

FOY Group Limited
ACN 003 669 163

**Notice of the 2015 Annual General Meeting
to be held on 30 November 2015**

**Explanatory Memorandum
for the Notice of
Annual General Meeting**

and

Proxy Form

**NOTICE OF THE 2015 ANNUAL GENERAL MEETING TO BE HELD AT THE SEBEL RESIDENCE,
LEVEL 7, 37 VICTOR STREET, CHATSWOOD**

AT 10.30 A.M. (AEDT) ON 30 NOVEMBER 2015

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU
ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE PLEASE CONSULT YOUR
STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

**TO BE VALID, FORMS OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING MUST BE
COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN 10.30 A.M. AUSTRALIAN
EASTERN DAYLIGHT TIME ON 28 NOVEMBER 2015**



FOY Group Limited
ACN 003 669 163

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting (**Meeting**) of Shareholders of FOY Group Limited (**FOY** or **the Company**) will be held at The Sebel Residence, Level 7, 37 Victor St, Chatswood, NSW, 2067 on 30 November 2015 at 10.30am (Sydney time).

If you have elected to receive a hard copy of the Company's Annual Report, a copy of that Annual Report is also enclosed with this Notice. A copy of the Company's Annual Report is available now on the Company's website at www.foygroup.com.au.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum, Notes and the Proxy Form form part of this Notice.

Terms and abbreviations used in this Notice, the Notes, the Explanatory Memorandum and the Proxy Form are defined in the Glossary.

AGENDA

1. Financial statements and reports

To receive and consider the Annual Financial Report of the Company for the year ended 30 June 2015 together with the Directors' report in relation to that financial year and the Auditor's report on the Annual Financial Report.

2. Resolution 1 - Re-election of Bevan Dooley

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

"That Mr Bevan Dooley be re-elected as a Director of the Company."

Without limitation, Article 6.7 of the Constitution is relevant to this Resolution.

3. Resolution 2 - Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2015 be adopted."

Notes:

- (a) The vote on this Resolution is advisory only and does not bind the Directors or the Company.
- (b) The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.
- (c) If 25% or more of votes cast are against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all of the Directors (other than the Managing Director) must stand for re-election.

- (d) The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

The Company will disregard any votes cast (in any capacity) on this Resolution by or on behalf of:

- (e) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; and any of their Closely Related Parties,

unless the vote is cast:

- (f) as proxy for a person entitled to vote, in accordance with that person's directions of how to vote on the proxy form; or
- (g) by the Chairman of the Meeting under an authorisation on the proxy form.

4. Resolution 3 – Change of Auditor

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

"That subject to the consent of the ASIC, to appoint Hall Chadwick as the Company's auditor to replace BDO which has resigned effective at the close of this meeting. Hall Chadwick, having been nominated for appointment has consented to act as auditor."

5. Resolution 4 – Ratification of Issue of Shares and Options under Interim Placement

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

"That for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the allotment and issue of 58,583,275 Shares at an issue price of \$0.006 and 58,583,275 Options with an exercise price of \$0.008 (on a pre Consolidation basis) in the period up to and including 30 September 2015 to raise \$351,500 as described in the Explanatory Statement accompanying this Notice."

Voting Exclusion: FOY will disregard any votes cast on Resolution 4 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed and any Associates of those persons.

However, FOY will not disregard any votes cast on Resolution 4 by such person if:

- (a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Resolution 5 – Approval of the Issue of the Performance Right

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

"That, subject to passing of Resolution 6 and ASX Confirmation being received, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for FOY to grant to Integrated Green Energy Limited ("IGE") under the Business Sale Agreement the right for it or its nominee(s) to receive the Milestone Shares and the Milestone Options on the terms and conditions contained in the Business Sale Agreement."

Voting Exclusion: FOY will disregard any votes cast on Resolution 5 by IGE, the IGE Shareholders and any Associated person.

However, FOY will not disregard any votes cast on Resolution 5 by such person if:

- (a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. Resolution 6 – Approval for Issue of Consideration Securities

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

"That, subject to the passing of Resolution 5 and ASX Confirmation being received, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of the Consideration Securities to the IGE Parties in their Respective Proportions on the terms described in the Explanatory Statement."

Voting Exclusion: FOY will disregard any votes cast on Resolution 6 by IGE Parties and any Associated person.

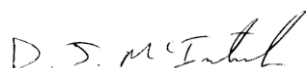
However, FOY will not disregard any votes cast on Resolution 6 by such person if:

- (a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. General Business Update

The Company will provide a general business update.

By order of the Board



David McIntosh
Managing Director

Dated 28 October 2015

Other information

An Explanatory Memorandum accompanies and forms part of this notice of annual general meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Voting Exclusion Statements

Resolution 1 – Re-election of Bevan Dooley

The Company will disregard any votes cast on the resolution by the individual Director proposed for re-election or by his closely related party or as a proxy by a member of the Director proposed for re-election or by his closely related party.

However, the Company need to disregard such a vote if the vote is not cast on behalf of such a person and is cast:

- (a) as a proxy for a person who is entitled to vote, by writing that specifies how the person is to vote on the resolution; or
- (b) by the chair of the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 2 – Remuneration Report

As required by the Corporations Act 2001 (Cth) (**Corporations Act**), the Company will in accordance with section 250R (as regards Resolution 2) , disregard any votes cast on this resolution by or on behalf of a member of the key management personnel of the Company details of whose remuneration are included in the Remuneration Report, or are a closely related party of any such member.

However, the Company need to disregard such a vote if the vote is not cast on behalf of such a person and is cast:

- (a) as a proxy for a person who is entitled to vote, by writing that specifies how the person is to vote on the resolution; or
- (b) by the chair of the meeting a a proxy, and the appointment does not specify the proxy is to vote and expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

Resolution 4 – Ratification of Issue of Shares and Options under Interim Placement

FOY will disregard any votes cast on Resolution 4 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed and any Associates of those persons.

However, the Company need to disregard such a vote if the vote is not cast on behalf of such a person and is cast:

- (a) as a proxy for a person who is entitled to vote, by writing that specifies how the person is to vote on the resolution; or
- (b) by the chair of the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 5 – Approval of the Issue of the Performance Right

Voting Exclusion: FOY will disregard any votes cast on Resolution 5 by IGE, the IGE Shareholders and any Associated person.

However, FOY will not disregard any votes cast on Resolution 5 by such person if:

- (a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 6 – Approval for Issue of Consideration Securities and Performance Securities

Voting Exclusion: FOY will disregard any votes cast on Resolution 6 by IGE Parties and any Associated person.

However, FOY will not disregard any votes cast on Resolution 6 by such person if:

- (a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Explanatory Memorandum

This Explanatory Statement has been prepared for the information of the shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at The Sebel, Level 7, 37 Victor Street, Chatswood, 2067 on Monday 30 November 2015 at 10:30am (Sydney time).

The purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in this Notice of Annual General Meeting.

Financial Report and Reports of the Directors and Auditors

This item allows Shareholders the opportunity to consider the financial report, directors' report and auditors' report. Under the Corporations Act the Company is required to lay these three reports that together comprise the Company's annual report before its Shareholders at the Meeting.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given the opportunity to raise questions on the reports and statements at the Meeting.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

Resolution 1 – Re-Election of a Director – Mr Bevan Dooley

Resolution 1 provides for the re-election of Mr Bevan Dooley as Director in accordance with article 6.2 of the Constitution. A profile of Mr Dooley is included in the Directors' report in the 2015 annual report. The Directors (other than Mr Dooley who, given his interest in the outcome, declines to make a recommendation) unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 2 - Remuneration Report

Resolution 2 provides Shareholders the opportunity to vote on the remuneration report. Under the Corporations Act, the Company must put the adoption of its remuneration report to Shareholder vote Shareholders at the Meeting.

The vote on this Resolution is advisory only and does not bind the Board or the Company.

The remuneration report forms part of the director's report within the 2015 annual report.

The Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the remuneration report. The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at this Meeting when reviewing the Company's remuneration policies.

If 25% or more of the votes cast are "against" the adoption of the remuneration report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those

annual general meetings on a resolution (a “Spill Resolution”) that another meeting be held within 90 days at which all of the Directors (other than the Managing Director) must stand for re-election. The Company encourages all Shareholders to cast their votes on this Resolution. The Remuneration Report for the 2014 financial year was approved at the 2014 annual general meeting by more than 75% of votes cast on the corresponding resolution to Resolution 2.

The Directors consider that the remuneration policies adopted by the Company are appropriately structured to provide rewards commensurate with the performance of the Company and the individual.

On that basis, the Directors unanimously recommend that Shareholders vote in favour of this advisory Resolution. The Chairman of the Meeting intends to vote available proxies in favour of the adoption of the Remuneration Report.

Voting exclusions

The Company will disregard any votes cast on Resolution 2:

- by or on behalf of a member of the Key Management Personnel (whose remuneration is disclosed in the remuneration report), and any of their Closely Related Parties; and
- as a proxy by a member of the Key Management Personnel and any of their Closely Related Parties,
- in accordance with their directions of how to vote on the proxy form; or
- by the Chairman of the Meeting under the authorisation on the proxy form.

Resolution 3 – Appointment of Auditor

The Board believes that, with the new strategic direction the Company is taking, this is an appropriate time for the Company to review its audit arrangements.

With this in mind the Company recently conducted an extensive tender process for its audit. Eight reputable audit firms were asked to tender.

Following this tender the Board has recommended that Hall Chadwick be appointed as auditor.

The Company has received a resignation letter from BDO as well as a consent to act from Hall Chadwick. As required by section 328B(3) of the Corporations Act, a copy of the form for the nomination of Hall Chadwick as the Company’s auditors signed by Drew Townsend is shown in Attachment A. The appointment of Hall Chadwick as the Company’s auditor is subject to ASIC consent.

In accordance with section 328B(1) of the Corporations Act, notice in writing nominating Hall Chadwick as auditor has been given to the Company by a shareholder. A copy of this notice is shown in Attachment B.

The Directors recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Ratification of Issue of Shares and Options under Interim Placement

In the period up to and including 30 September 2015, FOY issued 58,583,275 Shares and 58,583,275 Options to unrelated sophisticated investors to raise \$351,500 under section 708 of the Corporations Act (**Interim Placement**) and in accordance with its 15% placement capacity under Listing Rule 7.1.

Regulatory Requirements

Listing Rule 7.1 restricts the number of Equity Securities (as that term is defined in the Listing Rules) that a listed entity may issue in any 12 month period, without the approval of shareholders, to 15% of the number of ordinary securities on issue, subject to certain adjustments and permitted exceptions.

Under Listing Rule 7.4, an issue of securities will be treated as having been made with shareholder approval if the issue did not breach the 15% limit under Listing Rule 7.1 at that time, and shareholders subsequently approve the issue.

The Share issue under Resolution 4 (if approved) will no longer be included within FOY's 15% limit. Shareholder approval of Resolution 4 will refresh FOY's ability to raise further funds up to the 15% limit at any time during the next 12 months, providing flexibility in dealing with fundraising opportunities.

In accordance with Listing Rule 7.5, Shareholders are advised of the following information, for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4.

(a) **Number of securities issued**

Under Resolution 4, FOY seeks from Shareholders approval for, and ratification of, the issue of 58,583,275 Shares and Options.

(b) **The price at which the securities were issued**

The Shares under the Interim Placement were issued at \$0.006.

(c) **Terms of the securities**

The Shares issued are fully paid ordinary shares in the capital of FOY and rank equally and were issued on the same terms as FOY's existing Shares.

The Options are exercisable at \$0.008 and have an expiry date of 31 December 2019, and are otherwise on the terms set out in Schedule 1.

(d) **Persons to whom the securities were issued to**

The Shares and Options were issued to sophisticated investors within the meaning of section 708(8) of the Corporations Act who were not Related Parties of FOY.

(e) **The use of the funds raised**

The funds raised under the Interim Placement have been used partly on costs associated with the IGE Transaction and partly on costs associated with the Amazon Bay Project and Working Capital.

(f) **Voting exclusion statement**

A voting exclusion statement for Resolution 4 is included in the Notice preceding this Explanatory Statement.

Resolution 5 – Approval of the Issue of the Performance Right

This resolution was previously approved at the Extraordinary General Meeting held by FOY on 30 July 2015 (**EGM**) however, as the Performance Rights did not become effective within one month after the date of the EGM as required under Listing Rule 10.13.3, the Company is again seeking shareholder approval under Listing Rule 10.11.

Regulatory Requirements

ASX considers performance rights to be equity securities. As such, to comply with Listing Rule 6.1, the terms of a performance right must, in ASX's opinion, be appropriate and equitable.

IGE's contractual right under the Business Sale Agreement to receive the Milestone Securities on the achievement of the Performance Target is considered by ASX to be a performance right (**Performance Right**). ASX has advised that this Performance Right will be considered by ASX to be appropriate and equitable for the purposes of Listing Rule 6.1 provided that:

- (a) FOY obtains shareholder approval for the Performance Right and the notice of meeting includes sufficient information about the terms and conditions of the Performance Right;

- (b) the Performance Right is not quoted;
- (c) the Performance Right is not transferable;
- (d) the Performance Right does not have voting rights (subject to any required by law);
- (e) the Performance Right does not permit the holder to participate in new issues of capital such as bonus issues and entitlement issues;
- (f) the Performance Right does not carry an entitlement to a dividend;
- (g) if the milestone is not achieved within the specified timeframe, the Performance Right will expire and lapse;
- (h) FOY must make an announcement immediately upon conversion of the Performance Right; and
- (i) the terms and conditions of the Performance Right (including without limitation the relevant milestones that must be satisfied before the Performance Right may be converted) are not to be changed without the approval of ASX and ordinary shareholders.

ASX has also required FOY to disclose the following in each annual report, annual audited accounts and half-yearly report, issued by FOY, in respect of any period during which the Performance Right remains on issue or was converted or cancelled:

- (a) the number of Performance Rights on issue during the relevant period;
- (b) a summary of the terms and conditions of the Performance Right;
- (c) whether the Performance Right was converted or cancelled during that period;
- (d) whether the performance milestone for the Performance Right was met during that period;

FOY must also disclose the Performance Right and the maximum number of ordinary shares into which it may convert at the time of lodgement of each Appendix 3B during the period that the Performance Right remains on issue. This Resolution 5 seeks the shareholder approval for the Performance Right referred to in paragraph (a), including for the purposes of Listing Rule 10.11.

Terms and conditions of the Performance Rights

The Performance Right is a contractual right of IGE under the Business Sale Agreement to be issued the Milestone Securities on achieving the Performance Target. The Performance Target is achieving earnings before interest, tax, depreciation and amortisation¹ (**EBITDA**) of \$5,000,000 per annum from operating the Technologies or applications of the technology developed by certain key executives, during any 6 month period ending on either 30 June or 31 December (pro-rata) between Completion and 30 June 2018.

The number of Milestone Shares and Milestone Options, and the terms of the Performance Target, cannot be varied without the prior approval of the ASX and Shareholders.

As required by ASX, the Performance Right will not be quoted, is not transferable, does not have voting rights, does not permit IGE to participate in new issues of capital and does not carry an entitlement to a dividend.

Once the Performance Target has been met, FOY will issue to IGE Shareholders the Milestone Shares, which are ordinary fully paid shares, and grant the Milestone Options, which are exercisable at \$0.20 and on the terms set out in Schedule 1. FOY will make an announcement to ASX on the issue of the Milestone Securities.

¹ In calculating EBITDA only income, costs and expenses attributable to either production activities utilizing the technology of the Licences or applications of the Technology will be considered. Costs and expenses incurred by FOY at the head office level and income from other activities will be excluded. EBITDA will be calculated in accordance with the Accounting Standards applicable to FOY from time to time. A qualified auditor selected by FOY and IGE or, failing agreement, FOY's auditor, will calculate the EBITDA after the end of each 6 months period. Such calculation will be binding on the parties in the absence of manifest error.

If the Performance Target is not met by 30 June 2018, then the Performance Right will expire and lapse and IGE and its nominees will have no right to be issued the Milestone Securities.

Listing Rule 10.11

Listing Rule 10.11 provides that, unless a specified exception applies, a company must not issue or agree to issue Equity Securities to a Related Party without the approval of ordinary shareholders. A “related party”, for the purposes of the Listing Rules, has the meaning given to it in the Corporations Act.

Shareholder approval under Listing Rule 10.11 is sought with respect to the Performance Right, as ASX has advised that it considers the Performance Right to be an equity security. If approval under Listing Rule 10.11 is received for the Performance Right, then Listing Rule 10.11 approval is not required for the issue of the Milestone Securities as these will fall under exception 7 of Listing Rule 10.12 (the person receives the securities on conversion of convertible securities which were issued in compliance with Listing Rule 10.11). In this case, the convertible security is the Performance Right.

As Shareholder Approval is being sought under ASX Listing Rule 10.11, approval is not also required under Listing Rule 7.1 for the issue.

Information required for approval under Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the following information is provided for approval under Listing Rule 10.11:

(a) **Name of persons to receive securities and maximum number to be issued**

The Performance Right entitles the IGE Shareholders to be issued the Milestone Securities if the Performance Target is met. The name of each of the IGE Shareholders is set out below Table A:

TABLE A

IGE Shareholder	Respective Proportion	FOY Securities Held at Date of Meeting (pre Consolidation)
Paul Dickson	27.473%	169,482,758 Shares and 169,482,758 Options. Mr Dickson will be entitled to subscribe for 16,948,276 Shares and 16,948,276 Options in the Rights Issue.
Rebelly Healthcare (Shanghai) Ltd	23.246%	34,482,758 Shares and 34,482,758 Options. Rebelly will be entitled to subscribe for 3,448,276 Shares and 3,448,276 Options in the Rights Issue.
Bevan Dooley and Btola Pty Ltd	12.461%	34,482,758 Shares and 34,482,758 Options. Mr Dooley will be entitled to subscribe for 3,448,276 Shares and 3,448,276 Options in the Rights Issue.
Adrian Phillip Lake	7.478%	
CVO Family Investments Pty Ltd	7.478%	

IGE Shareholder	Respective Proportion	FOY Securities Held at Date of Meeting (pre Consolidation)
Healey Enterprises Australia Pty Ltd	7.478%	
Alpha Darling Pty Ltd	5.347%	
Svenska Seamans	3.367%	
E2E Consulting Pty Ltd ATF The Influence Investment Trust	2.503%	
Gary Ohlson	1.584%	
The Kylin Unit Trust	0.753%	
Martin Ohlson	0.396%	
Powell-Trestrail Family Trust	0.040%	
Total % interest in IGE	100%	

The maximum number of securities to be issued is that number that will bring each IGE Shareholder's maximum relevant interest up to that number set out in the below Table B:

TABLE B

IGE Shareholder	% Relevant Interest after Issue of Consideration Securities and Milestone Securities and exercise of Options by IGE Parties only	% Relevant Interest after Issue of Consideration Securities and Milestone Securities and exercise of Options by IGE Parties only	% Relevant Interest after Issue of Consideration Securities and Milestone Securities and exercise of Options by IGE Parties only
Paul Dickson	26.192%	25.923%	24.355%
Rebelly Healthcare (Shanghai) Ltd	17.943%	18.014%	18.463%
Bevan Dooley and Btola Pty Ltd	10.238%	10.232%	10.212%
Adrian Phillip Lake	5.342%	5.396%	5.721%
CVO Family Investments Pty Ltd	5.342%	5.396%	5.721%
Healey Enterprises Australia Pty Ltd	5.342%	5.396%	5.721%
Alpha Darling Pty Ltd	3.820%	3.858%	4.091%
Svenska Seamans	2.405%	2.429%	2.576%

IGE Shareholder	% Relevant Interest after Issue of Consideration Securities and Milestone Securities and exercise of Options by IGE Parties only	% Relevant Interest after Issue of Consideration Securities and Milestone Securities and exercise of Options by IGE Parties only	% Relevant Interest after Issue of Consideration Securities and Milestone Securities and exercise of Options by IGE Parties only
E2E Consulting Pty Ltd ATF The Influence Investment Trust	1.788%	1.806%	1.915%
Garry Ohlson	1.132%	1.143%	1.212%
The Kylin Unit Trust	0.538%	0.543%	0.576%
Martin Ohlson	0.283%	0.286%	0.303%
Adrian Bunter	0.283%	0.286%	0.303%
Powell-Trestrail Family Trust	0.029%	0.029%	0.031%
Total % Voting Power of the IGE Parties	80.677%	80.735%	81.189%

(b) **Date of issue**

The Performance Right will become effective not later than one month after the date of the Meeting or such later date as approved by ASX.

(c) **Relationship with FOY**

The IGE Shareholders will be issued the Milestone Securities on exercise of the Performance Right. The IGE Shareholders are either Related Parties (including Mr Dickson and Mr Dooley) or may be Associates of one or more Related Parties of FOY (including IGE and Mr Dickson).

(d) **Issue price**

The Performance Right is treated by ASX as an option to be issued the Milestone Securities for no consideration. The Performance Right forms part of the consideration for the acquisition of the IGE Assets.

(e) **Terms of issue**

The Performance Right will become effective if and when the IGE Transaction completes. The Performance Right may be exercised if the Performance Target is met on or before 30 June 2018.

(f) **Use of funds**

FOY will not receive any funds from the issue of the Performance Right under this Resolution, as it is issued as part consideration for the acquisition of the IGE Assets.

(g) **Voting exclusion statement**

A voting exclusion statement for Resolution 5 is included in the Notice.

Recommendation of directors

The Independent Directors unanimously recommend that Shareholders vote in favour of Resolution 5 as the Independent Directors consider that the IGE Transaction is in the best interests of FOY and its Shareholders as a whole.

Resolution is conditional

Resolution 5 is conditional on:

- (a) Resolutions 6 being approved by the required majority; and
- (b) ASX Confirmation being received.

If Resolutions 5 or 6 is not approved, or ASX Confirmation is not received, then Resolution 5 will be deemed not to have been approved.

Resolution 6 – Approval for Issue of Consideration Securities

This resolution was previously approved at the Extraordinary General Meeting held by FOY on 30 July 2015 (**EGM**) however, as the Consideration Securities were not issued within one month after the date of the EGM as required under Listing Rule 10.13.3, the Company is again seeking shareholder approval under Listing Rule 10.11.

Listing Rule 10.11

Listing Rule 10.11 provides that, unless a specified exception applies, a company must not issue or agree to issue Equity Securities to a Related Party without the approval of ordinary shareholders. A “related party”, for the purposes of the Listing Rules, has the meaning given to it in the Corporations Act, and includes the directors of a company.

Shareholder approval under Listing Rule 10.11 is sought with respect to the Consideration Securities. As Listing Rule 10.11 approval has been sought in respect of the Performance Right under Resolution 5, Listing Rule 10.11 approval is not required for the issue of the Milestone Securities as these fall under exception 7 of Listing Rule 10.12 (the person receives the securities on conversion of convertible securities which were issued in compliance with Listing Rule 10.11). In this case, the convertible security is the Performance Right.

As Shareholder approval is being sought under ASX Listing Rule 10.11, approval is not also required under Listing Rule 7.1 for the issue under Resolution 6.

Information required for approval under Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the following information is provided for approval under Listing Rule 10.11:

- (a) **Name of persons to receive securities and maximum number to be issued**

The name of each of the IGE Shareholders is set out above in Table A in the explanatory notes of Resolution 5 under the heading “name of persons to receive securities and maximum number to be issued”. The maximum number of securities to be issued is that number that will bring each IGE Shareholder’s maximum Relevant Interest up to that number set out above in Table B in the explanatory notes of Resolution 5 under the heading “name of persons to receive securities and maximum number to be issued”.
- (b) **Date of issue**

FOY will issue the Consideration Securities under this Resolution not later than one month after the date of the Meeting or such later date as approved by ASX.
- (c) **Relationship with FOY**

Paul Dickson and Bevan Dooley are IGE Shareholders and Related Parties of FOY. The other IGE Shareholders and IGE may be Associates of one of more Related Parties of FOY.

- (d) **Issue price**
The Consideration Securities are issued as consideration for the purchase of the IGE Assets under the Business Sale Agreement.
- (e) **Terms of issue**
The Consideration Securities will be issued if the IGE Transaction completes.
- (f) **Use of funds**
FOY will not receive any funds from the issue of the Consideration Securities under this Resolution, as they are issued as consideration for the acquisition of the IGE Assets.
- (g) **Voting exclusion statement**
A voting exclusion statement for Resolution 6 is included in the Notice.

Recommendation of directors

The Independent Directors unanimously recommend that Shareholders vote in favour of Resolution 6 as the Independent Directors consider that the IGE Transaction is in the best interests of FOY and its Shareholders as a whole.

Resolution is conditional

Resolution 6 is conditional on

- (a) Resolutions 5 being approved by the required majority; and
- (b) ASX Confirmation being received;
- (c) If Resolution 5 or 6 is not approved, or ASX Confirmation is not received, then Resolution 6 will be deemed not to have been approved.

Voting by proxy

Any Shareholder entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Proxies must be:

lodged at the Company's office, or

faxed to the fax number specified below,

not later than 10.30am (Sydney time) on 28 November 2015.

Address: FOY Group Limited

Suite 102, 1 Spring St, Chatswood 2067

Fax number for lodgement: +61 2 9201 8999

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

Entitlement to vote

The Directors have decided that for the purpose of determining entitlements to attend and vote at the Meeting, Shares will be taken to be held by the persons who are the registered holders at 7.00pm (Sydney time) on Friday 27 November 2015. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Glossary

Associate has the same meaning as that under the Corporations Act.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

ASX Confirmation means written confirmation from ASX that FOY has complied with the requirements of Chapters 1 and 2 of the Listing Rules.

Auditor means BDO.

Board means the board of Directors of the Company.

Business Sale Agreement means the business sale agreement between FOY, IGE and Bevan Dooley dated 17 March 2015, as amended by Deed of Variation dated 6 June 2015.

Chairman means the chairman of the Meeting.

Closely Related Party means closely related party of a Key Management Personnel and includes (among others), a spouse, child or dependent of the Key Management Personnel and a company controlled by the Key Management Personnel.

Company means FOY Group Limited (ACN 003 669 163).

Completion means completion of the sale of the IGE Assets to FOY under the Business Sale Agreement.

Consideration Options means that number of Options which would bring IGE's holding of Options to 61.229% of granted Options (after issuing the Consideration Options and Options under the Fundraising), if they were granted to IGE (the Consideration Options will actually be issued to IGE shareholders as IGE's nominees). The expected number of Options to be issued is 94 million.

Consideration Securities means the Consideration Shares and the Consideration Options

Consideration Shares means that number of Shares which would bring IGE's holding of Shares to 61.850% of issued Shares (after issuing the Consideration Shares and Shares under the Fundraising), if they were issued to IGE (the Consideration Shares will actually be issued to IGE shareholders as IGE's nominees). The expected number of shares to be issued is 154 million.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a Director of the Company.

Equity Securities has the meaning giving in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum to the Notice.

IGE means Integrated Green Energy Limited (ABN 75 162 406 706).

IGE Assets means all the assets purchased by FOY under the terms of the Business Sale Agreement, including (but not limited to) the waste plastics to diesel and petrol conversion plant located at Berkeley Vale, NSW, with a design capacity of 50 tonnes of waste feedstock per day and licences.

IGE Parties means IGE, the IGE Shareholders and their Associates.

IGE Shareholders means the shareholders of IGE.

IGE Transaction means the acquisition of the IGE Assets by FOY from IGE in exchange for the issue of the Consideration Securities and, if applicable, the Milestone Securities, on the terms set out in the Business Sale Agreement.

Independent Directors means those directors who are not Associated with IGE, being David McIntosh, Clifford James and Kilroy Genia.

Key Management Personnel means those persons having authority and responsibility for planning, directing and controlling the activities of the Group, whether directly or indirectly. The Company's Remuneration Report identifies the Company's key management personnel.

Listing Rules means the Listing Rules of ASX, except to the extent of any express written waiver given by ASX.

Meeting means this annual general meeting convened by the Notice.

Milestone Securities means the Milestone Shares and the Milestone Options.

Milestone Shares means that number of Shares which would bring IGE's holding of Shares to 64.288% of issued Shares (after issuing the Consideration Shares, Milestone and Shares under the Fundraising), if they were issued to IGE on Completion (the Milestone Shares will actually be issued to IGE shareholders as IGE's nominees and after the Performance Target is met).

Milestone Options means that number of Options which would bring IGE's holding of Options to 74.179% of granted Options (after issuing the Consideration Options, Milestone 120 Options and Options under the Fundraising), if they were granted to IGE on Completion (the Milestone Options will actually be granted to IGE shareholders as IGE's nominees and after the Performance Target is met) and adjusted so that the total number of Consideration Shares, Consideration Options, Milestone Shares and Milestone Options equal 68.88% of the total Shares on a fully diluted basis.

Notice means this notice of meeting.

Option means an option to subscribe for one Share on the terms set out in Schedule 1.

Performance Right means the right of the IGE Shareholders (as IGE's nominees) under the Business Sale Agreement to be issued the Milestone Securities on the achievement of the Performance Target.

Performance Target means achieving EBITDA of \$5,000,000 per annum from operating the Technologies or applications of the technology developed by certain key executives, during any 6 month period ending on either 30 June or 31 December (pro-rata) between Completion and 30 June 2018.

Related Party means a person or entity who is a related party for the purpose of section 228 of the Corporations Act.

Resolution means a resolution to be considered at the Meeting as set out in the Notice.

Respective Proportion means the percentage outlined next to each IGE Party's name in the table in Table A in the Explanatory Memorandum under the heading 'name of persons to receive securities and maximum number to be issued' in the explanatory notes to Resolution 5.

Share means an ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

1. TERMS OF OPTIONS

- (a) **Expiry Date:** The Options will expire on 31 December 2019 (**Expiry Date**).^{*} Options not exercised on or before the Expiry Date will automatically lapse.

^{*}The expiry date for the Options issued to David McIntosh and Kilroy Genia is 30 June 2017.

- (b) **Entitlement:** Each Option entitles the holder (Optionholder) to subscribe for one fully paid ordinary share (Share) which will rank equally in all respects with the then issued ordinary shares of FOY.

- (c) **Exercise Price:** The Options have an exercise price of \$0.20, (subject to adjustment to the price as a result of a reconstruction in accordance with paragraph (e)) (Exercise Price).

- (d) **Rights in new issues:** There are no participating entitlements inherent in any Option to participate in new issues of capital which may be offered to Shareholders during the currency of the Option (unless that Option has been exercised and Shares issued in respect of that Option prior to the record date for determining entitlements for the new issue). FOY must give notice to Option holders of any new issue before the record date for determining entitlements to the issue in accordance with the Listing Rules.

- (e) **Reconstruction:** In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of FOY prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in a manner which will comply with the Listing Rules and Corporations Act applying to a reconstruction of capital at the time of reconstruction.

- (f) **Bonus Issues and pro-rata issues:**

If between the date of issue and the date of exercise of an Option FOY makes 1 or more rights issues (being a pro rata issue of Shares in the capital of FOY that is not a bonus issue), the exercise price of Options will be reduced in respect of each rights issue according to the following formula:

$$NE = OE - ((E[P - (S + D)]) / (N + 1))$$

Where:

NE is the new exercise price of the Option;

OE is the old exercise price of the Option;

E is the number of underlying Shares into which 1 Option is exercisable;

P is the average closing sale price per Share (weighted by reference to volume) recorded on the stock market of the ASX during the 5 trading days ending on the day before the ex-rights date or ex entitlement date (excluding special crossing and overnight sales);

S is the subscription price for a Share under the rights issue;

D is the dividend due but not yet paid on each Share at the relevant time; and

N is the number of Shares that must be held to entitle holders to receive a new Share in the rights issue.

If there is a bonus issue to the holders of Shares, the numbers of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.

- (g) **Quotation:** FOY will not apply for quotation of the Options on ASX. However, if and when the Options comprise part of a class of options that is eligible to be quoted under the terms of the Listing Rules and the Corporations Act, and subject to paragraph (k), FOY will use reasonable endeavours to apply for quotation of the Options on ASX.
- (h) **Transfer:** An Option must not be transferred unless and until it is quoted on ASX.
- (i) **Exercise:** The Optionholder may exercise any number of the Options on or before the Expiry Date by:
 - (i) delivering to FOY an application for Shares:
 - (A) duly executed by the holder,
 - (B) specifying the number of Options being exercised (**Exercise Number**);
 - (C) consenting to be a member of FOY and to be bound by its Constitution,
 (**Application Form**) together with the Option Certificate in respect of the Options being exercised; and
 - (ii) transferring to FOY an amount equal to the Exercise Number multiplied by the Exercise Price (**Application Price**) by way of an electronic funds transfer to the nominated bank account of FOY.
- (j) **Issue of Shares:** FOY must within 3 Business Days of the receipt of the Application Form or the Application Price (whichever is later):
 - (i) issue to the holder the Exercise Number of Shares;
 - (ii) subject to paragraph (k), apply to ASX to have the Shares issued granted official quotation;
 - (iii) procure that a holding statement for the Exercise Number of Shares is sent to the Optionholder; and
 - (iv) if applicable, issue a replacement Option Certificate for the balance of any unexercised Options.
- (k) **Restricted securities:** If the Options are restricted securities (as defined in Listing Rule 19.12), then FOY must apply for quotation of the Options (if the Options may otherwise be quoted under paragraph (g)) within 10 Business Days of the end of the applicable escrow period in accordance with Listing Rule 2.8.2 (but FOY is not obliged to apply for quotation prior to this time).

Attachment A

HALL CHADWICK  (NSW)

Chartered Accountants and Business Advisers

13 October 2015

The Directors
Foyson Resources Limited
Suite 703, Level 7,
121 Walker Street,
North Sydney NSW 2060

Dear Sirs,

SYDNEY

Level 40
2 Park Street
Sydney NSW 2000
Australia

GPO Box 3555
Sydney NSW 2001

Ph: (612) 9263 2600
Fx: (612) 9263 2800

APPOINTMENT AS AUDITORS

In accordance with Section 328A(1) of the Corporations Act 2001, we hereby consent to act as auditors to Foyson Resources Limited.

Yours faithfully
HALL CHADWICK


Drew Townsend
Partner

Notice of Nomination of Auditor

FOY Group Limited

ABN 23 003 669 163

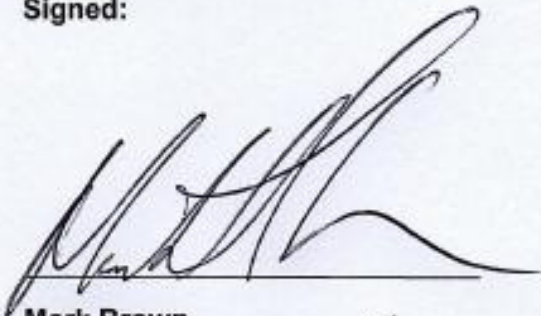
Date 20 October 2015

Appointment of Auditors

Following the resignation of BDO East Coast Partnership, subject to ASIC consent, I wish to nominate Hall Chadwick as auditor of Foy Group Limited at the forthcoming annual general meeting.

I request that a copy of this nomination is sent to all persons entitled to receive the notice of the AGM and BDO East Coast Partnership.

Signed:



Mark Brown

28-10-15.

Date

Share holder
ASX:FOY.

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (AEDT) on Saturday, 28 November 2015**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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




Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (AEDT) on Saturday, 28 November 2015**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

 By Fax	+ 61 2 9201 8999
 By Mail	Suite 102, 1 Spring Street, CHATSWOOD NSW 2067
 In Person	Suite 102, 1 Spring Street, CHATSWOOD NSW 2067

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Foy Group Ltd** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **The Sebel, Level 7, 37 Victor Street, CHATSWOOD, NSW 2067 on 30 November 2015 at 10:30am (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To re-elect Mr Bevan Dooley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Issue of Shares and Options under Interim Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of the Issue of the Performance Right	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for Issue of Consideration Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015