



NOTICE OF EXTRAORDINARY GENERAL MEETING

of Ensogo Limited
to be held at 10:00 am (AEDT)
on Wednesday, 16 December 2015
at Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000

Registered Office:
C/- Australian Company Secretaries Pty Ltd
GPO Box 4231
Suite 806, Level 8
70 Pitt Street
SYDNEY NSW 2000
Australia

Telephone +61 2 9239 0277

Notice is hereby given that an Extraordinary General Meeting (“the Meeting”) of Ensogo Limited (“the Company”) will be held at 10:00 am (AEDT) on Wednesday, 16 December 2015 at Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000.

SPECIAL BUSINESS

Resolution 1 Consolidation of Ensogo Limited’s share capital

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

“That with effect from 5.00pm (AEDT) on 22 December 2015, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on a 20:1 basis, such that every 20 pre-consolidation shares in the Company be consolidated into one post-consolidation share in the Company and, where the consolidation results in a fraction of a share being held, the Company be authorised to round that fraction up to the next whole number of shares.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'N J V Geddes', written over a horizontal line.

N J V Geddes
Company Secretary

13 November 2015

EXPLANATORY NOTES

These Explanatory Notes have been prepared for the shareholders of Ensogo Limited to provide information about the item of business to be considered at the Extraordinary General Meeting of shareholders to be held on 16 December 2015.

The resolution to be passed at the meeting is an ordinary resolution. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate and, if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like to raise at the Meeting.

If you have a general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Nick Geddes, at ngeddes@austocosec.com.au.

How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?

The Chairman intends to vote in favour of the Resolution. If a Shareholder appoints the Chairman of the Extraordinary General Meeting as proxy and does not direct the Chairman how to vote on a Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman will vote in favour of that Resolution.

Resolution 1 Consolidation of Ensogo Limited's share capital

The purpose of the Consolidation is to implement a more appropriate capital structure for the Company going forward.

Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

The Company proposes to consolidate its share capital through the conversion of every twenty ordinary shares in the Company into one ordinary share in the Company ("Consolidation").

If the Consolidation is approved, it is anticipated that trading in consolidated shares on a deferred settlement basis will commence on Friday, 18 December 2015, with the Consolidation becoming effective at 5.00pm (AEDT) on Tuesday, 22 December 2015.

Fractional entitlements

Not all shareholders will hold a number of shares which can be evenly divided by 20. Where a fractional entitlement occurs as a consequence of the Consolidation, the Company will round that fraction up to the nearest whole share.

Taxation

It is not considered that any taxation implications will exist for shareholders arising from the Consolidation. However, shareholders are advised to seek their own tax advice on the effect of the Consolidation and the Company accepts no responsibility for the individual taxation implications arising from the Consolidation.

Holding statements

From the date of the Consolidation, all holding statements for shares will cease to have any effect, except as evidence of entitlement to a certain number of shares on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange, in accordance with the timetable below, for new holding statements for shares to be issued to holders of those shares.

It is the responsibility of each shareholder to check the number of shares held following the consolidation, prior to any disposal.

Effect on capital structure

The approximate effect which the Consolidation will have on the Company's current capital structure is set out in the table below. All numbers are subject to rounding.

	Current	Post-Consolidation
Shares	751,334,906	37,566,746

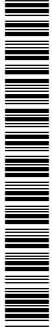
As the Consolidation applies equally to all of the Company's shareholders, individual shareholdings will be reduced in the same ratio as the total number of the Company's shares (subject only to the rounding of fractions) and therefore the Consolidation will have no material effect on the percentage interest of each individual shareholder in the Company.

Consolidation timetable

If Resolution 1 is passed, the Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 8) of the Listing Rules).

Action	Date
Extraordinary General Meeting	Wednesday, 16 December 2015
Company informs ASX that Shareholders have approved the Consolidation	Wednesday, 16 December 2015
Last day for trading in pre-Consolidation shares	Thursday, 17 December 2015
Trading commences in post-Consolidation shares on a deferred settlement basis	Friday, 18 December 2015
Last day for the Company to register transfers on a pre-Consolidation basis and the Consolidation becomes effective at 5.00pm (AEDT)	Tuesday, 22 December 2015
First day for the Company to register shares on a post-Consolidation basis	Wednesday, 23 December 2015
Holding statements dispatched to Shareholders notifying them of number of shares held post-Consolidation and end of deferred settlement trading	Thursday, 31 December 2015
Normal settlement trading in the shares recommences on a post-Consolidation basis	Monday, 4 January 2016

NOTES

- 
1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
 2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
 3. A proxy need not be a member of the Company.
 4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
 5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

Computershare Investor Services Pty Limited
Street address: Level 4, 60 Carrington Street, Sydney NSW 2000
Mailing address: GPO Box 242, Melbourne VIC 3001
Fax: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon so to do at the Meeting. Proxy forms must be received by the Company no later than 10.00am (AEDT) on Monday, 14 December 2015.

For custodians – who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com

6. A corporate shareholder entitled to attend and vote at the Meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

Ensogo Limited will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.

You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the Meeting.

7. For the purposes of the Extraordinary General Meeting, persons on the register of members as at 7:00 pm (AEDT) on Monday, 14 December 2015 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

Lodge your vote:



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

┌ 000001 000 E88

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



Proxy Form

XX

For your vote to be effective it must be received by 10:00 am (AEDT) on Monday, 14 December 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

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.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

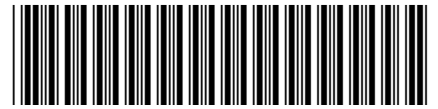
SRN/HIN: I9999999999



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

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 Ensogo 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 Extraordinary General Meeting of Ensogo Limited to be held at Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000 on Wednesday, 16 December 2015 at 10:00 am (AEDT) and at any adjournment or postponement of that meeting.

STEP 2 Item 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.

SPECIAL BUSINESS

1 Consolidation of Ensogo Limited's share capital

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on the 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 / /

E 8 8

2 0 7 1 3 1 A

Computershare +