
SOIL SUB TECHNOLOGIES LIMITED

ACN 078 388 155

NOTICE OF GENERAL MEETING

TIME: 10:00 am (WST)

DATE: 11 September 2014

PLACE: Level 1, 143 Hay Street, Subiaco, Western Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 6380 9200.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00 am (Perth time) on Thursday, 11 September 2014 at:

Level 1, 143 Hay Street, Subiaco, Western Australia

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00 pm (WST) on Tuesday, 9 September 2014.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and

- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF 174,355,557 SHARES AND 77,500,000 OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 174,355,557 Shares and 77,500,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not 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 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.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF 168,519,443 SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 168,519,443 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not 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 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.

3. RESOLUTION 3 – ISSUE OF 187,625,000 OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 187,625,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons. However, the Company need not 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 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.

4. **RESOLUTION 4 – ISSUE OF SHARES TO RM CORPORATE FINANCE (AND / OR NOMINEES) AS CORPORATE ADVISORY AND CAPITAL RAISING FEES**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 43,213,889 Shares to RM Corporate Finance (or its nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by RM Corporate Finance and its nominees and Guy Le Page and any of their associates. However, the Company need not 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 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.

5. **RESOLUTION 5 – ISSUE OF SHARES TO PME BIOFUELS LIMITED (AND / OR NOMINEES) AS A LOAN ESTABLISHMENT FEE**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares which, when multiplied by the notional issue price, will equate to the equivalent of \$75,000 as a loan establishment fee, to PME Biofuels Limited (or its nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not 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 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.

6. **RESOLUTION 6 – ISSUE OF SHARES TO MR GUY T LE PAGE (AND / OR NOMINEES) IN LIEU OF LOAN REPAYMENTS**

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

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue 16,666,667 Shares to Guy T Le Page (or his nominees) in lieu of loan repayments payable to Mr Guy T Le Page on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Guy T Le Page and his nominees and their associates. However, the Company need not disregard a vote if the vote 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 the vote 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.

7. RESOLUTION 7 – ISSUE OF SHARES TO MR DEREK PHILLIP JONES (AND/OR NOMINEES) IN LIEU OF LOAN REPAYMENTS AND CORPORATE ADVISORY FEES

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

"That, for the purposes of ASX Listing Rule 10.11, section 195(4) and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue 11,333,333 Shares to Derek Phillip Jones (or his nominees) in lieu of loan repayments and corporate advisory fees payable to Mr Derek Phillip Jones on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Derek Phillip Jones and his nominees and their associates. However, the Company need not disregard a vote if the vote 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 the vote 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. RESOLUTION 8 – ISSUE OF SHARES TO MR THOMAS ALABAKIS (AND/OR NOMINEES) IN LIEU OF LOAN REPAYMENTS

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

"That, for the purposes of ASX Listing Rule 10.11, section 195(4) and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue 14,583,333 Shares to Thomas Alabakis (or his nominees) in lieu of loan repayments payable to Mr Thomas Alabakis on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Thomas Alabakis and his nominees and their associates. However, the Company need not disregard a vote if the vote 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 the vote 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.

DATED: 29 JULY 2014

BY ORDER OF THE BOARD

KEONG CHAN
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUES OF SHARES AND OPTIONS

1.1 General

Between 9 January 2014 and 18 June 2014 (inclusive), the Company issued (among other issues) 342,875,000 Shares and 77,500,000 Options (free attaching to Shares issued on 9 January 2014) to sophisticated investors at issue prices of \$0.0024, \$0.0032 or \$0.004 per Share to raise \$1,142,600.

The Company provided notice pursuant to section 708A(5)(e) of the Corporations Act that the Shares were issued without disclosure to investors under Part 6D.2 of the Corporations Act.

The issue of the Shares and Options was conducted under the Company's existing placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 174,355,557 Shares and 77,500,000 Options issued under the Company's capacity pursuant to ASX Listing Rule 7.1.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 168,519,443 Shares issued under the Company's capacity pursuant to ASX Listing Rule 7.1A.

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

ASX Listing Rule 7.1A gives a company the ability to issue equity securities under a 10% placement facility provided the company has obtained shareholder approval by way of a special resolution at an annual general meeting. Shareholder approval of the 10% placement facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and
- (b) the date of the approval by Shareholders of a transaction under either ASX Listing Rule 11.1.2 or 11.2.

The Shareholders previously approved a 10% placement facility under ASX Listing Rule 7.1A at the last annual general meeting of the Company which was held on 29 November 2013.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rules 7.1 and 7.1A. It has the effect that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rules 7.1 or 7.1A (and provided that the previous issues did not breach ASX Listing Rules 7.1 or 7.1A) those securities will be deemed to have been issued with shareholder approval for the purpose of ASX Listing Rules 7.1 or 7.1A as relevant.

By ratifying the issues of Shares and Options in Resolutions 1 and 2, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and the additional 10% annual capacity set out in Listing Rule 7.1A.

1.2 Technical information required by ASX Listing Rule 7.4 in relation to Resolution 1

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) 77,500,000 Options were issued on 9 January 2014 (free attaching to Shares issued on same date);
- (b) 116,618,057 Shares were issued on 19 February 2014 at an issue price of \$0.004 per Share;
- (c) 12,500,000 Shares were issued on 24 February 2014 at an issue price of \$0.004 per Share;
- (d) 45,237,500 Shares were issued on 18 June 2014 at an issue price of \$0.0024 per Share;
- (e) the Options were issued for nil consideration on the terms and conditions of the Options are set out in Schedule 1 of this Explanatory Statement;
- (f) the Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the Shares and Options were issued to clients and contacts of RM Corporate Finance Pty Ltd ACN 108 084 386 (**RM Corporate Finance**), who are sophisticated investors and were not and are not related parties of the Company. The allocation of Shares was made by RM Corporate Finance Pty Ltd acting as lead manager;
- (h) \$625,042 was raised from the issue of these Shares and Options; and
- (i) the funds raised have been used towards:
 - (i) continuing development of the Company's "Nutrimix" soil treatments;
 - (ii) performing due diligence on Platinum JV Developments; and
 - (iii) working capital including corporate overheads.

1.3 Technical information required by ASX Listing Rule 7.4 in relation to Resolution 2

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) 71,250,000 Shares were issued on 9 January 2014 at an issue price of \$0.0032 per Share;
- (b) 58,506,943 Shares were issued on 19 February 2014 at an issue price of \$0.0032 (46,875,000 Shares) or \$0.004 (11,631,943 Shares) per Share;
- (c) 38,762,500 Shares were issued on 18 June 2014 at an issue price of \$0.0024 per Share;
- (d) the Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (e) the Shares were issued to clients and contacts of RM Corporate Finance, who are sophisticated investors and were not and are not related parties of the Company. The allocation of Shares was made by RM Corporate Finance acting as lead manager;
- (f) \$517,558 was raised from the issue of these Shares; and
- (g) the funds raised have been used towards:
 - (i) continuing development of the Company's "Nutrimix" soil treatments;
 - (ii) performing due diligence on Platinum JV Developments; and
 - (iii) working capital including corporate overheads.

2. RESOLUTION 3 – ISSUE OF 187,625,000 OPTIONS

2.1 General

Resolution 3 seeks Shareholder approval for the issue of up to 187,625,000 Options which are proposed to be issued for nil cash consideration to subscribers for the Shares issued on 19 February 2014 and 24 February 2014 on the basis of one Option for every Share subscribed for and issued.

A summary of ASX Listing Rule 7.1 is set out in section 1.1 above.

The effect of Resolution 3 will be to allow the Company to issue the Options, without using the Company's 15% annual placement capacity set out in ASX Listing Rule 7.1.

2.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Options issue proposed pursuant to Resolution 3:

- (a) the maximum number of Options to be issued is 187,625,000 Options;
- (b) the Options will be issued on the basis they are free attaching to the places of Shares issued on 19 and 24 February and accordingly the issue price of the Options is nil and no funds will be raised from their issue;
- (c) the terms of the Options are set out in Schedule 1 of this Explanatory Statement;
- (d) the Options will be issued no later than three months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Options will occur on the same date;
- (e) the Options will be issued to sophisticated investors, who are not related parties of the Company on the basis of one Option for every Share they respectively subscribed for and were issued with on 19 February 2014 and 24 February 2014;
- (f) the Shares issued on exercise of the Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) if these Options are issued and exercised, a total of 187,625,000 Shares would be issued. This would increase the number of Shares on issue from

1,769,194,434 to 1,956,819,434 (assuming no other Shares are issued), with the effect that shareholdings of existing Shareholders would be diluted by approximately 9.6%; and

- (h) the Company intends to use the funds raised upon exercise of the Options (if any) to fund:
 - (i) continuing development of the Company's "Nutrimix" soil treatments;
 - (ii) performing due diligence on Platinum JV Developments; and
 - (iii) working capital including corporate overheads.

3. RESOLUTION 4 – ISSUE OF SHARES TO RM CORPORATE FINANCE (AND / OR NOMINEES) AS CORPORATE ADVISORY AND CAPITAL RAISING FEES

3.1 General

Resolution 4 seeks Shareholder approval for the issue of 43,213,889 Shares to RM Corporate Finance (or its nominees) in consideration for services provided under a corporate advisory and capital raising mandate between RM Corporate Finance and the Company as announced to the ASX on 28 July 2014 (**Mandate**).

Of the total of 43,213,889 Shares proposed to be issued to RM Corporate Finance (and/or its nominees) under Resolution 4, 28,888,889 of those Shares are proposed to be issued in consideration for corporate advisory services provided by RM Corporate Finance to the Company, including services associated with the introduction and management of potential project acquisitions to the Company as the Company has announced to the ASX since April 2014. The remaining 14,325,000 Shares proposed to be issued to RM Corporate Finance (and/or its nominees) pursuant to Resolution 4 comprise a fee for RM Corporate Finance facilitating capital raising by the Company during the 2014 financial year. Please refer to the Company's announcement on 28 July 2014 for a summary of further issues of securities agreed pursuant to the Mandate (which are subject to Shareholders' approval).

3.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Mandate will result in the issue of Shares, if approved by Shareholders, which constitutes giving a financial benefit. Guy Le Page is a related party of the Company by virtue of being a Director. Guy Le Page has a controlling interest in RM Corporate Finance, which results in RM Corporate Finance being a related party of the Company.

The Directors (other than Guy Le Page who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares under this Resolution 4 because the Shares will be issued to RM Corporate Finance on reasonable

commercial terms in the general market for services of the nature and type being provided under the Mandate and as such the giving of the financial benefit is on arm's length terms.

3.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Mandate involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors (other than Guy Le Page who has a material personal interest in Resolution 4) that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

3.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to this Resolution 4:

- (a) the Shares will be issued to RM Corporate Finance (or its nominees), which is a related party of the Company by virtue of being controlled by Guy Le Page, a director of the Company;
- (b) the maximum number of Shares to be issued is 43,213,889;
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the Shares will be issued for nil cash consideration in satisfaction of services provided by RM Corporate Finance in accordance with the Mandate (the notional issue prices for those Shares comprise \$0.0024 per Share for the capital raising fee and \$0.0027, \$0.0036 and \$0.004 per Share for components of the corporate advisory fees);
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Company will make an application for Official Quotation by ASX of all Shares issued; and
- (g) no funds will be raised from the Mandate as the Shares are being issued in consideration for services provided in accordance with the Mandate.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue under this Resolution 4 as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to RM Corporate Finance (or its nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

4. RESOLUTION 5 – ISSUE OF SHARES TO PME BIOFUELS LIMITED (AND / OR NOMINEES) AS A LOAN ESTABLISHMENT FEE

4.1 General

Resolution 5 seeks Shareholder approval for the issue of Shares to PME Biofuels Limited (or its nominees) as a loan establishment fee in consideration for the provision of a loan facility under a mandate between PME Biofuels Limited and the Company as announced to the ASX on 28 July 2014 (**Loan Facility Mandate**).

Under the Loan Facility Mandate, the Company has entered into an arrangement with PME Biofuels Limited for a standby facility of up to \$1,800,000 for use towards due diligence upon Platinum JV Developments. PME Biofuels Limited has agreed with the Company to charge an interest rate of 18% per annum on the amount actually borrowed and an establishment fee of \$75,000 (GST exclusive) for the provision of the Loan Facility.

Both the \$75,000 loan establishment fee and the interest on any amounts drawn down under the Loan Facility Mandate (although no drawdowns have yet been made as at the date of this notice) are payable in Shares at an issue price of the lower of:

- (a) \$0.0024 per Share; or
- (b) 80% of the five day VWAP for Shares prior to the date of the Meeting.

The Company does not propose to seek approval at the Meeting for the issue of Shares as interest repayments, as there have been no drawdowns to date under the Loan Facility Mandate. Consequently, Resolution 5 relates only to the issue of Shares to pay the loan establishment fee to the value of \$75,000.

A summary of ASX Listing Rule 7.1 is set out in section 1.1 above.

The effect of Resolution 5 will be to allow the Company to issue up to the maximum number of Shares calculated pursuant to that Resolution during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

4.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of Shares pursuant to Resolution 5:

- (a) the maximum number of Shares to be issued is up to that number of Shares which, when multiplied by the issue price will equate to the equivalent of \$75,000 (although no cash consideration will be paid for the Shares as they are proposed for issue in satisfaction of the loan establishment fee payable to PME Biofuels Limited under the Loan Facility Mandate);
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the issue price will be the lower of:
 - (i) \$0.0024 per Share; or
 - (ii) 80% of the five day VWAP for Shares prior to the date of the Meeting;

- (d) the Shares will be issued to PME Biofuels Limited and/or its nominees, none of which are related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Shares will be issued for nil cash consideration (and accordingly no funds will be raised from their issue) in satisfaction of the loan establishment fee pursuant to the Loan Facility Mandate.

4.3 Dilution

The closing market price for Shares on 28 July 2014 was \$0.003. The lowest issue price (ie 20% discount) of this market price would be \$0.0024 per Share.

Accordingly, set out below is a worked example of the number of Shares that may be issued under Resolution 5 based on an assumed issue price of \$0.0024, \$0.0018 and \$0.0012.

Assumed issue price	Maximum number of Shares which the Company could issue (rounded up to the nearest whole number) pursuant to Resolution 5	Current Shares on issue as at the date of this Notice	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 5	Dilution effect on existing Shareholders
\$0.0024	54,583,334	1,769,194,434*	1,823,777,768	3%
\$0.0018	72,777,778	1,769,194,434*	1,841,972,212	4%
\$0.0012	109,166,667	1,769,194,434*	1,878,361,101	5.8%

*The number of Shares on issue could increase if Options currently on issue are exercised or 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.

The table above uses the following assumptions:

- (i) There are currently 1,769,194,434 Shares on issue as at the date of this Notice of Meeting.
- (ii) No other new Shares are issued other than pursuant to Resolution 5.
- (iii) It is assumed that no Options are exercised into Shares before the date of issue of the Shares pursuant to Resolution 5.
- (iv) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of exercise of Options into Shares, based on that Shareholder's holding at the date of the Meeting.

The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

5. **RESOLUTIONS 6, 7 AND 8 – ISSUES OF SHARES TO THREE DIRECTORS (AND / OR NOMINEES) IN LIEU OF LOAN REPAYMENTS AND IN THE CASE OF RESOLUTION 7, CORPORATE ADVISORY FEES**

5.1 **Shares to Directors**

Loan Repayments

The Company proposes pursuant to Resolutions 6 to 8 to issue a total of 39,583,333 Shares to the following Directors, or their nominees, in lieu of repayment of a total of \$95,000 of loans advanced to the Company as follows:

Name of Director	Loans Advanced (\$)	Number of Shares	Deemed issue price per Share proposed to be issued (\$) ¹	Value of Shares at Share Price of \$0.003 on 28 July 2014 (\$)
Guy T Le Page	40,000	16,666,667	0.0024	50,000
Derek P Jones	20,000	8,333,333	0.0024	25,000
Thomas Alabakis	35,000	14,583,333	0.0024	43,750
TOTAL	95,000	39,583,333		118,750

Notes:

1. The deemed issue price of the Shares is based on a 20% discount to the \$0.003 closing price of the Company's Share capital as at 28 July 2014 which price of \$0.0024 per Share is proposed because it was the same issue price as the Company's placement of Shares announced to the ASX on 18 June 2014.

Corporate Consulting Services – Mr D P Jones

Mr D P Jones has provided corporate advisory services to the Company from 12 May 2014 for a period of 3 months for an amount of \$6,000 per month paid by 50% cash and 50% Shares in the Company, with the number of Shares calculated at the closing price of the Company's Shares as at 28 July 2014 of \$0.003. The number of Shares proposed pursuant to Resolution 7 to be issued to Mr D P Jones as consideration for these services is therefore 3,000,000 Shares. The value of these 3,000,000 Shares at the closing price of \$0.003 per Share on ASX's market on 28 July 2014 is \$9,000.

Under Resolution 7, the total number of Shares proposed to be issued to Mr D P Jones is 11,333,333 (including all the Shares described as allocated to him or his nominees in this section 5.1).

5.2 **Chapter 2E of the Corporations Act – Related Party Transactions**

The issue of Shares to the Directors constitutes a grant of a financial benefit to a related party for the purposes of Chapter 2E of the Corporations Act. Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the relevant provisions of the Corporations Act; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

For the purposes of Chapter 2E, Messrs Le Page, Jones and Alabakis are related parties of the Company by virtue of being Directors and the issue of Shares would constitute the giving of a financial benefit.

The Directors consider it prudent to consider that each Director holds a “material personal interest” in the consideration of the matters set out in Resolutions 6 to 8 (to the extent they each may receive Shares) and so a quorum cannot be formed to consider the matter at Board level. However, by reason of section 195(4) of the Corporations Act, the Directors are permitted in such instances to put the matter before Shareholders to resolve. The Directors have accordingly exercised their right under section 195(4) of the Corporations Act and the proposed issues of the Shares to the Directors (or their nominees) are put to Shareholders to consider, and if thought fit, approve.

For the purpose of obtaining Shareholder approval, and in accordance with the requirements of Chapter 2E of the Corporations Act, and in particular section 219, the following information is provided to Shareholders to allow them to assess whether or not to approve the issue of the Shares to the Directors under Resolutions 6 to 8.

5.3 ASX Listing Rule 10.11

A summary of the requirements under Listing Rule 10.11 is set out in section 3.3 above.

5.4 Technical Information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.13

Identity of the related party to whom the proposed resolution would permit the financial benefit to be given.

Subject to Shareholders’ approval, the Shares the subject of Resolutions 6 to 8 will be issued to Directors or their nominees within one month of the passing of these Resolutions (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on one date. Messrs Le Page, Jones and Alabakis are Directors of the Company and are therefore classified as related parties.

Nature of, reasons and basis for the financial benefit

The issue of the maximum numbers of 39,583,333 and 3,000,000 Shares is in lieu of \$95,000 of loans from Directors and provision of corporate consulting services by Mr D P Jones respectively. Given the current financial position of the Company the Directors consider that the issue of Shares in lieu of cash payment is a cost effective and efficient means for the Company to conserve cash but repay loans made to the Company and to pay for services rendered by Mr Jones to the Company.

The deemed issue price of the Shares is based on a 20% discount to the \$0.003 closing price of the Company’s share capital on 28 July 2014 in relation to the loan repayments and \$0.003 per Share in relation to the provision of corporate consulting services by Mr D P Jones.

The Directors consider this a fair and appropriate way to work out the number of Shares to be issued and the deemed issued price of the Shares to be issued to the Directors in lieu of loan repayments and payments for services rendered by Mr Jones to the Company.

The Shares will be issued for nil cash consideration, in lieu of cash payment and accordingly no funds will be raised.

The Shares proposed to be issued pursuant to Resolutions 6 to 8 will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Directors' recommendations to members and reasons

- (a) Mr Le Page declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of that Resolution on the basis that he and/or his nominees are proposed to be issued Shares if Resolution 6 is passed. However, in respect of Resolutions 7 and 8, he has no material personal interest and he recommends that Shareholders vote in favour of those Resolutions for the following reasons:
 - (i) the issue of Shares in lieu of repayment of the loan funds owed to Messrs Le Page, Jones and Alabakis and the issue of Shares in lieu of payment of corporate advisory fees to Mr Jones is a reasonable and appropriate method to provide cost effective loan repayment and remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on other activities than it would if it were required to repay the loans and make payment for services rendered by Mr Jones in cash; and
 - (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares upon the terms proposed;
- (b) Mr Jones declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interest in the outcome of that Resolution on the basis that he and/or his nominees are proposed to be issued Shares if Resolution 7 is passed. However, in respect of 6 and 8, he has no material personal interest and he recommends that Shareholders vote in favour of those Resolutions for the reasons relevant to the loan repayments described in paragraph (a);
- (c) Mr Alabakis declines to make a recommendation to Shareholders in relation to Resolution 8 due to his material personal interest in the outcome of that Resolution on the basis that he and/or his nominees are proposed to be issued Shares if Resolution 8 is passed. However, in respect of Resolutions 6 and 7, he has no material personal interest and he recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (a); and
- (d) The Company's only other Director, Mr Keong Chan has no material personal interest in the outcome of Resolutions 6 to 8 and he recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (a).

Dilution as a Result of Resolutions 6 to 8

Number of Shares currently on issue	Number of Shares proposed to be issued pursuant to Resolutions 6 to 8	Dilution caused to existing Shareholders by issues under Resolutions 6 to 8
1,769,194,434*	Director Loans - 39,583,333	2.18%**
	Corporate consulting services Mr D P Jones – 3,000,000	0.17%

*The number of Shares on issue could increase if Options currently on issue are exercised or 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.

** Comprising dilution of 0.92% by Mr G T Le Page, 0.46% by Mr D P Jones and 0.80% by Mr T Alabakis (or their respective nominees).

The table above uses the following assumptions:

- (i) There are currently 1,769,194,434 Shares on issue as at the date of this Notice of Meeting.
- (ii) All Shares are issued under each of Resolutions 6, 7 and 8 but no other new Shares are issued.
- (iii) It is assumed that no Options are exercised into Shares before the date of issue of the Shares pursuant to Resolutions 6 to 8.
- (iv) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of exercise of Options into Shares, based on that Shareholder's holding at the date of the Meeting.

Current relevant interests of the Directors in the Company

Name of Director	Number of Shares	Number of Options
Mr Guy T Le Page ¹	18,250,000	Nil
Mr Derek P Jones ²	142,993,671	26,453,269 Options, each exercisable at \$0.005 and expiring 30 November 2015
Mr Thomas Alabakis ³	6,250,000	12,500,000 Options, each exercisable at \$0.005 and expiring 30 November 2015

Notes:

1. Mr Le Page's interests in Shares are held in BT Global Holdings Pty Ltd and GT Le Page & Associates Pty Ltd, which companies are controlled by Mr Le Page.
2. Mr Jones' interests in Shares and Options are held either jointly with his wife Mrs Helen Jones as trustees for the Leto Trust or Leto Super Fund or indirectly through Perigee Capital Pty Ltd (which company Mr Jones controls) as trustee of a trust where Mr Jones has a beneficial interest.
3. Mr Alabakis' interests in Shares and Options are held in his own name.

Remuneration of the Directors

The remuneration and emoluments from the Company to the directors for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Director	Current Financial Year (ending 30 June 2015)	Previous Financial Year (ended 30 June 2014)
Mr Guy T Le Page	\$96,000	\$96,000
Mr Derek P Jones	\$66,000	\$48,000
Mr Thomas Alabakis	\$48,000	\$48,000

Share Price history

Historical Share price information for the last twelve months is as follows:

	Price (\$)	Date
Lowest	0.001	14 August 2013
Highest	0.012	6 and 7 March 2014
Last	0.003	28 July 2014

The Shares proposed to be issued pursuant to Resolutions 6 to 8 (at a deemed issue price of \$0.0024 in the case of the loan repayments and \$0.003 in the case of the corporate consulting services by Mr D P Jones) may or may not be issued at a price that is a discount to the market price at the time of issue of those Shares, if those Resolutions are approved at the Meeting.

The primary purpose of the proposed issues of Shares pursuant to Resolutions 6 to 8 is to preserve the Company's cash resources to enable it to spend a greater proportion of its cash reserves on other activities than it would if it were required to repay in cash the loans to Messrs Le Page, Jones and Alabakis and required to make cash payment for services rendered by Mr Jones.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares to the Directors under Resolutions 6 to 8, as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issues of Shares to the Directors will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6 to 8.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Soil Sub Technologies Limited (ACN 078 388 155).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement, the Schedule and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of one or more Options.

PME Biofuels Limited means PME Biofuels Limited ACN 107 920 945.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

RM Corporate Finance means RM Corporate Finance Pty Ltd ACN 108 084 386.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of one or more Shares.

VWAP means in relation to Shares for a particular period, the volume weighted average price of trading in those securities on the ASX market over that period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – OPTION TERMS PURSUANT TO RESOLUTIONS 1 AND 3

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share.
 - (b) Each Option will expire at 5.00pm (WST) on 30 November 2015 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (c) Subject to paragraph(k), the amount payable upon exercise of each Option will be \$0.005 (**Exercise Price**).
 - (d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
 - (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;
- (**Exercise Notice**).
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
 - (h) Subject to the Corporations Act, the Options are freely transferable.
 - (i) All Shares allotted upon the exercise of Options will upon allotment rank *pari passu* in all respects with other Shares.
 - (j) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
 - (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
 - (l) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be after the issue is announced. This may give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
 - (m) An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

PROXY FORM

APPOINTMENT OF PROXY
SOIL SUB TECHNOLOGIES LIMITED
ACN 078 388 155

GENERAL MEETING

I/We

of

appoint

being a Shareholder entitled to attend and vote at the Meeting, hereby

Name of proxy

OR

☐

the Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:00am (Perth time), on Thursday, 11 September 2014 at Level 1, 143 Hay Street, Subiaco, Western Australia, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	RATIFICATION OF PRIOR ISSUE OF 174,355,557 SHARES AND 77,500,000 OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	RATIFICATION OF PRIOR ISSUE OF 168,519,443 SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	ISSUE OF 187,625,000 OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	ISSUE OF SHARES TO RM CORPORATE FINANCE (AND / OR NOMINEES) AS CORPORATE ADVISORY AND CAPITAL RAISING FEES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	ISSUE OF SHARES TO PME BIOFUELS LIMITED (AND / OR NOMINEES) AS A LOAN ESTABLISHMENT FEE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	ISSUE OF SHARES TO MR GUY T LE PAGE (AND / OR NOMINEES) IN LIEU OF LOAN REPAYMENTS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	ISSUE OF SHARES TO MR DEREK P JONES (AND / OR NOMINEES) IN LIEU OF LOAN REPAYMENTS AND CORPORATE ADVISORY FEE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	ISSUE OF SHARES TO MR THOMAS ALABAKIS (AND / OR NOMINEES) IN LIEU OF LOAN REPAYMENTS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Shareholder(s):

Date: _____

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____

Contact Ph (daytime): _____

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - (a) **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - (b) **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - (c) **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - (d) **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Soil Sub Technologies Limited, Level 1, 143 Hay Street, Subiaco WA 6008; or
 - (b) facsimile to the Company on facsimile number +61 8 6380 9299,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.