 131118

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



For your vote to be effective it must be received by 11.00am (Melbourne time) on Monday, 20 November 2017

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

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

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

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

☐

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.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Murray River Organics Group 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 Murray River Organics Group Limited to be held at Clayton Utz, Level 18, 333 Collins Street, Melbourne on Wednesday, 22 November 2017 at 11.00am (Melbourne 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is 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 Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



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

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Donald Brumley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of previous issue of Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date

/ /
