

Notice of Annual General Meeting and Explanatory Memorandum

Site Group International Limited ACN 003 201 910

Date of Meeting: 23 November 2015

Time of Meeting: 11.00am (Brisbane time)

Place of Meeting: Site Group International Limited
Level 2, 488 Queen Street
Brisbane, Queensland

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Site Group International Limited ACN 003 201 910 (**Company**) will be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane Queensland, on 23 November 2015 at 11.00 am (Brisbane time).

Agenda

Ordinary business

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2015.

1. Resolution 1 – Remuneration report

To consider and, if thought fit, pass the following Advisory Resolution:

"That, the Remuneration Report for the year ended 30 June 2015 (as set out on pages 19 to 25 of the Directors' Report) is adopted."

Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Memorandum.

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting Restriction pursuant to Section 250R(4) of the Corporations Act

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (c) either:
 - (i) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
 - (ii) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (A) does not specify the way the proxy is to vote on the resolution; and
 - (B) 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.

Voting Intention of the Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his or her voting intention on any resolution in which case an ASX announcement will be made.

Notice of Annual General Meeting

2. Resolution 2 – Re-election of Nicasio Alcantara as a director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

“That Nicasio Alcantara, who retires in accordance with Rule 38.1 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”

3. Resolution 3 – Election of Joseph Ganim as a director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

“That Joseph Ganim, who was appointed to fill a casual vacancy and retires in accordance with Rule 36.2 of the Company’s Constitution and, being eligible, offers himself for election, be elected as a Director.”

Special Business

4. Resolution 4 – Ratification of Issue of Shares to Wild Geese Vendors

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

*“That in accordance with the provisions of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the previous issue of 13,399,240 fully paid ordinary shares in the Company in partial consideration for the acquisition of Wild Geese International Pty Ltd (**Wild Geese Initial Shares and Adjustment Shares**) to the Wild Geese Vendors on 1 July 2015 and 19 October 2015 respectively.”*

Notes:

- The rights attaching to the Wild Geese Initial Shares and Adjustment Shares are identical in all respects to the existing ordinary shares on issue in the Company.
- Further details of the Wild Geese Initial Shares and Adjustment Shares are contained within the Explanatory Memorandum.

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- the Wild Geese Vendors; and
- any associate of any of the Wild Geese Vendors.

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 person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

5. Resolution 5 – Approval of issue of Wild Geese Earn Out Shares

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment: *“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Company be authorised to issue to the Wild Geese Vendors, the number of ordinary shares in the Company calculated as two thirds of the EBITDA of Wild Geese International Pty Ltd (**Wild Geese**) for FY2016 at a deemed issue price of the VWAP of Shares for the 30 day period ending on the close of trading on including 30 June 2016 (on the terms and in the proportions set out in the Explanatory Memorandum) in partial consideration for the acquisition by the Company of all of the issued share capital of Wild Geese (**Wild Geese Earn Out Shares**).”*

Notice of Annual General Meeting

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- the Wild Geese Vendors; and
- any associate of the Wild Geese Vendors; and
- any person who might obtain a benefit if this resolution is passed, except a benefit solely in their capacity as a holder of Shares if the resolution is passed.

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 person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

6. Resolution 6 – Ratification of Issue of Shares to Innovium vendors

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

*“That in accordance with the provisions of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the previous issue of 601,609 fully paid ordinary shares in the Company in partial consideration for the acquisition of Innovium Pty Ltd (**Innovium Initial Shares**) to the Innovium Vendors on 14 July 2015.”*

Notes:

- The rights attaching to the Innovium Initial Shares are identical in all respects to the existing ordinary shares on issue in the Company.
- Further details of the Innovium Initial Shares and are contained within the Explanatory Memorandum.

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- the Innovium Vendors; and
- any associate of any of the Innovium Vendors.

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 person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

7. Resolution 7 – Approval of issue of Innovium Earn Out Shares

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Company be authorised to issue to the Innovium Vendors, the number of ordinary shares in the Company calculated as:

- (a) *two thirds of the EBITDA of Innovium Pty Ltd (**Innovium**) for FY2016 at a deemed issue price of the VWAP of Shares for the 30 days up to and including 30 June 2016; and*

Notice of Annual General Meeting

- (b) *two thirds of half the EBITDA of Innovium for FY2017 at a deemed issue price of the VWAP of Shares for the 30 days up to and including 30 June 2017,*

(on the terms and in the proportions set out in the Explanatory Memorandum) in partial consideration for the acquisition by the Company of all of the issued share capital of Innovium (Innovium Earn Out Shares)."

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- the Innovium Vendors; and
- any associate of the Innovium Vendors; and
- any person who might obtain a benefit if this resolution is passed, except a benefit solely in their capacity as a holder of Shares if the resolution is passed.

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 person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

8. Resolution 8 – Ratification of Issue of Sign-On Shares to an employee

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

*"That in accordance with the provisions of Listing Rule 7.4 of the Official Listing Rules of the ASX Limited, and for all other purposes, the Shareholders ratify the previous issue of 475,000 fully paid ordinary shares in the Company (as a result of the issue of sign-on shares on or about 5 December 2014) to three full time employees of the Company (**Sign-On Recipients**)."*

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- the Sign-On Recipients;
- any associate of the Sign-On Recipients.

However, subject to the Key Management Personnel voting exclusion statement below, 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 person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Notice of Annual General Meeting

Voting Restriction pursuant to Section 250BD of the Corporations Act

The Company will disregard any votes cast on this Resolution by:

- any Key Management Personnel (which includes the Chairman) of the Company or if the Company is part of a consolidated entity, of the entity; or
- a Closely Related Party of Key Management Personnel,

who is appointed as a Shareholder's proxy and where the Shareholder does not direct in writing the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on the Resolution, on the condition that the appointment of proxy expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or if the Company is part of a consolidated entity, of the entity.

9. Resolution 9 – Approval of issue of Shares to Blake Wills under the Employee Share Plan

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

“That in accordance with Listing Rule 10.14 of the Official Listing Rules, and for all other purposes, the Company be authorised to issue 200,000 fully paid ordinary shares to Blake Wills, being a related party and employee of the Company, or his nominee in accordance with the terms of the Site Group International Limited Employee Share Plan and otherwise on the terms set out in the Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- Blake Wills; and
- any associate of Blake Wills' and
- any director (or an associate of any director) who may be eligible to participate in the Employee Share Plan.

However, subject to the Key Management Personnel voting exclusion statement below, 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 person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Notice of Annual General Meeting

Voting Restriction pursuant to Section 250 BD of the Corporations Act

The Company will disregard any votes cast on this Resolution by:

- any be Key Management Personnel (which includes the Chairman) of the Company or if the Company is part of a consolidated entity, of the entity; or
- a Closely Related Party of Key Management Personnel,

who is appointed as a Shareholder's proxy and where the Shareholder does not direct in writing the way the proxy is to vote on the resolution.

However, the Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on the Resolution, on the condition that the appointment of proxy expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or if the Company is part of a consolidated entity, of the entity.

10. Resolution 10 – Approval of issue of Shares to Jamie Wills under the Employee Share Plan

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

“That in accordance with Listing Rule 10.14 of the Official Listing Rules, and for all other purposes, the Company be authorised to issue 200,000 fully paid ordinary shares to Jamie Wills, being a related party and employee of the Company, or his nominee in accordance with the terms of the Site Group International Limited Employee Share Plan and otherwise on the terms set out in the Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- Jamie Wills; and
- any associate of Jamie Wills; and
- any director (or an associate of any director) who may be eligible to participate in the Employee Share Plan.

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 person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

11. Resolution 11 - Buy back and Cancellation of Shares issued to Paul Morgan

To consider and, if thought fit, pass the following resolution with or without amendment, as a Special Resolution:

*“That for the purposes of section 257D of the Corporations Act and for all other purposes, the Company be authorised to undertake the selective buy-back of 200,000 Shares in the company from Paul Morgan (**Morgan Buy-Back Shares**) in consideration for the payment by the Company of \$1.00 for all Morgan Buy-Back Shares and otherwise on the terms set out in the Explanatory Memorandum to this Notice.”*

Notice of Annual General Meeting

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- Paul Morgan; and
- any associate of Paul Morgan.

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 person chairing the Meeting as proxy for a person who is entitled vote, in accordance with the direction on the proxy form to vote as the proxy decides.

12. Resolution 12 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following resolution with or without amendment, as a Special Resolution:

*“That, pursuant to and in accordance with ASX Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum (**Placement Securities**).”*

Voting exclusion statement

The Company will disregard any votes cast on this Special Resolution by a person and any associates of that person who:

- may participate in the issue of the Placement Securities; or
- might obtain a benefit if this Special Resolution is passed, except a benefit solely in their capacity as a holder of Shares if the resolution is passed.

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 person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Important Note:

The proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Notice of Annual General Meeting

13. Resolution 13 - Ratification of the issue of 382,973 Bonus Shares

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company with or without modification:

*“That in accordance with the provisions of Listing Rule 7.4 of the Official Listing Rules of the ASX Limited, and for all other purposes, the Shareholders ratify the previous issue of 382,973 fully paid ordinary shares in the Company (as a result of the issue of bonus shares on or about 22 September 2015) to 4 full or part time employees of the Company (**Bonus Recipients**).”*

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by:

- the Bonus Recipients;
- any associate of the Bonus Recipients.

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 person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the board

Duncan Cornish
Company Secretary
20 October 2015

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to Shareholders of Site Group International Limited ACN 003 201 910 (**Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane, Queensland on 23 November 2015 commencing at 11.00 am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in Section 13.

2. Consider the Company's annual report

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2015 were released to the ASX Limited on 26 August 2015. The Company's Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

3. Resolution 1 – Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution in accordance with section 250R of the *Corporations Act*.

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Report, amongst other things:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the consolidated entity;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Key Management Personnel of the consolidated entity including details of performance related remuneration and options granted as part of remuneration; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

The Remuneration Report is set out on pages 19 to 25 of the Directors' Report section of the Annual Report.

The vote on the resolution is advisory only and does not bind the Directors of the Company.

Note: For the purposes of calculating remuneration, salary and bonuses (including options) are included.

The Company will allow a reasonable opportunity for the Shareholders to ask questions about, or make comments on, the Remuneration Report.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

A vote on this Resolution 1 is advisory only and does not bind the Directors of the Company

Explanatory Memorandum

Voting restrictions on Key Management Personnel and their proxies and Closely Related Parties

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on Resolution 1 (**Voting Restriction**) to be put to Shareholders that the Remuneration Report of the Company be adopted. Details are set out in Resolution 1 of the Notice of Meeting and below. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) the chairperson or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy (**Management Proxy**) with specific instructions on how to vote on a resolution to adopt the remuneration report of the Company; or
- (b) the chairperson is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the chairperson to do so.

Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of the resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

4. Resolution 2 – Re-election of Nicasio Alcantara as a director

Nicasio Alcantara retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director.

Mr Alcantara was initially appointed as a director of the company on 12 October 2010. Mr Alcantara is an experienced director with over 40 years' experience in both public and private companies and his diverse industry experience includes manufacturing, banking & finance, property, information technology, agriculture and power & energy.

Mr Alcantara is currently a director of Alsons Corporation, Alsons Development & Investment Corporation, C. Alcantara & Sons Inc., Lima Land Inc., Sarangani Agricultural Co. Inc, Seafront Resources Corporation (appointed 1995), the Philodrill Corporation (appointed 1991), Indophil Resources NL (appointed 29/12/2011) and BDO Private Bank Inc.

Mr Alcantara has also previously been Chairman and President of Alsons Consolidated Resources Inc., Iligan Cement Corporation, Alsons Cement Corporation, Northern Mindanao Power Corporation and Refractories Corporation of the Philippines. He was also previously Chairman and Chief Executive Officer of Petron Corporation and a director of Bank One Savings and Bancasia Capital Corporation.

Under Article 38.1 of the Constitution, one-third of the Directors are required to retire at each general meeting (excluding any Managing Director).

The Directors (with Mr Alcantara abstaining) recommend that you vote in favour of this Ordinary Resolution.

5. Resolution 3 – Re-election of Joseph Ganim as a director

Joseph Ganim retires in accordance with the Company's Constitution and, being eligible, offers himself for election as a Director.

Under Article 36.2 of the Constitution, a director appointed pursuant to a casual vacancy must retire at the next annual general meeting of the Company.

Mr Ganim was appointed by the Board to fill a casual vacancy (as announced to the market on 27 May 2015).

Explanatory Memorandum

Mr Ganim was admitted as a solicitor of the Supreme Court of Queensland in 1970 and the High Court of Australia.

A founding and former managing partner of HopgoodGanim Lawyers, a leading specialist Commercial Law firm established in 1974 with over 300 personnel in offices in Brisbane and Perth and a representative office in Shanghai. Joe retired in 2009 to pursue corporate interests but continues involvement with the firm as an active senior consultant.

With 45 years' experience conducting complex corporate and commercial litigious matters, Joe has been the lead negotiator and team leader in large corporate mergers and acted in the Supreme Court of Queensland, the Federal Court of Australia and appeals to the High Court of Australia, as well as appearing before various Tribunals and Inquiries. Joe is also a Supreme Court Approved Mediator.

Joe also served for a number of years as a member of the Litigation Reform Commission Court Administration and Resource Division, which reviewed all facets of court practice and litigation. Joe has extensive public company Board experience and currently Chairs the Board of Eumundi Group Limited.

As well Joe sits on the Boards of 7 active private companies and advises, both as a corporate lawyer and executor, with respect to large and complex estates involving corporate structures.

The Directors (with Mr Ganim abstaining) recommend that you vote in favour of this Ordinary Resolution.

6. Resolutions 4 and 5 – Ratification and Approval for Issue of Shares to Wild Geese Vendors

6.1 Background

As announced to the Market on 9 June 2015, the Company entered into a share sale agreement with Wild Geese International Pty Ltd ACN 101 082 295 (**Wild Geese**) and the Wild Geese Vendors to acquire all of the issued share capital of Wild Geese (**Wild Geese Agreement**).

The Wild Geese Vendors together with their respective shareholding in Wild Geese are summarised below:

Wild Geese Vendor	Class	Number	Percentage Shareholding
Patricia Hawkey Pty Ltd ACN 134 169 252 as trustee for Patricia Hawkey Trust	Ordinary	6,000	50%
Grant Harry O'Keefe and Catherine Maria O'Keefe as trustee for O'Keefe Investment Trust	Ordinary	6,000	50%

Pursuant to the Wild Geese Agreement, the consideration for the acquisition of the issued share capital of Wild Geese comprised the following:

- (a) an initial payment at completion of \$3,000,000 and payable by way of:
 - (1) the issue of 5,714,286 Shares to Wild Geese Vendors in proportion to their existing shareholding in Wild Geese (**Wild Geese Initial Shares**);
 - (2) a cash payment of \$1,000,000 payable to the Wild Geese Vendors in proportion to their existing shareholding in Wild Geese; and
- (b) an adjustment payment following final determination of FY15 EBITDA in cash and shares such that the total upfront consideration is 3 x FY15 normalised EBITDA, resulting in the issue of 7,684,954 Shares to Wild Geese Vendors in proportion to their existing shareholding in Wild Geese (as set out below) (**Adjustment Shares**) and a cash payment of \$1,344,868; and

Explanatory Memorandum

- (c) an earn out payment equal to EBITDA of Wild Geese for the 12 months ending 30 June 2016 (**FY16 EBITDA**) calculated in accordance with the terms of the Wild Geese Agreement and payable by way of:
- (1) the issue of the number of Shares calculated as two thirds of the FY16 EBITDA at a deemed issue price of the VWAP for the 30 day period ending on the close of trading on 30 June 2016 (**Wild Geese Earn Out Shares**); and
 - (2) a cash payment of an amount equal to one third of the FY16 EBITDA payable to the Wild Geese Vendors in proportion to their existing shareholding in Wild Geese.

A summary of the consideration payable to each Wild Geese Vendor is set out below:

Wild Geese Vendor	Percentage Holding in Wild Geese	Initial Cash Consideration	Wild Geese Initial Shares	Adjusted Cash Consideration	Wild Geese Adjustment shares	Earn Out Cash Consideration	Wild Geese Earn Out Shares
Patricia Hawkey Pty Ltd ACN 134 169 252 as trustee for Patricia Hawkey Trust	50%	\$500,000	2,857,143 Shares	\$672,434	3,842,477 Shares	50%	50%
Grant Harry O'Keefe and Catherine Maria O'Keefe as trustee for O'Keefe Investment Trust	50%	\$500,000	2,857,143 Shares	\$672,434	3,842,477 Shares	50%	50%
TOTAL	100%	\$1,000,000	5,714,286	\$1,344,868	7,684,954 Shares	100%	100%

6.2 Listing Rule 7.4

Pursuant to Resolution 4, the Company is seeking shareholder approval in accordance with Listing Rule 7.4 and for all other purposes for the ratification of the issue of the Wild Geese Initial Shares and the Adjustment Shares to the Wild Geese Vendors in the proportions set out above.

In accordance with Listing Rule 7.4, shareholder approval is sought to ratify the issue of the Wild Geese Initial Shares and Adjustment Shares, being an issue of securities made by the Company during the previous 12 months for which shareholder approval has not already been obtained.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Equity securities issued with shareholder approval under Listing Rule 7.1 do not count towards the 15% limit.

Listing Rule 7.4 provides that an issue of equity securities made without approval under Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it. If Resolution 4 is approved, this would have the effect of enlivening the Company's ability to issue up to a further 15% of its capital during the next 12 months without the need to obtain further shareholder approval (subject to the Corporations Act and other requirements of the Listing Rules).

For the purposes of Listing Rule 7.5 the Company advises as follows:

- (a) the number of:
- (1) Wild Geese Initial Shares issued to the Wild Geese Vendors was 5,714,286 fully paid ordinary shares; and
 - (2) Adjustment Shares issued to the Wild Geese Vendors was 7,684,954 fully paid ordinary shares;

Explanatory Memorandum

- (b) The Wild Geese Initial Shares were issued at \$0.35 per Wild Geese Initial Share representing \$2,000,000 of the initial consideration pursuant to the Wild Geese Agreement;
- (c) the Adjustment Shares were issued at \$0.35 per Adjustment Share representing \$2,689,734 of the initial consideration pursuant to the Wild Geese Agreement
- (d) the Wild Geese Initial Shares and Adjustment Shares were issued to the Wild Geese Vendors;
- (e) no funds were raised by the issue of Wild Geese Initial Shares and Adjustment Shares as they were issued as partial consideration by the Company for the acquisition of Wild Geese;
- (f) the date of issue of the Wild Geese Initial Shares was 1 July 2015 and the Adjustment Shares was 19 October 2015; and
- (g) the Wild Geese Initial Shares and Adjustment Shares issued to the Wild Geese Vendors rank pari passu with the existing ordinary shares on issue in the Company.

The Directors recommend that you vote in favour of this Ordinary Resolution.

6.3 Listing Rule 7.1

Pursuant to Resolution 5, the Company is seeking shareholder approval in accordance with Listing Rule 7.1 and for all other purposes for the issue of the Wild Geese Earn Out Shares to the Wild Geese Vendors in the proportions set out above.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Equity Securities issued with shareholder approval under Listing Rule 7.1 do not count towards the 15% limit under Listing Rule 7.1 or the 10% limit under Listing Rule 7.1A.

In accordance with Listing Rule 7.1, shareholder approval is sought to issue the Wild Geese Earn Out Shares. The effect of Resolutions 5 will be to allow the Company to issue the Wild Geese Earn Out Shares within an 18 month period after the Meeting (subject to ASX granting the Company a waiver of Listing Rule 7.3.2), without using the Company's 15% annual placement capacity pursuant to Listing Rule 7.1 and avoiding the need to seek further Shareholder approval or ratification at the time of issue of the Wild Geese Earn Out Shares. If for any reason the waiver is not granted by ASX, the Company will not be in a position to issue the Shares in accordance with LR 7.3.2 due to the timing of the milestone requirements. In that case, subsequent Shareholder approval will be sought following the end of the 2016 financial year.

For the purposes of Listing Rule 7.3, the Company provides the following information:

- (a) Number of Securities to be issued

The maximum number of Wild Geese Earn Out Shares cannot be determined definitively at this time given that the number of Shares to be issued is dependent upon certain contingences at the time of issue. For the purposes of seeking a waiver from Listing Rule 7.3.2 from ASX, and subject to the comments in paragraph 6.3(b)(2) below, the Company has capped the number of Wild Geese Earn Out Shares that will be issued to the Wild Geese Vendors at 107,623,533. However, the number of Wild Geese Earn Out Shares to be issued to the Wild Geese Vendors is required to be calculated according to the following formula:

$$N = (2/3 \times A) / B$$

N is the total number of Wild Geese Earn Out Shares to be issued.

A is Wild Geese's earnings before interest and tax normalised and adjusted to take account of market based salaries for the 12 months ending 30 June 2016 and calculated in accordance with the terms of the Wild Geese Agreement.

B is the VWAP of Shares for the 30 days up to and including 30 June 2016.

Explanatory Memorandum

(b) Date by which the Company will issue the Securities

Pursuant to the Wild Geese Agreement, the earliest that the Wild Geese Earn Out Shares may be issued is following 30 June 2016 and the latest they may be issued is in November 2016 noting that:

- (1) a determination of the FY2016 EBITDA in accordance with the procedure set out in the Wild Geese Agreement is to occur within 3 months after 30 June 2016 (**EBITDA Determination**) and;
- (2) subject to obtaining shareholder approval, the Company is to issue the Wild Geese Earn Out Shares within 10 business days of the EBITDA Determination.

Listing Rule 7.3.2 provides that a notice of meeting must state the date by which an entity will issue the securities which must be no later than 3 months after the date of the Meeting.

The Company has applied for a waiver of LR 7.3.2 to enable it to issue the Wild Geese Earn Out Shares up to a maximum of 107,623,533 not later than 18 months from the date of the Meeting, being outside the stipulated 3 month period for the issue of the shares in LR 7.3.2. If for any reason the waiver is not granted by ASX, the Company will not be in a position to issue the Shares in accordance with LR 7.3.2 due to the timing of the milestone requirements. In that case, subsequent Shareholder approval will be sought following the end of the 2016 financial year.

The Company notes that any conditions of any waiver granted by ASX, including but not limited to the maximum number of Wild Geese Earn Out Shares to be issued in accordance with the waiver, do not in any way change or limit the contractual obligations of the Company to issue the Wild Geese Earn Out Shares. Such conditions are solely for the purposes of the ASX waiver and the approval of this resolution.

Accordingly, if Resolution 5 is not passed at the General Meeting or in the event that, pursuant to its contractual obligations, the Company is obliged to issue a number of Shares that exceeds the maximum number set out above, the Company will have to seek further approval from its Shareholders. The Company does not consider this to be likely, however it is noted that the number of shares will be determined having reference to the trading price of Shares.

(c) Issue price of the Securities issued

The Wild Geese Earn Out Shares are to be issued at a deemed issue price that is equal to the VWAP of Shares for the 30 days up to and including 30 June 2016 provided that the deemed issue price is equal to an amount that is not less than 80% of the VWAP for shares in that class calculated over the last 5 days on which sales in the shares were recorded before the day on which the issue was made.

(d) Recipients of the Securities

The Wild Geese Earn Out Shares will be issued to the Wild Geese Vendors in proportion to their existing shareholding in Wild Geese.

(e) Terms of the issued Securities

- (1) The Wild Geese Initial Shares are fully paid ordinary shares and rank equally with other Shares on issue. The Wild Geese Initial Shares are subject to voluntary escrow from the date of issue of the Shares as follows:

Wild Geese Vendor	Wild Geese Initial and Adjustment Shares	Escrow Period
Patricia Hawkey Pty Ltd ACN 134 169 252 as trustee for Patricia Hawkey Trust	3,349,809 (being 50% of the Vendor's Initial Shares)	12 months commencing on 1 July 2015
	3,349,811 (being the remaining 50% of the Vendor's Initial Shares)	24 months commencing on 1 July 2015
Grant Harry O'Keefe and Catherine Maria O'Keefe as trustee for O'Keefe Investment Trust	3,349,809 (being 50% of the Vendor's Initial Shares)	12 months commencing on 1 July 2015
	3,349,811 (being the remaining 50% of the Vendor's Initial Shares)	24 months commencing on 1 July 2015

Explanatory Memorandum

The Wild Geese Earn Out Shares will be fully paid ordinary shares and rank equally with other Shares on issue. The Wild Geese Earn Out Shares will be subject to voluntary escrow from the 1 July 2016 for a period of 24 months.

(f) Use of funds

- (1) No funds were raised by the issue of the Wild Geese Initial and Adjustment Shares as they were issued as partial consideration for the acquisition by the Company of all of the issued share capital of Wild Geese.
- (2) No funds will be raised by the issue of the Wild Geese Earn Out Shares as they will be issued as partial consideration for the acquisition by the Company of all of the issued share capital of Wild Geese.

The Directors recommend that you vote in favour of Resolutions 4 and 5.

7. Resolutions 6 and 7 – Ratification of Issue and Approval of Issue of Shares as consideration for the acquisition of Innovium

7.1 Background

As announced to the market on 7 July 2015, the Company entered into a share sale agreement with Innovium Pty Ltd ACN 119 518 017 (**Innovium**) and the Innovium Vendors to acquire all of the issued share capital of Innovium (**Innovium Agreement**).

The Innovium Vendors together with their respective shareholdings in Innovium are summarised below:

Innovium Vendors	Class	Number	Percentage Shareholding
Jason Stuart Anfield as trustee for the Anfield Family Trust	Ordinary	80	80%
Jitendra Arjanbhai Jasaliya as trustee for the ARJ Family Trust	Ordinary	20	20%

Pursuant to the Innovium Agreement, the consideration for the acquisition of the issued share capital of Innovium comprised the following:

- (a) an initial payment at completion of \$210,563 and payable by way of the issue of 601,609 Shares to the Innovium Vendors in proportion to their existing shareholding in Innovium (**Innovium Initial Shares**); and
- (b) earn out payments equal to the:
 - (1) EBITDA of Innovium for the 12 months ending 30 June 2016 (**FY2016 EBITDA**) calculated in accordance with the terms of the Innovium Agreement and payable by way of:
 - (A) the issue of the number of Shares calculated as two thirds of the FY2016 EBITDA at a deemed issue price of the VWAP of Shares for the 30 days up to and including 30 June 2016 to the Innovium Vendors in proportion to their existing shareholding in Innovium (**Innovium Earn Out 1 Shares**); and
 - (B) a cash payment of an amount equal to one third of the FY2016 EBITDA payable to the Innovium Vendors in proportion to their existing shareholding in Innovium; and
 - (2) Half of the EBITDA of Innovium for the 12 months ending 30 June 2017 (**FY2017 EBITDA**) calculated in accordance with the terms of the Innovium Agreement and payable by way of:
 - (A) the issue of the number of Shares calculated as two thirds of half of the FY2017 EBITDA at a deemed issue price of the VWAP of Shares for the 30 days up to and including 30 June 2017 to the Innovium Vendors in proportion to their existing shareholding in Innovium (**Innovium Earn Out 2 Shares**); and

Explanatory Memorandum

- (B) a cash payment of an amount equal to one third of half of the FY2017 EBITDA payable to the Innovium Vendors in proportion to their existing shareholding in Innovium.

A summary of the consideration payable to each Innovium Vendor is set out below:

Innovium Vendors	Percentage Holding in Innovium	Innovium Initial Shares	Earn Out 1 Cash Consideration	Innovium Earn 1 Out Shares	Earn Out 2 Cash Consideration	Innovium Earn Out 2 Shares
Jason Stuart Anfield as trustee for the Anfield Family Trust	80%	481,287 Shares	80%	80%	80%	80%
Jitendra Arjanbhai Jasaliya as trustee for the ARJ Family Trust	20%	120,322 Shares	20%	20%	20%	20%
TOTAL	100%	601,609	100%	100%	100%	100%

7.2 Listing Rule 7.4

Pursuant to Resolution 6, the Company is seeking shareholder approval for the ratification of the issue of shares in accordance with Listing Rule 7.4 and for all other purposes for the issue of the Innovium Initial Shares to the Innovium Vendors in the proportions set out above.

In accordance with Listing Rule 7.4, shareholder approval is sought to ratify the issue of the Innovium Initial Shares, being an issue of securities made by the Company during the previous 12 months for which shareholder approval has not already been obtained.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Equity securities issued with shareholder approval under Listing Rule 7.1 do not count towards the 15% limit.

Listing Rule 7.4 provides that an issue of equity securities made without approval under Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it. If Resolution 6 is approved, this would have the effect of enlivening the Company's ability to issue up to a further 15% of its capital during the next 12 months without the need to obtain further shareholder approval (subject to the Corporations Act and other requirements of the Listing Rules).

For the purposes of Listing Rule 7.5 the Company advises as follows:

- the number of Innovium Initial Shares issued to the Innovium Vendors was 601,609 fully paid ordinary shares;
- the Innovium Initial Shares were issued at \$0.35 per Innovium Initial Share representing \$210,563 worth of consideration pursuant to the Innovium Agreement;
- the Innovium Initial Shares were issued to the Innovium Vendors;
- no funds were raised by the issue of Innovium Initial Shares as they were issued by the Company as partial consideration for the Innovium acquisition;
- the date of issue of the Innovium Initial Shares was 14 July 2015; and
- the Innovium Initial Shares issued to the Innovium Vendors rank pari passu with the existing ordinary shares on issue in the Company.

The Directors recommend that you vote in favour of this Ordinary Resolution.

Explanatory Memorandum

7.3 Listing Rule 7.1

Pursuant to Resolution 7, the Company is seeking shareholder approval in accordance with Listing Rule 7.1 and for all other purposes for the issue of the Innovium Earn Out 1 Shares and the Innovium Earn Out 2 Shares to the Innovium Vendors in the proportions set out above.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. Equity Securities issued with shareholder approval under Listing Rule 7.1 do not count towards the 15% limit under Listing Rule 7.1 or the 10% limit under Listing Rule 7.1A.

In accordance with Listing Rule 7.1, shareholder approval is sought to issue the Innovium Earn Out Shares. The effect of Resolution 7 will be to:

- (a) allow the Company to issue the Innovium Earn Out Shares within:
 - (1) in the case of the Innovium Earn Out 1 Shares, an 18 month period after the Meeting (subject to ASX granting the Company a waiver of Listing Rule 7.3.2), without using the Company's 15% annual placement capacity pursuant to Listing Rule 7.1 and avoiding the need to seek further Shareholder approval or ratification at the time of issue of the Innovium Earn Out 1 Shares. If for any reason the waiver is not granted by ASX, the Company will not be in a position to issue the Shares in accordance with LR 7.3.2 due to the timing of the milestone requirements. In that case, subsequent Shareholder approval will be sought following the end of the 2016 financial year; or
 - (2) in the case of the Innovium Earn Out 2 Shares, an 24 month period after the Meeting (subject to ASX granting the Company a waiver of Listing Rule 7.3.2), without using the Company's 15% annual placement capacity pursuant to Listing Rule 7.1 and avoiding the need to seek further Shareholder approval or ratification at the time of issue of the Innovium Earn Out 2 Shares. If for any reason the waiver is not granted by ASX, the Company will not be in a position to issue the Shares in accordance with LR 7.3.2 due to the timing of the milestone requirements. In that case, subsequent Shareholder approval will be sought following the end of the 2017 financial year

For the purposes of Listing Rule 7.3, the Company provides the following information:

- (b) Number of Securities to be issued
 - (1) The maximum number of Innovium Earn Out 1 Shares cannot be determined definitively at this time given that the number of Shares to be issued is dependent upon certain contingences at the time of issue. For the purposes of seeking a waiver from Listing Rule 7.3.2 from ASX, and subject to the comments in paragraph 7.3(c)(3) below, the Company has capped the number of Innovium Earn Out Shares that will be issued to the Innovium Vendors at 120,421,164.

However, the number of Innovium Earn Out 1 Shares to be issued to the Innovium Vendors is required to be calculated according to the following formula:

$$N = (2/3 \times A) / B$$

N is the total number of Innovium Earn Out Shares to be issued.

A is Innovium's earnings before interest and tax normalised and adjusted to take account of:

- (A) unusual or one-off items, including but not limited to voluntary employer superannuation contributions;
- (B) market based salaries for key management and advisors;
- (C) market based rent charges;
- (D) any head office costs reasonably apportioned to Innovium by the Company after completion, this cost is to be \$2,000 per month. If there is a substantial variation in the head office or group service requirements to support the business this may vary but will be agreed in advance; and

Explanatory Memorandum

(E) any other adjustments agreed by the parties,

for the 12 months ending 30 June 2016 and calculated in accordance with the terms of the Innovium Agreement.

B is the VWAP of Shares for the 30 days up to and including 30 June 2016.

- (2) The maximum number of Innovium Earn Out 2 Shares cannot be determined definitively at this time given that the number of Shares to be issued is dependent upon certain contingences at the time of issue. For the purposes of seeking a waiver from Listing Rule 7.3.2 from ASX, and subject to our comments in paragraph 7.3(c)(3) below, the maximum number of Innovium Earn Out Shares that will be issued to the Innovium Vendors will not be greater than 120,421,164.

However, the number of Innovium Earn Out 2 Shares to be issued to the Innovium Vendors is required to be calculated according to the following formula:

$$N = (2/3 \times A) / B$$

N is the total number of Innovium Earn Out Shares to be issued.

A is half times Innovium's earnings before interest and tax normalised and adjusted to take account of:

- (A) unusual or one-off items, including but not limited to voluntary employer superannuation contributions;
- (B) market based salaries for key management and advisors;
- (C) market based rent charges;
- (D) any head office costs reasonably apportioned to Innovium by the Company after completion, this cost is to be \$2,000 per month. If there is a substantial variation in the head office or group service requirements to support the business this may vary but will be agreed in advance; and
- (E) any other adjustments agreed by the parties,

for the 12 months ending 30 June 2017 and calculated in accordance with the terms of the Innovium Agreement.

B is the VWAP of Shares for the 30 days up to and including 30 June 2017.

- (c) Date by which the Company will issue the Securities

- (1) Pursuant to the Innovium Agreement:

- (A) the earliest that the Innovium Earn Out 1 Shares may be issued is following 30 June 2016 and the latest they may be issued is in November 2016 noting that:
 - (i) a determination of the FY2016 EBITDA in accordance with the procedure set out in the Innovium Agreement is to occur within 3 months after 30 June 2016 (**EBITDA Determination**) and;
 - (ii) subject to obtaining shareholder approval, the Company is to issue the Innovium Earn Out 1 Shares within 10 business days of the EBITDA Determination.
- (B) the earliest that the Innovium Earn Out 2 Shares may be issued is following 30 June 2017 and the latest they may be issued is in November 2017 noting that:
 - (iii) a determination of the FY2017 EBITDA in accordance with the procedure set out in the Innovium Agreement is to occur within 3 months after 30 June 2017 (**EBITDA Determination**) and;

Explanatory Memorandum

- (iv) subject to obtaining shareholder approval, the Company is to issue the Innovium Earn Out 2 Shares within 10 business days of the EBITDA Determination.
- (2) Listing Rule 7.3.2 provides that a notice of meeting must state the date by which an entity will issue the securities which must be no later than 3 months after the date of the Meeting.
- (3) The Company has applied for a waiver of LR 7.3.2 to enable it to issue:
 - (A) the Innovium Earn Out 1 Shares not later than 18 months from the date of the Meeting, being outside the stipulated 3 month period for the issue of the shares in LR 7.3.2. If for any reason the waiver is not granted by ASX, the Company will not be in a position to issue the Shares in accordance with LR 7.3.2 due to the timing of the milestone requirements. In that case, subsequent Shareholder approval will be sought following the end of the 2016 financial year; and
 - (B) the Innovium Earn Out 2 Shares not later than 24 months from the date of the Meeting, being outside the stipulated 3 month period for the issue of the shares in LR 7.3.2. If for any reason the waiver is not granted by ASX, the Company will not be in a position to issue the Shares in accordance with LR 7.3.2 due to the timing of the milestone requirements. In that case, subsequent Shareholder approval will be sought following the end of the 2017 financial year.

Solely for the purposes of the waiver application, the Company has capped the number of Innovium Earn Out Shares to be issued at 120,421,164 Shares.

The Company notes that any conditions of any waiver granted by ASX, including but not limited to the maximum number of Innovium Earn Out Shares to be issued in accordance with the waiver, do not in any way change or limit the contractual obligations of the Company to issue the Innovium Earn Out Shares. Such conditions are solely for the purposes of the ASX waiver and the approval of this resolution.

Accordingly, if Resolution 7 is not passed at the Meeting or in the event that, pursuant to its contractual obligations, the Company is obliged to issue a number of Innovium Earn Out Shares that exceeds the maximum number set out above, the Company will have to seek further approval from its Shareholders. The Company does not consider this to be likely, however it is noted that the number of shares will be determined having reference to the trading price of Shares.

- (d) Issue price of the Securities issued
 - (1) The Innovium Earn Out Shares are to be issued at a deemed issue price that is equal to the VWAP of Shares for:
 - (A) the 30 days up to and including 30 June 2016 (in relation to the Innovium Earn Out 1 Shares); and
 - (B) the 30 days up to and including 30 June 2017 (in relation to the Innovium Earn Out 2 Shares),

provided that the deemed issue price in relation to the Innovium Earn Out Shares is equal to an amount that is not less than 80% of the VWAP for shares in that class calculated over the last 5 days on which sales in the shares were recorded before the day on which the issue was made.

- (e) Recipients of the Securities
 - (1) The Innovium Initial Shares and Innovium Earn Out Shares will be issued to the Innovium Vendors in proportion to their existing shareholding in Innovium.

- (f) Terms of the issued Securities
 - (1) The Innovium Initial Shares will be fully paid ordinary shares and rank equally with other Shares on issue. The Innovium Initial Shares and Innovium Earn Out Shares will be issued to each Innovium Vendor in proportion to their existing holding in Innovium and will be subject to voluntary escrow from the date of issue of the Shares as follows:

Explanatory Memorandum

Innovium Vendors	Innovium Initial Shares issued	Escrow Period
Jason Stuart Anfield as trustee for the Anfield Family Trust	240,643	12 months from the date of issue of the Innovium Initial Shares
	240,644	24 months from the date of issue of the Innovium Initial Shares
Jitendra Arjanbhai Jasaliya as trustee for the ARJ Family Trust	60,161	12 months from the date of issue of the Innovium Initial Shares
	60,161	24 months from the date of issue of the Innovium Initial Shares

- (2) The Innovium Earn Out Shares will be fully paid ordinary shares and rank equally with other Shares on issue. The Innovium Earn Out Shares will be issued to each Innovium Vendor in two tranches with the number of Shares in each tranche being equal to one half of the total Innovium Earn Out Shares to be issued to each Innovium Vendor. The Innovium Earn Out Shares will be subject to voluntary escrow from the date of issue of the Shares as follows:

(A) Tranche One – 12 months;

(B) Tranche Two – 24 months.

(g) Use of funds

- (1) No funds will be raised by the issue of the Innovium Initial Shares as they will be issued as partial consideration for the acquisition by the Company of all of the issued share capital of Innovium.
- (2) No funds will be raised by the issue of the Innovium Earn Out Shares as they will be issued as partial consideration for the acquisition by the Company of all of the issued share capital of Innovium.

The Directors recommend that you vote in favour of Resolutions 6 and 7.

8. Resolution 8 – Ratification of Issue of Sign-On Shares to an Employee

8.1 Background

On or about 5 December 2014 the Company issued 475,000 Shares as sign-on shares (**Sign-on Shares**) to three employees of the Company who, for the sake of completeness are not directors or related parties of the Company (**Sign-On Recipients**). The Sign-on Shares are subject to voluntary restriction as follows:

No. of Shares	Voluntary Restriction Terms
12,500	Shares restricted until 20 January 2015
225,000	Shares restricted until 17 March 2015
12,500	Shares restricted until 20 January 2016
225,000	Shares restricted until 16 March 2016

Pursuant to this Resolution 8 the Company is seeking ratification of the issue of 475,000 Shares to the Sign-On Recipients.

Explanatory Memorandum

8.2 ASX Listing Rule 7.4

ASX Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Securities issued with shareholder approval under ASX Listing Rule 7.1 do not count towards the 15% limit.

ASX Listing Rule 7.4 provides that an issue of securities made without prior approval under ASX Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it.

In accordance with ASX Listing Rule 7.4, Shareholder approval is sought to ratify the issue of the Shares in the Company to full or part time employees, being issues of 475,000 Shares by the Company for which Shareholder approval has not already been obtained.

If this Resolution 4 is approved it will have the effect of refreshing the Company's ability to issue up to a further 15% of its capital during the next 12 months without the need to obtain further Shareholder approval.

8.3 Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the Company advises:

- the Company issued 475,000 Shares;
- the Shares issued rank *pari passu* to all existing Shares on issue;
- the Shares were issued to the Sign-On Recipients;
- no funds were raised from the issue of the Sign-On Shares on the basis that they were issued by the Company as an incentive mechanism to attract appropriate staff;
- the Shares were issued in consideration for the Sign-On Recipients agreeing to employment terms with the Company and accordingly no funds were raised by the issue; and
- The Shares were issued pursuant to section 708 of the Corporations Act.

By passing Resolution 8, the ratifying of the issue of the 475,000 Shares to the Sign-On Recipients will permit the Company to rely on Listing Rule 7.1 to raise further capital if required.

There are restrictions on voting on this resolution by Sign-On Recipients and their associates and Key Management Personnel and their Closely Related Parties, for additional details please refer to the Voting Exclusion Statements in Resolution 8 of the Notice of Meeting.

The Directors recommend that you vote in favour of this Ordinary Resolution.

9. Resolutions 9 & 10 – Approval of issue of Shares to Blake Wills and Jamie Wills

9.1 Background

The Company proposes to issue Shares under the Site Group International Limited Employee Share Plan as approved by Shareholders on 24 November 2014 (**Plan**) to Blake Wills and Jamie Wills, in accordance with Listing Rule 10.14 of the Official Listing Rules. As the Shares will be issued under Plan, the Company intends to fund the issue of the Shares through a loan under the Plan which will be limited in recourse to the Shares themselves.

Listing Rule 10.14 requires an entity to obtain the approval of shareholders for a director (or associate of a director) to acquire securities under an employee incentive scheme. Each of Blake and Jamie Wills are children of Vernon Wills, who is a Director of the Company and therefore each of Blake and Jamie Wills are themselves related parties of the Company and in ASX's opinion a person for whom approval under Listing Rule 10.14 should be obtained. Accordingly because the issue of Shares will result in a related party of the Company acquiring securities under the Plan, approval under Listing Rule 10.14 is required. If approval under Listing rule 10.14 is obtained, approval under Listing Rule 10.11 is not required (Exception 4, Listing Rule 10.12).

Explanatory Memorandum

The Company is of the view that the Shares proposed to be issued to both Blake and Jamie Wills fall within two exemptions to the related party requirements under Chapter 2E of the Corporations Act, namely Arm's length terms (section 210) and the reasonable remuneration exemption (section 211). In particular, the Company is of the view that the proposed issues under Resolutions 9& 10 of this Notice of Meeting are on terms no more favourable than Shares that would be issued to other employees under the Plan. Additionally, the Company is of the view that the benefit, being the issue of shares, is reasonable given the circumstances of the Company and the responsibility allocated to each of Blake and Jamie Wills in the course of their employment. As such, the Company does not propose to seek Shareholder approval in accordance with section 208(1) (Chapter 2E) of the Corporations Act.

However, the Company is seeking Shareholder approval pursuant to Listing Rule 10.14 and for this reason, and for all other purposes, the following information is provided to Shareholders.

9.2 Listing Rule 10.14

As noted above, Listing Rule 10.14 requires an entity to obtain the approval of shareholders for a Director or associate of a Director or other persons considered by ASX to require approval to acquire securities under an employee incentive scheme. Accordingly the issue of Shares (under the Plan) by the Company to Blake Wills and Jamie Wills will require approval under Listing Rule 10.14.

For the purposes of Listing Rule 10.15, the Company advises as follows:

- (a) 200,000 Shares will be issued to Blake Wills.
- (b) 200,000 Shares will be issued to Jamie Wills.
- (c) The Shares to be issued are intended to be issued as soon as possible after the Meeting and in any event, no later than one month from the date of the Meeting.
- (d) The Shares are to be issued at \$0.35 per Share.
- (e) The Company will provide a loan to each of Blake Wills totalling \$70,000 and Jamie Wills totalling \$70,000 for the payment of the issue price for the Shares. The loans are limited in recourse to the Shares and are interest free. A summary of the terms of the loans is set out below:

Loan: A participant who is invited to subscribe for Shares under the Plan may also be invited to apply for a loan up to the amount payable in respect of the Shares accepted by the participant (**Loan**), on the following terms:

- (A) the Loan will be interest free;
 - (B) the Loan made available to a participant shall be applied by the Company directly toward payment of the issue price of the Shares;
 - (C) the Loan repayment date and the manner for making such payments shall be determined by the Board and set out in the offer;
 - (D) a participant must repay the Loan in full by the loan repayment date but may elect to repay the Loan amount in respect of any or all of the Shares at any time prior to the loan repayment date;
 - (E) the Company shall have a lien over the Shares in respect of which a Loan is outstanding and the Company shall be entitled to buy back and cancel or sell those Shares in accordance with the terms of the Plan;
 - (F) a Loan will be non-recourse except against the Shares held by the participant to which the Loan relates;
 - (G) the Board may, in its absolute discretion, agree to forgive a Loan made to a participant; and
 - (H) The Board may, in its absolute discretion, extend the due date for repayment (including any extended date for repayment) of a Loan which has been granted to a participant in accordance with the terms of the Plan.
- (f) The Shares to be granted will rank *pari passu* to all existing Shares on issue.

Explanatory Memorandum

- (g) As at the date of this Explanatory Memorandum, the following Shares have been issued to Directors or associates of Directors under the Plan:

Name of Recipient	Number of Shares Issued	Date Issued	Price per Share
Shaun Scott	1,000,000	2 July 2012	\$0.20
Darryl Somerville	1,000,000	2 July 2012	\$0.20
Nicasio Alcantara	1,000,000	2 July 2012	\$0.20
Vernon Wills	2,000,000	2 July 2012	\$0.20
Blake Wills	250,000	18 June 2012	\$0.20
	250,000	24 November 2014	\$0.20
Jamie Wills	250,000	18 June 2013	\$0.20
	50,000	24 November 2014	\$0.20

- (h) All Executive Directors and eligible employees are entitled to participate in the Plan. As at the date of this Explanatory Memorandum, the Executive Directors of the Company, their associates and other related parties include:

- (1) Vernon Wills;
- (2) Blake Wills; and
- (3) Jamie Wills.

- (i) The issue of the Shares to Executive Directors under the Plan will be funded by way of loan from the Company as set out above and therefore no funds will be raised by the issue.

- (j) The Non-Executive Directors may participate in an incentive scheme on the same terms as the Plan. As at the date of this Explanatory Memorandum, the Non-Executive Directors of the Company, their associates and other related parties include:

- (1) Joe Ganim;
- (2) Darryl Somerville; and
- (3) Nicasio Alcantara.

- (k) The issue of the Shares to Non-Executive Directors on the same terms as under the Plan will be funded by way of loan from the Company as set out above and therefore no funds will be raised by the issue.

- There are restrictions on voting on Resolution 9, by Blake Wills and his associates, and any director (or an associate of any director) who may be eligible to participate in the Employee Share Plan, for additional details please refer to the Voting Exclusion Statements in Resolution 9 in the Notice of Meeting.

There are restrictions on voting on this Resolution 10 by Jamie Wills and his associates, and any director (or an associate of any director) who may be eligible to participate in the Employee Share Plan for additional details please refer to the Voting Exclusion Statement in Resolution 10 in the Notice of Meeting.

Explanatory Memorandum

10. Resolution 11 – Buyback of Shares

The Company has entered into a Buy-Back Agreement with Paul Morgan (**Selling Shareholder**) which is subject to shareholder approval (**Buy-Back Agreement**). The Company intends to buy-back 200,000 Shares from Paul Morgan (**Buy-Back Shares**) at \$1.00 for the 200,000 Buy-Back Shares, being a total payment by the Company of \$ 1.00 (**Buy-Back**).

The Company notes that the 200,000 Buy-Back Shares were issued for no consideration and were in effect gifted as a sign-on bonus for Paul Morgan's employment. On this basis, the Company is of the view that consideration of \$1.00 to Paul Morgan is satisfactory.

Resolution 11 seeks Shareholder approval to undertake the Buy-Back. Pursuant to section 257D of the Corporations Act, the Buy-Back must be approved by a special resolution of the Company with no votes being cast in favour of Resolution 11 by the Selling Shareholders or their associates.

10.1 Legislative Framework in respect of the Buy-Back

The Corporations Act provides that a company may buy back its own shares if the buyback does not materially prejudice the company's ability to pay its creditors and the company follows the procedures laid down in Division 2 of Part 2J.1 of the Corporations Act.

In order for the Company to proceed with the Buy-Back, it must comply with section 257D of the Corporations Act, which requires that the terms of the Buy-Back Agreements must be conditional on the approval of Shareholders by either:

- (a) a special resolution of Shareholders to be passed at a general meeting, with no votes cast in favour of the Buy-Back by the Selling Shareholders or any associates of the Selling Shareholders; or
- (b) a resolution to be agreed to by all ordinary shareholders at a general meeting of the Company.

Section 257D of the Corporations Act provides that the Company must include with the notice of meeting sent to shareholders, a statement setting out all information known to the company that is material to the decision how to vote on the resolution. However, the Company does not have to disclose that information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to its Shareholders.

Additionally, before the notice of meeting is sent to Shareholders, the Company must lodge with the Australian Securities and Investments Commission (**ASIC**) a copy of:

- (a) the notice of meeting; and
- (b) any document relating to the Buy-Back that will accompany the notice of meeting sent to Shareholders.

Pursuant to section 257H of the Corporations Act, if the Buy-Back is approved by Shareholders, then immediately upon completion of the Buy-Back, the Company must cancel the Buy-Back Shares and notify ASIC of the number of shares so cancelled.

10.2 Reason for the proposed Buy-Back

The issue of the Buy-Back Shares was conditional upon the ongoing employment of the holder. Paul Morgan has ceased employment with the Company and as such, the Company seeks to buy-back and cancel the Buy-Back Shares as the holders no longer meet a condition of the Shares.

10.3 Number of Buy-Back Shares

Immediately before the dispatch of this Notice, the total number of Shares in the Company on issue was 499,207,941 Shares.

The Buy-Back Shares, being 200,000 Shares, represent approximately 0.04 % of the current issued share capital of the Company.

Explanatory Memorandum

10.4 Impact on Share Capital

In the event that the Buy-Back is approved by Shareholders, the Buy-Back Shares will be transferred to the Company and cancelled in accordance with section 257H of the Corporations Act. Upon completion of the Buy-Back and cancellation of the Buy-Back Shares, the total issued capital of the Company will be reduced by 200,000 Shares resulting in a total issued capital of the Company being reduced to 499,007,941 Shares only, without having regard to the other resolutions contained in this Notice of Meeting. Upon completion of all resolutions in this meeting proposing to issue shares are passed and the Buy-Back, is effected there will be 499,407,941 Shares on issue. For completeness, we note that this does not include the shares to be issued under resolutions in this notice of meeting that are to be determined using formulas.

10.5 Effect of the Buy-Back on the Control of the Company

Details of the Company's current top 20 Shareholders and their respective shareholding interest before and after the completion of the proposed Buy-Back and the other resolutions contained in this Notice of Meeting will be announced to the market at the time of release of this Explanatory Memorandum.

10.6 Directors' Participation

None of the Directors of the Company (or entities related to or associated with the Directors) are able to participate in the Buy-Back.

10.7 Effective Date of the Buy-Back

The Buy-Back Agreements provide that completion of the Buy-Back will occur five (5) business days after satisfaction of the conditions precedent to the Buy-Back Agreements, being the satisfaction of all requirements under the Corporations Act to buy-back the Buy-Back Shares, in particular approval of the terms of the Buy-Back Agreements by the requisite majority of shareholders of the Company in accordance with section 257D(1) of the Act, but excluding the requirements of sections 257H and 254Y.

10.8 Share Price Information

Taxation considerations

Based on advice received, the Directors of the Company note that the proposed Buy-Back has no taxation consequences which will impact on the Company, other than as noted below:

A company may carry forward and utilise losses against future year profits if it passes the "Continuity of Ownership Test" or, alternatively, if it passes the "Same Business Test". The Continuity of Ownership Test requires that a company maintain more than 50% continuity in its ultimate shareholders between the beginning of the loss year and the end of the year in which the loss is recouped. The Same Business Test requires, among other things, that a company must carry on the same business during the loss recoupment year that it carried on immediately before the failure of the Continuity of Ownership Test. As the Buy-Back involves the buy-back of 200,000 Shares, it is possible that the Company will not be able to pass the Continuity of Ownership Test, in which case the Same Business Test will need to be relied upon in order to carry forward and recoup losses against future years' taxable income. In that event, compliance with the same business test would need to be reviewed. As at 30 June 2014 the Company had carried forward tax losses totaling \$10.2 million.

Source of Funding of Buy-Back

The Directors propose to fund the Buy-Back using approximately \$1.00 of the funds received by the Company through cash reserves.

Financial Statements and Financial Effect

The audited financial statements of the Company for the year ending 30 June 2015 were lodged with ASX on 26 August 2015. A copy of the Annual Report of the Company was dispatched to shareholders on 26 August 2015.

The Buy-Back is being funded wholly from existing working capital of the Company. Given the nominal value of the Buy-Back, the Company does not expect the Buy-Back to cause any financial impact on the Company.

Explanatory Memorandum

Impact on Creditors

The Directors of the Company consider that the proposed Buy-Back will not materially prejudice the Company's ability to pay its creditors.

Fairness and Reasonableness of the Buy-Back

The Board has given due consideration to the fairness and reasonableness of the Buy-Back.

The issue of the Buy-Back Shares was conditional upon ongoing employment of the Selling Shareholders. This condition has not been satisfied and accordingly, the entitlement to the Buy-Back shares has ceased. The Buy-Back consideration is nominal only and is therefore considered favourable to the Company. The Advantages of the Buy-Back

The Directors consider that the primary benefit to Shareholders of the proposed Buy-Back is that it reduces the Share capital of the Company by cancelling Shares that were issued to incentivize the employee and reward loyalty and ongoing employment.

The Disadvantages of the Buy-Back

The principal disadvantages to the Shareholders in completing the Buy-Back pursuant to Resolution 11 include that, subsequent to completion of the Buy-Back, large Shareholders will potentially have an increased stake in voting Shares in the Company and therefore increased influence in the Company. Additionally, if the Buy-Back was not undertaken, the Company would be able to utilize the funds to be applied to the Buy-Back for other working capital purposes.

10.9 Recommendation of Directors

The Directors unanimously recommend that non-Selling Shareholders vote in favour of Resolution 11 for the reasons set out in this Explanatory Memorandum.

11. Resolution 12 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

11.1 Introduction

Pursuant to Resolution 12, the Company is seeking shareholder approval to issue an additional 10% of issued capital over a 12 month period pursuant to Listing Rule 7.1A. If passed, this resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**Placement Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the Placement Securities are to be issued is agreed, or if the Placement Securities are not issued within 5 trading days of that date, the date on which the Placement Securities are issued) (**Issue Price**).

This approval is sought pursuant to Listing Rule 7.1A. Under Listing Rule 7.1A small and mid cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (**Additional 10% Placement**). The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12 month period pursuant to Listing Rule 7.1. The Company may issue the Placement Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of Placement Securities, if undertaken, would be applied towards acquisitions of new assets or investments (including expense associated with such acquisition), funding capital expenditure associated with the development of training facilities, funding performance guarantees required for existing operations and future contracts that the Company may bid for, expenses associated with the issue of Placement Securities and/or general working capital.

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 12.

Explanatory Memorandum

11.2 Listing Rule 7.1A

(a) General

(1) Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its annual general meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

For illustrative purposes only, on 30 September 2015 the Company's market capitalisation was \$120 million based on the Closing Trading Price on that date. The calculation of market capitalisation will be based on the Closing Price of the Shares, on the last Trading Day on which trades in the Shares were recorded before the date of the AGM, multiplied by the number of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is also not included in the S&P/ASX300 Index as at the time of this AGM, however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September.

The Company is therefore an Eligible Entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A.

In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholders' approval pursuant to this Resolution 12, the approval obtained will not lapse and the Company will still be entitled to issue the Placement Securities.

(2) Special Resolution

Listing Rule 7.1A requires this Resolution 12 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the resolution. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting.

(3) Shareholder approval

The ability to issue the Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

(b) 10% Placement Period – Listing Rule 7.1A.1

Assuming Resolution 12 is passed, Shareholder approval of the Additional 10% Placement under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

- (1) the date that is 12 months after the date of the AGM; or
- (2) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX.

(c) Calculation for Additional 10% Placement – Listing Rule 7.1A.2

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:

Explanatory Memorandum

(A x D) – E

A is the number of ordinary securities on issue 12 months before the date of issue or agreement:

- (1) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
- (2) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- (3) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rules 7.1 or 7.4. [Note: This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without Shareholder approval];
- (4) less the number of fully paid ordinary securities cancelled in the 12 months.

D is 10 percent.

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 Rules 7.1 or 7.4

(d) Listing Rule 7.1A.3

(1) Equity Securities

Any Equity Securities issued under the Additional 10% Placement must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Meeting, the only class of Equity Securities in the Company quoted on the ASX are the Shares. The Company presently has 499,207,941 Shares as at the date of this Notice of Meeting.

(2) Minimum Issue Price

The issue price for the Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over 15 days on which trades in the Equity Securities are recorded immediately before:

- (A) the date on which the price at which the relevant Placement Securities are to be issued is agreed; or
- (B) if the relevant Placement Securities are not issued within 5 Trading Days of the date in paragraph (A) above, the date on which the relevant Placement Securities are issued.

(e) if the relevant Placement Securities are not issued within 5 Trading Days of the date in paragraph (A) above, the date on which the relevant Placement Securities are issued. Information to be given to ASX – Listing Rule 7.1A.4

If Resolution 12 is passed and the Company issues any Placement Securities under Listing Rule 7.1A, the Company will give to ASX:

- (1) a list of allottees of the Placement Securities and the number of Placement Securities allotted to each (this list will not be released to the market); and
- (2) the following information required by rule 3.10.5A, which will be released to the market on the date of issue:
 - (A) details of the dilution to the existing holders of Equity Securities caused by the issue;
 - (B) where the Equity Securities are issued for cash consideration, a statement of the reasons why the Company issued the Equity Securities as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing Shareholders would have been eligible to participate;

Explanatory Memorandum

- (C) details of any underwriting arrangements, including any fees payable to the underwriter; and
 - (D) any other fees or costs incurred in connection with the issue.
- (f) Listing Rule 7.1 and 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 499,207,941 Shares. Assuming the ratification resolutions are approved and no other securities are issued prior to the date of the Meeting, the Company will have the capacity to issue the following Shares on the date of the Meeting:

- (1) 74,881,191 Shares under Listing Rule 7.1; and
- (2) 49,920,794 Shares under Listing Rule 7.1A, subject to Shareholder approval being obtained under Resolution 12.

The actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

11.3 Specific Information required by Listing Rule 7.3A

- (a) Minimum Price of securities issued under Listing Rule 7.1A – Listing Rule 7.3A.1

Pursuant to and in accordance with Listing Rule 7.1A.3, the Placement Securities issued pursuant to approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities calculated over the 15 days on which trades in the Equity Securities are recorded immediately before:

- (1) the date on which the price at which the Placement Securities are to be issued is agreed; or
- (2) if the Placement Securities are not issued within 5 Trading Days of the date in paragraph (1) above, the date on which the Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Placement Securities.

- (b) Risk of economic and voting dilution – Listing Rule 7.3A.2

As provided by Listing Rule 7.3A.2, if Resolution 12 is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 499,207,941 Shares. Assuming the ratification resolutions are approved and no other securities are issued prior to the date of the Meeting, the Company could issue 49,920,794 Shares pursuant to Listing Rule 7.1A on the date of the Meeting (however, it is important to note that the exact number of Equity Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 details of which are set out above). Any issue of Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- (1) the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Placement Securities than it is on the date of the Meeting; and
- (2) the Placement Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value of the Placement Securities .

Explanatory Memorandum

As required by Listing Rule 7.3A.2, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued capital has doubled and the Market Price of the Shares has halved. Table 1 also shows additional scenarios in which the number of issued Shares have increased and the Market Price of the Shares has decreased.

Table 1

Issued Share Capital (No. of Shares)	50% decrease in Market Price \$0.12		Current Market Price \$0.24		100% increase in market price \$0.48	
	10% Voting Dilution	Capital Raised \$	10% Voting Dilution	Capital Raised \$	10% Voting Dilution	Capital Raised \$
Present Share Capital 499,207,941	49,920,794	5,990,495	49,920,794	11,980,991	49,920,794	23,961,981
50% increase in Share Capital 748,811,911	74,881,191	8,985,743	74,881,191	17,971,486	74,881,191	35,942,972
100% increase in Shares Capital 998,415,882	99,841,588	11,980,991	99,841,588	23,961,981	99,841,588	47,923,962

Note: The above table does not take into account the additional CPM Milestone Shares or the Captain Cook Earn Out Shares that are to be issued by the Company.

Assumptions and explanations

The Market Price is \$0.24, based on the closing price of the Shares on ASX on 30 September 2015.

The above table only shows the dilutionary effect based on the issue of the Securities and not any Shares issued under the 15% under Listing Rule 7.1.

The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.

The Company issues the maximum number of Securities.

The Issued Share Capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 30 September 2015.

The issue price of the Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

(c) Final date for issue – Listing Rule 7.3A.3

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Placement Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 23 November 2016. The approval under Resolution 12 for the issue of the Placement Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the AGM.

Explanatory Memorandum

(d) Purpose – Listing Rule 7.3A.4

As noted above, the purpose for which the Placement Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of Placement Securities, if undertaken, would be applied towards acquisitions of new assets or investments (including expense associated with such acquisition), funding capital expenditure associated with the development of training facilities, funding performance guarantees required for existing operations and future contracts that the Company may bid for, expenses associated with the issue of Placement Securities and/or general working capital.

(e) Shares Issued for Non-cash consideration – Listing Rule 7.3A.4

The Company may issue Placement Securities for non-cash consideration, such as the acquisition of new assets or investments. If the Company issues Placement Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Placement Securities complies with Listing Rule 7.1A.3.

(f) Company's Allocation Policy – Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Placement Securities. The identity of the allottees of Placement Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (1) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- (2) the effect of the issue of the Placement Securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees of the Placement Securities have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments for which Placement Securities are issued as consideration, it is likely that the allottees of some of the Placement Securities will be the vendors of the new assets or investments.

(g) Company has previously obtained shareholder approval under listing rule 7.1A

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, the following information is provided to Shareholders, in accordance with Listing Rule 7.3A.6, regarding the equity securities issued in the previous 12 months preceding the date of the AGM (that is, since 24 November 2013).

Listing Rule 7.3A.6(a): Total equity securities issued in previous 12 months

Number of equity securities on issue at commencement of 12 month period	482,894,119
Equity securities issued in prior 12 month period*	15,197,822
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	3.62%

** Note: The above table does not take into account the additional CPM Milestone Shares or the Captain Cook Earn Out Shares that are to be issued by the Company.*

Explanatory Memorandum

Listing Rule 7.3A.6(b): Details of equity securities issued in previous 12 months

Date of issue:	2 December 2014
Number issued:	1,255,000
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Selected employees of the company pursuant to the employee share plan. These shares are issued to reward past performance and to incentivise future performance.
Price at which equity securities were issued:	\$0.20
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	The shares were issued to employees pursuant to the employee share plan approved by shareholders on 24 November 2014. The Company provided loans to the eligible employees in order to fund the purchase of the shares. As at the date of this meeting no loans have been repaid and as such no cash consideration has been received by the Company. In the event that no loans are repaid the Company will not receive any cash consideration. In the event that loans are repaid, the shares will be released from escrow and the Company anticipates that funds raised will be applied towards working capital of the Company.
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	\$301,200 (based on a closing price of \$0.24 on 30 September 2015).

Explanatory Memorandum

Date of issue:	2 December 2014
Number issued:	475,000
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Selected employees of the company in lieu of cash based remuneration.
Price at which equity securities were issued:	0
Discount to market price (if any):	\$0.135
For cash issues	
Total cash consideration received:	No cash consideration was paid by the recipients as it is part of the remuneration package.
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	\$114,000 (based on closing price of \$0.24 on 30 September 2015)

Explanatory Memorandum

Date of issue:	27 May 2015
Number issued:	200,000
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Selected employees of the company pursuant to the employee share plan. These shares are issued to reward past performance and to incentivise future performance.
Price at which equity securities were issued:	\$0.20
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	The shares were issued to employees pursuant to the employee share plan approved by shareholders on 24 November 2014. The Company provided loans to the eligible employees in order to fund the purchase of the shares. As at the date of this meeting no loans have been repaid and as such no cash consideration has been received by the Company. In the event that no loans are repaid the Company will not receive any cash consideration. In the event that loans are repaid, the shares will be released from escrow and the Company anticipates that funds raised will be applied towards working capital of the Company.
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	\$48,000 (based on a closing price of \$0.24 on 30 September 2015).

Explanatory Memorandum

Date of issue:	1 July 2015
Number issued:	5,714,286
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Initial payment to the vendor shareholders for the acquisition of Wild Geese International Pty Ltd.
Price at which equity securities were issued:	\$0.35
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	N/A.
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	The shares were issued as initial payment to the vendors pursuant to the agreement for the acquisition of Wild Geese International
Current value of that non-cash consideration:	\$1,371,429 (based on a closing price of \$0.24 on 30 September 2015.

Explanatory Memorandum

Date of issue:	14 July 2015
Number issued:	601,619
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Initial payment to the vendor shareholders for the acquisition of Innovium Pty Ltd.
Price at which equity securities were issued:	\$0.35
Discount to market price (if any):	-
<i>For cash issues</i>	
Total cash consideration received:	N/A.
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
<i>For non-cash issues</i>	
Non-cash consideration paid:	The shares were issued as initial payment to the vendors pursuant to the agreement for the acquisition of Innovium
Current value of that non-cash consideration:	\$144,389 (based on a closing price of \$0.24 on 30 September 2015.

Explanatory Memorandum

Date of issue:	22 September 2015
Number issued:	382,973
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Selected employees of the company in lieu of cash based remuneration.
Price at which equity securities were issued:	0
Discount to market price (if any):	\$0.24
For cash issues	
Total cash consideration received:	No cash consideration was paid by the recipients as it is part of the remuneration and incentive package.
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	\$91,913 (based on closing price of \$0.24 on 30 September 2015)

Explanatory Memorandum

Date of issue:	19 October 2015
Number issued:	7,684,954
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Shares rank parri passu with all other fully paid ordinary shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	Adjustment payment to the vendor shareholders for the acquisition of Wild Geese International Pty Ltd.
Price at which equity securities were issued:	\$0.35
Discount to market price (if any):	-
For cash issues	
Total cash consideration received:	N/A.
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	The shares were issued as initial payment to the vendors pursuant to the agreement for the acquisition of Wild Geese International.
Current value of that non-cash consideration:	\$1,844,389 (based on a closing price of \$0.24 on 30 September 2015.

11.4 Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Explanatory Memorandum

12. Resolution 13 – Ratification of the issue of 382,973 Bonus Shares

12.1 Background

On or about 22 September 2015 the Company issued 382,973 Shares as bonus shares to the employees of the Company who, for the sake of completeness are not directors or related parties of the Company (**Bonus Recipients**). The Shares are subject to voluntary restriction as follows:

No. of Shares	Voluntary Restriction Terms
382,973	<ul style="list-style-type: none">• 12 months from date of issue

Pursuant to this Resolution 13 the Company is seeking ratification of the issue of 382,973 Shares to the Bonus Recipients.

12.2 ASX Listing Rule 7.4

ASX Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Securities issued with shareholder approval under ASX Listing Rule 7.1 do not count towards the 15% limit.

ASX Listing Rule 7.4 provides that an issue of securities made without prior approval under ASX Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it.

In accordance with ASX Listing Rule 7.4, Shareholder approval is sought to ratify the issue of the Shares in the Company to full or part time employees, being issues of 382,973 Shares by the Company for which Shareholder approval has not already been obtained.

If this Resolution 13 is approved it will have the effect of refreshing the Company's ability to issue up to a further 15% of its capital during the next 12 months without the need to obtain further Shareholder approval.

12.3 Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the Company advises:

- The Company issued 382,973 Shares;
- The Shares issued will rank pari passu to all existing Shares on issue;
- The Shares were issued to the Bonus Recipients;
- The Shares were issued in consideration for each of the Bonus Recipients agreeing to employment terms with the Company and as a reward and incentive to existing employees and accordingly the shares were issued for nil cash consideration and no funds were raised by the issue; and
- The Shares were issued pursuant to section 708 of the Corporations Act.

By passing Resolution 13, the ratifying of the issue of the 382,973 Shares to the Bonus Recipients will permit the Company to rely on Listing Rule 7.1 to raise further capital if required.

There are restrictions on voting on this resolution by Bonus Recipients and their associates and Key Management Personnel and their Closely Related Parties, for additional details please refer to the Voting Exclusion Statements in Resolution 13 in the Notice of Meeting.

The Directors recommend that you vote in favour of this Ordinary Resolution.

Explanatory Memorandum

13. Interpretation

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange.

Board means the board of directors of the Company.

Captain Cook Earn Out Shares means the Shares to be issued to the vendors of Productivity Partners Pty Ltd ACN 085 570 547 trading as Captain Cook College as earn out consideration, for which shareholder approval was obtained at a general meeting held on 23 June 2014 pursuant to resolution 2 at that meeting.

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph.

Company means Site Group International Limited ACN 003 201 910.

Constitution means the constitution of the Company from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

CPM Milestone Shares means the Shares to be issued to Philip David Costello as earn out consideration for which shareholder approval was obtained at a general meeting held on 23 June 2014 pursuant to resolution 4 at that meeting.

Directors mean directors of the Company.

EBITDA means earnings before interest, tax, depreciation and amortisation calculated in accordance with the accounting principles and adjusted as outlined in this Notice of Meeting and otherwise in the Wild Geese Agreement and Innovium Agreement.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Innovium means Innovium Pty Ltd ACN 119 518 017.

Innovium Earn Out Shares means the Innovium Earn Out 1 Shares and the Innovium Earn Out 2 Shares.

Innovium Earn Out 1 Shares means the Shares to be issued to the Innovium Vendors once the FY 2016 EBITDA has been determined.

Innovium Earn Out 1 Shares means the Shares to be issued to the Innovium Vendors once the FY 2017 EBITDA has been determined.

Explanatory Memorandum

Innovium Initial Shares means the 601,609 Shares issued to the Innovium Vendors on or about 14 July 2015.

Innovium Vendors means Jason Stuart Anfield as trustee for the Anfield Family Trust and Jitendra Arjanbhai Jasaliya as trustee of the ARJ Family Trust.

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Market Price has the meaning given to that term in the Listing Rules.

Meeting or **Annual General Meeting** or **AGM** means the Annual General Meeting of Shareholders to be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane, Queensland (Brisbane time).

Notice of Meeting means the notice of meeting convening the Meeting and the Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Resolution means a resolution to be proposed at the Meeting.

Shares means fully paid ordinary shares in the Company.

Shareholder means a holder of Shares in the Company.

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution;

Trading Day has the meaning given to that term in the Listing Rules.

VWAP means the volume weighted average closing price.

Wild Geese means Wild Geese International Pty Ltd ACN 101 082 295.

Wild Geese Initial Shares means the 5,714,286 Shares issued to the Wild Geese Vendors on or about 1 July 2015.

Wild Geese Vendors means Grant Harry O'Keefe and Patricia Hawkey.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Duncan Cornish (Company Secretary):

Address: Level 5, 10 Market Street, Brisbane QLD 4000

Phone: +61 7 3212 6255

Explanatory Memorandum

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. 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 may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth).

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

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 other authority) must be deposited at, posted to, or sent by facsimile transmission to the Share Registry at the address listed below not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Computershare Investor Services Pty Limited

GPO Box 242, Melbourne VIC 3001

Tel: +61 (03) 9415 4000 (outside Australia) 1300 850 505 (within Australia)

Fax: +61 (03) 9473 2555 (outside Australia) 1800 783 447 (within Australia)

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

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 11am on 21 November 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

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

- | | |
|--------------------|---|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the security holders should sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it. |
| Companies: | Where the company has a Sole Director who is also the Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the <i>Corporations Act 2001</i>) does not have a Company Secretary, a Sole Director can also sign alone.

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.

Please indicate the office held by signing in the appropriate place. |



SITEGROUP

International

ABN 73 003 201 910

000001 000 SIT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 11:00am (Brisbane time) Saturday 21 November 2015**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Site Group International Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Site Group International Limited to be held at the offices of Site Group International Limited, Level 2, 488 Queen Street, Brisbane Queensland on Monday, 23 November 2015 at 11:00am (Brisbane time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 8, 9, 10 & 13 (except where I/we have indicated a different voting intention below) even though Items 1, 8, 9, 10 & 13 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: 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 1, 8, 9, 10 & 13 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS		For	Against	Abstain			For	Against	Abstain
1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval of issue of Shares to Blake Wills under the Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Nicasio Alcantara as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval of issue of Shares to Jamie Wills under the Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Joseph Ganim as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Buy back and Cancellation of Shares issued to Paul Morgan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL BUSINESS					12	Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of Issue of Shares to Wild Geese Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Ratification of the issue of 382,973 Bonus Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Approval of issue of Wild Geese Earn Out Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Ratification of Issue of Shares to Innovium Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Approval of issue of Innovium Earn Out Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Ratification of Issue of Sign-On Shares to an employee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

_____ / _____ / _____

Date

S I T

1 8 9 3 8 8 A

Computershare +