RKS CONSOLIDATED LIMITED

ACN 009 264 699

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME:	10am
DATE:	4 April 2014
VENUE:	Level 4, 95 Pitt Street, Sydney NSW 2000

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

1 Notice of Extraordinary General Meeting

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

Notice is given that the annual general meeting of the Shareholders to which this Notice of Meeting relates will be held at 10am AEDT on 4 April 2014 at Level 4, 95 Pitt Street, Sydney NSW 2000.

1.1 Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Extraordinary general meeting are those that are registered Shareholders at 10am on 2 April 2014.

1.2 Voting In Person

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

1.3 Voting by Proxy

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

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

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

Further details are set out below.

Proxy vote if appointment specifies way to vote

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

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

(b) if the proxy has 2 or more appointments that specify different ways to vote on the Resolution – the proxy must not vote on a show of hands; and

(c) if the proxy is the Chair of the Meeting at which the Resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

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

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a meeting of the Company's members; and

(b) the appointed proxy is not the Chair of the Meeting; and

(c) at the meeting, a poll is duly demanded on the Resolution; and

(d) either of the following applies:

 (i) the proxy is not recorded as attending the meeting;

(ii) the proxy does not vote on the Resolution,

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

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

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

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

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

Corporate representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

General

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

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

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

A Proxy Form accompanies this Notice of Extraordinary General Meeting.

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

- in person: 770 Canning Highway, Applecross WA 6153
- by mail: PO Box 535 Applecross WA 6953 Australia
- by facsimile: +61 8 9315 2233

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

Agenda

1 Resolution 1 – Ratification of prior issue of securities

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the previous issue of 1,124,637 fully paid ordinary shares (**Shares**) in the Company on the terms and conditions as detailed in the Explanatory memorandum, be and is hereby ratified and approved."*

Voting exclusions:

In accordance with ASX Listing Rule 7.5.6, the Company will disregard any votes cast on Resolution 2 by:

(a) a person who participated in the issue of those securities; and

(b) an associate of that person.

However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2 Resolution 2 – Ratification of prior issue of securities

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the previous issue of 4,785,048 fully paid ordinary shares (**Shares**) in the Company on the terms and conditions as detailed in the Explanatory memorandum, be and is hereby ratified and approved."*

Voting exclusions:

In accordance with ASX Listing Rule 7.5.6, the Company will disregard any votes cast on Resolution 2 by:

(a) a person who participated in the issue of those securities; and

(b) an associate of that person.

However, the Company need not disregard a vote if:

(c) 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

(d) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

3 Resolution 3 – Issue of shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the allotment and issue of up to 34,500,000 Shares in the Company on the terms and conditions as detailed in the Explanatory Memorandum"

Voting exclusions:

In accordance with ASX Listing Rule 7.3.8, the Company will disregard any votes cast on Resolution 1 by:

(a) a person who may participate in the proposed issue of securities and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and

(b) an associate of that person.

However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By Order of the Board

Peter Dykes
Director and Company Secretary

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the Annual General Meeting of Shareholders to be held at 10am AEDT on 4 April 2014 at Level 4, 95 Pitt Street, Sydney NSW 2000.

Resolution 1 - Ratification of prior issue of securities

This resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 1,124,637 Shares to John Perovich on 25 October 2013.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

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 purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

(a) 1,124,637 Shares were allotted and issued;

(b) the issue price was AUD 0.025 per Share;

(c) the Shares issued were all fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares;

(d) the Shares were allotted and issued to John Perovich;

(e) there were no additional funds raised from the issue of the Shares as the issuance was pursuant to a conversion of debt to equity made for the purpose of reducing outstanding amounts owed to creditors.

Resolution 2 – Ratification of prior issue of securities

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 4,785,048 Shares to various investors on 16 December 2013 to raise $119,626.

A summary of ASX Listing Rule 7.1 and 7.4 is set out in this Explanatory Memorandum above (in relation to Resolution 1).

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

(a) 4,785,048 Shares were allotted;

(b) the issue price was AUD 0.025 per Share;

(c) the Shares issued were all fully paid ordinary shares in the capital of the Company, issued on the same terms and conditions as the Company's existing Shares;

(d) the Shares were allotted and issued to the following persons:

Holder	No. of Shares
Chapmans Limited (ACN 000 012 386)	3,435,048
Adam Monaghan	600,000
Search Point Pty Ltd (ACN 140 079 410)	750,000
Total	**4,785,048**

(e) the allotment and issue of the Shares raised $119,626; which has been used by the Company to fund working capital.

Resolution 3 – Issue of Shares

Resolution 3 seeks Shareholder approval for the issue of up to 34,500,000 Shares to sophisticated and professional investors.

ASX Listing Rule 7.1 is set out above (in relation to Resolution 1). The effect of this Resolution will be to allow the Directors to issue the Shares pursuant to this Resolution without using the Company's 15% annual placement capacity.

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

(a) the maximum number of Shares to be issued is 34,500,000;

(b) the Shares will be issued within 3 months of the date of this Meeting;

(c) the Shares to be issued will be fully paid ordinary shares in the capital of the Company and will rank equally with all other fully paid ordinary shares currently on issue;

(d) the Shares will be issued at an issue price of AUD 0.01 per Share;

(e) the Shares will be issued to sophisticated and professional investors, who are not a related party of the Company. No shareholder's shareholding will exceed 20% of the issued capital of the Company as a result of the issue;

(f) up to $345,000 will be raised from the issuing of the Shares which will be used to extinguish Company debt and to fund working capital.

PROXY FORM

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

RKS CONSOLIDATED LIMITED

ABN: 20 009 264 699

REGISTERED OFFICE:
LEVEL 4
95 PITT STREET
SYDNEY NSW 2000

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

Code: ZZURKS

Holder Number:

SECTION A: Appointment of Proxy

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

☐ **The meeting Chairperson (mark with an "X")**

OR

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

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Extraordinary General Meeting of the Company to be held at 10.00am (AEDT) on Friday, 4 April 2014 at Level 4, 95 Pitt Street, Sydney NSW 2000 and at any adjournment of that meeting.

SECTION B: Voting Directions to your Proxy

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

Resolution	**For**	**Against**	**Abstain***
1. Ratification of prior issue of securities	☐	☐	☐
2. Ratification of prior issue of securities	☐	☐	☐
3. Issue of Shares	☐	☐	☐

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

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

SECTION C: Please Sign Below

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder	Security Holder 2	Security Holder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 10.00am (AEDT) on Wednesday, 2 April 2014.

ONLINE PROXY SERVICE
You can lodge your proxy online at **www.securitytransfer.com.au**

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

Online Proxy ID:

3183123450 1 1

My/Our contact details in case of enquiries are:

NAME

TELEPHONE NUMBER

( )

NOTES

1. Name and Address
This is the name and address on the Share Register of RKS CONSOLIDATED LIMITED. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy
If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of RKS CONSOLIDATED LIMITED.

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

4. Appointment of a Second Proxy
You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by telephoning the Company's share registry +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

(a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and

(b) Return both forms in the same envelope.

5. Signing Instructions
Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. Lodgement of Proxy
Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than 10.00am (AEDT) on Wednesday, 2 April 2014, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

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

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

Telephone **+61 8 9315 2333**

Facsimile **+61 8 9315 2233**

Email **registrar@securitytransfer.com.au**