



# Red Gum Resources Limited

ACN 119 641 986

## Notice of Annual General Meeting

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Date of Meeting: Thursday, 26 November 2015

Time of Meeting: 10:30am WST

Place of Meeting: Suite 9, Level 2, 330 Churchill Avenue, Subiaco WA

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## Part A: Letter to Shareholders

20 October 2015

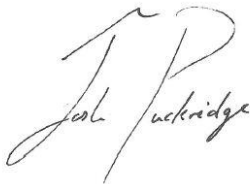
Dear Shareholders,

On behalf the Board of Directors I warmly invite you to attend Red Gum's Annual General Meeting (AGM) to be held on Thursday, 26 November 2015.

Shareholders will be aware that there is a general meeting scheduled for 28 October 2015 for the purpose of considering several resolutions (including a change of name) pursuant to the proposed change of business for the Company from resources based to security businesses ("Transaction"). In addition, by the time you receive this AGM Notice of Meeting, the Company will have issued a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the Listing Rules and to satisfy ASX's requirements for re-quotation of the Shares on the Official List, following a change to the nature and scale of the Company's activities, plus a fund raising.

It is expected that, subject to approval of the required resolutions at the general meeting on 28 October 2015, and a satisfactory fund raising pursuant to the re-compliance prospectus, completion of the Transaction will have been achieved prior to the date of this AGM, and the name of the Company will have been changed to MCS Services Limited. The resolutions to be considered at the general meeting and the change of name will not have any impact on the business of this AGM as none of the AGM resolutions are related to the change of business.

Yours faithfully

A handwritten signature in black ink, appearing to read 'J R Puckridge', written in a cursive style.

J R Puckridge  
Executive Director,  
Red Gum Resources Limited

## Part B: Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of Red Gum Resources Limited (the "**Company**") will be held at Suite 9, Level 2, 330 Churchill Avenue, Subiaco WA on Thursday, 26 November 2015 at 10:30am WST.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received at the registered office of the Company, before 10:30am WST on Tuesday 24 November 2015. The details of the Company's registered office are set out in the attached Proxy Form.

The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting. Shareholders are advised to read these documents in full as important background information is included.

Where permitted by the Corporations Act, the Chairman will be casting undirected proxy votes held by him in favour of the Resolutions.

### **BUSINESS**

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1. Director's presentation
2. Presentation of audited financial statements for the year ended 30 June 2015.
3. Proposed Ordinary Resolutions:
  - i Consideration of Remuneration Report
  - ii. Re-election of Director, Mr Josh R Puckridge

# Red Gum Resources Pty Ltd ACN 119 641 986

## AGENDA

### Financial Reports

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To receive and consider the Company's Audited Financial Statements for the financial year ended 30 June 2015 which accompany this Notice of Meeting, or were made available in accordance with the Shareholder's chosen method. The Statements are placed before the Shareholders for discussion. Voting is not required on this matter.

### Proposed Resolutions

#### Resolution 1 - Adoption of Remuneration Report

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To consider and if thought fit, to approve the following motion as an ordinary resolution:

*"That for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report (which forms part of the Directors' Report for the year ended 30 June 2015) be adopted."*

**Note:** Although section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors, there are potentially serious consequences associated with a "No" vote greater than 25%. Please see the Explanatory Memorandum for details.

#### Voting Exclusion Statement for Resolution 1

A vote on Resolution 1 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 described above may cast a vote on Resolution 1 if:
- (a) both the following apply:
    - (i) the person does so as a proxy appointed by writing that specified how the proxy is to vote on Resolution 1; and
    - (ii) the vote is not cast on behalf of one of the people described in subparagraphs (a) or (b) above.
  - (b) all of the following apply:
    - (i) the person is the Chair of the Meeting; and
    - (ii) the Chair does so as a proxy appointed by means of the proxy form circulated with this Notice of Meeting that does not specify how the proxy is to vote on Resolution 1; and
    - (iii) the vote is not cast on behalf of a person described in paragraphs (a) or (b) above; and
    - (iv) the proxy expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

#### Resolution 2 – Re-election of Mr Josh R Puckridge as a Director of the Company

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To consider and if thought fit, to approve the following motion as an ordinary resolution:

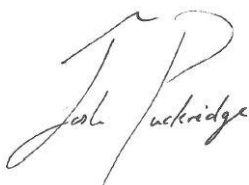
*"That, for the purposes of ASX Listing Rule 14.4, clause 38 of the Constitution of the Company and for all other purposes, Mr Josh R Puckridge, a Director who was appointed on 27 May 2015 retires, and being eligible, is elected as a Director."*

### General business

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Director's Report on current activities

#### By order of the board



Josh R Puckridge  
Executive Director  
20 October 2015

# Red Gum Resources Pty Ltd ACN 119 641 986

## **NOTES:**

1. Further details of the Resolutions in this Notice of Meeting are contained in the Explanatory Memorandum accompanying this Notice of Meeting. The Explanatory Memorandum should be read together with, and forms part of, this Notice of Meeting.
2. Shareholders unable to attend the Meeting can complete the Proxy Form contained in this Notice of Meeting. The form must be received by the Company at the address or the facsimile number indicated on the Proxy Form no later than 24 November 2015 at 10:30am WST.
3. In accordance with the Corporations Act, a person's entitlement to vote at the Annual General Meeting will be determined by reference to the number of fully paid ordinary shares registered in the name of that person (reflected in the register of Shareholders) as at 7.00pm WST on 24 November 2015. Shareholders that do not hold shares at this time will be ineligible to vote at the meeting.
4. Shareholders unable to attend the Meeting are urged to complete the attached Proxy Form and return it to the Company in accordance with Note 2. A Shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy. A proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act 2001, each proxy may exercise half of the votes. Proxies must be lodged at the registered office of the Company no later than forty-eight hours before the meeting or adjourned meeting. A form of proxy is provided with this notice.
5. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company including the opportunity to ask questions of the Company's auditor. Shareholders are invited to submit any questions to the Company no later than 5 business days before the meeting.

## **VOTING IN PERSON**

Shareholders who plan to attend the Meeting are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that we may check the shareholding against the Share Register and note attendances. In order to vote in person at the Meeting, a corporation that is a shareholder or a proxy may appoint an individual to act as its representative. The appointment must comply with the requirements of Section 250D of the Corporations Act. The representative should bring to the Meeting evidence of their appointment, including any authority under which it is signed.

## Part C: Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at a Meeting of the Company to be held at Suite 9, Level 2, 330 Churchill Avenue, Subiaco WA on Thursday 26 November 2015, commencing at 10:30am WST.

A copy of the Notice of Meeting (including this Explanatory Memorandum) was lodged with ASX on 26 October 2015. The ASX does not take responsibility for the content of the Notice of Meeting (including this Explanatory Memorandum).

This Explanatory Memorandum forms part of the Notice of Meeting and must be read together with that Notice. The purpose of this Explanatory Memorandum is to provide Shareholders with an explanation of the business of the Meeting and of the Resolutions to be proposed and considered at the Meeting and to assist Shareholders in determining how they wish to vote on each of the Resolutions.

As far as legally possible the Directors intend to support each of the Resolutions. The Chairman will be casting undirected proxy votes held by him in favour of each of the Resolutions. The Directors of the Company unanimously recommend to all Shareholders that they vote in favour of all the Resolutions.

### **Presentation of Audited Financial Statements**

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The Audited Financial Statements are incorporated within the Company's Annual Report for the financial year 2014/15 which has been made available to all Shareholders in accordance with their stated preference. In the case of Shareholders who have not opted to receive printed reports, the Annual Report is available on the Company's Web Site: [www.redgumresources.com](http://www.redgumresources.com) and / or from the ASX Company Announcements Web Site.

The Audited Financial Statements will be presented to the meeting for review and discussion and the Company's auditor will be present to answer questions. Consideration of the Audited Financial Statements does not require a resolution.

### **Resolution 1 - Adoption of the Remuneration Report - as an ordinary resolution**

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The Annual Report for the year ended 30 June 2015 contains a Remuneration Report (commencing at page 8 of the Annual Report) which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for Directors and Executives.

The Corporations Act (under section 250R(2)) requires the agenda for the Annual General Meeting to include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors or the Company. However, under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

The Remuneration Report:

- (a) describes the policy behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of employees and the Company's performance;
- (b) sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and
- (c) explains the differences between the basis for remunerating Non-Executive Directors and executives of the Company.

A reasonable opportunity for discussion of the Remuneration Report will be provided at the meeting.

The Directors of the Company unanimously recommend to all Members that they vote in favour of this Resolution.



# Red Gum Resources Pty Ltd ACN 119 641 986

## **Resolution 2 - Election of Mr Josh R Puckridge as a Director of the Company - as an ordinary resolution**

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Clause 36.1 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution, that number being 9.

Any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for election.

Mr Josh R Puckridge was appointed as a Director on 27 May 2015, and being eligible, offers himself for re-election as a Director of the Company. Details of his qualifications and experience are set out below.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution. All Directors of the Company will be voting in favour of this Resolution and unanimously recommend that all Shareholders vote in favour of this Resolution.

### **Mr Josh R Puckridge – Director appointed on 27 May 2015**

Mr Puckridge is currently executive Director of Discovery Resources Limited (ASX: DIS) and is Non-Executive Director of Krucible Metals Limited (ASX: KRB) and Naracoota Resources Limited (ASX: NRR). Mr Puckridge has robust experience within funds management, and mergers and acquisitions. Mr Puckridge was a former founding Director and Secretary of Windward Resources Limited (ASX: WIN).

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RED GUM RESOURCES LIMITED  
(ACN 119 641 986)  
ANNUAL GENERAL MEETING  
10.30AM (WST) THURSDAY, 26 NOVEMBER 2015  
FORM OF PROXY

The Secretary  
Red Gum Resources Limited  
79 Angas Street  
**ADELAIDE SA 5000**

I/We  (Insert full name of shareholder)	
Of	Postcode
being a member/members of Red Gum Resources Limited ("the Company") hereby appoint	
OR:	or failing him/her, the Chairman of the meeting as my/our proxy to vote
for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 26 November 2015 at Suite 9, Level 2, 330 Churchill Avenue, Subiaco WA, and at any adjournment or postponement thereof.	

**Chairman's Voting Intentions**

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

Unless instructed otherwise by the appointor, the Chairman intends to vote proxies held by him in favour of both Resolutions.

**Business in summarised form: (tick nominated box)**

<b>Resolution 1 - as an Ordinary Resolution</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<b>Resolution 2 - as an Ordinary Resolution</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Re-election of Mr Josh R Puckridge as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

**SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED**

Individual or shareholder 1	Shareholder 2	Shareholder 3
Sole Director and sole Company Secretary	Director	Director / Company Secretary

**Contact Name** \_\_\_\_\_ **Contact daytime Telephone** \_\_\_\_\_ **Date** \_\_\_ / \_\_\_ / \_\_\_

**Contact email** \_\_\_\_\_

**Proxy Notes:**

A Shareholder entitled to attend and vote at the meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce a Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's office.

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

- |                   |   |
|-------------------|---|
| Joint Holding     | where the holding is in more than one name all of the holders must sign.  |
| Power of Attorney | if signed under a Power of Attorney, you must have already lodged it with the Company, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.           |
| Companies         | a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also the Company Secretary can also sign. Please indicate the office held by signing in the appropriate space. |

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

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the registered office of the Company (79 Angas Street, Adelaide SA 5000 or facsimile 618 8223 1685 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WST).