



CONSEGNA

ACN: 107 903 159

NOTICE OF 2013 ANNUAL GENERAL MEETING

Date: 12 November 2013

Time: 10:00 AM AEDT

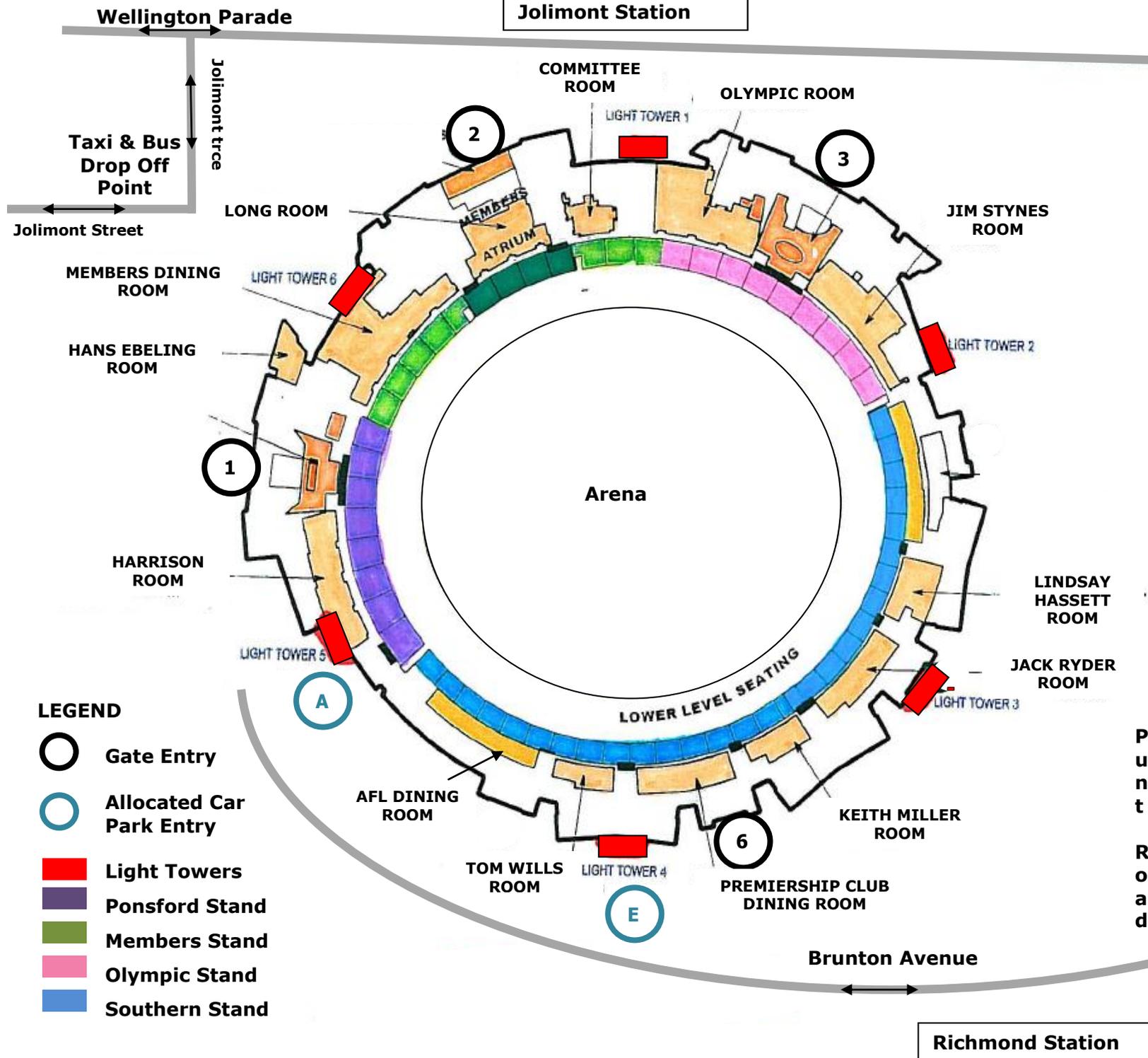
Location: Keith Miller Room in the Great Southern Stand (Level 2)
Melbourne Cricket Ground
Brunton Avenue, East Melbourne

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Hilton Hotel /
Jolimont Station

Keith Miller Room Level 2

Please use lifts 14,15 to access these rooms MCG Parking – Entrance E off Brunton Ave Gate entry – Gate 6A (b/w light towers 3&4)



- LEGEND**
- Gate Entry
 - Allocated Car Park Entry
 - Light Towers
 - Ponsford Stand
 - Members Stand
 - Olympic Stand
 - Southern Stand

If you are coming to the ground by –
TRAIN - RICHMOND STATION
 Exit station and cross Punt rd. Walk towards the MCG, along Brunton Ave, you will see some stairs, go up the stairs & enter at the above allocated room gate.

TRAIN - JOLIMONT STATION OR TRAM - FROM WELLINGTON PRDE
 Exit station and walk through the park towards the MCG & enter at the above allocated room gate

TRAM FROM OLYMPIC PARK
 Get off the tram at Rod Laver arena stop. Walk up ramp to the footbridge to the MCG & enter at the above allocated room gate

TAXI
 Ask the cab driver to drop you off at the corner of Jolimont Terrace and Jolimont Street & enter at the above allocated room gate

PUBLIC PARKING FACILITIES
 Federation Square – cnr Flinders & Swanston Streets
 City Square Car park – 202 /208 Flinders Lane
 Metered parking in the area – Jolimont Street, Jolimont Terrace, Clarendon Street

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Richmond Station

LETTER FROM THE CHAIRMAN

Dear Shareholder

It gives me great pleasure to report on a positive close to what has been a challenging 12 months for Consegna. Pleasingly, the turnaround of the company has put us in a position where we will start the new financial year with a renewed focus and a solid strategy to develop products in the respiratory and breathing management space.

The final step in this new direction is the implementation of a new corporate brand, **Rhinomed Limited**. As you would recognise, Rhinology is the area of medicine that concerns itself with the nose. We believe Rhinomed is a brand that better articulates the opportunities and the markets we are pursuing.

In February, we instituted a change in the Board structure and Management team. This included the appointment of Michael Johnson as CEO. Working closely with the board, he has put in place a systematic approach to tackling the core issues that has resulted in an improvement in shareholder value and the rapid progression of our commercialisation program for our main asset, the BreatheAssist™ technology platform.

The Company's core focus is the development and commercialisation of the BreatheAssist platform. The first product, the Turbine™ is being launched into the global sports market later this calendar year. Since February, we have made significant advances towards this goal and this is now reflected in the new product design and the disruptive branding and creative marketing campaign that will drive the launch of the Turbine™. These activities have been underpinned by a tight fiscal management plan and complemented by the execution of a manufacturing agreement with our manufacturing partner that will deliver long-term benefits to the Company.

We will continue to leverage the adoption and acceptance we achieve in the sport and exercise markets through the introduction of a range of new high value solutions in sleep and snoring, follow this with a suite of products targeting the general wellbeing market and continue the development of the drug delivery program. Our ability to adapt our core technology platform and tap into these high value consumer, medical and health markets will position the Company for long and sustained growth.

I would like to take this opportunity to thank the board and management team for their efforts in effecting the turnaround of the company. These endeavours are never undertaken lightly, however, the single-minded focus on delivering a return to shareholders has resulted in the development of a strategy that will deliver an exciting future for the company.

Thank you for your continued support and we look forward to a productive 2014 as Rhinomed Limited.



Martin Rogers, Chairman

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LETTER FROM THE CEO

The 2013 financial year is a story of two halves for the company. There is no question that the first half of the 2013 financial year was suboptimal for the Company with the resulting erosion in shareholder value testing the resolve of many of our long standing supporters.

The failure to secure the early stage global licensing deal for the BreatheAssist™ asset, the write down in the value of the Vibrovein™ technology, a significant overrun in expenses, the disposal of Aspen Medisys and a decrease in the value of the Company's 29% holding in Imugene Limited have all contributed to the \$19.6m loss for the 2013 financial year.

A change at both the management and board level in February 2013 allowed the company to reset its direction and following a period of restructuring the company is now set on a pathway to a sound future. We now have a business operation that reflects a more fiscally conservative company that is focused on realising the value of the BreatheAssist technology portfolio in the short to medium term.

This focus on building a unique position in the market as a leading developer and innovator of nasal and respiratory management technology is reflected in the recently announced change of the company's name to **Rhinomed Limited**.

Alongside this new strategy, management introduced a clear policy of only investing in activities that are aligned with the company's goals. We can report that this approach has delivered a significant reduction in expenditure in the second half of the financial year (decrease of 82%) when compared to the first six months and 75% when compared to the same period last year. We will continue to invest shareholders funds judiciously on activities and programs that are clearly designed to deliver a return to you, our shareholder.

The refocus of the company's resources has not come at the expense of progress. In fact, during this same period we have made remarkable progress towards finalising our first consumer product for launch later in calendar year 2013. This includes:

- o reviewing the Company's product portfolio,
- o undertaking consumer trials which provided input into branding, marketing and product development programs;
- o completing a branding exercise that resulted in the creation of the Turbine™ brand targeting the sport and exercise market;
- o undertaking a comprehensive review of the manufacturing arrangements and locking in a highly attractive manufacturing agreement that delivers long term benefits to the Company;
- o developing a launch program that will see the Turbine™ product being sold on line in the second half of 2013.

With all of our reforms, the Company's new strategy is clear:

- I. commercialise the existing BreatheAssist technology in consumer markets;
- II. clearly demonstrate that these markets provide the basis for long term growth;
- III. continue to build and strengthen the technology platform in the medical and healthcare markets;
- IV. optimise the commercialisation of these opportunities by leveraging the established positions in the consumer markets;
- V. clearly demonstrate the strategic value of the portfolio to prospective partners.

Our first consumer offering, the Turbine will be launched in the sport and exercise market. Our entry point is the online Australian sport and exercise market, however we expect to see longer-term growth from the global cycling, triathlete, running and aerobic sports markets.

Sports participation rates worldwide continue to rise. Driven in part by an increased focus on health and wellbeing in many western economies, sport increasingly plays a critical role in reducing the economic burden of illness and disease on an economy. We also note that the global trend towards 'wearable technology' continues to grow with the successful introduction of a range of health and wellbeing technologies including Jawbone's UP and the FitBit. The company's BreatheAssist technology platform will become a strong competitor in the emerging wearable technology and mobile health markets.

The company's focus on aerobic activities such as cycling, running and triathlon will leverage the extraordinary growth both these traditional sports and a growing range of niche activities are experiencing. In 2012, over 1 million Americans participated in two or more triathlons, global participation in the new endurance event series, Tough Mudder, topped half a million people, making it the world's fastest growing adventure series. Locally, charity events like the Sydney City2Surf marathon has become the world's largest fun run with 85,000 registered participants this year - a greater number than the London and New York marathons combined.

Every single participant in these events has one goal in mind - to improve their performance and feel good as a result. We believe that the Turbine's compelling proposition, the delivery of 38% more airflow, will resonate strongly with this market. This hypothesis was confirmed by the participants in the Company's recently conducted user research trial.

The sport and exercise market is well recognized as an early adopter of new innovative technologies. Importantly, they are also a relevant and powerful reference set for the much larger markets the company is seeking to target in the wellbeing, sleep and drug delivery space.

In regards to the Vibrovein asset, following a review of the core assumptions driving the valuation of the intellectual property and market opportunity, the Company recognised impairment in the value of its intellectual property of \$10m. Despite this, we remain committed to the commercialisation of the Vibrovein technology. We will continue to identify opportunities to strengthen the IP through R&D activities with the view to package the asset for future divestment to an appropriate partner.

Your Board remains confident that the strategies put in place will deliver a positive outcome for all shareholders. Our mission, to demonstrate that the technology has the potential to deliver strong revenues lines, while also clearly showing the long-term strategic value to larger partners, remains in place. The Company is on track to book revenues this calendar year and will continue to bring to market compelling high value solutions in the sleep, wellbeing and drug delivery markets.

We thank all shareholders for their strong support and patience over this difficult period. The Company is now well positioned to take full advantage of some exciting opportunities in 2014.



Michael Johnson, CEO

CONSEGNA GROUP LIMITED
ACN: 107 903 159

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2013 Annual General Meeting of Consegna Group Limited ACN 107 903 159 will be held in the Keith Miller Room in the Great Southern Stand (Level 2) of the Melbourne Cricket Ground on Tuesday, 12 November 2013 at 10:00am.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

1. Agenda for the Meeting

Financial statements and reports

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and auditors for the financial year ended 30 June 2013.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the Company's annual financial statements and reports.

The Company's auditor, HLB Mann Judd, will be present at the Meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

The Consegna Group Limited 2013 Annual Report can be viewed online at the Company's website www.consegna.com on the "Annual Reports" page under "Investor Information".

Resolution 1 - Adoption of Remuneration Report

To consider and if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2013 included in the Directors' Report, which is attached to the Company's annual financial report as required under section 300A of the Corporations Act, be adopted by the Company."

Voting Exclusion Statement: In accordance with the Corporations Act the Company will disregard any votes cast in relation to this resolution by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group whose remuneration is included in the Remuneration Report and their closely related parties (Excluded Persons). However, the Company need not disregard a vote if:

- it is cast by an Excluded 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 a direction on the proxy form to vote as the proxy decides.

Resolution 2 – Change of Company name to Rhinomed Limited

To consider, and if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

“That, for the purposes of section 157(1) of the Corporations Act and all other purposes, approval is given that the name of the Company be changed from Consegna Group Limited to Rhinomed Limited with effect from the date that ASIC registers the change in the name.”

Resolution 3 – Re-election of Lord Simon Reading as a Director

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of clause 11.3 of the Constitution and for all other purposes, Lord Simon Reading, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

Resolution 4 – Approve the previous issue of 39,085,922 Shares

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.4 and all other purposes, the previous issue of 39,085,922 Shares, as referred to in the Explanatory Statement, is approved.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any person who participated in the issues of Shares and any of their associates. 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.

Resolution 5 – Approve the issue of up to 3,809,524 Shares as consideration for fees payable

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of up to 3,809,524 Shares to Golden Five Limited or its nominee, as referred to in the Explanatory Statement, is approved.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any person who will participate in the issue and any of their associates. 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.

Resolution 6 – Approve the issue of 15,250,000 Options

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of 15,250,000 Options, as referred to in the Explanatory Statement, is approved.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any person who will participate in the issue and any of their associates. 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.

Resolution 7 – Approval of additional capacity to issue shares under ASX Listing Rule 7.1A

To consider, and if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by a person who may participate in the 10% Placement Facility issue and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if this Resolution is passed, and any associates of those persons. However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- it is cast by the Chairman 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.

2. Determination of voting entitlement

For the purpose of determining a person’s entitlement to vote at the Meeting, a person will be recognized as a shareholder and the holder of Shares if that person is registered as a holder of those Shares at 7:00 p.m. AEDT on 8 November 2013.

3. Votes

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

4. Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company by 10:00 a.m. AEDT on 10 November 2013:

- by mail to the Company at PO Box 8694, Armadale, VIC, 3143;
- personally to the Company at Suite 1, 1233 High St, Armadale, VIC, 3143; or
- by facsimile to +61 (03) 9822 7735.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business.

Subject to the voting restrictions set out in the Voting Exclusion Statement, the Chairperson will vote undirected proxies on, and in favour of all Resolutions.

If the proxy is the Chairman, the Chairman can also vote undirected proxies on the Resolution to adopt the Remuneration Report (Resolution 1) provided that proxy form expressly authorises the Chairman to vote even though the Resolution is connected with the remuneration of the key management personnel.

A form of proxy accompanies this Notice. Further instructions are on the Proxy Form.

5. Questions and Comments by Shareholders at the Meeting

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, HLB Mann Judd. These questions should be relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to HLB Mann Judd if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2013. Relevant written questions for HLB Mann Judd must be received by the Company no later than 10:00am AEDT on 5 November 2013. A representative of HLB Mann Judd will provide answers to the questions at the Meeting.



Justyn Stedwell

Company Secretary

On behalf of the Board of Directors
Consegna Group Limited

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Resolution 1: Adoption of remuneration report

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 30 June 2013.

The Remuneration Report sets out details of the remuneration received by the directors and key Company executives, in addition to describing Board policy in respect of remuneration. Resolution 1 seeks shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of this resolution is not binding on the Company or the Board. However, sections 250U to 250Y of Corporations Act requires a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report and provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the 2014 Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Company has not received a first strike.

The Remuneration Report is set out in the Company's 2013 Annual Report which can be viewed online at the Company's website, www.consegna.com or the new www.rhinomed.com.au.

Resolution 2 – Change of Company name to Rhinomed Limited

General

The Company is focused on creating a global technology brand based on its BreatheAssist nasal technology. The Board and management team have reviewed the Company branding and have concluded that the current Company name does not reflect the Company's future nor would it assist with the creation of significant value. As a result the Board is proposing to change the name of the Company to better reflect its focus on nasal and respiratory technologies.

The Company proposes to change its name from Consegna Group Limited to Rhinomed Limited. *Why Rhinomed?* Rhinology is the branch of medicine related to the nose. Our clear focus on nasal and respiratory technologies and desire to clearly position the Company as a leader in this space makes this choice straightforward.

Section 157(1) of the Corporations Act

In accordance with section 157(1) of the Corporations Act, the proposed change of company name requires the approval of Shareholders by special resolution. A special resolution is a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

The Company has reserved the proposed change of name with ASIC, immediately prior to the General Meeting, to ensure the name is available should Shareholders approve this resolution. The change in Company name will take effect from the date that ASIC registers the change in the name.

Director's recommendation

All of the Directors recommend that shareholders vote in favour of Resolution 2.

Resolution 3: Election of Lord Simon Reading as a Director

In accordance with clause 11.3 of Constitution, Lord Simon Reading, a Director who retires by rotation at the close of this Annual General Meeting, offers himself for re-election as a Director.

Details of Lord Simon Reading's qualifications, experience and special responsibilities are set out in the Company's 2013 Annual Report.

Director's recommendation

All of the non-associated Directors recommend that shareholders vote in favour of Resolution 3.

Resolution 4 – Approve the previous issue of 39,085,922 Shares

General

From 31 May 2013 to 28 August 2013, the Company issued 39,085,922 Shares without prior shareholder approval in accordance with ASX Listing Rule 7.1.

ASX Listing Rule 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12 month period without the prior approval of shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies.

Under ASX Listing Rule 7.4 an issue of equity securities will be treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it.

The previous issues of a combined total of 39,085,922 Shares did not breach ASX Listing Rule 7.1 and the Company now seeks subsequent Shareholders approval for the previous issue of 39,085,922 Shares for the purposes of ASX Listing Rule 7.4 and all other purposes.

If Resolution 4 is approved, the prior issues of Shares (totaling 39,085,922 Shares) the subject of Resolution 4 may be treated by the Company as having been made with approval under ASX Listing Rule 7.1. The Company will therefore be able to issue additional equity securities without the Shares the subject of Resolution 4 counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.5

The following information is provided in compliance with ASX Listing Rule 7.5:

- a) ASX Listing Rule 7.5.1: Number of securities issued:
39,085,922 Shares.
- b) ASX Listing Rule 7.5.2 & 7.54: Issue price of securities & Name of allottees or basis on which allottees were determined:

| Date of Issue | No. of Shares | Issue Price (per Share) | Allottees | Purpose |
|---------------|-------------------|-------------------------|---|--|
| 31/05/13 | 400,000 | \$0.03 | S&A Capital Pty Ltd | Consideration for fees payable |
| 28/06/13 | 7,142,857 | \$0.014 | HSBC Custody Nominees (Australia) Ltd | Conversion of Convertible Note |
| 9/07/13 | 12,500,000 | \$0.014 | HSBC Custody Nominees (Australia) Ltd | Conversion of Convertible Note |
| 28/08/13 | 19,043,065 | \$0.04 | Sophisticated and / or professional investors | To Raise funds for working capital and development of BreatheAssist product suite. |
| Total | 39,085,922 | | | |

- c) ASX Listing Rule 7.5.3: Terms of securities

The Shares rank equally in all respects with all other Shares on issue.

- d) ASX Listing Rule 7.5.5: Use (or intended use) of the funds raised

No funds were raised from the issue of 400,000 Shares on 31 May 2013 as Shares were issued as Consideration for fees payable.

Funds raised from the remaining Share issues referred to in this Resolution have been used or will be used to fund working capital and the development of BreatheAssist product suite.

- e) ASX Listing Rule 7.5.6: Voting exclusion statement

A voting exclusion statement is included in the Notice.

Director's recommendation

All of the Directors recommend that shareholders vote in favour of Resolution 4.

Resolution 5 – Approve the issue of up to 3,809,524 Shares to Golden Five Limited

General

Resolution 5 seeks shareholder approval for the issue of up to 3,809,524 Shares to Golden Five Limited in consideration of its assistance in the development and promotion of the business of the Company and its products including the BreatheAssist product suite. The Company has agreed, subject to obtaining shareholder approval, to issue Golden Five Limited 3,809,524 Shares at an issue price of \$0.021 as consideration for \$80,000 in fees payable.

Shareholder approval is sought for the purposes of ASX Listing Rule 7.1 and all other purposes.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 prohibits the Company from issuing or agreeing to issue more than 15% of its issued equity securities in any 12 month period without the approval of shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies.

If Resolution 5 is approved, the Shares issued by the Company to Golden Five Limited may be treated by the Company as having been made with approval under ASX Listing Rule 7.1. The Company will therefore be able to issue additional equity securities without the Shares and Options the subject of Resolution 5 counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.3

The following information is provided in compliance with ASX Listing Rule 7.3:

a) ASX Listing Rule 7.3.1: The maximum number of securities the entity is to issue
3,809,524 Shares.

b) ASX Listing Rule 7.3.2: The date by which securities will be issued

If shareholder approval is obtained, the issue of the Shares will occur within three months of the date of the General Meeting.

c) ASX Listing Rule 7.3.3: Issue price of securities

\$0.021 per Share, which is equal to the VWAP of Shares as traded on ASX in the 5 trading days preceding 11 May 2013.

d) ASX Listing Rule 7.3.4: Name of allottees or basis on which allottees are determined

Golden Five Limited or its nominee.

e) ASX Listing Rule 7.3.5: Terms of securities

The Shares will rank equally in all respects with all other Shares on issue in the Company.

f) ASX Listing Rule 7.3.6: Intended use of the funds raised

No funds will be raised by the issue of the Shares as they are being issued in consideration of Golden Five Limited's assistance in the development and promotion of the Company's business and its products.

g) ASX Listing Rule 7.3.7: Dates of allotment

If shareholder approval is obtained, the allotment of the Shares will occur progressively and within three months of the date of the Meeting.

h) ASX Listing Rule 7.3.8: Voting exclusion statement

A voting exclusion statement is included in the Notice.

Director's recommendation

All of the Directors recommend that shareholders vote in favour of Resolution 5.

Resolution 6 – Approve the issue of 15,250,000 Options

General

In August 2013, the Company completed a private placement of 25,000,000 Shares at \$0.04 per Share to professional and/or sophisticated investors, raising approximately \$1,000,000 before costs. The 25,000,000 Shares were issued in accordance with ASX Listing 7.1 and 7.1A. In addition, the Company has agreed, subject to shareholder approval, to issue 1 free attaching Option for each four Shares issued to investors who participated in the private placement in August 2013. Accordingly the Company seeks approval to issue 6,250,000 Options to sophisticated and/or professional investors pursuant to this Resolution 6.

In addition, the Company is seeking approval for the issue of an additional 9,000,000 Options as consideration for fees payable for broker and corporate advisory services provided to the Company.

Resolution 6 seeks shareholder approval for the issue of 15,250,000 Options (6,250,000 Options to be issued as free attaching Options to 25,000,000 Shares issued pursuant to a capital raising in August 2013 and 9,000,000 Options to be issued as consideration for fees payable to brokers and advisors). Approval is sought for the purposes of ASX Listing Rule 7.1 and all other purposes.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 prohibits the Company from issuing or agreeing to issue more than 15% of its issued equity securities in any 12 month period without the approval of shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies.

For the purpose of ASX Listing Rule 7.1, the issue of a convertible security is treated as an issue of the capital of the Company on a fully converted basis.

If Resolution 6 is approved, the Options issued by the may be treated by the Company as having been made with approval under ASX Listing Rule 7.1. The Company will therefore be able to issue additional equity securities without the Options the subject of Resolution 6 (and any Shares issued

upon exercise of such Options) counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.3

The following information is provided in compliance with ASX Listing Rule 7.3:

- a) ASX Listing Rule 7.3.1: The maximum number of securities the entity is to issue

15,250,000 Options.

- b) ASX Listing Rule 7.3.2: The date by which securities will be issued

If shareholder approval is obtained, the issue of the Options will occur within three months of the date of the General Meeting.

- c) ASX Listing Rule 7.3.3: Issue price of securities

Options will be issued for nil consideration.

- d) ASX Listing Rule 7.3.4: Name of allottees or basis on which allottees are determined

6,250,000 Options will be issued to professional and/or sophisticated investors who participated in the Company's August 2013 capital raise.

9,000,000 Options will be issued to Peloton Capital Pty Ltd or its nominees and brokers / advisors who have assisted the Company in its capital raising and provided corporate advisory services to the Company.

- e) ASX Listing Rule 7.3.5: Terms of securities

See Appendix A for terms of Options.

- f) ASX Listing Rule 7.3.6: Intended use of the funds raised

No funds will be raised from the issue of Options. It is anticipated that any funds raised from the exercise of Options (if this occurs) will be used for working capital purposes and to fund the continued development and commercialisation of the Company's product range. There is no guarantee that the Options will be exercised at all.

- g) ASX Listing Rule 7.3.7: Dates of allotment

If shareholder approval is obtained, the allotment of the Options will occur progressively and within three months of the date of the Meeting.

- h) ASX Listing Rule 7.3.8: Voting exclusion statement

A voting exclusion statement is included in the Notice.

Director's recommendation

All of the Directors recommend that shareholders vote in favour of Resolution 6.

Resolution 7 – Approval of additional capacity to issue shares under ASX Listing Rule 7.1A

ASX Listing Rule 7.1A

In 2012, the ASX introduced ASX Listing Rule 7.1A which enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12 month period commencing after the annual general meeting (Additional Placement Capacity). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution, at an annual general meeting before any equity securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an 'eligible entity'. The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. Therefore, if the Additional Placement Capacity is approved, the Directors will be allowed to issue equity securities of up to 25% (Up to 10% pursuant to ASX Listing Rule 7.1A and up to 15% pursuant to ASX Listing Rule 7.1) of the Company's issued share capital. If the Additional Placement Capacity is not approved, the Directors will still be allowed to issue equity securities of up to 15% of the Company's issued capital pursuant to ASX Listing Rule 7.1.

The Company seeks Shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity should the need arise.

Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue 12 months before the date of issue or agreement:

- a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- b) plus the number of partly paid shares that became fully paid in the 12 months;
- c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- d) less the number of fully paid shares cancelled in the 12 months.
- e) Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A the Company provides the following information.

Any securities issued under the Additional Placement Capacity will be in the same class as existing quoted securities of the Company.

The issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.

The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in Table 1). There is also the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

Equity securities under the Additional Placement Capacity may be issued until the earlier of:

- 12 November 2014; and
- the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

Any approval of the Additional Placement Capacity at this Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

The Company may issue equity securities under the Additional Placement Capacity for the following purposes:

- non-cash consideration: for the acquisition of new biotechnology assets and investments (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rules); or
- cash consideration: to raise funds for working capital purposes, to fund the continued development and commercialisation of the Company's product range and/or to fund the acquisition of new biotechnology assets.

The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue.

The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial position of the Company; and
- advice from the Company’s advisors.

The allottees under the Additional Placement Capacity have not yet been determined but allottees may include existing shareholders, existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Table 1 shows the dilution of Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2).

Table 1 also shows:

- two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 1

| Variable ‘A’ in Listing Rule 7.1A.2 | | Dilution | | |
|---|------------------------|---|-----------------------------------|--|
| | | \$0.021 50% decrease in Issue Price | \$0.042 Current Issue Price | \$0.084 100% increase in Issue Price |
| Variable A - 331,252,461 Shares | 10% Voting Dilution | 33,125,246 Shares | 33,125,246 Shares | 33,125,246 Shares |
| | Funds Raised | \$695,630 | \$1,391,260 | \$2,782,520 |
| 50% increase in Variable A - 496,878,692 Shares | 10% Voting Dilution | 49,687,869 Shares | 49,687,869 Shares | 49,687,869 Shares |
| | Funds Raised | \$1,043,445 | \$2,086,890 | \$4,173,781 |
| 100% increase in Variable A - 662,504,922 Shares | 10% Voting Dilution | 207,632,511 Shares | 207,632,511 Shares | 207,632,511 Shares |
| | Funds Raised | \$1,391,260 | \$2,782,520 | \$5,565,041 |

Table 1 has been prepared based on the following assumptions:

- Variable A is based on the number of Shares on issue at 1 October 2013
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under ASX Listing Rule 7.1.
- The issue of equity securities under the additional placement capacity includes only Shares.
- The Current Issue Price of \$0.042 was most recent price of Shares as traded on ASX as the time of preparing this Notice (1 October 2013). This price may fluctuate between the time of preparing this Notice and the date of the Meeting and the date that any Shares are issued by the Company pursuant to ASX Listing Rule 7.1A.

The Company previously obtained approval for the Additional Placement Capacity at its 2012 Annual General Meeting.

A voting inclusion statement is included in this Notice. In accordance with ASX Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

Director's recommendation

All of the Directors recommend that shareholders vote in favour of Resolution 7.

In the 12 months prior to the Meeting, the Company has issued 123,619,857 Shares (on a post 5:1 consolidation basis) representing 59.54% of Shares on issue (on a post 5:1 consolidation basis) 12 months prior to the Meeting.

The information in the below tables is provided in accordance with ASX Listing Rule 7.3A.6 (b).

Pre 5:1 Consolidation Share issues in 12 months prior to Meeting

| Date of Issue | No. Ordinary Shares | Issue Price | Closing Price* | Discount / Premium# | Issued to / basis of issue | Cash / Non-Cash | Funds Raised | Use of funds or if non-cash then value based on post consolidation share price of \$0.042 |
|---------------|---------------------|-------------|----------------|---------------------|---|-----------------|--------------|---|
| 23/11/12 | 12,500,000 | \$0.008 | \$0.009 | -11.11% | Placement – HSBC Custody Nominees (Australia) Ltd | Cash | \$100,000 | Funds used for working capital and product development |
| 24/12/12 | 76,800,000 | \$0.004 | \$0.003 | 33.33% | Sophisticated / Professional Investors | Cash | \$307,200 | Funds used for working capital and product development |
| 24/12/12 | 12,500,000 | \$0.004 | \$0.003 | 33.33% | Fees Payable - Celtic Capital, Y. Chkorbatov & J. Hahn | Non-Cash | Nil | Current non-cash value of \$105,000 |
| 25/01/13 | 38,200,000 | \$0.004 | \$0.004 | 0.00% | Sophisticated / Professional Investors | Cash | \$152,800 | Funds used for working capital and product development |
| 30/01/13 | 37,500,000 | \$0.002 | \$0.004 | -50.00% | Placement - HSBC Custody Nominees (Australia) Ltd | Cash | \$75,000 | Funds used for working capital and product development |
| 30/01/13 | 37,500,000 | \$0.002 | \$0.004 | -50.00% | Convertible Note Conversion - HSBC Custody Nominees (Australia) Ltd | Cash** | \$75,000** | Funds used for working capital and product development (Funds received on issue of Convertible Note in June 2012) |
| 18/02/13 | 109,875,000 | \$0.004 | \$0.007 | -42.86% | Share Purchase Plan | Cash | 439,500 | Funds used for working capital and product development |
| 21/02/13 | 48,310,000 | \$0.004 | \$0.005 | -20.00% | Sophisticated / Professional Investors | Cash | 193,240 | Funds used for working capital and product development |
| 3/04/13 | 3,200,000 | \$0.025 | \$0.008 | 212.50% | Fees Payable (Golden Five Ltd) | Non-Cash | Nil | Current non-cash value of \$26,880 |
| 3/04/13 | 16,500,000 | \$0.004 | \$0.008 | -50.00% | Fees Payable (CFO Solution) | Non-Cash | Nil | Current non-cash value of \$138,600 |

Post 5:1 Consolidation Share issues in 12 months prior to Meeting

| Date of Issue | No. Ordinary Shares | Issue Price | Closing Price* | Discount / Premium# | Issued to / basis of issue | Cash / Non-Cash | Funds Raised | Use of funds or if non-cash then value based on post consolidation share price of \$0.042 |
|---------------|---------------------|-------------|----------------|---------------------|---|-----------------|--------------|---|
| 31/05/13 | 400,000 | \$0.030 | \$0.023 | 30.43% | Fees Payable (S&A Capital Pty Ltd) | Non-Cash | Nil | Current non-cash value of \$16,800 |
| 28/06/13 | 7,142,857 | \$0.014 | \$0.026 | -46.15% | Convertible Note Conversion - HSBC Custody Nominees (Australia) Ltd | Cash** | \$100,000** | Funds used for working capital and product development (Funds received on issue of Convertible Note in June 2012) |
| 9/07/13 | 12,500,000 | \$0.014 | \$0.038 | -63.16% | Convertible Note Conversion - HSBC Custody Nominees (Australia) Ltd | Cash** | \$175,000** | Funds used for working capital and product development (Funds received on issue of Convertible Note in June 2012) |
| 28/08/13 | 25,000,000 | \$0.040 | \$0.038 | 5.26% | Sophisticated / Professional Investors | Cash | \$1,000,000 | No funds used to date. After cost proceeds will be used for working capital and product development. |

* Closing Price: Closing price of Shares as traded on ASX on Date of Issue.

Discount / Premium: Discount / premium of Issue Price to Closing Price.

** Funds received on issue of Convertible Notes in June 2012.

GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

AEDT means Australian Eastern Daylight Savings Time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the listing rules of ASX.

Board means the board of directors of the Company.

Company or Consegna Group means Consegna Group Limited (ACN 107 903 159).

Constitution means the Company's constitution.

Corporations Act means Corporations Act 2001 (Cth).

Director means a current director of the Company.

Explanatory Statement means the explanatory statement to this Notice of Meeting.

Meeting means the 2013 Annual General Meeting of the Shareholders of the Company to be held on 12 November 2013, to which the Notice of Meeting and Explanatory Statement relate.

Notice of Meeting means this notice of meeting of the Company dated 1 October 2013.

Option means and Option to acquire a Share in accordance with terms set out in Annexure A

Resolution means a resolution referred to in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

Words importing the singular include the plural and vice versa.

All references to currency are in Australian dollars.

Annexure A

Terms and Conditions of Options Expiring on 30 April 2017

- (a) Each Option entitles its holder to subscribe in cash for one fully paid ordinary share in the Company (**Share**).
- (b) Each Option is exercisable at an exercise price of \$0.06 per Option at any time prior to 5pm (AEST) on 30 April 2017 (**Expiry Date**) by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- (c) An Option automatically lapses without any claim against the Company on the occurrence of any of the following events:
 - a. upon the bankruptcy, liquidation or winding up of an Option holder or the happening of any other event which results in the Option holder being deprived of the legal or beneficial ownership of such Option; or
 - b. upon the liquidation or winding up of the Company for any reason other than by way of members' voluntary winding up.
- (d) The Company will apply for official quotation by ASX of the Options,.
- (e) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- (f) Shares issued upon the exercise of the Options will rank pari passu with the Company's existing fully paid ordinary shares.
- (g) The Company will apply for official quotation by ASX of the Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX.
- (h) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- (i) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the life of the Options. The Company will ensure that holders will be given at least seven business days notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to shareholders.
- (j) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (k) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (l) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

Proxy Form

Consegna Group Limited
 ACN 107 903 159
 PO Box 8694
 Armadale VIC 3143
 Australia

STEP 1 - Appointment of Proxy

I/We

being a shareholder/s of **Consegna Group Limited** and entitled to attend and vote hereby appoint

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

If you are not appointing the Chairman of the General Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered security holder) 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 General Meeting, as my/our proxy at the 2013 **Annual General Meeting of Consegna Group Limited to be held in the Keith Miller Room in the Great Southern Stand (Level 2) at the Melbourne Cricket Ground at 10.00 am AEDT on Tuesday 12 November 2013** 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, by signing and returning this form, you expressly authorise the Chairman of the General Meeting to exercise your proxy in relation to Resolution 1, even though Resolution 1 is connected with the remuneration of the Company's key management personnel. Where permitted, the Chairman of the General Meeting intends to vote undirected proxies in favour of Resolutions 1 to 7. **If you do not wish to appoint the Chairman of the General Meeting to vote on Resolutions 1 to 7 in this manner, it will be necessary for you to complete the vote directions in Step 2.**

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

| Ordinary Business | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| Resolution 1. Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2. Change of Company name to Rhinomed Limited | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3. Re-election of Lord Simon Reading as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4. Approve the previous issue of 39,085,922 Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5. Approve the issue of up to 3,809,524 Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6. Approve the issue of 15,250,000 Options | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7. Approve additional capacity to issue shares - ASX Listing Rule 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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 / / 2013

Proxy Form

Consegna Group Limited
ACN 107 903 159
PO Box 8694
Armadale VIC 3143
Australia

**YOUR VOTE IS IMPORTANT
FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.00AM AEDT ON SUNDAY, 10 NOVEMBER 2013**

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 General Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the General 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 General Meeting, the Chairman of the General Meeting will be your proxy. A proxy need not be a shareholder of the Company. Do not write the name of the issuer company or the registered member 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 General Meeting must provide evidence of his or her appointment by providing an "Appointment of Corporate Representative" form prior to admission. An Appointment of Corporate Representative form can be obtained from the Company.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the General 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 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 Resolution. 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 Resolution 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 a Resolution, your vote on that Resolution will be invalid.

If you intend to appoint a KMP (including the Chairman) as your proxy, you are encouraged to direct them how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" for each of those items of business in Step 2 of the Proxy Form. If you appoint the Chairman of the meeting as your proxy, you expressly authorise him to cast your votes on Resolution 1 even though Resolution 1 is connected with the remuneration of the KMP of the Company.

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 Company. 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 Sunday, 10 November 2013. 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 - Consegna Group Limited
PO Box 8694
Armadale VIC 3143 Australia

BY FAX - + 61 (0) 3 9822 7735

IN PERSON - Consegna Group Limited
Suite 1, 1123 High Street
Armadale VIC 3143 Australia

Attending the Meeting

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