



Our Ref: CO2 ASX Announce 2013 AGM Notice (402)

28 January 2014

ANNOUNCEMENT 402

Market Announcements Office
Australian Securities Exchange
Level 6
20 Bridge Street
SYDNEY NSW 2000

By ASX Online
Number of pages: 31
(including this page)

Dear Sir

Re: Notice of 2013 Annual General Meeting & Proxy

Enclosed are the following CO2 Group Limited documents which will be sent to shareholders today:

- Notice of Annual General Meeting with supporting Explanatory Memorandum; and
- Pro forma Proxy Form.

The Annual Report for the period ended 30 September 2013 which will be sent to those shareholders who have requested a copy was released to the market on 29 November 2013. The Report is available on our web site www.co2australia.com.au.

The Company's Annual General Meeting will be held in Melbourne, on Friday 28 February 2014 at 10.00 am EDST.

Yours faithfully
CO2 Group Limited

Harley Whitcombe
Company Secretary

ENC

CO2 Group Limited

Level 11, 225 St Georges Terrace Perth WA 6000
PO Box 7312 Cloisters Square Perth WA 6850

Tel. 08 9321 4111 ABN 50 009 317 846
Fax. 08 9321 4411 www.co2australia.com.au

CO2 Group Limited is a corporate authorised representative ("CAR") (Number 420079) of CO2 Group Financial Services Pty Ltd (ABN 92 142 542 774 AFSL 388086). The Group's Authorised Representative numbers are: CO2 Group Limited (CAR # 420079); Carbon Banc Limited (CAR # 420080); CO2 Australia Limited (CAR # 420081).

CO2 GROUP LIMITED

ABN 50 009 317 846

NOTICE OF ANNUAL GENERAL MEETING

A PROXY FORM IS ENCLOSED

NOTICE OF ANNUAL GENERAL MEETING

CO2 Group Limited (ABN 50 009 317 846)

Time: 10 am (EDST)
Date: Friday, 28 February 2014
Place: Corrs Chambers Westgarth
Level 36, Bourke Place
600 Bourke Street
Melbourne VIC 3000

Notice of the annual general meeting (**Annual General Meeting or Meeting**) of CO2 Group Limited (**Company, CO2 Group or CO2**) for the year ended 30 September 2013, is given to shareholders of the Company (**Shareholders**).

This Notice of Meeting is issued by CO2 Group of Level 11, 225 St George's Terrace, Perth, Western Australia.

BUSINESS

The business of the meeting will consist of the following:

ORDINARY BUSINESS

1 FINANCIAL REPORT

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 September 2013.

2 REMUNERATION REPORT – RESOLUTION 1

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Company adopt the Remuneration Report as set out in the Annual Report for the financial year ended 30 September 2013."

<p>Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.</p>
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3 RE-ELECTION OF DIRECTOR – RESOLUTION 2

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

"That Mr Harley Whitcombe retires pursuant to Rule 7.1(d) of the Company's constitution, and being eligible, is re-elected as a director of the Company."

SPECIAL BUSINESS

4 APPROVAL TO EXPAND AQUACULTURE BUSINESS - RESOLUTION 3

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

“That for the purposes of ASX Listing Rule 11.1.2, approval is given for the Company to make a significant change in the nature and scale of its activities as described in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.”

5 CHANGE OF NAME - RESOLUTION 4

To consider and, if thought fit, to pass the following resolution as a special resolution:

“Subject to the approval of Resolution 3, that for the purpose of section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed from “CO2 Group Limited” to “Commodities Group Limited.”

6 APPROVE ADDITIONAL 10% SHARE ISSUE CAPACITY - RESOLUTION 5

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company, calculated in accordance with the formula set out in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.”

VOTING PROHIBITIONS AND VOTING EXCLUSION STATEMENTS

RESOLUTION 1

Voting Prohibition

In accordance with the Corporations Act, a vote on Resolution 1 (Remuneration Report) must not be cast by or on behalf of any of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a closely related party of such a member.

Key Management Personnel are the directors of the Company (**Directors**) and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Key Management Personnel for the financial year ended 30 September 2013. Their closely related parties are defined in the Corporations Act, and include certain family members, dependants and companies they control.

A person described in paragraphs a) or b) may cast a vote on Resolution 1 if:

- c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; and
- d) the vote is not cast on behalf of a person described in paragraphs a) or b) above.

The Chairman, if acting as proxy (by appointment or by default), is authorised to vote all undirected proxies in favour of Resolution 1 on the proxy form.

RESOLUTION 3

Voting Exclusion

As required by ASX Listing Rule 11.1.2, the Company will disregard any votes cast by or on behalf of:

- a) a person who might obtain a benefit, except solely in the capacity of a holder of shares in the Company (**Shares**) if the resolution is passed; and
- b) any associates of those persons.

However, the Company need not disregard a vote cast if:

- c) 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
- d) it is cast by the Chairman of 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 5

Voting Exclusion

As required by ASX Listing Rule 7.3A, the Company will disregard any votes cast by or on behalf of:

- a) a person who may participate in the proposed issue; and
- b) a person who might obtain a benefit, except a benefit solely in their capacity as a holder of Shares,

if the resolution is passed and any associates of those persons.

However, the Company need not disregard a vote cast if:

- c) 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
- d) it is cast by the Chairman of 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.

In accordance with ASX Listing Rule 14.11.1, the persons eligible to participate in a proposed issue (if any) under ASX Listing Rule 7.1A were not known by the Company at the date of the Notice of Meeting. Accordingly, no Shareholders are currently excluded from voting on Resolution 5.

HOW TO VOTE

Voting procedure

As ordinary resolutions, Resolutions 1, 2 and 3 will be approved if at least 50% of the votes cast by Shareholders entitled to vote on the Resolutions at the Meeting are voted in favour of the Resolutions.

As special resolutions, Resolutions 4 and 5 will be approved if at least 75% of the votes cast by Shareholders entitled to vote on the Resolution at the Meeting are voted in favour of the Resolutions.

Under the terms of the Company constitution, a poll will be conducted as directed by the Chairman of the meeting.

How do you exercise your right to vote?

The Directors have determined that, for the purpose of voting at the Meeting, Shareholders eligible to vote at the Meeting are the registered Shareholders at 7pm (EDST) on Wednesday, 26 February 2014 (**Voting Record Date**).

Shareholders who become registered Shareholders by acquiring Shares after this Notice has been sent to Shareholders and prior to the Voting Record Date and wish to vote at the Meeting by proxy should contact Computershare Investor Services Pty Ltd for further information and to request a proxy form.

Shareholders who become beneficial Shareholders (**Beneficial Shareholders**) of Shares by acquiring Shares after this Notice has been sent to Shareholders and prior to the Voting Record Date and wish to vote at the Meeting by proxy should contact their broker or intermediary for instructions on how to do so.

How to Vote

You may vote by attending the Meeting in person, by proxy or by a corporate representative.

Voting in person

To vote in person, attend the Meeting on the date and at the place set out above. Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that the Company may check their shareholdings against the Company's share register and note attendances.

Jointly held shares

If your shares are jointly held, only one of the joint holders is entitled to vote. If more than one holder votes in respect of jointly held shares, only the vote of the holder whose name appears first on the register will be counted. You need not exercise all of your votes in the same way, nor need you cast all of your votes.

Voting by proxy

If you cannot attend the Meeting, you may appoint a proxy to attend and vote for you. A proxy does not have to be a Shareholder. To ensure that all Shareholders can exercise their right to vote on each resolution, a proxy form is enclosed with this Notice of Meeting together with a reply paid envelope.

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

A Shareholder can direct its proxy to vote for, against or to abstain from voting on each resolution by marking the appropriate box in the Items of Business section of the proxy form. If a proxy votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed.

The Chairman will vote all undirected proxies in favour of Resolutions 1 to 5.

If the Chairman is to act as your proxy (whether by appointment or by default) and you have not given directions on how to vote by completing the appropriate box in the Items of Business section for Resolution 1 (Adoption of Remuneration Report), the proxy form expressly directs and authorises the Chairman to cast your votes "for" that Resolution. This express authorisation is included because without it the Chairman would be precluded from casting your votes as this Resolution is connected with the remuneration of Key Management Personnel.

If you are in any doubt as to how to vote, you should consult your professional adviser.

Proxy forms must be deposited at the Company's share registry, Computershare Investor Services Pty Ltd using the enclosed reply paid envelope or by posting, delivery or facsimile to:

CO2 Group Limited share registry

Computershare Investor Services Pty Limited

Mail: GPO Box 242
Melbourne Victoria 3001
Australia

Delivery: Level 2, Reserve Bank Building,
45 St George's Terrace, Perth,
Western Australia, 6000

Facsimile: 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Enquires: 1300 798 306 (within Australia)
+61 3 9415 4830 (outside Australia)

Proxy forms must be received not less than 48 hours before the time of the Meeting, that is, by 10am (EDST) on Wednesday, 26 February 2014.

The proxy form provides further information on what you need to do to appoint a proxy to attend and vote for you.

Voting by corporate representative

Any corporate Shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with:

- a) a letter or certificate executed in accordance with the Corporations Act authorising that person to act as the corporate Shareholder's representative at the Meeting; or

- b) a copy of the resolution appointing that person as the corporate Shareholder's representative at the Meeting, certified by a secretary or director of the corporate Shareholder.

The appointment of a corporate representative must be received by the Company or the Company's share registrar, Computershare Investor Services Pty Ltd, before the Meeting or at the registration desk on the day of the Meeting. Certificates of appointment are available at www.computershare.com or on request by calling Computershare Investor Services Pty Ltd on +61 1300 557 010.

Beneficial Shareholders

If you are a Beneficial Shareholder and have received these materials through your broker or through another intermediary, please complete and return the proxy form in accordance with the instructions provided to you by your broker or other intermediary.

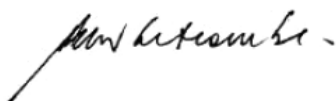
Key Dates

Event	Date
Determination of voting eligibility	7pm (EDST) on Wednesday, 26 February 2014
Deadline for lodgement of proxy forms	10am (EDST) on Wednesday, 26 February 2014
Annual General Meeting	10am (EDST) on Friday, 28 February 2014

Enquiries

Shareholders are invited to contact the Company Secretary by telephone on +61 8 9321 4111 if they have any queries in respect of the matters set out in these documents.

By Order of the Board
CO2 Group Limited



Harley Whitcombe
Company Secretary

Dated: 22 January 2014

CO2 GROUP LIMITED

ABN 50 009 317 846

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be transacted at the Annual General Meeting of the Company to be held at 10am (EDST) on Friday, 28 February 2014.

At that meeting, Shareholders will be asked to pass resolutions to:

- adopt the Remuneration Report for the financial year ended 30 September 2013;
- re-elect Mr Harley Whitcombe;
- approve the expansion of the Company's aquaculture business;
- subject to the above resolution being approved, to approve a change to the Company's name; and
- approve an additional 10% Share issue capacity.

The purpose of this Explanatory Memorandum is to provide information that the Board believes to be material to Shareholders in deciding whether or not to pass those resolutions. This Explanatory Memorandum and all attachments are important documents and should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice of Meeting, please contact the Company Secretary on +61 8 9321 4111, or consult your stockbroker or other professional adviser.

ORDINARY BUSINESS

CONSIDERATION OF FINANCIAL REPORTS

The Corporations Act requires the Financial Report, Directors' Report and the Auditor's Report of the Company (collectively the **Annual Financial Statements**) to be received and considered at the Annual General Meeting.

The Annual Financial Statements for the year ended 30 September 2013 are included in the Company's 2013 Annual Report, a copy of which can be accessed online at:

- the Company's website: www.co2australia.com.au; and
- the ASX website: www.asx.com.au.

Whilst the Corporations Act does not require Shareholders to approve these reports, Shareholders will have the opportunity to ask questions about the Annual Financial Statements at the meeting. As a Shareholder, you are entitled to submit a written question to the Company's auditor, Deloitte Touche Tohmatsu (**Auditor**) prior to the meeting provided that the question relates to:

- the contents of the Auditor's Report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company by 5pm (EDST) on Friday, 21 February 2014. All questions must be sent to the Company and may not be sent directly to the Auditor. The Company will forward all questions to the Auditor, as soon as practicable after they are received.

The Auditor or their representative will be present at the meeting and Shareholders will have the opportunity to ask the Auditor questions in relation to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in preparing its Financial Report; and
- the independence of the Auditor in relation to the conduct of the audit.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT FOR THE FINANCIAL YEAR ENDING 30 SEPTEMBER 2013

The Annual Report for the financial year ended 30 September 2013 contains a Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for Directors and specified Executives.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their shareholders that the Remuneration Report be adopted. However, the vote on Resolution 1 is advisory only and is not binding on the Directors or the Company.

At the Meeting, Shareholders will be given a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

Under the Corporations Act, if 25% or more votes are cast against the adoption of the Remuneration Report at 2 consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Directors (other than a managing director) who were in office at the date of the approval of the applicable Directors' Report must stand for re-election.

Directors Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR

Mr Harley Whitcombe

Mr Whitcombe has had many years' commercial and finance experience, providing company secretarial services to publicly listed companies. He is a CPA certified accountant and a member of the Australian Institute of Company Directors. Mr Whitcombe is the Chief Financial Officer of the Company and, since 12 November 2001, he has also been the Company Secretary. Mr Whitcombe retires pursuant to Rule 7.1(d) of the Company's constitution and being eligible, seeks re-election.

Directors' recommendation

The Directors (other than Mr Whitcombe who has an interest in the resolution) believe that the election of Mr Whitcombe is in the best interests of the Company and unanimously recommend that all Shareholders vote in favour of Resolution 2.

SPECIAL BUSINESS

RESOLUTION 3 – APPROVAL TO EXPAND AQUACULTURE BUSINESS

As foreshadowed over the past 2 years, CO2 has continued to diversify its operations through expansion of the services provided by our carbon business and the investigation of the opportunity to expand into new markets – namely large scale aquaculture for the production of marine protein.

While our carbon and related environmental services businesses will continue to be a substantial part of CO2's operations moving forward, diversification is important, particularly during the current period of uncertainty in the carbon regulatory and policy environment.

With the ongoing feasibility work on our large scale aquaculture project (which we refer to as **Project Sea Dragon** or **PSD**) and successful acquisition of the prawn farming business of Seafarm Pty Ltd (**Seafarm**) (see ASX announcement dated 20 December 2013), aquaculture (the farming of seafood) now has the potential to become an exciting and significant part of our ongoing business. Accordingly, the Board considers it appropriate to seek Shareholder approval to continue to investigate PSD and to expand the aquaculture business as opportunities become available to Western Australian Resources Limited and its subsidiaries (**WARL**).

Overview of CO2 activities

While CO2 is seeking approval to increase its aquaculture activities, it is important to recognise that CO2's carbon and environmental based businesses continue to be substantial and continuing businesses of the Company and are being retained by CO2. CO2 has, and will continue to have, the following key operating activities:

- **Carbon projects** – CO2 Australia has established over 26,400 hectares of forests carbon sinks. However, the continual amendment to Federal carbon policies and the related political uncertainty over the past 2 years have made it challenging to secure new carbon forest projects. With the reduction in new projects, the carbon sinks development program has

transitioned from the establishment phase to the management of substantial forest estates. These forest estates are managed for a range of blue chip companies in New South Wales, Victoria and Western Australia and service both voluntary and compliance carbon obligations. The Company remains committed to carbon forestry and is well positioned to take advantage of the expected recovery in this market over the next two years. For instance, the Federal Government's Direct Action Program is expected to provide fresh commercial opportunity to CO2's carbon forestry offering.

- **Environmental markets trading** - Over the past 2 years, CO2 has established a substantial trading platform for a broad range of environmental market instruments. Under the name Carbon Banc it trades across the spectrum of environmental credits (Small and Large Renewable Energy Certificates, Certified Emission Reductions, Voluntary Carbon Units, New Zealand Units) and has recently expanded into the Electricity Market. The business unit has ambitious plans based on deep analytics to secure further trading profits in related markets.
- **Environmental advisory** - CO2 recently acquired Ecofund, a business previously owned by the Queensland Government that trades environmental markets, provides environmental offset advisory services and develops carbon projects. Ecofund is a key service offering of CO2 and strong growth over the next 12 -24 months for this business is targeted.
- **Aquaculture** - Through its subsidiary, WARL, CO2 has continued to progress its development of Project Sea Dragon since mid 2012. The project is being developed to meet the growing global demand for high-quality, sustainably produced seafood. WARL has completed a concept study and an extensive pre-feasibility study. The production system is fully integrated with a feed mill, brood stock, hatchery and processing facilities. As announced on 20 December 2013, WARL has also acquired the prawn farming business of Seafarm, a fully integrated prawn aquaculture business in Australia.

A more detailed description of the activities for each of these operations is set out in the 2013 Annual Report released to ASX on 29 November 2013 and the ASX announcement made on 20 December 2013.

More details on the aquaculture business is set out below.

Carbon market update

As outlined in our Annual Report, the Australian carbon market remains a challenging one in which to operate. With the election of a new Australia Government in 2013 the policy direction of removing a comprehensive carbon pricing mechanism and replacing it with a program of Direct Action in which the Government would purchase abatement via a reverse auction, is clear. However, there remains considerable uncertainty about the ability of the Government to pass the legislation necessary for these changes given the composition of the Senate. With the new Senate sitting from July, the market expects changes to follow shortly thereafter. At the same time, details regarding the Direct Action Program, remain to be determined.

While the political, environment and policy uncertainty has delayed decision-making in relation to carbon compliance obligations, the science that underlies understanding of global warming and climate change continues to strengthen. This divergence and the absence of an unambiguous and strong compliance driver is likely to lead to growth in the voluntary segment of the carbon market. CO2 continues to pursue opportunities in this segment and recent success in securing a contract with Qantas is an example of this.

The company has major plantation establishment projects requiring completion, a biodiversity enhancement project funded by the Australian Government through its Biodiversity Fund.

While the company works to secure a pipeline of new establishment projects, existing carbon assets are transitioning into the Carbon Farming Initiative. This is a significant body of work with strong progress to date. More than 166,000 Australian Carbon Credit Units have been issued as a result of projects managed by CO2 Australia.

In order to manage through a transitional period, the Group has re-aligned its capability to focus on existing opportunities within the carbon and environmental services markets. This means reducing focus on establishment while continuing to manage carbon assets and retaining the capacity to ramp-up activity when conditions change. Carbon and environmental trading will continue with an expectation of increasing value across markets and our services offering has grown to include advisory work across carbon, biodiversity off-setting and related environmental service markets.

Thus, carbon, vegetation management and related environmental products are expected to remain core to the CO2 Group businesses.

Reason for seeking shareholder approval

Under the ASX Listing Rules, if a company introduces a new business, whether through acquisition (or a series of acquisitions) or development, which is planned to become its, or one of its, main undertaking (based on the measures identified by the ASX), then shareholder approval for the change of main undertaking is required.

When CO2 acquired WARL in August 2012 and progressed with the concept and feasibility studies for Project Sea Dragon, its expectation was that Project Sea Dragon would provide appropriate and complementary diversification for its existing successful carbon business. It continues to believe this will be the case. As Shareholders have been informed, WARL's aquaculture opportunities and business has developed and evolved successfully since that time and Shareholders have had the opportunity to assess the cumulative affect of those changes in the context of the changing carbon business environment. Subject to approval of Resolution 3, the Company can progress to develop Project Sea Dragon without the need for further shareholder approval.

The Board now recognises that there is a potential that the scale of the aquaculture business (comprising Project Sea Dragon and its aquaculture operations and assets in Queensland and Western Australia) will exceed that of the carbon business, if it is successfully developed. This is in part because of the decline in scale of the carbon business due to current regulatory and policy uncertainty - which CO2 expects will be a short term situation, and in part due to the potential and attractive opportunities provided by Project Sea Dragon and other opportunities to expand its recently acquired aquaculture operations.

Further investment in Project Sea Dragon, expansion of its aquaculture business and increased financial contribution by WARL's aquaculture operations is likely in the short to medium term. To authorise the Company to proceed with this investment and expansion, Shareholder approval is being sought.

In effect, the approval will authorise a change of the Company's activities from environmental services (particularly carbon) as its main undertaking to a structure which includes the Project Sea Dragon, its existing aquaculture business and its environmental and carbon business, or a combination of them. More details in relation to the aquaculture business and plans are set out below. The scale of each of these business activities will develop and fluctuate over time depending on market conditions, the relevant regulatory environment, available growth opportunities and other factors usually affecting businesses of this type.

Following the recent acquisition of the Seafarm business, the Company plans to expand its prawn farming operations through expansion and further acquisitions. It is important to note that CO2 is not disposing of its carbon operations. That will continue to be a core undertaking of the Group and continues to have potential for growth.

Directors' recommendation

The Directors unanimously recommend that Shareholders approve Resolution 3.

Aquaculture business

The following information regarding the aquaculture business and opportunities is provided to enable shares to assess how to vote on Resolution 3. Some of this information has previously been disclosed by CO2 to shareholders.

Background

Investigation of opportunities for new water projects, agribusiness and food development projects and a concept feasibility study for the development of large-scale aquaculture production systems in northern Australia initially commenced in 2011 when WARL was an independent company with CO2 as a major shareholder. CO2 acquired the shares in WARL it did not already own under a takeover offer in August 2012 when the Project Sea Dragon opportunity showed significant promise (see below). Since then, significant progress has been made by WARL with access to the technical skill, in house analytical tools and market insights obtained from the Company's environmental services background.

The Company recently acquired a prawn farming operation in northern Queensland which supplies prawns for the domestic market.

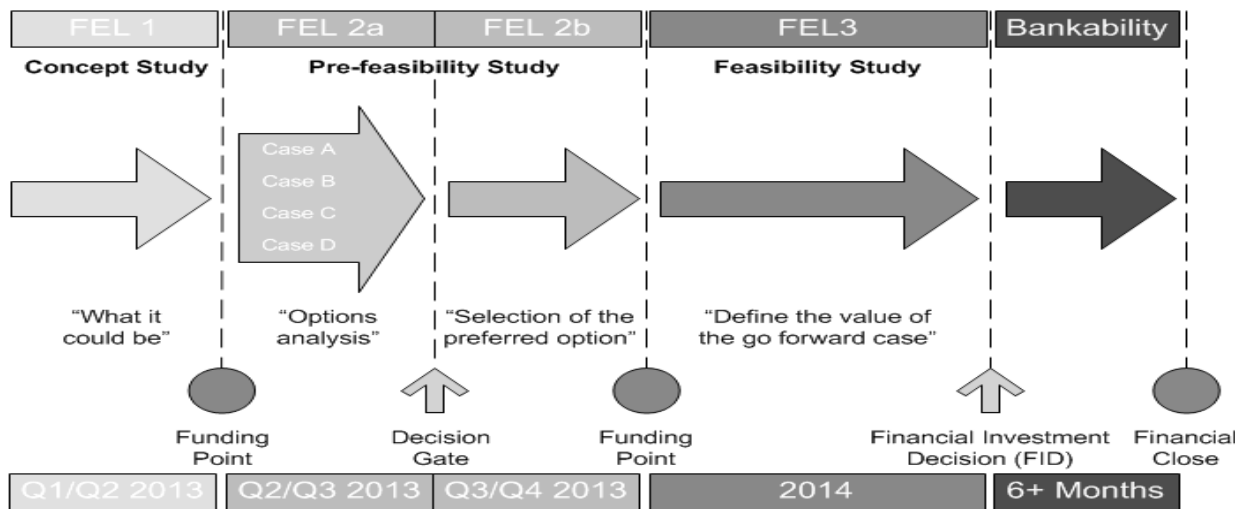
Project Sea Dragon

Project Sea Dragon is WARL's project to design and develop a world class and industrial scale aquaculture business which is a land based, low cost producer of large volumes of high quality Black Tiger Prawn predominantly for export to international markets. It seeks to use existing technology and know-how in northern Australian locations for established markets, but on a significantly larger scale than those previously conducted in Australia.

Based on findings to date, Project Sea Dragon is assessing the feasibility of the initial development of a production module of 10,000 hectares of grow out ponds producing annually over 100,000 tonnes of Black Tiger prawns. The enterprise is designed to meet high-volume, high-quality, long term supply arrangements with reputable established customers, providing them with food supply security into the future.

Staged approach to investment

The process for assessing Project Sea Dragon is being rigorously implemented with a staged approach to investment, which is diagrammatically shown below.



Project Sea Dragon is currently in the feasibility study phase (FEL3), having completed its concept study and pre-feasibility study. The feasibility studies will further assess and refine technical and engineering design and procurement, production systems, site establishment, operations management, plant and product marketing and how each component of the model will be funded and delivered.

WARL has identified its preferred site for Project Sea Dragon.

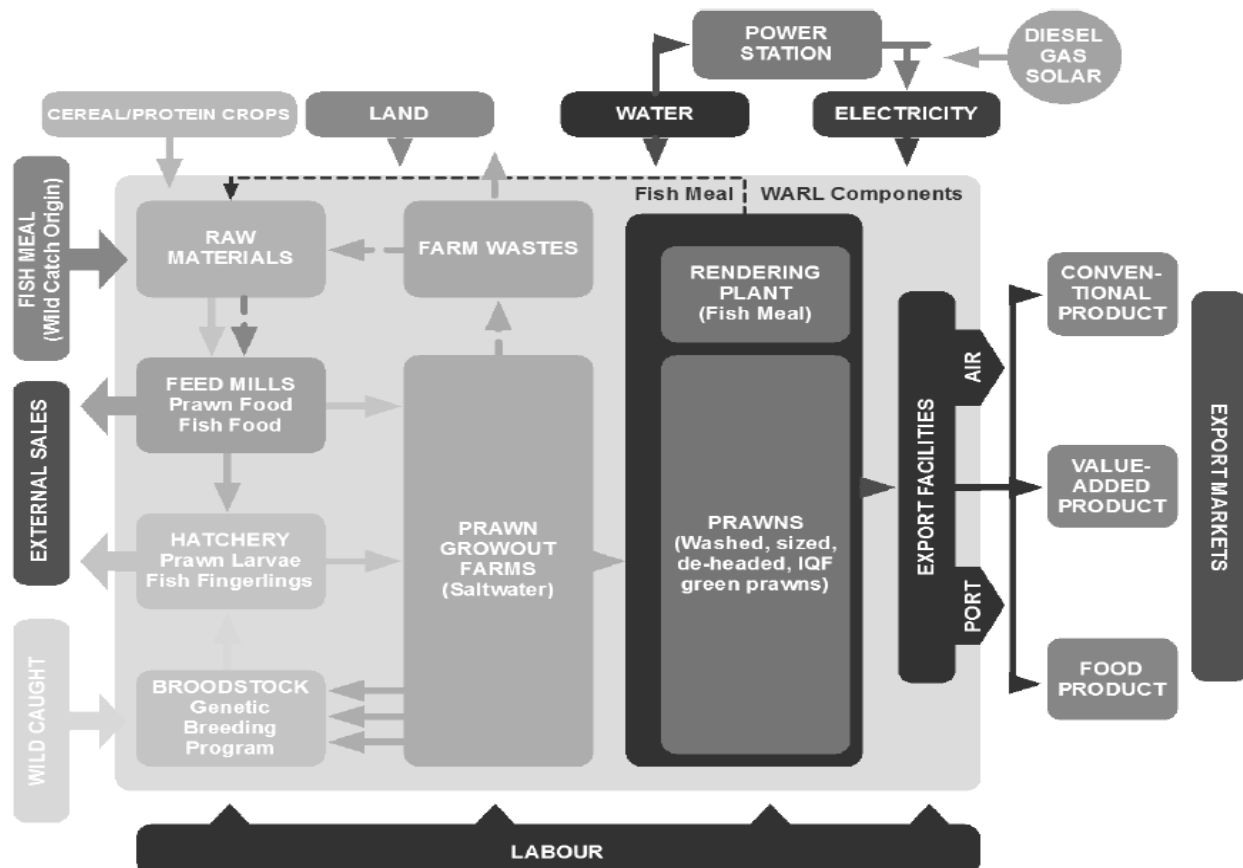
A large financial investment is required to establish and develop the project and efforts to secure a financial partner to implement PSD are continuing.

It is estimated that the initial 10,000 hectare development could be producing seafood in less than three years from the start of construction and be in full production by year seven. The key processes which are expected to influence this implementation schedule are:

- the breeding program including quarantining and disease screening of wild stock and the domestication of the stock to produce breeding families;
- the approvals process to gain the necessary authority to construct and operate the Project including preparation of an environmental impact statement (EIS);
- the feasibility process taking the project through to bankable feasibility; and
- the engineering, procurement and construction management (EPCM) phase which commences following financial close.

Key business components

Based on the concept and feasibility studies conducted to date, the proposed agribusiness model developed by WARL is shown diagrammatically below:



Infrastructure components

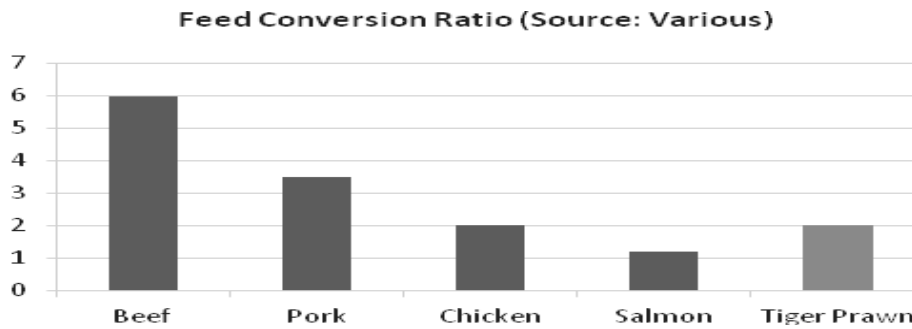
Based on the concept and feasibility studies conducted to date, the proposed key infrastructure components required for Project Sea Dragon are as follows:

- Breeding: Broodstock & hatchery facilities producing over 5 billion post-larvae (PL's) per annum.
- Grow-Out: 10,000 ha of land-based, pond grow-out farm(s) constructed as 27 'farmlets' (36 x 10ha ponds) and up to 5,000ha of water treatment ponds/canals and other infrastructure using low water exchange .
- Processing: Processing facilities for the freezing and packaging of shrimp for export.
- Support: Ancillary infrastructure including a combined diesel/gas ~100-160 MW power plant, a feedmill to produce the specialised feed and supporting logistics infrastructure.

An overview of the market dynamics

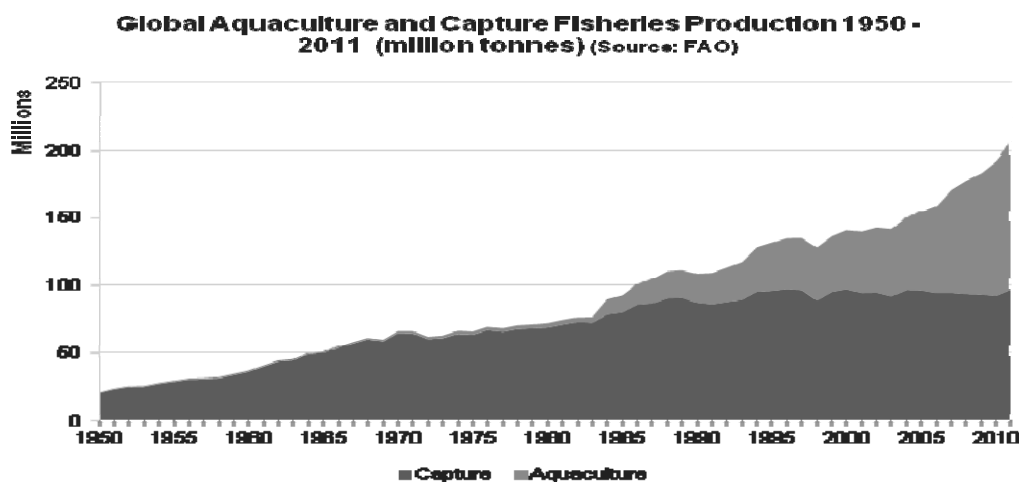
CO2 Group is confident that there will be strong global demand for high-quality well-priced seafood into the future and that Australia through Project Sea Dragon can play its part in supplying the market.

Aquaculture is an established source of protein supply: At an international level, aquaculture represents the third most important source of animal protein supply (behind chicken and pork) and is the fastest growing sector of the protein industry. Aquaculture is also a highly efficient way of converting vegetable proteins into animal protein and is uniquely positioned to respond to this growing demand for food.



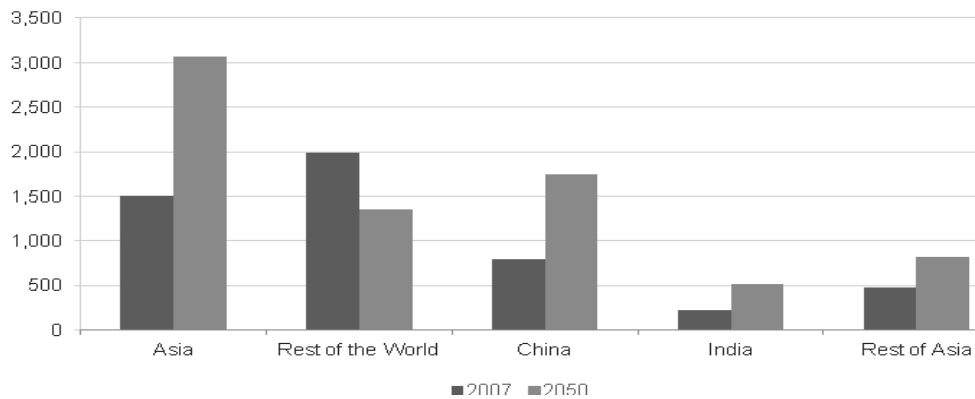
Growing population and increasing wealth underpinning the demand for protein: The global population is expected to increase from 7 billion today to 9 billion by 2050. Over that time the world's total food requirement is expected to increase by 70% in value due to increased aggregate food consumption and an increased share of animal protein due to the expansion of the middle class, particularly in Asia. The middle class is forecast to increase to 4.5 billion people by 2030. This economic and demographic shift will drive increased demand for high quality, safe and nutritious food.

Declining wild fish supply & political opposition: Fish supply from wild fisheries has reached its peak and many fisheries are already over-fished. This and the cost competitiveness of aquaculture compared to producing other sources of animal protein means large scale aquaculture will play an increasingly important role in meeting the rising demand for animal protein. Aquaculture now produces more than half the world's supply.



Chinese shift from exporter to importer of seafood: The growing consumption of seafood in China and the rise in aquaculture production is a leading indicator of the significant role that aquaculture will play in global food production over the next 40 years. China currently accounts for two-thirds of world aquaculture production but has recently switched from being a net seafood exporter to a net importer.

World Agri-food Demand by Region, 2007 and 2050 (US\$b)
(Source: ABARES)



Global demand and supply: Of the many species of seafood now produced, prawns are the most widely traded on world markets. Global shrimp production from aquaculture is estimated to be around 3.9 million tonnes per annum representing around 8% of total aquaculture, having grown from around 1.1 million tonnes per annum in the year 2000. This growth has largely been supplied out of Asia and in particular Thailand and Vietnam, which have developed significant shrimp industries including downstream processing.

Premium price: Shrimp sell at a price premium reflecting a higher cost of production compared with other mass produced seafood (eg Pangasius). However the taste benefits of shrimp enable this premium to be commanded and shrimp are a well-defined segment of the seafood market. There are well defined spot markets for import and export of shrimp and spot market pricing is transparent. Larger sizes typically trade at higher prices with prices for Black Tiger shrimp (HOSO frozen)¹ ranging from \$3.00/lb for medium sizes (31-40 pieces) to \$10.00/lb for the colossal sizes (<12 pieces).

Australia's competitive advantage: Internationally, new sites for aquaculture are limited. Furthermore, events over the past few years have demonstrated that continued growth in the production of prawns are not a foregone conclusion. In particular, there have been serious disease outbreaks across traditional producing regions such as in Asia, largely due to lack of management controls and poor environmental controls at a catchment level. Australia, on the other hand, is uniquely placed for aquaculture production by virtue of our sophisticated and demanding biosecurity standards, the high environmental integrity of our natural systems, our efficient and accessible infrastructure, our globally-leading aquaculture (and seafood) science, engineering and marketing capabilities, the availability of large scale coastal properties that provide the best biophysical qualities for prawn production and our isolation from other aquaculture regions. While prawn production is expected to recover in other regions as producers overcome the current disease challenge, more supply is required to meet market demand and Australia is well positioned to provide this.

¹ HOSO means head on shell on

To date Australia's domestic aquaculture production has focused on domestic supply and has lacked the scale of production to service the growing international demand. In addition, the location of the existing Australian operations limits expansion due to the environmental sensitivities associated with nutrient discharge on the Great Barrier Reef and the ecological values of adjoining landscapes.

Aquaculture operations

The Seafarm prawn farm acquired in January 2014 has historically produced up to 13% of Australia's land-based shrimp production which has been supplied to domestic markets. While providing an important platform for Project Sea Dragon, the Seafarm business also provides scope for expansion and the opportunity for WARL to become a leading supplier of large-piece shrimp in Australia. A business performance improvement program is underway at the Seafarm operations and material production increases are targeted.

The Company will seek to materially expand the scale and site diversification of its aquaculture operations if and when appropriate opportunities arise. Since acquisition of the Seafarm business, WARL plans to invest over \$12 million to expand its domestic aquaculture operations over the next 6 -12 months and this may increase if a strategic partner is identified to pursue further growth. Subject to appropriate opportunities arising, these plans include the acquisition of a series of prawn farming operations in northern Australia, expansion of those operations and/or the development of new prawn farming operations in northern Australia. If an acquisition triggers the ASX Listing Rule thresholds for a material change in scale of the company's business, some of these acquisitions may require further shareholder approval under chapter 11 of the ASX Listing Rules.

WARL's team

In addition to the support and involvement from the management and staff of CO2, the following working group has been established within CO2 to progress Project Sea Dragon:

- Ian Trahar (CO2 and WARL Director): Mr Trahar, who has an MBA from the University of Melbourne, has successful experience within the resources and finance industries, having established and managed several businesses within these sectors.
- Robert Bell (Managing Director of WARL): Mr Bell has environmental (Marine Biology) and legal qualifications. He has extensive experience in the management of government approvals and front-end development for major resource projects
- Dallas Donovan (Director Aquaculture Operations): Mr Donovan has 18 years' aquaculture experience, including technical and production management, harvesting, processing, marketing and project management. Mr Donovan recently spent 6 years leading aquaculture operations at National Prawn Company in Saudi Arabia, one of the world's largest fully integrated aquaculture operations.
- Ian Leijer (Director Business Development): Mr Leijer is a Chartered Accountant with over 20 years' experience in corporate finance, strategy and business management. He was previously CFO of former ASX listed company Avatar Industries Limited and interim CEO of ASX listed company Kresta Holdings Limited.

- Owen Stacy (Director PSD Project Delivery): Mr Stacey has 40 years' experience in engineering and project management, with major infrastructure, mining, ports, power generation and industrial projects. He also has extensive experience in company governance, strategic planning, risk management and feasibility study processes.
- Ian Longson (Non Executive director WARL): Mr Longson was previously Director General of the Western Australian Department of Agriculture & Food. He has significant agri-food production project experience in both public and private sectors,

Risks

There are a number of risks associated with Project Sea Dragon. These include:

- *Inability to raise sufficient capital:* The success of the project is likely to be dependent on the ability to raise sufficient capital to fund development. In addition, a long term off-take partner is likely to be required to support the capital required to establish the project. As announced on 16 April 2013, the Company has started discussions with various potential investors.
- *Environmental approvals and environmental impacts:* A significant number of government and environmental approvals are required for the development of the project. This is not surprising given the fact that aquaculture operations risk impacting the environment both internally and externally. Contamination could occur within the operations and externally. As part of the commercial studies undertaken by the Company, detailed strategies will be developed to minimise the impact and risks to the environment, including surrounding vegetation, terrestrial and marine species and water discharge.
- *Project economics:* As with any project, there is a risk that the economics of the opportunity have not been correctly estimated and assumptions fail to take into account new circumstances that arise. To mitigate this risk, the Company has used conservative assumptions. For example, the pricing assumptions used in modelling are below historical levels for shrimp of similar size and quality.
- *Operations:* Given the location of Project Sea Dragon, WARL may be unable to attract and retain suitable staff, poor labour efficiency/productivity may result, equipment used may not meet expectations and difficulties may arise with respect to logistics and marketing. In addition, labour costs in Australia are high compared with China and other Asian producers. However, Project Sea Dragon will use the latest technology, reducing the labour costs compared with other large farms.
- *Construction/project delivery:* Project Sea Dragon's major construction cost is earthworks and in all large scale infrastructure projects there is a risk of cost overrun. Detailed scoping and pre-feasibility has significantly de-risked the concept to its current stage, and the implementation of a detailed commercial study is designed to minimise the costs from potential errors that may arise in the delivery and construction phase of Project Sea Dragon.

Other information on impact of aquaculture business on CO2

CO2 reports on its aquaculture operations as a separate segment in its financial statements and so details regarding the financial performance of the aquaculture business segment is set out in the Annual Report. In particular it is noted that for the year to 30 September 2013, expenditure attributable directly to Project Sea Dragon was approximately \$5.6 million and aquaculture assets were approximately \$1.8 million. Since the financial year end, WARL acquired Seafarm business for total consideration of \$11.2 million, with approximately \$4.2 million of that cost being vendor financed.

The Seafarm business is expected to be a modest contributor to group profit for the 2014 Financial Year. Given that the acquisition of the Seafarm business was completed on 6 January 2014, CO2 is not in a position to provide detailed financial forecasts relating to that operation.

ASX has requested the Company disclose information regarding the proposed expenditure on the respective business activities so that Shareholders can assess the nature and scale of potential activities for each business segment. Forecast expenditure on the aquaculture business is highly dependent on securing a financing partner for Project Sea Dragon and on the potential growth opportunities which may arise for the aquaculture business. In the absence of a funding partner for Project Sea Dragon, planned expenditure on aquaculture (including expansion and acquisition of aquaculture operations) is estimated to be at least \$15 million over the next 12 months. This may change materially if a funding partner is secured for Project Sea Dragon or for accelerated growth of the aquaculture opportunities. Similarly, the existing carbon business expects its carbon activities to return to profitability with expenses and other expenditure arising in the conduct of its environmental offsets trading and other carbon activities to exceed \$35 million (segment information on environmental offsets segment for year to 30 September 2013 was revenue \$37.2 million and expenses of \$36.4 million – this information should be considered in the context of and subject to the assumptions and explanations contained in the 2013 Annual Report).

WARL is seeking financial partners to assist it with the completion of its studies and the development of its aquaculture business. Forecast expenditure to progress Project Sea Dragon is dependent on securing financial partners and the nature of aquaculture investment opportunities which are available to WARL.

14,255,531 CO2 shares were issued in relation to the acquisition of WARL in 2012. No other securities have been issued to fund the development of the aquaculture business to date. It is possible that future development and acquisition funding may be obtained through the issue of securities, including to a financial or strategic development partner.

The aquaculture business is operated through WARL and its subsidiaries. WARL has a separate Board, that reports to the CO2 Board.

No changes are proposed to be made to the CO2 Board at this stage.

RESOLUTION 4 – CHANGE OF NAME

Shareholder approval is sought to change the Company's Name from "CO2 Group Limited" to "Commodities Group Limited". The Directors believe that the new name more accurately reflects the proposed future operations of the Company, including the Company's intention to expand its aquaculture business (which the subject of Resolution 3 above). This resolution is subject to Resolution 3 being approved.

As required by section 157 of the Corporations Act, the change of name will only take effect if 75% or more of the votes cast by Shareholders entitled to vote on Resolution 4 are cast in favour of the resolution.

Directors' recommendation

The Directors believe that the change of name is in the best interests of the Company and unanimously recommend all Shareholders to vote in favour of Resolution 4.

RESOLUTION 5 – APPROVAL OF ADDITIONAL 10% SHARE ISSUE CAPACITY

ASX Listing Rule 7.1

ASX Listing Rule 7.1 allows the Company to issue equity securities up to 15% of its issued Share capital, in any 12 month period, without obtaining Shareholder approval by special resolution (**15% Share Issue Capacity**).

ASX Listing Rule 7.1A

In accordance with ASX Listing Rule 7.1A, eligible entities may seek shareholder approval at an annual general meeting to issue a further 10% of their issued share capital in addition to the 15% Share Issue Capacity (**10% Share Issue Capacity**).

For the purposes of ASX Listing Rule 7.1A, the Company is an eligible entity.

Any issue of securities under ASX Listing Rule 7.1A must be:

- in the same class as an existing quoted class of the Company's equity securities;
- issued at a maximum discount of 25% to the current market price; and
- calculated in accordance with the formula prescribed by ASX Listing Rule 7.1A.2.

Effect of Resolution 5

In Resolution 5, the Company seeks Shareholder approval to have the ability to issue securities under the 10% Share Issue Capacity.

The effect of Resolution 5 will be to:

- allow the Company to issue up to 25% of its issued Share capital during the 12 month period commencing from the date of the Annual General Meeting; and
- provide the Company with greater flexibility to issue securities above the 15% Share Issue Capacity, without obtaining Shareholder approval.

Technical information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the Company provides the following information for the purpose of obtaining Shareholder approval under Resolution 5.

- | | |
|---|---|
| 1. Minimum price at which equity securities may be issued | <p>The minimum price at which shares may be issued under the 10% Share Issue Capacity is 75% of the volume weighted average price of equity securities in the same class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none">(a) the date on which the price of the securities to be issued is agreed; or(b) if they are not issued within 5 ASX trading days of the date in paragraph (a), the date on which the securities are issued. |
| 2. Date on which Company may issue equity securities | <ul style="list-style-type: none">(a) If Shareholder approval of Resolution 5 is obtained, Shares may be issued under the 10% Share Issue Capacity during the period commencing on the date of the Annual General Meeting and ending on the first to occur of the following:<ul style="list-style-type: none">(i) 12 months after the date of the Annual General Meeting; and(ii) the date of Shareholder approval for any transaction under ASX Listing Rules 11.1.2 (significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (Material Change Resolution) (other than the Material Change Resolution contained in Resolution 3 above).(b) Any approval under ASX Listing Rule 7.1A will cease to be valid in the event that Shareholders pass a Material Change Resolution (other than Resolution 3 above). |
| 3. Purposes for which equity securities may be issued, including whether the Company may issue them for non-cash consideration | <ul style="list-style-type: none">(a) Shares may be issued under the 10% Share Issue Capacity for the following purposes:<ul style="list-style-type: none">(i) non-cash consideration for the development of the Company's carbon, environmental and aquacultural businesses. If this occurs, the Company will provide a valuation of the non-cash consideration in accordance with ASX Listing Rule 7.1A.3; or(ii) cash consideration. If this occurs, the Company intends to use the funds raised to develop the Company's carbon, environmental and aquacultural businesses, to acquire new assets or investments or for working capital purposes.(b) The Company will comply with its disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A in relation to any issue of securities under the 10% Share Issue Capacity.(c) The Company does not currently have specific projects in mind for the use of the 10% Share Issue Capacity. |
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- 4. Details of the Company's allocation policy for issues under approval**
- (a) The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue under the 10% Share Issue Capacity.
 - (b) The identity of allottees under the 10% Share Issue Capacity will be determined on a case-by-case basis having regard to factors which may include:
 - (i) the methods of raising funds which are available to the Company, including the time and market exposure associated with the various methods of raising capital applicable at the time of the raising;
 - (ii) the effect of any such issue on the control of the Company;
 - (iii) the financial situation of the Company; and
 - (iv) advice from corporate, financial and broking advisers.
 - (c) As at the date of this Notice, the allottees under the 10% Share Issue Capacity have not been determined. They may, however, include substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
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- 5. Previous approvals under ASX Listing Rule 7.1A**
- The Company previously sought and obtained Shareholder approval under ASX Listing Rule 7.1A at the Company's Annual General Meeting held on 14 February 2013.
- As at Monday, 20 January 2014 (being the last practicable date prior to finalising this Explanatory Memorandum), the Company has not issued any equity securities in the last 12 months.
-

- 6. Risk of economic and voting dilution**
- If Resolution 5 is approved by Shareholders and securities are issued under the 10% Share Issue Capacity:
- (a) the voting power of Shareholders who do not receive securities under the 10% Share Issue Capacity as a proportion of the voting power of all Shareholders will be diluted. The extent of that dilution will depend on the number of Shares issued;
 - (b) the value of the interests of Shareholders who do not receive securities under the 10% Share Issue Capacity may be diluted if Shares are issued at a price which represents a discount to their value before the issue is made. However, there are a range of other factors which may impact the value of Shares including, for instance, the impact of any capital raising on the Company and purpose for which the funds are used. Some of the more important factors which may impact the extent of any dilution in the value include the price at which the securities are issued and the number of securities issued; and
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(c) Shareholders should note that there is a risk that:

- (i) the market price for the Shares at the time they are issued under the 10% Share Issue Capacity may be materially higher or lower than on the date of the Annual General Meeting; and
- (ii) Shares may be issued under the 10% Share Issue Capacity at a price that is at a discount to the market price for those Shares on the date of their issue.

As required by the ASX Listing Rules, the table below shows a hypothetical example of the potential dilution of shareholders of the Company where the full 10% Share Issue Capacity is utilised, on the basis of three different assumed issue prices and numbers of ordinary securities on issue.

		Dilution when compared with the current issued share capital	Hypothetical issue price of shares issued under the 10% Share Issue Capacity		
			\$0.032 per share	\$0.064 per share	\$0.096 per share
Issued share capital	452,850,575 Current issued share capital	10% Share issue (9.09% dilution)	45,285,057 shares	45,285,057 shares	45,285,057 shares
		Funds raised	\$1,449,121.82	\$2,898,243.65	\$4,347,365.47
	679,275,863 50% increase in issued share capital	10% Share issue (9.09% dilution)	67,927,586 shares	67,927,586 shares	67,927,586 shares
		Funds raised	\$2,173,682.75	\$4,347,365.50	\$6,521,048.26
	905,701,150 100% increase in issued share capital	10% Share issue (9.09% dilution)	90,570,115 shares	90,570,115 shares	90,570,115 shares
		Funds raised	\$2,898,243.68	\$5,796,487.36	\$ 8,694,731.04

The above table has been prepared on the following assumptions:

1. The issue price is \$0.064 based on the closing price of the Company's shares on Monday 20 January 2014.
2. The current issued share capital has been calculated in accordance with the formula in ASX Listing Rule 7.1A(2).
3. The Company issues the maximum number of securities available under the 10% Share Issue Capacity.
4. No options are exercised prior to the date of issue of any shares under the 10% Share Issue Capacity.
5. The table shows the effect of issues of the Company's equity securities under the 10% Share Issue Capacity, not under the Company's 15% placement capacity.
6. The table does not show an example of dilution that may be caused to any particular Shareholder due to any placements under the 10% Share Issue Capacity.

Voting exclusion statement

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

At the date of the Notice of Meeting:

- the Company had not approached any existing Shareholder or class of security holders in relation to the proposed 10% Share Issue; and
- in accordance with ASX Listing Rule 14.11.1, the persons eligible to participate in a proposed issue (if any) under ASX Listing Rule 7.1A were not known by the Company.

Accordingly, no Shareholders are currently excluded from voting on Resolution 5.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

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 798 306
(outside Australia) +61 3 9415 4830

Proxy Form

 **For your vote to be effective it must be received by 10:00am (EDST) Wednesday, 26 February 2014**

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 as they choose. 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 information tab, "Downloadable 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 →



Update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

View the Annual Report:

www.co2australia.com.au

Your secure access information is:



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

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.

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 CO2 Group Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of CO2 Group Limited to be held at Corrs Chambers Westgarth, Level 36, Bourke Place, 600 Bourke Street, Melbourne, Victoria on Friday, 28 February 2014 at 10:00am (EDST) and at any adjournment or postponement of that Meeting.

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

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Harley Whitcombe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to expand Aquaculture Business	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Change of Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approve Additional 10% Share Issue Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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 / /