

RKS Consolidated Limited

ACN 009 264 699

NOTICE OF EXTRAORDINARY GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

19 October 2012

Time of Meeting

10.00 am (Sydney time)

Place of Meeting

Level 10, 77 King Street, Sydney NSW 2000

NOTICE OF EXTRAORDINARY GENERAL MEETING

RKS CONSOLIDATED LIMITED ACN 009 264 699

NOTICE is given that an Extraordinary General Meeting of the members of RKS Consolidated Limited (Company) will be held at Level 10, 77 King Street, Sydney NSW 2000 at 10.00 a.m. (Sydney time) on 19 October 2012 to consider and, if thought fit, to pass the following resolutions:

SPECIAL RESOLUTIONS

Resolution 1 – Removal of Moore Stephens (Queensland) Ltd as Company Auditor

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

"That, the Company's current auditor Moore Stephens (Queensland) Ltd be removed as auditor of the Company, for the purposes of section 329 of the Corporations Act, and for all other purposes".

Resolution 2 – Appointment of Hall Chadwick Corporate (NSW) Limited as Company Auditor

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

"That, the Company appoint Hall Chadwick Corporate (NSW) Limited as auditor of the Company, for the purposes of section 327D of the Corporations Act, and for all other purposes".

ORDINARY RESOLUTIONS

Resolutions 3(a) – 3(j): Ratification and Approval of the previous issue of shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the previous issues of fully paid ordinary shares as shown below, and having the terms and conditions as detailed in the Explanatory Memorandum, be and are hereby ratified and approved:

- (a) 85,714 shares at 35 cents to Bluebase Pty Ltd;
- (b) 142,857 shares at 35 cents to M&M Media & Marketing Consultants Pty Ltd;
- (c) 142,857 shares at 35 cents to Davhal Investments Pty Ltd;
- (d) 142,857 shares at 35 cents to Davkirk Pty Ltd;
- (e) 142,857 shares at 35 cents to Geba Pty Ltd;
- (f) 142,857 shares at 35 cents to VIPs Capital Pty Ltd;
- (g) 285,714 shares at 35 cents to Ejin Australia Pty Ltd;
- (h) 1,086,934 shares at 5 cents to CBN Capital Pty Ltd;
- (i) 400,000 shares at 5 cents to Adam Monaghan; and
- (j) 500,000 shares at 5 cents to Search Point Pty Ltd.

Resolution 4 – Approval of Issue of shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the allotment and issue of up to 6,000,000 fully paid ordinary shares at an issue price of not less than 2.5 cents each to raise up to \$150,000 on the terms and conditions as detailed in the Explanatory Memorandum."

Resolution 5 – Approval of Issue of shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the allotment and issue of up to 10,000,000 fully paid ordinary shares at an issue price of not less than 5 cents each to raise up to \$500,000 on the terms and conditions as detailed in the Explanatory Memorandum."

Resolution 6 – Approval of Issue of shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the allotment and issue of up to 30,000,000 fully paid ordinary shares at an issue price of not less than 10 cents each to raise up to \$3,000,000 on the terms and conditions as detailed in the Explanatory Memorandum."

VOTING EXCLUSIONS**Resolutions 1 & 2**

- Not Applicable

Resolutions 3(a) – 3(j)

In accordance with ASX Listing Rule 7.5.6, the Company will disregard any votes cast on Resolutions 1(a) – 1(l) by:

- a person who participated in the issue of those securities; and
- an associate of that person.

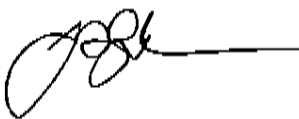
Resolution 4, 5 & 6

In accordance with ASX Listing Rule 7.3.8, the Company will disregard any votes cast on Resolution 2 by:

- a person who may participate in the proposed issue of securities and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- an associate of that person.

Dated 17 September 2012

**By order of the Board
RKS Consolidated Limited**



Troy Graham - Director

NOTES

1 Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting is incorporated in and comprises part of this Notice of Extraordinary General Meeting, and should be read in conjunction with this Notice of Extraordinary General Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used both in this Notice of Extraordinary General Meeting and the Explanatory Memorandum.

2 'Snap Shot' Time

The Company may specify a time, not more than 48 hours before the Meeting, at which a 'snap-shot' of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the Meeting.

The Company (as convenor of the Meeting) has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of members as at 4.00 p.m.(Sydney time) on 17 October 2012.

This means that any shareholder registered at 4.00 p.m. (Sydney time) on 17 October 2012 is entitled to attend and vote at the Meeting.

3 Proxies

A shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the shareholder at the Meeting. A proxy need not be a shareholder. If the shareholder is entitled to cast two or more votes at the Meeting the shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. A form of proxy accompanies this Notice.

4 Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the Extraordinary General Meeting of shareholders of RKS Consolidated Limited to be held on 19 October 2012 at Level 10, 77 King Street, Sydney at 10.00 a.m. (Sydney time). The purpose of this Explanatory Memorandum is to assist shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the resolutions proposed. Both documents should be read in their entirety and in conjunction with each other.

Resolution 1 – Removal of Moore Stephens (Queensland) Ltd as Company Auditor

Under resolution 1, the company proposes to remove Moore Stephens (Queensland) Ltd as its auditors. Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which two months' notice of intention to move the resolution has been given. It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than two months after the notice of intention is given.

Resolution 2 – Appointment of Hall Chadwick Corporate (NSW) Limited as Company Auditor

Under resolution 2, the company proposes to appoint Hall Chadwick Corporate (NSW) Limited as its auditors. Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under Section 329 of the Corporations Act. If Moore Stephens (Queensland) Ltd is removed under resolution 1, the directors propose that Hall Chadwick Corporate (NSW) Limited be appointed as the company's auditor effective from the meeting. Hall Chadwick Corporate (NSW) Limited has given written consent to act as the company's auditor in accordance with Section 328A(1) of the Corporations Act. If resolutions 1 and 2 are passed, the appointment of Hall Chadwick Corporate (NSW) Limited as the company's auditor will take effect at the close of this general meeting.

Resolutions 3(a) – 3(j): Ratification and Approval of the previous issue of shares

The Company has previously issued new fully paid ordinary shares, as shown below. Resolutions 3(a) – 3(j) seek shareholder ratification and approval of the issue of those shares. ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by ASX Listing Rule 7.1. The effect of such a ratification is to restore the Company's ability to issue further shares of up to 15% of the issued capital of the Company without requiring shareholder approval.

The Company confirms that the allotment and issue of the shares detailed in Resolutions 3(a) – 3(j) did not breach ASX Listing Rule 7.1.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4 and the following information is included in this Explanatory Memorandum for that purpose:

Resolution 3 (a)	85,714 shares were allotted and issued at 35 cents each to Bluebase Pty Ltd;
Resolution 3 (b)	142,857 shares were allotted and issued at 35 cents each to M&M Media & Marketing Consultants Pty Ltd;
Resolution 3 (c)	142,857 shares were allotted and issued at 35 cents each to Davhal Investments Pty Ltd;
Resolution 3 (d)	142,857 shares were allotted and issued at 35 cents each to Davkirk Pty Ltd;
Resolution 3 (e)	142,857 shares were allotted and issued at 35 cents each to Geba Pty Ltd;
Resolution 3 (f)	142,857 shares were allotted and issued at 35 cents each to VIPS Capital Pty Ltd;
Resolution 3 (g)	285,714 shares were allotted and issued at 35 cents each to Ejin Australia Pty Ltd;
Resolution 3 (h)	1,086,934 shares at 5 cents to CBN Capital Pty Ltd;
Resolution 3 (i)	400,000 shares were allotted and issued at 5 cents each to Adam Monaghan; and
Resolution 3 (j)	500,000 shares were allotted and issued at 5 cents each to Search Point Pty Ltd.

1. All of the above shares rank equally with existing fully paid shares issued by the Company.

2. Funds raised from the issue of the above shares were applied to fund the Company's general working capital.
3. A voting exclusion statement is included in the Notice; any person who participated in the issue of the above shares and any associate of those persons is excluded from voting on these resolutions.

Recommendation

The Directors recommend that shareholders vote in favour of Resolutions 3(a) – 3(j).

Resolution 4 - Approval of the Issue of shares

Resolution 4 seeks shareholder approval for the allotment and issue of up to 6,000,000 fully paid ordinary shares at an issue price of not less than \$0.025 each, to raise up to \$150,000.

ASX Listing Rule 7.3 contains certain requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1 and the following information is included in this Explanatory Memorandum for that purpose:

- (1) the maximum number of shares to be issued is 6,000,000 shares;
- (2) it is anticipated that the shares will be allotted and issued as soon as possible after shareholder approval is obtained, but in any event, within three months after the date of the Meeting;
- (3) the issue price is not less than \$0.025 per share;
- (4) the shares will be issued to professional and sophisticated investors;
- (5) the shares issued will rank equally with the existing shares on issue; and
- (6) the funds raised from the issue of shares will be used for working capital purposes.

Recommendation

The Directors recommend that shareholders vote in favour of Resolution 4.

Resolution 5: - Approval of the Issue of shares

Resolution 5 seeks shareholder approval for the allotment and issue of up to 10,000,000 fully paid ordinary shares at an issue price of not less than \$0.05 each, to raise up to \$500,000.

ASX Listing Rule 7.3 contains certain requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1 and the following information is included in this Explanatory Memorandum for that purpose:

- (1) the maximum number of shares to be issued is 10,000,000 shares;
- (2) it is anticipated that the shares will be allotted and issued as soon as possible after shareholder approval is obtained, but in any event, within three months after the date of the Meeting;
- (3) the issue price is not less than \$0.05 per share;
- (4) the shares will be issued to professional and sophisticated investors;
- (5) the shares issued will rank equally with the existing shares on issue; and
- (6) the funds raised from the issue of shares will be used for working capital purposes.

Recommendation

The Directors recommend that shareholders vote in favour of Resolution 5.

Resolution 6 - Approval of the issue of shares

Resolution 6 seeks shareholder approval for the allotment and issue of up to 30,000,000 fully paid ordinary shares at an issue price of not less than \$0.10 each, to raise up to \$3,000,000.

ASX Listing Rule 7.3 contains certain requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1 and the following information is included in this Explanatory Memorandum for that purpose:

- (1) the maximum number of shares to be issued is 30,000,000 shares;.
- (2) it is anticipated that the shares will be allotted and issued as soon as possible after shareholder approval is obtained, but in any event, within three months after the date of the Meeting;
- (3) the issue price is not less than \$0.10 per share;.
- (4) the shares will be issued to professional and sophisticated investors;.
- (5) the shares issued will rank equally with the existing shares on issue; and.
- (6) the funds raised from the issue of shares will be used for working capital purposes.

Recommendation

The Directors recommend that shareholders vote in favour of Resolution 6.

GLOSSARY

"ASX" means the Australian Securities Exchange or ASX Limited ACN 008 624 691 as the context requires.

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

"Board" means the board of directors of the Company.

"Company" or "RKS" means RKS Consolidated Limited ACN 000 012 386.

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

"Directors" means the directors of the Company.

"Explanatory Memorandum" means the Explanatory Memorandum annexed to the Notice.

"Meeting" means the meeting of shareholders convened by the Notice.

"Notice" means the notice of extraordinary general meeting dated 19 September 2012 to which this Explanatory Memorandum is attached.

Proxy Form

RKS CONSOLIDATED LIMITED
ACN 009 264 699

All correspondence to:

RKS CONSOLIDATED LIMITED
Level 10, 77 King Street Sydney NSW 2000
Telephone: 02 9816 6188
Facsimile: 02 9816 6110

☐ Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Appointment of Proxy

I/We _____ (name of shareholder)

Of _____ (address)

Being a member/s of RKS CONSOLIDATED LIMITED and entitled to attend and vote hereby appoint

☐ the Chairman of the Meeting
(mark with an 'X')

OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Extraordinary General Meeting of RKS Consolidated Limited to be held Level 10, 77 King Street, Sydney NSW 2000 at 10.00 a.m. (Sydney time) on 19 October 2012 and at any adjournment of that meeting.

☐ **Important:**

If the Chairman of the meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on the resolution below, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy unless he has an interest in the outcome of that item. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the meeting will not cast your vote on the resolution below and your vote will not be counted in computing the required majority if a poll is called on that item. The Chairman intends to vote undirected proxies in favour of the resolution below unless he has an interest in the outcome of that item.

Voting Directions to your proxy – please mark X to indicate your directions

		For	Against	Abstain*
Resolution 1	Removal of Auditor			
Resolution 2	Appointment of Auditor			
Resolution 3(a)	Approval of issue of placement shares			
Resolution 3(b)	Approval of issue of placement shares			
Resolution 3(c)	Approval of issue of placement shares			
Resolution 3(d)	Approval of issue of placement shares			
Resolution 3(e)	Approval of issue of placement shares			
Resolution 3(f)	Approval of issue of placement shares			
Resolution 3(g)	Approval of issue of placement shares			
Resolution 3(h)	Approval of issue of placement shares			
Resolution 3(i)	Approval of issue of placement shares			
Resolution 3(j)	Approval of issue of placement shares			
Resolution 4	Approval of issue of shares			
Resolution 5	Approval of issue of shares			
Resolution 6	Approval of issue of shares			

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business unless he has an interest in the outcome of that item. *If you mark the Abstain box for the item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in computing the required majority on a poll.

Appointing a second proxy**We wish to appoint a second proxy**☐ Mark with an 'X' if you wish to appoint a second proxy**AND****%****OR**

State the percentage of your voting rights or the number of securities for this Proxy Form

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder1

Securityholder2

Securityholder3

Individual/Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

HOW TO COMPLETE THE PROXY FORM

1 Your Address

This form has been sent to your address as it appears on the company's share register. If this address is incorrect, please mark the box and write the correct address on the form. Please note, you cannot change ownership of your securities using this form.

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the Company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite the item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on an item by inserting the percentage or number of securities you wish to vote in the appropriate box. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the Company's registered office or you may copy this form.

To appoint a second proxy you must:

- a) indicate that you wish to appoint a second proxy by marking the box;
- b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded;
- c) return both forms together in the same envelope.

5 Signing Instructions

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

- Individual:** where the holding is in one name, the holder must sign.
- Joint Holding:** where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney:** to sign under Power of Attorney, you must have already lodged this document with the company. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 4.00 p.m. (Sydney time) on 17 October 2012. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivery, facsimile or email to:

RKS CONSOLIDATED LIMITED

Level 10, 77 King Street, Sydney NSW 2000

Telephone: +61 2 9816 6188

Facsimile: +61 2 9816 6110