



2016

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Brierty Limited (ABN 65 095 459 448) will be held in the Perth Convention & Exhibition Centre, Level 2, Meeting Room 12, 21 Mounts Bay Road, Perth, Western Australia, 6000, at 3.00pm (WST) on Monday 28 November 2016.

**BRIERTY**

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

# AGENDA

## ORDINARY BUSINESS

### Financial Statements and Reports

To receive and consider the annual financial report for the year ended 30 June 2016 and the related Directors' report, Directors' declaration and Auditors' report.

### Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit, to pass 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, approval is given for the adoption of the remuneration report as contained in the Company’s annual financial report for the year ended 30 June 2016.”*

**Note - the vote on this resolution is advisory only and does not bind the Directors or the Company.**

Voting Prohibition Statement: A vote on this resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chairman and the appointment of the Chairman as proxy:
- (i) does not specify the way the proxy is to vote on this Resolution; and
- (ii) expressly authorizes the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### Resolution 2 – Re-election of Director – Dalton Gooding

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

*“That, for the purpose of ASX Listing Rule 14.4, rule 5 of the Company’s constitution and for all other purposes, Mr. Dalton Gooding, a Director retiring by rotation in accordance with the Company’s constitution, being eligible and having signified his candidature for the office, is hereby re-elected as a Director of the Company.”*

### Resolution 3 – Share Placement Facility

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 for all other purposes, the Directors be authorized to issue and allot up to 31,825,000 fully paid ordinary shares in the capital of the Company at an issue price of not less than 80% of the volume weighted average market price of the Company’s Shares (calculated over the 5 days on which sales of the shares were recorded before the day on which the issue is made), with such shares to be issued to such persons as the Directors in their absolute discretion may determine and otherwise upon the terms set out in the Notice of General Meeting and Explanatory Statement.”*

**Short Explanation:** Approval is sought under Listing Rule 7.1 to allow the Company to allot and issue up to 31,825,000 fully paid ordinary shares in the capital of the Company at an issue price of not less than 80% of the volume weighted average market price of the Company’s Shares. Please refer to the Explanatory Statement for details.

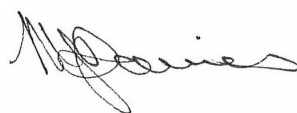
### Voting Exclusion Statement

*The Company will, in accordance with the ASX Listing Rules, disregard any votes cast on Resolution 3 by any person who may participate in the proposed general issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any of their associates. However, the Company will 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 a direction on the proxy form to vote as the proxy decides.*

## OTHER BUSINESS

To transact any other business that may be properly brought before the meeting in accordance with the Company’s constitution.

By order of the Board



**Mark Davies**

Company Secretary

Dated: 27 October 2016

# EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders of Brierty Limited in connection with the business to be conducted at the Annual General Meeting to be held at 3.00pm (WST) on Monday 28 November 2016 in the Perth Convention and Exhibition Centre, Level 2, Meeting Room 12, 21 Mounts Bay Road, Perth, Western Australia, 6000.

If you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, new rules apply in respect of Resolution 1. Your attention is drawn to the section in the Proxy Form entitled "Important – for item 1" and in particular the requirement that you specifically direct your proxy how to vote, or mark the box on that form, if you wish your votes to be counted on Resolution 1. Shareholders should note that:

- the Chairman intends to vote any undirected proxies that are able to be voted in favour of all resolutions including Resolution 1; and
- they may choose to specifically direct the Chairman to vote against, or abstain from voting, in respect of any resolution, including Resolution 1.

## Financial Statements and Reports

In accordance with the Corporations Act and the Company's constitution, the business of the Annual General Meeting will include the receipt and consideration of the annual financial report of the Company for the year ended 30 June 2016 together with the related Directors' report, Directors' declaration and auditors' report. No resolution need be put to the meeting in relation to these items.

As a shareholder, you are entitled to submit a written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- the content 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 no later than 5.00pm (WST) on 21 November 2016.

All questions must be sent to the Company and may not be sent to the auditor. The Company will then forward all questions to the auditor.

The Company's auditor 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 auditor's report, the Company's accounting policies, and the independence of the auditor.

## Resolution 1 – Adoption of the Remuneration Report

Section 250R (2) of the Corporations Act requires a listed company to put to its shareholders (at the annual general meeting) a resolution that the Remuneration Report be adopted. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2016.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Although the effect of Resolution 1 is advisory only, changes to the Corporations Act which came into effect on 1 July 2011 have introduced what has been referred to as the 'two strikes' rule. Under this rule, companies will be required to put a resolution to shareholders to hold fresh elections for directors if, at two consecutive annual general meetings, at least 25% of the votes cast on a resolution (such as Resolution 1) to adopt the Remuneration Report are cast against that resolution. Accordingly, if at least 25% of the votes cast at the meeting on Resolution 1 are against that resolution, and (at the next annual general meeting in 2017) at least 25% of the votes are cast against the resolution to adopt the 2016/2017 remuneration report, then the Company will be required to propose a resolution to hold another general meeting within the following 90 days. If such a resolution is passed, then at the subsequent general meeting all Directors (other than a Managing Director) who were in office when the remuneration report was approved at board level will cease to hold office (but may, if eligible, stand for re-election).



## EXPLANATORY STATEMENT...continued

### Resolution 2 – Re-election of Director – Mr Dalton Gooding

ASX Listing Rule 14.4 and rule 5 of the Company's constitution requires that one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to but not exceeding one third) must retire from office at each annual general meeting. The Directors retire by rotation, with the Director(s) who have been the longest in office since being appointed or re-appointed being the Director(s) who must retire in any one year. The Constitution ensures that no Director is able to remain in office for longer than 3 years without standing for re-election. Each Director is entitled to offer himself/herself for re-election as a Director at the annual general meeting which coincides with his/her retirement. The Managing Director (if any) is exempted by his/her office as managing director from the requirement to retire by rotation.

Mr. Gooding retires by rotation (in accordance with the requirements of the Company's constitution) at the Annual General Meeting. As he is entitled and eligible for re-election, he seeks re-election as a Director of the Company at the meeting.

Mr. Gooding, who is a non-executive Director, was appointed as a non-executive Director of the Company on 25 October 2007.

Mr Gooding was formerly a long standing partner at Ernst & Young and is a Fellow of the Institute of Chartered Accountants in Australia. He has over 35 years' experience and is currently the Senior Partner of Gooding Partners where he advises a wide range of business with an emphasis on taxation and accounting issues, due diligence, feasibilities and general business advice. Dalton holds a Bachelor of Business degree from Curtin University and is a Fellow of The Institute of Chartered Accountants Australia.

The Board, other than Mr. Gooding, unanimously recommends shareholders vote in favour of this Resolution 2.

### Resolution 3 – Share Placement Facility

Resolution 3 seeks the approval of Shareholders for a share placement facility of up to 31,825,000 ordinary fully paid shares, which the directors may utilize to raise additional working capital for the Company.

The Directors believe that it is prudent for the Company to have a share placement facility available so that additional equity funds can be raised if considered necessary. If not utilized, the facility would lapse 3 months after the date of the Meeting.

ASX Listing Rule 7.1 prohibits a company from issuing shares representing more than 15% of its issued capital in any 12 month period, without prior approval of its shareholders (subject to certain exceptions). Accordingly, Shareholder approval is being sought under Listing Rule 7.1 for the issue of up to 31,825,000 Shares. In accordance with ASX Listing Rule 7.3 the following information is provided to Shareholders:

- a) the maximum number of securities that may be issued under Resolution 3 is 31,825,000 Shares;
- b) any Shares issued in accordance with Resolution 3 will be issued and allotted within 3 months from the date of the Meeting (or such later date as approved by ASX);
- c) the Shares will be issued at a price which is not less than 80% of the volume weighted average market price of the Company's shares, calculated over the 5 days on which sales in the Company's Shares were recorded on ASX before the day on which the issue is made;
- d) as at the date of this notice of meeting there has been no decision by the Directors to issue any Shares. Accordingly, the names of any allottees or proposed allottees are not known, however any issue will be restricted to sophisticated and professional investors. No Shares will be issued to Directors or other related parties;
- e) any Shares issued pursuant to Resolution 3 will rank equally in all respects with existing ordinary fully paid shares on issue in the Company;
- f) funds raised by the issue of any Shares will be used as additional working capital for the Company to secure current and future projects and to retire debt; and
- g) it is intended that Shares will be allotted on one date.

# GLOSSARY

In this Notice of Meeting and Explanatory Statement the following terms have the following meaning unless the context otherwise requires:

**\$** means Australian dollars.

**2016 Annual Report** means the Company's annual report for the year ended 30 June 2016, which can be downloaded from the Company's website at [www.brierty.com.au](http://www.brierty.com.au)

**ASX** means ASX Limited (ACN 008 724 791).

**ASX Listing Rules** means the official listing rules of ASX.

**Board** means the Board of Directors of the Company.

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

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

**Company** means Brierty Limited (ABN 65 095 459 448).

**Constitution** means the Company's constitution.

**Corporations Act** means Corporations Act 2001 (Cth).

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement to this Notice.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Meeting** means the meeting convened by this Notice.

**Remuneration Report** means that section of the Directors' Report under the heading "Remuneration Report" set out in the 2016 Annual Report.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

**Share Placement Facility** has the meaning given in resolution 3 of the Explanatory Statement

**WST** means Western Standard Time.

# NOTES

## Enquiries

Shareholders are asked to contact the Company Secretary, Mr. Mark Davies, on + 618 9267 8000 if they have any queries in relation to the matters set out in this Notice.

## Point at which voting rights are determined

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Board has determined that the members entitled to attend and vote at the Meeting shall be those persons who are recorded in the register of members at 3.00 pm (WST) on Saturday 26 November 2016.

## Voting by Proxy

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the attached form of proxy.

Information for voting by proxy:

- Each member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of such member. If the member is entitled to cast two or more votes, then they may appoint two proxies.
- Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion of the member's voting rights each proxy may exercise half of the member's voting rights.
- The instrument appointing a proxy must be signed.
- A proxy need not be a member of the Company.

- In the case of joint holders, the proxy form may be signed by any one of the joint holders (though if more than one are received, the proxy form signed by the member whose name appears first in the register shall prevail).
- Should you wish to direct your proxy how to vote please indicate your direction in the appropriate box(es) on the proxy form. Otherwise your proxy will have discretion to vote as he/she thinks fit.
- Where the Chairman is appointed proxy (including by default) he will vote in accordance with the member's directions as specified on the proxy form or, in the absence of direction and where permitted to vote, in favour of all of the resolutions contained in this notice.
- To be effective a completed proxy form and the power of attorney (if any) under which the proxy form is signed (or a certified copy of the power of attorney) must be received at the Company's registered office at Ground Floor, 72 Melville Parade, South Perth, WA, 6151 by 5pm (WST) on Friday 25 November 2016 (normal office opening hours), or by facsimile transmission on + 1300 735 152 by 3.00 pm (WST) on 26 November 2016 (being 48 hours before the meeting). Please follow the signing instructions on the proxy form.

## Corporate Representatives

If a corporate representative is to attend the Annual General Meeting on behalf of a corporation, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission to the Annual General Meeting. A form of the certificate may be obtained from the Company's share registry.