

Invigor Group Limited
ACN 081 368 274

Notice of General Meeting

Notice is hereby given that a general meeting (**General Meeting**) of Invigor Group Limited (ACN 081 368 274) (**Company**) will be held as follows:

Date: 27 October 2016

Time: 10.00am

Venue: Level 16, 56 Pitt Street, Sydney NSW 2000

This Notice of General Meeting is accompanied by a Proxy Form and an Explanatory Memorandum which contains an explanation of, and information regarding, the proposed resolutions. The Proxy Form and Explanatory Memorandum form part of this Notice of General Meeting.

Business

Item 1 – Ratification of prior issue of 10,000,000 Options

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

"That for the purposes of ASX Listing Rule 7.4, and for all other purposes, the prior issue of 10,000,000 options on the basis set out in the Explanatory Memorandum is approved."

Item 2 – Ratification of prior issue of 38,000,000 Options

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

"That for the purposes of ASX Listing Rule 7.4, and for all other purposes, the prior issue of 38,000,000 options on the basis set out in the Explanatory Memorandum is approved."

Item 3 – Ratification of prior issue of 2,068,968 ordinary shares

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

"That for the purposes of ASX Listing Rule 7.4, and for all other purposes, the prior issue of 2,068,968 ordinary shares on the basis set out in the Explanatory Memorandum is approved."

Item 4 – Ratification of prior issue of 1,500,000 ordinary shares

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

"That for the purposes of ASX Listing Rule 7.4, and for all other purposes, the prior issue of 1,500,000 ordinary shares on the basis set out in the Explanatory Memorandum is approved."

Please refer to the Explanatory Memorandum for further information on each resolution.

Voting exclusions apply in respect of each resolution (see section (e) of the Important Notes in this Notice of General Meeting).

IMPORTANT NOTES

(a) Attendance and Voting Eligibility

For the purposes of determining voting entitlements at the General Meeting, Shares will be taken to be held by the persons who are registered as holding Shares as at 7.00pm (Sydney time) on 25 October 2016. Accordingly, share transfers registered after that time will be disregarded in determining shareholders' entitlements to attend and vote at the General Meeting.

(b) Proxy Instructions

A shareholder entitled to attend and vote at the General Meeting is entitled to appoint up to two individuals or bodies corporate to act as proxies to attend and vote on the shareholder's behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise an equal portion of the votes.

A proxy may, but need not, be a shareholder.

Shareholders who plan to attend the General Meeting are asked to arrive at the venue at least 15 minutes prior to the time designated for the General Meeting so that their shareholding may be checked against the Company's share register and attendance recorded. A shareholder that is a body corporate or corporation, or which has been appointed as a proxy, is entitled to appoint any individual to act as its representative at the General Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the General Meeting a properly executed letter or other document confirming its authority to act as the shareholder's corporate representative.

Completed Proxy Forms (and a certified copy of the power of attorney or other instruments or authorities, if any, under which each Proxy Form is signed) must be received by the Share Registry at an address given below no later than 48 hours before the commencement of the General Meeting. Any Proxy Form received after that time will not be valid for the scheduled General Meeting.

Proxies may be lodged:

- (A) by mail (using the enclosed reply paid envelope) to:

**Boardroom Pty Ltd
GPO Box 3993
Sydney, NSW 2001 Australia**

- (B) by fax to:

+ 61 2 9290 9655

- (C) in person at:

**Boardroom Pty Ltd
Level 12,
Grosvenor Place
225 George Street,
Sydney NSW 2000 Australia**

- (D) electronically online at:

www.votingonline.com.au/ivogm2016

The Proxy Form:

- must be in writing signed by the appointer or by his/her attorney, or if the appointer is a body corporate, either under seal or signed by a duly authorised officer or attorney;
- may specify the manner in which the proxy is to vote in respect of a Resolution and, where it so provides, the proxy is not entitled to vote on the Resolution except as specified on the Proxy Form;
- shall be deemed to confer authority to demand or join in demanding a poll; and
- shall be in such form as the Directors determine and which complies with section 250A of the Corporations Act and the ASX Listing Rules.

If a proxy is not directed how to vote on a Resolution or item of business, the proxy may vote, or abstain from voting, as they think fit. Should any resolution, other than the Resolutions specified in this Notice of General Meeting, be proposed at the General Meeting, a proxy may vote on that resolution as they think fit.

(c) Proxy Form

A Proxy Form accompanies this Notice of General Meeting. The Proxy Form is an integral part of this Notice of Extraordinary General Meeting and both documents should be read together.

The Proxy Form must be signed by the shareholder or his/her attorney duly authorised in writing. In the case of Shares jointly held by two or more persons, all joint-holders must sign the Proxy Form.

Proxy Forms must be submitted no later than 48 hours before the time for holding the General Meeting, or adjourned meeting as the case may be, at which the individual or body corporate named in the Proxy Form proposes to vote.

Shareholders who return their Proxy Forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the chairman of the meeting as their proxy to vote on their behalf.

If a Proxy Form is returned but the nominated proxy does not attend the General Meeting, the chairman will act in place of the nominated proxy and vote in accordance with any instructions.

Proxy appointments in favour of the chairman, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the Resolutions proposed in this Notice of Extraordinary General Meeting.

(d) Poll

On a poll, each shareholder eligible to vote and present either in person, by proxy, attorney or corporate representative has one vote for every fully paid ordinary share they hold.

Each shareholder who is the holder of partly paid shares is entitled to a fraction of a vote for each partly paid share held (equivalent to the proportion of the amount paid for that partly paid share, ignoring any amounts paid in advance of a call).

(e) **Voting Exclusion Statement**

Resolution 1

The Company will disregard any votes cast on Resolution 1 by Triple C Consulting Pty Ltd and any associate of Triple C Consulting Pty Ltd.

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with 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 a direction on the proxy form to vote as the proxy decides.

Resolution 2

The Company will disregard any votes cast on Resolution 2 by any person who participated in the issue and an associate of that person (or those persons).

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with 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 a direction on the proxy form to vote as the proxy decides.

Resolution 3

The Company will disregard any votes cast on Resolution 3 by any person who participated in the issue and an associate of that person (or those persons).

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with 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 a direction on the proxy form to vote as the proxy decides.

Resolution 4

The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue and an associate of that person (or those persons).

However, the Company need not disregard any votes if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with 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 a direction on the proxy form to vote as the proxy decides.

Dated: 22 September 2016

By order of the Board.



David Neufeld
Company Secretary

Invigor Group Limited
ACN 081 368 274

Explanatory Memorandum

This Explanatory Memorandum has been prepared to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company in respect of the General Meeting to be held at **10.00am** on **27 October 2016** at Level 16, 56 Pitt Street, Sydney NSW 2000.

The Directors recommend that shareholders read this Explanatory Memorandum carefully before making any decision in relation to the Resolutions.

Reason for resolutions and regulatory requirements

The Company has previously issued securities in the form of options and ordinary shares without obtaining prior approval from shareholders ("Securities"). No Securities were issued to Directors of the Company or their associates.

The following is a summary of the requirements of Listing Rule 7.4 which is relevant to each of Resolutions 1, 2, 3 and 4.

Listing Rule 7.4 states that an issue of securities made by a listed company without the prior approval of its shareholders may be treated as having been made with shareholder approval if at the time the issue took place, it did not breach ASX Listing Rule 7.1 and the shareholders of the company, in general meeting, subsequently ratify the issue of the securities. Listing Rule 7.1 restricts the number of securities which a listed company may issue in any 12 month period, without the approval of shareholders, to 15% of the number of shares on issue at the start of the period, subject to certain adjustments and permitted exceptions.

Therefore, if shareholders vote to ratify the prior issue some or all of the Securities, the Company will, to the extent the issue of the Securities is approved, also have the flexibility to issue further securities up to the 15% limit over the next 12 month period because the ratified Securities will not be counted for the purposes of the 15% limit set out in Listing Rule 7.1.

Item 1 – Ratification of prior issue of 10,000,000 options

The following information is provided to Shareholders to allow them to assess Resolution 1, including for the purposes of Listing Rule 7.4.

Background

On 17 June 2016, the Company granted 10,000,000 unquoted options as part of fee arrangements entered into with Triple C Consulting Pty Ltd to provide corporate advisory services to the Company pursuant to an engagement letter dated 16 June 2016.

The key terms of the 10,000,000 options are:

Issue price – \$nil

Exercise Price – 4.5 cents per option.

Vesting Conditions – No vesting conditions apply.

Exercise period – The options are exercisable at any time from the grant date until 1 July 2019 (ie expiry date).

No funds were raised from the issue of the options. The options were issued to Triple C Consulting Pty Ltd or its nominees.

The purpose of Resolution 1 is to seek ratification under Listing Rule 7.4 of the issue of the 10,000,000 options.

Voting Exclusions

Voting exclusions apply in respect of Resolution 1 (see section (e) of the Important Notes in this Notice of Extraordinary General Meeting).

Recommendation

Each Director recommends that shareholders vote in favour of Resolution 1.

Item 2 – Ratification of prior issue of 38,000,000 options

The following information is provided to Shareholders to allow them to assess Resolution 2, including for the purposes of Listing Rule 7.4.

Background

On 21 July 2016, the Company completed a \$1.0 million capital raising under which it issued 34,000,000 new ordinary shares by way of a share placement at \$0.03 per share utilising capacity available under ASX Listing Rule 7.1A (“Share Placement”). Investors who participated in the Share Placement were also granted one option for each share acquired (34,000,000 options) on the same terms as quoted options previously granted by the Company. The options were granted utilising capacity available under ASX Listing Rule 7.1. Triple C Consulting Pty Ltd acted as exclusive broker for the placement. Triple C received a portion of its fees in the form of 4,000,000 options granted on the same terms as quoted options previously granted by the Company.

The 38,000,000 options were granted utilising capacity available under ASX Listing Rule 7.1.

The key terms of the 38,000,000 options are:

Issue price – \$nil

Exercise Price – 5.0 cents per option.

Vesting Conditions – No vesting conditions apply.

Exercise period – The options are exercisable at any time from the grant date until 1 July 2018 (ie expiry date).

No funds were raised from the issue of the options. The options were issued as follows:

- 34,000,000 options were issued to investors who participated in the Share Placement; and
- 4,000,000 options were issued to Triple C Consulting Pty Ltd or its nominees.

The purpose of Resolution 2 is to seek ratification under Listing Rule 7.4 of the issue of the 38,000,000 options.

Voting Exclusions

Voting exclusions apply in respect of Resolution 2 (see section (e) of the Important Notes in this Notice of Extraordinary General Meeting).

Recommendation

Each Director recommends that shareholders vote in favour of Resolution 2.

Item 3 – Ratification of prior issue of 2,068,968 ordinary shares

The following information is provided to Shareholders to allow them to assess Resolution 3, including for the purposes of Listing Rule 7.4.

Background

In December 2015, the Company committed to issue ordinary shares to certain non-executive employees to the value of \$5,000 each if they remained employed by either the Company or a subsidiary entity at 30 June 2016. On 6 July 2016, the Company issued ordinary shares to eligible non-executive employees under the retention arrangements. Each eligible employee received shares to the value of \$5,000 with the number of shares calculated using a deemed issue price of 2.9 cents per share. A total of 2,068,968 ordinary shares were issued ("Shares"). The Shares were issued on the same terms as ordinary shares already on issue.

The Shares were issued utilising capacity available under ASX Listing Rule 7.1.

No funds were raised from the issue of the Shares.

The purpose of Resolution 3 is to seek ratification under Listing Rule 7.4 of the issue of the Shares.

Voting Exclusions

Voting exclusions apply in respect of Resolution 3 (see section (e) of the Important Notes in this Notice of Extraordinary General Meeting).

Recommendation

Each Director recommends that shareholders vote in favour of Resolution 3.

Item 4 – Ratification of prior issue of 1,500,000 ordinary shares

The following information is provided to Shareholders to allow them to assess Resolution 4, including for the purposes of Listing Rule 7.4.

Background

On 8 September 2016, the Company issued ordinary shares to eligible non-executive employees under short term incentive bonus arrangements connected with the employee's employment. An aggregate of 1,500,000 shares were issued at a deemed issue price of 3.0 cents per share ("Shares"). The Shares were issued on the same terms as ordinary shares already on issue.

The Shares were issued utilising capacity available under ASX Listing Rule 7.1.

No funds were raised from the issue of the Shares.

The purpose of Resolution 4 is to seek ratification under Listing Rule 7.4 of the issue of the Shares.

Voting Exclusions

Voting exclusions apply in respect of Resolution 4 (see section (e) of the Important Notes in this Notice of Extraordinary General Meeting).

Recommendation

Each Director recommends that shareholders vote in favour of Resolution 4.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.00am AEDT on Tuesday 25 October 2016.**

💻 TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/ivogm2016

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your VAC:

📱 BY SMARTPHONE



PLEASE NOTE: For security reasons it is important you keep the above information confidential.

Scan QR Code using smartphone
QR Reader App

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 securityholder 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 **10.00am AEDT on Tuesday 25 October 2016**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** www.votingonline.com.au/ivogm2016

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

Invigor Group Limited

ACN 081 368 274

☐

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 **Invigor Group Limited** (Company) and entitled to attend and vote hereby appoint:

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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 General Meeting of the Company to be held at **Invigor Group Limited, Level 16, 56 Pitt Street, Sydney, NSW 2000 on Thursday 27 October 2016 at 10.00am AEDT** 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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*
Item 1	Ratification of prior issue of 10,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Ratification of prior issue of 38,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Ratification of prior issue of 2,068,968 ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Ratification of prior issue of 1,500,000 ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

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 / / 2016