



**NOTICE OF ANNUAL GENERAL MEETING  
INCORPORATING EXPLANATORY MEMORANDUM  
AND  
PROXY FORM**

**Date of Meeting:** 29 November 2013  
**Time of Meeting:** 10.30 am  
**Place of Meeting:** Morgans, 401 Collins Street Melbourne

Notice is hereby given that an Annual General Meeting (**Meeting**) of EnviroMission Limited's (**Company**) shareholders (**Shareholders**) will be held at Morgans, 410 Collins Street Melbourne on 29 November 2013 at 10.30 am for the purpose of transacting the business set out below.

The explanatory memorandum (**Explanatory Memorandum**) that accompanies and forms part of this Notice of Meeting (**Notice**), describes in more detail the matters to be considered.

In accordance with section 249HA of the *Corporations Act 2001* (Cth) (**Corporations Act**) for each of the Items numbered 1 to 34 set out below to be effective, each resolution must be passed at a meeting of Shareholders of which not less than 28 days written notice specifying the intention to propose the resolutions has been given.

In addition, each resolution must be passed by not less than a majority of all the votes cast by the Shareholders entitled to vote on the resolutions (whether in person or by proxy, attorney or representative). Please note the relevant voting exclusion statements set out below.

For the purposes of determining voting entitlements at the Meeting, Ordinary Shares in the Company ("**Shares**") will be taken to be held by Shareholders as at 5.00 pm on 28 November 2013 ("**Effective Time**"). Accordingly, transactions registered after the Effective Time will be disregarded in determining entitlements to attend and vote at the Meeting.

**This Is An Important Document**

This Notice of Meeting and Explanatory Memorandum and any annexures enclosed (**Documents**) are important documents and should be read carefully. The Documents, both individually or collectively, do not constitute financial product advice and have been prepared without reference to the investment objectives, financial situation, taxation position or particular needs of any existing or prospective shareholder(s) of EnviroMission Limited ACN 094 963 238 (**Shareholders**). Shareholders should not construe the Documents as investment, tax or legal advice. Shareholders should seek expert professional advice from their investment, tax, legal and/or other advisers in respect to the Documents before the date of the Meeting.

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Following the Chairman's address, the agenda for the Meeting will be as follows

**Ordinary Business**

**1. Item 1 - Financial Statements and Reports**

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To receive and consider the accounts of the Company, the annual Financial Report, Directors' Report and Auditor's Report prepared in accordance with the requirements of the Corporations Act 2001 (Cth) for the financial year of the Company ending on 30 June 2013.

**2. Item 2 – Re election of Director**

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

*"That Mr David Galbally who retires in accordance with Articles 6.3(c) of the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director"*

**3. Item 3 – (non-binding) Adoption of Remuneration Report**

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

*"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (being pages 5, 6 and 7 of the Company's Annual Report) for the financial year ended 30 June 2013 be adopted."*

*The vote on this resolution is advisory only and does not bind the directors or the Company.*

**Voting Exclusion Statement**

In accordance with the Corporations Act 2001 (Cth) the Company will disregard any votes cast in relation to this resolution (in any capacity) by or on behalf of the Key Management Personnel, which includes the Directors and the five highest paid executives in the consolidated group whose remuneration is included in the Remuneration Report (**Excluded Persons**) and closely related parties of an Excluded Person.

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the Chairman 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.

For full details in relation to the votes which are to be disregarded for this resolution, see the Explanatory Note relating to Item 3.

**Special Business**

**4. Item 4 - Approval of Additional Placement Capacity**

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

"That, for the purposes of the ASX Listing Rules, including ASX Listing Rule 7.1A, and for all other purposes, the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (**Additional Placement Capacity**) and on the terms and conditions set out in the Explanatory Notes (accompanying and forming part of this Notice of Meeting) be approved."

**Voting Exclusion Statement for Item 4**

The Company will disregard any votes cast by a person who may participate in an issue of equity securities under the Additional Placement Capacity (and any associate of that person) and any person who might

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obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Item 4 is passed (and any associate of that person).

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the Chairman 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.

**5. Item 5 - Ratification of Issue of Shares and Granting of Options to Rustic Court Pty Ltd (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of:*
  - *1,333,334 Shares to Rustic Court Pty Ltd at an issue price of A\$0.03 (3 cents) per Share;*
  - *800,000 Shares to Rustic Court Pty Ltd at an issue price of A\$0.025 (2.5 cents) per Share*
- *granting of*
  - *416,666 Options to Rustic Court Pty Ltd on a one for one basis, with an exercise price of A\$0.03 (3 cents) for each Share;*
  - *650,000 Options to Rustic Court Pty Ltd on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share"*

**Voting Exclusion Statement for Item 5**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Rustic Court Pty Ltd, or an associate of Rustic Court Pty Ltd. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**6. Item 6 - Ratification of Issue of Shares and Granting of Options to R M Fletcher Investments Pty Ltd (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 1,500,000 Shares to R M Fletcher Investments Pty Ltd at an issue price of A\$0.03 (3 cents) per Share;*
- *issue and allotment of 800,000 Shares to R M Fletcher Investments Pty Ltd at an issue price of A\$0.025 (2.5 cents) per Share;*

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- *granting of 416,666 Options to R M Fletcher Investments Pty Ltd on a one for one basis, with an exercise price of A\$0.03 (3 cents) for each Share; and*
- *granting of 733,333 Options to R M Fletcher Investments Pty Ltd on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share"*

**Voting Exclusion Statement for Item 6**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by R M Fletcher Investments Pty Ltd, or an associate of R M Fletcher Investments Pty Ltd. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**7. Item 7 - Ratification of Issue of Shares and Granting of Options to Carmes Holding Pty Ltd (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 1,333,333 Shares to Carmes Holding Pty Ltd at an issue price of A\$0.03 (3 cents) per Share;*
- *issue and allotment of 800,000 Shares to Carmes Holding Pty Ltd at an issue price of A\$0.025 (2.5 cents) per Share;*
- *grant of 416,667 Options to Carmes Holding Pty Ltd on a one for one basis, with an exercise price of A\$0.03 (3 cents) for each Share; and*
- *grant of 650,000 Options to Carmes Holding Pty Ltd on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share;"*

**Voting Exclusion Statement for Item 7**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Carmes Holding Pty Ltd, or an associate of Carmes Holding Pty Ltd. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**8. Item 8 - Ratification of Issue of Shares and Granting of Options to Eric Jones Stairbuilding Group Pty Ltd (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

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- *issue and allotment of 1,333,333 Shares to Eric Jones Stairbuilding Group Pty Ltd at an issue price of A\$0.03 (3 cents) per Share;*
- *issue and allotment of 800,000 Shares to Eric Jones Stairbuilding Group Pty Ltd at an issue price of A\$0.025 (2.5 cents) per Share;*
- *granting of 416,666 Options to Eric Jones Stairbuilding Group Pty Ltd on a one for one basis, with an exercise price of A\$0.03 (3 cents) for each Share; and*
- *grant of 650,000 Options to Eric Jones Stairbuilding Group Pty Ltd on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share"*

**Voting Exclusion Statement for Item 8**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Eric Jones Stairbuilding Group Pty Ltd, or an associate of Eric Jones Stairbuilding Group Pty Ltd. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**9. Item 9 - Ratification of Issue of Shares and Granting of Options to Terstan Nominees Pty Ltd (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 1,333,333 Shares to Terstan Nominees Pty Ltd at an issue price of A\$0.03 (3 cents) per Share;*
- *issue and allotment of 800,000 Shares to Terstan Nominees Pty Ltd at an issue price of A\$0.025 (2.5 cents) per Share;*
- *granting of 416,667 Options to Terstan Nominees Pty Ltd on a one for one basis, with an exercise price of A\$0.03 (3 cents) for each Share; and*
- *granting of 650,000 Options to Terstan Nominees Pty Ltd on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 9**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Terstan Nominees Pty Ltd, or an associate of Terstan Nominees Pty Ltd. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

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**10. Item 10 - Ratification of Issue of Shares and Granting of Options to T Houston Superannuation Fund Pty Ltd (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 333,333 Shares to T Houston Superannuation Fund Pty Ltd at an issue price of A\$0.03 (3 cents) per Share; and*
- *grant of 166,667 Options to T Houston Superannuation Fund Pty Ltd on a one for one basis, with an exercise price of A\$0.03 (3 cents) for each Share."*

**Voting Exclusion Statement for Item 10**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by T Houston Superannuation Fund Pty Ltd, or an associate of T Houston Superannuation Fund Pty Ltd. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**11. Item 11 - Ratification of Issue of Shares and Granting of Options to Mr Jim Lantry (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 3,333,333 Shares to Mr Jim Lantry at an issue price of A\$0.03 (3 cents) per Share; and*
- *granting of 1,666,667 Options to Mr Jim Lantry on a one for one basis, with an exercise price of A\$0.03 (3 cents) for each Share."*

**Voting Exclusion Statement for Item 11**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Mr Jim Lantry, or an associate of Mr Jim Lantry. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

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**12. Item 12 - Ratification of Issue of Shares and Granting of Options to Andelou Pty Ltd (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 3,333,333 Shares to Andelou Pty Ltd at an issue price of A\$0.03 (3 cents) per Share; and*
- *granting of 1,666,667 Options to Andelou Pty Ltd on a one for one basis, with an exercise price of A\$0.03 (3 cents) for each Share."*

**Voting Exclusion Statement for Item 12**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Andelou Pty Ltd, or an associate of Andelou Pty Ltd. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**13. Item 13 - Ratification of Issue of Shares and Granting of Options to David Rosenberg (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 2,000,000 Shares to David Rosenberg at an issue price of A\$0.03 (3 cents) per Share; and*
- *granting of 1,000,000 Options to David Rosenberg on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 13**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by David Rosenberg, or an associate of David Rosenberg. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**14. Item 14 - Ratification of Issue of Shares and Granting of Options to Douglas Fant (Less than 15% of Capital)**

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

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*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 1,439,786 Shares to Douglas Fant at an issue price of A\$0.03 (3 cents) per Share; and*
- *granting of 719,892 Options to Douglas Fant on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 14**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Douglas Fant, or an associate of Douglas Fant. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**15. Item 15 - Ratification of Issue of Shares and Granting of Options to Lee Tanner (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 365,337 Shares to Lee Tanner at an issue price of A\$0.03 (3 cents) per Share; and*
- *granting of 182,669 Options to Lee Tanner on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 15**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Lee Tanner, or an associate of Lee Tanner. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**16. Item 16- Ratification of Issue of Shares and Granting of Options to Christopher Davey (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 7,000,000 Shares to Christopher Davey at an issue price of A\$0.03 (3 cents) per Share; and*

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- *granting of 3,500,000 Options to Christopher Davey on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 16**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Christopher Davey, or an associate of Christopher Davey. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**17. Item 17 - Ratification of Issue of Shares and Granting of Options to Kim Forte (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 1,700,000 Shares to Kim Forte at an issue price of A\$0.03 (3 cents) per Share.*
- *granting of 850,000 Options to Kim Forte on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 17**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Kim Forte, or an associate of Kim Forte. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**18. Item 18 - Ratification of Issue of Shares and Granting of Options to David Rodli (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 1,000,000 Shares to David Rodli at an issue price of A\$0.03 (3 cents) per Share; and*
- *granting of 500,000 Options to David Rodli on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 18**

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In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by David Rodli, or an associate of David Rodli. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**19. Item 19 - Ratification of Issue of Shares and Granting of Options to Crew Resources LLC (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 1,478,054 Shares to Crew Resources LLC at an issue price of A\$0.03 (3 cents) per Share; and*
- *granting of 739,028 Options to Crew Resources LLC on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 19**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Crew Resources LLC, or an associate of Crew Resources LLC. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**20. Item 20 - Ratification of Issue of Shares and Granting of Options to George Horvath (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 1,478,054 Shares to George Horvath at an issue price of A\$0.03 (3 cents) per Share; and*
- *granting of 739,028 Options to George Horvath on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 20**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by George Horvath, or an associate of George Horvath. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

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Note: The meaning of “associate” for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to “associate” references occurring in Chapter 7 of the Corporations Act.

**21. Item 21 - Ratification of Issue of Shares and Granting of Options to Jeffery Carter (Less than 15% of Capital)**

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

*“That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 333,333 Shares to Jeffery Carter at an issue price of A\$0.03 (3 cents) per Share; and*
- *granting of 166,666 Options to Jeffery Carter on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share.”*

**Voting Exclusion Statement for Item 21**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Jeffery Carter, or an associate of Jeffery Carter. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of “associate” for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to “associate” references occurring in Chapter 7 of the Corporations Act.

**22. Item 22 - Ratification of Issue of Shares and Granting of Options to Kinki Trust Pty Ltd (Less than 15% of Capital)**

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

*“That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 333,333 Shares to Kinki Trust Pty Ltd at an issue price of A\$0.03 (3 cents) per Share; and*
- *granting of 166,666 Options to Kinki Trust Pty Ltd on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share.”*

**Voting Exclusion Statement for Item 22**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Kinki Trust Pty Ltd or an associate of Kinki Trust Pty Ltd. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of “associate” for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to “associate” references occurring in Chapter 7 of the Corporations Act.

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**23. Item 23 - Ratification of Issue of Shares and Granting of Options to Maureen F.B Nixon Pty Ltd (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 2,000,000 Shares to Maureen F.B Nixon Pty Ltd at an issue price of A\$0.025 (2.5 cents) per Share; and*
- *granting of 1,000,000 Options to Maureen F.B Nixon Pty Ltd on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 23**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Maureen F.B Nixon Pty Ltd, or an associate of Maureen F.B Nixon Pty Ltd, However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**24. Item 24 – Ratification of Issue of Shares and Granting of Options to Ian K Nixon Pty Ltd (Less 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 4,000,000 Shares to Ian K Nixon Pty Ltd at an issue price of A\$0.025 (2.5 cents) per Share; and*
- *granting of 2,000,000 Options to Ian K Nixon Pty Ltd on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 24**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Ian K Nixon Pty Ltd, or an associate of Ian K Nixon Pty Ltd. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**25. Item 25 – Ratification of Issue of Shares and Granting of Options to Nxtech Pty Ltd (Less 15% of Capital)**

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

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*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 2,000,000 Shares to Nxtech Pty Ltd at an issue price of A\$0.025 (2.5 cents) per Share; and*
- *granting of 1,000,000 Options to Nxtech Pty Ltd on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 25**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Nxtech Pty Ltd, or an associate of Nxtech Pty Ltd. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**26. Item 26– Ratification of Issue of Shares and Granting of Options to Peter Mossop (Less 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 1,500,000 Shares to Peter Mossop at an issue price of A\$0.025 (2.5 cents) per Share; and*
- *granting of 750,000 Options to Peter Mossop on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 26**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Peter Mossop, or an associate of Peter Mossop. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**27. Item 27 – Ratification of Issue of Shares and Granting of Options to Naveed Alam (Less 15% capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 2,000,000 Shares to Naveed Alam at an issue price of A\$0.025 (2.5 cents) per Share; and*

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- *granting of 1,000,000 Options to Naveed Alam on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 27**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Naveed Alam, or an associate of Naveed Alam. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**28. Item 28- Ratification of Issue of Shares and Granting of Options to Mrs Lina Shawan-Akl & Mr Fouad Akl (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 1,000,000 Shares to Mrs Lina Shawan-Akl & Mr Fouad Akl at an issue price of A\$0.025 (2.5 cents) per Share; and*
- *granting of 500,000 Options to Mrs Lina Shawan-Akl & Fouad Akl on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 28**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Mrs Lina Shawan-Akl & Mr Fouad Akl, or an associate of Mrs Lina Shawan-Akl or Mr Fouad Akl. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**29. Item 29 - Ratification of Issue of Shares and Granting of Options to Christopher Howell Martin & Mark Paul Malmberg (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 200,000 Shares to Christopher Howell Martin & Mark Paul Malmberg at an issue price of A\$0.025 (2.5 cents) per Share; and*
- *granting of 100,000 Options to Christopher Howell Martin & Mark Paul Malmberg on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 29**

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In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Christopher Howell Martin and Mark Paul Malmberg, or an associate of Christopher Howell Martin or Mark Paul Malmberg. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**30. Item 30 – Ratification of Issue of Shares and Granting of Options to Mr Hamish Rowan McNeil & Mrs Catherine Anne McNeil (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 200,000 Shares to Mr Hamish Rowan McNeil & Mrs Catherine Anne McNeil at an issue price of A\$0.025 (2.5 cents) per Share; and*
- *granting of 100,000 Options to Mr Hamish Rowan McNeil & Mrs Catherine Anne McNeil on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 30**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Mr Hamish Rowan McNeil and Mrs Catherine Anne McNeil, or an associate of Mr Hamish Rowan McNeil or Mrs Catherine Anne McNeil. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of "associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "associate" references occurring in Chapter 7 of the Corporations Act.

**31. Item 31- Ratification of Issue of Shares and Granting of Options to Anthony Audino & Joan Audino (Less than 15% of Capital)**

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

*"That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 200,000 Shares to Anthony Audino & Joan Audino at an issue price of A\$0.025 (2.5 cents) per Share; and*
- *granting of 100,000 Options to Anthony Audino & Joan Audino on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share."*

**Voting Exclusion Statement for Item 31**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Anthony Audino and Joan Audino, or an associate of Anthony Audino or Joan Audino, However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

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Note: The meaning of “associate” for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to “associate” references occurring in Chapter 7 of the Corporations Act.

**32. Item 32 - Ratification of Issue of Shares and Granting of Options to Graham Michael Morris (Less than 15% of Capital)**

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

*“That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 1,200,000 Shares to Graham Michael Morris at an issue price of A\$0.025 (2.5 cents) per Share; and*
- *granting of 600,000 Options to Graham Michael Morris on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share.”*

**Voting Exclusion Statement for Item 32**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Graham Michael Morris, or an associate of Graham Michael Morris. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of “associate” for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to “associate” references occurring in Chapter 7 of the Corporations Act.

**33. Item 33– Ratification of Issue of Shares and Granting of Options to Grace Tham (Less 15% of Capital)**

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

*“That for the purposes of compliance with ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the:*

- *issue and allotment of 500,000 Shares to Grace Tham at an issue price of A\$0.025 (2.5 cents) per Share; and*
- *granting of 250,000 Options to Grace Tham on a one for one basis, with an exercise price of A\$0.05 (5 cents) for each Share.”*

**Voting Exclusion Statement for Item 33**

In accordance with ASX Listing Rules 7.5.6, 14.11 and 14.11.1, the Company will disregard any votes cast on this resolution by Grace Tham, or an associate of Grace Tham. However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a 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.

Note: The meaning of “associate” for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to “associate” references occurring in Chapter 7 of the Corporations Act.

**34. Item 34 – Approval of issue of securities under Employee Share Option Plan**

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

*"That for the purposes of ASX Listing Rule 7.2 Exception 9 and for all other purposes, the Shareholders approve the issue of securities under the employee option plan known as the 'EnviroMission Limited Share Option Plan' from the date of the meeting and for the next three years, further details of which are set out in the explanatory memorandum accompanying the notice of meeting "*

**Voting Exclusion Statement for Item 34**

A vote on this resolution must not be cast (in any capacity) by or on behalf of any of the directors of the Company as set out in paragraphs (a)- (c) below (other than as permitted by paragraphs (d) or (e) below):

- a) Roger Davey;
- b) David Galbally; and
- c) Andrew Draffin

However, a director named in paragraphs (a)-(c) above may vote on this resolution if the vote is not cast on behalf of the director and either:

- d) the director is voting as a proxy appointed by writing that specifies the way the proxy is to vote on the Resolution; or
- e) the director is the chair of the meeting and the appointment of the chair as proxy:
  - i. does not specify the way the proxy is to vote on the resolution; and
  - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the company or, if the company is part of a consolidated entity, for the entity.

The Chairman of the meeting intends to vote all available proxies in favour of Item 34.

## **EXPLANATORY MEMORANDUM**

**THIS EXPLANATORY MEMORANDUM** has been prepared to assist Shareholders of EnviroMission Limited (**the Company**) in their consideration of the resolutions proposed for the General Meeting (**Meeting**) to be held at Morgans, 410 Collins Street, Melbourne on 29 November 2013 at 10.30 am (AEDST). It should be read in conjunction with the Notice to which this Explanatory Memorandum is enclosed and forms part of.

The Directors of the Company recommend that Shareholders read this document carefully and in its entirety before making any decision in relation to the proposed resolutions.

The following matters should be noted in relation to the items of business set out in the attached Notice.

### **1. Item 1 - Financial Statements and Reports**

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This item gives shareholders an opportunity to raise questions on the annual reports and on the performance of the Company generally.

The auditor (in person or by representative) is required under the *Corporations Act 2001* (Cth) to attend the meeting to take questions on the conduct of the audit of the financial report and the content of the auditor's report.

Members who are entitled to cast a vote at the meeting may submit written questions to the auditor by submitting any questions to the Company. These must be received by the company no later than 5 business days before the meeting.

The Company is required to forward all questions to the auditor and the auditor is required to prepare a list of questions that the auditor considers are relevant. The auditor may omit questions as permitted by the *Corporations Act 2001*(Cth) and therefore not necessarily all questions submitted will be responded to at the meeting.

### **2. Item 2 – Re Election of Director**

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Mr David Galbally is retiring in accordance with the Constitution of the Company and being eligible, offers himself for re-election. Mr Galbally has been a Director of the Company since 8 June 2004.

Mr Galbally is a Director of the Company. He has extensive experience in the areas of criminal law and white collar crime, corporate law, and media and sports law. David adds a depth of experience in corporate governance and due diligence processes to the board of EnviroMission.

Mr Galbally is an accredited mediator and also has wide ranging experience in environmental and Occupational Health & Safety matters. Mr Galbally was a partner in the legal firm Galbally & O'Bryan from 1977 to 1983, appointed as Queen's Council in 1996 and currently a partner in the firm Madgwicks.

### **3. Item 3 – (non-binding) Adoption of Remuneration Report**

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The Company is required to include in its Directors Report a detailed Remuneration Report relating to Directors' and Executives remuneration. Section 300A of the Corporations Act sets out the information to be included in the remuneration report. A copy of the report appears on pages 7, 8, 9 and 10 of the Company's Annual Report.

Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report be adopted and be put to a vote of Shareholders at the Company's Annual General Meeting. The vote on this resolution is advisory to the Company only and does not bind the board of the Company.

Under section 250SA of the Corporations Act, Shareholders must be given a reasonable opportunity to ask questions about, or make comments on, the report. This is in addition to any questions or comments that Shareholders may have in relation to the management of the Company.

Under Item 3, the Company is seeking member approval of the adoption of the Remuneration Report by the Company. The outcome of this resolution is not binding on the Company nor the Board. However,

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sections 250U to 250Y of Corporations Act 2001 (Cth) introduced a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's FY14 Remuneration Report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the 2014 Annual General Meeting of the Company also receives a 'no' vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

**Voting Exclusion Statement**

In accordance with the *Corporations Act 2001* (Cth), the Company will disregard any votes cast in relation to this resolution (in any capacity) by or on behalf of the Key Management Personnel, which includes the Directors and the five highest paid executives in the consolidated group whose remuneration is included in the Remuneration Report (**Excluded Persons**) and closely related parties of an Excluded Person.

However, an Excluded Person or a closely related party of an Excluded Person (**Voter**) may cast a vote on the resolution as a proxy if the vote is not cast on behalf of an Excluded Person or a closely related party of an Excluded Person and either:

- the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- the Voter is the chair of the meeting and the appointment of the chair as proxy:
  - does not specify the way the proxy is to vote on the resolution; and
  - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

A closely related party is defined in the Corporations Act 2001 (Cth) as:

- (a) a spouse or child of the Excluded Person; or
- (b) a child of the Excluded Person's spouse; or
- (c) a dependant of the Excluded Person or of the Excluded Person's spouse; or
- (d) anyone else who is one of the Excluded Person's family and may be expected to influence the Excluded Person, or be influenced by the Excluded Person, in the Excluded Person's dealings with the entity; or
- (e) a company the Excluded Person controls; or
- (f) a person prescribed by the regulations for the purposes this definition in section 9 of the Corporations Act 2001 (Cth).

A vote is taken to be cast on behalf of an Excluded person or a closely related part of an Excluded Person if, and only if, it is cast:

- (a) as proxy for that person;
- (b) otherwise on behalf of that person; or
- (c) in respect of a share in respect of which that person has:

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- (i) power to vote; or
- (ii) power to exercise, or control the exercise of, a right to vote.

*The Chairman intends to vote in favour of this resolution for any Shareholders that appoint the Chairman as their proxy and that tick the box on the proxy form authorising the Chairman to vote according to its stated voting intention. For more information about voting restrictions in relation to this resolution please see the Proxy Form.*

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**4. Item 4 - Approval of Additional Placement Capacity**

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**Background**

In August 2012, the ASX introduced ASX Listing Rule 7.1A which enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12 month period commencing after the annual general meeting (**Additional Placement Capacity**). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution, at an annual general before any equity securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an 'eligible entity'.

The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1 and, as such, if the Additional Placement Capacity is approved, the Directors will be allowed to issue equity securities of up to 25% of the Company's issued share capital.

While the Company does not have current plans to undertake a capital raising, the Company seeks shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity should the need arise.

Importantly:

- Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of shares on issue 12 months before the date of issue or agreement to issue:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

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- Pursuant to ASX Listing Rule 7.1A.3 the issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:
  - the date on which the price at which the securities are to be issued is agreed; or
  - if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.
- The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in Table 1). There is also the risk that:
  - the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Annual General Meeting; and
  - the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.
- Equity securities under the Additional Placement Capacity may be issued until the earlier of:
  - 29 November 2014; and
  - the date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

To be clear, any approval of the Additional Placement Capacity at this Annual General Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

- The Company may issue equity securities under the Additional Placement Capacity for the following purposes:
  - non-cash consideration: for the acquisition of new assets and investments (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3); or
  - cash consideration: to raise funds for the acquisition of new assets or investments (including assets associated with such acquisition) or to repay debt.
- The Company's allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
  - the methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
  - the effect of the issue of the equity securities on the control of the Company;
  - the financial situation and solvency of the Company;
  - the purposes of the issue; and
  - advice from the Company's advisors.

As the Company has no current plans to undertake a new capital raising, the allottees under the Additional Placement Capacity have not yet been determined but if such an exercise was undertaken, allottees may include existing substantial shareholders and or new shareholders who are not related parties or associates of a related party of the Company.

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- The Company previously obtained approval for the Additional Placement Capacity at the 2012 AGM. In the 12 months preceding the date of this meeting, the Company has issued a total of 74,641,843 equity securities, representing 13.78% of the total number of equity securities on issue at 30 November 2012.
- Details of the date of issue, number and class of equity securities issued, the names of the persons to whom the Company issued the equity securities, the price at which the equity securities were issued and the details of the consideration for the purposes of Listing Rule 7.3A.6 are contained in Items 5-33.
- The total cash consideration received in respect of these equity securities is \$905,000. This cash consideration has been spent as general working capital as follows:
  - Salaries: \$36,200
  - Consultancy Fees: \$570,150
  - Office administration: \$298,650
- The total non-cash consideration received in respect of these equity securities is \$493,838. This non-cash consideration was provided in the form of services to the Company.
- The options issued have a negligible value when calculated using Black Scholes methodology.
- A voting exclusion statement has been included in this Notice. However, as at the date of this Notice, the Company has not approached any particular existing shareholder to participate in the issue of equity securities under the Additional Placement Capacity. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

**Table 1**

Variable A ASX LR 7.1A2	Dilution		
	\$0.013 50% decrease in Issue Price	\$0.026 Issue Price	\$0.052 100% Increase in Issue Price
Current Variable A 466,360,840 Shares	10% Voting Dilution: 46,636,084 Shares		
	\$606,269 raised	\$1,212,538 raised	\$2,425,076 raised
50% Increase in Current Variable A 699,541,260 Shares	10% Voting Dilution: 69,954,126 Shares		
	\$909,404 raised	\$1,818,807 raised	\$3,637,614 raised
100% Increase in Current Variable A 932,721,680 Shares	10% Voting Dilution: 93,272,168 Shares		
	\$1,212,538 raised	\$2,425,076 raised	\$4,850,153 raised

Table 1 has been prepared based on the following assumptions:

- Current Variable A is calculated as at 11 October 2013.

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- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under Listing Rule 7.1.
- The issue of equity securities under the Additional Placement Capacity includes only shares.
- The issue price of \$0.026 was the closing price of shares on ASX on 11 October 2013.

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**5. Items 5 - 12 and 21 - 33 - Ratification of Issue of Shares and Granting of Options (Less than 15% of Capital)**

**Background**

Items 5 - 12 and 21 - 33 relate to the ratification of issues of shares and granting of options. During 2013, a number of parties made investments in the Company in consideration for the Company issuing to them a number of shares in the Company (**Shares**) and granting of options to subscribe for Shares. The parties that made investments and the relevant terms are outlined below. For each of the Items:

- the share price is based on the closing price of the Shares on the previous trading day as quoted on the Australian Securities Exchange (ASX); and
- the options are exercisable at any time after the date of issue (which shall not be more than one calendar month after the date of the Meeting) and on or prior to 15 September 2014. The terms and conditions in respect of the exercise price and granting of these options are set out in further detail in Annexure 1.

Item no.	Party	Investment	Date of Investment	Shares Issued	Options Granted
5.	Rustic Court Pty Ltd	\$25,000	11/01/2013	833,334 Shares at an issue price of A\$0.03 (3 cents) for each Share	416,666 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.03 (3 cents) for each share
		\$15,000	13/03/2013	500,000 Shares at an issue price of A\$0.03 (3 cents) for each Share	250,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
		\$20,000	19/04/2013	800,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	400,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
6.	R M Fletcher Investments Pty Ltd	\$25,000	11/01/2013	833,334 Shares at an issue price of A\$0.03 (3 cents) for each Share	416,666 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.03 (3 cents) for each share
		\$20,000	13/03/2103	666,666 Shares at an issue price of A\$0.03 (3 cents) for each Share	333,333 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
		\$20,000	19/04/2013	800,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	400,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
7.	Carmes Holding Pty Ltd	\$25,000	11/01/2013	833,333 Shares at an issue price of A\$0.03 (3 cents) for each Share	416,667 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.03 (3 cents) for each share
		\$15,000	13/03/2013	500,000 Shares at an issue price of A\$0.03 (3 cents) for each Share	250,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
		\$20,000	19/04/2013	800,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	400,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share

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8.	Eric Jones Stairbuilding Group Pty Ltd	\$25,000	11/01/2013	833,333 Shares at an issue price of A\$0.03 (3 cents) for each Share	416,666 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.03 (3 cents) for each share
		\$15,000	13/03/2013	500,000 Shares at an issue price of A\$0.03 (3 cents) for each Share	250,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
		\$20,000	19/04/2013	800,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	400,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
9.	Terstan Nominees Pty Ltd	\$25,000	11/01/2013	833,333 Shares at an issue price of A\$0.03 (3 cents) for each Share	416,667 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.03 (3 cents) for each share
		\$15,000	13/03/2013	500,000 Shares at an issue price of A\$0.03 (3 cents) for each Share	250,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
		\$20,000	19/04/2013	800,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	400,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
10.	T Houston Superannuation Fund Pty Ltd	\$10,000	11/01/2013	333,333 Shares at an issue price of A\$0.03 (3 cents) for each Share	166,667 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.03 (3 cents) for each share
11.	Jim Lantry	\$100,000	11/01/2013	3,333,333 Shares at an issue price of A\$0.03 (3 cents) for each Share	1,666,667 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.03 (3 cents) for each share
12.	Andelou Pty Ltd	\$100,000	11/01/2013	3,333,333 Shares at an issue price of A\$0.03 (3 cents) for each Share	1,666,667 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.03 (3 cents) for each share
21.	Jeffery Carter	\$10,000	13/03/2013	333,333 Shares at an issue price of A\$0.03 (3 cents) for each Share	166,666 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
22.	Kinki Trust Pty Ltd	\$10,000	13/03/2013	333,333 Shares at an issue price of A\$0.03 (3 cents) for each Share	166,666 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
23.	Maureen F B Nixon Pty Ltd	\$50,000	19/04/2013	2,000,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	1,000,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
24.	Ian K Nixon Pty Ltd	\$100,000	19/04/2013	4,000,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	2,000,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share

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					cents) for each share
25.	Nxtech Pty Ltd	\$50,000	19/04/2013	2,000,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	1,000,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
26.	Peter Mossop	\$37,500	19/04/2013	1,500,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	750,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
27.	Naveed Alam	\$50,000	19/04/2013	2,000,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	1,000,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
28.	Mrs Lina Shawan-Akl & Mr Fouad Akl	\$25,000	19/04/2013	1,000,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	500,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
29.	Christopher Howell Martin & Mark Paul Malmberg	\$5,000	19/04/2013	200,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	100,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
30.	Mr Hamish Rowan McNeil & Mrs Catherine Anne McNeil	\$5,000	19/04/2013	200,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	100,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
31.	Anthony & Joan Audino	\$5,000	19/04/2013	200,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	100,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
32.	Graham Michael Morris	\$30,000	19/04/2013	1,200,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	600,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
33.	Grace Tham	\$12,500	19/04/2013	500,000 Shares at an issue price of A\$0.025 (2.5 cents) for each Share	250,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share

**Listing Rule 7.4**

ASX Listing Rule 7.4 permits a listed company in general meetings to subsequently approve an issue of securities made without prior approval under ASX Listing Rule 7.1. Items 5 - 12 and 21 - 33 have been included in the Notice to preserve the Company's ability to issue further Shares or options to subscribe for Shares (if necessary) under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period where the total number of equity securities to be issued exceeds 15% of the total number of fully paid ordinary securities on issue 12 months before the date of issue, except where an exception applies or with prior approval of members of the Company in a general meeting of the terms and conditions of the proposed issue.

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ASX Listing Rule 7.4 states that an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 (i.e. was within 15% limit) and Shareholders subsequently approve it.

Accordingly, the Company seeks approval from the Shareholders to issue and allot Shares to the parties listed in the table above.

In accordance with ASX Listing Rule 7.5 and to enable the Shareholders to approve the issue of the Shares and options to subscribe for Shares, the Shareholders are provided with the following information in respect of Items 5 - 12 and 21 - 33:

- (a) The Shares rank equally in all respects with all other ordinary Shares in the Company on issue; and
- (b) The Shares and options to subscribe for Shares were issued by the Company to provide capital to fund future operations.

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**6. Items 13-20 - Ratification of Issue of Shares and Granting of Options (Less than 15% of Capital)**

**Background**

In Items 13 - 20, the Company proposes to issue and allot shares to the parties listed below (all members of the Company's key management personnel) in satisfaction of the Company's obligation to pay those parties outstanding invoices for services provided.

For each of the Items:

- The share price is based on the closing price of the Shares on the previous trading day as quoted on the ASX.
- The options are exercisable at any time after the date of issue (which shall not be more than one calendar month after the date of the Meeting) and on or prior to 15 September 2014. The terms and conditions in respect of the exercise price and the granting of these options are set out in further detail in Annexure 1.

Item no.	Party	Amount Outstanding on Invoices	Services Provided as at	Shares Issued	Options Granted
13.	David Rosenberg	\$60,000	13/03/2013	2,000,000 Shares at an issue price of A\$0.03 (3 cents) for each Share	1,000,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
14.	Douglas Fant	\$43,194	13/03/2013	1,439,786 Shares at an issue price of A\$0.03 (3 cents) for each Share	719,892 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
15.	Lee Tanner	\$10,960	13/03/2013	365,337 Shares at an issue price of A\$0.03 (3 cents) for each Share	182,669 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
16.	Christopher Davey	\$210,000	13/03/2013	7,000,000 Shares at an issue price of A\$0.03 (3 cents) for each Share	3,500,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
17.	Kim Forte	\$51,000	13/03/2013	1,700,000 Shares at an issue price of A\$0.03 (3 cents) for each Share	850,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
18.	David Rodli	\$30,000	13/03/2013	1,000,000 Shares at an issue price of A\$0.03 (3 cents) for each Share	500,000 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share
19.	Crew Resources	\$44,342	13/03/2013	1,478,054 Shares at an	739,028 Options to subscribe for shares on a

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	LLC			issue price of A\$0.03 (3 cents) for each Share	one for one basis with an exercise price of A\$0.05 (5 cents) for each share
20.	George Horvath	\$44,342	13/03/2013	1,478,054 Shares at an issue price of A\$0.03 (3 cents) for each Share	739,028 Options to subscribe for shares on a one for one basis with an exercise price of A\$0.05 (5 cents) for each share

**Listing Rule 7.4**

ASX Listing Rule 7.4 permits a listed company to subsequently approve an issue of securities made without approval under ASX Listing Rule 7.1. Items 13 - 20 have been included in the Notice to preserve the Company's ability to issue further Shares or options to subscribe for Shares (if necessary) under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period where the total number of equity securities to be issued exceeds 15% of the total number of fully paid ordinary securities on issue 12 months before the date of issue, except where an exception applies or with prior approval of members of the Company in a general meeting of the terms and conditions of the proposed issue.

ASX Listing Rule 7.4 states that an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 (i.e. was within 15% limit) and Shareholders subsequently approved it.

Accordingly, the Company seeks approval from the Shareholders to issue and allot Shares to the parties listed in the table above.

In accordance with ASX Listing Rule 7.5 and to enable the Shareholders to approve the issue of the Shares and options to subscribe for Shares, the Shareholders are provided with the following information in respect of Items 13 - 20:

- (a) The Shares rank equally in all respects with all other ordinary Shares in the Company on issue; and
- (b) The Shares and options to subscribe for Shares were issued by the Company to provide capital to fund future operations.

**7. Item 34 -Approval of issue of securities under Employee Share Option Plan**

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**Introduction**

The employee option plan is known as the '**EnviroMission Limited Share Option Plan**' and shall be referred to as the '**Plan**' throughout this Explanatory Memorandum.

The issue of securities under the Plan was last approved by Shareholders on 29 November 2010 and as at the date of this notice, 58,000,000 options have been issued under the Plan.

ASX Listing Rule 7.1 prohibits a company from issuing new securities representing more than 15% of its issued share capital during the following 12 month period without shareholder approval. ASX Listing Rule 7.2 (Exception 9) provides that options issued under an employee incentive scheme are excluded from this restriction, provided that, within 3 years before the date of issue, issues of securities under the scheme have been approved by shareholders in general meeting.

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Item 34 seeks the approval of shareholders for the potential issue of options under the Plan for 3 years after the 2013 annual general meeting, without those options being subject to the 15% limit contained in ASX Listing Rule 7.1.

There is no longer any requirement under the ASX Listing Rules for shareholders to approve the establishment or operation of an employee incentive scheme. Accordingly, if this resolution is not passed, the existing Plan will be maintained, however any options issued under the Plan will count towards the Company's 15% capacity under ASX Listing Rule 7.1.

It should be noted that directors of the Company will not participate in the Plan, without first obtaining specific shareholder approval.

Details of the Plan are set out in Annexure 2.

**Annexure 1**

**Terms and Conditions of Options (Items 5 - 33)**

The options to subscribe for Shares (**Options**) entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Any capitalised term in this Terms and Conditions that is not defined has the same meaning as in the Explanatory Memorandum to this Notice of Extraordinary Meeting.
- (b) Each Option gives the Option holder the right to subscribe for one Share. To obtain the right given by each Option, the Option holder must exercise the Options in accordance with the terms and conditions of the Options.
- (c) The Options will expire at 5:00 pm (AEST) on 15 September 2014 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Options (**Exercise Notice**) specifying the number of Options being exercised; and
  - (ii) a cheque or electronic funds transfer for the exercise price for the number of Options being exercised.
- (f) An Exercise Notice is only effective when the Company has received the full amount of the exercise price in cleared funds.
- (g) Within ten Business Days of receipt of the Exercise Notice accompanied by the exercise price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are not transferable.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank *pari passu* in all respects with other Shares.
- (j) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within ten Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least six Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (m) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

**Annexure 2**  
**Share Option Plan (Item 34)**

**Introduction**

- 1.1 This employee option plan is known as the '**EnviroMission Limited Share Option Plan**' and was originally approved by Shareholders on 29 November 2005 and refreshed for shareholder approval on 29 November 2010. This employee share option plan will be referred to as the '**Plan**' throughout this Annexure.
- 1.2 The Plan is intended to provide employees and directors of:
- 1.2.1 EnviroMission Limited (**the Company**), and
- 1.2.2 any related body corporate of the Company (**the EnviroMission Group**)
- as well as any other persons or entities selected by the Board of Directors of the Company, with the opportunity to be granted Options to subscribe for and be allotted ordinary fully paid shares in the Company in accordance with the Plan Rules.
- 1.3 The Company's rationale for the introduction of the Plan is both commercial and incentive based. The Plan is intended as an aid for the Company (and the EnviroMission Group) to attract and retain good people, encourage productivity, enhance Loyalty, reward employees for service, provide an incentive for future performance and encourage a relationship of inclusion and common purpose. The effect of employee share ownership is 'participation' in the objectives and broader management of the Company, essentially through voting rights, receipt of reports and other information.
- 1.4 The adoption of the Plan is subject to the approval of the Shareholders. Therefore the Company is now seeking, at this Annual Meeting, the Shareholders' approval to adopt the Plan.

**Interpretation**

- 1.5 In this Annexure terms that are defined in the Plan Rules have the same meaning (unless otherwise defined).
- 1.6 Any references to plan rule numbers in this Annexure are references to that numbered rule in the Plan Rules.

**Eligible Persons**

- 1.7 Subject to the Shareholders approving the Plan, the following individuals may, in accordance with the Plan Rules, be provided with the opportunity to acquire options to subscribe for and be allotted fully paid ordinary shares in the capital of the Company (**Options**):
- 1.7.1 employees of the Company or any other company in the EnviroMission Group
- 1.7.2 persons who are directors of the Company or any other company in the EnviroMission Group, and
- 1.7.3 other persons selected by the Board of Directors.
- 1.8 These individuals are referred to as 'Eligible Persons' in the Plan Rules and in this Annexure.
- 1.9 Subject to Board approval, the Plan Rules also allow an Eligible Person to elect that Options offered to that Eligible Person be issued to:
- 1.9.1 a spouse (including a de facto spouse), parent, child, brother or sister (**Close Relative**) of the Eligible Person, or
- 1.9.2 a body corporate to which the Eligible Person or a Close Relative of the Eligible Person has a controlling interest.

### **Options Offer**

- 1.10 Once the Shareholders have approved the Plan the Board may, in its absolute discretion and without being bound to do so, make an Options Offer to an Eligible Person in accordance with the Plan Rules.
- 1.11 It should be noted that Options will be issued for no consideration but while the grant of the Option is free, there may be tax payable by the Eligible Person in respect of the value which is given to the Option. Tax will be a matter with which the Eligible Person must deal.

### **Acceptance of Options Offer**

- 1.12 An Eligible Person may accept an Options Offer in whole or in part. Acceptance is made by signing and delivering a completed Acceptance Form together with payment of the price of the Options (if any) no later than the date specified for acceptance in the Options Offer. If acceptance is not made by the relevant date the Options Offer will lapse. Provided the Options Offer is accepted in accordance with the Plan Rules, the Company will issue the Options to the Eligible Person and the Eligible Person will be deemed to have agreed to be bound by the terms and conditions of the Options Offer and the Plan.

### **Limit to size of Plan**

- 1.13 An Options Offer cannot be made without the approval of the ordinary Shareholders of the Company if upon acceptance of the Options Offer:
- 1.13.1 the number of Options issued under the Plan, together with the number of Outstanding Options (as defined in the Plan Rules) would exceed 10% of the number of Shares in issue in the Company, or
  - 1.13.2 the number of Options granted to a Participant (as defined in the Plan Rules) under this Plan, together with the number of Outstanding Options of that Participant would, if exercised, result in the issue of a number of shares to that Participant exceeding 5% of the issued capital of the Company following the exercise, or
  - 1.13.3 the number of Options granted to a Participant under the Plan, together with the number of Outstanding Options of that Participant would, if exercised, result in the Participant and/or the Participant's Related Party being in a position to cast, or control the casting of, more than 5% of the maximum number of votes that might be cast at a general meeting of the company.
- 1.14 In addition to these limits imposed by the Plan Rules, the Board may, at the time Options are granted, wish to take advantage of conditional relief from the disclosure provisions of the Corporations Act. This conditional relief may also impact upon the number of Options that the Board decides to grant pursuant to the Plan.
- 1.15 As at the date of this Explanatory Memorandum, the Australian Securities and Investments Commission (**ASIC**) provides conditional relief from disclosure provisions of the Corporations Act for certain offers involving shares made to full time or part-time employees under an employee option scheme. This relief is only granted provided certain conditions are met. One of these conditions restricts the number of options that can be granted. In such circumstances, the calculation formula applied by ASIC to determine the number of Options that can be granted by an entity is complicated, technical and dependent on a number of different factors. Therefore the Company advises Shareholders that if the Board decides to take advantage of this conditional relief from the disclosure provisions of the Corporations Act, the Company will need to comply with any restriction of the number of Options that ASIC conditionally imposes.

### **Restrictions on Options**

- 1.16 A Participant must not sell, assign, transfer, mortgage, charge or encumber or otherwise deal with the Options except as permitted by the Plan Rules. Please refer to Plan Rule 8. It should be noted that the Options will not be quoted on the Australian Stock Exchange (**ASX**).

### **Lapse of Options**

- 1.17 Options will lapse on the earlier of:
- 1.17.1 the expiration of the Exercise Period, provided that the latest time to exercise the Options cannot be later than five years from the date of issue of the Option
  - 1.17.2 if the employment, directorship or contract of the Participant terminates, the expiration of 28 days after the date of termination
  - 1.17.3 the date the Participant breaches any obligations under the Plan Rules
  - 1.17.4 the date the Company goes into Insolvency Administration (as defined in the Plan Rules), or
  - 1.17.5 in accordance with any terms of the Options.

### **Exercise of Options**

- 1.18 An Option may only be exercised if it has not yet lapsed (refer to 1.17 above). An Option can only be exercised in accordance with Plan Rule 10 and subject to the conditions of issue of the Option. The Plan Rules state that, exercising Options may be restricted during certain periods.
- 1.19 In the event of a takeover, the Options of the Participant will become immediately exercisable irrespective of whether the Exercise Period has commenced.
- 1.20 Subject to the Plan Rules, if the employment or directorship or contract of a Participant terminates, the Participant may, or their legal representative (depending upon the circumstance of the termination), within twenty eight (28) days after the date of termination exercise all or part of the Options. Any Option not exercised within twenty eight (28) days shall lapse.
- 1.21 At the time of the Options Offer, the Exercise Price will be specified. The Exercise Price is the sum of money payable to the Company to exercise the Option and acquire any Shares the subject of the Option.

### **Shares allotted on exercise of Options**

- 1.22 If Options are exercised and Shares are allotted, the Company will issue such documents required by the Corporations Act, Listing Plan Rules and other applicable laws.
- 1.23 The shares allotted on the exercise of the Options will be credited as fully paid and rank equally in all respects with existing fully paid Shares from the Exercise Date of the Options and will be entitled to those dividends which have a record date for determining entitlements on or after the Exercise Date.

### **Overriding Restrictions on issue and Exercise**

- 1.24 Despite any Plan Rule or the terms and conditions of any Option, no Option may be offered, issued or exercised if to do so would contravene the Corporations Act, the Listing Plan Rules or any other applicable law.

### **New issues**

- 1.25 A Participant cannot participate in any new issues (including bonus issues) without first exercising the Option. Bonus issues and pro-rata issues of Shares can only be made in accordance with the Plan Rules.
- 1.26 Except as set out in the Plan Rules, the Options do not confer on the Participants any additional interest in capital of the Company or any additional right to distribution of the income of the Company.

### **Reorganisation of Capital**

- 1.27 In the event of a reorganisation of the issued Capital of the Company, the Options shall be reorganised in a manner considered appropriate by the Board and in accordance with the Plan Rules and the ASX Listing Rules.

**EnviroMission Limited**  
**ACN 094 963 238**

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**Loans to Participants on Exercise of Options**

- 1.28 The Board may offer a Participant a Loan (as defined in the Plan Rules) from the Company (or a company in the EnviroMission Group) for the purposes of funding in whole or in part the subscription by the Participant for the Shares to be issued on the Exercise of the Options.
- 1.29 The terms and conditions of any Loan will be determined by the Board in its absolute discretion.

**Administration of the Plan**

- 1.30 The Plan will be administered by the Board in accordance with the Plan Rules and any subsequent Plan Rules the Board makes for the operation of the Plan which are consistent with these Plan Rules.
- 1.31 The Board must act in the interests of or for the benefit of the Company in exercising its powers and discretions under the Plan Rules. However, any power or discretion conferred on the Board by the Plan Rules can be delegated to a committee and in exercising their powers of discretion, the Board may rely upon independent or expert advice.
- 1.32 Any decision of the Board as to any factual matter or interpretation or application of the Plan Rules is final and binding in the absence of any manifest error.
- 1.33 The Board may terminate or suspend the Plan at any time provided it will not prejudice the existing rights of Participants.

**Rights of Participants**

- 1.34 Except as expressly provided in the Plan Rules, nothing in the Plan Rules nor any accepted Options Offer:
- 1.34.1 confers on any person or a Participant the right to receive any Options or Loan
  - 1.34.2 forms part of any contract of employment, consultancy or retainer, or affects the conditions of employment or directorship of any Participant
  - 1.34.3 confers on any person or a Participant the right to continue as an Employee or a Director of the Company or any company in the EnviroMission Group
  - 1.34.4 affects any rights which the Company or a subsidiary may have to terminate the employment of any Employee or the office of any Director
  - 1.34.5 may be used to increase damages in any action brought against the Company or a subsidiary in respect of any such termination
  - 1.34.6 confers on any person any expectation of becoming a Participant
  - 1.34.7 save where the Participant holds Loan Shares (in which case this paragraph does not apply), a Participant will be sent notices of general meetings, reports and accounts to be laid before ordinary shareholders of the Company in a general meeting, but will not have any right to vote or attend at general meetings of the Company, or
  - 1.34.8 confers any legal or equitable right whatsoever on an Eligible Person or a Participant whether on termination of employment or directorship or otherwise.

**Amendment of the Plan Rules**

- 1.35 The Company may at any time, in accordance with the Plan Rules, by written instrument or resolution of the Board, amend any or all of the provisions of the Plan Rules.

**Stamp duty**

- 1.36 Stamp duty payable in respect of any documents executed in connection with this Plan is payable by the Participant unless the Company agrees otherwise.

**Advice**

- 1.37 Eligible Persons and Participants will be responsible for obtaining their own independent advice at their own expense on the financial, taxation and other consequences to them of or relating to the participation in this Plan.

**Application of Listing Rule requirements Listing Rule 7.2 Exemption 9**

- 1.38 As set out in earlier sections of this Explanatory Memorandum, Listing Rule 7.1 imposes a limit on the number of securities that can be issued by a company without prior Shareholder approval. However, Listing Rule 7.2 provides certain exceptions to this 15% threshold limit. Subject to any other requirements of the Listing Rules applicable at the time of issue, Exemption 9 of Listing Rule 7.2 allows an issue under an Employee Incentive Scheme to not be restricted by the 15% threshold limit provided that if within three (3) years before the date of the issue holders of ordinary securities approved the issue of securities under the Plan as an exception to Listing Rule 7.2. Accordingly in order to comply with Listing Rule 7.2 and to not be restricted by the 15% threshold limit, the Company seeks Shareholder approval of the issue of securities under the Plan as an exception to Listing Rule 7.2.

**Application of Part 2J.3 of the Corporations Act**

- 1.39 Pursuant to section 260A of the Corporations Act, a company may only financially assist a person to acquire shares in the company in limited circumstances.
- 1.40 Section 260C(4) provides special exemption from section 260A if it is given under an employee share scheme that has been approved by a resolution passed at a general meeting of the company.
- 1.41 Accordingly the Company seeks the Shareholders approval for the adoption of the EnviroMission Share Option Plan to satisfy the requirements of section 260C(4).

**PROXY FORM**

The Company Secretary  
 EnviroMission Limited  
 Ground Floor, 3 Raglan Street  
 SOUTH MELBOURNE VIC. 3205  
 Facsimile Transmission No. +61 3 9699 7566

I/We \_\_\_\_\_  
 of \_\_\_\_\_  
 being a member/(s) of EnviroMission Limited hereby appoint \_\_\_\_\_  
 of \_\_\_\_\_  
 or failing him/or \_\_\_\_\_  
 of \_\_\_\_\_

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Morgans, 401 Collins Street, Melbourne, on 29 November 2013, at 10.30am (AEDST) and at any adjournment thereof in the manner indicated below or, in the absence of indication, as the Chairman thinks fit.

A Shareholder is entitled to appoint up to 2 proxies. If 2 proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is [ ] % of the Shareholder's votes (an additional Proxy Form will be supplied by EnviroMission on request).

**INSTRUCTIONS AS TO VOTING ON ITEMS**

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on an Item, the proxy may abstain or vote at the proxy's discretion.

**Important for Items 3 and 13 - 20 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default**

By marking this box, you are expressly authorising the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 3 and 13-20 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Items 3 and 13-20, the Chairman of the Meeting will not cast your votes on Items 3 and 13-20 and your votes will not be counted in computing the required majority if a poll is called on these resolutions.

If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 3 and 13-20 by marking the appropriate box below.

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

I/We expressly authorise the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 3 and 13-20 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 3 and 13-20 are connected directly or indirectly with the remuneration of a member of key management personnel (which includes the Chairman).

I/We direct my/our proxy to vote as indicated below:

ITEM	FOR	AGAINST	ABSTAIN
2 Re-Election of David Galbally QC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report (Non Binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Issue of Shares and Granting of Options to Rustic Court Pty Ltd (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of Issue of Shares and Granting of Options to R M Fletcher Investments Pty Ltd (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of Issue of Shares and Granting of Options to Carnes Holding Pty Ltd (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ratification of Issue of Shares and Granting of Options to Eric Jones Stairbuilding Group Pty Ltd (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Ratification of Issue of Shares and Granting of Options to Terstan Nominees Pty Ltd (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Ratification of Issue of Shares and Granting of Options to T Houston Superannuation Fund Pty Ltd (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Ratification of Issue of Shares and Granting of Options to Mr Jim Lantry (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Ratification of Issue of Shares and Granting of Options to Andelou Pty Ltd (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Ratification of Issue of Shares and Granting of Options to David Rosenberg (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Ratification of Issue of Shares and Granting of Options to Douglas Fant (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Ratification of Issue of Shares and Granting of Options to Lee Tanner (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

... continued over page

16	Ratification of Issue of Shares and Granting of Options to Christopher Davey (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17	Ratification of Issue of Shares and Granting of Options to Kim Forte (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18	Ratification of Issue of Shares and Granting of Options to David Rodli (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19	Ratification of Issue of Shares and Granting of Options to Crew Resources LLC (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20	Ratification of Issue of Shares and Granting of Options to George Horvath (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21	Ratification of Issue of Shares and Granting of Options to Jeffrey Carter (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22	Ratification of Issue of Shares and Granting of Options to Kinki Trust Pty Ltd (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23	Ratification of Issue of Shares and Granting of Options to Maureen F B Nixon Pty Ltd (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24	Ratification of Issue of Shares and Granting of Options to Ian K Nixon Pty Ltd (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
25	Ratification of Issue of Shares and Granting of Options to Nxtech Pty Ltd (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26	Ratification of Issue of Shares and Granting of Options to Peter Mossop (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
27	Ratification of Issue of Shares and Granting of Options to Naveed Alam (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28	Ratification of Issue of Shares and Granting of Options to Mrs Lina Shawan-Akl & Mr Fouad Akl (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
29	Ratification of Issue of Shares and Granting of Options to Christopher Howell Martin & Mark Paul Malmberg (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
30	Ratification of Issue of Shares and Granting of Options to Mr Hamish Rowan McNeil & Mrs Catherine Anne McNeil (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
31	Ratification of Issue of Shares and Granting of Options to Anthony Audino & Joan Audino (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
32	Ratification of Issue of Shares and Granting of Options to Graham Michael Morris (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
33	Ratification of Issue of Shares and Granting of Options to Grace Tham (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
34	Approval of issue of securities under Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proxies given by a natural person must be signed by each appointing Shareholder or the Shareholder's attorney duly authorised in writing. Proxies given by companies must be executed in accordance with section 127 of the Corporations Act or signed by the appointer's attorney duly authorised in writing.

As witness my/our hand/s this                      day of    2013.

**If a natural person:**

SIGNED by:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**If a company:**

EXECUTED in accordance with section 127 )  
of the Corporations Act: )

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**If by power of attorney:**

SIGNED for and on behalf )  
of )  
by ) under a )  
Power of Attorney dated ) and who )  
declares that he/she has not received any )  
revocation of such Power of Attorney in the )  
presence of: )

\_\_\_\_\_  
Signature of Attorney

\_\_\_\_\_  
Signature of Witness

\_\_\_\_\_  
Name of Witness in full

**PROXY INSTRUCTIONS**

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or another authority) must be deposited at or sent by facsimile transmission to the registered office of EnviroMission Limited at Ground Floor, 3 Raglan Street, South Melbourne, Victoria 3205, facsimile number **+61 3 9699 7566** not less than 48 hours before the time for holding the Annual General Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the Shareholder or his/or attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy may, but need not, be a Shareholder of the Company.

In the case of Shares jointly held by two or more persons, all joint holders must sign the proxy form.

**VOTING ENTITLEMENT**

For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons, who are registered as holding the Shares at 5pm on 28 November, 2013. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.