



2 November 2012

## Circular to Shareholders

### Sirius Corporation Limited Clarification - Annual General Meeting Documentation

Since the release of the 2012 Annual General Meeting documentation the matters set out below have been identified as being in need of clarification. They are to be read in conjunction with the meeting documentation as distributed to shareholders.

#### Resolution no. 4 - Adoption of Conditional Rights Scheme

Voting Exclusion Statements to include the following:

The Company will disregard any votes cast on resolution no. 4 by:

- (a) Any Director or KMP; and
- (b) Any associate of a director or KMP

#### Resolution no. 5 - Approval an Issue of Ordinary Shares to The Maestro Corporation Pty Ltd

That the first line of Resolution no. 5 include the following highlighted wording:

***"That for the purpose of the ASX Listing Rule 7.1 and for all other purposes the ..."***

#### Voting Exclusion Statements

That the following information be added to Explanatory Note no. 6.3.5:

*"... Accordingly, and as it is possible, subject to reaching and or exceeding the agreed EBITDA, for the number of shares per the above formula to exceed the 15 per cent placement power available to directors under ASX Listing Rule 7.1 and for all other purposes shareholder's approval for the Company to issue ordinary fully paid shares as settlement in full of the Earn-Out amount, if any, due to The Maestro Corporation Pty Ltd is now sought.*

*In addition, shareholders please note that for the Company to be able to issue the deferred consideration/earn-out shares, if any, beyond the 3 month time limit set out in ASX Listing Rule 7.3.2, a waiver from this Listing Rule is required. The Company has an application pending with the ASX for a waiver of the 3 month time limit. Should the waiver not be granted then the Company will only be able to issue a maximum of the directors' placement power of 46,229,485 shares. In the situation where the earn-out shares due to The Maestro Corporation Pty Ltd exceed the number of shares available under the directors' placement power such excess earn-out shares will require shareholder's approval at the 2013 Annual General Meeting ...".*

#### Resolution no. 6 - Approve an Issue of Options to Mr A Onsley

That it be noted that the options per the terms and conditions of the Contract of Employment are to be issued to Mr Onsley **free** of charge but with an exercise price of \$0.035 an option.

#### For further information contact:

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