



RBR GROUP LIMITED
ACN 115 857 988

NOTICE OF GENERAL MEETING

**A General Meeting of the Company will be held at
Level 2, 33 Colin Street, West Perth, Western Australia
on Monday, 21 May 2018 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

RBR GROUP LIMITED

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NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of RBR Group Limited (**Company**) will be held at Level 2, 33 Colin Street, West Perth, Western Australia, on Monday, 21 May 2018 at 10:00am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this 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 of the Company on Saturday, 19 May 2018 at 10:00am (WST).

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

AGENDA

1. Resolution 1 – Election of Director – Mr David Fyfe

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

"That Mr David Fyfe, who retires in accordance with Rule 7.3(f) of the Constitution and being eligible, offers himself for election, be elected as a Director."

2. Resolution 2 – Ratification of prior issues of Securities

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the following issues of Securities on the terms and conditions set out in the Explanatory Memorandum:

- (a) 56,453,607 Placement Shares issued under Listing Rule 7.1A;
- (b) 13,546,393 Placement Shares issued under Listing Rule 7.1;
- (c) 52,500,000 Placement Options issued under Listing Rule 7.1; and
- (d) 15,000,000 Broker Options issued under Listing Rule 7.1."

Voting Exclusion

The Company will disregard any votes cast in favour of a Resolution above by or on behalf of a person who participated in the issue of the relevant Securities, or any associates of such a person.

The Company will not disregard a vote if:

- (a) it is cast by a person as a 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.

BY ORDER OF THE BOARD



Patrick Soh
Company Secretary
RBR Group Limited
Dated: 19 April 2018

RBR GROUP LIMITED

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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 the offices of the Company at Level 2, 33 Colin Street, West Perth, Western Australia on Monday, 21 May 2018 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	Resolution 1 – Election of Director – Mr David Fyfe
Section 4	Resolution 2 – Ratification of prior issues of Securities
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Options

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 Voting in person

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

2.2 Proxies

(a) Voting by proxy

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:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and

- (iii) 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.

(b) 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:

- (i) 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);
- (ii) 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;
- (iii) 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
- (iv) 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).

(c) Transfer of non-chair proxy to chair in certain circumstances

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

- (i) 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;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either 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 resolution at the meeting.

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

3. Resolution 1 – Election of Director – Mr David Fyfe

Rule 7.3(f) of the Constitution requires that where a Director is appointed by the Board, that Director may retire at the next general meeting and is eligible for election at that meeting. Unless a Director appointed by the Board has retired at a general meeting, that Director must retire at the next annual general meeting.

Mr David Fyfe was appointed as an independent Non-Executive Director by the Board on 8 December 2017. Accordingly, Mr Fyfe will retire and, being eligible, will seek re-election at this Meeting.

Currently Executive Manager Asset Operations with Western Australian utility Western Power, Mr Fyfe has extensive experience in managing capex and opex works programs across multiple locations and in managing blue collar workforces. He is also well versed in driving business performance and efficiency improvements and has a deep understanding of business systems.

Commenting on Mr Fyfe's appointment, Chair Ian Macpherson said: "We are transitioning into a phase of operational growth and need appropriate project delivery and systems skills. From that point of view, David is a great fit and his experience in those areas will be invaluable."

Over the course of his career, Mr Fyfe has held senior managerial positions in technical, commercial sales, customer service and operations environments. Prior to Western Power, he was Group Manager (Enterprise Sales) with Telstra in WA.

He holds a Bachelor of Electrical and Electronic Engineering (Hons) from the University of Strathclyde in Glasgow and is a Graduate of the Australian Institute of Company Directors, a Member of the Institute of Engineers Australia and a non-executive director of the Fiona Wood Foundation. He is also a 2002 Bali bombing survivor and regularly speaks at events in WA.

The Board (excluding Mr Fyfe) recommends that Shareholders vote in favour of Resolution 1.

Resolution 1 is an ordinary resolution.

4. Resolution 2 – Ratification of prior issues of Securities

4.1 General

On 7 December 2017, the Company announced that it intended to raise up to \$1.435 million (before costs) through a placement of Securities to sophisticated and professional investors (**Placement**) to fund the improvement of the Company's facilities in Mozambique, expansion of its training capabilities and Australian working capital requirements, with a smaller portion reserved to assist with the Company's expansion into Guinea.

Under the Placement and in two tranches, the Company issued a total of 70 million Shares at \$0.007 per Share (**Placement Shares**) along with a total of 52.5 million free-attaching Options exercisable at \$0.018 each on or before 30 June 2018 (on the basis of 3 Options for every 4 Placement Shares issued) (**Placement Options**) to sophisticated and professional investors (**Placement Participants**).

The Company also issued 15 million Options exercisable at \$0.025 each on or before 30 June 2020 to brokers and advisors to the Placement in lieu of fees under the Company's Listing Rule 7.1 capacity (**Broker Options**).

Resolutions 2(a) to (d) inclusive seek the ratification of Shareholders pursuant to Listing Rule 7.4 for the issue of the Placement Shares, Placement Options and Broker Options.

The Board recommends that Shareholders vote in favour of each of the resolutions which form part of Resolution 2.

Each of the resolutions which form part of Resolution 2 is an ordinary resolution.

4.2 Listing Rules 7.1 and 7.1A

Listing Rule 7.1 provides that an entity 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 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 28 November 2017.

4.3 Listing Rule 7.4

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and

7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A, as applicable.

The effect of the resolutions which form part of Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 and the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

4.4 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 of the issue of the Placement Shares and the Placement Options:

- (a) a total of 70,000,000 Placement Shares and 52,500,000 Placement Options were issued as follows:
 - (i) on 15 December 2017, the Company issued:
 - (A) 56,453,607 Placement Shares within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval; and
 - (B) 3,546,393 Placement Shares and 45,000,000 Placement Options within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
 - (ii) on 22 January 2018, the Company issued 10,000,000 Placement Shares and 7,500,000 Placement Options within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval;
- (b) the Placement Shares were issued at an issue price of \$0.007 each and the Placement Options were issued for nil consideration, on the basis of three free-attaching Placement Options for every four Placement Shares subscribed for;
- (c) the Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue and the Placement Options issued are exercisable at \$0.018 each on or before 30 June 2018 and were otherwise issued on the terms set out in Schedule 2;
- (d) the Placement Shares and Placement Options were issued to the Placement Participants, none of whom is a related party of the Company;
- (e) the funds raised from the issue of the Placement Shares have been primarily allocated to improving the Company's facilities in Mozambique and expanding its training capabilities as it prepares for the anticipated increase in demand for skilled workers driver by the development of the country's liquefied natural gas industry, in addition to funding working capital in Australia. A smaller portion has been reserved for assisting with the Company's expansion into Guinea (see ASX announcement dated 4 December 2017). No funds were raised from the issue of the Placement Options as they were free-attaching to the Placement Shares; and
- (f) a voting exclusion statement is included in the Notice.

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Broker Options:

- (a) a total of 15,000,000 Broker Options were issued on 15 December 2017 within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval;
- (b) the Broker Options were issued for nil cash consideration in lieu of fees for broking and advisory services provided in relation to the Placement;

- (c) the Broker Options issued are exercisable at \$0.025 each on or before 30 June 2020 and were otherwise issued on the terms set out in Schedule 2;
- (d) the Broker Options were issued to Sequoia Capital Investing Pty Ltd, BB Capital Pty Ltd and Baker Young Stockbrokers Limited (or their respective nominees), none of whom is a related party of the Company;
- (e) the Broker Options were issued for nil cash consideration, and therefore no funds were raised from their issue; and
- (f) a voting exclusion statement is included in the Notice.

Schedule 1 – Definitions

\$ 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.

Broker Options has the meaning given in Section 4.1.

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

Company means RBR Group Limited ACN 115 857 988.

Constitution means the constitution of the Company as at the date of the Meeting.

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

Director means a director of the Company.

Equity Security has the same meaning as in the Listing Rules.

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

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.

Option means an option to acquire a Share.

Placement has the meaning given in Section 4.1.

Placement Options has the meaning given in Section 4.1.

Placement Participants has the meaning given in Section 4.1.

Placement Shares has the meaning given in Section 4.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Rule means a rule of the Constitution.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Securities means all Equity Securities in the Company, including a Share and an Option.

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

Shareholder means a holder of a Share.

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

Schedule 2 – Terms and Conditions of Options

1. The Options will be issued for no consideration.
2. Each Option entitles the holder to one Share.
3. The exercise price of the Placement Options is \$0.018 each and the exercise price of the Broker Options is \$0.025 each.
4. The expiry date of the Placement Options is 30 June 2018 (WST 5:00pm) and the expiry date of the Broker Options is 30 June 2020 (WST 5:00pm). Options not exercised before the expiry date will automatically lapse on the expiry date.
5. The Options will not be listed and are not transferable except with the prior consent of the Board.
6. The Company will provide to each Option holder a notice that is to be completed when exercising the Options (**Notice of Exercise**). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the expiry date. The Notice of Exercise must state the number of Options exercised, the consequent number of Shares to be allotted and the identity of the proposed allottee. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share. A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the exercise price for each Option being exercised in cleared funds (**Exercise Date**).
7. Within 15 business days after the Exercise Date, the Company will:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 30 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

8. All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then existing Shares. The Company must apply within 7 business days after the date of issue to ASX for all Shares issued pursuant to the exercise of Options to be admitted to quotation.
9. There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the terms of the Options. The Option holder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised except in the event of a bonus issue. The Company will ensure, for the purposes of determining entitlements to any issue, that

Option holders will be notified of a proposed issue after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.

10. If from time to time on or prior to the expiry date the Company makes a bonus issue of securities to holders of Shares in the Company (**Bonus Issue**), then upon exercise of his or her Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) that number of securities which would have been issued to him or her under that Bonus Issue if the Options had been exercised before the record date for the Bonus Issue.
11. In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the Listing Rules.

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:

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.

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 (Perth time) on Monday, 21 May 2018, 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.

Step 2 - 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	Election of Director – Mr David Fyfe			
Resolution 2(a)	Ratification of prior issues of Securities – Placement Shares under LR 7.1A			
Resolution 2(b)	Ratification of prior issues of Securities – Placement Shares under LR 7.1			
Resolution 2(c)	Ratification of prior issues of Securities – Placement Options under LR 7.1			
Resolution 2(d)	Ratification of prior issues of Securities – Broker Options under LR 7.1			

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

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

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).