

LINDSAY AUSTRALIA LIMITED

ABN 81 061 642 733

**NOTICE OF EXTRAORDINARY GENERAL MEETING,
PROXY FORM AND EXPLANATORY MEMORANDUM**

Date of Meeting:	27 June 2014
Time of Meeting:	9:00am (AEST)
Place of Meeting:	McCullough Robertson Lawyers Level 11 Central Plaza Two 66 Eagle Street, Brisbane Qld 4000

LINDSAY AUSTRALIA LIMITED

ABN 81 061 642 733

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an extraordinary general meeting (**EGM**) of the shareholders of Lindsay Australia Limited (**Company**) will be held at 9.00am (AEST) on 27 June 2014 at McCullough Robertson Lawyers, Level 11 Central Plaza Two, 66 Eagle Street, Brisbane Qld 4000.

AGENDA

SPECIAL BUSINESS

Resolution 1 – Ratification of Placement

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

That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval be given for the recent placement of 31,921,429 fully paid ordinary shares in the Company to sophisticated or professional investors as announced to the market on 10 March 2014 as detailed in the accompanying Explanatory Memorandum.

Dated 14 May 2014

By order of the Board

Graham Johnston
Company Secretary

NOTES

VOTING ENTITLEMENT AND ADMISSION TO MEETING

For the purpose of determining entitlement to attend and vote and voting rights at the EGM, shares shall be taken to be held by persons who are registered as shareholders as at 7.00pm (AEST) on 25 June 2014. Transactions registered after that time will be disregarded in determining entitlements to attend and vote.

VOTING RESTRICTIONS

In accordance with the Listing Rule 14.11, the Company will disregard votes cast by any person who participated in the issue of shares under the Placement described in the Explanatory Notes or any of their associates.

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

- a person as a 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.

PROXIES

- A Proxy Form accompanies this Notice of Meeting.
- A member entitled to attend the EGM and vote has a right to appoint a proxy.
- The proxy need not be a member of Lindsay Australia.
- Any instrument appointing a proxy in which the name of the appointee is not completed is regarded as given in favour of the Chair of the meeting.
- The appointment of one or more duly appointed proxies will not preclude a member from attending the EGM and voting personally.
- Members who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote instead of themselves. An additional proxy form will be supplied by the Company on request by contacting the Company Secretary on (07) 3240 4904 or from outside Australia +617 3240 4904. Where two proxies are appointed, both forms should be completed with the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the votes.
- Proxy Forms must be signed by a member or the member's attorney or, if the member is a corporation, in accordance with section 127 of the Corporations Act or under hand of its attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered holder of Shares (e.g. an attorney), then the relevant authority (e.g. in the case of Proxy Forms signed by an attorney, the power of attorney or a certified copy of the power of attorney) must either have been exhibited previously to Lindsay Australia or be enclosed with the Proxy Form.

To be effective, Proxy Forms must be received by the Company at its registered office by delivery or by:

Post	The Company Secretary Lindsay Australia Limited Locked Bag 2004 ARCHERFIELD QLD 4108	Fax	(07) 3054 0240
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no later than 48 hours prior to the meeting.

If a body corporate is appointed as proxy, please write the full name of that body corporate (eg, Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act.
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the EGM.
- If no such evidence is received before the EGM, then the body corporate (through its representative) will not be permitted to act as your proxy.

Body corporate representatives

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the EGM.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of Lindsay Australia.
- To evidence the authorisation, either a certificate of corporate body representative executed under the common seal of the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required. The certificate or equivalent document must be produced prior to the EGM.

EXPLANATORY MEMORANDUM**Lindsay Australia Limited** ABN 81 061 642 733

The notice of the 2014 extraordinary general meeting of the Company contains 1 item of special business. This memorandum explains the item of business.

SPECIAL BUSINESS**Resolution 1 – Ratification of Placement****Background**

Listing Rule 7.1 known as the '15% rule', limits the capacity of a Company to issue securities without the approval of its shareholders. In broad terms, that rule provides that a Company may not, within a twelve month period, issue securities equal to more than 15% of the total number of ordinary securities on issue at the beginning of the 12 month period unless the issue is approved by shareholders or the issue otherwise comes within one of the exceptions to Listing Rule 7.1.

Listing Rule 7.4 allows a company in general meeting to ratify a previous issue of securities that was within the above 15% limit so that the previous issue can be treated as having been made with shareholder approval for the purposes of Listing Rule 7.1.

In accordance with Listing Rule 7.4, resolution 1 proposes the ratification of the share issue by the Company for the placement to sophisticated or professional investors completed on 10 March 2014 (**Placement**).

If this resolution is passed, the Company's 15% capacity will be 'refreshed' and the Company will have the capacity to issue securities within the 15% rule without shareholder approval for the 12 months following the passing of the resolution. This will allow the Company flexibility to respond in a timely manner to any opportunities, such as possible acquisitions or through increased capital investment. Any such issues of shares will be announced to the ASX in accordance with the Company's continuous disclosure obligations.

Information required by Listing Rule 7.5

The following information, in respect of the share issues to be ratified, is provided in accordance with the requirements of Listing Rule 7.5:

Listing rule no.	Subject	Information
7.5.1	The number of shares allotted	31,921,429 fully paid ordinary shares
7.5.2	The issue price of the shares	\$0.28 per share
7.5.3	The terms of the shares	All of the shares issued are fully paid ordinary shares which rank pari passu with existing ordinary shares on issue and have identical attaching rights.
7.5.4	The names of the allottees	Sophisticated and professional investors including clients and contacts of CCZ Corporate Finance Pty Ltd.
7.5.5	The use (or intended use) of the funds raised	The funds raised from the Placement are being used to increase working capital and fund investment in logistic and warehousing facilities to be used by the Company's group Transport and Rural divisions (as detailed in the announcement dated 10 March 2014).

Directors' recommendation

The directors, recommend that shareholders vote in favour of the ratification of the Placement shares.

Lindsay Australia Limited

PROXY FORM

ABN 81 061 642 733

Locked Bag 2004

ARCHERFIELD QLD 4108

Facsimile (within Australia):

07 3054 0240

Facsimile (international):

617 3054 0240

1. Member/s Name/s and Address

(Name of shareholder):

(Address of shareholder):

☐

Mark the box with an "X" if you have made any changes to your address details (see notes on completing this form)

2. Appointment of Proxy

I/We being a member/s of Lindsay Australia Limited and entitled to attend and vote hereby appoint

☐

The Chairman of the Meeting (mark with an "X")

OR

☐

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting

or in his/her absence, or if no person is named, the Chairman of the Meeting, as my/our proxy and to vote on my/our behalf in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Lindsay Australia Limited to be held at 9:00am (AEST) on 27 June 2014 at McCullough Robertson Lawyers on Level 11 Central Plaza Two, 66 Eagle Street, Brisbane Qld 4000 and any adjournment of that meeting.

3. Voting directions to your Proxy – please mark ☒ to indicate your directions

I/We direct my/our Proxy to vote in the following manner

For

Against

Abstain

Resolution 1 – Ratification of Placement (ASX Listing Rule 7.4)

☐☐☐

* 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.

4. Appointing a second Proxy

☐

Mark with an "x" if you wish to appoint a second proxy

The proxy is appointed to exercise

☐

%

OR

☐

State the percentage of your voting rights or the number of securities for this Proxy Form. (To be completed only if two proxies are being appointed.)

5. Authorised Signature(s)

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

Individual /Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Instructions for appointment of Proxy

Votes at the general meeting may be given personally or by proxy, attorney or representative. You need only complete and lodge the proxy form if you are not attending the meeting in person.

If you would like further information on the appointment of proxies please call Mr Graham Johnston on 07 3240 4900 during business hours.

HOW TO COMPLETE THIS PROXY FORM

1. Your name and address

Please insert your name and address as it appears on your holding statement.

2. Appointment of a proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy and will vote on your behalf. A proxy need not be a securityholder of Lindsay Australia Limited.

3. Votes on items of business

You may direct your proxy how to vote by placing a mark in one of the three 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 will vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

In accordance with ASX Listing Rule 14.2 the Chairman of the Meeting advises that his voting intentions in relation to undirected proxies, is to exercise them as a vote in favour of each of the resolutions.

4. Appointment of a second proxy

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephone from the share registry or Lindsay Australia Limited, or you may copy this form. You may not appoint more than two proxies to attend and vote at the meeting.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box;
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form; and
- (c) return both forms together in the same envelope.

5. Authorised signatures

You must sign this form as follows in the space provided:

Joint Holding: Where the holding is in more than one name all of the holders must sign.

Power of Attorney: If signed under a Power of Attorney, you must have already lodged it with the share registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: A Director can sign jointly with another director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. A sole Director of a corporation without a Company Secretary can sign, pursuant to s204A of the Corporations Act. Please indicate the office held by signing in the appropriate space.

Lodgment of Proxy Forms

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the registered office of the Company no later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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Your Contact Name	Contact Daytime Telephone	Date

Documents may be lodged with Lindsay Australia Limited in the following manner:

Postal

Locked Bag 2004
ARCHERFIELD QLD 4108

Delivery

44b Cambridge Street
ROCKLEA QLD 4106

Facsimile

(within Australia) 07 3054 0240
(international) 617 3054 0240