



RBR GROUP LIMITED
ACN 115 857 988

NOTICE OF GENERAL MEETING

Date of Meeting: Wednesday, 8 July 2020

Time of Meeting: 2.30 pm (Perth Time)

Place of Meeting: RBR Group Limited's office at Level 2, 33 Colin Street, West Perth, Western Australia and virtually on line at www.zoom.com with meeting ID to be provided upon registration with the Company Secretary

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 WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON.
Shareholders are urged to vote by lodging the proxy form attached to the Notice.**

Dear Shareholder,

Enclosed is a notice for a general meeting (**Meeting**) of shareholders of RBR Group Limited (**Company** or **RBR**) to be held on Wednesday, 8 July 2020 at RBR's offices and will also be held virtually on an online platform at www.zoom.com to enable shareholders to attend on-line.

The Meeting has been convened to consider Resolutions for the ratification and approval of the issue of shares to raise gross proceeds of \$811,655 pursuant to the Placement announced on 7 May 2020.

Resolution 3 seeks shareholder approval to ratify the issue of 90,936,445 shares pursuant to the Placement, while Resolutions 2(a) to 2(d) seek shareholder approval for the issue of 25,014,285 shares to the Directors pursuant to the Placement.

As announced on 13 May 2020, the Company will issue 90,936,445 shares under the Placement prior to the date of the Meeting within the Company's 15% placement capacity permitted by Listing Rule 7.1. The Placement proceeds will restore the company's working capital position to fund the group's general capital requirements but more specifically to support our activities in Mozambique including commitments to our facility at Wentworth camp and the commencement of the UKaid-funded \$1.16 million contract to deliver the JOBA Construction Skills Internship Programme.

Given current COVID-19 circumstances, attendance by shareholders at the physical location for the Meeting will not be permitted.

Shareholders are urged to vote by lodging the proxy form attached to the Notice. Further details on how to vote are set out in Section 2 of the Notice.

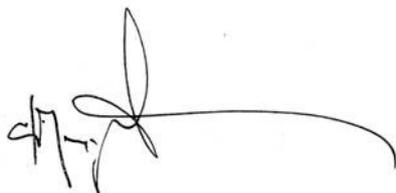
On behalf of the Board, I encourage you to consider all Meeting materials carefully and participate in the Meeting by lodging the proxy form accompanying the Notice of Meeting. I would also encourage shareholders to participate in the Meeting on the on-line platform at www.zoom.com. To register and access the Meeting by webinar Shareholders should email the Company Secretary on jess@everestcorp.com.au and you will be emailed a link to join the Meeting.

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at jess@everestcorp.com.au.

The Chair will attempt to respond to the questions during the Meeting. Shareholders are limited to a maximum of two questions each.

The directors unanimously recommend that you vote FOR all Resolutions (save that for Resolutions 2(a) to 2(d) in respect of which the Directors decline to make a recommendation to Shareholders due to their material personal interests in the outcome of those Resolutions). The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

Please take the opportunity to review the related announcements as to the Placement released to the market by the Company on 7 May 2020.

A handwritten signature in black ink, appearing to read 'Ian Macpherson', with a long horizontal flourish extending to the right.

Yours faithfully,
Ian Macpherson
Chairman

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 Wednesday, 8 July 2020 at 2:30pm (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 Monday, 6 July 2020 at 2:30pm (WST).

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

AGENDA

1. Resolution 1 – Ratification of Prior Issue of Securities – Options

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,500,000 Unlisted Options issued under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum"

Voting Exclusion

The Company will disregard any votes cast in favour this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolutions 2(a) to (d) – Approval of issue of Shares to Directors

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 10.11 and for all other purposes, Shareholders approve the following issues of Securities on the terms and conditions set out in the Explanatory Memorandum:

- (a) *up to 1,428,570 Shares to Richard Carcenac (or his nominees);*
- (b) *up to 3,571,430 Shares to Paul Graham-Clarke (or his nominees);*
- (c) *up to 14,300,000 Shares to Ian Macpherson (or his nominees); and*
- (d) *up to 5,714,285 Shares to Athol Emerton (or his nominees)."*

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 2(a) by or on behalf of Richard Carcenac (or his nominees) or any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a Shareholder), or an associate of those persons.

The Company will disregard any votes cast in favour of Resolution 2(b) by or on behalf of Paul Graham-Clarke (or his nominees) or any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a Shareholder), or an associate of those persons.

The Company will disregard any votes cast in favour of Resolution 2(c) by or on behalf of Ian Macpherson (or his nominees) or any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a Shareholder), or an associate of those persons.

The Company will disregard any votes cast in favour of Resolution 2(d) by or on behalf of Athol Emerton (or his nominees) or any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a Shareholder), or an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3 - Ratification of Prior Issue of Securities – Placement Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 90,936,445 Placement Shares issued under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum"

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4 - Ratification of Prior Issue of Securities – PacMoz Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,000,000 Shares issued under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum"

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Jessamyn Lyons
Company Secretary
RBR Group Limited
Dated: 2 June 2020

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 Wednesday, 8 July 2020 at 2:30pm (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 – Ratification of Prior Issue of Securities – Options
Section 4	Resolutions 2(a) to (d) – Approval of Issue of Shares to Directors
Section 5	Resolution 3 – Ratification of Prior Issue of Securities – Placement Shares
Section 6	Resolution 4 – Ratification of Prior Issue of Securities – PacMoz Shares
Schedule 1	Definitions
Schedule 2	Option terms

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. **No voting in person.**

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company will not allow Shareholders to physically attend the Meeting. Please refer to the information below on how Shareholders can participate in the Meeting.

2.2 Voting by proxy

All voting will be conducted by poll which will be conducted based on votes submitted by proxy in advance of the Meeting and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

The Directors instruct all shareholders who would like to have their vote counted to either:

- (a) vote by lodging a proxy form prior to Monday, 6 July 2020 at 2:30pm (AWST) (**Proxy Cut-Off Time**) (recommended); or
- (b) Shareholders who wish to participate and vote at the Meeting should contact the Company Secretary at jess@everestcorp.com.au prior to 2.30pm (AWST) on Monday, 6 July 2020, at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the Meeting.

How Shareholders can participate:

- (a) Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.
- (b) Shareholders who intend to participate and vote on a poll at the Meeting must contact the Company at jess@everestcorp.com.au to notify the Company that you intend to participate and vote on a poll at the Meeting by emailing the Company a poll form. You will also need to register and access the Shareholder Meeting by videoconference to follow the meeting and timing of the poll (see below). After giving notice and following the Proxy Cut-Off Time, the Company will send you a personalised poll form. The personalised poll form must be completed and returned to the Company after the poll has been called and prior to the close of polling. During the Meeting, the Chair will notify you when and how you are able to complete and return the personalised poll form. The results of the Meeting will then be announced on the ASX in accordance with the Listing Rules.
- (c) Shareholders who have completed a proxy form but have not notified the Company that you intend to participate and vote on a poll at the Meeting will have an opportunity to participate in the meeting through the videoconference facility described below. In this circumstance, the person you have appointed as proxy will cast your vote on your behalf. Shareholders are encouraged to complete a Proxy Form to provide specific instructions to the Chair on how the Shareholder's vote is to be exercised on each item of business. The Chair must follow your instructions.

2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at jess@everestcorp.com.au by Wednesday, 1 July 2020.

The Chair will attempt to respond to the questions during the Meeting. Shareholders are limited to a maximum of two questions each (including any submitted in advance of the Meeting).

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its operations.

2.5 Remote attendance via live webinar

The Meeting will be accessible to all Shareholders via a live webinar, which will allow Shareholders to listen and observe the Meeting. To register and access the Meeting by webinar shareholders should register by emailing the Company Secretary at jess@everestcorp.com.au and they will be emailed a link to join the Meeting.

3. Resolution 1 - Ratification of Prior Issue of Securities – Options

3.1 General

On 29 November 2019, the Company issued 3,500,000 Options with an exercise price of \$0.014 and an expiry of 31 August 2021 to A and R Assets Pty Ltd, a nominee of Read Corporate Pty Ltd (**Read Options**) as an incentive bonus. The Read Options were issued within the Company's 15% placement capacity permitted by Listing Rule 7.1 without the need for prior Shareholder approval.

Resolution 1 seeks the ratification by Shareholders pursuant to Listing Rule 7.4 of the issue of the Read Options.

The Board recommends that Shareholders vote in favour of Resolution 1.

Resolution 1 is an ordinary resolution.

3.2 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.

The issue of the Read Options does not fit within any exceptions set out in Listing Rule 7.2 and, as the issue of the Read Options has not yet been ratified by Shareholders, it effectively uses up the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1, and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 1 is passed, the Read Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, the Read Options will continue to be included in the calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the

number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

3.3 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 Resolution 1:

- (a) the Read Options were issued to A and R Assets Pty Ltd, a nominee of Read Corporate Pty Ltd, neither of whom is a related party of the Company;
- (b) a total of 3,500,000 Read Options were issued;
- (c) the Read Options are unlisted Options and they were issued for nil cash consideration;
- (d) the Read Options have an exercise price of \$0.014 and an expiry date of 31 August 2021 and were issued on the terms set out in Schedule 2. On exercise of the Read Options the shares issued will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (e) the Read Options were issued on 29 November 2019;
- (f) no funds were raised from the issue of the Read Options as they were issued as an incentive bonus;
- (g) Read Corporate Pty Ltd were appointed as investor relations advisers on 29 June 2018. Their standard contract with the Company provides for a set monthly fee of \$4,500 for assistance with strategy development, ASX releases, media and investor relations. In addition to this monthly fee, the Board resolved on 30 October 2019 to issue the Read Options to Read Corporate as an incentive bonus for further assistance with investor engagement services; and
- (h) a voting exclusion statement is included in the Notice.

4. Resolutions 2(a) to (d) – Approval of Issue of Shares to Directors

4.1 General

On 7 May 2020, the Company announced a placement to raise up to a total of \$1,000,000 (before costs) through a placement of Shares at an issue price of \$0.007 per Share to sophisticated and professional investors (**Placement**) (**Placement Shares**) as an interim measure to supplement the Company's capital whilst it continues to grow its contract revenues in Mozambique and other target markets.

The Directors applied for a total of 25,014,285 Placement Shares at \$0.007 per Share (**Director Shares**) to raise \$175,100 (before costs) as follows:

Director	Director Shares
Mr Carcenac (or his nominees)	1,428,570
Mr Paul Graham-Clarke (or his nominees)	3,571,430
Mr Ian Macpherson (or his nominees)	14,300,000

Director	Director Shares
Mr Athol Emerton (or his nominees)	5,714,285
TOTAL	25,014,285

The issue of the Director Shares to the Directors is subject to and conditional upon Shareholder approval being obtained.

Resolutions 2(a) to 2(d) inclusive seek the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Shares to the Directors.

Each of Resolutions 2(a) to 2(d) inclusive is an ordinary resolution.

The Directors decline to make a recommendation to Shareholders in relation to Resolution 2(a), (b), (c) and (d) due to their material personal interests in the outcome of the Resolutions.

4.2 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 issue of the Director Shares to Messrs Carcenac, Graham-Clarke, Macpherson and Emerton constitutes giving a financial benefit. Messrs Carcenac, Graham-Clarke, Macpherson and Emerton are each a related party of the Company by virtue of being a Director.

The Board (other than Mr Carcenac in relation to Resolution 2(a), Mr Graham-Clarke in relation to Resolutions 2(b), Mr Macpherson in relation to Resolution 2(c), and Mr Emerton in relation to Resolution 2(d)) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Shares because the Director Shares will be issued to each Director on the same terms as the Placement Shares issued to other Shareholders under the Placement and as such the giving of the financial benefit is on arm's length terms.

4.3 Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to:

- (a) a related party;
- (b) a person who is or was at any time in the 6 months before the issue or agreement to issue, a substantial (30%+) holder in the entity;
- (c) a person who is or was at any time in the 6 months before the issue or agreement to issue, a substantial (10%+) holder in the entity and who has

nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;

- (d) an associate of any of the persons referred to above; or
- (e) a person who 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.

The Directors are related parties of the Company by virtue of being Directors. As their participation in the Placement involves the issue of Shares to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. 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 as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Shares to the Directors (or their respective nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

If Resolution 2(a), (b), (c) and (d) are passed, the Company will be able to proceed with the issue of the Director Shares to the Directors and will issue the Director Shares to the Directors (or their respective nominees) no later than one month after the date of the Meeting.

If Resolution 2(a), (b), (c) and (d) are not passed, the Directors will not be able to acquire the Director Shares and the Company will not receive the funds from the issue of the Director Shares.

4.4 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 Resolutions 2(a) to 2(d) inclusive.

- (a) the Director Shares will be issued to Directors Richard Carcenac (or his nominees), Paul Graham-Clarke (or his nominees), Ian Macpherson (or his nominees), and Athol Emerton (or his nominees);
- (b) pursuant to Listing Rule 10.11.1, Messrs Carcenac, Graham-Clarke, Macpherson, and Emerton are related parties by virtue of being Directors;
- (c) a maximum of 25,014,285 Director Shares will be issued as follows:

Director	Director Shares
Mr Carcenac (or his nominees)	1,428,570
Mr Paul Graham-Clarke (or his nominees)	3,571,430
Mr Ian Macpherson (or his nominees)	14,300,000
Mr Athol Emerton (or his nominees)	5,714,285
TOTAL	25,014,285

- (d) the Director Shares will be issued 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);
- (e) the Director Shares will be issued at an issue price of \$0.007 each;
- (f) the Director Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (g) the funds raised will be used to fund Mozambique operations including staffing and equipment and for ongoing working capital;
- (h) the issue of the Director Shares is being made on terms identical to the unrelated participants in the Placement and is not intended to remunerate or incentivise the Directors;
- (i) the Directors have provided firm commitments to subscribe for the Director Shares and there are no other material terms of their commitment;
- (j) the funds raised from the issue of the Director Shares will be used for working capital; and
- (k) a voting exclusion statement is included in the Notice.

4.5 Section 195 of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company must not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered.

The Directors have a material personal interest in the outcome of each of their respective Resolutions under Resolution 2(a), (b), (c) and (d) and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Director Shares to the Directors to Shareholders to resolve upon.

5. Resolution 3 – Ratification of Prior Issue of Securities – Placement Shares

5.1 General

Refer to Section 4.1 for details of the Placement.

76,650,730 Placement Shares were issued on 13 May 2020 within the Company's 15% placement capacity permitted by Listing Rule 7.1 without the need for prior Shareholder approval. As announced on 13 May 2020, a further 14,285,715 Placement Shares are intended to be issued prior to the date of the Meeting and within the Company's 15% placement capacity permitted by Listing Rule 7.1.

Resolution 3 seeks the ratification by Shareholders pursuant to Listing Rule 7.4 of the issue of up to a total of 90,936,445 Placement Shares to raise a total of \$636,555 (before costs).

The Board recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

5.2 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.

The issue of the Placement Shares does not fit within any exceptions set out in Listing Rule 7.2 and, as the issue has not yet been ratified by Shareholders, it effectively uses up the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1, and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 3 is passed, the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3 is not passed, the Placement Shares will continue to be included in the calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

5.3 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 Resolution 3:

- (a) 76,650,730 Placement Shares were issued on 13 May 2020, and 14,285,715 Placement Shares are intended to be issued prior to the date of the Meeting (totalling 90,936,445 Placement Shares);
- (b) the Placement Shares were issued to the participants in the Placement, who were sophisticated and professional investors selected by the Company and introduced to the Company by Sequoia Wealth Management and CPS Capital Group;
- (c) There was one investor who was allocated 5,715,000 shares in the Placement whom is considered to be a 'material investor' for the purposes of section 7.4 of ASX Guidance Note 21, being Mr Richard Paul Horsfall. Mr Horsfall was acting in the capacity of a Consultant to the Company at the time of the Placement and has since been appointed as a Director (effective from 14 May 2020). On settlement of the Placement he will hold approximately 2.21% of the issued capital of the Company;
- (d) the Placement Shares were issued at an issue price of \$0.007 each;

- (e) 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;
- (f) the funds raised from the issue of the Placement Shares will be used for funding Mozambique operations including staffing and equipment and for ongoing working capital;
- (g) the Placement Shares were issued under a term sheet pursuant to which the participants in the Placement provided binding commitments to subscribe for the Placement Shares on the terms set out in this Notice and otherwise on terms considered standard for agreements of this nature; and
- (h) a voting exclusion statement is included in the Notice.

6. Resolution 4 – Ratification of Prior Issue of Securities – PacMoz Shares

6.1 General

In September 2014, the Company entered into a conditional agreement to purchase an initial 60% interest in Mozambican labour broking business PacMoz LDA (**PacMoz**), with a call option over the remaining 40% interest. Further details of the purchase of the initial 60% of the shares in PacMoz can be found in the ASX releases dated 31 December 2014, 26 March 2015 and 19 June 2015. On 6 September 2017, the Company announced that it had acquired the remaining 40% of the shares in PacMoz from PacMoz director and general manager Ms Hanlie Lloyd for a nominal sum of \$1. The purchase consideration for the acquisition also included an issue of 5 million Shares (**PacMoz Shares**) to Ms Lloyd, subject to her achieving agreed working capital outcomes and the extinguishment or assignment of liabilities existing prior to July 2017 within the subsequent 12 month period.

It took longer than expected for the deliverables to be resolved to the satisfaction of the Board due to circumstances considered reasonably beyond the control of Ms Lloyd, and it wasn't until May 2020 that the Board resolved to issue the PacMoz Shares, notwithstanding the original terms of the Binding Share Sale and Loan Release Deed executed in July 2017.

On 14 May 2020, the Company issued the PacMoz Shares to Hanlie Lloyd, as consideration for the acquisition of 40% of the issued share capital of PacMoz.

The PacMoz Shares were issued within the Company's 15% placement capacity permitted by Listing Rule 7.1 without the need for prior Shareholder approval.

Resolution 4 seeks the ratification by Shareholders pursuant to Listing Rule 7.4 of the issue of the PacMoz Shares.

The Board recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is an ordinary resolution.

6.2 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.

The issue of the PacMoz Shares does not fit within any exceptions set out in Listing Rule 7.2 and, as the issue of the PacMoz Shares has not yet been ratified by Shareholders, it effectively uses up the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1, and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 4 is passed, the PacMoz Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4 is not passed, the PacMoz Shares will continue to be included in the calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

6.3 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 Resolution 4:

- (a) a total of 5,000,000 PacMoz Shares were issued to Johanna Lloyd who is a director of PacMoz and who is not a related party of the Company;
- (b) the PacMoz Shares were issued on 13 May 2020;
- (c) the PacMoz 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;
- (d) no funds were raised from the issue of the Shares as they were issued for nil cash consideration. The shares were issued with an intrinsic value of \$0.007 per share or a total value of \$35,000.00 in consideration for the acquisition of 40% of the issued share capital of PacMoz;
- (e) the PacMoz Shares were issued pursuant to a Binding Share Sale and Loan Release Deed executed in July 2017 summarised in Section 6.1 above, which is on terms considered standard for an agreement of this nature; 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.

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.

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

Director means a director of the Company.

Director Shares has the meaning given in Section 4.1.

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.

PacMoz Shares has the meaning given in Section 6.1.

Placement 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.

Read Options has the meaning given in Section 3.1.

Resolution means a resolution referred to in the Notice.

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 - Read Corporate Option Terms

1. Entitlement

Subject to and conditional upon any adjustment in accordance with these conditions, each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price

Subject to and conditional upon any adjustment in accordance with these conditions, the amount payable upon exercise of each Option will be \$0.014 per Option (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5.00pm (AEDT) on 31 August 2021 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time from the date of their issue until the Expiry Date (**Exercise Period**).

5. Quotation of the Options

The Company will not apply for official quotation on ASX of the Options.

6. Transferability of the Options

The Options will be transferable subject to compliance with the Corporations Act and Listing Rules.

7. Notice of Exercise

The Options may be exercised by notice in writing to the Company in a form reasonably acceptable to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by cheque or electronic funds transfer.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

8. Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

9. Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with the then Shares of the Company.

10. Timing of Issue of Shares

Within 15 Business Days after the later of the following:

- (a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and

- (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

- (c) issue the Shares pursuant to the exercise of the Options;
- (d) give ASX a notice that complies with section 708A(5)© of the Corporations Act; and
- (e) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

11. Participation in New Issues

There are no participation rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 3 business days after the issue is announced. This will give the Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

12. Adjustment for Bonus Issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

13. Adjustment for Entitlements Issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph 12 will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.

14. Adjustments for Reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholders will be varied in accordance with the Listing Rules.

In line with guidance and the directives from Federal, State and local governments made in relation to the evolving COVID-19 pandemic, Shareholders will not be able to attend the Meeting in person. Instead Shareholders are encouraged to participate in the Meeting by way of live webcast, use of proxy voting and the ability to submit questions in advance of the GM instead of attending in person. Voting on all proposed resolutions at the Meeting will be conducted by poll.

Holder Number:

Vote by Proxy: RBR

Your proxy voting instruction must be received by **2.30pm (Perth Time) on Monday, 6 July 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the 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 the items of business, 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.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

In the interests of the public health and safety of our Shareholders, the Company is not able to allow Shareholders to physically attend the Shareholder Meeting. Please refer to the accompanying Notice of Meeting for further information.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

