

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the members of Ozgrowth Limited (**Ozgrowth** or the **Company**) will be held on Tuesday 11 November 2014 at 1:30pm (WST) at Level 18, Alluvion Building, 58 Mounts Bay Road, Perth, Western Australia 6000.

Ordinary Business

Financial Statements and Reports of the Directors and the Auditor in respect of the year ended 30 June 2014

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2014, together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

Note: In accordance with amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's annual financial report to shareholders unless a shareholder has specifically elected to receive a printed copy. While the Company will not provide a hard copy of the Company's annual financial report a soft copy will be available on its website at www.ozgrowth.com.au.

Resolution 1 - Re-election of a Director – Mr Philip Rees

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

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Philip Rees, a Director, retires by rotation, and being eligible, is re-elected as a Director."

Resolution 2 - Re-election of a Director – Mr Dermot Woods

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

"That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Dermot Woods, being appointed as an Additional Director since the last Annual General Meeting, retires and being eligible, is re-elected as a Director."

Resolution 3 - Re-election of a Director – Mr Stephen Tucker

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

"That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Stephen Tucker, being appointed as an Additional Director since the last Annual General Meeting, retires and being eligible, is re-elected as a Director."

Resolution 4 – Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Directors' Report, for the financial year ended 30 June 2014."

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

Voting Prohibition Statement:

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

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

However, a person (the **voter**) described above may vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies how the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - i. does not specify the way the proxy is to vote on this Resolution; and

- ii. expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Explanatory Statement

Resolution 1 - Re-election of a Director – Mr Philip Rees

Clause 13.2 of the Constitution provides that one third of Directors must retire from office at each annual general meeting of the Company. Mr Philip Rees will retire by rotation in accordance with clause 13.2 of the Constitution and being eligible seeks re-election. Refer to the annual financial report for a background on Mr Rees.

Resolution 2 - Re-election of a Director – Mr Dermot Woods

Clause 13.4 of the Constitution provides that where appointed as an Additional Director, the Director is appointed until the next Annual General Meeting and is then available for re-election at that Annual General Meeting. Mr Dermot Woods will retire in accordance with clause 13.4 of the Constitution and being eligible seeks re-election. Refer to the annual financial report for a background on Mr Woods.

Resolution 3 - Re-election of a Director – Mr Stephen Tucker

Clause 13.4 of the Constitution provides that where appointed as an Additional Director, the Director is appointed until the next Annual General Meeting and is then available for re-election at that Annual General Meeting. Mr Stephen Tucker will retire in accordance with clause 13.4 of the Constitution and being eligible seeks re-election. Refer to the annual financial report for a background on Mr Tucker.

Resolution 4 – Remuneration Report

General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 3 are voted against adoption of the Remuneration Report at consecutive Annual General Meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's second annual general meeting. All of the Directors who were in office when the Company's Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2014.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Proxy Restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions Given	No directions given
Key Management Personnel ¹	Voted as directed	Unable to vote ³
Chair ²	Voted as directed	Voted at discretion of Proxy ⁴
Other	Voted as directed	Voted at discretion of Proxy

Notes:

¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

² Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

⁴ The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

Definitions

Key Management Personnel has the same meaning as in the accounting standards and broadly includes 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.

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).

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2014.

General Business

To transact any other business which may lawfully be brought before the meeting in accordance with the Company's Constitution.

In accordance with section 250BA of the Corporations Act 2001, the Company specifies the following information for the purposes of receipt of proxy appointments:

Registered Office:	Level 18, The Alluvion Building 58 Mounts Bay Road Perth, Western Australia 6000
Facsimile Number:	(08) 9321 8288
Postal Address:	PO Box Z5036 Perth, Western Australia 6831

Each member entitled to vote at the annual general meeting has the right to appoint a proxy to attend and vote at the meeting on their behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his/her discretion. The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the meeting (proxy forms may be lodged by facsimile). Members who are unable to attend the meeting are encouraged to complete and return a proxy form.

In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 4.00pm (WST) on 9 November 2014.



Philip Rees
Executive Director
By Order of the Board of Directors

Perth, Western Australia
29 September 2014

OZGROWTH LIMITED

ACN 126 450 271

PROXY FORM

The Company Secretary
Ozgrowth Limited
PO Box Z5036
PERTH WA 6831

OR

The Company Secretary
Ozgrowth Limited
Level 18
58 Mounts Bay Rd
PERTH WA 6000

Fax: (618) 9321 8288

I / We (full name) _____

of _____

in the State of _____ being the registered holder of _____ fully paid ordinary shares

in OZGROWTH LIMITED hereby appoint _____

of _____

in the State of _____ in respect of _____ shares or, failing the person so named, the Chairperson of the Annual General Meeting as my/our Proxy to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held at 1:30pm (WST) on Tuesday 11 November 2014 at Level 18, Alluvion Building, 58 Mounts Bay Road, Perth, Western Australia 6000 and at any adjournment thereof.

Important for Resolution 4:**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 4 (except where I/we have indicated a different voting intention below) even though Resolution 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

OR**Resolutions**

	For	Against	Abstain
1. Re-election of Mr Philip Rees as a Director	☐	☐	☐
2. Re-election of Mr Dermot Woods as a Director	☐	☐	☐
3. Re-election of Mr Stephen Tucker as a Director	☐	☐	☐
4. Adoption of Remuneration Report	☐	☐	☐

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 to be counted in computing the required majority on a poll.

If the member is an individual or joint holder:

If the member is a Company:

Executed by the Company in accordance with section 127 of the Corporations Act:

Signed: _____

Sole* Director: _____

Signed: _____

Director/secretary*: _____

Dated: _____ 2014

Dated: _____ 2014

*Delete one.

INSTRUCTIONS AS TO VOTING

1. **(Direction to Vote):** If you wish to direct your proxy how to vote with respect to any or all of the proposed resolutions, please indicate the manner in which your proxy is to vote by placing a mark in the appropriate FOR, AGAINST or ABSTAIN boxes adjacent to the resolutions as listed in the proxy form (subject to the requirements of the Corporations Act).
2. **(New sections 250BB and 250BC of the Corporations Act):** These sections 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 Annual General 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 is 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:
 - o the proxy is not recorded as attending the meeting;
 - o 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.

3. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) delivery to Ozgrowth Limited, Level 18, 58 Mounts Bay Rd, PERTH WA 6000; or
- (b) post to Ozgrowth Limited, PO Box Z5036, PERTH WA 6831; or
- (c) facsimile to the Company on facsimile number +61 8 9321 8288.

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.