



**A1 Investments & Resources Ltd
ACN 109 330 949**

**Notice of Annual General Meeting
to be held on 10am, Thursday, 27 November 2014
Explanatory Memorandum
for the Notice of Annual General Meeting**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES
YOUR IMMEDIATE ATTENTION.
IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE
PLEASE CONSULT YOUR FINANCIAL ADVISER.**

**NOTICE OF THE ANNUAL GENERAL MEETING TO BE HELD AT
SUITE 606 37 BLIGH ST SYDNEY NSW 2000
AT 10:00 AM (SYDNEY TIME) ON THURSDAY, 27 NOVEMBER 2014**

Your vote is important

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

Voting in person

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

Voting by proxy

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

**TO BE VALID, FORMS OF PROXY FOR USE AT THE GENERAL MEETING MUST BE COMPLETED
AND RETURNED TO THE COMPANY NO LATER THAN
10:00 AM (SYDNEY TIME) ON, TUESDAY 25 NOVEMBER 2014**

To the Shareholders**2013, 14 and 2015****23 October 2014**

Another tough year for your company but at the end not only have we survived but we have re-structured in such a manner as to provide a real opportunity for the development of the company for the coming years. We welcome all our previous noteholders as shareholders and thank you for your support.

Share Purchase Plan

Included with the Annual Report is an application for shares under a Share Purchase Plan ("SPP"). I recommend to all shareholders the opportunity to further invest in the company upon favourable terms.

SuperSorghum Licence

The highlight of our year was your company obtaining the exclusive distribution licence for SuperSorghum for Australia which product has enormous potential throughout northern Australia for stock feed, sugar and ethanol production. As part of the SuperSorghum package we have secured sufficient funding of \$3 million to acquire the licence and to undertake the initial phases of the new business.

We have had trial plantings of SuperSorghum in the Burdekin Valley in northern Queensland and we are about to commence a trial at Kununurra in northern Western Australia. We are also seeking a trial in the Northern Territory and on the Darling Downs in southern Queensland. The governments of Western Australia and the Northern Territory are supporting an expansion of export oriented agricultural products and we are particularly excited about the prospects available to us in the Ord River valley. There is no doubt it is early days but each area represents a substantial opportunity as SuperSorghum provides different solutions to each area's requirements and problems. SuperSorghum has the potential to supplement or indeed replace sugar cane as the primary sugar producing plant throughout Queensland. This is of course unlikely in the near term as the industry is committed to cane, but the potential exists. We are seeking to extend the trial at Home Hill in northern Queensland to include trial processing for sugar and/or ethanol production. The Burdekin sugar refinery has plans to include an ethanol plant and its construction would enhance the opportunity for SuperSorghum which would only require cutting and crushing before processing as compared to sugar cane and sugar syrup which needs to be de-sugared before it can produce ethanol. SuperSorghum also has the potential to increase the production of sugar by 100 to 150% on existing cane farms, but it is more likely to feature in the near term in getting old and now unused farms back into production on what had been assumed was either environmentally unsuited land or poorer quality land. Further opportunities are likely to become apparent as some of the existing sugar mills also seek to diversify their output to include ethanol. SuperSorghum is a better primary product for ethanol production than sugar cane and represents a more immediate economic return than using sugar cane for ethanol.

Your director, Mr Charlie Nakamura and operations manager Peter Kao have recently been to Kununurra to discuss the cultivation of SuperSorghum in the Ord River Valley. A trial is about to commence. Recent publicity and promotion of the Ord River Valley by the government of Western Australia has seen a substantial increase in potential irrigated farm lands being developed for agricultural products in the area. Large grain sorghum farms are already underway primarily for stock feed. The focus and support by the Western Australian government is on those agricultural industries capable of being focused on export particularly to Asia. The perennial problem presented by the Ord River scheme remains and that is, its remoteness and particularly its remoteness from markets for the products grown. Growing SuperSorghum in the Ord River Valley on irrigated land on a significant scale is immediately possible but marketing the SuperSorghum produced remains an issue. A1 has however been introduced to an Asian buyer of sorghum stock pellets that is prepared to enter an off take agreement which would support the farming of SuperSorghum in the Ord Valley and the possible construction of pelletising facility for the sorghum.

A1 is currently planning further fund raisings and business acquisitions. We will be examining the feasibility of the pelletising plant and its funding.

No Debt from 31 Dec 2014

I note that the company's balance sheet will be in excellent shape at midnight on 31 December 2014 when all debt that has been arranged through Ocean Pacific Management will convert to equity. This arrangement was insisted upon by the directors to ensure that the benefit of the new SuperSorghum business, the new funding and the re-structure was available to all shareholders.

It has been a difficult period but I see substantial potential for the company over the coming months and into 2015. Many of our SuperSorghum projects will take some time to come to fruition. We are examining projects that will commence production early, some later and some longer term to ensure some continuity of projects over the coming years.

I and your board are looking forward to the challenges.

I would like to specifically thank the officers and executives of Sol Holdings and OPM for their support and commitment to A1 for the future. I welcome Mr. Tachibana to the board of the company and look forward to working with him for the benefit of all shareholders.

It is customary to thank the Executive team for their efforts over the past year but mere thanks are not enough to express my appreciation to Mr Charlie Nakamura for his enormous efforts in securing the arrangements with the noteholders and the new investors. All directors have placed the interests of the company and its shareholders before their personal interests. All directors deferred their salary and entitlements throughout 2014.

Excellent Financial Position for the Future

2015 will commence with the company in its best financial position for many years. We have a project of real potential and substance and new shareholders interested and excited by these developments.

I thank all our shareholders for their support and I look forward with great enthusiasm to 2015.

Kind regards



Peter Ashcroft
Chairman

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of A1 Investments & Resources Ltd ACN 109 330 949 (**AYI** or the **Company**) will be held at Suite 606, 37 Bligh St Sydney NSW 2000, at 10:00 am (Sydney time) on, Thursday, 27 November 2014 for the purpose of transacting the business set out in this Notice.

Defined terms used in this Notice of Annual General Meeting have the meanings given to them in the Glossary accompanying this Notice.

ORDINARY BUSINESS

1. Financial, Directors' and Auditor's Reports

To receive and consider the Financial Reports, the Directors' Report and the Auditor's Report for the Company for the year ended 30 June 2014.

The A1 Investments & Resources Ltd 2014 Annual Report can be viewed online at the Company's website www.a1investments.com.au

2. Election of Directors

To elect 2 directors, namely:

(a) Mr Peter Ashcroft

who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

(b) Mr Yuji Tachibana

who submits himself for election in accordance with the Company's Constitution and, being eligible, offers himself for election.

Each election or re-election will be voted on as a separate ordinary resolution.

3. Remuneration Report

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

"That the Remuneration Report of the Company for the year ended 30 June 2014 as set out in the Company's Annual Report be adopted."

Notes:

- Members should be aware that the vote on this resolution is advisory only and does not bind the Directors or the Company.
- The directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.
- If 25% or more of votes that are cast are voted against the adoption of the Remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a 'spill resolution' that another meeting be held within 90 days at which all of the Company's directors (other than the managing director) must go up for re-election.

Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 10:00 am (Sydney time) on Tuesday 25 November 2014.

Votes of members

On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative at the Annual General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall have one vote for each Share held by him, her or it provided that all Shares are fully paid.

Proxies

Please note that:

- (a) a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of the member;
- (b) where the member is entitled to cast two or more votes, the member may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- (c) if the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes;
- (d) a proxy need not be a member;
- (e) an instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the chairman of the Annual General Meeting to which it relates; and
- (f) to be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of the power or authority) must be deposited with the Company or be received by facsimile on facsimile number (02) 9232 8883 not less than 48 hours prior to the Annual General Meeting, that is, by 10:00 am (Sydney time) on Tuesday 25 November 2014.

Proxies that are undirected

- (a) All undirected proxies held by the Chairman of the meeting will be voted in favour of all proposed resolutions, except for Item 3 Remuneration Report.
- (b) All undirected proxies held by the Chairman of the meeting will not be voted on Item 3 (Remuneration Report). Accordingly if you appoint the Chairman of the meeting as your proxy you should direct him how to vote on Item 3 (Remuneration Report) if you want your shares to be voted on that item of business. The same will apply if you appoint any other director of the Company any of its key management personnel or any of their closely related parties as your proxy and do not direct them how to vote on Item 3 (Remuneration Report). Key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company indirectly or directly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2014. Their closely related parties are defined in the Corporations Act 2001 and include certain of their family members, dependants and companies they control

A form of proxy accompanies this Notice of Annual General Meeting.

By Order of the Board



Charlie Nakamura

Dated: 23 October 2014, Sydney

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum contains the information needed for the members of the Company to assess the items of business to be considered at the Annual General Meeting of the Company on Thursday, 27 November 2014.

This Explanatory Memorandum, as well as the Notice of Annual General Meeting, should be read carefully and in their entirety.

2. Item 1 – Financial Reports

The Corporations Act requires the Financial Report, the Directors' Report and the Auditor's Report to be received and considered by members of the Company at the Annual General Meeting. Each of the Reports is contained in the Company's 2014 Annual Report.

Neither the Corporations Act nor the Company's Constitution requires members to vote on these Reports. However, during this item of business, the members will be given a reasonable opportunity to ask questions about, or make comments on, those Reports and the business and management of the Company.

Members will also be given a reasonable opportunity to ask a representative of the Company's auditor ESV Chartered Accountants, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of financial statements or the independence of the auditor in relation to the conduct of the audit.

Members may also submit a written question to ESV Chartered Accountants, if the question is relevant to the content of the Auditor's Report for the financial year ended 30 June 2014 or the conduct of the audit of the Financial Report for that year. Relevant questions may be submitted to ESV Chartered Accountants, by emailing timv@esvgroup.com.au. These questions must be received by the Company no later than Tuesday, 25 November 2014. At the meeting, ESV Chartered Accountants' representative will be given the opportunity to answer, or table written answers to, relevant questions.

3. Items 2(a) to (b) – Election of Directors

Peter Ashcroft retires by rotation under the constitution of the Company and, being eligible offers himself up for re-election as a director.

Yuji Tachibana was appointed a director on 16 October 2014, and submits himself for election under the constitution of the Company and, being eligible offers himself up for election as a director.

The Board (with individual directors abstaining in respect of their own election) supports the election or re-election of Yuji Tachibana and Peter Ashcroft.

The experience, qualifications and other information about the candidates appears below:

Peter Ashcroft, age 62

Term of office: Joined the Board in November 2011

Independent: Yes

Experience:

Peter Ashcroft is a commercial law specialist with over 35 years experience. He has assisted various resource companies in recent year to list, finance their operations with both debt and equity as well as

manage their legal risks. Peter is familiar with mining and resource developments throughout Australia and has advised on joint ventures in Indonesia, New Zealand, Philippines, India, USA, Sweden, Ghana, Canada and Madagascar.

Peter has for many years lectured on natural resource law, trade practices, company law and corporate governance and compliance.

Yuji Tachibana, age: 69

Term of office: Joined the Board in October 2014

Independent: Yes

Experience:

Mr. Tachibana has over 25 years experience in the finance industry. His experience ranges from providing advice on corporate structure and finances to trading of various securities and derivatives. He has worked for Citigroup Global Market Japan Inc and Mitsubishi UFJ Morgan Stanley as a vice president and chief trader of the Equity Department for 20 years.

Mr. Tachibana brings to the Company expertise in financial management and corporate finance, and the board of A1 Investments is looking forward to working with him.

4. Item 3 – Remuneration Report

The Company's Remuneration Report for the financial year ended 30 June 2014 is set out on pages 8 to 12 of the Company's 2014 Annual Report, and forms part of the Directors' Report for that year. The Remuneration Report contains:

- (a) a discussion of the Board's policy in relation to the nature and level of remuneration of directors, secretaries and senior executives of the Company;
- (b) a discussion of the relationship between the Board's policy and the Company's performance; and
- (c) details of the remuneration paid to each director of the Company, including options issued as part of the remuneration of directors.

In accordance with section 249L(2) of the Corporations Act, the resolution to adopt the Company's Remuneration Report will be put at the Annual General Meeting. The Chairman will give members a reasonable opportunity to inquire and comment on the Remuneration Report. The resolution that the Remuneration Report be adopted will then be put to the vote.

The vote on this resolution will be advisory only and will not bind the Directors or the Company, by virtue of section 250R(3) of the Corporations Act.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two AGMs, shareholders will be required to vote at the second of those AGMs on a resolution ('spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on Item 3.

Key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company indirectly or directly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2013. Their closely related parties are defined in the Corporations Act 2001 and include certain of their family members, dependants and companies they control.

The Company encourages all shareholders to cast their votes on Item 3 (Remuneration Report) and if you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Item 3 (Remuneration Report) by marking on the voting form.

VOTING EXCLUSION STATEMENT

4.1: Item 3 is a resolution that is directly or indirectly related to the remuneration of a member of the Key Management Personnel (KMP) of the Company. The Corporations Act 2001 (Cth) (Corporations Act) restricts KMP and their closely related parties from voting in their own right and/or as Proxies in certain circumstances in respect of such resolutions.

A “closely related party” is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

In accordance with the requirements of the Corporations Act, the Company will disregard any votes cast on Item 3 by or on behalf of a member of the KMP named in A1 Investments & Resources’ Remuneration Report or that KMP’s closely related parties, unless the vote is cast by a person as Proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

The A1 Investments & Resources Ltd 2014 Annual Report can be viewed online at the Company’s website www.a1investments.com.au.

If you have any questions after reading this information, please do not hesitate to contact Charlie Nakamura on (02) 9114 6888 during normal business hours.

Glossary

The following definitions are used in the Notice of Annual General Meeting and the Explanatory Memorandum:

Board or **Board of Directors** means the board of Directors of the Company;

Company or **AYI** means A1 Investments & Resources Ltd ACN 109 330 949;

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

Directors means the directors of the Company;

Share means a fully paid ordinary share in the issued capital of the Company and **Shares** means any two or more of them

PROXY FORM

FAX (02) 9232 8883

To: Company Secretary
A1 Investments & Resources Ltd
Suite 606, 37 Bligh St
Sydney NSW 2000

Shareholder	
	<i>(full name of shareholder - please print)</i>
	<i>(address)</i>
Appoints	
	<i>(name, or office held, of Proxy - please print)</i>
	<i>(address)</i>

or failing such appointment or the absence of that person, **the Chair of the Meeting**, as my Proxy to vote for me on my behalf (with discretion as to any business not referred to below) at the Annual General Meeting of the Company to be held on Tuesday, 25 November 2014 at 10.00 am (Sydney time), and at any adjournment of that meeting.

(Voting instructions to be indicated by a **tick** ☒ in the appropriate box. If no instruction is given the Proxy may vote as that person thinks fit (other than in respect of item 3), or abstain. The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution save for Item 3, Remuneration Report.)

I/We instruct my/our proxy to vote as follows:

BUSINESS	FOR	AGAINST	ABSTAIN
2(a). Election of Peter Ashcroft	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b). Election of Yuji Tachibana	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you do not wish to direct your Proxy how to vote, please place a mark in the following box:

- ☐ By marking this box, you acknowledge that the Chair of the Meeting may exercise your proxy vote even if he has an interest in the outcome of the resolution and votes cast by him other than as a Proxy will be disregarded because of that interest. The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution but the Chairman, Directors and other key management personnel of the Company and their closely related parties will not cast any votes in respect of Item 4 (Remuneration Report) that arise from any undirected proxy that they hold.

Note: Please read under "VOTING BY PROXY", over this page of the Notice of Annual General Meeting, as to completion and lodgement of this Proxy Form.

SIGNATURE(S) / EXECUTION	
<i>Individual/Sole director/Sole</i>	<i>Director/Secretary</i>

VOTING BY PROXY

- (a) (right to appoint): Each shareholder has the right to appoint a proxy to attend and vote for the shareholder at this meeting.
- (b) (two proxies): To enable a shareholder to divide their voting rights, a shareholder may appoint 2 proxies. Where 2 proxies are appointed:
 - (i) a separate Proxy Form should be used to appoint each proxy;
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- (c) (who may be a proxy): A shareholder can appoint any other person to be their proxy. A proxy need not be a shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held, for example, "the Chair of the Meeting".
- (d) (signature(s) of individuals): In the case of shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the shares are held by one individual, by that shareholder;
 - (ii) if the shares are held in joint names, by any one of them.
- (e) (signatures on behalf of companies): In the case of shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole company secretary, by that director (and stating that fact next to, or under, the signature on the Proxy Form);
 - (ii) in the case of any other company, by either 2 directors or a director and company secretary.

The use of the common seal of the company, in addition to those required signatures, is optional.
- (f) (other authorised persons): If the person signing the Proxy Form is doing so under power of attorney, or is an officer of a company outside of (e) above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place in (g) below.
- (g) (lodgement place and deadline): A Proxy Form accompanies this notice. To be effective, Proxy Forms (duly completed and signed) must be received by the Company:
 - (i) at Suite 606 37 Bligh St Sydney NSW 2000; or
 - (ii) by facsimile on (02) 9232 8883,

(marked to the attention of the Company Secretary) no later than 48 hours before the time for the holding of the meeting.