

ROBE AUSTRALIA LIMITED

ABN 50 007 870 760

NOTICE OF GENERAL MEETING

incorporating

EXPLANATORY MEMORANDUM

and

PROXY FORM

Date of meeting: 28 June, 2011

Time of meeting: 10.00am (Melbourne Time)

Place of meeting: Level 15, RACV Tower, 485 Bourke Street, Melbourne, 3000

IMPORTANT

This document is important and requires your immediate attention. It should be read in its entirety. If you are in doubt as to the course you should follow, you should consult your legal, financial or other professional adviser immediately.

ROBE AUSTRALIA LIMITED

ABN 50 007 870 760

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of shareholders of Robe Australia Limited ACN 007 870 760 (**Company**) will be held at 10.00 am (Melbourne time) on 28 June, 2011 at the offices of Norton Rose Australia at Level 15, RACV Tower, 485 Bourke Street, Melbourne 3000.

Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of General Meeting forms part of this Notice of General Meeting and should be read in conjunction with it. A Glossary of terms used in this Notice of General Meeting and Explanatory Memorandum is contained in the Explanatory Memorandum.

AGENDA

Ordinary Business

Resolution 1 – Ratification of prior issue of 25 million Shares

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

“That for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders ratify the issue by the Company of 25 million Shares as described in the Explanatory Memorandum accompanying this Notice of Meeting.”

Resolution 2 – Approval of issue of new Shares and Options

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

“That for the purposes of ASX Listing Rule 7.1 and all other purposes, shareholders approve the issue by the Company of 75 million Shares and 100,000 million Options as described in the Explanatory Memorandum accompanying this Notice of Meeting.”

Other Business

To consider and deal with any other business that may lawfully be brought forward.

Shareholders as a whole will be given a reasonable opportunity to ask questions or make comments about the business set out in this Notice of Meeting.

Voting exclusion statement

As required by the ASX Listing Rules, the Company will disregard any votes cast on:

- (1) Resolution 1 by any parties who were allotted Shares under the issue being ratified and any associate of any of those parties; and
- (2) Resolution 2 by any party who is to be issued Shares or Options under the proposed issue and any party who might obtain a benefit, except a benefit solely in the capacity as a shareholder, if the resolution is passed and any associate of those parties.

However, the Company need not disregard votes of the above parties if:

- (1) 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
- (2) it is cast by the person chairing the General 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.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'P. Bolitho', with a stylized flourish at the end.

Peter Bolitho
Company Secretary
Dated: 26 May, 2011

NOTES REGARDING PROXIES AND VOTING

Proxies

Shareholders entitled to attend and vote at the General Meeting are entitled to appoint a proxy. The proxy may be an individual or a body corporate.

A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the shareholder's votes such proxy may exercise, each proxy may exercise half of the votes disregarding fractions.

For an appointment of proxy to be valid, the form appointing the proxy and, if the form is signed under a power of attorney or other authority, the authority under which the form is signed (or a certified copy of the authority) must be received at or sent by facsimile transmission to the registered office of the Company, C/- Salmon Giles Pty Ltd, Level 2, 409 St Kilda Road, Melbourne, Victoria 3004 or facsimile number (+61 3 9820 2158), at least 48 hours prior to the meeting or adjourned meeting, as the case may be, at which the proxy named in the proxy form proposes to vote.

A proxy must be signed by the shareholder or the shareholder's attorney duly authorised in writing or, if the shareholder is a company, in a manner permitted by the Corporations Act. The proxy may, but need not, be a shareholder.

A proxy form accompanies this Notice of Meeting. Additional proxy forms are available on request from the registered office of the Company or its share registrar.

Bodies Corporate

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of the Company's shareholders or in the capacity of a shareholder's proxy. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on that body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

Voting Entitlement at the General Meeting

For the purposes of determining entitlements to vote at the General Meeting in accordance with Regulation 7.11.7 of the *Corporations Regulations 2001* (Cth), the Company's shares will be taken to be held by the people registered as holders at 7.00pm (Melbourne time) on 27 June, 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

Votes of Chairman

The Chairman of the Meeting intends to vote all undirected proxies in favour of each resolution. The Company encourages all shareholders who submit proxies to direct their proxy how to vote on the resolutions.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared and is being provided to shareholders of Robe Australia Limited (**Company**) in connection with the business to be considered at the General Meeting of shareholders to be held at 10.00 am (Melbourne time) on 28 June, 2011 at the offices of Norton Rose Australia at Level 15, RACV Tower, 485 Bourke Street, Melbourne, 3000.

This Explanatory Memorandum forms part of the accompanying Notice of General Meeting.

The purpose of this Explanatory Memorandum is to explain the resolutions to be put to shareholders at the General Meeting and to assist shareholders to determine how they wish to vote on the resolutions.

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF 25 MILLION SHARES

1. ASX Listing Rule 7.1

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

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purposes of ASX Listing Rule 7.1.

2 Issue of 25 million Shares on 18 April 2011

Cunningham Paterson Sharbanee Securities Pty Ltd ACN 088 055 636 (**CPS Securities**) has agreed with the Company to place or otherwise subscribe for 100 million Shares in the Company at an issue price of \$0.005 which are to be issued together with 100 million free Options. The 100 million Shares and 100 million Options will be issued to CPS Securities or its clients.

On 18 April, 2011, the Company issued 25 million Shares under its 15% placement capacity under ASX Listing Rule 7.1 to clients of CPS Securities raising \$125,000 (before costs).

3. Resolution 1

Resolution 1 requests shareholders to ratify, for the purposes of ASX Listing Rule 7.4, the issue of 25 million new Shares to the parties mentioned above (i.e. clients of CPS Securities).

By ratifying the above issue pursuant to ASX Listing Rule 7.4, the Company will retain the flexibility to issue new Shares and other securities in the future up to the 15% annual limit set out in ASX Listing Rule 7.1 (without the need to obtain prior shareholder approval).

Resolution 1 is proposed as an ordinary resolution and will be passed if more than 50% of the votes cast by shareholders are in favour of that resolution.

4. Information required for shareholder ratification

Under ASX Listing Rule 7.5, the Company is required to provide the following information in relation to Resolution 1:

- (1) The total number of securities allotted was 25 million Shares.
- (2) The 25 million new Shares were issued at \$0.005 per Share.
- (3) The 25 million Shares issued were issued as fully paid ordinary shares in the capital of the Company and on the same terms and conditions as the Company's existing Shares.
- (4) The 25 million Shares were issued to clients of CPS Securities.
- (5) The 25 million Shares were issued to raise funds for the Company. The funds received were used to strengthen the Company's working capital.

5. What will happen if Resolution 1 is not approved?

If Resolution 1 is not approved by shareholders, the Company will lose the flexibility to make further placements of its securities without shareholder approval in the next 12 months up to the 15% limit set out in ASX Listing Rule 7.1.

The Board considers that this may significantly impinge upon the ability of the Company to take advantage of future investment opportunities.

None of your Directors participated in the placement of the 25 million Shares.

6. Your Directors' recommendation

Your Directors unanimously recommend that shareholders vote in favour of the Resolution 1.

Your Directors intend to vote all Shares controlled by them in favour of Resolution 1

RESOLUTION 2 – APPROVAL OF ISSUE OF NEW SHARES AND OPTIONS

1. ASX Listing Rule 7.1

Subject to a number of exceptions, and as outlined above, ASX Listing Rule 7.1 limits the number of securities that a company may issue or agree to issue without shareholder approval in any 12 month period to 15% of its issued ordinary shares.

2. Overview of issue of new Shares and Options

As noted above, CPS Securities has agreed with the Company to place or otherwise subscribe for 100 million Shares in the Company at an issue price of \$0.005 which are to be issued together with 100 million free Options. The 100 million Shares and 100 million Options are to be issued to clients of CPS Securities or CPS Securities itself.

On 18 April, 2011, the Company issued 25 million Shares to clients of CPS Securities raising \$125,000 (before costs). Approval for that issue is being sought under Resolution 1 for the purposes of ASX Listing 7.4. The approval sought under Resolution 2 is to permit the Company to issue the balance of the 75 million Shares and 100 million Options to CPS Securities or its clients.

3. Resolution 2

Resolution 2 requests shareholders to approve the issue of 75 million Shares and 100 million Options to CPS Securities and its clients.

Shareholder approval is being sought under ASX Listing Rule 7.1 as the accumulative number of securities to be issued exceeds the Company's 15% limit under ASX Listing Rule 7.1 and, therefore, is prohibited without shareholder approval.

Resolution 2 is proposed as an ordinary resolution and will be passed if more than 50% of the votes cast by shareholders are in favour of that resolution.

4. Information material to the resolution

In accordance with ASX Listing Rule 7.3, the following information is provided for shareholders:

- (1) The total number of Shares and Options that will be issued with shareholder approval under Resolution 2 will be 75 million Shares and 100 million Options.
- (2) The Shares and Options will, subject to approval being obtained, be issued within 5 business days after the date of the General Meeting and, in event, no later than 3 months after the date of the General Meeting.
- (3) The Shares will be issued at an issue price of \$0.005 per Share. Each of the Options will be issued for nil consideration and will be issued on a 1:1 basis with the 75 million new Shares (with the additional 25 million Options being issued to clients of CPS Securities who were issued with Shares on 18 April, 2011).
- (4) The Shares and Options will be issued to CPS Securities and its clients.
- (5) The Shares will be issued as fully paid ordinary shares in the capital of the Company and on the same terms and conditions as the Company's existing Shares. The Options will be issued for nil consideration on the terms and conditions attached to this Explanatory Memorandum as Annexure A.
- (6) The funds received by the Company upon issue of the Shares and Options (i.e. \$375,000 before costs) will be used to strengthen the Company's working capital.

5. What will happen if Resolution 2 is not approved?

If this Resolution 2 is not approved by shareholders, the Company will be unable to issue the 75 million new Shares and 100 million Options to CPS Securities and its clients.

In these circumstances, CPS Securities may, in its absolute discretion, withdraw from its commitment to underwrite the Company's proposed rights issue in accordance with the terms of the Underwriting and Placement Agreement announced to ASX on 11 May, 2011.

Under that rights issue, eligible shareholders of the Company will be offered the opportunity to apply for 2 new Shares for every 3 Shares held at an issue price of \$0.005 per Share with a 1:1 attaching free Option. The Company expects to raise approximately \$900,000 (before costs) under that rights issue in addition to the amount of approximately \$500,000 (before costs) raised under the placements contemplated by Resolutions 1 and 2. The Options offered under that rights issue will be on the same terms and conditions set out in Annexure A to this Explanatory Memorandum.

6. Your Directors' recommendation

The Board considers the passing of Resolution 2 is critical to the Company's longer term aspirations to complete an underwritten rights issue and raise sufficient capital in order to recapitalise the Company and provide the Company with opportunities to undertake due diligence in relation to future business acquisitions.

As noted above, CPS Securities has entered into an Underwriting and Placement Agreement in respect to a proposed rights issue which, in part, allows CPS Securities to withdraw from its commitment to underwrite the rights issue to be undertaken by the Company, if Resolution 2 is not passed.

Your Directors unanimously recommend that shareholders vote in favour of Resolution 2.

Your Directors intend to vote all Shares in the Company controlled by them in favour of Resolution 2.

None of your Directors will participate in the placement of the 75 million Shares or 100 millions Options.

DEFINITIONS

Unless the context requires otherwise, the words below have the following meanings in this Notice of Meeting and Explanatory Memorandum:

- (7) **ASX** means ASX Limited or, as the context requires, the market operated by it.
- (8) **ASX Listing Rule** means a listing rule of the ASX (as amended or waived).
- (9) **Board** means the board of Directors and includes a committee.
- (10) **Company** means Robe Australia Limited ABN 50 007 870 760.
- (11) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (12) **CPS Securities** means Cunningham Peterson Sharbanee Securities Pty Ltd ABN 73 088 055 636;
- (13) **Directors** means the Directors of the Company.
- (14) **Explanatory Memorandum** means the explanatory memorandum, and any schedules or annexures to, it which accompanies, and is incorporated as part of, the Notice of Meeting.
- (15) **Meeting** or **General Meeting** means the general meeting of shareholders of the Company convened by this Notice of Meeting.
- (16) **Option** means an option to acquire a Share on the terms set out in Annexure A to this Explanatory Memorandum.
- (17) **Notice of Meeting** or **Notice of General Meeting** means, unless the context requires otherwise, this document which comprises the Company's Notice of General Meeting to be held at 10.00 am (Melbourne time) on 28 June, 2011 at Level 15, RACV Tower, 485 Bourke Street, Melbourne 3000 and at any adjournment of that Meeting and the Explanatory Memorandum.
- (18) **Share** means a fully paid ordinary share in the capital of the Company.

Annexure A – Option Terms

- (a) Each Option gives the Option Holder the right to subscribe for one Share at \$0.01 Share.

The Options will expire at 5.00 pm (Melbourne time) on 31 December, 2014 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

- (b) The amount payable upon exercise of each Option will be \$0.01 (**Exercise Price**).

- (c) The Options held by each Option Holder may be exercised in whole or in part, and if exercised in part, multiples of 10,000 must be exercised on each occasion. Where less than 10,000 Options are held, all Options must be exercised together.

- (d) An Option Holder may exercise its Options by lodging with the Company, before the Expiry Date:

- (i) a written notice of exercise of Options 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,

(**Exercise Notice**).

- (e) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

- (f) Within 10 Business Days of receipt of the Exercise Notice accompanied by the appropriate Exercise Price, the Company will allot the number of Shares required under these terms in respect of the number of Options specified in the Exercise Notice.

- (g) The Options are transferable.

- (h) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other issued Shares.

- (i) The Company will apply for quotation of the Options on ASX (subject to the Company being able to comply with the ASX Listing Rules).

- (j) If the Company offers Shares by way of a pro rata issue (except a bonus issue) to the holders of Shares (whether renounceable or non renounceable), the exercise price of an Option will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2. This paragraph does not apply to the proposed underwritten rights issue referred to in the Notice of Meeting and the announcement to ASX on 11 May, 2011.

- (k) If there is a bonus issue to the holders of Shares in the Company then the number of Shares over which each Option is exercisable will be increased by the number of Shares which the holder would have received under the bonus issue if the Option had been exercised before the record date for the bonus issue.

- (l) In the event of any reorganisation (including a consolidation, sub-division, reduction, cancellation or return) of the issued capital of the Company, the rights of the Option

Holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

- (m) Options do not entitle the holder to:
 - (i) participate in a new issue of Shares or other securities;
 - (ii) receive dividends; or
 - (iii) attend, or vote at, meetings of the Company,without first exercising the Option.
- (n) The Company will apply for official quotation by ASX of the Shares issued upon exercise of the Options within 10 Business Days of allotment of the Shares.
- (o) Other than as set out above, an Option does not confer the right to a change in the exercise price or a change in the number of underlying securities over which the Option can be exercised.

Robe Australia Limited

ABN 50 007 870 760

PROXY FORM

(Please turn over to sign this Proxy Form)

Company Secretary
Robe Australia Limited
C/- Salmon Giles Pty Ltd
Level 2, 409 St Kilda Road
Melbourne Victoria 3004
Facsimile: +61 3 9820 2158

I/We _____

of _____

being a member (s) of Robe Australia Limited ("**Company**"),

hereby appoint _____

of _____

or in his/her absence _____

of _____

or, in the absence of those persons or if no person is nominated, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 10.00 am (Melbourne time) on 28 June, 2011 at Level 15, RACV Tower, 485 Bourke Street, Melbourne 3000 and at any adjournment of that Meeting.

If you wish to direct your proxy how to vote, please tick the boxes below as appropriate. If no directions are given, your proxy may vote or abstain as he or she thinks fit.

If the Chairman is appointed as your proxy, or is appointed by default, he intends to vote all undirected proxies in favour of the below resolution.

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

FOR AGAINST ABSTAIN

ORDINARY BUSINESS

Resolution 1 – Ratification of prior issue of 25 million Shares

☐ ☐ ☐

Resolution 2 – Approval of issue of new Shares and Options

☐ ☐ ☐

As witness my/our hand/s this day of

2011

If a natural person:

SIGNED by:

Signature

Signature (if joint holder)

If a company:

Executed by

in accordance with section 127 of the
Corporations Act 2001:

Signature of Director

Signature of Director/Secretary

Name of director
(BLOCK LETTERS)

Name of director/secretary
(BLOCK LETTERS)

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

NOTES

Shareholders entitled to attend and vote at the General Meeting are entitled to appoint a proxy. The proxy may be an individual or a body corporate.

A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the shareholder's votes such proxy may exercise, each proxy may exercise half of the votes (disregarding fractions).

For an appointment of proxy to be valid, the form appointing the proxy and, if the form is signed under a power of attorney or other authority, the authority under which the form is signed (or a certified copy of the authority) must be received at or sent by facsimile transmission to the registered office of the Company C/- Salmon Giles Pty Ltd, Level 2, 409 St Kilda Road Melbourne, Victoria, 3004 or facsimile number (+61 3) 9820 2158, at least 48 hours prior to the meeting or adjourned meeting, as the case may be, at which the proxy named in the proxy form proposes to vote.

A proxy must be signed by the shareholder or the shareholder's attorney duly authorised in writing or, if the shareholder is a company, in a manner permitted by the *Corporations Act 2001*. The proxy may, but need not, be a shareholder.