

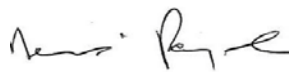
28th October 2013

The Manager
Market Announcements Platform
Australian Securities Exchange

Notice of Annual General Meeting

Please find attached the notice of Annual General Meeting, Explanatory Notes and Proxy Form for the meeting to be held on Thursday 28th November 2013 at 10.00 am. These documents have already been mailed to shareholders.

Yours faithfully



Dennis Payne
Company Secretary



World Reach Limited

ABN 39010 568 804

5 / 8 Anzed Court, Mulgrave,
Victoria, Australia 3170

T +61 3 8588 4500

F +61 3 9560 9055

E info@worldreach.com.au

W www.worldreach.com.au

18 October 2013

The Shareholder

Dear Shareholder,

Please find enclosed a notice of the Annual General Meeting of the Company to be held on Thursday, 28 November 2013 at 10.00am.

I hope you can attend the meeting, however if you are unable to attend, I encourage you to complete the enclosed proxy form and return it by mail or fax to the company at the addresses noted on the instructions for completion of the proxy form no later than 10.00am on Tuesday 26 November 2013.

A copy of the Annual Report for the year ended 30 June 2013 has been lodged with the ASX and on the Company's website and has been mailed to all shareholders who elected to receive a copy.

If you wish to receive a copy please contact the Mulgrave office of the Company at the above address.

I look forward to seeing you at the meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read "Dennis Payne". The signature is fluid and cursive, with a prominent initial "D" and a long, sweeping underline.

Dennis Payne
Company Secretary

WORLD REACH LIMITED
ACN 010 568 804

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of World Reach Limited (**Company**) will be held at the Company's office at Unit 5, 8 Anzed Court, Mulgrave, Victoria on Thursday, 28 November, 2013 at 10.00am.

AGENDA:

A. Annual Report

To table the Annual Report of the Company for the year ended 30 June 2013 and to provide members with the opportunity to raise any issues or ask questions generally of the Directors concerning the Annual Report or the business and operations of the Company.

B. RESOLUTIONS:

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. Election of Director

THAT, Mr. Carl Cheung Hung, a Director appointed by the Board on 21 February 2013 in accordance with the Company's Constitution, being eligible and having offered himself for election, be elected as a Director of the Company.

2. Re-election of Retiring Director

THAT, Mr. John Broadhurst Bee, a Director retiring by rotation in accordance with the Company's Constitution, being eligible and having offered himself for re-election, be re-elected as a Director of the Company.

3. Ratification of Past Issue of Convertible Notes, and Approval for the Issue of Options

THAT, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given in respect of:

- (a) the ratification of the terms of issue of the 26 Convertible Notes issued on 6 February 2013, in particular, the ability to convert into 2,600,000 ordinary Shares in the Company; and
- (b) the issue of 260,000 Options,

to the investor SGV1 Holdings limited or it's nominee, on the terms and conditions and for the consideration set out in the Explanatory Notes.

4. Appointment of Auditor

THAT, upon the resignation of Pitcher Partners as the auditor of the Company and upon compliance with all other requirements set out in the Corporations Act 2001 (Cth) the Company appoint RSM Bird Cameron as auditor of the Company.

5. Adoption of Remuneration Report

THAT, for the purpose of Section 250R(2) of the Corporations Act, the Remuneration Report for the financial year ended 30 June 2013 as set out on pages 7 to 9 of the Annual Report be adopted.

-This is a non binding advisory resolution.

C. SPECIAL RESOLUTION:

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

6. Approval for Additional Placement Capacity

THAT, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue and allotment of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.

GENERAL NOTES

1. Voting in Person

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

2. Voting by proxy

1.2.1 **(Appointing a Proxy):** A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote for the Shareholder at the Meeting. A Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint a second proxy. The appointment of the second proxy must be done on a separate copy of the proxy form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a Shareholder of the Company.

1.2.2 **(Direction to Vote):** A proxy need not vote in that capacity on a show of hands on any Resolution nor (unless the proxy is the Chairman of the Meeting) on a poll. However, if the proxy's appointment specifies the way to vote on a Resolution, and the proxy decides to vote in that capacity on that Resolution, the proxy must vote the way specified (subject to the other provisions of this notice of Meeting, including the voting exclusions noted below).

1.2.3 **(Voting restrictions with respect to undirected proxies):** The Corporations Act prohibits the Company's key management personnel and their closely related parties voting as proxy on Resolutions connected directly or indirectly with the remuneration of key management personnel (such as Resolution 5), if the proxy appointment does not specify the way the person is to vote. The prohibition does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise an undirected proxy. If a Shareholder appoints the Chairman of the Meeting as their proxy and the Shareholder does not direct the Chairman of the Meeting how to vote on Resolution 5 the Shareholder authorises the Chairman of the Meeting in respect of Resolution 5 to exercise the proxy:

1.2.3.1 notwithstanding that Resolution 5 is connected directly or indirectly with the remuneration of the Company's key management personnel; and

1.2.3.2 even if the Chairman of the Meeting has an interest in the outcome of the vote on Resolution 5, and that any votes cast by the Chairman of the Meeting in respect of Resolution 5,

other than as proxy holder, will be disregarded because of that interest.

The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised, having regard to the voting restrictions set out in this notice of general meeting) in favour of each Resolution.

1.2.4 **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form (and attach any authority under which it is signed or a copy which appears on its face to be an authentic copy) by:

1.2.4.1 post to World Reach Limited, Unit 5, 8 Anzed Court, Mulgrave VIC 3170; or

1.2.4.2 facsimile to the Company on facsimile number +61 3 9560 9055,

so that it is received by 10.00am (AEST) on Tuesday 26 November 2013, being not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

3. **Corporate Representative**

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. Unless it has previously been given to the Company, the representative should bring evidence of their appointment to the Meeting, together with any authority under which it is signed. The appointment must comply with section 250D of the *Corporations Act 2001* (Cth).

4. **Attorney**

A Shareholder may appoint an attorney to vote on their behalf. To be effective for the Meeting, the instrument effecting the appointment (or a copy which appears on its face to be an authentic copy) must be received by the deadline for the receipt of proxy forms (see above), being no later than 48 hours before the Meeting.

5. **Voting Entitlement**

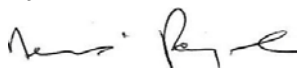
A determination has been made by the Board of Directors of the Company in accordance with Regulation 7.11.3 7 of the Corporations Act that those persons who are registered as the holders of Shares in the Company at 7pm on Tuesday 26 November 2013 will be taken to be the holders of Shares for the purposes of determining voting entitlements at the Meeting.

6. **Explanatory Notes**

Explanatory Notes accompany this Notice containing information about the business referred to in this Notice.

DATED this 18th day of October 2013

By order of the Board



Dennis Payne

Secretary

WORLD REACH LIMITED

ACN 010 568 804

EXPLANATORY NOTES

The purpose of these Explanatory Notes (which are included in and form part of this Notice of Annual General Meeting to be held on 28 November 2013) is to provide shareholders with further information and an explanation of the business of the meeting and of the resolutions to be proposed and considered at the meeting, to assist shareholders to determine how they wish to vote on these resolutions.

ORDINARY BUSINESS

1. Annual Report

The Corporations Act requires that the Company's Annual Report which includes the Financial Statements, Director's Report and Auditor's Report for the year ended 30 June 2013 be laid before the Annual General Meeting.

A copy of the Annual Report has been lodged with the ASX and on the Company's website and has been sent to those shareholders who have elected to receive a copy.

Shareholders will have the opportunity to raise questions about these reports at the meeting, although in accordance with the Corporations Act and the Company's Constitution, there is no need for shareholders to vote on, approve or adopt these reports.

2. Resolution 1 - Election of Director

2.1 Background

Carl Cheung Hung was appointed as a Non Executive Director by the Board on 21 February 2013. In accordance with the Company's Constitution and being eligible, Mr Hung offers himself for election at this meeting of the Company. Personal particulars of Mr Hung are set out in the information on Directors at page 3 of the Company's Annual Report.

2.2 Director's Interest

Mr Hung is the President and a Director of Season Group. During the year ended 30 June 2013 the Company subcontracted manufacturing on an arms-length basis to Season Group, in accordance with a contract signed prior to his appointment as Director. Transactions between the Company and Season Group are on normal commercial terms and conditions no more favourable than those available to other parties.

2.3 Recommendation

The Directors recommend Shareholders vote in favour of Resolution 1

3. Resolution 2 – Re-election of Retiring Director

3.1 Background

Rule 16.1 of the Constitution requires one third of the Directors (other than the Managing Director) to retire each year. John Broadhurst Bee retires this year in accordance with the Rule and is permitted to seek re-election. Personal particulars of Mr Bee are set out in the information on Directors at page 3 of the Company's Annual Report.

3.2 Director's Interest

John Bee and Margaret Bee, as trustees for the JBB Superannuation Fund, hold 720,000 ordinary Shares in the Company. John Bee is a member of the superannuation fund. As such he holds an interest in 6.15% of the currently issued Shares and is thereby a substantial holder of the World Reach Limited.

The Company recognizes that the ASX Corporate Governance Principles recommend that listed entities have a majority of independent Directors on the board. The board continues to seek independent Directors and may elect to appoint additional independent directors in the future if candidates with appropriate expertise are found.

3.3 Recommendation

The Directors recommend Shareholders vote in favour of Resolution 2

4. Resolution 3 – Ratification of Past Issue of Convertible Notes, and Approval for the Issue of Options

4.1 Background

As announced on the ASX on 23 January 2013, the Company entered into agreements with SGV1 Holdings Limited (the Noteholder) for the issue of 26 secured Convertible Notes. On 6 February 2013, the Company announced the issue of the Convertible Notes.

SGV1 Holdings Limited is an entity in which Mr Carl Hung is a Director and has a minority share holding.

Mr Hung is a Director of the Company (World Reach Limited) and a Director of Season Group. During the year ended 30 June 2013 the Company subcontracted manufacturing on an arms-length basis to Season Group, in accordance with a contract signed prior to Mr Hung's appointment as a World Reach Limited Director. Transactions between the Company and Season Group are on normal commercial terms and conditions no more favourable than those available to other parties.

Mr Hung became a Director of World Reach Limited following the issue of the Convertible Notes to SGV1 Holdings as a condition of SGV1 Holdings' subscription for the Convertible Notes. At the time of issue, the Company sought funding from a number of potential investors through a financial advisor.

The terms of the Convertible Notes state that conversion is subject to obtaining shareholder approval. The announcement dated 23 January 2013 also foreshadowed that each Convertible Note would have 10,000 attaching Options for ordinary shares in the Company exercisable at \$0.30 for one year after the date of issue of the Options.

On 6 February 2013, the Convertible Notes were issued as debt instruments as conversion would be subject to obtaining shareholder approval. The Options to be attached to the Convertible Notes were not issued at that time.

Approval is now sought pursuant to ASX Listing Rule 10.11 for ratification of the terms of issue of the 26 Convertible Notes of \$25,000 each, with a conversion price of \$0.25 issued on 6 February 2013 which are detailed at Schedule 1, in particular, the ability to convert into ordinary shares in the Company upon the passing of this Resolution 3.

Approval is also sought pursuant to ASX Listing Rule 10.11 for the issue of 10,000 Options attaching to each of the Convertible Notes.

4.1.1 Current Capital Structure

The current capital structure of the Company (prior to the issue of the Convertible Notes or Options contemplated under this Resolution 3), is as follows:

Ordinary Shares		11,711,797
Options:		
Options currently issued under the Employee Share Option Plan	342,500	
Options currently issued to Directors approved by shareholders	1,000,000	
Options currently issued under previous Convertible Note Issue	705,447	
Total Options		2,047,947
Existing Convertible Notes (not including those issued to SGV1 Holdings Limited on 6 February 2013)		61

4.1.2 Future Capital Structure – Convertible Notes and Options Issued (impact of Resolution 3)

Assuming Resolution 3 is passed and including the issue of Convertible Notes on 6 February 2013, in the event that all Options are issued pursuant to Resolution 3, the capital structure of the Company will be as follows:

Ordinary Shares		11,711,797
Options:		
Options currently issued under the Employee Share Option Plan	342,500	
Options currently issued to Directors approved by shareholders	1,000,000	
Options currently issued under previous Convertible Note Issue	705,447	
New Options issued under new Convertible Note issue (after Resolution 3)	260,000	
Total Options		2,307,947
Convertible Notes including 26 Notes issued on 6 February 2013		87

4.1.3 Future Capital Structure – Convertible Notes and Options Converted and Exercised (impact of Resolution 3)

Assuming Resolution 3 is passed and including the issue of Convertible Notes on 6 February 2013, in the event:

- all Options are issued pursuant to Resolution 3,
- all previous Convertible Notes are converted and all previous Options under Convertible Note issues are exercised and,
- all Convertible Notes are converted and all Options issued pursuant to Resolution 3 are exercised,

the capital structure of the Company will be as follows:

Ordinary Shares		22,028,672
Options:		
Options currently issued under the Employee Share Option Plan	342,500	
Options currently issued to Directors approved by shareholders	1,000,000	
Options currently issued under previous Convertible Note Issue	-	
New Options issued under new Convertible Note Issue (after Resolution 3)	-	
Total options		1,342,500
Convertible Notes		-

4.2 ASX Listing Rule 10.11

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval in any 12 month period to 15% of its issued securities.

An issue of securities that has shareholder approval pursuant to Listing Rule 10.11 is an exception to Listing Rule 7.1. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Pursuant to Listing Rule 10.11 the Company may not issue securities to a related party without the consent of the shareholders. Mr Carl Hung is a Director and minority shareholder of SGV1 Holdings Limited.

As conversion of the Convertible Notes was conditional on obtaining shareholder approval, they were considered to be debt instruments at the time of issue.

The Company notes that ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, an ASX-listed company must not issue or agree to issue equity securities to a Director of the Company without the approval of the Company's shareholders. Exception 7 under Listing Rule 10.12 provides that where a person is to receive securities on the conversion of convertible securities the entity must have complied with the Listing Rules when it issued the convertible securities.

Under Listing Rule 10.13.3, equities approved by shareholders are to be issued not later than 1 month after the date of this Annual General Meeting (or such later date as permitted by any ASX waiver or modification by the ASX Listing Rules). As the Convertible Note facility is already in place, upon receiving shareholder approval for Resolution 3, the shares to be issued upon conversion of the Related Party Convertible Note can be allotted by the Company at any time up to and including the maturity date, being 31 January 2016.

While it may be arguable that Listing Rule 10.12 Exception 6 applies and that Mr Hung became a Director as part of the same transaction as SGV1 Holdings Limited being issued the Convertible Notes, for the avoidance of doubt, consent is being sought for the ratification of the terms of issue of the Convertible Notes – in particular, the ability to convert into securities – and for the issue of the attaching Options for the purposes of Listing Rule 10.11.

The following information is provided in accordance with ASX Listing Rule 10.13:

4.2.1 Name of person

SGV1 Holdings Limited

4.2.2 Maximum number of securities

26 Convertible Notes were allotted. If approval is obtained, these are convertible into 100,000 fully paid ordinary shares in the company each (ie total of 2,600,000 fully paid, ordinary shares).

Further each Convertible Note will have 10,000 attaching Options for fully paid ordinary shares on exercise (ie a total of 260,000 Options for 260,000 ordinary shares on exercise).

4.2.3 Date by which securities will be issued.

The Convertible Notes for which ratification of the terms of issue is sought were issued on 6 February 2013.

If approved, the attaching Options will be issued within 1 month of the date of this Meeting.

4.2.4 Relationship between Carl Hung and SGV1 Holdings Limited

The Convertible Notes have been, and the attaching Options and shares on exercise/conversion will be issued to SGV1 Holdings Limited. SGV1 Holdings Limited is an entity in which Mr Carl Hung is a Director and has a minority share holding.

Mr Hung is a Director of the Company (World Reach Limited) and a Director of Season Group. During the year ended 30 June 2013 the Company subcontracted manufacturing on an arms-length basis to Season Group, in accordance with a contract signed prior to Mr Hung's appointment as a World Reach Limited director. Transactions between the Company and Season Group are on normal commercial terms and conditions no more favourable than those available to other parties.

Mr Hung became a Director of World Reach Limited following the issue of the Convertible Notes to SGV1 Holdings as a condition of SGV1 Holdings' subscription for the Convertible Notes. At the time of issue, the Company sought funding from a number of potential investors through a financial advisor.

4.2.5 Price of securities issued

Each Convertible Note has a face value of \$25,000 and is convertible (subject to shareholder approval) into ordinary shares at \$0.25 per share on or prior to the Maturity Date of 31 January 2016.

Each attaching Option will be issued for no additional consideration. They will be exercisable into ordinary shares at an exercise price of \$0.30 per share on or before the expiry date of 1 year from the date of issue of the Options.

4.2.6 Intended Use of Funds

It is proposed that the Company will use the funds raised for working capital and continued product development.

4.2.7 Terms

The terms of the Convertible Notes and the attaching Options are summarised in Schedule 1. Any Shares to be issued will be issued on the same terms and will rank equally with existing fully paid ordinary shares in the Company.

4.3 Consideration of Chapter 2E requirements

Chapter 2E of the Corporations Act requires that shareholder approval be obtained prior to providing a related party with a financial benefit.

Section 210 of the Corporations Act sets out an exception to this requirement where the financial benefit is given on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm's length.

Mr Hung became a Director of World Reach Limited following the issue of the Convertible Notes to SGV1 Holdings as a condition of SGV1 Holdings' subscription for the Convertible Notes. At the time of issue, the Company sought funding from a number of potential investors through a financial advisor. The Company has also granted convertible notes to unrelated parties on similar terms in the past.

The Board considers that the Convertible Notes and attaching Options were issued on an arms-length basis and that, accordingly, Chapter 2E approval is not required.

4.4 Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by:

- a person who is to receive securities in relation to the Company; and
- an associate of a person who is to receive securities in relation to the Company.

However the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

4.5 Recommendation

The Directors (other than Mr Hung) recommend that Shareholders vote in favour of Resolution 3.

Mr Hung has refrained from providing a recommendation given that he is a Director and minority shareholder of SGV1 Holdings Limited which is to receive securities in relation to the Company and may have a personal interest in the resolution.

5. Resolution 4 – Appointment of Auditor

5.1 Background

The Company has undertaken a tender process regarding its external audit function based on fees, independence, scope of audit, issues resolution and non-audit services. As a result of that tender process the Company wishes to appoint RSM Bird Cameron as its auditor.

Consequently, subject to the obtaining of shareholder approval and ASIC's consent to the resignation of Pitcher Partners, RSM Bird Cameron has been nominated to become the new auditor of the Company.

The Corporations Act 2001 (Cth) (Corporations Act) requires that shareholders approve the appointment of a new auditor.

The Company has received a notice from Add Value Resources Pty Ltd, being a member of the Company, nominating RSM Bird Cameron as the new auditor of the Company. In accordance with section 328B of the Corporations Act, a copy of the notice of nomination of RSM Bird Cameron received by the Company from Add Value Resources Pty Ltd is attached as Annexure A.

RSM Bird Cameron has consented to act as auditor of the Company.

The Company notes that RSM Bird Cameron is a well-established firm with the necessary expertise and resources to meet the Company's requirements. It is further noted that fees quoted by RSM Bird Cameron for performing the auditor role are competitive.

Pitcher Partners have not yet received the consent of ASIC to resign as auditor of the Company. RSM Bird Cameron cannot be appointed as the Auditor of the Company until such time as Pitcher Partners resigns.

5.2 Recommendation

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

6. Resolution 5 – Adoption of Remuneration Report

5.1 Annual Report

The Annual Report for the year ended 30 June 2013 contains a Remuneration Report (refer pages 7-9) which sets out the remuneration policy for the Company and reports remuneration arrangements in place for Directors and/or key management personnel.

The Corporations Act requires the agenda of an annual general meeting to include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors or the Company.

The Company's Annual Report is available on the Company website (<http://worldreach.com.au>) or will be mailed to shareholders who request a copy.

A reasonable opportunity will be allowed to the shareholders as a whole for questions and comments on the Remuneration Report.

5.2 Voting Prohibition

A vote on Resolution 5 must not be cast by or on behalf of either of the following persons:

- (a) a member of the key management personnel as disclosed in the remuneration report;
- (b) a closely related party (such as close family members and any controlled companies) of those persons,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with the direction on the proxy form.

5.3 Recommendation

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

SPECIAL RESOLUTION

1. Resolution 6 – Approval for Additional Placement Capacity

1.1 General

ASX Listing Rule 7.1A provides that an eligible entity may seek Shareholder approval to allow it to issue Equity Securities up to 10% of its issued capital through placements over a period up to 12 months after the entity's annual general meeting (10% Placement Capacity). The 10% Placement Capacity is an addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

The Company is an eligible entity.

The effect of Resolution 6 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

The Company is now seeking shareholder approval of Resolution 6 by way of a special resolution. Accordingly at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 6 for it to be passed.

1.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an eligible entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the eligible entity's 15% annual placement capacity under Listing Rule 7.1.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$1,991,000 as at the date of preparation of this Notice (11 October 2013).

The Equity Securities issued under Listing Rule 7.1A must be in the same class as an existing class of quoted Equity Securities. As at the date of this Notice, the Company has only one class of quoted Equity Securities on issue, being the Shares.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times B) - C$$

Where:

- A** = the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rule 7.1 or 7.4; and
 - (iv) less the number of Shares cancelled in the previous 12 months.
- B** = 10%.
- C** = the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.

1.3 Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 6:

(a) Details of Equity Securities Issued in the Past 12 Months

Listing Rule 7.3A requires details to be provided of all issues of equity securities in the 12 months preceding the date of the upcoming AGM, whether or not they were issued under the additional 10% placement capacity allowed under Listing Rule 7.1.

Equity securities issued in the prior 12 month period:	450,000
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period:	2.1%

Details of each individual issue:

Date of issue #1:	12 December 2012
Number issued:	200,000
Class/Type of equity security:	Options for ordinary shares
Summary of terms:	

Names of persons who received securities or basis on which those persons was determined:	Options issued to Trevor Moyle, Chairman and Director, following shareholder approval at the AGM 28 November 2012, as remuneration and long term incentive.
Price:	Exercisable at \$0.65 per share on or before 1 July 2017
Discount to market price (if any):	n/a
<i>For non-cash issues:</i>	
Non-cash consideration paid:	n/a
Current value of non-cash consideration:	n/a

Date of issue #2:	12 April 2013
Number issued:	250,000
Class/Type of equity security:	Ordinary shares
<i>Summary of terms:</i>	
Names of persons who received securities or basis on which those persons was determined:	Shares issued under Share Purchase Plan which allowed existing shareholders to purchase new shares up to a capped value of \$15,000. 18 existing shareholders participated.
Price:	The issue price was \$0.20 per share
Discount to market price (if any):	20%
<i>For cash issues:</i>	
Total cash consideration received:	\$50,000
Amount of cash consideration spent:	\$50,000
Use of cash consideration:	Assisted with new product development work

(b) Minimum Price for Future Issues under the 10% Placement Capacity

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in paragraph 1.3(c)(i), the date on which the Equity Securities are issued.

(c) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of the Annual General Meeting;
and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

or such longer period if allowed by ASX.

(d) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Number of Shares issued under 10% Placement Capacity	Funds raised based on issue price of \$0.085 (50% decrease in current issue price)	Funds raised based on issue price of \$0.17 (Current issue price at 11 Oct 2013)	Funds raised based on issue price of \$0.255 (50% increase in current issue price)
11,711,797 (Current)	1,171,180	\$99,550	\$199,100	\$298,650
17,567,696 (50% increase)	1,756,770	\$149,325	\$298,650	\$447,975
23,423,594 (100% increase)	2,342,360	\$199,100	\$398,200	\$597,300

* The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current shares on issue are the Shares on issue as at 11 October 2013.
2. The issue price set out above is the closing price of the Shares on the ASX on 11 October 2013.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Purpose of Issue under 10% Placement Capacity

The Company may seek to issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration, in which case the Company may use funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition) and/or general working capital; or
- (ii) as non-cash consideration for the acquisition of new assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

(f) Allocation under the 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an

- entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the Company's circumstances, including, but not limited to, its financial position and solvency;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisers (if applicable).
- (g) Previous Approval under ASX Listing Rule 7.1A
- The Company previously obtained approval under ASX Listing Rule 7.1A at the Annual General Meeting held on 28 November 2012 but did not issue any Equity Securities pursuant to that approval.

1.4 Voting Exclusion

The Company will disregard any votes cast on Resolution 6 by any person who may participate in the issue of Equity Securities under this Resolution 6 and any person who might gain an advantage, other than an advantage solely in the capacity of an ordinary security holder, from the passing of Resolution 6 and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting 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.

As at the date of this Notice, the Company has not invited any existing Shareholders to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 6.

1.5 Recommendation

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

Schedule 1

Re: Resolution 3 - Convertible Note and Option Terms

1. Convertible Note Terms

Below is a summary of the key terms of the Convertible Notes as set out in the Convertible Note Subscription Agreement for SGV1 Holdings Limited (the Noteholder):

- (a) each Convertible Note has a principal amount of \$25,000 and is secured;
- (b) each Convertible Note bears interest at a rate which is the higher of:
 - (i) 8%; or
 - (ii) the 90 day authorised dealers bank bill rate as published in the Australian Financial Review on the relevant day plus 3%,
- (c) interest accrues daily and is payable quarterly in arrears;
- (d) the conversion price is \$0.25 per fully paid ordinary Share;
- (e) if prior to conversion the Company makes an allotment of bonus Shares the Noteholder shall be allotted, on conversion, Shares of the same class and on the same terms and conditions and in the same number as the bonus Share issue.
- (f) In the event of any reorganisation of the issued capital of the Company, the number of ordinary Shares into which the Convertible Notes will be converted will be reconstructed in a manner which will not result in any benefit or detriment being conferred on the Noteholder which is not conferred on holders of ordinary Shares.
- (g) the maturity date of the Convertible Notes is 31 January 2016 (Maturity Date);
- (h) the Conversion of the Notes is subject to obtaining shareholder approval to the conversion;
- (i) the Convertible Notes may be converted into Shares at the discretion of either the Company or the Noteholder, by the converting party providing the other party with a conversion notice on or prior to the Maturity Date, or otherwise paid in cash if not converted by the Maturity Date;
- (j) if the Noteholder still holds Convertible Notes which have not been converted at the Maturity Date, the Noteholder may, on giving at least 2 days notice in writing to the Company, require the Company on or any time after the Maturity Date to redeem in cash any of the Noteholder's remaining Convertible Notes; and
- (k) the Notes or the ordinary Shares issued following conversion are transferable after the expiry of any escrow period. The escrow period is the period until the disclosure statement required by section 708A of the Corporations Act is made or until the expiry of 12 months following the issue of the Securities, whichever is the earlier date.

2. **Option Terms**

Set out below is a summary of the key terms of the Options issued in accordance with Resolution 3 and as set out in the Convertible Note Subscription Agreement:

- (a) Each Option entitles the holder to one (1) fully paid ordinary Share in the capital of the Company.
- (b) The Options vest immediately upon issue. The Options will be allotted and issued as soon as practicable after the Meeting but no later than 3 months after the date of the Meeting (or such later date to the extent permitted by the ASX).
- (c) The Options are exercisable for a period of one (1) year starting on the date of issue of the Options.
- (d) The Options are exercisable at a subscription price of \$0.30 per ordinary Share.
- (e) The issue of the Options is subject to obtaining shareholder approval to the issue;
- (f) All ordinary Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then issued ordinary Shares. The Options will be unlisted. No quotation will be sought from the ASX for the Options.
- (g) The Options are transferable.
- (h) The Options do not carry any voting entitlement.
- (i) In accordance with Listing Rule 6.19, Option holders will not have a right to participate in new issues without exercising their Options prior to the record date of such a new issue.
- (j) As required to be described by Listing Rule 6.21, in the event of a reorganization of the capital of the Company the rights of an Option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganization of capital at the time of the reorganization. In a consolidation or a sub-division of capital, the number of Options will be consolidated or sub-divided in the same ratio as the ordinary capital and the applicable exercise price will be amended in the inverse proportion to that ratio.
- (k) In accordance with Listing Rule 6.22, if there is a bonus issue to the holders of ordinary Shares the number of Shares over which each outstanding Option is exercisable will be increased by the number of ordinary Shares which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.
- (l) In accordance with Listing Rule 6.22, if at any time prior to the exercise of all Options the Company makes a pro rata offer to the holders of ordinary Shares to subscribe for ordinary Shares or other securities, the applicable exercise price for the Options may be reduced in accordance with the formula specified in Listing Rule 6.22.2.

Annexure A

Re: Resolution 4 – Appointment of Auditor

Add Value Resources Pty Ltd
105 / 23 Queens Road
Melbourne, Vic. 3004

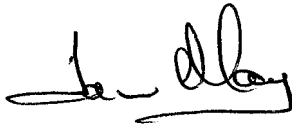
The Directors
World Reach Limited
5/8 Anzed Court
MULGRAVE VIC 3170

Dear Sirs

Nomination of RSM Bird Cameron as auditor

I, being a member of World Reach Limited, hereby nominate RSM Bird Cameron as auditor of the Company as contemplated by section 328B of the Corporations Act.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Ian May', with a horizontal line underneath.

Ian May

On behalf of:
Add Value Resources Pty Ltd

Date: 11th October 2013



World Reach Limited

ABN 39 010 568 804

Please return your Proxy forms to:

World Reach Limited
5 / 8 Anzed Court, Mulgrave,
Victoria, Australia 3170
Telephone: 03 8588 4500
Fax: 03 9560 9055
ASX Code: WRR

Website: www.worldreach.com.au

APPOINTMENT OF PROXY

If you would like to attend and vote at the General Meeting, please bring this form with you. This will assist in registering your attendance.

I/We being a member(s) of World Reach Limited and entitled to attend and vote hereby appoint

A The Chairman
of the Meeting
(mark box)

☐

OR if you are **NOT** appointing the
Chairman of the Meeting as your proxy,
please write the name of the person or

or failing the individual or body corporate named, or if no individual or body corporate 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 Annual General Meeting of World Reach Limited to be held at the company's office, Unit 5, 8 Anzed Court, Mulgrave, Victoria at 10.00am on Thursday, 28 November 2013 and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Important for Resolution 5: If the Chairman of the Meeting is your proxy or is appointed your proxy by default.

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 5 as set out below and in the Notice of Meeting. **If you do not mark this box and you have not directed your proxy how to vote on Resolution 5, the Chairman of the Meeting will not cast your votes on Resolution 5 and your votes will not be counted in computing the required majority if a poll is called on this item.**

If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Part B below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Resolution 5).

☐

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 5.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 5 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Resolution 5 is connected directly or indirectly with the remuneration of a member of key management personnel.

ORDINARY RESOLUTIONS:

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

	For	Against	Abstain*
Resolution 1 Election of Director, Carl Hung	☐	☐	☐
Resolution 2 Re-election of Retiring Director, John Bee	☐	☐	☐
Resolution 3 Ratification of Past Issue of Convertible Notes, and Approval for the Issue of Options	☐	☐	☐
Resolution 4 Appointment of Auditor	☐	☐	☐
Resolution 5 Adoption of Remuneration report	☐	☐	☐

SPECIAL RESOLUTION:

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

	For	Against	Abstain*
Resolution 6 Approval for Additional Placement Capacity	☐	☐	☐

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll

D SIGNATURE AND NAME OF SECURITYHOLDERS-THIS MUST BE COMPLETED

Securityholder 1 (Individual) or
Sole Director and Sole Company Secretary

Name:.....

Joint Securityholder 2 (Individual) or
Director/Company Secretary (Delete one)

Name:.....

Joint Securityholder 3 (Individual) or
Director

Name:.....

Holding No (if known):.....

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the Corporations Act 2001 (Cwlth).

How to complete this Proxy Form

1. Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

2. Appointment of a Proxy using this Form

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. 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 in section A. 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 shareholder of the company. A proxy may be an individual or a body corporate.

3. Votes on Items of Business

You should direct your proxy how to vote by placing a mark in 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.

4. Appointment of 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 telephoning the company or you may copy this form.

To appoint a second proxy you must:

- (a) On each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) Return both forms together.

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, either securityholder may sign.
Power of Attorney: to sign under Power of Attorney, you must attach the instrument effecting the appointment (or a copy which appears on its face to be an authentic copy) to this form when you return it.
Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10.00am (AEST) on Tuesday 26 November 2013, being no later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

By posting or facsimile to World Reach Limited as follows:
World Reach Limited
5/8 Anzed Court, Mulgrave,
Victoria, Australia 3170
Facsimile: 03 9560 9055

Or by delivering it to the above address