

RKS CONSOLIDATED LIMITED

ABN 20 009 264 699

Notice of General Meeting and Explanatory Notes

Date: 19 September 2014

Time: 10.00am (Sydney time)

Place: Level 4, 95 Pitt Street, Sydney, NSW

Your Directors recommend that you vote in favour of the Proposed Transactions and the proposed offer and issue of Consideration Shares to the SkyFii Shareholders

This Notice of Meeting is dated 19 August 2014.

This document is important and requires your immediate attention. Carefully read this document in its entirety and consult your stockbroker, solicitor, accountant, licensed financial adviser or other professional adviser if you are in any doubt as to what to do.

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NOTE: Capitalised terms used in this document are defined in the Glossary (Section 13).

Key Dates (Sydney time)

Due date for lodgement of proxy forms	10.00am on 17 September 2014
Record Date	7.00pm on 17 September 2014
General Meeting	10.00am on 19 September 2014

NOTE: The above timetable is indicative only. The Company reserves the right to vary any of the above dates without notice, subject to the Corporations Act, the ASX Listing Rules and any other applicable laws.

Corporate Directory

Current Directors

Peter Dykes
 Anthony Dunlop
 Suyin Chi (Non Exec. Director)
 Robert Spano (Non Exec. Director)

Current Company Secretary

Peter Dykes

Registered Office

Level 4, 95 Pitt Street
 SYDNEY NSW 2000
 Tel: +61 2 8079 2940
 Fax: +61 2 8079 2998

Share Registry

Security Transfer Registrars Pty. Limited
 770 Canning Highway
 APPLECROSS WA 6153
 Tel: (08) 9315 2333

Auditors

Hall Chadwick
 Level 40
 2 Park Street
 SYDNEY NSW 2000

Australian Legal Advisors

Thomson Geer
 Level 25, 1 O'Connell Street
 SYDNEY NSW 2000

Chairman's Letter to Shareholders

19 August 2014

Dear RKS Shareholder,

On 31 July 2014, the Company announced that it had entered into share sale agreements (**Acquisition Agreements**) to acquire 100% of the issued capital of SkyFii Group Pty Ltd ACN 165 152 241 (**SkyFii**) (the **SkyFii Acquisition**).

SkyFii is a private company incorporated in Australia. It is an emerging technology and media company pioneering free public Wi-Fi and consumer behavioural and intent data analytics offerings for its retail partners.

The SkyFii Acquisition, if approved, will result in a significant change in the nature and scale of the Company's activities. On and from Completion the main business activity of the Company will involve the development and sale of wireless data and analytics solutions. Accordingly, the Company is required to obtain Shareholder approval under ASX Listing Rules 11.1.2 and 11.1.3 to undertake the SkyFii Acquisition and it must re-comply with Chapters 1 and 2 of the ASX Listing Rules.

In this regard the Company proposes to:

- 1 consolidate the issued share capital of the Company on a 10 for 1 basis before the SkyFii Acquisition is completed (**RKS Share Consolidation**);
- 2 complete the SkyFii Acquisition by acquiring all of the issued capital of SkyFii and, as consideration, issue RKS Shares to the security holders of SkyFii (**SkyFii Shareholders**);
- 3 appoint each of the following as Directors of the Company effective upon completion of the SkyFii Acquisition:
 - (a) Wayne Arthur; and
 - (b) James Scott.
- 4 issue a prospectus to raise a minimum of \$2,500,000 under a public offer (**Public Offer**) to fund the:
 - (a) increase in SkyFii's sales and marketing activities;
 - (b) establishment and expansion of overseas operations;
 - (c) ongoing research and development of SkyFii's Wi-Fi technologies and data analytics platform;
 - (d) costs of the Public Offer and the Proposed Transaction; and
 - (e) working capital of the SkyFii business going forward; and
- 5 change the name of the Company to SkyFii Limited and the ASX code to 'SKY'.

In addition, the Company proposes to make amendments to its constitution to bring it up to date with the current provisions of the Corporations Act 2001 (Cth) and the ASX Listing Rules.

In order to comply with the Corporations Act, the ASX Listing Rules and the Company's constitution, the proposals outlined above require the approval of RKS Shareholders. These approvals are being sought in accordance with this Notice of Meeting with full details contained in the Explanatory Notes.

The Completion of the SkyFii Acquisition is conditional upon various conditions precedent, including the Public Offer.

If the SkyFii Acquisition is successfully completed:

- the Company will acquire 100% of the shares in the capital of SkyFii;
- Peter Dykes, Suyin Chi and Robert Spano will resign as Directors of the Company;
- the name of the Company will change from RKS Consolidated Limited to SkyFii Limited (there will also be a corresponding change to the Company's ASX code to "SKY") to more accurately reflect the Company's new business focus; and
- the proceeds from the Public Offer will be used to fund the activities set out in point 4 above which will ultimately allow the Company to expand its presence in Asia and facilitate refinements to its core technology platform.

Upon Completion of the SkyFii Acquisition it is intended that the Company's Shares will be requoted on the ASX. If Completion does not occur, the Company's Shares will remain suspended from trading until such time as the Company finds an alternative investment that Shareholders approve.

The Directors of the Company recommend that Shareholders approve all of the Resolutions contained in this Notice of Meeting and to enable the SkyFii Acquisition by the Company. I encourage you to read the full contents of the accompanying documents carefully, and to participate in the voting process.

If you have any questions about the SkyFii Acquisition or this Notice of Meeting, please contact the Company, or consult your licensed financial adviser, stockbroker or other professional adviser. If you have any questions about your holding of RKS Shares or other Share Registry matters, please contact Security Transfer Registrars Pty. Limited on (+61) 8 9315 2333.

Yours sincerely

A handwritten signature in black ink, appearing to be 'PD' followed by a horizontal line.

Peter Dykes
Chairman

1 Notice of Meeting

Notice is hereby given that a General Meeting of RKS Consolidated Limited (**RKS or Company**) will be held at Level 4, 95 Pitt Street, Sydney NSW on 19 September 2014 at 10.00am (Sydney time).

1.1 Agenda:

Resolution 1 – Consolidation of RKS Shares

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

“That, subject to the passing of all other Resolutions (other than Resolution 10) and Completion, for the purposes of section 254H of the Corporations Act and for all other purposes, approval be given for the consolidation of every 10 Shares on issue by the Company into 1 Share, and that any fractions of a Share be rounded up to the next whole number of ordinary Shares.”

Note: The Company must consolidate its share capital in order to satisfy Chapters 1 and 2 of the ASX Listing Rules and as a condition of the Company's securities recommencing trading on the ASX following the SkyFii Acquisition.

Resolution 2– Acquisition of SkyFii Group Pty Ltd

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

“That, subject to the passing of all other Resolutions (other than Resolution 10) for the purposes of ASX Listing Rule 11.1.2, and all other purposes, approval is given for the Company to acquire all of the issued capital of SkyFii and for a change in the nature and scale of the Company's activities from funds management company to the development and sale of wireless data and analytics solutions.”

Note: The acquisition of all the issued capital in SkyFii is conditional on ASX confirming that the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules. As ASX requires the Company to re-comply with the admission requirements under ASX Listing Rule 11.1.3, the acquisition of SkyFii cannot take place until ASX's requirements have been met.

Resolution 3 – Issue of Consideration Shares to SkyFii Shareholders

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

*“That, subject to the passing of all other Resolutions (other than Resolution 10) and Completion, for the purposes of ASX Listing Rules 7.1 and all other purposes, Shareholders approve the issue of 70,000,000 Shares (on a post consolidation basis) to the SkyFii Shareholders at a deemed issue price of \$0.20 per Share (**Consideration Shares**), in partial consideration for the acquisition by the Company of all of the issued capital in the capital of SkyFii on the terms and conditions described in the Explanatory Notes.”*

Note: the issue of Consideration Shares pursuant to Resolution 3 is conditional on ASX confirming that the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules. As ASX required the Company to re-comply with the admission requirements under ASX Listing Rule 11.1.3, issue of Consideration Shares cannot take place until ASX's requirements have been met.

Resolution 4 – Issue of Earn Out Shares to SkyFii Shareholders

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

“That, subject to the passing of all other Resolutions (other than Resolution 10) and Completion, for the purposes of ASX Listing Rules 7.1 and all other purposes, Shareholders approve the issue of up to 82,500,000 Shares (on a post consolidation basis) to the SkyFii Shareholders in proportion to their existing shareholding in SkyFii and

on the terms and conditions described in the Explanatory Notes (**Earn Out Shares**), in partial consideration for the acquisition by the Company of all of the issued capital in the capital of SkyFii.”

Note: the issue of Earn Out Shares pursuant to Resolution 4 is conditional on ASX confirming that the Company has re-compiled with Chapters 1 and 2 of the ASX Listing Rules. As ASX required the Company to re-comply with the admission requirements under ASX Listing Rule 11.1.3, issue of Consideration Shares cannot take place until ASX's requirements have been met.

Resolution 5 – Issue of Public Offer Shares

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

*“That, subject to the passing of all other Resolutions (other than Resolutions 10) and Completion, for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Directors to issue at least 12,500,000 Shares and up to a maximum of 17,500,000 Shares (on a post consolidation basis) at a minimum issue price of \$0.20 to raise at least \$2,500,000 (minimum subscription) and up to \$3,500,000 (maximum subscription) under the Public Offer (**Public Offer Shares**) on the terms and conditions set out in the Explanatory Notes.”*

Note: the issue of Public Offer Shares pursuant to Resolution 5 is conditional on ASX confirming that the Company has re-compiled with Chapters 1 and 2 of the ASX Listing Rules. As ASX required the Company to re-comply with the admission requirements under ASX Listing Rule 11.1.3, issue of Public Offer Shares cannot take place until ASX's requirements have been met.

Resolution 6 – Appointment of Wayne Arthur as a Director

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

“That, subject to the passing of all other Resolutions (other than Resolution 10) and Completion, for the purposes of the Constitution and for all other purposes, Wayne Arthur, being eligible to act as a Director, is appointed as a director of the Company with effect from Completion.”

Resolution 7 – Appointment of James Scott as a Director

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

“That, subject to the passing of all other Resolutions (other than Resolution 10) and Completion, for the purposes of the Constitution and for all other purposes, James Scott, being eligible to act as a Director, is appointed as a director of the Company with effect from Completion.”

Resolution 8 – Approval of issue of Promoter Shares

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

*“That, subject to the passing of all other Resolutions (other than Resolution 10) and Completion, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given for the issue of up to 2,500,000 Shares (on a post consolidation basis) (**Promoter Shares**) on the basis described in the Explanatory Notes.”*

Resolution 9 – Change of Name

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

"That, subject to the passing of all other Resolutions (other than Resolution 10) and Completion, for the purposes of sections 157(1)(a) and 136(2) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to SkyFii Limited, and for all references to the Company's name in the Constitution of the Company to be replaced with SkyFii Limited."

Resolution 10 - Amendment of Company Constitution

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

"That for the purposes of section 136 of the Corporations Act 2001 and for all other purposes, the constitution of the Company be amended as set out in the Explanatory Notes attached to this Notice of Meeting."

Note: An explanation of the proposed resolution is set out in the attached Explanatory Notes.

Further information specific to Resolutions 1 to 10 (inclusive) is set out in the Explanatory Notes which accompanies and forms part of this Notice of Meeting.

By Order of the Board

A handwritten signature in black ink, appearing to be 'PD' followed by a horizontal line.

Peter Dykes
Director and Company Secretary
Date: 19 August 2014

Voting Exclusions

(a) Resolution 2

As Resolutions 1-9 are inter-conditional, votes which are disregarded on Resolutions 1 and 3-9 will also be disregarded on Resolution 2. The Company will also disregard any votes cast in relation to Resolution 2 by:

- (i) the SkyFii Shareholders and any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary RKS Shares; and
- (ii) an associate of any of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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.

(b) Resolution 3

As Resolutions 1-9 are inter-conditional, votes which are disregarded on Resolutions 1, 2 and 4-9 will also be disregarded on Resolution 3. The Company will also disregard any votes cast in relation to Resolution 3 by:

- (i) the SkyFii Shareholders and any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary RKS Shares; and
- (ii) an associate of any of those persons.

However, the Company need not disregard a vote if:

- (iii) 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
- (iv) 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.

(c) Resolution 4

As Resolutions 1-9 are inter-conditional, votes which are disregarded on Resolutions 1- 3 and 5-9 will also be disregarded on Resolution 4. The Company will also disregard any votes cast in relation to Resolution 4 by:

- (i) the SkyFii Shareholders and any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary RKS Shares; and
- (ii) an associate of any of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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.

(d) Resolution 5

As Resolutions 1-9 are inter-conditional, votes which are disregarded on Resolutions 1-4 and 6-9 will also be disregarded on Resolution 5. The Company will also disregard any votes cast in relation to Resolution 5 by:

- (i) a person who will be acquiring RKS Shares, or who might obtain a benefit, pursuant to the Public Offer (except a benefit solely in the capacity of a holder of RKS Shares, if Resolution 5 is passed); and
- (ii) an associate of any of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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.

(e) Resolution 6

As Resolutions 1-9 are inter-conditional, votes which are disregarded on Resolutions 1-5 and 7-9 will also be disregarded on Resolution 6.

(f) Resolution 7

As Resolutions 1-9 are inter-conditional, votes which are disregarded on Resolutions 1-6 and 8-9 will also be disregarded on Resolution 7.

(g) Resolution 8

As Resolutions 1-9 are inter-conditional, votes which are disregarded on Resolutions 1-7 and 9 will also be disregarded on Resolution 8. The Company will also disregard any votes cast in relation to Resolution 9 by:

- (i) a person who will be acquiring RKS Shares, or who might obtain a benefit, pursuant to the Public Offer (except a benefit solely in the capacity of a holder of RKS Shares, if Resolution 9 is passed); and
- (ii) an associate of any of those persons.

However, the Company need not disregard a vote if:

- (iii) 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
- (iv) 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.

(h) Resolution 9

As Resolutions 1-9 are inter-conditional, votes which are disregarded on Resolutions 1-8 will also be disregarded on Resolution 9.

1.2 Chairman as Proxy

If the chair of the General Meeting is your proxy, then please note the following:

- (a) You may direct the chair to vote for or against or abstain from voting on any particular Resolution by marking the appropriate box on the enclosed proxy form.

- (b) The chair of the General Meeting intends to vote undirected proxies in favour of each Resolution.

1.3 Entitlement to Vote

Under Corporations Regulation 7.11.37 the Directors have determined that the members eligible to attend and vote at the General Meeting are those persons who are registered RKS Shareholders of the Company at 7.00pm on 17 September 2014. Accordingly, transfers of any RKS Share registered after that time will be disregarded for determining entitlements to attend and vote at the General Meeting.

1.4 How to Vote

You may vote in person by attending the General Meeting, or by proxy.

To vote in person, you must attend the General Meeting at Level 4, 95 Pitt Street, Sydney NSW on 19 September 2014 at 10.00am.

To vote by proxy, a completed Proxy Form must be delivered to and received by the Share Registry by 10.00am on 17 September 2014.

The Proxy Form sets out the instructions for the return of that Proxy Form.

Please return Proxy Forms by either:

- (a) posting or delivering them to the Share Registry at PO BOX 535, Applecross, Western Australia 6953;
- (b) faxing them to the Share Registry on +61 8 9315 2233; or
- (c) emailing them to the Share Registry at registrar@securitytransfer.com.au

1.5 Proxies

In accordance with section 249L of the Corporations Act, RKS Shareholders are advised that:

- (a) each RKS Shareholder entitled to vote at the General Meeting has a right to appoint a proxy;
- (b) the proxy need not be a RKS Shareholder;
- (c) an RKS Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportional number is specified, each proxy may exercise half of the member's votes; and
- (d) an RKS Shareholder may specify the way in which the proxy is to vote on the Resolutions or may allow the proxy to vote at his discretion. If the way in which a proxy is to vote on a Resolution is specified by a RKS Shareholder, the proxy may not vote on that Resolution except as specified by the RKS Shareholder.

1.6 Corporate Representatives

A body corporate, which is a RKS Shareholder, may appoint an individual (by certificate executed in accordance with section 127 of the Corporations Act or in any other manner satisfactory to the Chairman of the General Meeting) as a representative of that body corporate to exercise all or any of the powers the body corporate may exercise at the General Meeting. The appointment may be standing.

2 Explanatory Notes

This Explanatory Notes has been prepared for the information of RKS Shareholders in connection with the business to be conducted at the General Meeting to be held at Level 4, 95 Pitt Street, Sydney NSW on 19 September 2014 at 10.00am.

2.1 Proposed Transaction

The Acquisition Agreements were executed on 30 July 2014 between the Company and each of the SkyFii Shareholders. Pursuant to the Acquisition Agreements, the Company has agreed to acquire all of the share capital of SkyFii. In consideration for the acquisition, the Company will issue the Consideration Shares and the Earn Out Shares (if any) to the SkyFii Shareholders.

Completion of the Acquisition Agreements (**Completion**) is conditional upon, amongst other things, the passing of the Resolutions set out in this Notice of Meeting by RKS Shareholders at the General Meeting, and each of the following being completed:

- (a) the RKS Share Consolidation;
- (b) RKS raising a minimum of \$2,500,000 under the Public Offer; and
- (c) the transfer to RKS of all of the issued capital in the capital of SkyFii in consideration for the issue of the Consideration Shares and the Earn Out Shares,

as more fully explained in this Notice of Meeting (together, **Proposed Transaction**).

Other than the RKS Share Consolidation (which will be implemented after the General Meeting if all Resolutions are passed), the implementation of each element of the Proposed Transaction is subject to the implementation of all elements of the Proposed Transaction.

Subject to approval of Resolutions 1 to 9 and Completion occurring, SkyFii will nominate Wayne Arthur and James Scott to the Board of the Company with effect from Completion. Wayne Arthur will also be appointed as Chief Executive Officer of the Company with effect from Completion. In conjunction with these appointments, Peter Dykes, Suyin Chi and Robert Spano will resign as Directors of the Company with effect from Completion.

The SkyFii Acquisition represents a significant change in the nature and scale of the Company's activities, and, therefore, requires the approval of RKS Shareholders.

Consequently, the ASX has advised that the Company is required to satisfy the provisions of Chapters 1 and 2 of the ASX Listing Rules as if applying for admission to the Official List of the ASX. This includes the preparation and issue of a prospectus by the Company which complies with the relevant provisions of the Corporations Act (**Prospectus**).

The Public Offer Shares will be offered by way of the Prospectus. The funds raised by the Public Offer will assist with the expenses of the Proposed Transaction and provide working capital to fund ongoing operations and future growth of the Combined Group.

2.2 Indicative Timetable

Event	Date
Execution of Acquisition Agreement	30 July 2014
Dispatch of Notice of Meeting	21 August 2014
Lodgement of Prospectus with ASIC	29 August 2014
General Meeting	19 September 2014
First date for Company to send notices to security holders of change of holdings as a result of consolidation	26 September 2014

Closing date of Prospectus Offer	25 September 2014
Last day for Securities to be entered into holders' security holdings and for Company to send holding statements out to each security holder – consolidation	2 October 2014
Settlement of SkyFii Acquisition – issue of Consideration Shares and Public Offer Shares	2 October 2014
Expected date for re-instatement of the Company's Shares to trading on ASX	8 October 2014
Holding Statements sent out - Capital Raising	8 October 2014

*These dates are indicative only and may be changed by the Directors in their discretion.

2.3 Overview of the Company

RKS Consolidated Limited is an Australian public company listed on the official list of the ASX (ASX:RKS). It is a funds management company with a focus on developing and managing investment trusts in a range of asset classes. The Company's Shares are currently suspended from quotation from the ASX and have been suspended since July 2008.

The Company was placed into voluntary administration in July 2008 and into liquidation in June 2009. The liquidation was subsequently terminated via a court order on 23 August 2010. Since that time, the Directors have been reviewing potential investment opportunities as a precursor to attaining re-quotation of the Shares on the ASX.

Currently, the Company has 100,000,000 Shares on issue. There are no other securities on issue in RKS.

2.4 Overview of SkyFii

(a) Background and structure

SkyFii is a private company incorporated in Australia in 2013.

It is a leading Australian based retail technology company which captures, analyses and visualises customer behaviour to provide retailers with actionable insights to drive more informed decision making and deliver targeted content in real-time.

The development of SkyFii's business model has been spearheaded by managing director, Wayne Arthur and supported by an entrepreneurial team with extensive commercial experience in technology, media, product development and operations.

At the heart of SkyFii is proprietary technology platform which is able to collect a wealth of consumer behavioural and intent data both online and physically within retail environments. The platform integrates this data with the retail partners existing data sets (online/offline/POS/ CRM) to form an actionable 360 view of current and future customers.

SkyFii's unique integrated data warehouse and content delivery platform allows retailers/advertisers to use this data, including location information and customer profiles, to push targeted content to and engage with customers through WiFi, SMS, email or App based push notifications in real-time. This "targeted" messaging can be enhanced with Bluetooth LE nodes providing localised proximity marketing by integrating with a customer's mobile app.

In addition, SkyFii's in store data gathering capability can inform retailer's operational strategy (staffing, merchandising, infrastructure) through providing insight into physical customer habits in store and patterns exhibited before and after entering the store.

For more on SkyFii please visit www.skyfii.com

(b) SkyFii's tangible assets

SkyFii's does not hold any shares or interests in any other entity.

The major assets of SkyFii as set out in the SkyFii accounts as at 31 July 2014 include the following:

Assets	Value (A\$)
Cash assets	\$535,860
Current-receivables	\$254,771
Fixed assets	\$9,873
Non-current assets	\$76,555
Total assets	\$877,058

(c) Products

SkyFii's major products are as follows:

(i) Network Services:

- (A) Wireless network design, installation and project management;
- (B) Network management and monitoring; and
- (C) Public Wi-Fi services - guest access and content filtering;

(ii) Cloud Services:

- (A) Analytics – visitor and Wi-Fi;
- (B) Content delivery – email, SMS, push notifications;
- (C) Marketing automation – event, location and profile driven; and
- (D) Real time location services.

(d) Target market and industries

SkyFii's target markets include retail centres, the hospitality industry, quick services retail, transport hubs, outdoor advertising and experimental marketing.

(e) Revenue generation

SkyFii has developed a proprietary software platform which enables the capture and analysis of physical customer analytics within a networked area and real time location based content delivery to registered users of the network. SkyFii analytics can detect and monitor any Wi-Fi enabled smart device which comes into contact with one of our networks.

SkyFii has a lucrative opportunity to assist retailers bridge the gap between advertising and sales; to design and fuse a variety of customer touch points into that 'mythical' retail omni-channel.

2.5 SkyFii business investment highlights

The investment highlights of the SkyFii Acquisition are as follows:

- (a) one of the largest unified Wi-Fi network of pubs across Australia, in principle agreement to extend coverage to 500 venues with final terms under negotiation;
- (b) highly skilled management team with at least 170+ years' combined experience of senior positions at household technology, media and telecommunications companies;
- (c) arrangements in place for the ownership and management of the wireless network infrastructure and the provision of public Wi-Fi at QVB, The Strand Arcade, The Galeries Victoria and Chifley Plaza in the Sydney;
- (d) annual rolling contract for network management and the provision of Wi-Fi, analytics and content delivery services at World Square in the Sydney CBD;
- (e) contract for network management and the provision of Wi-Fi, analytics and content delivery services at Market City in the Sydney CBD;

2.6 Conditions of the Proposed Transaction

Completion is subject to a number of conditions precedent set out in the Acquisition Agreements, of which the following remain outstanding as at the date of this Notice of Meeting:

- (a) the Company obtaining any regulatory approvals and satisfying all requirements under the Corporations Act and the ASX Listing Rules (including all appropriate or necessary waivers) for the transactions contemplated by:
 - (i) the Acquisition Agreements;
 - (ii) the Prospectus;
 - (iii) the Public Offer; and
 - (iv) this Notice of Meeting.
- (b) RKS Shareholders approving all of the Resolutions – **the satisfaction of this condition is expected to be confirmed following the conclusion of the Meeting;**
- (c) RKS raising no less than the minimum amount required under the Public Offer – **the satisfaction of this condition is expected to be confirmed immediately following the expiry of the Public Offer;** and
- (d) there being no material adverse change in relation to the Company or SkyFii in the period up to Completion (in each case, other than the transactions contemplated in the Acquisition Agreement, this Notice of Meeting and the Prospectus) – **the satisfaction of these conditions is expected to be confirmed at Completion.**

As of the date of this Notice of Meeting, the Directors are not aware of any reason why any of the outstanding conditions to the SkyFii Acquisition will not be satisfied on or before the time required under the Acquisition Agreement. The Directors will keep RKS Shareholders and the ASX advised in this regard at all relevant times, including as to the outcome of the vote by RKS Shareholders at the General Meeting.

If all of the Resolutions are passed, and the other conditions to the SkyFii Acquisition are satisfied, Completion is expected to occur on or about 2 October 2014. If any of the Conditions are not satisfied, in the absence of any agreement between the parties otherwise, the Acquisition Agreements will be terminated and the SkyFii Acquisition will not proceed, in which case the advantages of the SkyFii Acquisition will not occur.

2.7 Restricted Securities

The ASX has advised the Company that no securities in RKS will be issued pursuant to the SkyFii Acquisition (including issues of Shares to the SkyFii Shareholders, related parties or anyone that ASX considers that the Shares or other RKS securities are being issued to as part of the backdoor listing) until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules.

Shares to be issued pursuant to this Notice of Meeting may be held in escrow as ASX restricted securities for a maximum of 24 months after the Company is reinstated to Official Quotation, if required by the ASX Listing Rules.

3 Pro forma statement of financial position

3.1 Pro forma balance sheet

The unaudited pro-forma balance sheet of the Company, following Completion and assuming that the maximum amount is raised under the Public Offer, is set out below:

RKS/SkiFii AUD	<u>RKS as at 30/6/14</u>	<u>SkiFii as at 30/6/14</u>	<u>Pro forma Consolidat ed Balance Sheet</u>	<u>Pro forma Consolidated Balance Sheet post Capital Raising - Min</u>	<u>Pro forma Consolidated Balance Sheet post Capital Raising - Max</u>
CURRENT ASSETS					
Cash assets	25,902	1,033,175	1,059,077	3,044,077	3,984,077
Trade and Other Receivables		149,212	149,212	149,212	149,212
Other current assets	-	-	-	-	-
TOTAL CURRENT ASSETS	25,902	1,182,387	1,208,289	3,193,289	4,133,289
NON CURRENT ASSETS					
Property, plant & equipment		9,807	9,807	9,807	9,807
Intangibles		65,000	65,000	65,000	65,000
Other	500	11,555	12,055	12,055	12,055
TOTAL NON CURRENT ASSETS	500	86,362	86,862	86,862	86,862
TOTAL ASSETS	26,402	1,268,749	1,295,151	3,280,151	4,220,151
CURRENT LIABILITIES					
Trade and other payables	12,256	389,685	401,941	401,941	401,941
Provisions		39,749	39,749	39,749	39,749
Convertible Notes		-	-	-	-
TOTAL CURRENT LIABILITIES	12,256	429,434	441,690	441,690	441,690
TOTAL NON-CURRENT LIABILITIES	-	-	-	-	-

TOTAL LIABILITIES	12,256	429,434	441,690	441,690	441,690
NET ASSETS	14,146	839,315	853,461	2,838,461	3,778,461
EQUITY					
Issued capital	33,906,767	2,953,934	4,953,934	7,203,802	8,130,559
Reserves	234,000		-	-	-
Accumulated losses	- 34,126,621	- 2,114,619	- 4,100,473	- 4,365,341	- 4,352,098
TOTAL EQUITY	14,146	839,315	853,461	2,838,461	3,778,461

4 Effect of the Proposed Transaction on RKS Shareholders

The effect of the issue of the Consideration Shares, the Public Offer Shares, the Agreed Shares and the Earn Out Shares on the share capital of RKS (after implementation of the RKS Share Consolidation) is set out in the table below:

Table 1: Capital Structure of Company following the passing of all Resolutions and completion of the Proposed Transaction, including completion of the maximum capital raising under the RKS Public Offer and issue of the maximum number of Earn Out Shares.

Type of RKS Shareholder	Before Completion		After Completion		After Earn Out	
	No. of Shares	% of total number of Shares	No. of Shares	% of total number of Shares	No. of Shares	% of total number of Shares
Existing RKS Shareholders	10,000,000	100%	10,000,000	10%	10,000,000	5.47%
SkyFii Shareholders (or their nominees)	nil	Nil	70,000,000	70%	152,500,000	83.56%
Subscribers to Public Offer	nil	Nil	17,500,000	17.5%	17,500,000	9.58%
Promoter Shares	nil	Nil	2,500,000	2.5%	2,500,000	1.36%
TOTAL	10,000,000	100%	100,000,000	100%	182,500,000	100%

*the table above assumes that there are no securities in RKS issued between the date of this Notice and the date of issue of the Earn Out Shares

5 Advantages of the Proposed Transaction

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholders' decision on how to vote on the Resolutions:

- (a) The continuing viability of the Company as a going concern depends on identifying suitable opportunities that will sustain a viable business. The Proposed Transaction presents one such opportunity and, as such, the Proposed Transaction will allow the Company to continue as a going concern.
- (b) Through the SkyFii Acquisition, a larger market capitalisation and enhanced shareholder base should increase the liquidity of the Company's Shares.
- (c) If Completion does not occur, the Company will be required to pay all of the costs involved with negotiating the Acquisition Agreements, including advisor fees.

6 Disadvantages of the Proposed Transaction

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholders' decision on how to vote on the Resolutions:

- (a) The Company will be changing the nature of its activities to become a retail technology company, which may not be consistent with the objectives of Shareholders and will reduce the possibility of an alternative direction for the Company.
- (b) There are a number of other risk factors associated with the change in nature and scale of the Company's activities, and with SkyFii's business and operations. Some of these risks are set out in Section 8 of these Explanatory Notes

7 Business Overview

7.1 Board and Senior Management

(a) Directors

Immediately following Completion, the Board of Directors of the Company will comprise the following Directors:

(i) Wayne Arthur – Managing Director and Chief Executive Officer

Wayne has global experience in media sales, working across the UK, South Africa and Australia. He was formerly a Group Sales Manager, EYE Corp (recently acquired by Champ Private Equity), General Manager of Sales, Titan Media Group and a Sales Executive for JC Decaux.

(ii) James Scott – Non Executive Director

James Scott is the Group Executive Director – Performance at Seven Group Holdings Limited. James has 20 years' experience in Digital Technology, Network and IT Business, including Network Computing, Server Virtualization, Digital Enablement and mobility solutions. He is focused on leveraging technology to drive optimization and change in business performance.

(iii) Anthony Dunlop

Anthony Dunlop will continue as a Non-Executive Director of the Company following Completion.

(b) Chief Operations Officer – Michael Walker

Michael has over 20 years of executive management and capital markets experience including the design, development and implementation of derivative trading platforms. He was formerly a Director, Head of Exchange Traded Securities, Asia Pacific, Citigroup and a Director, Head of Derivative Sales, Australia, UBS.

(c) Chief Technology Officer – Jason Martin

Jason's background is primarily focused on designing and building high volume processing systems. Working as a principal architect on large scale projects for government and various commercial enterprises has provided him the knowledge on how to build scalable and secure platforms.

(d) Financial Controller – George Yeoh

George Yeoh brings extensive experience as corporate CFO and COO with some of the world's largest conglomerates in advertising and marketing communications. His international experience includes strategic financial management expertise, audit and compliances, due diligence review, merger and acquisition, strategic human resources and cost efficiency management.

(e) Ian Robinson - Sales Director

Ian has 17 years experience in international media, having previously worked as National Sales Manager at Eye Corp. He is also a Founder/Director at Amity Media.

8 Risk Factors

SkyFii's operations are subject to a number of risks, some of which are listed below, which could materially adversely affect the Company's business, results of operation and/or financial condition.

The following is not an exhaustive summary but identifies the areas the Board regards as the major risks specific to an investment in the Company. You should carefully consider the risks and uncertainties set out below and the information contained elsewhere in this Notice of Meeting. You should also seek your own professional advice in relation to the risks associated with an investment in the Company and should make your own assessment as to investing in the Company.

8.1 Risks relating to the change in nature and scale of activities

(a) Re-quotation of RKS Shares on the ASX

As the Company has no recent involvement in providing retail technology products and solutions, the Proposed Transaction constitutes a significant change in the nature and scale of the Company's activities and, in accordance with Listing Rule 11.1.3, the Company needs to comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the ASX. There is a risk that the Company may not be able to meet the requirements of ASX for re-quotation of its Shares on ASX. Should this occur, the RKS Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all.

(b) Conditions Precedent

The SkyFii Acquisition is subject to a number of conditions precedents as summarised above in section 2.6 of this Notice of Meeting. If these conditions are not satisfied or waived by the relevant due date, the SkyFii Acquisition may not proceed, in which case the Company will need to evaluate whether it can continue as a going concern.

8.2 General risk factors

(a) Market conditions

The Shares are to be quoted on ASX, where the price may rise or fall relative to the Offer Price. The Shares issued or sold under the Prospectus carry no guarantee in respect of profitability, dividends, return of capital, or the price at which they may trade on ASX. The value of the Shares will be determined by the share market and will be subject to a range of factors, many or all of which may be beyond the control of the Company and the management team.

(b) Economic conditions

The performance of the Company is likely to be affected by changes in economic conditions. Profitability of the business may be affected by some of the matters listed below. The Directors make no forecast in regard to:

- (i) the future demand for SkyFii's products and services;
- (ii) general financial issues which may affect policies, exchange rates, inflation and interest rates;
- (iii) deterioration in economic conditions, possibly leading to reductions in business spending and other potential revenues which could be expected to have a corresponding adverse impact on the Combined Group's operating and financial performance;
- (iv) the strength of the equity and share markets in Australia and throughout the world;

- (v) financial failure or default by any entity with which a member of the Combined Group is or may become involved in a contractual relationship; and
 - (vi) industrial disputes in Australia and overseas.
- (c) Government policies & legislation
- The Company may be affected by changes to government policies and legislation, including those relating to telecommunications, privacy, data security and taxation.

8.3 SkyFii specific risk factors

(a) Intellectual property

In any business based on intellectual property or trade secrets, there is a risk that other individuals or companies may claim to have any interest in the intellectual property or trade secrets of a company. In addition, intellectual property and trade secrets may be challenged by other parties and SkyFii defending its IP position may impact on SkyFii's earnings adversely.

(b) Competition

The markets in which SkyFii operates are competitive and there can be no assurances that the competitive environment will not change adversely due to actions of competitors or changes in customer preferences. SkyFii's financial performance or operating margins could be adversely affected if the actions of competitors or potential competitors become more effective, or if new competitors enter the market and SkyFii is unable to counter these actions.

(c) Reliance on key personnel

SkyFii relies on the experience and knowledge of its management team. The Company is also dependent on its ability to recruit and retain suitably qualified personnel. In the event that such key personnel left SkyFii and it was unable to recruit suitable replacements, such loss could have a materially adverse effect on the Company.

(d) Growth prospects and company expansion plans

SkyFii's growth prospects are dependent upon a number of factors, including, customer take up and execution of rollout.

If SkyFii fails to execute any expansion plan, its financial performance is likely to be negatively affected.

(e) Product selection

An important element of the business is an ability to assess and identify products that appeal to SkyFii's target market and any misjudgements in demand or changes in customer preferences could result in reduced sales, increased inventory and/or lower gross margins. In addition, existing products or products in the future developed by SkyFii may experience performance problems rendering them difficult or impossible to sell, or subject to product recall which could have a material adverse impact on SkyFii's financial performance.

(f) Relationships with suppliers

The Company relies on sourcing products from various suppliers and any material adverse change in SkyFii's relationships with its suppliers, its terms of trade, or the ability of key suppliers to service orders could have an adverse impact on the Company's prospects. Furthermore, the reliance on sourcing products from suppliers exposes the Company to further risks of delivery delays or quality problems that may adversely affect the business.

(g) Funding

While SkyFii believes it will have sufficient funds after completion of the Proposed Transactions to meet all of its growth and capital requirements for the near term, SkyFii may seek to exploit opportunities of a kind that will require it to raise additional capital from equity or debt sources. There can be no assurance that SkyFii will be able to raise such capital on favourable terms or at all. If the Company is unable to obtain such additional capital, it may be required to reduce the scope of its anticipated activities, which could adversely affect its business, financial condition and operating results.

9 Escrow

The ASX has expressly reserved the right to apply escrow conditions pursuant to Appendix 9B to any securities of the Company issued pursuant to the SkyFii Acquisition.

A restricted security is defined under the ASX Listing Rules in reference to Appendix 9B, which also sets out various categories of persons who may be issued restricted securities and the circumstances in which those securities are listed as restricted. Item 7 of Appendix 9B of the ASX Listing Rules provides that securities issued before admission where consideration for the issues of the securities are the services performed by the promoter are 'restricted securities'.

The holders of restricted securities are prohibited from disposing of the securities, creating a security interest over them or generally doing anything that would have the effect of transferring from the holder to another, effective ownership or control of the securities for a particular period.

10 Directors' Recommendations and Voting

The Directors unanimously approved the proposal to put the Resolutions to RKS Shareholders.

Each Director considers that the proposals more fully described in these Explanatory Notes are in the best interests of the Company and recommends to RKS Shareholders to vote in favour of each of the Resolutions.

Other than as stated in these Explanatory Notes, the Directors have no interest in the Resolutions.

In making their recommendations, the Directors advise RKS Shareholders to read this Notice of Meeting in its entirety, and to seek their own independent financial advice in relation to it.

The Directors each intend to vote in favour of all Resolutions, subject to the application of voting exclusions under the ASX Listing Rules and the Corporations Act.

Details of the Directors' and the Proposed Directors' interests in the Company's securities are set out in Section 12.1.

11 Resolutions

11.1 Resolution 1: Consolidation of RKS Shares

(a) Introduction

The Company proposes to consolidate its ordinary share capital through the conversion of every 10 Shares into 1 Share, with any fractional entitlements rounded up to the nearest whole number.

Under section 254H of the Corporations Act, a company may consolidate its shares if the consolidation is approved by an ordinary resolution of shareholders at a general meeting. ASX Listing Rule 7.20 provides that if an entity proposes to reorganise its capital, it must advise shareholders of certain matters, which are set out in this Section 11.

(b) Reason for the Proposed Consolidation

The ASX has advised the Company that, in view of the significance of the proposed changes under the Proposed Transaction, under the terms of ASX Listing Rule 11.1.3, the Company is required to comply with Chapters 1 and 2 of the ASX Listing Rules – including the requirement of having a minimum share price of \$0.20.

The RKS Share Consolidation will assist the Company to achieve a listing price of at least \$0.20.

(c) Effect of the Proposed Consolidation

As at the date of this Notice of Meeting, the Company has 100,000,000 Shares on issue. Following implementation of the proposed consolidation, the Company will have 10,000,000 RKS Shares on issue, subject to rounding of fractional entitlements.

The Company has no options or other convertible securities on issue.

(d) Holding Statements

From the date of proposed consolidation, all existing holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Proposed Consolidation basis. After the proposed consolidation becomes effective, the Company will arrange for new holding statements to be issued to RKS Shareholders. It is the responsibility of each RKS Shareholder to check the number of Shares held prior to and following the proposed consolidation.

The proposed consolidation will not result in any change to the substantive rights and obligations of RKS Shareholders. The Company's balance sheet and tax position will also remain unaltered as a result of the proposed consolidation.

RKS Shareholders are advised to seek their own tax advice on the effect of the proposed consolidation and neither the Company, the Directors nor the Company's advisers accept any responsibility for the individual taxation implications arising from the Proposed Consolidation.

(e) Timetable

An indicative timetable that the Company will be following, in accordance with Appendix 7A of the ASX Listing Rules is set out below. The company notes that the RKS Shares will continue to remain suspended from Official Quotation until such time as the transactions the subject of this Notice of Meeting have been completed and the Company has complied with the pre-quotation requirements of the ASX. Accordingly, there will be no trading in the RKS Shares until the Company has been reinstated to Official Quotation.

Event	Date
General Meeting to approve RKS Share Consolidation	19 September 2014
Company tells ASX that RKS Shareholders have approved SRKS Share Consolidation	19 September 2014
Last day for pre-consolidation trading	22 September 2014
Trading on a deferred settlement basis starts*	23 September 2014
Last day to register transfers on a pre-consolidation basis	25 September 2014
First day for Company to send notice to the Shareholders of change of holdings as a result of reorganisation	26 September 2014
First day for Company to register securities on a post-consolidation basis and for issue of holding statements	
Issue date	2 October 2014
Deferred settlement market ends	
Last day for securities to be entered into the holders' security holdings and for Company to send notice to each security holder	

(f) Directors' Recommendation

The Board recommends that RKS Shareholders vote in favour of this Resolution. The reasons the Board makes this recommendation are that they consider:

- (i) the Proposed Consolidation will assist the Company to satisfy the requirements of Chapters 1 and 2 of the ASX Listing Rules, and thereby enable the Company to continue to be admitted to the Official List of the ASX following completion of the Proposed Transaction; and
- (ii) the Proposed Consolidation is in the best interests of the Company.

Other than as RKS Shareholders, none of the Directors have an interest in the outcome of this Resolution.

11.2 Resolution 2: Acquisition of SkyFii Group Pty Ltd

(a) Introduction

Resolution 2 refers to the proposed acquisition by RKS of all of the issued capital in the capital of SkyFii and a change to the scale and nature of the Company's activities. ASX

Listing Rule 11.1 provides that if a company proposes to make a significant change to the nature or scale of its activities it must, if required by the ASX, obtain the approval of shareholders for those changes. The Company is required to obtain RKS Shareholder approval for the SkyFii Acquisition.

The ASX has advised the Company that, in view of the significance of the proposed changes, under the terms of ASX Listing Rule 11.1.3, the Company is required to comply with Chapters 1 and 2 of the ASX Listing Rules. The Company's Shares are currently suspended from quotation. Under the terms of Guidance Note 12 to the ASX Listing Rules, following RKS Shareholder approval of the Resolutions, trading in RKS Shares will remain suspended until such time as the requirements of Chapters 1 and 2 of the ASX Listing Rules have been met.

(b) Rationale for the SkyFii Acquisition

RKS has sought, for some time, to make an appropriate investment to maximise returns to RKS Shareholders. Having carefully considered a number of options, the Board believes that, subject to RKS Shareholder approval, the SkyFii Acquisition and other elements of the Proposed Transaction represent an attractive opportunity for RKS Shareholders.

After completion of the Proposed Transaction, the Company will have cash available to fund growth of the SkyFii business.

(c) Conditional on re-compliance with Chapters 1 and 2 of ASX Listing Rules

Completion of the SkyFii Acquisition is conditional upon ASX confirming that the Company has re-complied with Chapters 1 and 2 of the Listing Rules.

(d) Directors' Recommendation

The Directors having no interest in the outcome of this Resolution other than as a RKS Shareholder, recommend that RKS Shareholders vote in favour of this Resolution for the following reasons:

- (i) the SkyFii Acquisition and other elements of the Proposed Transaction represent an attractive opportunity for RKS Shareholders; and
- (ii) the Proposed Transaction is in the best interests of the Company.

11.3 **Resolution 3 and 4: Issue of Consideration Shares and Earn Out Shares to SkyFii Shareholders**

(a) Introduction

Resolutions 3 and 4 propose (respectively) to issue the SkyFii Shareholders:

- (i) the Consideration Shares; and
- (ii) up to 82,500,000 Earn Out Shares

each with a deemed issue price of \$0.20 per RKS Share, as consideration for the acquisition by the Company of all of the issued capital in the capital of SkyFii.

ASX Listing Rule 7.1 prohibits a company from issuing shares or options representing more than 15% of its issued capital in any 12 month period without shareholder approval. The proposed issue of Consideration Shares contemplated under Resolution 3 will exceed this limit. The effect of RKS Shareholder approval will be that the Consideration Shares and any Earn Out Shares issued will not be counted in calculating the number of securities which the Company can issue in the future under the 15% limit imposed by ASX Listing Rule 7.1.

In accordance with Listing Rule 7.1, Shareholder approval is sought for the issue of the Consideration Shares and the maximum number of Earn Out Shares.

(b) Effect of issue on the Company's share capital

The Company currently has on issue a total of 100,000,000 fully paid ordinary shares as at the date of this Notice of Meeting.

The RKS Share Consolidation (being a 1 for 10 consolidation of RKS Shares) will be implemented after the General Meeting if all Resolutions are passed, and will result in the Company having on issue a total of 10,000,000 Shares, subject to rounding of fractional entitlements.

Following Completion of the Proposed Transaction and if the maximum number of Earn Out Shares and Public Offer Shares are issued, the Company will have a total of 182,500,000 Shares on issue, comprising and subject to the following:

- (i) 10,000,000 RKS Shares after implementation of the RKS Share Consolidation, subject to rounding of fractional entitlements;
- (ii) 70,000,000 Consideration Shares issued to SkyFii Shareholders or at their direction;
- (iii) 17,500,000 Public Offer Shares issued to subscribers under the Public Offer;
- (iv) 2,500,000 Promoter Shares (see Resolution 8); and
- (v) 82,500,000 Earn out Shares.

If approved, the issue of the Consideration Shares and the maximum number of Earn Out Shares would result in SkyFii Shareholders obtaining a cumulative voting power in the Company of approximately 83.56% of the enlarged share capital of the Company, after taking into account all new RKS Shares to be issued under the Public Offer pursuant to the Prospectus.

The full names of each SkyFii Shareholder together with details of their current and post-Completion and post Earn Out Shareholdings are set out in the table below:

SkyFii Shareholder	Completion Shares	Post Completion % of RKS	Maximum Earn Out Shares	Total Maximum Shareholding	Post Earn out % of RKS
Avenue C Pty Limited (ACN 120 324 049) <ATF The Orchard Street Family Trust>	11,623,743	12.24%	13,699,411	25,323,154	13.88%
Jagafii Pty Limited (ACN 164 509 193) <ATF Skyfii Unit Trust>	11,439,243	12.04%	13,481,964	24,921,207	13.66%
Montella Investments Pty Ltd (ABN 22 069 878 235) <as Trustee>	5,737,514	6.04%	6,762,070	12,499,584	6.85%
Shanderlay Investments Pty Ltd (ABN 60 065 748 183) <as Trustee>	5,737,514	6.04%	6,762,070	12,499,584	6.85%
Karibu Pty Ltd (ACN 167 195 422) <as Trustee>	8,699,836	9.16%	10,253,379	18,953,215	10.39%

Bonduffmex Pty Ltd (ACN 167 171 360) <ATF Ian Robinson Family Trust>	7,956,690	8.38%	9,377,528	17,334,218	9.50%
Yellow Monkey Holdings Pty Ltd (ACN 147 673 292) <ATF The Bernberg Family Trust>	3,158,950	3.33%	3,723,048	6,881,998	3.77%
Glemaress Pty Ltd (ACN 162 707 539) <ATF Glenmaress Family Trust>	846,144	0.89%	997,242	1,843,386	1.01%
Devero Holdings Pty Ltd (ACN 107 557 326)	2,941,546	3.10%	3,466,821	6,408,367	3.51%
BMR Securities Pty Limited (ACN 166 025 092) <ATF The BMR Securities Trust A/C>	877,232	0.92%	1,033,881	1,911,113	1.05%
Alice Klara Senn	794,618	0.84%	936,514	1,731,132	0.95%
Rachel Scott	363,150	0.38%	427,999	791,149	0.43%
The Chimes Private Foundation	472,100	0.50%	556,404	1,028,504	0.56%
Asia Pacific Optical Networks Pty Ltd (ACN 146 521 691) <ATF APON Investment Trust>	169,472	0.18%	199,734	369,206	0.20%
Christopher Thomas Khoury	121,043	0.13%	142,658	263,701	0.14%
Kunal Khattar	112,977	0.12%	133,151	246,128	0.14%
Andrew Bates	112,977	0.12%	133,151	246,128	0.14%
Lemniscate Investments Pty Ltd (ACN 156 435 899)	67,789	0.07%	79,894	147,683	0.80%
Grant Vandenberg Associates Pty Ltd (ACN 069 374 385) <ATF Vandenberg Family Trust ABN 61 864 132 469>	72,629	0.08%	85,598	158,227	0.09%
Richard McLaren	254,207	0.27%	299,602	553,809	0.30%
Ma Duck & Me Pty Ltd (ACN 160 917 233) <ATF Ma Duck & Me Trust>	254,207	0.27%	299,602	553,809	0.30%

Kerry McCabe	254,207	0.27%	299,602	553,809	0.30%
Alterac Pty Ltd <AFT Alterac Trust>	1,983,055	2.09%	2,337,171	4,320,226	2.37%
Marco Betelli	1,983,055	2.09%	2,337,171	4,320,226	2.37%
Birketu Pty Ltd	3,966,102	4.17%	4,674,335	8,640,437	4.73%
TOTAL	70,000,000	73.68%	82,500,000	152,500,000	83.56%

(c) Change of Officers

In conjunction with the effective change of control of the Company:

- (i) Wayne Arthur and James Scott will be appointed as Directors of the Company;
- (ii) Peter Dykes, Suyin Chi and Robert Spano will stand down as Directors of the Company; and
- (iii) Peter Dykes will stand down as company secretary of the Company.

(d) Calculation of Earn Out Amount and Shares

Pursuant to the Acquisition Agreements, the SkyFii Shareholders will be entitled to an earn out (capped at \$16,500,000) based on the revenue of the Company during the 2016 calendar year (**Earn Out Amount**). The Earn Out Amount will be payable by the Company by issuing that number of Earn Out Shares equal to the Earn Out Amount. Each of the Earn Out Shares will be issued at an issue price of \$0.20.

The Earn Out Amount is calculated as follows:

$$\text{Earn-out Amount} = A - \$13,500,000$$

where:

A is the lesser of:

- (i) R multiplied by three; and
- (ii) \$30,000,000.

R is the sum of:

- (iii) the combined gross revenue of the Company and its Associates for the half year ending 31 December 2016 as set out in the Company's 2017 Half Year Accounts; and
- (iv) the combined gross revenue of the Company and its Associates for the half year ending 30 June 2016 derived from the records and accounts that form the basis of the audited statutory accounts of the Company for the period ending 30 June 2016.

The Earn Out Amount will become payable on the day immediately following the date the Company lodges its 2017 half yearly accounts with ASIC.

(e) Conditional on re-compliance with Chapters 1 and 2 of ASX Listing Rules

No Consideration Shares will be issued under Resolution 3 until upon ASX confirms that the Company has re-complied with Chapters 1 and 2 of the Listing Rules.

(f) Application for listing of Consideration Shares

As a condition of the Proposed Transaction, the Company will apply for quotation of all the Consideration Shares on the ASX as soon as possible after their issue.

(g) Approval

In accordance with Listing Rule 7.1, Shareholder approval is sought for the issue of the Consideration Shares and the maximum number of Earn Out Shares. The effect of Resolutions 3 and 4 will be to allow the Company to:

- (i) issue the Consideration Shares during the 3 month period after the General meeting, without using the Company's 15% annual placement capacity; and
- (ii) issue the Earn Out Shares after the Company lodges its 2017 half year accounts with ASIC (subject to ASX granting the Company a waiver of ASX Listing Rule 7.3.2) without using the Company's 15% annual placement capacity and avoiding the need to seek further Shareholder approval at the time of issue of the Earn Out Shares.

If for any reason the waiver is not granted by the ASX, the Company will not be in a position to issue the Earn Out Shares in accordance with ASX Listing Rule 7.3.2 due to the timing required by the Acquisition Agreements. In that case, the SkyFii Shareholders will have the right to terminate the Acquisition Agreement and the Proposed Transaction will not occur.

(h) ASX Listing Rule 7.3 requirement – Consideration Shares

In accordance with the Corporations Act and the ASX Listing Rules, the Company provides the following additional information to RKS Shareholders in relation to the issue of the Consideration Shares:

Names of the allottees or the basis upon which allottees will be identified or selected:	Please refer to Section 11.3(b) above for the names of the allottees.
Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:	Please refer to Section 11.3(b) above for the number of Consideration Shares proposed to be issued to each SkyFii Shareholder. The maximum number of Consideration Shares to be issued to all SkyFii Shareholders under the SkyFii Acquisition is 70,000,000 Shares.
The date by which the entity will issue the securities:	The Consideration Shares will be issued on Completion (which is expected to occur on or about 2 October 2014) and in any event no later than 3 months after the date of the General Meeting or such later date as permitted by the ASX.
Price at which the securities will be issued:	The issue price for the Consideration Shares is \$0.20 per Consideration Share.
Terms of the securities:	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares of the Company.
Use (or intended use) of the funds raised:	As the Consideration Shares are being issued as consideration for the SkyFii Acquisition, no cash will be raised from the issue of Consideration Shares.

(a) ASX Listing Rule 7.3 requirement – Earn Out Shares

In accordance with the Corporations Act and the ASX Listing Rules, the Company provides the following additional information to RKS Shareholders in relation to the issue of the Earn Out Shares:

Names of the allottees or the basis upon which allottees will be identified or selected:	Please refer to Section 11.3(b) above for the names of the allottees.
Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:	Please refer to Section 11.3(b) above for the maximum number of Earn Out Shares proposed to be issued to each SkyFii Shareholder. The maximum number of Earn Out Shares to be issued to all SkyFii Shareholders under the SkyFii Acquisition is 82,500,000 Shares.
The date by which the entity will issue the securities:	The Earn Out Shares must be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules)
Price at which the securities will be issued:	The issue price for the Earn Out Shares is \$0.20 per Earn Out Share.
Terms of the securities:	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares of the Company.
Use (or intended use) of the funds raised:	As the Earn Out Shares are being issued as consideration for the SkyFii Acquisition, no cash will be raised from the issue of Earn Out Shares.

(b) Directors' Recommendation

The Directors of RKS, having no interest in the outcome of this Resolution other than as RKS Shareholders, recommend that RKS Shareholders vote in favour of each of Resolution 3 and 4 for the following reasons:

- (i) completion of the Proposed Transaction is conditional on the issue of the Consideration Shares and approval being received for the issue of the Earn Out Shares; and
- (ii) the Proposed Transaction is in the best interests of the Company.

11.4 Resolution 5: Issue of Public Offer Shares

(a) Introduction

Resolution 5 proposes the issue of up to 17,500,000 Shares under the Prospectus (**Public Offer Shares**), at an issue price of \$0.20 per Public Offer Share, to raise a minimum of \$2,500,000 and up to a maximum of \$3,500,000. The money raised from the Public Offer will be used to pay with the Company's expenses of the Public Offer and the Company's and SkyFii's expenses incurred in respect of the Proposed Transaction. In addition, the funds raised will provide working capital to fund ongoing operations and future growth of the Combined Group. The issue of the Public Offer Shares is conditional on the passing of all other Resolutions, and on the simultaneous Completion on the issue date of the Public Offer Shares.

For the avoidance of doubt, the Public Offer Shares will be issued pursuant to the Prospectus under the Public Offer.

(b) ASX Listing Rule 7.1

ASX Listing Rule 7.1 prohibits a company from issuing shares or options representing more than 15% of its issued capital in any 12 month period without shareholder approval. The proposed issue of Public Offer Shares contemplated under Resolution 5 will exceed this limit. The effect of RKS Shareholder approval will be that the Public Offer Shares issued will not be counted in calculating the number of securities which the Company can issue in the next 12 months under the 15% limit imposed by ASX Listing Rule 7.1.

(c) Information required under ASX Listing Rules

In accordance with ASX Listing Rules 7.3, the following information is provided in relation to the issue of the Public Offer Shares:

Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:	17,500,000 fully paid ordinary Shares in the Company
The date by which the entity will issue the securities:	The Public Offer Shares will be issued on Completion (which is expected to occur on or about 2 October 2014) and in any event no later than 3 months after the date of the General Meeting or such later date as permitted by the ASX.
Price at which the securities will be issued:	The minimum issue price will be \$0.20 per Public Offer Share.
Terms of the securities:	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares of the Company.
Names of the allottees or the basis upon which allottees will be identified or selected:	Participants in Public Offer will be members of the public who are not related parties of the Company;
Use (or intended use) of the funds raised:	The funds raised will be used to fund the: • increase in SkyFii's sales and marketing activities; • establishment and expansion of overseas operations; • ongoing research and development of SkyFii's Wi-Fi technologies and data analytics platform; • costs of the Public Offer; • costs incurred by the Company and the SkyFii Shareholders in respect of the Proposed Transaction; and • working capital of the SkyFii business, as set out in the table below

(d) Use of funds

Assuming that the maximum amount of A\$3,500,000 is raised under the Public Offer, the Company proposes that such amounts are used as follows:

Item	A\$
Costs of Offer	260,000
Transaction Costs	270,000
ASX re-compliance costs	70,000
Working capital	2,900,000
Total	3,500,000

(a) Conditional on re-compliance with Chapters 1 and 2 of ASX Listing Rules

No Public Offer Shares will be issued under Resolution 5 until upon ASX confirms that the Company has re-complied with Chapters 1 and 2 of the Listing Rules.

(b) Directors' Recommendation

The Directors, who do not have an interest in this Resolution and who will not participate in the Public Offer, recommends that RKS Shareholders vote in favour of this Resolution. The reasons the Board makes this recommendation are that they consider:

- (i) the issue of Public Offer Shares will enable the Combined Group to complete the SkyFii Acquisition and assist in funding ongoing working capital requirements; and
- (ii) the Public Offer is in the best interests of the Company.

11.5 Resolution 6: Appointment of Wayne Arthur as a director

Resolution 6 seeks RKS Shareholder approval, conditional on the passing of all other Resolutions, for the appointment of Wayne Arthur as a Director of the Company with effect on and from Completion. Details of Wayne Arthur's qualifications and relevant experience are set out in Section 7.1.

For the avoidance of doubt, if Completion does not occur, Wayne Arthur will not be appointed as a Director of the Company.

Following Wayne Arthur's appointment as a Director, it is intended that he will also be appointed as the Chief Executive Officer of the Company.

Directors' Recommendation: The Board recommends that RKS Shareholders vote in favour of this Resolution. The reasons the Board makes this recommendation are that:

- (a) Wayne Arthur's expertise in corporate strategy, business management, media and marketing in the traditional and digital space, digital technology, brand reputation and risk management is expected to assist the Combined Group;
- (b) Completion is conditional on the appointment of Wayne Arthur as a Director of the Company; and
- (c) the Board considers that the SkyFii Acquisition is in the best interests of the Company.

Other than as RKS Shareholders, none of the Directors has an interest in the outcome of this Resolution.

11.6 Resolution 7: Appointment of James Scott as a director

Resolution 7 seeks RKS Shareholder approval, conditional on the passing of all other Resolutions, for the appointment of James Scott as a Director of the Company with effect on and from Completion. Details of Mr Scott's qualifications and relevant experience are set out in Section 7.1(a) of the Explanatory Notes.

For the avoidance of doubt, if Completion does not occur, James Scott will not be appointed as a director of the Company.

Directors' Recommendation: The Board recommends that RKS Shareholders vote in favour of this Resolution. The reasons the Board makes this recommendation are that:

- (a) James Scott has extensive experience in similar roles in both private and public listed companies is expected to assist the Combined Group;
- (b) Completion is conditional on the appointment of James Scott as a Director of the Company with effect from Completion; and
- (c) the Board considers that the SkyFii Acquisition is in the best interests of the Company.

Other than as RKS Shareholders, none of the Directors has an interest in the outcome of this Resolution.

11.7 Resolution 8: Approval of issue of Promoter Shares

- (a) Introduction

Resolution 8 proposes the issue of up to 2,500,000 Shares (**Promoter Shares**) as part of consideration for the provision of corporate services in relation to the capital raising under the Prospectus and Public Offer and associated promotional activities. At the date of this Notice of Meeting, the identities of the allottees has not been determined.

The Promoter Shares will not be issued to related parties of the Company.

- (b) Restricted Securities and Escrow Period

It is expected that the ASX will apply 24 month escrow provisions to the Promoter Shares, on the basis that they are 'restricted securities' within the meaning of Appendix 9B.

- (c) Information required under ASX Listing Rules

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Placement Shares:

Names of the allottees or the basis upon which allottees will be identified or selected:	To be determined by the Directors of the Company
Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:	Up to 2,500,000 Shares.
The date by which the entity will issue the securities:	The Promoter Shares will be issued on the date of Completion (which is expected to occur on or about 2 October 2014) and in any event no later than 3 months after the date of the General Meeting or such later date as permitted by the ASX.
Price at which the securities will be issued:	The Promoter Shares will be issued at a minimum of \$0.20 per Promoter Share.

Terms of the securities:	The Promoter Shares will be fully paid ordinary shares of the Company ranking equally with all other
Use (or intended use) of the funds raised:	No funds will be raised from the issue of the Promoter Shares.

(d) Directors' Recommendation

The Board recommends that RKS Shareholders vote in favour of this Resolution.

11.8 Resolution 9: Change of Name – Special Resolution

(a) Introduction

The Company considers that it is appropriate the name of the Company reflects the changing scale and operations of the Combined Group. To this end the Company is seeking, in accordance with section 157(1)(a) of the Corporations Act, RKS Shareholder approval by way of special resolution for the name of the Company to be changed to "SkyFii Limited".

The Company also seeks approval under section 136(2) of the Corporations Act, to the Company's Constitution being updated to reflect the change of name.

(b) Special Resolution

In accordance with section 136(2) of the Corporations Act, the Constitution of the Company can only be amended by a special resolution passed by at least 75% of votes cast by Shareholders present and voting at a general meeting whether in person, proxy or attorney or in the case of a corporate Shareholder or proxy, by a natural person representative.

(c) Directors' Recommendation

The Directors recommend Shareholders vote in favour of this Resolution.

11.9 Resolution 10 – Amendment to Constitution – Special Resolution

(a) Introduction

Shareholder approval is sought for the amendment of the Constitution of the Company. If the special resolution seeking this approval is passed, the amendments will be effective immediately following the General Meeting.

The Board believes that the Constitution of the Company should be brought up to date with the current provisions of the Corporations Act and the Listing Rules.

Copies of the proposed new Constitution are available free of charge from the Company Secretary, RKS Consolidated Limited, Level 29, Goulburn Street, Sydney NSW 2000.

(b) Special Resolution

In accordance with section 136(2) of the Corporations Act, the Constitution of the Company can only be amended by a special resolution passed by at least 75% of votes cast by Shareholders present and voting at a general meeting whether in person, proxy or attorney or in the case of a corporate Shareholder or proxy, by a natural person representative.

(c) Not conditional

This Resolution is not conditional upon the approval of any other Resolution.

(d) Amendment

If the special resolution is passed, the Constitution of the Company will be amended as follows:

- (i) replacing all references in the Constitution to the words '*ASTC Business Rules*' and '*ASTC Settlement Rules*' with the words '*ASX Settlement Operating Rules*', replacing all references to '*Proper ASTC Transfer*' to '*Proper ASX Transfer*' and replacing the existing definition in Section 1.1 of '*ASTC Business Rules*' with the following definition: '*ASX Settlement Operating Rules*' means the operating rules of ASX Settlement Pty Ltd and, to the extent they are applicable, the operating rules of each of ASX and ASX Clear Pty Ltd.'

- (ii) A new section 33A is inserted as follows:

'Subject to the Corporations Act, the Board may refuse to register a transfer of Securities in any circumstances permitted by the Listing Rules. The Board must refuse to acknowledge or register a transfer or disposal of Restricted Securities during the escrow period (except as permitted by the Listing Rules or the ASX) and of any Securities where the Company is, or the Board is, required to do so by the Listing Rules'.

- (e) Directors' Recommendation

The Directors recommend that shareholders approve the amendments to the Constitution and vote in favour of the resolution.

12 Other information

12.1 Directors' interest in securities

The Company's Constitution states that no share qualification is required of any Director.

The direct and indirect interests of each Director and each proposed Director in the securities of the Company are as follows (post RKS Share Consolidation):

Director/Proposed Director (including associates)	RKS Shares as at the date of this Notice of Meeting	RKS Shares after Completion and issue of Earn Out Shares
Peter Dykes	0	0
Robert Spano	2,700,000	270,000
Suyin Chi	0	0
Anthony Dunlop	0	0
Wayne Arthur	nil	18,953,215
James Scott	nil	791,149

The table above assumes that the maximum amount of Earn Out Shares has been issued

12.2 Disclaimer as to forward looking statements

In preparing this Explanatory Note, the Company has relied on documents, information and representations (including historical financial information and projected financial information) provided or made by SkyFii. SkyFii has consented to the use of those documents, information and representations for the purposes of this Notice of Meeting. In a letter to the Company, SkyFii has confirmed that RKS can rely on the information and documentation provided in relation to SkyFii and the Proposed Directors' intentions regarding the Company, for inclusion in this Notice of Meeting.

In addition to the historical information that is contained in this Explanatory Note, some of the statements appearing in this Explanatory Note may be in the nature of forward looking statements. While care has been taken to ensure the reasonableness of such statements, RKS Shareholders should be aware that such statements are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industries that both RKS and SkyFii operate in as well as general economic conditions. Actual events or results may differ materially.

13 Glossary

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

Acquisition Agreements	The share sale and purchase agreements between the Company and the SkyFii Shareholders dated 30 July 2014.
Affiliate	in relation to any entity, means any other entity that: (a) is a Related Body Corporate of the first mentioned entity; or (b) Controls, is Controlled by, or is under common Control with the first mentioned entity; and in relation to any person, an entity that is Controlled by that person.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or the stock exchange which it operates, as the context requires.
ASX Listing Rules	The official Listing Rules of the ASX.
Board	The board of Directors.
Combined Group	The merged RKS and SkyFii group of companies subject to and immediately following Completion.
Company or RKS	RKS Consolidated Limited ACN 108 649 421.
Completion	Completion of the Acquisition Agreement.
Consideration Shares	70,000,000 RKS Shares to be issued to the SkyFii Shareholders, as partial purchase consideration for all of the issued capital in the capital of SkyFii.
Corporations Act	<i>Corporations Act 2001</i> (Cth) as amended from time to time.
Directors	The directors of the Company.
Earn Out Amount	Has the meaning set out in Section 11.3(d).
Earn Out Shares	Up to 82,500,000 RKS Shares to be issued to the SkyFii Shareholders, as partial purchase consideration for all of the issued capital in the capital of SkyFii.
Explanatory Notes	The explanatory notes accompanying the Notice of Meeting.
FY	A financial year which begins on 1 July of one year and ending on 30 June of the immediately following year, such that (by way of example) "FY2013" is referring to the financial year beginning on 1 July 2012 and ending on 30 June 2013.
General Meeting	The extraordinary general meeting of the Company to be held at the time and place specified in the Notice of Meeting.
Notice of Meeting	This document, comprising the chairman's letter, notice of meeting, Explanatory Notes and all appendices.
Official Quotation	Means quotation on the official list of the ASX.
Promoter Shares	2,500,000 Shares to be issued various sophisticated investors as part of the consideration for the provision of corporate services in relation to the capital raising under the Prospectus and Public Offer and associated promotional activities.
Proposed Transaction	The proposed transaction comprising the following elements: the RKS Share Consolidation;

	• the SkyFii Acquisition; and • the Public Offer.
Prospectus	The prospectus proposed to be issued by RKS in relation to the Public Offer on the date of this Notice of Meeting and circulated with this Notice of Meeting.
Public Offer	The offer of 12,500,000 RKS Shares to investors who are neither related parties of the Company, SkyFii Shareholders nor existing RKS Shareholders, under the Prospectus.
Public Offer Shares	The RKS Shares offered under the Public Offer.
Resolutions	The resolutions to be considered by RKS Shareholders at the General Meeting, as set out in this Notice of Meeting.
RKS Share Consolidation	A 10 for 1 consolidation of RKS Shares as referred to in Resolution 1, which will be implemented subject to the passing of Resolutions 1 to 11.
RKS Shareholder	Holder of RKS Shares.
RKS Shares <i>or</i> Shares	Ordinary shares in the capital of the Company
Share Registry	Security Transfer Registrars Pty. Limited
SkyFii	SkyFii Group Pty Limited (ACN 165 152 241).
SkyFii Acquisition	The Company's proposed acquisition of all of the issued capital in the capital of SkyFii.
SkyFii Shareholders	The holders of issued capital in SkyFii, whose names are set out in Section 11.3.

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.

REGISTERED OFFICE:

LEVEL 4
95 PITT STREET
SYDNEY NSW 2000

RKS CONSOLIDATED LIMITED

ABN:20 009 264 699

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 Friday, 19 September 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

1. Consolidation of RKS Shares

For Against Abstain*

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☐

2. Acquisition of SkyFii Group Pty Ltd

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3. Issue of Consideration Shares to SkyFii Shareholders

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4. Issue of Earn Out Shares to SkyFii Shareholders

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5. Issue of Public Offer Shares

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6. Appointment of Wayne Arthur as a Director

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7. Appointment of James Scott as a Director

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8. Approval of issue of Promoter Shares

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9. Change of Name

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10. Amendment of Company Constitution

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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.

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 Wednesday, 17 September 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

3. Directing your Proxy how to vote

4. Appointment of a Second Proxy

To appoint a second Proxy you must:

- ## 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 Wednesday, 17 September 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

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.