
SOIL SUB TECHNOLOGIES LIMITED
ACN 078 388 155
NOTICE OF ANNUAL GENERAL MEETING

TIME: 9:30 am (WST)
DATE: 28 November 2014
PLACE: Level 1, 143 Hay Street, Subiaco WA 6008

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, Mr Keong Chan, 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 9:30am (WST) on 28 November 2014 at:

Level 1, 143 Hay Street, Subiaco WA 6008

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 9:30am (WST) on 26 November 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; or
 - 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

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

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.

2. RESOLUTION 1 – ADOPTION OF 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 Company's annual financial 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 either of the following persons:

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

However, a person (the **voter**) described above may cast a 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 the way 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.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR THOMAS ALABAKIS

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 57 of the Constitution and for all other purposes, Mr Thomas Alabakis, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – 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 Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and 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 issue of Equity Securities under this Resolution 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 will 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 4 – ISSUE OF SHARES TO RM CORPORATE FINANCE (AND / OR NOMINEES) AS CORPORATE ADVISORY 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 44,444,444 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.

6. RESOLUTION 5 – PLACEMENT – SHARES (UP TO \$500,000)

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, when multiplied by the issue price, will raise up to \$500,000 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.

Dated: 27 October 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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of 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.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on the ASX website via the announcements platform.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 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 company or 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 a financial year.

The chair of the meeting must allow a reasonable opportunity for shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of the Directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the previous financial year) 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 of the company is approved will be the directors of the company.

2.3 Previous voting results

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.

2.4 Proxy voting restrictions

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

- (a) **If you appoint a member of the 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 as your proxy:** You must direct your proxy how to vote on this Resolution. 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.
- (b) **If you appoint the Chair as your proxy (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):** You do not need to direct your proxy how to vote on this Resolution (with your votes being voted at the discretion of the Proxy). The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.
- (c) **If you appoint any other person as your proxy:** You do not need to direct your proxy how to vote on this Resolution (with your votes being voted at the discretion of the Proxy).

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR THOMAS ALABAKIS

Clause 57 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors (other than the Managing Director) for the time being, or, if their number is not a multiple of 3, then the number nearest to but not more than one-third, shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 57 of the Constitution is eligible for re-election.

The Company currently has 3 Directors. Accordingly, 1 must retire.

Mr Alabakis will retire by rotation and seeks re-election.

Biography of Mr Alabakis

Mr Alabakis is a highly accomplished executive with regional and international experience in operations, corporate leadership, board level expertise, corporate governance, financial management, operational and financial restructuring, turnarounds and growth organizations. He is a results orientated decisive leader with proven success.

Mr Alabakis possesses a thorough knowledge of cultural and business operations in the Middle East, Africa, USA, and Asia Pacific. His depth of knowledge in the Asian financial markets in particular is potentially a valuable asset for the Company.

His experience has included the provision of financial advisory services in Dubai with a number of clients based around UAE and acting as a director of a private investment company owned by Saudi interests.

In Malaysia he has also been active in mergers and acquisitions in the Steel, Timber and Gold industries. He was also engaged in Malaysia with RJ Reynolds Tobacco co Sdn Bhd as Finance Director and Company Secretary.

He was also a director of Iridium Holdings LLC in the US representing the majority shareholder in the successful restructuring, refinancing and re-launching of a US\$7 billion global satellite telephony business which involved analysing operations, formulating strategies, hiring key executives, and developing new market channels. Iridium is the world's only satellite constellation that covers the entire globe, providing voice and data communication.

His Australian experience includes three years with Heytesbury Holdings Pty Ltd as a Senior Business Analyst in the late 1980's and two years as a project accountant with Western Mining Corporation in the early 1980's.

He qualified with an Associateship in Accounting (Curtin University of Technology) and was a past member of the Australian Institute of Chartered Accountants.

Mr Alabakis was appointed to the Board on 31 December 2013.

The Directors (other than Mr Alabakis) support the re-election of Mr Alabakis as a Director.

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

4.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

If Shareholders approve Resolution 3, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 4.2 below).

The effect of Resolution 3 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

4.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$1,886,241.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: SOI). The Company also has two classes of unquoted Options on issue (with one class exercisable at 1.5 cents on or before 31 December 2015 and the other class exercisable at 0.5 cents on or before 30 November 2015).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
 - (iv) less the number of Shares cancelled in the previous 12 months.
- 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 issue or

agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

4.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section (i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

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 (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.0005 50% decrease in Issue Price	\$0.001 Issue Price	\$0.002 100% increase in Issue Price
1,886,241,656 (Current Variable A)	Shares issued - 10% voting dilution	188,624,166 Shares	188,624,166 Shares	188,624,166 Shares
	Funds raised	\$94,312	\$188,624	\$377,248
2,829,362,484 (50% increase in Variable A)	Shares issued - 10% voting dilution	282,936,248 Shares	282,936,248 Shares	282,936,248 Shares
	Funds raised	\$141,468	\$282,936	\$565,872
3,772,483,312 (100% increase in Variable A)	Shares issued - 10% voting dilution	377,248,331 Shares	377,248,331 Shares	377,248,331 Shares
	Funds raised	\$188,624	\$377,248	\$754,497

*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 Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 1,886,241,656 Shares on issue and does not include the 44,444,444 Shares proposed to be issued to RM Corporate Finance (or its nominee) if Shareholders approve Resolution 4.
2. The issue price set out above is the closing price of the Shares on the ASX on 26 October 2014.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. 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.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for continued expenditure on the Company's Nutrimix business and related intellectual property, continuation of due diligence on the Malaysian property projects, or the acquisition of new projects, assets and investments that the Directors consider will bring value to Shareholders (including the expenses associated with such an acquisition); or
- (ii) as non-cash consideration for the acquisition of new projects, assets and investments that the Directors consider will bring value to Shareholders (including the expenses associated with such an acquisition), in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 29 November 2013 (**Previous Approval**).

The Company has issued 168,519,443 Shares pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 29 November 2013, the Company also issued a further 939,922,222 Shares and 490,125,000 Options which represents approximately 116.7% of the total diluted number of Equity Securities on issue in the Company on 29 November 2013, which was 1,225,272,713.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out below:

Date of Issue	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
9 January 2014	161,250,000 and 122,500,000	Fully paid ordinary shares and free attaching Options ³	Sophisticated and professional investors and clients of RM Corporate Finance Pty Ltd	Combination of shares issued from conversion of convertible notes and placement at \$0.0032 which was a discount of 75% to Market Price	Amount raised = \$318,000 Amount spent = \$318,000, comprising: <ul style="list-style-type: none"> \$10,000 on furthering Nutrimix intellectual property \$135,000 on performing due diligence on Malaysian property projects \$173,000 on working capital including \$60,000 on director/management fees, \$40,000 on ASX/ASIC/legal/Accounting and company running costs, with \$73,000 in surplus.
18 February 2014	365,125,000 and 95,000,000	Fully paid ordinary shares and free attaching Options ³	Sophisticated and professional investors and clients of RM Corporate Finance Pty Ltd	Combination of shares issued from conversion of convertible notes and placement at \$0.0032 and \$0.004 which was a discount of 75% to Market Price	Amount raised = \$853,000 Amount spent = \$853,000, comprising: <ul style="list-style-type: none"> \$10,000 on furthering Nutrimix intellectual property \$635,000 on performing due diligence on Malaysian property projects \$213,000 on working capital including \$23,000 on director/management fees, \$120,000 on a

					repayment of a loan, with \$70,000 in surplus cash.
19 February 2014	50,000,000 and 25,000,000	Fully paid ordinary shares and free attaching Options ³	Sophisticated and professional investors and clients of RM Corporate Finance Pty Ltd	The Shares were issued on conversion of the Convertible Securities	No money was raised as the Shares were issued on conversion of Convertible Securities. Current value ² = 50,000
24 February 2014	22,500,000 and 5,000,000	Fully paid ordinary shares and free attaching Options ³	Sophisticated and professional investors and clients of RM Corporate Finance Pty Ltd	Combination of shares issued from conversion of convertible notes and placement at \$0.004 which was a discount of 75% to Market Price	Amount raised = \$60,000 Amount spent = \$60,000, comprising: <ul style="list-style-type: none"> \$10,000 on furthering Nutrimix intellectual property \$50,000 on performing due diligence on Malaysian property projects \$10,000 on working capital including \$5,000 on director/management fees and \$5,000 on company running costs.
26 February 2014	20,000,000 and 10,000,000	Fully paid ordinary shares and free attaching Options ³	Sophisticated and professional investors and clients of RM Corporate Finance Pty Ltd	The Shares were issued on conversion of the Convertible Securities	Amount raised = \$20,000 Amount spent = \$20,000, comprising: <ul style="list-style-type: none"> \$20,000 working capital including \$10,000 director/management fees and \$10,000 company running costs.
6 March 2014	90,000,000 and 45,000,000	Fully paid ordinary shares and free attaching Options ³	Sophisticated and professional investors and clients of RM Corporate Finance Pty Ltd	The Shares were issued on conversion of the Convertible Securities	Amount raised = \$90,000 Amount spent = \$90,000, comprising: <ul style="list-style-type: none"> \$90,000 on performing due diligence on Malaysian property projects.
10 March 2014	12,250,000	Fully paid ordinary shares	Sophisticated and professional investors and clients of RM Corporate Finance Pty Ltd	The Shares were issued on exercise of Options	Amount raised = \$61,250 Amount spent = \$61,250, comprising: <ul style="list-style-type: none"> \$10,000 on furthering Nutrimix intellectual property \$30,000 on performing due diligence on Malaysian property projects \$21,250 on working capital including \$15,000 on director/management fees and \$6,250 on company running costs.

14 March 2014	6,250,000	Fully paid ordinary shares	Sophisticated and professional investors and clients of RM Corporate Finance Pty Ltd	The Shares were issued on exercise of Options	Amount raised = \$31,250 Amount spent = \$31,250, comprising: <ul style="list-style-type: none"> \$20,000 on performing due diligence on Malaysian property projects \$11,250 on working capital including \$11,250 on company running costs.
19 March 2014	11,500,000	Fully paid ordinary shares	Sophisticated and professional investors and clients of RM Corporate Finance Pty Ltd	The Shares were issued on exercise of Options	Amount raised = \$57,500 Amount spent = \$57,500, comprising: <ul style="list-style-type: none"> \$55,000 on performing due diligence on Malaysian property projects \$2,500 on working capital including \$2,500 surplus cash.
18 June 2014	84,000,000	Fully paid ordinary shares	Sophisticated and professional investors and clients of RM Corporate Finance Pty Ltd	Placement at \$0.0024 which was 75% discount to Market Price	Amount raised = \$201,600 Amount spent = \$201,600, comprising: <ul style="list-style-type: none"> \$10,000 on furthering Nutrimix intellectual property \$35,000 on performing due diligence on Malaysian property projects \$156,600 on working capital including \$50,000 on director/management fees, \$20,000 on company running costs and \$86,600 surplus cash.
18 September 2014	43,213,889	Fully paid ordinary shares	RM Corporate Finance Pty Ltd (or nominees)	Issue of shares in consideration for services provided regarding capital raising and corporate advisory services	Nil, in exchange for services. Current value ² = \$43,214
18 September 2014	31,250,000	Fully paid ordinary shares	PME Biofuels Limited (or nominees)	Issue of shares in consideration for services provided regarding loan establishment fees	Nil, in exchange for services. Current value ² = \$31,250
18 September 2014	42,583,333	Fully paid ordinary shares	Directors and related parties	Issue of shares in satisfaction of loans made by directors to the Company	Nil, in satisfaction of loan payments. Current value ² = \$42,583

18 September 2014	187,625,000	Options ³	Sophisticated and professional investors and clients of RM Corporate Finance Pty Ltd	Issue of free attaching Options pursuant to shareholder approval at extraordinary general meeting held on 11 September 2014	Nil, free attaching. Current value ² = \$187,625
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Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.001) on the ASX on 16 October 2014. In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).
3. Unquoted Options exercisable at 0.5 cents on or before 30 November 2015 (the terms of which are set out in Schedule 1).
4. References to 'company running costs' in the above table include payment of trade and other payables, corporate administration and operating costs, ASX and share registry fees, insurance, travel costs and / or other expenses.

(g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

4.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

5. RESOLUTION 4 – ISSUE OF SHARES TO RM CORPORATE FINANCE PTY LTD (AND / OR NOMINEES) AS CORPORATE ADVISORY FEES

5.1 General

Resolution 4 seeks Shareholder approval for the issue of 44,444,444 Shares to RM Corporate Finance Pty Ltd (**RM Corporate Finance**) (or its nominees) in consideration for services provided under a corporate advisory mandate between RM Corporate Finance and the Company as announced to the ASX on 28 July 2014 (**Mandate**).

The 44,444,444 Shares proposed to be issued to RM Corporate Finance (and/or its nominees) under Resolution 4, are 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. 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).

5.2 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.

5.3 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.

5.4 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 44,444,444;
- (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, as the Shares will be issued as consideration for services provided by RM Corporate Finance in accordance with the Mandate. The notional issue prices for those Shares comprise:
 - (i) 5,555,556 at \$0.0027 per Share;
 - (ii) 11,111,111 at \$0.00135 per Share;
 - (iii) 11,111,111 at \$0.00135 per Share; and
 - (iv) 16,666,667 at \$0.0009 per Share,for certain components of the corporate advisory fees payable to RM Corporate Finance pursuant to the Mandate;
- (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.

6. RESOLUTION 5 – PLACEMENT – SHARES (UP TO \$500,000)

6.1 General

Resolution 5 seeks Shareholder approval for the issue of up to that number of Shares, when multiplied by the issue price, will raise up to \$500,000 (**Placement**).

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.

The effect of Resolution 5 will be to allow the Company to issue the Shares pursuant to the Placement 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.

6.2 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 Placement:

- (a) the maximum number of Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals \$500,000;
- (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 not less than 80% of the volume weighted average price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made;
- (d) the Directors will determine to whom the Shares will be issued but these persons will not be 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 Company intends to use the funds raised from the Placement towards general working capital purposes.

7. ENQUIRIES

Shareholders are requested to contact the Company Secretary, Mr Keong Chan, on +61 8 6380 9200 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in section 4.1 of this Notice.

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

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 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).

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

Constitution means the Company's constitution.

Convertible Note or **Note** means a convertible note convertible into Shares and Options on the terms and conditions set out at section **Error! Reference source not found.** of the Explanatory Statement.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying 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 whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Mandate means the corporate advisory mandate between RM Corporate Finance and the Company as announced to the ASX on 28 July 2014.

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

Option means an option to acquire a Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Placement has the meaning given to that term in section 6.1.

Proxy Form means the proxy form accompanying the Notice.

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.

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 a Share.

Variable A means "A" as set out in the calculation in section 4.2 of the Explanatory Statement.

VWAP means the volume-weighted average price over securities.

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

SCHEDULE 1-OPTION TERMS

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.

APPOINTMENT OF PROXY FORM

SOIL SUB TECHNOLOGIES LIMITED
ACN 078 388 155

ANNUAL GENERAL MEETING

I/We

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

Name of proxy:

Address of proxy:

OR: ☐ the Chair of the Meeting 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 9:30am (WST), on 28 November 2014 at Level 1, 143 Hay Street, Subiaco WA 6008 and at any adjournment thereof.

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 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 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 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.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Thomas Alabakis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of issue of Shares to RM Corporate Finance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of issue of Shares (up to \$500,000)	<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:

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail

in relation to this Proxy Form:

YES ☐ NO ☐

Instructions for completing 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 Level 1, 143 Hay Street, Subiaco WA 6008;
 - (b) facsimile to the Company on facsimile number +61 8 8 6380 9299; or
 - (c) email to the Company at caz@rmcapital.com.au,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.