

Notice of General Meeting and Explanatory Memorandum

Site Group International Limited ACN 003 201 910

Date of Meeting: 19 December 2011

Time of Meeting: 10am (Brisbane time)

Place of Meeting: Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland

Notice of General Meeting

Notice is given that the General Meeting of Shareholders of Site Group International Limited ACN 003 201 910 (**Company**) will be held at the offices of HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland, on 19 December 2011 at 10am (Brisbane time).

Agenda

Ordinary business

1. Resolution 1- Ratification of Issue of Shares under Convertible Note

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

“That in accordance with the provisions of Listing Rule 7.4 of the Official Listing Rules of the ASX Limited, and for all other purposes, the Shareholders ratify the previous issue of 18,710,000 Shares in the Company (as a result of partial conversion of the Convertible Note issued to Claymore Capital) to nominees of Claymore Capital who are sophisticated or professional investors as defined under the Corporations Act (**Recipients**) .”

Voting exclusion statement

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

- the Recipients;
- any associate of the Recipients.

However, the Company need not disregard a vote if:

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

2. Resolution 2 - Approval of issue of Shares under Convertible Notes

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

“That in accordance with the provisions of Listing Rule 7.1 of the Official Listing Rules of the ASX Limited, and for all other purposes, the Shareholders approve the issue of 2,910,000 Shares in the Company (as a result of partial conversion of the Convertible Note issued to Claymore Capital) to nominees of Claymore Capital who are sophisticated or professional investors (or come within one of the other exemptions) as defined under the Corporations Act (**Future Recipients**).”

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Voting exclusion statement

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

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

However, the Company need not disregard a vote if:

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

3. Resolution 3 - Approval of issue of Shares to Shaun Scott

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

“That in accordance with section 208(1) of the Corporations Act and the provisions of Listing Rule 10.11 of the Official Listing Rules, and for all other purposes, the Company be authorised to issue 1,250,000 Shares to Shaun Scott, being a Non-Executive Director of the Company, or his nominee in accordance with the terms of a convertible note dated 27 October 2011 and otherwise on the terms set out in this Explanatory Memorandum.”

Voting exclusion statement

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

- Shaun Scott
- any associate of Shaun Scott.

However, the Company need not disregard a vote if:

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

Notes:

- A copy of this Notice and the Explanatory Memorandum which accompanies this Notice has been lodged with the Australian Securities & Investments Commission in accordance with section 218 of the Corporations Act 2001 (Cth).

4. Resolution 4 - Approval of issue of Shares to Darryl Somerville

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

“That in accordance with section 208(1) of the Corporations Act and the provisions of Listing Rule 10.11 of the Official Listing Rules, and for all other purposes, the Company be authorised to issue 2,525,281 Shares to Darryl Somerville, being a Non-Executive Director of the

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Company, or his nominee in accordance with the terms of a convertible note dated 27 October 2011 and otherwise on the terms set out in this Explanatory Memorandum.”

Voting exclusion statement

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

- Darryl Somerville;
- any associate of Darryl Somerville.

However, the Company need not disregard a vote if:

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

Notes:

- A copy of this Notice and the Explanatory Memorandum which accompanies this Notice has been lodged with the Australian Securities & Investments Commission in accordance with section 218 of the Corporations Act 2001 (Cth).

5. Resolution 5 - Approval of issue of shares to Vernon Wills and related entities

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

That subject to and in accordance with section 208(1) of the Corporations Act and in accordance with the provisions of Listing Rule 10.11 of the Official Listing Rules, and for all other purposes, the Company be authorised to issue 14,831,825 Shares to Vernon Wills (and related entities), being an Executive Director of the Company, or his nominee in accordance with the terms of the convertible notes dated 27 October 2011 and otherwise on the terms set out in this Explanatory Memorandum.”

Voting exclusion statement

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

- Vernon Wills;
- any associate of Vernon Wills.

However, the Company need not disregard a vote if:

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

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Notes:

- A copy of this Notice and the Explanatory Memorandum which accompanies this Notice has been lodged with the Australian Securities & Investments Commission in accordance with section 218 of the Corporations Act 2001 (Cth).
- For the purposes of Section 208 of the Corporations Act, the Directors consider that the resulting new Shares to be issued to Shaun Scott, Darryl Somerville and Vernon Wills fall within exemption 210 of the Corporations Act. However, the Company has sought to obtain the approval of shareholders with respect to the issue of Shares to these Directors.

6. Resolution 6 - Approval of Employee Share and Option Plan

To consider and, if thought fit to pass the following ordinary resolution of the Company with or without modification:

“That in accordance with the provisions of Listing Rule 7.2 (exception 9) of the Listing Rules, and for all other purposes, the Shareholders approve the issue of securities under the Site Group International Limited Employee Share Option Plan (**ESOP**) approved by the Board on 31 October 2011 as an exception to Listing Rule 7.1.”

VOTING EXCLUSION STATEMENT

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

- the Directors of the Company; and
- any associate of the Directors of the Company.

However, the Company need not disregard a vote if:

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

Notes:

- In accordance with Listing Rule 7.2 (exception 9), a summary of the ESOP is set out in the Explanatory Memorandum.

General business

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

By order of the board



Darryl Somerville
Director
15 November 2011

Proxy

1. Introduction

This Explanatory Memorandum is provided to shareholders of Site Group International Limited ACN 003 201 910 (**Company**) to explain the resolutions to be put to Shareholders at the General Meeting to be held at the offices of HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland on 19 December 2011 commencing at 10am (Brisbane time).

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

Terms used in this Explanatory Memorandum are defined in Section 6(m).

2. Resolution 1 – Ratification of Issue of Shares under Convertible Note

2.1 Background

On 1 September 2011 the Company announced to the market that it had entered into a convertible note mandate with Claymore Capital to raise up to \$4 million through the issue of convertible notes.

On 27 October 2011 the Company lodged a cleansing notice on the ASX announcements platform in relation to the Convertible Notes outlining the terms and conditions and the effect of the offer of the Convertible Notes on the Company (**Cleansing Notice**).

On 27 October 2011 the Company issued a Convertible Note to Claymore Capital who represents the Recipients and Future Recipients in the amount of \$2,162,000 and on the terms and conditions set out in the Cleansing Notice.

On 31 October 2011 the Company received a conversion notice from Claymore Capital to convert \$2,162,000 into Shares in the Company. No interest was payable to the Recipients or Future Recipients as the conversion notices were issued on the same day as the Convertible Note. However, the conversion notice provided that only \$1,871,000 was to be immediately converted with the remaining \$291,000 to be issued upon obtaining Shareholder approval (the subject of Resolution 2 of this General Meeting). In accordance with the terms of the Convertible Note, the conversion price for both the Recipients and Future Recipients is \$0.10 per Share.

Pursuant to this Resolution 1 the Company is seeking ratification of the issue of 18,710,000 Shares to the Recipients.

2.2 ASX Listing Rule 7.4

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

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

In accordance with ASX Listing Rule 7.4, Shareholder approval is sought to ratify the issue of the Shares in the Company to clients of Claymore Capital, being issues of Shares under the Convertible Note by the Company for which Shareholder approval has not already been obtained.

If this Resolution 1 is approved it will have the effect of refreshing the Company's ability to issue up to a further 15% of its capital during the next 12 months without the need to obtain further Shareholder approval.

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2.3 Listing Rule 7.5

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

- The Company issued 18,710,000 Shares;
- The Shares were issued at \$0.10 per Share;
- The Shares issued will rank pari passu to all existing Shares on issue;
- The Shares were issued to the Recipients;
- The funds raised from the issue of Convertible Note will be used to:
 - meet working capital requirements and progress potential acquisitions; and
 - pursue other business development opportunities as approved by the Company.
- Further information with respect to the terms of the Convertible Note can be obtained from the Cleansing Notice lodged with ASX on 27 October 2011.

By passing Resolution 1, ratifying the issue of the 18,710,000 Shares to the Recipients will permit the Company to rely on Listing Rule 7.1 to raise further capital if required.

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

3. Resolution 2 - Approval of issue of Shares under Convertible Notes

As outlined in Resolution 1 above, the Company issued a Convertible Note to Claymore Capital on 27 October 2011 in the amount of \$2,162,000. Claymore Capital provided the Company with a conversion notice on 31 October 2011 which provided that only \$1,871,000 was to be immediately converted (the subject of Resolution 1 of this Meeting) with the remaining \$291,000 to be issued upon obtaining Shareholder approval. In accordance with the terms of the Convertible Note, the conversion price for both the Recipients and Future Recipients is \$0.10 per Share

Pursuant to this Resolution 2 the Company is seeking shareholder approval for the issue of the remaining 2,910,000 Shares to the Future Recipients (who are not related parties of the Company) as a result of the conversion of the Convertible Note issued to Claymore Capital.

3.1 ASX Listing Rule 7.1

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

Where a company has agreed to issue new equity securities that are equivalent in number to more than 15% of its capital in any 12 month period the agreement must be conditional upon obtaining shareholder approval and cannot issue the conditional equity securities without obtaining that approval.

The issue of 2,910,000 Shares is subject to shareholder approval being obtained. For the purposes of ASX Listing Rule 7.3 the Company advises:

- The Company proposes to issue 2,910,000 Shares in the Company (**Future Recipient Shares**);
- The Company proposes to issue the Future Recipient Shares as soon as possible after the Meeting and in any event no later than 3 months from the date of the Meeting;
- The issue price for the Future Recipient Shares is \$0.10;

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- The Future Recipient Shares issued will rank *pari passu* to all existing Shares on issue;
- The Future Recipient Shares will be issued to clients of Claymore Capital who are sophisticated or professional investors as defined under the Corporations Act;
- The funds raised from the issue of Convertible Note will be used to:
 - meet working capital requirements and progress potential acquisitions; and
 - pursue other business development opportunities as approved by the Company.
- Further information with respect to the terms of the Convertible Note can be obtained from the Cleansing Notice lodged with ASX on 27 October 2011.

By passing Resolution 2, the issue of the 2,910,000 Shares to the Future Recipients will permit the Company to rely on Listing Rule 7.1 to raise further capital if required.

If Shareholder approval is not obtained within 2 months from the date of the receipt of the conversion notice the Company will be required to pay the principal amount outstanding (plus any interest that has accrued pursuant to the note) in immediately available funds.

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

4. Resolution 3 and Resolution 4 – Approval of the issue of Shares to Shaun Scott and Darryl Somerville

4.1 Background

On 27 October 2011 the Company issued Convertible Notes to Shaun Scott and Darryl Somerville (both Non-Executive Directors of the Company) on the same terms and conditions as issued to Claymore Capital.

On 28 October 2011 the Company received Conversion Notices from both Shaun Scott and Darryl Somerville. The conversion notices provided that conversion was to occur immediately after the necessary shareholder approval was obtained. Upon the conversion notice being received by the Company, in accordance with the terms of the Convertible Note, the issue price of the Shares to be issued will be \$0.10 per Share.

Shaun Scott's notice sought conversion of the principal amount of \$125,000. No interest is payable to Mr Scott.

On 30 June 2011, Darryl Somerville (who was not a Director of the Company at the time) lent \$250,000 to the Company through the Somerville Super Fund (**Somerville Loan**). The Somerville Loan was repayable within 6 months from the date of the Somerville Loan (being 30 December 2011). The Somerville Loan accrued interest at a rate of 10% per annum from the date the money was advanced to the Company.

On 24 October 2011 the Somerville Super Fund signed a deed of variation for the Somerville Loan which varied the Somerville Loan so that it became repayable in accordance with, the terms of the Convertible Note (which was issued on the same terms and conditions as the Convertible Note issued to Claymore Capital).

Darryl Somerville, on behalf of the Somerville Super Fund, provided the Company with a conversion notice to convert the Somerville Loan (including all interest payable) into Shares in the Company. As such, Darryl Somerville's notice sought conversion of the total amount of \$252,528.09.

Listing Rule 10.11 requires an entity to obtain the approval of shareholders to an issue of securities to a related party. Both Shaun Scott and Darryl Somerville being Non-Executive Directors of the Company are related parties. Accordingly because the issue of Shares (upon conversion of the Convertible Notes) will result in the Company issuing securities to related parties, approval under Listing Rule 10.11 is required.

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If Shareholder approval is not obtained within 2 months from the date of the receipt of the conversion notice the Company will be required to pay the principal amount outstanding (plus any interest that has accrued pursuant to the note) in immediately available funds.

4.2 Chapter 2E Corporations Act – Related party transactions

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the benefit falls within one of the various exceptions to the general prohibition or the company first obtains the approval of its shareholders in general meeting in circumstances where the requirements of Chapter 2E in relation to the convening of that meeting have been met.

A “related party” for the purposes of the Corporations Act is defined widely and includes a director of a public company and entities controlled by them.

A “financial benefit” for the purposes of the Corporations Act has a very wide meaning. It includes the public company paying money or issuing securities to the related party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

As outlined above, the Convertible Notes were issued to Shaun Scott and Darryl Somerville on the same terms (including the terms of conversion) as the Convertible Notes issued to independent third party recipients. As such, the Company is of the view that the issue of new Shares to both Shaun Scott and Darryl Somerville upon conversion of the Convertible Notes is reasonable and on arms length terms. Therefore, whilst the Company believes it would be reasonable to form an opinion that that the financial benefit to a related party would fall within exception 210 of the Corporations Act and therefore Shareholder approval is not strictly required under section 208 of the Corporations Act, the Company thought it prudent to obtain Shareholder approval under both section 208(1) (Chapter 2E) of the Corporations Act as well as pursuant to Listing Rule 10.11.

As outlined above, though the Directors are of the view that approval under Chapter 2E of the Corporations Act is not strictly required, it has elected to seek Shareholder approval in accordance with the requirements of Corporations Act and for this reason, and for all other purposes, the following information is provided to Shareholders:

(a) **The related parties to whom Resolutions 3 and 4 would permit the financial benefit to be given**

- (1) Redlink Pty Ltd (being the nominee of Shaun Scott) an entity controlled by Shaun Scott, a Director of the Company
- (2) The Somerfam Super Fund, an entity controlled by Darryl Somerville, a Director of the Company.

(b) **The nature of the financial benefit**

The proposed financial benefits to be given are:

- (1) 1,250,000 Shares to Redlink Pty Ltd at an issue price of \$0.10 per Share; and
- (2) 2,525,281 Shares to The Somerfam Super Fund at an issue price of \$0.10 per Share.

(c) **Director’s Recommendation**

The Directors (other than Shaun Scott and Darryl Somerville) recommend that you vote in favour of these Resolutions 3 and 4.

(d) **Directors’ Interest and other remuneration**

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Shaun Scott has a material personal interest in the outcome of Resolution 3. All directors (other than Shaun Scott and entities associated with him) hold 42,705,000 Shares and 1,000,000 options in the Company. Other than the Shares to be issued to Shaun Scott pursuant to Resolution 3, Shaun Scott shall receive director's remuneration of \$60,000 (exclusive of superannuation) per annum from the Company for his services as a Director

Darryl Somerville has a material personal interest in the outcome of Resolution 4. All directors (other than Darryl Somerville and entities associated with him) hold 42,705,000 Shares and 1,000,000 options in the Company. Other than the Shares to be issued to Darryl Somerville pursuant to Resolution 4, Darryl Somerville shall receive director's remuneration of \$60,000 (exclusive of superannuation) per annum from the Company for his services as a Director.

If the Shares, the subject of Resolutions 3 and 4 are issued to the Directors, the following will be the effect on their holdings in the Company:

Director	Current Share Holding	% of Total Share Capital	Share Capital Upon issue of Shares	% of Total Share Capital *
Shaun Scott	-	-	1,250,000	0.72%
Darryl Somerville	-	-	2,525,281	1.45%

* Assumes all Convertible Notes are converted in full and shares issued as set out in this Explanatory Memorandum but that no other Shares are issued and no existing options to subscribe for the Company's Shares are exercised.

(e) Valuation

Pursuant to the Independent Experts Report prepared by Crowe Horwath dated 10 November 2011, the value of the Share in the Company (on a minority basis) would be in the range of \$0.075-\$0.125 per Share (see page 29 of the Independent Experts Report). We note that the issue price per Shares is \$0.10.

(f) Any other information that is reasonably required by Shareholders to make a decision and that is know to the Company or any of its Directors

The conversion price for the Shares was determined as at the date the Director provided the conversion notice to the Company. The issue price of the Shares will be \$0.10 per Share. The Company acknowledges that the market price for Shares in the Company may be subject to movement between the date of the conversion notice and the date this Meeting is held.

Opportunity Costs

The opportunity costs and benefits foregone by the Company issuing the Shares to Shaun Scott, Darryl Somerville and Vernon Wills is the diluted impact on the issued Share capital of the Company. To the extent that the dilutionary impact caused by the issue of the Shares may be detrimental to the Company, if at all, this is more than offset by the advantages accruing from the Company receiving the benefit of the funding.

Taxation Consequences

No stamp duty will be payable in respect of the grant of the Shares to Directors. No GST will be payable by the Company in respect of the grant of the Shares to Directors (or if it is then it will be recoverable as an input credit).

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Dilutionary Effect

There are currently 134,035,101 Shares on issue and there will be an additional 40,227,107 Shares on issue if the Shares contemplated by resolutions 2, 3, 4 and 5) are issued. If all of the Shares under resolutions 2, 3, 4 and 5 are issued and there are no other shares (other than shares issued under the Convertible Notes) are issued or options exercised then the effect of the Directors holdings in the Company is set out in the table below.

Shareholder	Current holding	% of total capital	Total post conversion*	% of total capital
Vernon Wills**	42,705,000	31.86%	57,536,826	33.02%
Darryl Somerville	-	-	2,525,281	1.45%
Shaun Scott	-	-	1,250,000	0.72%
Other Shareholders	91,330,101	68.14%	112,950,101	64.82%
Total	134,035,101	100.00%	174,262,208	100.00%

* Assumes all Convertible Notes are converted in full and shares issued as set out in this Explanatory Memorandum but that no other Shares are issued and no existing options to subscribe for the Company's Shares are exercised.

** Vernon Wills and related entities currently hold 500,000 options which are exercisable at \$0.25 and expire on 10 December 2013. These options are currently escrowed until December 2012.

4.3 Listing Rule 10.11

As noted above, Listing Rule 10.11 requires an entity to obtain the approval of shareholders to an issue of securities to a related party. Accordingly because the issue of Shares (upon conversion of the Convertible Note) will result in the Company issuing securities to related parties, approval under Listing Rule 10.11 is required.

For the purposes of Listing Rule 10.13, the Company advises as follows:

- The maximum number of Shares to be issued is:
 - 1,250,000 to Redlink Pty Ltd, an entity controlled by Shaun Scott; and
 - 2,525,281 to The Somerfam Super Fund, an entity controlled by Darryl Somerville;
- The Shares to be granted to both Redlink Pty Ltd and The Somerfam Super Fund are intended to be granted as soon as possible after the Meeting and in any event, no later than one month from the date of the Meeting;
- The Shares were issued in consideration of Shaun Scott providing the Company with \$125,000 and The Somerfam Super Fund providing the Company with \$252,528.09 (each under the Convertible Notes).
- The Shares to be granted to Redlink Pty Ltd and The Somerfam Super Fund will rank pari passu to all existing Shares on issue;
- The funds raised through the issue of the Convertible Notes under which the Shares are being issued to both Redlink Pty Ltd and The Somerfam Super Fund will be used towards:

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- meet working capital requirements and progress potential acquisitions; and
- pursue other business development opportunities as approved by the Company.

The Company notes that if Shareholder approval is obtained under Listing Rule 10.11 approval under Listing Rule 7.1 will not be required.

5. Resolution 5 – Approval of the issue of Shares to Vernon Wills and related entities

5.1 Background

On 27 October 2011 the Company issued Convertible Notes to Vernon Wills an Executive Director of the Company, on the same terms and conditions as the Convertible Note issued to Claymore Capital.

The issue of Convertible Notes to Vernon Wills or an entity associated with him (**Wills entities**) represent the following contributions made by the Wills entities to the Company:

- Loan provided by Vernon Wills and Jillaine Wills to the Company in the amount of \$500,000 on 30 June 2011 (**Wills Loan**);
- Loan provided by Wayburn Holdings Pty Ltd (an entity associated with Vernon Wills) in the amount of \$500,000 on 18 July 2011 (**Wayburn Loan 1**);
- Loan provided by Wayburn Holdings Pty Ltd (an entity associated with Vernon Wills) in the amount of \$200,000 on 28 September 2011 (**Wayburn Loan 2**); and
- Additional take up by The Wills Family Superannuation Fund under the Convertible Note raising of \$263,000 taking the total amount raised under the issue of Convertible Notes to \$4,000,000 (**Take Up**),

(collectively **Wills Principal Amount**).

The Wills Loan, Wayburn Loan 1 and Wayburn Loan 2 were repayable within 6 months from the date of the loans. The Wills, Wayburn Loan 1 and Wayburn Loan 2 accrued interest at a rate of 7.5% per annum from the date the money was advanced to the Company.

On 24 October 2011 Vernon Wills and Wayburn Holdings Pty Ltd signed deeds with the Company for the Wills Loan and Wayburn Loan 1 and Wayburn Loan 2 which varied the loans so that they would be repayable in accordance with, the terms of the Convertible Note (which was issued on the same terms and conditions as the Convertible Note issued to Claymore Capital).

Further, on 27 October 2011, an additional Convertible Note was issued to Vernon Wills for the Take Up.

On 28 October 2011, each of the noteholders in respect of the Wills Principal Amount provided the Company with conversion notices to convert the Wills Principal Amount (including all interest payable under the Wills and Wayburn Loan 1 and Wayburn Loan 2) into Shares in the Company. As such, Vernon Will's notice sought conversion of the total amount of \$1,483,182.58.

As Vernon is a director of Site Listing Rule 10.11 applies and shareholder approval will be required before the Convertible Note will be capable of exercise. Further, Vernon Wills has a current shareholding of 42,715,000 ordinary shares which represents a percentage holding of approximately 31.9% of the Company. As a result, any increase in shareholding in excess of 3% by Vernon Wills will invoke the takeover provisions under the Corporations Act resulting in the need to obtain Shareholder approval.

If Shareholder approval is not obtained within 2 months from the date of the receipt of the conversion notice the Company will be required to pay the principal amount outstanding (plus any interest that has accrued pursuant to the note) in immediately available funds.

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Chapter 2E Corporations Act – Related party transactions

As outlined above for Resolutions 3 and 4, chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the benefit falls within one of the various exceptions to the general prohibition or the company first obtains the approval of its shareholders in general meeting in circumstances where the requirements of Chapter 2E in relation to the convening of that meeting have been met.

- 5.2 As outlined above whilst the Company believes it would be reasonable to form an opinion that that the financial benefit to a related party would fall within exception 210 of the Corporations Act and therefore Shareholder approval is not strictly required under section 208 of the Corporations Act, the Company thought it prudent to obtain Shareholder approval under both section 208(1) (Chapter 2E) of the Corporations Act as well as pursuant to Listing Rule 10.11 and for this reason, and for all other purposes, the following information is provided to Shareholders:

(a) **The related parties to whom Resolution 5 would permit the financial benefit to be given**

Vernon Wills being a Director of the Company, or entities controlled by Vernon Wills namely Wayburn Holdings Pty Ltd of which Mr Wills is a director and shareholder and The Wills Family Superannuation Fund.

(b) **The nature of the financial benefit**

The proposed financial benefits to be given are:

14,831,825 Shares to entities associated with or controlled by Vernon Wills at an issue price of \$0.10 per Share; and

(c) **Director's Recommendation**

The Directors (other than Vernon Wills) recommend that you vote in favour of Resolution 5.

(d) **Directors' Interest and other remuneration**

Vernon Wills has a material personal interest in the outcome of Resolution 5. All directors (other than Vernon Wills and entities associated with him) 500,000 options in the Company.

Other than the Shares to be issued to Vernon Wills pursuant to Resolution 5, Vernon Wills shall receive director's remuneration of \$300,000 (per annum) (exclusive of superannuation) per annum from the Company for his services as a Director

(e) **Valuation**

Pursuant to the Independent Experts Report prepared by Crowe Horwath dated 10 November 2011, the value of the Share in the Company (on a minority basis) would be in the range of \$0.075-\$0.125 per Share (see page 29 of the Independent Experts Report). We note that the issue price per Shares is \$0.10.

(f) **Any other information that is reasonably required by Shareholders to make a decision and that is know to the Company or any of its Directors**

The conversion price for the Shares was determined as at the date the Director provided the conversion notice to the Company. The issue price of the Shares will be \$0.10 per Share. The Company acknowledges that the market price for Shares in the Company may be subject to movement between the date of the conversion notice and the date this Meeting is held.

Set out below is a table showing the interest of Vernon Wills and his associates before and after the issue of the resulting new Shares and assuming that all Convertible Notes are converted (including those held by the Recipients, Darryl Somerville and Shaun Scott) and but that none of the existing options to subscribe Shares are exercised.

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	Current Issued Capital*		Post-Conversion*	
	Holding	%	Holding	%
SITE Shareholders	91,330,101	68.1%	116,725,382	67.0%
Vernon Wills and associates**	42,705,000	31.9 %	57,536,826	33.0%
Total	134,035,101	100.0%	174,262,208	100.0%

* Assumes all Convertible Notes are converted in full and shares issued as set out in this Explanatory Memorandum but that no other Shares are issued and no existing options to subscribe for the Company's Shares are exercised.

** Vernon Wills and related entities currently hold 500,000 options which are exercisable at \$0.25 and expire on 10 December 2013. These options are currently escrowed until December 2012.

The Opportunity costs, taxation consequences and dilutionary effect of the issue of shares to Mr Wills upon the conversion of the Convertible Notes are set out in Resolutions 3 and 4.

5.3 Regulatory Requirements for Section 611 of the Corporations Act – Exceptions to prohibited acquisitions

Section 606 of the Corporations Act prohibits a person from acquiring an interest in a company if the acquisition would result in that person's or another person's voting power (as defined in the Corporations Act) in the company increasing, where the person's voting power increases from 20% or below to more than 20% or from a starting point that is above 20% and below 90%.

Out of an abundance of caution, the Company commissioned the Independent Expert's Report prior to any conversion notices being issued and at a time when it was not clear if Vernon Wills holding in the Company would increase by 3% or more. Based on the Independent Experts Report Vernon's Wills holding will not increase by 3% or more however, for transparency and in the interests of good corporate governance, the Company has elected to still obtain Shareholder Approval for the purposes of section 208 of the Corporations Act and Listing Rule 10.11 and in doing so, has commissioned an IER for the purposes of informing shareholders of the potential effect of issuing shares to both Vernon Wills and other related parties.

The Company notes that there are exceptions available under section 611 of the Corporations Act that permit a person to acquire a relevant interest in securities which would otherwise result in that persons voting power in the company increasing from 20% or below to more than 20% or from a starting point that is above 20% and below 90%. In this regard, the Company notes that where a person has a relevant interest of at least 19% during the 6 months prior to the acquisition they will not be within the prohibition under section 606 of the Corporations Act provided that the new acquisition does not result in them increasing their voting power by more than 3%. The IER establishes that the acquisition of Shares by Vernon Wills and associated entities will not increase Vernon Wills relevant voting power by more than 3% which permits the Company and Vernon Wills to rely on this exemption.

A copy of the IER is attached to this Notice of Meeting as Appendix "A". Crowe Horwath has consented to the use of the IER in the form and context used in this Explanatory Memorandum.

The IER states that the issue of Shares to related parties pursuant to the conversion of the Convertible Notes is fair and reasonable to non-associated Site Group International Limited Shareholders the advantages and disadvantages are set out on page 7, 29 and 30 of the Independent Experts Report.

5.4 Listing Rule 10.11

As noted above, Listing Rule 10.11 requires an entity to obtain the approval of shareholders to an issue of securities to a related party. Accordingly because the issue of Shares (upon conversion of

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the Convertible Note) will result in the Company issuing securities to a related party, approval under Listing Rule 10.11 is required.

For the purposes of Listing Rule 10.13, the Company advises as follows:

- The maximum number of Shares to be issued to the Wills entities is 14,831,825;
- The Shares to be granted to the Wills entities are intended to be granted as soon as possible after the Meeting and in any event, no later than one month from the date of the Meeting;
- The Shares were issued in consideration of the Wills entities providing the Company with \$1,483,182.58 under Convertible Notes;
- The Shares to be granted to the Wills entities will rank *pari passu* to all existing Shares on issue;
- The funds raised through the issue of the Convertible Notes under which the Shares are being issued to the Wills entities will be used towards:
 - meet working capital requirements and progress potential acquisitions; and
 - pursue other business development opportunities as approved by the Company.

The Company notes that if Shareholder approval is obtained under Listing Rule 10.11 approval under Listing Rule 7.1 will not be required.

6. Resolution 6 - Approval of Employee Share and Option Plan

Resolution 6 seeks Shareholder approval for the adoption of the employee incentive scheme titled Site Group International Limited Employee Share Plan (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to issue Shares under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that no Shares have previously been issued under the Plan. The objective of the Plan is to attract, motivate and retain key employees and it is considered by the Directors that the adoption of the Plan and the future issue of Shares under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

A material feature of the Plan is the issue of Shares pursuant to the Plan may be undertaken by way of provision of a limited recourse, interest free loan to be used for the purposes of subscribing for the Shares based on a price that will be not less than the volume weighted average of the closing prices at which Shares were traded on the ASX during the 5 trading days prior to the actual date of acceptance of the Shares offered under the Plan.

Any future issues of Shares under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the Plan is set out in below. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary ((+61 2 9299 9690)). Shareholders are invited to contact the Company if they have any queries or concerns.

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Definitions

Closely Related Party of a member of Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Key Management Personnel means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity, as defined in the Corporations Act.

Summary

The key terms of the Site Group International Limited Employee Share Plan are as follows:

- (a) **Eligibility:** Participants in the scheme may be Directors, full-time and part-time employees of the Company or any of its subsidiaries (**Participants**).
- (b) **Administration of Plan:** The Board is responsible for the operation of the Plan and has a broad discretion to determine which Participants will be offered Shares under the Plan.
- (c) **Offer:** The Board may issue an offer to a Participant to participate in the Plan. The offer:
 - (1) will state the date of the offer;
 - (2) will invite application for the number of Shares specified in the offer;
 - (3) will specify the issue price for the Shares or the manner in which the Issue Price is to be calculated;
 - (4) may invite applications for a loan up to the amount payable in respect of the Shares accepted by the Participant in accordance with the offer;
 - (5) will specify any restriction conditions applying to the Shares;
 - (6) will specify an acceptance period; and
 - (7) specify any other terms and conditions attaching to the Shares.
- (d) **Issue price:** the issue price of each Share will be not less than the volume weighted average of the closing prices at which Shares were traded on the ASX during the 5 trading days prior to (and including) the actual date of acceptance of the Shares offered under the Offer.
- (e) **Restriction Conditions:** Shares may be subject to restriction conditions (such as a period of employment) which must be satisfied before the Shares can be sold, transferred, or encumbered. Shares cannot be sold, transferred or encumbered until any loan in relation to the Shares has been repaid or otherwise discharged under the Plan.
- (f) **Loan:** A Participant who is invited to subscribe for Shares may also be invited to apply for a loan up to the amount payable in respect of the Shares accepted by the Participant (**Loan**), on the following terms:
 - (1) the Loan will be interest free;

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- (2) the Loan made available to a Participant shall be applied by the Company directly toward payment of the issue price of the Shares;
 - (3) the Loan repayment date and the manner for making such payments shall be determined by the Board and set out in the offer;
 - (4) a Participant must repay the Loan in full by the loan repayment date but may elect to repay the Loan amount in respect of any or all of the Shares at any time prior to the loan repayment date;
 - (5) the Company shall have a lien over the Shares in respect of which a Loan is outstanding and the Company shall be entitled to buy back and cancel or sell those Shares in accordance with the terms of the Plan;
 - (6) a Loan will be non-recourse except against the Shares held by the Participant to which the Loan relates; and
 - (7) the Board may, in its absolute discretion, agree to forgive a Loan made to a Participant.
- (g) **Unfulfilled Restriction Condition:** Where a restriction condition in relation to Shares is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board, the Company must, unless the restriction condition is waived by the Board, either:
- (1) buy back and cancel the relevant Shares within 12 months of the date the restriction condition was not satisfied (or became incapable of satisfaction) under Part 2J.1 of the Corporations Act at a price equal to the cash consideration paid by the Participant for the Shares (with any Loan not being treated as cash consideration but any Loan Amount repayments by the Participant being treated as cash consideration); or
 - (2) arrange to sell the Shares as soon as reasonably practicable either on the ASX or to an investor who falls within an exemption under Section 708 of the Corporations Act provided that the sale must be at a price that is no less than 80% of the volume weighted average of the closing prices at which Shares were traded on the ASX during the 5 trading days prior to the sale date and apply the sale proceeds (**Sale Proceeds**) in the following priority:
 - (A) first, to pay the Company any outstanding Loan Amount (if any) in relation to the Shares and the Company's reasonable costs in selling the Shares;
 - (B) second, to the extent the Sale Proceeds are sufficient, to repay the Participant any cash consideration paid by the Participant or Loan Amount repayments (including any cash dividends applied to the Loan Amount) made by or on behalf of the Participant; and
 - (C) lastly, any remainder to the Company to cover its costs of managing the Plan.
- (h) **Sale of Shares to repay Loan:**
- (1) A Loan shall become repayable in full where:
 - (A) the Participant (or, where the Participant is an Associate of an Eligible Employee, the Eligible Employee) ceases to be an Eligible Employee for any reason (including death);
 - (B) the Participant suffers an event of insolvency;
 - (C) the Participant breaches any condition of the Loan or the Plan; or
 - (D) a Restriction Condition in relation to Shares subject to the Loan is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board (and is not waived).

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- (2) Where a Loan becomes repayable and at that time a Restriction Condition in relation to Shares subject to the Loan is not satisfied, or is incapable of being satisfied in the opinion of the Board (and is not waived), the Shares must be bought back and cancelled by the Company or sold and the Sale Proceeds applied to repay the Loan in accordance with the Plan.
- (3) Where a Loan in relation to Shares becomes repayable and at that time restriction conditions in relation to the Shares have either been satisfied or are waived, the Company must give the Participant a 30 day period to repay the Loan, failing which the Company must sell the Shares and apply the Sale Proceeds in accordance with the Plan.
- (i) **Power of Attorney:** The Participant irrevocably appoints each of the Company and each director of the Company severally as his or her attorney to do all things necessary to give effect to the sale of the Participant's Shares in accordance with the Plan.
- (j) **Plan limit:** The Company must take reasonable steps to ensure that the number of Shares offered by the Company under the Plan when aggregated with:
 - (1) the number of Shares issued during the previous 5 years under the Plan (or any other employee share plan extended only to Eligible Employees); and
 - (2) the number of Shares that would be issued if each outstanding offer for Shares (including options to acquire unissued Shares) under any employee incentive scheme of the Company were to be exercised or accepted,does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with relevant ASIC Class Orders).
- (k) **Restriction on transfer:** Participants may not sell or otherwise deal with a Share until the Loan amount in respect of that Share has been repaid and any restriction conditions in relation to the Shares have been satisfied or waived. The Company is authorised to impose a holding lock on the Shares to implement this restriction.
- (l) **Quotation on ASX:** The Company will apply for each Share to be admitted to trading on ASX upon issue of the Share. Quotation will be subject to the ASX Listing Rules and any holding lock applying to the Shares.
- (m) **Rights attaching to Shares:** Each Share shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Plan) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.

7. Interpretation

ASIC means the Australian Securities and Investments Commission;

ASX means the ASX Limited ABN 98 008 624 691;

Board means the board of directors of the Company;

Claymore Capital means Claymore Capital Pty Ltd;

Company means Site Group International Limited ACN 003 201 910;

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

Directors mean directors of the Company;

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

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Meeting or **General Meeting** means the General Meeting of Shareholders to be held at HopgoodGanim Lawyers, Level 7, 1 Eagle Street, Waterfront Place on 19 December 2011 at 10am (Brisbane time);

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

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

Resolution means a resolution to be proposed at the Meeting;

Shares means fully paid ordinary shares in the Company;

Shareholder means a holder of Shares in the Company.

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

Suite 4, Level 9, 341 George Street, Sydney NSW 2000

+61 2 9299 9690

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

Name and Address

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

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 on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.00 am SATURDAY 17 DECEMBER 2011

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman 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 Chairman 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.

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.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning 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

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 your vote on that item will be invalid.

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 must 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 10.00 am on Saturday 17 December 2011, being 48 hours before the commencement of the meeting.. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Attending the Meeting

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

Site Group International Limited

<Address 1>
 <Address 2>
 <Address 3>
 <Address 4>
 <Address 5>
 <Address 6>

<BARCODE>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Site Group International Limited** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **General Meeting of Site Group International Limited to be held at Level 7, Waterfront Place, 1 Eagle Street, Brisbane, QLD, on Monday 19 December 2011 at 10.00am** 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.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of a resolution, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chair intends to vote all undirected proxies in favour of the resolution.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Ratification of Issue of Shares under Convertible Note	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Issue of Shares under Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Shares to Shaun Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Shares to Darryl Somerville	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of Shares to Vernon Wills and related entities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Employee Share and Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.
 *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 votes will not be counted in computing the required majority on a poll.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date / / 2011