

RKS CONSOLIDATED LIMITED

ACN 009 264 699

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 10:00am

DATE: 3 July 2014

VENUE: Level 4
95 Pitt Street
Sydney NSW 2000

THIS IS AN IMPORTANT DOCUMENT - If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.

1 Notice of Extraordinary General Meeting

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum.

Notice is given that an Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (Sydney time) on 3 July 2014 at Level 4, 95 Pitt Street, Sydney NSW 2000.

1.1 Agenda

Resolution 1 – Issue of Securities to a Director, Mr Peter Dykes

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 10.11, and for all other purposes, approval is given for the Company to issue up to 7,500,000 fully paid ordinary shares (**Shares**) to Mr Peter Dykes (or his nominee) at a deemed issue price of \$0.02 per Share, in lieu of payment for services on the terms and conditions as detailed in the Explanatory Memorandum.”*

Resolution 2 – Issue of Securities to a Director, Mr Robert Spano

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 10.11, and for all other purposes, approval is given for the Company to issue up to 1,500,000 Shares to Mr Robert Spano (or his nominee) at a deemed issue price of \$0.02 per Share, in lieu of payment for services on the terms and conditions as detailed in the Explanatory Memorandum.”

Resolution 3 – Issue of Securities to a Director, Mr Anthony Dunlop

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 10.11, and for all other purposes, approval is given for the Company to issue up to 6,000,000 Shares to Mr Anthony Dunlop (or his nominee) at a deemed issue price of \$0.02 per Share, in lieu of payment for services on the terms and conditions as detailed in the Explanatory Memorandum.”

By Order of the Board



Peter Dykes
Director and Company Secretary

1.2 **Voting exclusions**

Resolution 1

The Company will disregard any votes cast on Resolution 1 by:

- (a) Peter Dykes or his nominee; and
- (b) his or his nominee's associates.

However, the Company need not disregard a vote if:

- (c) it is cast by Peter Dykes as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by him in the event that he is Chair of 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.

Resolution 2

The Company will disregard any votes cast on Resolution 2 by:

- (a) Robert Spano or his nominee; and
- (b) his or his nominee's associates.

However, the Company need not disregard a vote if:

- (c) it is cast by Robert Spano as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by him in the event that he is Chair of 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.

Resolution 3

The Company will disregard any votes cast on Resolution 3 by:

- (a) Anthony Dunlop or his nominee; and
- (b) his or his nominee's associates.

However, the Company need not disregard a vote if:

- (c) it is cast by Anthony Dunlop as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by him in the event that he is Chair of 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.

1.3 **Voting Eligibility**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those that are registered Shareholders at 7:00pm on 1 July 2014.

1.4 **Voting In Person**

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

1.5 Voting by Proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In summary, under sections 250BB and 250BC of the Corporations Act:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the Resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the Meeting at which the Resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the Meeting; and
- (c) at the meeting, a poll is duly demanded on the Resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the Resolution,

the Chair of the Meeting is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the meeting.

How undirected proxies held by the Chair of the Meeting will be voted

If you appoint the Chair of the Meeting as your proxy and you do not specify in the Proxy Form the manner in which you wish the Chair to vote on the Resolutions to be considered at the Meeting, you expressly authorise the Chair to vote in accordance with the voting intentions of the Chair to vote in favour of all Resolutions. In particular, if you do not direct the Chair how to vote on each item, you expressly authorise the Chair to vote in favour of Resolution 1 and Resolution 2 for the ratification and approval of the previous issues of shares and Resolution 3 for the approval of issue of shares.

If you appoint the Chair of the Meeting as your proxy and wish to direct the Chair how to vote on some or all of the Resolutions to be considered at the Meeting, you must complete the directed proxy part of the Proxy Form.

The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on each Resolution.

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.

General

A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote at the Extraordinary General Meeting.

Where more than one proxy is appointed and the appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes. A proxy may, but need not be, a member of the Company.

Appointment of a proxy by a member who is a corporation must be executed in accordance with section 127 of the Corporations Act.

A Proxy Form accompanies this Notice of Extraordinary General Meeting.

To be effective, the completed proxy together with the power of attorney (if any) under which it is signed, must be received at the Company's corporate registry, Security Transfer Registrars Pty. Limited, at one of the addresses or the facsimile number below no later than 48 hours before the commencement of the Meeting:

- in person: Level 4, 95 Pitt Street, Sydney NSW 2000
- by mail: Level 4, 95 Pitt Street, Sydney NSW 2000
- by facsimile: +61 2 8079 2998

Any proxy form received later than 48 hours before the commencement of the Meeting will not be valid for the Meeting.

2 Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the Extraordinary General Meeting of Shareholders to be held at 10:00am (Sydney time) on 3 July 2014 at Level 4, 95 Pitt Street, Sydney NSW 2000.

Resolutions 1, 2 and 3 – Approval to issue securities to the Relevant Directors

2.1 Background

The proposed issue of Shares to the Relevant Directors (**Director Shares**) under Resolutions 1, 2 and 3 is the result of the agreement of the Relevant Directors to forego cash payment for all or part of their normal remuneration (approximately \$300,000 in total, which is broken down for each director in the table in paragraph 2.4(a) of this Explanatory Memorandum). These are not "additional" payments to the Relevant Directors.

ASX Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the Company or a related party, is in the ASX's opinion, such that approval should be obtained from the Shareholders of the company, unless an exception in ASX Listing Rule 10.12 applies. The Relevant Directors are related parties of the Company and as such the exceptions set out in ASX Listing Rule 10.12 do not apply.

Therefore, Shareholder approval for the issue of Director Shares to the Relevant Directors in lieu of director's fees, is required.

2.2 Shareholder approval under ASX Listing Rule 7.1 not sought

ASX Listing Rule 7.2 provides that Shareholder approval under ASX Listing Rules 7.1 is not required for the issue of securities to related parties which are approved under ASX Listing Rules 10.11 (exception 14).

Accordingly, the issue of the Director Shares will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rules 7.1.

2.3 Shareholder approval under Chapter 2E of the Corporations Act not sought

For a public company, or an entity that a 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 221 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 apply.

The issue of the Director Shares to the Relevant Directors falls within the definition of a "financial benefit" for the purposes of the Corporations Act, as each of the Relevant Directors who will receive Director Shares if the Resolutions are passed are related parties of the Company.

Consequently, the issue of the Director Shares to the Relevant Directors, will for the purposes of Chapter 2E of the Corporations Act, constitute giving a financial benefit to related parties of the Company.

The financial benefit being given to the Relevant Directors as related parties of the Company is being given in lieu of remuneration to the Relevant Directors and given the Company is not in a position to pay the remuneration in cash, is reasonable in the Company's circumstances. Therefore, it falls within the exception set out in section 211 of the Corporations Act.

Accordingly, Shareholder approval for the purposes of Chapter 2E of the Corporations Act is not being sought.

2.4 Information required by ASX Listing Rule 10.13

The information required by ASX Listing Rule 10.13 in respect of the Director Shares to be issued to the Relevant Directors is set out below:

(a) **The names of the Relevant Directors, the number of Director Shares to be issued to each Relevant Director and equivalent remuneration**

Relevant Director	Number of Director Shares to be issued	Equivalent Remuneration
Peter Dykes	7,500,000	\$150,000
Robert Spano	1,500,000	\$30,000
Anthony Dunlop	6,000,000	\$120,000
Total	15,000,000	\$300,000

(b) **The date on which the Shares will be issued to the Relevant Directors**

The Director Shares will be issued to the Relevant Directors within 1 month of the date of the Meeting (or such later date as approved by ASX).

(c) **The issue price of the Shares and terms of the issue**

The issue price of each Share will be \$0.02 per Director Share.

The Director Shares will be issued as fully paid shares in the capital of the Company and on the same terms as the Company's existing shares.

(d) **Intended use of the funds raised from the issue**

The Director Shares are to be issued to Relevant Directors in lieu of their director's fees. As such, the Director Shares will be granted for nil consideration and no funds will be raised as a result.

3 Glossary

In this Notice of Meeting, unless the context or subject matter otherwise requires:

ASX Listing Rules	means the official listing rules of the ASX
Chair	means the chairperson of the Meeting
Company	means RKS Consolidated Limited ACN 009 264 699
Corporations Act	means <i>Corporations Act 2001</i> (Cth) as amended from time to time
Director Shares	means Shares that are to be issued to the Directors as set out in this Notice of Meeting
Directors	means the directors of the Company
Explanatory Memorandum	means the explanatory memorandum accompanying the Notice of Meeting
Extraordinary General Meeting or Meeting	means the extraordinary general meeting of the Company to be held at the time and place specified in the Notice of Meeting
Notice of Meeting	means this document, comprising the notice of meeting and Explanatory Memorandum
Relevant Directors	means Peter Dykes, Robert Spano and Anthony Dunlop
Resolutions	means the resolutions to be considered by the Shareholders of the Company, as set out in this Notice of Meeting
Share	means a fully paid ordinary share in the capital of the Company
Shareholder	means a holder of a Share

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

RKS CONSOLIDATED LIMITED

REGISTERED OFFICE:
LEVEL 4
95 PITT STREET
SYDNEY NSW 2000

ACN: 009 264 699

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code: ZZURKS

Holder Number:

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐

OR

The meeting Chairperson
(mark with an "X")

The name of the person you are appointing
(if this person is someone other than the Chairperson of the meeting).

or failing the person named, or if no person is named, the Chairperson 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 General Meeting of the Company to be held at 10:00am Sydney time on Thursday 3 July 2014 at Level 4, 95 Pitt Street, Sydney NSW 2000 and at any adjournment of that meeting.

SECTION B: Voting Directions to your Proxy

Please mark "X" in the box to indicate your voting directions to your Proxy.

Resolution**For Against Abstain***

1. Issue of Securities to a Director, Mr Peter Dykes

☐☐☐

2. Issue of Securities to a Director, Mr Robert Spano

☐☐☐

3. Issue of Securities to a Director, Mr Anthony Dunlop

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

* If you mark the Abstain box for a particular 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.

☐**If you wish to appoint the Chairperson as your proxy and you do not wish to direct the Chairperson how to vote, please mark "X" in the box.**

By marking this box, you acknowledge that the Chairperson may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him/her other than as a proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution. The Chairperson of the Meeting intends to vote undirected proxies in favour of the resolution.

SECTION C: Please Sign Below**This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.**

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 10:00am Sydney time on Tuesday 1 July 2014.**ONLINE PROXY SERVICE**You can lodge your proxy online at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

Online Proxy ID:

NAME _____

[illegible]

TELEPHONE NUMBER

[illegible]

1. Name and Address

2. Appointment of a Proxy

If the person you wish to appoint as your Proxy is someone other than the Chairperson 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 Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of RKS CONSOLIDATED LIMITED.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) 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's share registry +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the Proxy forms, 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 of your votes; and
- (b) Return both forms in the same envelope.

5. Signing Instructions

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 must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held 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 lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than 10:00am Sydney time on Tuesday 1 July 2014, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

Security Transfer Registrars Pty Ltd
PO BOX 535
Applecross, Western Australia 6953

Street Address:
Alexandrea House, Suite 1
770 Canning Highway
Applecross, Western Australia 6153

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

Online www.securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.