
ENVERRO LIMITED

ACN 009 027 178

**NOTICE OF GENERAL MEETING
and
EXPLANATORY MEMORANDUM**

TIME: 11am (Brisbane time)

DATE: 13 January 2016

PLACE: The Compass Room, Southport Yacht Club, 1 Macarthur Parade,
Main Beach QLD 4217

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Chief Financial Officer and Company Secretary, Mr Garry Edwards on +61 419 768 130

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IMPORTANT INFORMATION

Time and Place of Meeting

Notice is given that a General Meeting of the Shareholders of Enverro Ltd will be held at 11am (Brisbane time) on 13 January 2016 at:

The Compass Room, Southport Yacht Club, 1 Macarthur Parade, Main Beach QLD 4217

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Meeting are those who are registered Shareholders at 6pm (Brisbane time) on 11 January 2016.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes. Neither proxy may vote on a show of hands.

Proxy vote if appointment specifies way to vote

Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a meeting of the company's members; and
- the appointed proxy is not the Chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolutions at the meeting.

If the Chair of the meeting is appointed or taken to be appointed as a proxy, but the appointment does not direct the votes to be cast in a particular manner, then the Chair intends to exercise all available votes in favour of the Resolutions.

Defined terms

Capitalised terms in this Notice of Meeting and Explanatory Memorandum are defined either in the Glossary section or where the relevant term is first used.

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Shareholders of **Enverro Limited ACN 009 027 178** (the **Company** or **ERR**) will be held on 13 January 2016, commencing at 11am (Brisbane time) at The Compass Room, Southport Yacht Club, 1 Macarthur Parade, Main Beach QLD 4217.

This Notice of Meeting incorporates, and should be read together with the Explanatory Memorandum and Proxy Form.

AGENDA

RESOLUTION 1: CHANGE OF COMPANY NAME

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

“That with effect from the day on which the Australian Securities and Investment Commission alters the details of the Company’s registration, the Company’s name be changed from Enverro Ltd to Datetix Group Ltd.”

By order of the Board

Garry Edwards, CFO & Company Secretary

8 December 2015

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum forms part of the Notice of Meeting and has been prepared for Shareholders in connection with the Meeting to be held at The Compass Room, Southport Yacht Club, 1 Macarthur Parade, Main Beach QLD 4217 on 13 January 2016 at 11am (Brisbane time).

This Explanatory Memorandum provides information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions contained in the Notice of Meeting.

The Meeting Materials are all important documents that should be read carefully and in their entirety before Shareholders make a decision on how to vote at the Meeting.

Capitalised terms used in this Explanatory Memorandum are defined either in the Glossary section or where the relevant term is first used.

Resolution 1 Change of company name

On 23 November 2015 the Company acquired all of the issued shares of Datetix Limited. Founded in 2013 and based in Hong Kong, DateTix operates DateTix.com, a mobile and location-based online marketplace for meeting new people for on-demand dates.

The Company raised \$3,000,000 (before costs) by the issue of 7,500,000 Shares in November 2015. The funds raised will provide the Group with capital to develop and market DateTix's business and to support its growth strategy.

In light of the focus on developing the DateTix business the directors believe that it is appropriate to change the name of the Company to reflect that.

The Directors recommend that you vote in favour of this resolution.

ENQUIRIES

Shareholders are requested to contact the Company Secretary, Mr Garry Edwards on (+61 419 768 130) if they have any queries in respect of the matters set out in these Meeting Materials. If you do not understand these Meeting materials or are unsure about how to vote in respect of a resolution, you should seek professional advice from your lawyer, accountant or other professional adviser.

GLOSSARY SECTION

In the Explanatory Memorandum:

Board	means the board of Directors of the Company.
Chair or Chairman	means the chairman of the Meeting.
Company or ERR	means Enverro Limited ACN 009 027 178;
DateTix	means DateTix Limited, a company incorporate with Hong Kong.
Director	means a director of the Company.
Meeting or General Meeting	means the General Meeting of the Company to be convened by the Notice of Meeting (unless the context otherwise requires).
Meeting Materials or Notice of Meeting	means this Notice of Meeting, Explanatory Memorandum and Proxy Form.
Proxy Form	means the proxy form accompanying the Notice of Meeting.
Resolution	means each resolution set out in the Notice of Meeting, or any one of them, as the context requires.
Shares	Ordinary Shares of the Company.
Shareholder	means a holder of one or more Shares.

PROXY FORM

Enverro Limited ACN 009 027 178

I/We being a member(s) of Enverro Ltd and entitled to attend and vote hereby appoint:

A

the **Chairperson
of the Meeting**
(mark box)

OR if you are NOT appointing the Chairperson of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered Shareholder) you are appointing as your proxy:

or failing the person/body corporate named, or if no person/body corporate is named, the Chairperson of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the General Meeting of the Company to be held at 11.00am (Brisbane time) on 13 January 2016, at The Compass Room, Southport Yacht Club, 1 Macarthur Parade, Main Beach QLD 4217 and at any adjournment of that meeting.

Where I/we have appointed the Chairperson as my/our proxy (or where the Chairperson becomes my/our proxy by default), I/we expressly authorise the Chairperson to exercise my/our proxy on all resolutions (except where I/we have indicated a different voting intention below) even though a Resolution may be connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the Company. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting, being 11.00am (Brisbane time) on 13 January 2016. The Chairperson of the Meeting intends to vote undirected proxies in favour of all items of business.

B

To direct your proxy how to vote on any resolution please insert ☒ in the appropriate box below.

Resolution 1: Change of Company name

For

☐

Against

☐

Abstain*

☐

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 and your votes will not be counted in computing the required majority on a poll. If no direction is given above, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of each resolution (including any procedural resolution) to be considered by the meeting and any adjournment of that meeting.

C

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (individual)

Sole Director and Sole Company
Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary
(Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the Shareholder. If a joint holding, both Shareholders should sign. If signed by the Shareholder's attorney, the power of attorney must have been previously noted by the Company or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

IMPORTANT

Please complete this form where indicated **(A), (B), & (C)** and return to the Company Secretary, at the address listed at the bottom of this page. Proxy forms must be received **by 11.00 am (Brisbane time) on 11 January 2016.**

How to complete the Proxy Form

1 Appointment of a Proxy

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chair of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the 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 Shareholder in the space.

2 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 shares 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 shares 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 an item your vote on that item will be invalid.

3 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the 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's share registry or you may copy this form. To appoint a second proxy you must, on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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.

4 Signing Instructions

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Shareholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company.

Lodgement of Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address specified below at least 48 hours before the time notified for the Meeting (proxy forms can be lodged by email).

Postal PO Box 3453
Address Australia Fair QLD
4215

Email garry@enverro.com