



NOTICE OF ANNUAL GENERAL MEETING
INCORPORATING EXPLANATORY MEMORANDUM
AND
PROXY FORM

Date of Meeting: 27 November 2015
Time of Meeting: 10.30 am
Place of Meeting: Morgans, 401 Collins Street Melbourne

Notice is hereby given that an Annual General Meeting (**Meeting**) of EnviroMission Limited's (**Company**) shareholders (**Shareholders**) will be held at Morgans, 410 Collins Street Melbourne on 27 November 2015 at 10.30 am for the purpose of transacting the business set out below.

The explanatory memorandum (**Explanatory Memorandum**) that accompanies and forms part of this Notice of Meeting (**Notice**), describes in more detail the matters to be considered.

In accordance with section 249HA of the *Corporations Act 2001* (Cth) (**Corporations Act**) for each of the Items numbered 1 to 34 set out below to be effective, each resolution must be passed at a meeting of Shareholders of which not less than 28 days written notice specifying the intention to propose the resolutions has been given.

In addition, each resolution must be passed by not less than a majority of all the votes cast by the Shareholders entitled to vote on the resolutions (whether in person or by proxy, attorney or representative). Please note the relevant voting exclusion statements set out below.

For the purposes of determining voting entitlements at the Meeting, Ordinary Shares in the Company ("**Shares**") will be taken to be held by Shareholders as at 5.00 pm on 26 November 2015 ("**Effective Time**"). Accordingly, transactions registered after the Effective Time will be disregarded in determining entitlements to attend and vote at the Meeting.

This Is An Important Document

This Notice of Meeting and Explanatory Memorandum and any annexures enclosed (**Documents**) are important documents and should be read carefully. The Documents, both individually or collectively, do not constitute financial product advice and have been prepared without reference to the investment objectives, financial situation, taxation position or particular needs of any existing or prospective shareholder(s) of EnviroMission Limited ACN 094 963 238 (**Shareholders**). Shareholders should not construe the Documents as investment, tax or legal advice. Shareholders should seek expert professional advice from their investment, tax, legal and/or other advisers in respect to the Documents before the date of the Meeting.

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Following the Chairman's address, the agenda for the Meeting will be as follows

Ordinary Business

1. Item 1 - Financial Statements and Reports

To receive and consider the accounts of the Company, the annual Financial Report, Directors' Report and Auditor's Report prepared in accordance with the requirements of the Corporations Act 2001 (Cth) for the financial year of the Company ending on 30 June 2015.

2. Item 2 – Re election of Director

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

"That Mr David Galbally who retires in accordance with Articles 6.3(c) of the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director"

Voting Exclusion Statement

In accordance with the Corporations Act 2001 (Cth) the Company will disregard any votes cast in relation to this resolution (in any capacity) by David Galbally or an associate of David Galbally. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the Chairman 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

3. Item 3 – (non-binding) Adoption of Remuneration Report

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

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (being pages 5, 6 and 7 of the Company's Annual Report) for the financial year ended 30 June 2015 be adopted."

The vote on this resolution is advisory only and does not bind the directors or the Company.

Voting Exclusion Statement

In accordance with the Corporations Act 2001 (Cth) the Company will disregard any votes cast in relation to this resolution (in any capacity) by or on behalf of the Key Management Personnel, which includes the Directors and the five highest paid executives in the consolidated group whose remuneration is included in the Remuneration Report (**Excluded Persons**) and closely related parties of an Excluded Person.

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

For full details in relation to the votes which are to be disregarded for this resolution, see the Explanatory Note relating to Item 3.

Special Business

4. Item 4 - Approval of Additional Placement Capacity

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

*"That, for the purposes of the ASX Listing Rules, including ASX Listing Rule 7.1A, and for all other purposes, the issue of equity securities up to an additional 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (**Additional Placement Capacity**) and on the terms and conditions set out in the Explanatory Notes (accompanying and forming part of this Notice of Meeting) be approved."*

Voting Exclusion Statement for Item 4

The Company will disregard any votes cast by a person who may participate in an issue of equity securities under the Additional Placement Capacity (and any associate of that person) and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Item 4 is passed (and any associate of that person).

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the Chairman 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. Item 5 - Ratification of Issue of Shares and Granting of Options to Maureen F B Nixon (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of:*
 - *300,000 Shares to Maureen F B Nixon Pty Ltd at an issue price of A\$0.05 (5 cents) per Share; and*
 - *30,000 Shares to Maureen F B Nixon Pty Ltd at an issue price of A\$0.10 (10 cents) per Share;*
- *granting of:*
 - *150,000 Options to Maureen F B Nixon on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share; and*
 - *15,000 Options to Maureen F B Nixon Pty Ltd on a one for one basis, with an exercise price of A\$0.20 (20 cents) for each Share."*

Voting Exclusion Statement for Item 5

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Maureen F B Nixon, or an associate of Maureen F B Nixon. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

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6. Item 6 - Ratification of Issue of Shares and Granting of Options to R M Fletcher Investments Pty Ltd (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 200,000 Shares to R M Fletcher Investments Pty Ltd at an issue price of A\$0.05 (5 cents) per Share; and*
- *granting of 100,000 Options to R M Fletcher Investments Pty Ltd on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share."*

Voting Exclusion Statement for Item 6

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by R M Fletcher Investments Pty Ltd, or an associate of R M Fletcher Investments Pty Ltd. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

7. Item 7 - Ratification of Issue of Shares and Granting of Options to Tim Sproat (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 200,000 Shares to Tim Sproat at an issue price of A\$0.05 (5 cents) per Share; and*
- *grant of 100,000 Options to Tim Sproat on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share."*

Voting Exclusion Statement for Item 7

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Tim Sproat, or an associate of Tim Sproat. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

8. Item 8 - Ratification of Issue of Shares and Granting of Options to Hamish Sproat (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- issue and allotment of 100,000 Shares to Hamish Sproat at an issue price of A\$0.05 (5 cents) per Share;*
- granting of 50,000 Options to Hamish Sproat on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share."*

Voting Exclusion Statement for Item 8

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Hamish Sproat, or an associate of Hamish Sproat. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

9. Item 9 - Ratification of Issue of Shares and Granting of Options to Ransford S/F (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- issue and allotment of 200,000 Shares to Ransford S/F at an issue price of A\$0.05 (5 cents) per Share;*
- granting of 100,000 Options to Ransford S/F on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share."*

Voting Exclusion Statement for Item 9

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Ransford S/F, or an associate of Ransford S/F. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

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10. Item 10 - Ratification of Issue of Shares and Granting of Options to Lee Family Investments ATF JDL Investment Trust (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 200,000 Shares to Lee Investments ATF JDL Investment Trust at an issue price of A\$0.05 (10 cents) per Share; and*
- *grant of 100,000 Options to Lee Family Investments ATF JDL Investment Trust on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share."*

Voting Exclusion Statement for Item 10

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Lee Family Investments ATF JDL Investment Trust, or an associate of Lee Family Investments ATF JDL Investment Trust. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

11. Item 11 - Ratification of Issue of Shares and Granting of Options to Sartori S/F Pty Ltd ATF Marks S/F ACC (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 1,000,000 Shares to Sartori S/F Pty Ltd ATF Marks S/F ACC at an issue price of A\$0.05 (5 cents) per Share;*
- *issue and allotment of 700,000 Shares to Sartori S/F Pty Ltd ATF Marks S/F ACC at an issue price of A\$0.10 (10 cents) per Share;*
- *granting of 500,000 Options to Sartori S/F Pty Ltd ATF Marks S/F ACC on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share; and*
- *granting of 350,000 Options to Sartori S/F Pty Ltd ATF Marks S/F ACC on a one for one basis, with an exercise price of A\$0.20 (20 cents) for each Share."*

Voting Exclusion Statement for Item 11

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution *Sartori S/F Pty Ltd ATF Marks S/F ACC*, or an associate of *Sartori S/F Pty Ltd ATF Marks S/F ACC*. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

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12. Item 12 - Ratification of Issue of Shares and Granting of Options to David Harris (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 150,000 Shares to David Harris at an issue price of A\$0.05 (5 cents) per Share; and*
- *granting of 75,000 Options to David Harris on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share."*

Voting Exclusion Statement for Item 12

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by *David Harris*, or an associate of *David Harris*. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

13. Item 13 - Ratification of Issue of Shares and Granting of Options to K R Saline & Associates Pty Ltd (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 1,921,833 Shares to K R Saline & Associates Pty Ltd at an issue price of A\$0.053 (5.3 cents) per Share;*
- *issue and allotment of 1,123,714 Shares to K R Saline & Associates Pty Ltd at an issue price of A\$0.064 (6.4 cents) per Share;*
- *granting of 960,916 Options to K R Saline & Associates Pty Ltd on a one for one basis, with an exercise price of A\$0.106 (10.6 cents) for each Share; and*
- *granting of 561,857 Options to K R Saline & Associates Pty Ltd on a one for one basis, with an exercise price of A\$0.128 (12.8 cents) for each Share."*

Voting Exclusion Statement for Item 13

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by *K R Saline & Associates Pty Ltd*, or an associate of *K R Saline & Associates Pty Ltd*. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

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14. Item 14 - Ratification of Issue of Shares and Granting of Options to Ryan Yarter (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 17,778 Shares to Ryan Yarter at an issue price of A\$0.075 (7.5 cents) per Share; and*
- *granting of 8,889 Options to Ryan Yarter on a one for one basis, with an exercise price of A\$0.15 (15 cents) for each Share."*

Voting Exclusion Statement for Item 14

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by *Ryan Yarter*, or an associate of *Ryan Yarter*. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

15. Item 15- Ratification of Issue of Shares and Granting of Options to Mark & Lori Marick (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 88,889 Shares to Mark & Lori Marick at an issue price of A\$0.075 (7.5 cents) per Share; and*
- *granting of 44,445 Options to Mark & Lori Marick on a one for one basis, with an exercise price of A\$0.15 (15 cents) for each Share."*

Voting Exclusion Statement for Item 15

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by *Mark & Lori Marick*, or an associate of *Mark & Lori Marick*. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

16. Item 16 - Ratification of Issue of Shares & Granting of Options to Mostol Pty Ltd (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 1,333,333 Shares to Mostol Pty Ltd at an issue price of A\$0.075 (7.5 cents) per Share; and*
- *granting of 666,666 Options to Mostol Pty Ltd on a one for one basis, with an exercise price of A\$0.15 (15 cents) for each Share."*

Voting Exclusion Statement for Item 16

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by *Mostol Pty Ltd*, or an associate of *Mostol Pty Ltd*. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

17. Item 17 - Ratification of Issue of Shares and Granting of Options to Ian K Nixon Pty Ltd (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 400,000 Shares to Ian K Nixon Pty Ltd at an issue price of A\$0.075 (7.5 cents) per Share; and*
- *granting of 200,000 Options to Ian K Nixon Pty Ltd on a one for one basis, with an exercise price of A\$0.15 (15 cents) for each Share."*

Voting Exclusion Statement for Item 17

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by *Ian K Nixon Pty Ltd*, or an associate of *Ian K Nixon Pty Ltd*. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

18. Item 18 - Ratification of Issue of Shares and Granting of Options to NXTECH Pty Ltd (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- issue and allotment of 266,666 Shares to NXTECH Pty Ltd at an issue price of A\$0.075 (7.5 cents) per Share; and*
- granting of 133,333 Options to NXTECH Pty Ltd on a one for one basis, with an exercise price of A\$0.15 (15 cents) for each Share."*

Voting Exclusion Statement for Item 18

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by *NXTECH Pty Ltd*, or an associate of *NXTECH Pty Ltd*. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

19. Item 19 - Ratification of Issue of Shares and Granting of Options to Christopher Howell Martin (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- issue and allotment of 133,333 Shares to Christopher Howell Martin at an issue price of A\$0.075 (7.5 cents) per Share; and*
- granting of 66,666 Options to Christopher Howell Martin on a one for one basis, with an exercise price of A\$0.15 (15 cents) for each Share."*

Voting Exclusion Statement for Item 19

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by *Christopher Howell Martin*, or an associates of *Christopher Howell Martin*. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

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20. Item 20 - Ratification of Issue of Shares and Granting of Options to Peter McNeil (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 666,667 Shares to Peter McNeil at an issue price of A\$0.075 (7.5 cents) per Share; and*
- *granting of 333,334 Options to Peter McNeil on a one for one basis, with an exercise price of A\$0.15 (15 cents) for each Share."*

Voting Exclusion Statement for Item 20

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by *Peter McNeil*, or an associate of *Peter McNeil*. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

21. Item 21 - Ratification of Issue of Shares and Granting of Options Mary Elaine Luckhurst (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 500,000 Shares to Mary Elaine Luckhurst at an issue price of A\$0.10 (10 cents) per Share; and*
- *granting of 250,000 Options to Mary Elaine Luckhurst on a one for one basis, with an exercise price of A\$0.20 (20 cents) for each Share."*

Voting Exclusion Statement for Item 21

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by *Mary Elaine Luckhurst*, or an associate of *Mary Elaine Luckhurst*. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

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22. Item 22 - Ratification of Issue of Shares and Granting of Options Cyberdime Systems Pty Ltd ATF Howell Investment Trust (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 300,000 Shares to Cyberdime Systems Pty Ltd ATF Howell Investment Trust at an issue price of A\$0.10 (10 cents) per Share; and*
- *granting of 150,000 Options to Cyberdime Systems Pty Ltd ATF Howell Investment Trust on a one for one basis, with an exercise price of A\$0.20 (20 cents) for each Share."*

Voting Exclusion Statement for Item 22

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Cyberdime Systems Pty Ltd ATF Howell Investment Trust, or an associate of Cyberdime Systems Pty Ltd ATF Howell Investment Trust. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

23. Item 23 - Ratification of Issue of Shares and Granting of Options M J Williams Cardiology Pty Ltd (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 1,000,000 Shares to M J Williams Cardiology Pty Ltd at an issue price of A\$0.10 (10 cents) per Share; and*
- *granting of 500,000 Options to M J Williams Cardiology Pty Ltd on a one for one basis, with an exercise price of A\$0.20 (20 cents) for each Share."*

Voting Exclusion Statement for Item 23

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by M J Williams Cardiology Pty Ltd, or an associate of M J Williams Cardiology Pty Ltd. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

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24. Item 24 - Ratification of Issue of Shares and Granting of Options Mrs Lina Shahwan Akl & Mr Fouad Akl (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 560,000 Shares to Mrs Lina Shahwan Akl & Mr Fouad Akl (as joint holders) at an issue price of A\$0.10 (10 cents) per Share; and*
- *granting of 280,000 Options to Mrs Lina Shahwan Akl & Mr Fouad Akl (as joint holders) on a one for one basis, with an exercise price of A\$0.20 (20 cents) for each Share."*

Voting Exclusion Statement for Item 24

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Mrs Lina Shahwan Akl & Mr Fouad Akl, or an associate of Mrs Lina Shahwan Akl & Mr Fouad Akl. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

25. Item 25 - Ratification of Issue of Shares and Granting of Options Karleby Pty Ltd ATF Panda Family AC (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 500,000 Shares to Karleby Pty Ltd ATF Panda Family AC at an issue price of A\$0.10 (10 cents) per Share; and*
- *granting of 250,000 Options to Karleby Pty Ltd ATF Panda Family AC on a one for one basis, with an exercise price of A\$0.20 (20 cents) for each Share."*

Voting Exclusion Statement for Item 25

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Karleby Pty Ltd ATF Panda Family AC, or an associate of Karleby Pty Ltd ATF Panda Family AC. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

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26. Item 25 - Ratification of Issue of Shares and Granting of Options to Mr Fran Reid (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:

- *issue and allotment of 500,000 Shares to Mr Fran Reid at an issue price of A\$0.10 (10 cents) per Share; and*
- *granting of 250,000 Options to Mr Fran Reid on a one for one basis, with an exercise price of A\$0.20 (20 cents) for each Share."*

Voting Exclusion Statement for Item 26

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Mr Fran Reid, or an associate of Mr Fran Reid. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

27. Item 27 - Issue of Shares and Granting of Options to David Galbally (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rules 7.1 and 10.11 and for all other purposes, the Shareholders approve the:

- *issue and allotment of 3,000,000 Shares to David Galbally at an issue price of A\$0.05 (5 cents) per Share; and*
- *granting of 1,500,000 Options to David Galbally on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share."*

Voting Exclusion Statement for Item 27

In accordance with ASX Listing Rules 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by *David Galbally* or an associate of *David Galbally*. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

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28. Item 28 - Issue of Shares and Granting of Options to Andrew Draffin (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rules 7.1 and 10.11 and for all other purposes, the Shareholders approve the:

- *issue and allotment of 3,000,000 Shares to Andrew Draffin at an issue price of A\$0.05 (5 cents) per Share; and*
- *granting of 1,500,000 Options to Andrew Draffin on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share."*

Voting Exclusion Statement for Item 28

In accordance with ASX Listing Rules 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Andrew Draffin, or an associate of Andrew Draffin. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

29. Item 29 – Issue of Shares and Granting of Options to Roger Davey (Less than 15% of Capital)

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

"That for the purposes of compliance with ASX Listing Rules 7.1 and 10.11 and for all other purposes, the Shareholders approve the:

- *issue and allotment of 4,000,000 Shares to Roger Davey at an issue price of A\$0.05 (5 cents) per Share; and*
- *granting of 2,000,000 Options to Roger Davey on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share."*

Voting Exclusion Statement for Item 29

In accordance with ASX Listing Rules 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Roger Davey, or an associate of Roger Davey. 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 a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

30. Item 30 – Approval of issue of securities under Employee Share Option Plan

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

"That for the purposes of ASX Listing Rule 7.2 Exception 9, 10.14 and for all other purposes, the Shareholders approve the issue of securities under the employee option plan known as the 'EnviroMission Limited Share Option Plan' from the date of the meeting and for the next three years, further details of which are set out in the explanatory memorandum (annexure 2) accompanying the notice of meeting "

Voting Exclusion Statement for Item 30

A vote on this resolution must not be cast (in any capacity) by or on behalf of any of the directors of the Company as set out in paragraphs (a)- (c) below (other than as permitted by paragraphs (d) or (e) below):

- a) Roger Davey;
- b) David Galbally; and
- c) Andrew Draffin.

However, a director named in paragraphs (a)-(c) above may vote on this resolution if the vote is not cast on behalf of the director and either:

- d) the director is voting as a proxy appointed by writing that specifies the way the proxy is to vote on the Resolution; or
- e) the director is the chair of the meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. 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 or, if the company is part of a consolidated entity, for the entity.

The Chairman of the meeting intends to vote all available proxies in favour of Item 30.

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31. Item 31 – Granting of Options to Key Personnel (Subject to Share Option Plan)

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

“That, pursuant to and in accordance with ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the granting of ;

- *35,000,000 Options to subscribe for Shares exercisable at A\$0.15 (15 cents) each on or before 15 September 2018 to Key Personnel (or their nominees) on the terms and conditions included in the Explanatory Memorandum accompanying this notice.”*

Voting Exclusion Statement for Item 31

In accordance with ASX Listing Rules 7.3.8, 14.11 and 14.11.1, the Company will disregard any votes cast on resolution 31 by the person or their associates who will be granted the options to subscribe for Shares being Kim Forte, Christopher J Davey, Andrew Forte, Lee Tanner, Doug Fant, who may participate in the grant of Options and anyone who might obtain a benefit, except a benefit solely in their capacity as holder of ordinary securities, if the resolution is passed. However the Company will not disregard the vote if:

- (a) It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy form; or
- (b) It is cast by a 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.

32. Item 32 - Granting of Options to Roger Davey, Related Party (Subject to Share Option Plan)

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

“That, pursuant to and in accordance with Listing Rules 10.14, and for all other purposes, the Shareholders approve the issue and allotment of ;

- *15,000,000 Options to subscribe for Shares to Roger Davey (or his nominees) exercisable at A\$0.15 cents (15 cents) each on or before 15 September 2018 on the terms and conditions included in the Explanatory Memorandum accompanying this notice”*

Voting Exclusion Statement for Item 32

In accordance with ASX Listing Rules 10.15.5, 14.11 and 14.11.1, the Company will disregard any votes cast on resolution 32 by Roger Davey, David Galbally Andrew Draffin or an associate of Roger Davey, David Galbally or Andrew Draffin who may participate in the grant of options and anyone who may obtain a benefit, except a benefit solely in their capacity as holder of ordinary securities, if the resolution is passed. However the Company will not disregard the vote if:

- (a) It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy form: or
- (b) It is cast by a 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.

33. Item 33 - Granting of Options to David Galbally, Related Party (Subject to Share Option Plan)

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

“That, pursuant to and in accordance with Listing Rules 7.1 and 10.11, and for all other purposes, the Shareholders approve the issue and allotment of;

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- *5,000,000 Options to subscribe for Shares to David Galbally (or his nominees) exercisable at A\$0.15 cents (15 cents) each on or before 15 September 2018 on the terms and conditions included in the Explanatory Memorandum accompanying this notice”;*

Voting Exclusion Statement for Item 33

In accordance with ASX Listing Rules 10.15.5, 14.11 and 14.11.1, the Company will disregard any votes cast on resolution 33 by David Galbally, Roger Davey, Andrew Draffin or an associate of David Galbally, Roger Davey or Andrew Draffin who may participate in the grant of options and anyone who may obtain a benefit, except a benefit solely in their capacity as holder of ordinary securities, if the resolution is passed. However the Company will not disregard the vote if:

- (a) It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy form: or
- (b) It is cast by a 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.

34. Item 34 - Granting of Options to Andrew Draffin, Related Party (Subject to Share Option Plan)

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

“That, pursuant to and in accordance with Listing Rules 7.1 and 10.11, and for all other purposes, the Shareholders approve the issue and allotment of;

- *5,000,000 Options to subscribe for Shares to Andrew Draffin (or his nominees) exercisable at A\$0.15 cents (15 cents) each on or before 15 September 2018 on the terms and conditions included in the Explanatory Memorandum accompanying this notice”*

Voting Exclusion Statement for Item 34

In accordance with ASX Listing Rules 10.15.5, 14.11 and 14.11.1, the Company will disregard any votes cast on resolution 34 by Andrew Draffin, Roger Davey or David Galbally or an associate of Andrew Draffin, Roger Davey or David Galbally who may participate in the grant of Options and anyone who may obtain a benefit, except a benefit solely in their capacity as holder of ordinary securities, if the resolution is passed. However the Company will not disregard the vote if:

- (c) It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy form: or
- (d) It is cast by a 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.

EXPLANATORY MEMORANDUM

THIS EXPLANATORY MEMORANDUM has been prepared to assist Shareholders of EnviroMission Limited (**the Company**) in their consideration of the resolutions proposed for the General Meeting (**Meeting**) to be held at Morgans, 410 Collins Street, Melbourne on 26 November 2015 at 10.30 am (AEDST). It should be read in conjunction with the Notice to which this Explanatory Memorandum is enclosed and forms part of.

The Directors of the Company recommend that Shareholders read this document carefully and in its entirety before making any decision in relation to the proposed resolutions.

The following matters should be noted in relation to the items of business set out in the attached Notice.

1. Item 1 - Financial Statements and Reports

This item gives shareholders an opportunity to raise questions on the annual reports and on the performance of the Company generally.

The auditor (in person or by representative) is required under the *Corporations Act 2001* (Cth) to attend the meeting to take questions on the conduct of the audit of the financial report and the content of the auditor's report.

Members who are entitled to cast a vote at the meeting may submit written questions to the auditor by submitting any questions to the Company. These must be received by the company no later than 5 business days before the meeting.

The Company is required to forward all questions to the auditor and the auditor is required to prepare a list of questions that the auditor considers are relevant. The auditor may omit questions as permitted by the *Corporations Act 2001*(Cth) and therefore not necessarily all questions submitted will be responded to at the meeting.

2. Item 2 – Re Election of Director

Mr David Galbally is retiring in accordance with the Constitution of the Company and being eligible, offers himself for re-election.

3. Item 3 – (non-binding) Adoption of Remuneration Report

The Company is required to include in its Directors Report a detailed Remuneration Report relating to Directors' and Executives remuneration. Section 300A of the Corporations Act sets out the information to be included in the remuneration report. A copy of the report appears on pages 7, 8, 9 and 10 of the Company's Annual Report.

Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report be adopted and be put to a vote of Shareholders at the Company's Annual General Meeting. The vote on this resolution is advisory to the Company only and does not bind the board of the Company.

Under section 250SA of the Corporations Act, Shareholders must be given a reasonable opportunity to ask questions about, or make comments on, the report. This is in addition to any questions or comments that Shareholders may have in relation to the management of the Company.

Under Item 3, the Company is seeking member approval of the adoption of the Remuneration Report by the Company. The outcome of this resolution is not binding on the Company nor the Board. However, sections 250U to 250Y of Corporations Act 2001 (Cth) introduced a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's FY15 Remuneration Report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.

- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the 2015 Annual General Meeting of the Company also receives a 'no' vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

Voting Exclusion Statement

In accordance with the *Corporations Act 2001* (Cth), the Company will disregard any votes cast in relation to this resolution (in any capacity) by or on behalf of the Key Management Personnel, which includes the Directors and the five highest paid executives in the consolidated group whose remuneration is included in the Remuneration Report (**Excluded Persons**) and closely related parties of an Excluded Person.

However, an Excluded Person or a closely related party of an Excluded Person (**Voter**) may cast a vote on the resolution as a proxy if the vote is not cast on behalf of an Excluded Person or a closely related party of an Excluded Person and either:

- the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- the Voter is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - 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.

A closely related party is defined in the *Corporations Act 2001* (Cth) as:

- (e) a spouse or child of the Excluded Person; or
- (f) a child of the Excluded Person's spouse; or
- (g) a dependant of the Excluded Person or of the Excluded Person's spouse; or
- (h) anyone else who is one of the Excluded Person's family and may be expected to influence the Excluded Person, or be influenced by the Excluded Person, in the Excluded Person's dealings with the entity; or
- (i) a company the Excluded Person controls; or
- (j) a person prescribed by the regulations for the purposes this definition in section 9 of the *Corporations Act 2001* (Cth).

A vote is taken to be cast on behalf of an Excluded person or a closely related part of an Excluded Person if, and only if, it is cast:

- (a) as proxy for that person;
- (b) otherwise on behalf of that person; or
- (c) in respect of a share in respect of which that person has:
 - (i) power to vote; or
 - (ii) power to exercise, or control the exercise of, a right to vote.

The Chairman intends to vote in favour of this resolution for any Shareholders that appoint the Chairman as their proxy and that tick the box on the proxy form authorising the Chairman to vote according to its

stated voting intention. For more information about voting restrictions in relation to this resolution please see the Proxy Form.

4. Item 4 - Approval of Additional Placement Capacity

Background

In August 2012, the ASX introduced ASX Listing Rule 7.1A which enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12 month period commencing after the annual general meeting (**Additional Placement Capacity**). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution, at an annual general before any equity securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an 'eligible entity'.

The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1 and, as such, if the Additional Placement Capacity is approved, the Directors will be allowed to issue equity securities of up to 25% of the Company's issued share capital.

While the Company does not have current plans to undertake a capital raising, the Company seeks shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity should the need arise.

Importantly:

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

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

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

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

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

D is 10%

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

- Pursuant to ASX Listing Rule 7.1A.3 the issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:
 - the date on which the price at which the securities are to be issued is agreed; or

- if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.
- The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in Table 1). There is also the risk that:
 - the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Annual General Meeting; and
 - the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.
- Equity securities under the Additional Placement Capacity may be issued until the earlier of:
 - 26 November 2016; and
 - the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

To be clear, any approval of the Additional Placement Capacity at this Annual General Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

- The Company may issue equity securities under the Additional Placement Capacity for the following purposes:
 - non-cash consideration: for the acquisition of new assets and investments (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3); or
 - cash consideration: to raise funds for the acquisition of new assets or investments (including assets associated with such acquisition) or to repay debt.
- The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
 - the effect of the issue of the equity securities on the control of the Company;
 - the financial situation and solvency of the Company; and
 - advice from the Company's advisors.

As the Company has no current plans to undertake a new capital raising, the allottees under the Additional Placement Capacity have not yet been determined but if such an exercise was undertaken, allottees may include existing substantial shareholders and or new shareholders who are not related parties or associates of a related party of the Company.

- The Company previously obtained approval for the Additional Placement Capacity at the 2014 AGM. In the 12 months preceding the date of this meeting, the Company has issued a total of 12,392,213 equity securities, representing 2.307626% of the total number of equity securities on issue at 30 November 2014. Details of the number and class of equity securities, the names of the persons to whom the Company issued the equity securities, the price at which the equity securities were issued and the details of the consideration for the purposes of Listing Rule 7.3A.6 are contained in Items 5-34.

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- A voting exclusion statement has been included in this Notice. However, as at the date of this Notice, the Company has not approached any particular existing shareholder to participate in the issue of equity securities under the Additional Placement Capacity. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Table 1

Variable A ASX LR 7.1A2	Dilution		
	\$0.0495 50% decrease in Issue Price	\$0.099 Issue Price	\$0.198 100% Increase in Issue Price
Current Variable A 549,403,451 Shares	10% Voting Dilution: 54,940,345 Shares		
	\$2,719,547 raised	\$5,439,094 raised	\$10,878,188 raised
50% Increase in Current Variable A 824,105,176 Shares	10% Voting Dilution: 82,400,517 Shares		
	\$4,078,825 raised	\$8,157,651 raised	\$16,315,302 raised
100% Increase in Current Variable A 1,098,806,902 Shares	10% Voting Dilution: 109,880,690 Shares		
	\$5,439,094 raised	\$10,878,188 raised	\$21,756,376 raised

Table 1 has been prepared based on the following assumptions:

- Current Variable A is calculated as at 29 September 2015.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under Listing Rule 7.1.
- The issue of equity securities under the Additional Placement Capacity includes only shares.
- The issue price of \$0.099 was the closing price of shares on ASX on 29 September 2015.

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5. Items - Ratification of Issue of Shares and Granting of Options (Less than 15% of Capital)

Background

Items 5 –26, relate to the ratification of issues of shares and granting of options. During 2014-15, a number of parties made investments in the Company in consideration for the Company issuing to them a number of shares in the Company (**Shares**) and granting of options to subscribe for Shares. The parties that made investments and the relevant terms are outlined below. For each of the Items:

- the share price is based on the closing price of the Shares on the previous trading day as quoted on the Australian Securities Exchange (ASX);
- the options are exercisable at any time after the date of issue (which shall not be more than one calendar month after the date of the Meeting) and on or prior to 15 September 2016. The terms and conditions in respect of the exercise price and granting of these options are set out in further detail in Annexure 1;
- the securities were issued either to fund the future operations and working capital requirements of the Company or in respect of conversion of debt owed to consultants hired by the Company; and
- the issue of securities did not breach Listing Rule 7.1.

Item no.	Party	Investment	Date of Investment	Shares Issued	Options Granted
5.	Maureen F B Nixon Pty Ltd	\$15,000 \$3000	11/03/2015 15/09/2015	300,000 Shares at an issue price of A\$0.05 (5 cents) for each Share. 30,000 Shares at an issue price of A\$0.10 (10 cents) for each Share.	150,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.10 (10 cents) for each share. 15,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.20 (20 cents) for each share
6.	R M Fletcher Investments Pty Ltd	\$10,000	11/03/2015	200,000 Shares at an issue price of A\$0.05 (5 cents) for each Share	100,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.10 (10 cents) for each share
7.	Tim Sproat	\$10,000	11/03/2015	200,000 Shares at an issue price of A\$0.05 (5 cents) for each Share	100,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.10 (10 cents) for each share
8.	Hamish Sproat	\$5,000	11/03/2015	100,000 Shares at an issue price of A\$0.05 (5 cents) for each Share	50,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.10 (10 cents) for each share
9.	Ransford S/F	\$10,000	11/03/2015	200,000 Shares at an issue price of A\$0.05 (5 cents) for each Share	100,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.10 (10 cents) for each share

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10.	Lee Family Investments ATF JDL Investment Trust	\$10,000	11/03/2015	200,000 Shares at an issue price of A\$0.05 (5 cents) for each Share	100,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.10 (10 cents) for each share
11.	Sartori S/F Pty Ltd ATF Marks S/F ACC	\$50,000 \$70,000	11/03/2015 15/09/2015	1,000,000 Shares at an issue price of A\$0.05 (5 cents) for each Share. 700,000 Shares at an issue price of A\$0.10 (10 cents) for each Share	500,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.10 (10 cents) for each share. 350,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.20 (20 cents) for each share
12.	David Harris	\$7,500	11/03/2015	150,000 Shares at an issue price of A\$0.05 (5 cents) for each Share	75,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.10 (10 cents) for each share
13.	K R Saline & Associates Pty Ltd	AUD\$101,857	27/04/2015	1,921,833 Shares at an issue price of A\$0.053 (5.3 cents) for each Share	960,916 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.106 (10.6 cents) for each share
13.	K R Saline & Associates Pty Ltd	AUD\$71,918	27/04/2015	1,123,714 Shares at an issue price of A\$0.064 (6.4 cents) for each Share	561,857 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.128 (12.8 cents) for each share
14.	Ryan Yarter	\$1,333	10/08/2015	17,778 Shares at an issue price of A\$0.075 (7.5 cents) for each Share	8,889 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.14 (14 cents) for each share
15.	Mark & Lori Marick	\$6,667	10/08/2015	88,889 Shares at an issue price of A\$0.075 (7.5 cents) for each Share	44,445 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.15 (15 cents) for each share
16.	Mostol Pty Ltd	\$100,000	10/08/2015	1,333,333 Shares at an issue price of A\$0.075 (7.5 cents) for each Share	666,666 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.15 (15 cents) for each share

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					each share
17.	Ian K Nixon Pty Ltd	\$30,000	10/08/2015	400,000 Shares at an issue price of A\$0.075 (7.5 cents) for each Share	200,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.15 (15 cents) for each share
18.	NXTech Pty Ltd	\$20,000	10/08/2015	266,666 Shares at an issue price of A\$0.075 (7.5 cents) for each Share	133,333 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.15 (15 cents) for each share
19.	Christopher Howell Martin	\$10,000	10/08/2015	133,333 Shares at an issue price of A\$0.075 (7.5 cents) for each Share	66,666 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.15 (15 cents) for each share
20.	Peter McNeil	\$50,000	10/08/2015	666,667 Shares at an issue price of A\$0.075 (7.5 cents) for each Share	333,334 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.15 (15 cents) for each share
21.	Mary Elaine Luckhurst	\$50,000	15/09/2015	500,000 Shares at an issue price of A\$0.10 (10 cents) for each Share	250,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.20 (20 cents) for each share
22.	Cyberdime Systems Pty Ltd ATF Howell Investment Trust	\$30,000	15/09/2015	300,000 Shares at an issue price of A\$0.10 (10 cents) for each Share	150,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.20 (20 cents) for each share
23.	M J Williams Cardiology Pty Ltd <Morris J Williams S/F ac>	\$100,000	15/09/2015	1,000,000 Shares at an issue price of A\$0.10 (10 cents) for each Share	500,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.20 (20 cents) for each share
24.	Ms Lina Shahwan Akl & Mr Fouad Akl	\$6,000 \$50,000	15/09/2015 23/09/2015	60,000 Shares at an issue price of A\$0.10 (10 cents) for each Share. 500,000 Shares at an issue price of A\$0.10 (10 cents) for each Share.	30,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.20 (20 cents) for each share. 250,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.20 (20 cents) for each share
25.	Karleby Pty Ltd ATF Panda	\$50,000	23/09/2015	500,000 Shares at an issue price of A\$0.10 (10	250,000 Options to subscribe for shares on a one for one basis with an

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	Family AC			cents) for each Share.	exercise price of A\$0.20 (20 cents) for each share
26.	Mr Fran Reid	\$50,000	23/09/2015	500,000 Shares at an issue price of A\$0.10 (10 cents) for each Share.	250,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.20 (20 cents) for each share

Listing Rule 7.4

ASX Listing Rule 7.4 permits a listed company in general meetings to subsequently approve an issue of securities made without prior approval under ASX Listing Rule 7.1. Items 5 - 26 have been included in the Notice to preserve the Company's ability to issue further Shares or options to subscribe for Shares (if necessary) under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period where the total number of equity securities to be issued exceeds 15% of the total number of fully paid ordinary securities on issue 12 months before the date of issue, except where an exception applies or with prior approval of members of the Company in a general meeting of the terms and conditions of the proposed issue.

ASX Listing Rule 7.4 states that an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 (i.e. was within 15% limit) and Shareholders subsequently approve it.

Accordingly, the Company seeks approval from the Shareholders to issue and allot Shares to the parties listed in the table above.

In accordance with ASX Listing Rule 7.5 and to enable the Shareholders to approve the issue of the Shares and options to subscribe for Shares, the Shareholders are provided with the following information in respect of Items 5 - 26:

- (a) The Shares rank equally in all respects with all other ordinary Shares in the Company on issue; and
- (b) The Shares and options to subscribe for Shares were issued by the Company to provide capital to fund future operations.

27 Item 27 - Approval of Issue of Shares and Granting of Options to David Galbally (Related Party)

The Company to issue and allot 3,000,000 ordinary shares at a deemed issue price of \$0.05 and 1,500,000 Options with a nil issue price to subscribe for Shares on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share to David Galbally in satisfaction of the Company's obligation to pay David Galbally outstanding invoices for services provided as at 26 November 2014 totalling A\$150,000 on the following terms:

- 3,000,000 Shares the total price for which amounted to A\$150,000 at a deemed issue price of \$0.05 cents, as quoted on the Australian Securities Exchange (**ASX**) at the time of a circular resolution being passed by Directors; and
- 1,500,000 Options with a nil issue price to subscribe for Shares on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share, exercisable at any time after the date of issue (which shall not be more than one calendar month after the date of the Meeting) and on or prior to 15 September 2016. The terms and conditions in respect of the exercise price and the granting of these options are set out in further

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detail in Annexure 1. Nil cash consideration will be provided by David Galbally in respect of this issue of ordinary Shares and Options.

Listing Rules 7.1 and 10.11

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period where the total number of equity securities to be issued exceeds 15% of the total number of fully paid ordinary securities on issue 12 months before the date of issue, except where an exception applies or with prior approval of members of the Company in a general meeting of the terms and conditions of the proposed issue. Exemption 14 to Listing Rule 7.1 provides that if approval is obtained pursuant to Listing Rule 10.11, approval is not required under Listing Rule 7.1.

ASX Listing Rule 10.11 prevents a company from issuing equity securities to a related party without the approval of shareholders of ordinary securities. Accordingly, the Company seeks approval from the Shareholders to issue and allot Shares to David Galbally. Ordinarily an issue of new shares upon exercise of the options would be subject to certain limitations under ASX Listing Rule 7.1, unless it is approved by shareholders. If approval is given by Shareholders under ASX Listing Rule 10.11 in accordance with this resolution 27, approval will not be required under ASX Listing Rule 7.1.

Shareholders are provided with the following information in respect of resolution 27:

- The Shares rank equally in all respects with all other ordinary Shares in the Company on issue;
- The Shares to be issued upon exercise of the options will rank equally in all respects with all other ordinary Shares in the Company on issue; and
- The Shares and options to subscribe for Shares are to be issued by the Company to satisfy funds owed to David Galbally as a result of operational services provided. This was announced to ASX on 26 November 2014 in the announcement entitled "Issue of new shares pursuant to ASX Listing Rules, Notice under section 708A".

The information below (required in accordance with ASX Listing Rule 10.13) is provided to shareholders to assist in consideration of this resolution:

Name of the person	David Galbally
Maximum number of securities to be issued	3,000,000 shares 1,500,000 options
The date by which the entity will issue the securities	23 December 2015
If the person is not a director, the relationship between the person and the director that required the approval to be obtained	David Galbally is a director

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The issue price of the securities and a statement of the terms of the issue	3,000,000 Shares the total price for which amounted to A\$150,000 at a deemed issue price of \$0.05 cents, as quoted on the Australian Securities Exchange (ASX) at the time of a circular resolution being passed by Directors; and 1,500,000 Options to subscribe for Shares on a one for one basis, with a nil issue price and an exercise price of A\$0.10 (10 cents) for each Share, exercisable at any time after the date of issue (which shall not be more than one calendar month after the date of the Meeting) and on or prior to 15 September 2016. The terms and conditions in respect of the exercise price and the granting of these options are set out in further detail in Annexure 1.
A voting exclusion statement	See exclusion statement below
The intended use of funds raised	The shares were issued and allotted in satisfaction of the company's obligation to pay David Galbally for services provided therefore no funds will be raised from the issue.

Voting Exclusion Statement

The Company will disregard any votes cast in relation to Resolution 27 by a director of the Company or any of their associates. The Company will also disregard any votes cast by any other Key Management Personnel, which includes the Directors and the five highest paid executives in the consolidated group whose remuneration is included in the Remuneration Report (**Excluded Persons**), and closely related parties of an Excluded Person as proxy for any person if the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if it is cast as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote and the appointment 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.

Please review the information regarding Proxies voted on by the Chairman at the end of Resolution 27. This Resolution is in full compliance with Chapter 2E of the Corporations Act.

28 Item 28 - Approval of Issue of Shares and Granting of Options to Andrew Draffin (Related Party)

The Company to issue and allot 3,000,000 ordinary shares at a deemed issue price of \$0.05 and 1,500,000 Options with a nil issue price to subscribe for Shares on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share to Andrew Draffin in satisfaction of the Company's obligation to pay Andrew Draffin outstanding invoices for services provided as at 26 November 2014 totalling A\$150,000 on the following terms:

- 3,000,000 Shares the total price for which amounted to A\$150,000 at a deemed issue price of \$0.05 cents, as quoted on the Australian Securities Exchange (**ASX**) at the time of a circular resolution being passed by Directors; and
- 1,500,000 Options with a nil issue price to subscribe for Shares on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share, exercisable at any time after the date of issue (which shall not be more than one calendar month after the date of the Meeting) and on or prior to 15 September 2016. The terms and conditions in respect of the exercise price and the granting of these options are set out in further detail in Annexure 1. Nil cash consideration will be provided by Andrew Draffin in respect of this issue of ordinary Shares and Options.

**Listing Rules 7.1 and
10.11**

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period where the total number of equity securities to be issued exceeds 15% of the total number of fully paid ordinary securities on issue 12 months before the date of issue, except where an exception applies or with prior approval of members of the Company in a general meeting of the terms and conditions of the proposed issue. Exemption 14 to Listing Rule 7.1 provides that if approval is obtained pursuant to Listing Rule 10.11, approval is not required under Listing Rule 7.1.

ASX Listing Rule 10.11 prevents a company from issuing equity securities to a related party without the approval of shareholders of ordinary securities. Accordingly, the Company seeks approval from the Shareholders to issue and allot Shares to Andrew Draffin. Ordinarily an issue of new shares upon exercise of the options would be subject to certain limitations under ASX Listing Rule 7.1, unless it is approved by shareholders. If approval is given by Shareholders under ASX Listing Rule 10.11 in accordance with this resolution 27, approval will not be required under ASX Listing Rule 7.1.

Shareholders are provided with the following information in respect of resolution 28:

- The Shares rank equally in all respects with all other ordinary Shares in the Company on issue;
- The Shares to be issued upon exercise of the options will rank equally in all respects with all other ordinary Shares in the Company on issue; and
- The Shares and options to subscribe for Shares are to be issued by the Company to satisfy funds owed to Andrew Draffin as a result of operational services provided. This was announced to ASX on 26 November 2014 in the announcement entitled "Issue of new shares pursuant to ASX Listing Rules, Notice under section 708A".

The information below (required in accordance with ASX Listing Rule 10.13) is provided to shareholders to assist in consideration of this resolution:

Name of the person	Andrew Draffin
Maximum number of securities to be issued	3,000,000 shares 1,500,000 options
The date by which the entity will issue the securities	23 December 2015
If the person is not a director, the relationship between the person and the director that required the approval to be obtained	Andrew Draffin is a director
The issue price of the securities and a statement of the terms of the issue	3,000,000 Shares the total price for which amounted to A\$150,000 at a deemed issue price of \$0.05 cents, as quoted on the Australian Securities Exchange (ASX) at the time of a circular resolution being passed by Directors; and 1,500,000 Options to subscribe for Shares on a one for one basis, with a nil issue price and an exercise price of A\$0.10 (10 cents) for each Share, exercisable at any time after the date of issue (which shall not be more than one calendar month after the date of the Meeting) and on or prior to 15 September 2016. The terms and conditions in respect of the exercise price and the granting of these options are set out in further detail in Annexure 1.

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A voting exclusion statement	See exclusion statement below
The intended use of funds raised	The shares were issued and allotted in satisfaction of the company's obligation to pay Andrew Draffin for services provided therefore no funds will be raised from the issue.

Voting Exclusion Statement

The Company will disregard any votes cast in relation to Resolution 28 by a director of the Company or any of their associates. The Company will also disregard any votes cast by any other Key Management Personnel, which includes the Directors and the five highest paid executives in the consolidated group whose remuneration is included in the Remuneration Report (**Excluded Persons**), and closely related parties of an Excluded Person as proxy for any person if the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if it is cast as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote and the appointment 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.

Please review the information regarding Proxies voted on by the Chairman at the end of Resolution 28. Resolution 28 is in full compliance with Chapter 2E of the Corporations Act.

29 Item 29 - Approval of Issue of Shares and Granting of Options to Roger Davey (Related Party)

The Company to issue and allot 4,000,000 ordinary shares at a deemed issue price of \$0.05 and 2,000,000 Options with a nil issue price to subscribe for Shares on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share to Roger Davey in satisfaction of the Company's obligation to pay Roger Davey outstanding invoices for services provided as at 26 November 2014 totalling A\$200,000 on the following terms:

- 4,000,000 Shares the total price for which amounted to A\$200,000 at a deemed issue price of \$0.05 cents, as quoted on the Australian Securities Exchange (**ASX**) at the time of a Circular resolution being passed by Directors; and
- 2,000,000 Options with a nil issue price to subscribe for Shares on a one for one basis, with an exercise price of A\$0.10 (10 cents) for each Share, exercisable at any time after the date of issue (which shall not be more than one calendar month after the date of the Meeting) and on or prior to 15 September 2016. The terms and conditions in respect of the exercise price and the granting of these options are set out in further detail in Annexure 1. Nil cash consideration will be provided by Roger Davey in respect of this issue of ordinary Shares and Options.

Listing Rules 7.1 and 10.11

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period where the total number of equity securities to be issued exceeds 15% of the total number of fully paid ordinary securities on issue 12 months before the date of issue, except where an exception applies or with prior approval of members of the Company in a general meeting of the terms and conditions of the proposed issue. Exemption 14 to Listing Rule 7.1 provides that if approval is obtained pursuant to Listing Rule 10.11, approval is not required under Listing Rule 7.1.

ASX Listing Rule 10.11 prevents a company from issuing equity securities to a related party without the approval of shareholders of ordinary securities. Accordingly, the Company seeks approval from the Shareholders to issue and allot Shares to Roger Davey. Ordinarily an issue of new shares upon exercise of the options would be subject to certain limitations under ASX Listing Rule 7.1, unless it is

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approved by shareholders. If approval is given by Shareholders under ASX Listing Rule 10.11 in accordance with this resolution 27, approval will not be required under ASX Listing Rule 7.1.

Shareholders are provided with the following information in respect of resolution 29:

- The Shares rank equally in all respects with all other ordinary Shares in the Company on issue;
- The Shares to be issued upon exercise of the options will rank equally in all respects with all other ordinary Shares in the Company on issue; and
- The Shares and options to subscribe for Shares are to be issued by the Company to satisfy funds owed to Roger Davey as a result of operational services provided. This was announced to ASX on 26 November 2014 in the announcement entitled "Issue of new shares pursuant to ASX Listing Rules, Notice under section 708A".

The information below (required in accordance with ASX Listing Rule 10.13) is provided to shareholders to assist in consideration of this resolution:

Name of the person	Roger Davey
Maximum number of securities to be issued	4,000,000 shares 2,000,000 options
The date by which the entity will issue the securities	23 December 2015
If the person is not a director, the relationship between the person and the director that required the approval to be obtained	Roger Davey is a director
The issue price of the securities and a statement of the terms of the issue	4,000,000 Shares the total price for which amounted to A\$200,000 at a deemed issue price of \$0.05 cents, as quoted on the Australian Securities Exchange (ASX) at the time of a circular resolution being passed by Directors; and 2,000,000 Options to subscribe for Shares on a one for one basis, with a nil issue price and an exercise price of A\$0.10 (10 cents) for each Share, exercisable at any time after the date of issue (which shall not be more than one calendar month after the date of the Meeting) and on or prior to 15 September 2016. The terms and conditions in respect of the exercise price and the granting of these options are set out in further detail in Annexure 1.
A voting exclusion statement	See exclusion statement below
The intended use of funds raised	The shares were issued and allotted in satisfaction of the company's obligation to pay Roger Davey for services provided therefore no funds will be raised from the issue.

Voting Exclusion Statement

The Company will disregard any votes cast in relation to Resolution 29 by a director of the Company or any of their associates. The Company will also disregard any votes cast by any other Key Management Personnel, which includes the Directors and the five highest paid executives in the consolidated group whose remuneration is included in the Remuneration Report (**Excluded Persons**),

and closely related parties of an Excluded Person as proxy for any person if the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if it is cast as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote and the appointment 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.

Please review the information regarding Proxies voted on by the Chairman at the end of Resolution 29. Resolution 29 is in full compliance with **Chapter 2E of the Corporations Act**.

30 Item 30 Approval of issue of securities under Employee Share Option Plan

Introduction

The employee option plan is known as the '**EnviroMission Limited Share Option Plan**' and shall be referred to as the '**Plan**' throughout this Explanatory Memorandum.

The issue of securities under the Plan was last approved by Shareholders on 29 November 2014 and as at the date of this notice, 60,000,000 options have been issued under the Plan.

ASX Listing Rule 7.1 prohibits a company from issuing new securities representing more than 15% of its issued share capital during the following 12 month period without shareholder approval. ASX Listing Rule 7.2 (Exception 9) provides that options issued under an employee incentive scheme are excluded from this restriction, provided that, within 3 years before the date of issue, issues of securities under the scheme have been approved by shareholders in general meeting.

ASX Listing Rule 10.14 prohibits a company from issuing securities under an employee incentive scheme without the approval of shareholders to any director or associate of a director.

Resolution 30 seeks the approval of shareholders for the potential issue of options under the Plan for 3 years after the 2015 annual general meeting, without those options being subject to the 15% limit contained in ASX Listing Rule 7.1.

There is no longer any requirement under the ASX Listing Rules for shareholders to approve the establishment or operation of an employee incentive scheme. Accordingly, if this resolution is not passed, the existing Plan will be maintained, however any options issued under the Plan will count towards the Company's 15% capacity under ASX Listing Rule 7.1.

It should be noted that directors of the Company will not participate in the Plan, without first obtaining specific shareholder approval.

Details of the Plan are set out in Annexure 2.

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31 Item 31 – Granting of Options to Key Personnel (Subject to Share Option Plan)

Background

Subject to the company's Plan being approved by Shareholders on 27 November 2015 under Resolution 30, the Directors seek approval to grant the issue of Options totalling a maximum of 35,000,000 for nil consideration to subscribe for Shares exercisable at A\$0.15 (15 cents) on or before 15 September 2018 to the Key Personnel referred to below, under the terms and conditions of the Company's Plan.

Name	No. of Options	Exercise Price	Expiry Date
Kim Forte	10,000,000	A\$0.15 (15 cents)	15 September 2018
Christopher Davey	12,500,000	A\$0.15 (15 cents)	15 September 2018
Lee Tanner	2,500,000	A\$0.15 (15 cents)	15 September 2018
Douglas Fant	2,500,000	A\$0.15 (15 cents)	15 September 2018
Andrew Forte	7,500,000	A\$0.15 (15 cents)	15 September 2018

Listing Rules 7.1 and 7.3

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period where the total number of equity securities to be issued exceeds 15% of the total number of fully paid ordinary securities on issue 12 months before the date of issue, except where an exception applies or with prior approval of members of the Company in a general meeting of the terms and conditions of the proposed issue.

Accordingly, the Company seeks approval from the Shareholders to issue and allot options to subscribe for Shares to the Key Personnel.

In accordance with ASX Listing Rule 7.3 and to enable the Shareholders to approve the issue of the options to subscribe for Shares, the options to subscribe for Shares are issued by the Company for nil consideration and if the options are exercised, funds received will provide capital to fund future operations.

The terms and conditions of these allotments are set out in the in Annexure 1.

The information below (required in accordance with ASX Listing Rule 7.3) is provided to shareholders to assist in consideration of this resolution:

Maximum number of securities to be issued	35,000,000.
The date by which the entity will issue the securities	23 December 2015
The issue price of the securities	The issue of Options will be for nil consideration and have an exercise price of A\$0.15 (15 cents).
The names of the persons to whom the securities will be issued.	See table above.

The terms of the securities	The terms of the Options are set out in Annexure 3.
The intended use of funds raised	The Options will be issued for nil consideration. If the Options are exercised, the funds received will provide capital to fund future operations.
The issue date	The issue will occur progressively.
Voting exclusion statement	See voting exclusion statement below.

Voting Exclusion Statement for Item 31

In accordance with ASX Listing Rules 7.3.8, 14.11 and 14.11.1, the Company will disregard any votes cast on resolution 31 by the person or their associates who will be granted the options to subscribe for Shares being Kim Forte, Christopher J Davey, Andrew Forte, Lee Tanner, Doug Fant, who may participate in the grant of Options and anyone who might obtain a benefit, except a benefit solely in their capacity as holder of ordinary securities, if the resolution is passed. However the Company will not disregard the vote if:

- (a) It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy form; or
- (b) It is cast by a 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.

32 Item 32 – Granting of Options to Roger Davey, Related Party (Subject to Company's Plan)

Background

The Directors seek approval to grant the issue of;

- 15,000,000 options for nil consideration to subscribe for Shares exercisable at A\$0.15 (15 cents) on or before 15 September 2018 to Roger Davey, under the terms and conditions of the Company's Plan.

Listing Rule 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period where the total number of equity securities to be issued exceeds 15% of the total number of fully paid ordinary securities on issue 12 months before the date of issue, except where an exception applies or with prior approval of members of the Company in a general meeting of the terms and conditions of the proposed issue. Exemption 14 to Listing Rule 7.1 provides that if approval is obtained pursuant to Listing Rule 10.11 or 10.14, approval is not required under Listing Rule 7.1.

Accordingly, the Company seeks approval from the Shareholders to issue and allot options to subscribe for Shares to Roger Davey.

Listing Rule 10.14 and Chapter 2E of the Corporations Act

Listing Rule 10.14 provides that a listed company must not issue equity securities to a director party under an employee incentive scheme without the approval of members of the Company.

Similarly, Chapter 2E of the Corporations Act prohibits a company, subject to certain exceptions, from giving a financial benefit to a related party of the Company without prior shareholder approval. Roger Davey is a director for the purposes of Listing Rule 10.14 and a related party for the purposes of Chapter 2E of the Corporations Act. The issue and allotment of options to subscribe for Shares to Roger Davey amounts to the giving of a financial benefit to a related party.

Accordingly, the Company seeks approval from the Shareholders to issue and allot the Options to subscribe for Shares to Roger Davey.

ASX Listing Rule 10.15A sets out the information which must be provided in a notice of meeting for the purpose of obtaining the approval of the members to an acquisition of shares to which ASX Listing Rule 10.14 applies. The information is set out below.

For the purposes of ASX Listing Rule 10.15A, the following information is provided:

- (a) If the person is not a director, a statement of the relationship between the person and the director that requires the approval to be obtained:

Roger Davey is a director.

- (b) The maximum number of securities that may be acquired by all persons for whom approval is required, including the formula (if one is used) for calculating the number of securities to be issued:

In the event that members approve the grant of Options to Roger Davey in this resolution, the maximum number of securities that may be issued is 15,000,000.

- (c) The price (including a statement whether the price will be, or be based on, the market price), or the formula for calculating the price, for each security to be acquired under the scheme:

The price for each Option to be issued to Roger Davey is nil. The exercise price for each Option is A\$0.15 (15 cents) .

- (d) The names of all persons referred to in rule 10.14 who received securities under the scheme since the last approval, the number of securities received and the acquisition price for each security:

In accordance with the shareholder approval at the 2014 AGM, Roger Davey received 20,000,000 options exercisable at A\$0.10 (10 cents) and 8,500,000 options exercisable at A\$0.125 (12.5 cents) under the scheme and no consideration was payable in respect of those grants.

In accordance with the shareholder approval at the 2014 AGM, David Galbally received 5,000,000 options exercisable at A\$0.10 (10 cents) and 5,000,000 options exercisable at A\$0.125 (12.5 cents) under the scheme and no consideration was payable in respect of those grants.

In accordance with the shareholder approval at the 2014 AGM, Andrew Draffin received 7,500,000 options exercisable at A\$0.10 (10 cents) and 5,000,000 options exercisable at A\$0.125 (12.5 cents) under scheme and no consideration was payable in respect of those grants.

- (e) The names of all persons referred to in rule 10.14 entitled to participate in the scheme:

Roger Davey, David Galbally QC & Andrew Draffin.

- (f) A voting exclusion statement:

The voting exclusion statement is contained in the Notice.

- (g) The terms of any loan in relation to the acquisition:

Not applicable.

(h) A disclosure and entitlement statement:

Details of any securities issued under the Options Plan will be published in each annual report of the entity relating to a period in which the securities have been issued, and that if applicable, approval for the issue of securities was obtained under ASX Listing Rule 10.14.

(i) The date by which the entity will issue the securities, which must be no later than 12 months after the meeting:

The Options to subscribe for Shares will be issued to Roger Davey by no later than 30 January 2016.

Roger Davey in his capacity as a director of the Company, does not wish to make a recommendation to Shareholders about the proposed resolution 26 because he has a personal interest in the outcome of this resolution by virtue of the fact that he will personally receive the options to subscribe for Shares which are the subject of this resolution.

Each of the remaining directors of the Company, who do not have an interest in the outcome of the proposed resolution, recommends that the Shareholders approve this resolution.

The terms and conditions of these allotments are set out in the in Annexure 2.

33 Item 33 – Granting of Options to David Galbally QC, Related Party (Subject to Company's Plan)

Background

The Directors seek approval to grant the issue of;

- 5,000,000 Options for nil consideration to subscribe for Shares exercisable at A\$0.15 (15 cents) on or before 15 September 2018 to David Galbally QC, under the terms and conditions of the Company's Plan.

Listing Rule 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period where the total number of equity securities to be issued exceeds 15% of the total number of fully paid ordinary securities on issue 12 months before the date of issue, except where an exception applies or with prior approval of members of the Company in a general meeting of the terms and conditions of the proposed issue. Exemption 14 to Listing Rule 7.1 provides that if approval is obtained pursuant to Listing Rule 10.11 or 10.14, approval is not required under Listing Rule 7.1.

Accordingly, the Company seeks approval from the Shareholders to issue and allot Options to subscribe for Shares to David Galbally QC.

Listing Rule 10.14 and Chapter 2E of the Corporations Act

Listing Rule 10.14 provides that a listed company must not issue equity securities to a director under an employee incentive scheme without the approval of members of the Company.

Similarly, Chapter 2E of the Corporations Act prohibits a company, subject to certain exceptions, from giving a financial benefit to a related party of the Company without prior shareholder approval. David Galbally QC is a director for the purposes of Listing Rule 10.14 and a related party for the purposes of Chapter 2E of the Corporations Act. The issue and allotment of options to subscribe for Shares to David Galbally QC amounts to the giving of a financial benefit to a related party.

Accordingly, the Company seeks approval from the Shareholders to issue and allot the options to subscribe for Shares to David Galbally QC.

ASX Listing Rule 10.15A sets out the information which must be provided in a notice of meeting for the purpose of obtaining the approval of the members to an acquisition of shares to which ASX Listing Rule 10.14 applies. The information is set out below.

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For the purposes of ASX Listing Rule 10.15A, the following information is provided:

- (a) If the person is not a director, a statement of the relationship between the person and the director that requires the approval to be obtained:

David Galbally QC is a director.

- (b) The maximum number of securities that may be acquired by all persons for whom approval is required, including the formula (if one is used) for calculating the number of securities to be issued:

In the event that members approve the grant of Options to David Galbally QC in this resolution, the maximum number of securities that may be issued is 5,000,000.

- (c) The price (including a statement whether the price will be, or be based on, the market price), or the formula for calculating the price, for each security to be acquired under the scheme:

The price for each Option to be issued to David Galbally QC is nil. The exercise price for each Option is A\$0.15 (15 cents).

- (d) The names of all persons referred to in rule 10.14 who received securities under the scheme since the last approval, the number of securities received and the acquisition price for each security:

In accordance with the shareholder approval at the 2014 AGM, Roger Davey received 20,000,000 options exercisable at A\$0.10 (10 cents) and 8,500,000 options exercisable at A\$0.125 (12.5 cents) under the scheme and no consideration was payable in respect of those grants.

In accordance with the shareholder approval at the 2014 AGM, David Galbally received 5,000,000 options exercisable at A\$0.10 (10 cents) and 5,000,000 options exercisable at A\$0.125 (12.5 cents) under the scheme and no consideration was payable in respect of those grants.

In accordance with the shareholder approval at the 2014 AGM, Andrew Draffin received 7,500,000 options exercisable at A\$0.10 (10 cents) and 5,000,000 options exercisable at A\$0.125 (12.5 cents) under scheme and no consideration was payable in respect of those grants.

- (e) The names of all persons referred to in rule 10.14 entitled to participate in the scheme:

David Galbally QC, Roger Davey & Andrew Draffin.

- (f) A voting exclusion statement:

The voting exclusion statement is contained in the Notice.

- (g) The terms of any loan in relation to the acquisition:

Not applicable.

- (h) A disclosure and entitlement statement:

Details of any securities issued under the Options Plan will be published in each annual report of the entity relating to a period in which the securities have been issued, and that if applicable, approval for the issue of securities was obtained under ASX Listing Rule 10.14.

- (i) The date by which the entity will issue the securities, which must be no later than 12 months after the meeting:

The Options to subscribe for Shares will be issued to David Galbally QC by no later than 30 January, 2016.

David Galbally QC in his capacity as a director of the Company, does not wish to make a recommendation to Shareholders about the proposed resolution 33 because he has a personal interest in the outcome of this resolution by virtue of the fact that he will personally receive the options to subscribe for Shares which are the subject of this resolution.

Each of the remaining directors of the Company, who do not have an interest in the outcome of the proposed resolution, recommends that the Shareholders approve this resolution.

The terms and conditions of these allotments are set out in the in Annexure 2.

34 Item 34 – Granting of Options to Andrew Draffin (Subject to Company's Plan)

Background

The Directors seek approval to grant the issue of;

- 5,000,000 Options for nil consideration to subscribe for Shares exercisable at A\$0.15 (15 cents) on or before 15 September 2018 to Andrew Draffin, under the terms and conditions of the Company's Plan.

Listing Rule 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period where the total number of equity securities to be issued exceeds 15% of the total number of fully paid ordinary securities on issue 12 months before the date of issue, except where an exception applies or with prior approval of members of the Company in a general meeting of the terms and conditions of the proposed issue. Exemption 14 to Listing Rule 7.1 provides that if approval is obtained pursuant to Listing Rule 10.11 or 10.14, approval is not required under Listing Rule 7.1.

Accordingly, the Company seeks approval from the Shareholders to issue and allot options to subscribe for Shares to Andrew Draffin.

Listing Rule 10.14 and Chapter 2E of the Corporations Act

Listing Rule 10.14 provides that a listed company must not issue equity securities to a director under an employee incentive scheme without the approval of members of the Company.

Similarly, Chapter 2E of the Corporations Act prohibits a company, subject to certain exceptions, from giving a financial benefit to a related party of the Company without prior shareholder approval. Andrew Draffin is a director for the purposes of Listing Rule 10.14 and a related party for the purposes of Chapter 2E of the Corporations Act. The issue and allotment of Options to subscribe for Shares to Andrew Draffin amounts to the giving of a financial benefit to a related party.

Accordingly, the Company seeks approval from the Shareholders to issue and allot the options to subscribe for Shares to Andrew Draffin.

ASX Listing Rule 10.15A sets out the information which must be provided in a notice of meeting for the purpose of obtaining the approval of the members to an acquisition of shares to which ASX Listing Rule 10.14 applies. The information is set out below.

For the purposes of ASX Listing Rule 10.15A, the following information is provided:

- (j) If the person is not a director, a statement of the relationship between the person and the director that requires the approval to be obtained:

Andrew Draffin is a director.

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- (k) The maximum number of securities that may be acquired by all persons for whom approval is required, including the formula (if one is used) for calculating the number of securities to be issued:

In the event that members approve the grant of Options to Andrew Draffin in this resolution, the maximum number of securities that may be issued is 5,000,000.

- (l) The price (including a statement whether the price will be, or be based on, the market price), or the formula for calculating the price, for each security to be acquired under the scheme:

The price for each Option to be issued to Andrew Draffin is nil. The exercise price for each Option is A\$0.15 (15 cents).

- (m) The names of all persons referred to in rule 10.14 who received securities under the scheme since the last approval, the number of securities received and the acquisition price for each security:

In accordance with the shareholder approval at the 2014 AGM, Roger Davey received 20,000,000 options exercisable at A\$0.10 (10 cents) and 8,500,000 options exercisable at A\$0.125 (12.5 cents) under the scheme and no consideration was payable in respect of those grants.

In accordance with the shareholder approval at the 2014 AGM, David Galbally received 5,000,000 options exercisable at A\$0.10 (10 cents) and 5,000,000 options exercisable at A\$0.125 (12.5 cents) under the scheme and no consideration was payable in respect of those grants.

In accordance with the shareholder approval at the 2014 AGM, Andrew Draffin received 7,500,000 options exercisable at A\$0.10 (10 cents) and 5,000,000 options exercisable at A\$0.125 (12.5 cents) under the scheme and no consideration was payable in respect of those grants.

- (n) The names of all persons referred to in rule 10.14 entitled to participate in the scheme:

David Galbally QC, Roger Davey & Andrew Draffin.

- (o) A voting exclusion statement:

The voting exclusion statement is contained in the Notice.

- (p) The terms of any loan in relation to the acquisition:

Not applicable.

- (q) A disclosure and entitlement statement:

Details of any securities issued under the Options Plan will be published in each annual report of the entity relating to a period in which the securities have been issued, and that if applicable, approval for the issue of securities was obtained under ASX Listing Rule 10.14.

- (r) The date by which the entity will issue the securities, which must be no later than 12 months after the meeting:

The Options to subscribe for Shares will be issued to Andrew Draffin by no later than 30 January 2016.

Andrew Draffin in his capacity as a director of the Company, does not wish to make a recommendation to Shareholders about the proposed resolution 34 because he has a personal interest in the outcome of this resolution by virtue of the fact that he will personally receive the options to subscribe for Shares which are the subject of this resolution.

Each of the remaining directors of the Company, who do not have an interest in the outcome of the proposed resolution, recommends that Shareholders approve this resolution.

The terms and conditions of these allotments are set out in the in Annexure 2.

Annexure 1

Terms and Conditions of Options (Items 5–26)

The options to subscribe for Shares (**Options**) entitle the holder to subscribe for Shares on the following terms and conditions:

- (c) Any capitalised term in this Terms and Conditions that is not defined has the same meaning as in the Explanatory Memorandum to this Notice of Extraordinary Meeting.
- (d) Each Option gives the Option holder the right to subscribe for one Share. To obtain the right given by each Option, the Option holder must exercise the Options in accordance with the terms and conditions of the Options.
- (e) The Options will expire at 5:00 pm (AEST) on 15 September 2016 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (f) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (g) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options (**Exercise Notice**) 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.
- (h) An Exercise Notice is only effective when the Company has received the full amount of the exercise price in cleared funds.
- (i) Within ten 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.
- (j) The Options are not transferable.
- (k) All Shares allotted upon the exercise of Options will upon allotment rank *pari passu* in all respects with other Shares.
- (l) 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 ten Business Days after the date of allotment of those Shares.
- (m) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (n) There are no participating rights or entitlements inherent in the Options and Option holders 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 at least six Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (o) 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.

Annexure 2
EnviroMission Limited Share Option Plan (Items 30 -34)

Introduction

- 1.1 This employee option plan is known as the '**EnviroMission Limited Share Option Plan**' and was originally approved by Shareholders on 29 November 2005 and refreshed for shareholder approval on 29 November 2010 and 28 November 2014. This employee share option plan will be referred to as the '**Plan**' throughout this Annexure.
- 1.2 The Plan is intended to provide employees and directors of:
- 1.2.1 EnviroMission Limited (**the Company**), and
- 1.2.2 any related body corporate of the Company (**the EnviroMission Group**)
- as well as any other persons or entities selected by the Board of Directors of the Company, with the opportunity to be granted Options to subscribe for and be allotted ordinary fully paid shares in the Company in accordance with the Plan Rules.
- 1.3 The Company's rationale for the introduction of the Plan is both commercial and incentive based. The Plan is intended as an aid for the Company (and the EnviroMission Group) to attract and retain good people, encourage productivity, enhance Loyalty, reward employees for service, provide an incentive for future performance and encourage a relationship of inclusion and common purpose. The effect of employee share ownership is 'participation' in the objectives and broader management of the Company, essentially through voting rights, receipt of reports and other information.
- 1.4 The adoption of the Plan is subject to the approval of the Shareholders. Therefore the Company is now seeking, at this Annual General Meeting, Shareholders' approval to adopt the Plan.

Interpretation

- 1.5 In this Annexure terms that are defined in the Plan Rules have the same meaning (unless otherwise defined).
- 1.6 Any references to plan rule numbers in this Annexure are references to that numbered rule in the Plan Rules.

Eligible Persons

- 1.7 Subject to the Shareholders approving the Plan, the following individuals may, in accordance with the Plan Rules, be provided with the opportunity to acquire options to subscribe for and be allotted fully paid ordinary shares in the capital of the Company (**Options**):
- 1.7.1 employees of the Company or any other company in the EnviroMission Group
- 1.7.2 persons who are directors of the Company or any other company in the EnviroMission Group, and
- 1.7.3 other persons selected by the Board of Directors.
- 1.8 These individuals are referred to as 'Eligible Persons' in the Plan Rules and in this Annexure.
- 1.9 Subject to Board approval, the Plan Rules also allow an Eligible Person to elect that Options offered to that Eligible Person be issued to:
- 1.9.1 a spouse (including a de facto spouse), parent, child, brother or sister (**Close Relative**) of the Eligible Person, or

- 1.9.2 a body corporate to which the Eligible Person or a Close Relative of the Eligible Person has a controlling interest.

Options Offer

- 1.10 Once the Shareholders have approved the Plan the Board may, in its absolute discretion and without being bound to do so, make an Options Offer to an Eligible Person in accordance with the Plan Rules.
- 1.11 It should be noted that Options will be issued for no consideration but while the grant of the Option is free, there may be tax payable by the Eligible Person in respect of the value which is given to the Option. Tax will be a matter with which the Eligible Person must deal.

Acceptance of Options Offer

- 1.12 An Eligible Person may accept an Options Offer in whole or in part. Acceptance is made by signing and delivering a completed Acceptance Form together with payment of the price of the Options (if any) no later than the date specified for acceptance in the Options Offer. If acceptance is not made by the relevant date the Options Offer will lapse. Provided the Options Offer is accepted in accordance with the Plan Rules, the Company will issue the Options to the Eligible Person and the Eligible Person will be deemed to have agreed to be bound by the terms and conditions of the Options Offer and the Plan.

Limit to size of Plan

- 1.13 An Options Offer cannot be made without the approval of the ordinary Shareholders of the Company if upon acceptance of the Options Offer:
- 1.13.1 the number of Options issued under the Plan, together with the number of Outstanding Options (as defined in the Plan Rules) would exceed 10% of the number of Shares in issue in the Company, or
 - 1.13.2 the number of Options granted to a Participant (as defined in the Plan Rules) under this Plan, together with the number of Outstanding Options of that Participant would, if exercised, result in the issue of a number of shares to that Participant exceeding 5% of the issued capital of the Company following the exercise, or
 - 1.13.3 the number of Options granted to a Participant under the Plan, together with the number of Outstanding Options of that Participant would, if exercised, result in the Participant and/or the Participant's Related Party being in a position to cast, or control the casting of, more than 5% of the maximum number of votes that might be cast at a general meeting of the company.
- 1.14 In addition to these limits imposed by the Plan Rules, the Board may, at the time Options are granted, wish to take advantage of conditional relief from the disclosure provisions of the Corporations Act. This conditional relief may also impact upon the number of Options that the Board decides to grant pursuant to the Plan.
- 1.15 As at the date of this Explanatory Memorandum, the Australian Securities and Investments Commission (**ASIC**) provides conditional relief from disclosure provisions of the Corporations Act for certain offers involving shares made to full time or part-time employees under an employee option scheme. This relief is only granted provided certain conditions are met. One of these conditions restricts the number of options that can be granted. In such circumstances, the calculation formula applied by ASIC to determine the number of Options that can be granted by an entity is complicated, technical and dependent on a number of different factors. Therefore the Company advises Shareholders that if the Board decides to take advantage of this conditional relief from the disclosure provisions of the Corporations Act, the Company will need to comply with any restriction of the number of Options that ASIC conditionally imposes.

Restrictions on Options

- 1.16 A Participant must not sell, assign, transfer, mortgage, charge or encumber or otherwise deal with the Options except as permitted by the Plan Rules. Please refer to Plan Rule 8. It should be noted that the Options will not be quoted on the Australian Stock Exchange (**ASX**).

Lapse of Options

- 1.17 Options will lapse on the earlier of:
- 1.17.1 the expiration of the Exercise Period, provided that the latest time to exercise the Options cannot be later than five years from the date of issue of the Option
 - 1.17.2 if the employment, directorship or contract of the Participant terminates, the expiration of 28 days after the date of termination
 - 1.17.3 the date the Participant breaches any obligations under the Plan Rules
 - 1.17.4 the date the Company goes into Insolvency Administration (as defined in the Plan Rules), or
 - 1.17.5 in accordance with any terms of the Options.

Exercise of Options

- 1.18 An Option may only be exercised if it has not yet lapsed (refer to 1.17 above). An Option can only be exercised in accordance with Plan Rule 10 and subject to the conditions of issue of the Option. The Plan Rules state that, exercising Options may be restricted during certain periods.
- 1.19 In the event of a takeover, the Options of the Participant will become immediately exercisable irrespective of whether the Exercise Period has commenced.
- 1.20 Subject to the Plan Rules, if the employment or directorship or contract of a Participant terminates, the Participant may, or their legal representative (depending upon the circumstance of the termination), within twenty eight (28) days after the date of termination exercise all or part of the Options. Any Option not exercised within twenty eight (28) days shall lapse.
- 1.21 At the time of the Options Offer, the Exercise Price will be specified. The Exercise Price is the sum of money payable to the Company to exercise the Option and acquire any Shares the subject of the Option.

Shares allotted on exercise of Options

- 1.22 If Options are exercised and Shares are allotted, the Company will issue such documents required by the Corporations Act, Listing Plan Rules and other applicable laws.
- 1.23 The shares allotted on the exercise of the Options will be credited as fully paid and rank equally in all respects with existing fully paid Shares from the Exercise Date of the Options and will be entitled to those dividends which have a record date for determining entitlements on or after the Exercise Date.

Overriding Restrictions on issue and Exercise

- 1.24 Despite any Plan Rule or the terms and conditions of any Option, no Option may be offered, issued or exercised if to do so would contravene the Corporations Act, the Listing Plan Rules or any other applicable law.

New issues

- 1.25 A Participant cannot participate in any new issues (including bonus issues) without first exercising the Option. Bonus issues and pro-rata issues of Shares can only be made in accordance with the Plan Rules.
- 1.26 Except as set out in the Plan Rules, the Options do not confer on the Participants any additional interest in capital of the Company or any additional right to distribution of the income of the Company.

Reorganisation of Capital

- 1.27 In the event of a reorganisation of the issued Capital of the Company, the Options shall be reorganised in a manner considered appropriate by the Board and in accordance with the Plan Rules and the ASX Listing Rules.

Loans to Participants on Exercise of Options

- 1.28 The Board may offer a Participant a Loan (as defined in the Plan Rules) from the Company (or a company in the EnviroMission Group) for the purposes of funding in whole or in part the subscription by the Participant for the Shares to be issued on the Exercise of the Options.
- 1.29 The terms and conditions of any Loan will be determined by the Board in its absolute discretion.

Administration of the Plan

- 1.30 The Plan will be administered by the Board in accordance with the Plan Rules and any subsequent Plan Rules the Board makes for the operation of the Plan which are consistent with these Plan Rules.
- 1.31 The Board must act in the interests of or for the benefit of the Company in exercising its powers and discretions under the Plan Rules. However, any power or discretion conferred on the Board by the Plan Rules can be delegated to a committee and in exercising their powers of discretion, the Board may rely upon independent or expert advice.
- 1.32 Any decision of the Board as to any factual matter or interpretation or application of the Plan Rules is final and binding in the absence of any manifest error.
- 1.33 The Board may terminate or suspend the Plan at any time provided it will not prejudice the existing rights of Participants.

Rights of Participants

- 1.34 Except as expressly provided in the Plan Rules, nothing in the Plan Rules nor any accepted Options Offer:
- 1.34.1 confers on any person or a Participant the right to receive any Options or Loan
 - 1.34.2 forms part of any contract of employment, consultancy or retainer, or affects the conditions of employment or directorship of any Participant
 - 1.34.3 confers on any person or a Participant the right to continue as an Employee or a Director of the Company or any company in the EnviroMission Group
 - 1.34.4 affects any rights which the Company or a subsidiary may have to terminate the employment of any Employee or the office of any Director
 - 1.34.5 may be used to increase damages in any action brought against the Company or a subsidiary in respect of any such termination
 - 1.34.6 confers on any person any expectation of becoming a Participant
 - 1.34.7 save where the Participant holds Loan Shares (in which case this paragraph does not apply), a Participant will be sent notices of general meetings, reports and accounts to be laid before ordinary shareholders of the Company in a general meeting, but will not have any right to vote or attend at general meetings of the Company, or
 - 1.34.8 confers any legal or equitable right whatsoever on an Eligible Person or a Participant whether on termination of employment or directorship or otherwise.

Amendment of the Plan Rules

- 1.35 The Company may at any time, in accordance with the Plan Rules, by written instrument or resolution of the Board, amend any or all of the provisions of the Plan Rules.

Stamp duty

- 1.36 Stamp duty payable in respect of any documents executed in connection with this Plan is payable by the Participant unless the Company agrees otherwise.

Advice

- 1.37 Eligible Persons and Participants will be responsible for obtaining their own independent advice at their own expense on the financial, taxation and other consequences to them of or relating to the participation in this Plan.

Application of Listing Rule requirements Listing Rule 7.2 Exemption 9

- 1.38 As set out in earlier sections of this Explanatory Memorandum, Listing Rule 7.1 imposes a limit on the number of securities that can be issued by a company without prior Shareholder approval. However, Listing Rule 7.2 provides certain exceptions to this 15% threshold limit. Subject to any other requirements of the Listing Rules applicable at the time of issue, Exemption 9 of Listing Rule 7.2 allows an issue under an Employee Incentive Scheme to not be restricted by the 15% threshold limit provided that if within three (3) years before the date of the issue holders of ordinary securities approved the issue of securities under the Plan as an exception to Listing Rule 7.2. Accordingly in order to comply with Listing Rule 7.2 and to not be restricted by the 15% threshold limit, the Company seeks Shareholder approval of the issue of securities under the Plan as an exception to Listing Rule 7.2.

Application of Part 2J.3 of the Corporations Act

- 1.39 Pursuant to section 260A of the Corporations Act, a company may only financially assist a person to acquire shares in the company in limited circumstances.
- 1.40 Section 260C(4) provides special exemption from section 260A if it is given under an employee share scheme that has been approved by a resolution passed at a general meeting of the company.
- 1.41 Accordingly the Company seeks the Shareholders approval for the adoption of the EnviroMission Share Option Plan to satisfy the requirements of section 260C(4).

Annexure 3

Terms and Conditions of Options issued under the EnviroMission Limited Share Option Plan (Items 31-34)

The options to subscribe for Shares (**Options**) issued under the EnviroMission Limited Share Option Plan entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Any capitalised term in this Terms and Conditions that is not defined has the same meaning as in the Explanatory Memorandum to this Notice of Extraordinary Meeting.
- (b) Each Option gives the Option holder the right to subscribe for one Share. To obtain the right given by each Option, the Option holder must exercise the Options in accordance with the terms and conditions of the Options.
- (c) The Options will expire at 5:00 pm (AEST) on 15 September 2018 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) The Options held by each Option holder 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 Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options (**Exercise Notice**) 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.
- (f) An Exercise Notice is only effective when the Company has received the full amount of the exercise price in cleared funds.
- (g) Within ten 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) The Options are not 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 ten 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 Option holder 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 Option holders 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 at least six Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (m) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised

PROXY FORM

The Company Secretary
EnviroMission Limited
238 Albert Rd,
SOUTH MELBOURNE VIC 3205
Facsimile Transmission No. **+61 3 9699 7566**

I/We _____

of _____

being a member/(s) of EnviroMission Limited hereby appoint of _____

or failing him/or of _____

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Morgans, 401 Collins Street, Melbourne, on 27 November 2015, at 10.30am (AEDST) and at any adjournment thereof in the manner indicated below or, in the absence of indication, as the Chairman thinks fit.

A Shareholder is entitled to appoint up to 2 proxies. If 2 proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is [] % of the Shareholder's votes (an additional Proxy Form will be supplied by EnviroMission on request).

INSTRUCTIONS AS TO VOTING ON ITEMS

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on an Item, the proxy may abstain or vote at the proxy's discretion.

Important for Items 5-26, 30 & 31. If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are expressly authorising the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 5-26, 30 & 31 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Items 5-26, 30 & 31, the Chairman of the Meeting will not cast your votes on Items 5-26, 30 & 31 and your votes will not be counted in computing the required majority if a poll is called on these resolutions. If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 5-26, 30 & 31 by marking the appropriate box below.

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

☐

I/We expressly authorise the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 5-26, 30 & 31 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 5-26, 30 & 31 are connected directly or indirectly with the remuneration of a member of key management personnel (which includes the Chairman).

I/We direct my/our proxy to vote as indicated below:

ITEM		FOR	AGAINST	ABSTAIN
1	Financial Statements & Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Adoption of Remuneration Report (Non Binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of Issue of Shares and Grant of Options to Maureen F B Nixon Pty Ltd (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Ratification of Issue of Shares and Grant of Options to R M Fletcher Investments Pty Ltd (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

ITEM		FOR	AGAINST	ABSTAIN
7	Ratification of Issue of Shares and Grant of Options to Tim Sproat (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Ratification of Issue of Shares and Grant of Options to Hamish Sproat (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Ratification of Issue of Shares and Grant of Options to Ransford S/F (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Ratification of Issue of Shares and Grant of Options to Lee Family Investments Pty Ltd ATF JDL Investment Trust (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Ratification of Issue of Shares and Grant of Options to Sartori S/F Pty Ltd ATF Marks S/F ACC (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Ratification of Issue of Shares and Grant of Options to David Harris (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	Ratification of Issue of Shares and Grant of Options to K R Saline & Associates Pty Ltd (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	Ratification of Issue of Shares and Grant of Options to Ryan Yarter (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15	Ratification of Issue of Shares and Grant of Options to Mark & Lori Marick (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16	Ratification of Issue of Shares and Grant of Options to Mostol Pty Ltd (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17	Ratification of Issue of Shares and Grant of Options to Ian K Nixon Pty Ltd (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18	Ratification of Issue of Shares and Grant of Options to NXTECH Pty Ltd (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19	Ratification of Issue of Shares and Grant of Options to Christopher Howell Martin (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20	Ratification of Issue of Shares and Grant of Options to Peter McNeil (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21	Ratification of Issue of Shares and Grant of Options to Mary Elaine Luckhurst (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22	Ratification of Issue of Shares and Grant of Options to Cyberdime Systems Pty Ltd ATF Howell Investment Trust (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23	Ratification of Issue of Shares and Grant of Options to M J Williams Cardiology Pty Ltd (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24	Ratification of Issue of Shares and Grant of Options to Mrs Lina Shahwan Akl & Mr Fouad Akl (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
25	Ratification of Issue of Shares and Grant of Options to Karleby Pty Ltd ATF Panda Family Trust (Less than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26	Ratification of Issue of Shares and Grant of Options to Mr Fran Reid (Less Than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
27	Issue of Shares and Granting of Options to David Galbally (Less Than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

ITEM		FOR	AGAINST	ABSTAIN
28	Issue of Shares and Granting of Options to Andrew Draffin (Less Than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
29	Issue of Shares and Granting of Options to Roger Davey (Less Than 15% of Capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
30	Approval of Issue of securities under Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
31	Granting of Options to Key Personnel (Subject to Share Option Plan)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
32	Granting of Options to Roger Davey, Related Party (Subject to Share Option Plan)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
33	Granting of Options to David Galbally, Related Party (Subject to Share Option Plan)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
34	Granting of Options to Andrew Draffin (Subject to Share Option Plan)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proxies given by a natural person must be signed by each appointing Shareholder or the Shareholder's attorney duly authorised in writing, Proxies given by companies must be executed in accordance with section 127 of the Corporations Act or signed by the appointer's attorney duly authorised in writing.

As witness my/our hand/s this day of 2015.

If a natural person:

SIGNED by:

Signature

Signature (if joint holder)

Print Name in full

Print name in full

If a Company:

EXECUTED in accordance with section 127 of the Corporations Act:

Signature of Director

Signature of Director / Secretary

Print Name in full

Name of Director / Secretary in full

If by power of attorney:

SIGNED for and on behalf
of
by _____ under a
Power of Attorney dated _____ and who
declares that he/she has not received any
revocation of such Power of Attorney in the presence of:

Signature of Attorney

Signature of Witness

Name of Witness in full

PROXY INSTRUCTIONS

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy form (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 another authority) must be deposited at or sent by facsimile transmission to the registered office of EnviroMisslon Limited at 238 Albert Rd, South Melbourne, Victoria 3205, facsimile number **+61 3 9699 7566** not less than 48 hours before the time for holding the Annual General Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the Shareholder or his/or attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy may, but need not, be a Shareholder of the Company.

In the case of Shares jointly held by two or more persons, all joint holders must sign the proxy form.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons, who are registered as holding the Shares at 5pm on 25 November, 2015, Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.