



ACN 115 857 988

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at Level 2, 33 Colin Street, West Perth, Western Australia on Tuesday, 8th August 2017 at 10:00am (WST).

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 9214 7500.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.

NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of Shareholders of RBR Group Limited (**Company**) will be held at Level 2, 33 Colin Street, West Perth, Western Australia on Tuesday, 8th August 2017 at 10:00am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 6th August 2017 at 10:00am (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolution 1 – Ratification of issue of First Tranche Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 66,000,000 First Tranche Shares at an issue price of \$0.005 each on the terms and conditions as set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who participated in the issue.

However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the Chair 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. Resolution 2 – Approval of issue of Second Tranche Shares

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 54,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit (except a benefit solely in their capacity as holders of ordinary securities) if the Resolution is passed, and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the person Chair 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.

3. Resolution 3 – Approval of issue of Second Tranche Shares to Ian Macpherson

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

"That, subject to the passing of Resolution 2, pursuant to and in accordance with section 195(4), Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 5,000,000 Second Tranche Shares to Ian Macpherson (or his nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Ian Macpherson (and his nominees) and any of their associates.

However, the Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chair 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.

4. Resolution 4 – Approval of issue of Second Tranche Shares to Richard Carcenac

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

"That, subject to the passing of Resolution 2, pursuant to and in accordance with section 195(4), Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 5,000,000 Second Tranche Shares to Richard Carcenac (or his nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Richard Carcenac (and his nominees) and any of their associates.

However, the Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chair 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.

5. Resolution 5 – Approval of issue of Second Tranche Shares to Paul Graham-Clarke

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

"That, subject to the passing of Resolution 2, pursuant to and in accordance with section 195(4), Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 5,000,000 Second Tranche Shares to Paul Graham-Clarke (or his nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Paul Graham-Clarke (and his nominees) and any of their associates.

However, the Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chair 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.

BY ORDER OF THE BOARD



Patrick Soh
Company Secretary

Dated: 6 July 2017

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 2, 33 Colin Street, West Perth, Western Australia on Tuesday 8th August 2017 at 10:00am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

| | |
|------------|---|
| Section 2: | Action to be taken by Shareholders |
| Section 3: | Background |
| Section 4: | Resolution 1 – Ratification of issue of First Tranche Shares |
| Section 5: | Resolution 2 – Approval of issue of Second Tranche Shares |
| Section 6: | Resolutions 3 to 5 – Approval of Directors to participate in Second Tranche Placement |
| Schedule 1 | Definitions |

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

The Chair intends to exercise all available proxies in favour of all Resolutions.

3. BACKGROUND

3.1 Capital Raising

As announced on 3 July 2017, the Company is undertaking a capital raising to raise up to \$600,000 (before costs) through the placement of up to 120,000,000 Shares at an issue price of \$0.005 per Share (**Placement Price**) to various institutional and sophisticated investors in Australia who are not related parties of the Company (**Placement**).

3.2 Placement

The Placement will be undertaken in two tranches as follows:

- (a) tranche 1 consisted of the issue of up to 66,000,000 Shares (**First Tranche Shares**) at the Placement Price to various institutional and sophisticated investors in Australia to raise up to approximately \$330,000 (before costs) (**First Tranche Placement**); and
- (b) tranche 2 consists of the issue of up to 54,000,000 Shares (**Second Tranche Shares**) at the Placement Price to various institutional and sophisticated investors in Australia to raise up to approximately \$270,000 (before costs) (**Second Tranche Placement**).

The First Tranche Shares were issued on 30 June 2017. Resolution 1 seeks Shareholder approval for the ratification of the issue of the First Tranche Shares.

The issue of the Second Tranche Shares is subject to Shareholder approval. Resolution 2 seeks Shareholder approval for the issue of the Second Tranche Shares. Separate approval is sought for Directors to participate in the Second Tranche Placement.

4. Resolution 1 – Ratification of issue of First Tranche Shares

4.1 General

On 30 June 2017 the Company issued 66,000,000 First Tranche Shares at an issue price of \$0.005 per Share to various sophisticated and institutional investors in Australia who are not related parties of the Company to raise \$330,000 (before costs).

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue those Shares (**Ratification**).

4.2 Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period, than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. Resolution 1 is an ordinary resolution.

The Chair intends to vote all available proxies in favour of Resolution 1.

4.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 66,000,000 First Tranche Shares were issued;
- (b) the issue price of the First Tranche Shares was \$0.005 per Share;
- (c) the First Tranche Shares were all fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the First Tranche Shares were allotted to institutional and sophisticated investors in Australia. None of these subscribers are related parties of the Company;
- (e) the proceeds from the issue will be used toward additional working capital and to progress the Company's existing operations (in Australia and Mozambique); and
- (f) a voting exclusion statement in respect of Resolution 1 is included in the Notice.

5. Resolution 2 – Approval of issue of Second Tranche Shares

5.1 General

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 54,000,000 Second Tranche Shares at an issue price of \$0.005 per Share to various sophisticated and institutional investors in Australia who are not related parties of the Company to raise up to approximately \$270,000 (before costs).

The Second Tranche Placement will be made on the same terms as the First Tranche Placement.

5.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The effect of Resolution 2 will be to allow the Company to issue the Second Tranche Shares during the period of 3 months after the Meeting (or a longer period if allowed by ASX) without using the Company's 15% annual placement capacity.

Resolution 2 is an ordinary resolution. The Chair intends to vote all available proxies in favour of Resolution 2.

5.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the Second Tranche Placement:

- (a) the maximum number of Shares to be issued is 54,000,000;
- (b) the Company will issue the Second Tranche Shares no later than 3 months after the date of the Meeting (or such longer period to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Second Tranche Shares will occur progressively;
- (c) the issue price will be \$0.005 per Share;
- (d) the Shares will be issued to various sophisticated and institutional investors in Australia. None of these subscribers are related parties of the Company;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (f) the Company intends to use the proceeds from the Second Tranche Placement towards additional working capital and to progress the Company's existing operations (in Australia and Mozambique); and
- (g) a voting exclusion statement in respect of Resolution 2 is included in the Notice.

6. Resolutions 3 to 5 - Approval for Directors to participate in the Second Tranche Placement

6.1 General

Pursuant to Resolution 2 the Company is seeking Shareholder approval for the issue of up to 54,000,000 Second Tranche Shares at an issue price of \$0.005 per Share to raise up to approximately \$270,000 (**Second Tranche Placement**).

Directors Ian Macpherson, Richard Carcenac and Paul Graham-Clarke wish to participate in the Second Tranche Placement.

Resolution 3 seeks Shareholder approval for the issue of up to 5,000,000 Shares to Ian Macpherson (or his nominee) arising from the participation by Ian Macpherson in the Second Tranche Placement.

Resolution 4 seeks Shareholder approval for the issue of up to 5,000,000 Shares to Richard Carcenac (or his nominee) arising from the participation by Richard Carcenac in the Second Tranche Placement.

Resolution 5 seeks Shareholder approval for the issue of up to 5,000,000 Shares to Paul Graham-Clarke (or his nominee) arising from the participation by Paul Graham-Clarke in the Second Tranche Placement.

6.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The participation of Ian Macpherson, Richard Carcenac and Paul Graham-Clarke in the Second Tranche Placement outlined above (**Participation**) will result in the issue of Shares which constitutes giving a financial benefit and Ian Macpherson, Richard Carcenac and Paul Graham-Clarke are each a related party of the Company by virtue of being a Director.

The Directors (other than Ian Macpherson (in respect of Resolution 3), Richard Carcenac (in respect of Resolution 4) and Paul Graham-Clarke (in respect of Resolution 5) who have a material personal interest in those respective Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Second Tranche Shares will be issued to Ian Macpherson, Richard Carcenac and Paul Graham-Clarke on the same terms as Second Tranche Shares issued to non-related party participants in the Second Tranche Placement and as such the giving of the financial benefit is on arm's length terms.

6.3 Listing Rule 10.11

Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies.

Shareholder approval is required under Listing Rule 10.11 (unless an exception applies) because each of Ian Macpherson, Richard Carcenac and Paul Graham-Clarke are a related party of the Company by reason of their position as a Director. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the Participation as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of Shares to Ian Macpherson, Richard Carcenac and Paul Graham-Clarke (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

If Shareholders do not approve Resolution 3, Ian Macpherson (or his nominees) will not be issued any Shares under the Second Tranche Placement.

If Shareholders do not approve Resolution 4, Richard Carcenac (or his nominees) will not be issued any Shares under the Second Tranche Placement.

If Shareholders do not approve Resolution 5, Paul Graham-Clarke (or his nominees) will not be issued any Shares under the Second Tranche Placement.

Resolution 3 to 5 are each ordinary resolutions and will not take effect unless Resolution 2 is also passed.

The Chair intends to vote all available proxies in favour of Resolutions 3 to 5.

6.4 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13 the following information is provided in relation to the Participation:

- (a) the Shares will be issued to Ian Macpherson, Richard Carcenac and Paul Graham-Clarke (or their respective nominees);
 - (b) the maximum number of Shares to be issued to Ian Macpherson (or his nominees) is 5,000,000 Shares;
 - (c) the maximum number of Shares to be issued to Richard Carcenac (or his nominees) is 5,000,000 Shares;
 - (d) the maximum number of Shares to be issued to Paul Graham-Clarke (or his nominees) is 5,000,000 Shares;
 - (e) the Company will issue the Shares to Ian Macpherson, Richard Carcenac and Paul Graham-Clarke (or their nominees) no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
 - (f) the issue price will be \$0.005 per Share, being the same as all other Shares issued under the Second Tranche Placement;
 - (g) the Shares issued will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
 - (h) voting exclusion statements in respect of each of Resolutions 3 to 5 is included in the Notice; and
 - (i) the funds raised will be used for the same purposes as all other funds raised under the Second Tranche Placement as set out in Section 5 of this Explanatory Statement.
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SCHEDULE 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors of the Company.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means RBR Group Limited ACN 115 857 988.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

First Tranche Placement has the meaning given in Section 3.2(a).

First Tranche Shares has the meaning given in Section 3.2(a).

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of general meeting.

Placement has the meaning given in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Second Tranche Placement has the meaning given in Section 3.2(b).

Second Tranche Shares has the meaning given in Section 3.2(b).

Section means a section of the Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.

RBR GROUP LIMITED

ACN 115 857 988

PROXY FORM

The Company Secretary
RBR Group Limited

By delivery:

Level 2, 33 Colin Street
West Perth WA 6005

By post:

PO Box 534
West Perth WA 6872

By facsimile:

(08) 9214 7575

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

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Please mark ☒ to indicate your directions. Further instructions are provided overleaf. Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We being Shareholder/s of the Company hereby appoint:

The Chair of the
Meeting (mark
box)

☐

OR if you are **NOT** appointing the Chair 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.

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or failing the person/body corporate named, or if no person/body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at 10:00am WST on Tuesday 8th August 2017, at Level 2, 33 Colin Street, West Perth, Western Australia and at any adjournment or postponement of that Meeting.

Important – If the Chair is your proxy or is appointed as your proxy by default:

The Chair intends to vote all available proxies in favour of each Resolution. If the Chair is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to each Resolution, you will be authorising the Chair to vote in accordance with the Chair's voting intentions on each Resolution even if a Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Step 2 - Instructions as to Voting on Resolutions**INSTRUCTIONS AS TO VOTING ON RESOLUTIONS**

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

| | | For | Against | Abstain* |
|--------------|--|-----|---------|----------|
| Resolution 1 | Ratification of issue of First Tranche Shares | | | |
| Resolution 2 | Approval of issue of Second Tranche Shares | | | |
| Resolution 3 | Approval of issue of Second Tranche Shares to Ian Macpherson | | | |
| Resolution 4 | Approval of issue of Second Tranche Shares to Richard Carcenac | | | |
| Resolution 5 | Approval of issue of Second Tranche Shares to Paul Graham-Clarke | | | |

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

* If you mark the Abstain box for a particular Resolution, 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.

Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

The Chair intends to vote all available proxies in favour of each Resolution.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

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Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Proxy Notes:

A Shareholder entitled to attend and vote at the General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

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

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

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Level 2, 33 Colin Street, West Perth, WA, 6005 or facsimile (08) 9214 7575) not less than 48 hours prior to the time of commencement of the General Meeting (WST).