7 October 2013

Companies Announcement Office
ASX Compliance
Level 8 Exchange Plaza
2 The Esplanade
PERTH WA 6000

Noticve of Meeting – 2012 LogiCamms Limited Annual General Meeting

LogiCamms is about to commence the dispatch of the Notice of Meeting in respect of the Annual General Meeting to be held on 7 November 2013.

Attached is a copy of the Notice of Meeting and the Proxy Form.

Regards

Paul Bowker

Company Secretary

LOGICAMMS LIMITED

TEL: +61 7 3058 7000
FAX: +61 7 3058 7111

WEB: www.logicamms.com.au

433 BOUNDARY ST, SPRING HILL BRISBANE, QLD 4000

LogiCamms Limited

ABN 90 127 897 689

Notice of Annual General Meeting and Explanatory Statement

Venue:	**Grand Chancellor Hotel, 23 Leichhardt Street, Spring Hill, Brisbane**
Date:	**Thursday, 7 November 2013**
Time:	**Commencing at 10.00am (Brisbane time)**

Contents

Key dates

The key dates for the AGM are set out below.

Event	Date
Last day for receipt of proxies*	10.00am, Tuesday, 5 November 2013
Snapshot time for eligibility to vote	7.00pm, Tuesday, 5 November 2013
Annual General Meeting	10.00am, Thursday, 7 November 2013

*Proxy Forms received after 10.00am on this date will be disregarded.

Questions

Shareholders are invited to contact the Company Secretary on +61 7 3058 7000 if they have any questions regarding the AGM.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of LogiCamms Limited ABN 90 127 897 689 (**LogiCamms** or **Company**) will be held at **Grand Chancellor Hotel, 23 Leichhardt Street, Spring Hill, Brisbane, Queensland** on **Thursday, 7 November 2013** commencing at **10.00am (Brisbane time)**.

The Explanatory Statement, which accompanies and forms part of this Notice, contains information to assist Shareholders to decide how to vote on the matters to be considered at the Meeting.

Terms used in this Notice are defined in the Glossary in the Explanatory Statement.

Ordinary Business

Financial Report

To receive and consider the financial report of the Company and the reports of the Directors and auditors for the year ended 30 June 2013.

Resolution 1 – Adoption of Remuneration Report

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

> *"That the remuneration report contained in the Directors' report for the year ended 30 June 2013 be adopted by the Company."*

Resolution 2 – Re-election of Mr Peter Watson as a Director

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

> *"That Mr Peter Watson, who will retire by rotation in accordance with clause 6.3 of the Company's constitution, and being eligible, be re-elected as a Director of the Company."*

Special Business

Resolution 3 – Grant of 2014 Performance Rights and Share Appreciation Rights to Managing Director

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

> *"That, for the purposes of Listing Rule 10.14, the grant of 133,358 Performance Rights and 544,960 Share Appreciation Rights to Mr Steve Banning, the Managing Director, on the terms and conditions summarised in the Explanatory Statement, be approved."*

Resolution 4 – Increase the maximum total amount of directors' fees

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

> *"That with effect from 1 January 2014, the aggregate maximum sum available for the remuneration of Non-Executive Directors for the purposes of Listing Rule 10.17 and clause 6.5 of the Company's constitution be increased by $200,000 to $600,000."*

Resolution 5 – Approval of 10% Placement Facility

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

> *"That, for the purposes of Listing Rule 7.1A, the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula in Listing Rule 7.1A.2, and on the terms and conditions in the Explanatory Statement, be approved."*

Resolution 6 – Ratification of issue of shares

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

> *"For the purposes of Listing Rule 7.4, the issue of 3,306,225 Shares to the parties, for the purposes and on the terms described in the Explanatory Statement, be ratified."*

Resolution 7 – Appointment of auditor

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

> *"That subject to the consent of ASIC, the resignation of KPMG as auditor of the Company be accepted, and the appointment of PricewaterhouseCoopers, as auditor of the Company be approved, from the close of this Annual General Meeting".*

Voting exclusions

Voting exclusions apply to Resolutions 1, 3, 4, 5 and 6, as set out in the Explanatory Statement.

By order of the Board of Directors

Paul Bowker
Company Secretary

7 October 2013

Proxy Appointment, Voting and Meeting Instructions

Lodgement of Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it 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 other authority) must be lodged:

By hand: 433 Boundary Street, Spring Hill, Brisbane QLD 4000

By mail: PO Box 510, Spring Hill, Brisbane QLD 4004

By fax: +61 7 3058 7111

no later than 10.00am (Brisbane time) on 5 November 2013. Any Proxy Form received after that time will not be valid for the Annual General Meeting.

Appointment of a Proxy

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a member of the Company.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company.

You are entitled to appoint up to two 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 Secretary on +61 7 3058 7000 or you may photocopy the Proxy Form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights that are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

The Chairman of the Annual General Meeting acting as proxy

If a member directs the Chairman how to vote on an item of business, the Chairman must vote in accordance with the direction.

For proxies without voting instructions that are exercisable by the Chairman, **the Chairman intends to vote all available proxies in favour of each resolution.**

The Chairman of the Annual General Meeting acting as proxy for resolutions 3 and 4

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, then you should mark the box indicated on the Proxy Form. By marking that box you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolutions (being resolution 3 and 4) and that votes cast by the Chair of the meeting for those resolutions other than as a proxy holder will be disregarded because of that interest. If you do not mark the box indicated, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

Votes on Resolution

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolutions. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, and your proxy is not the

Chairman, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolutions will be invalid.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company or the Company's share registry, Computershare Investor Services, before the Meeting or at the registration desk on the day of the Meeting. Certificates for the appointment of corporate representatives are available at www.computershare.com or on request by contacting Computershare Investor Services on telephone number +61 1300 557 010.

Voting Entitlement (Snapshot Time)

The Company's Directors have determined that all Shares of the Company that are quoted on ASX at 7.00pm (Sydney time) on 5 November 2013 will, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

At the Meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the remuneration report.

Mr Stephen Board of KPMG, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2013 (or his representative), will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than 10.00am (Brisbane time) on 31 October 2013:

By hand: 433 Boundary Street, Spring Hill, Brisbane QLD 4000

By mail: PO Box 510, Spring Hill, Brisbane QLD 4004

By fax: +61 7 3058 7111

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out any questions directed to the auditor received in writing by 31 October 2013, being questions that the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 30 June 2013. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company that is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Financial Report

The Corporations Act requires the Directors' report, auditor's report and the financial statements of the Company for the year ended 30 June 2013 to be tabled at the Annual General Meeting.

Neither the Corporations Act nor the constitution requires a vote of Shareholders on the reports or financial statements. However, Shareholders will be given reasonable opportunity to raise questions on the reports and ask questions of the Company's auditor.

Resolution 1 – Adoption of Remuneration Report

The remuneration report is set out in the Directors' report in the Company's 2013 annual report, which is available on the Company's website at www.logicamms.com.au.

The remuneration report contains information regarding:

- the remuneration policy of LogiCamms;
- the structure of the remuneration of Directors and senior executives and how it aligns with the Company's performance; and
- the remuneration of Directors and senior executives for the year ended 30 June 2013.

The Corporations Act requires the Company to put a resolution to Shareholders that the remuneration report be adopted. Under section 250R(3) of the Corporations Act, the vote on the Resolution is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1.

Voting exclusion

The Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of:

- a member of the KMP (at the date of the Meeting or whose remuneration is disclosed in the remuneration report); and
- their closely related parties (as defined in the Corporations Act),

unless the vote is cast:

- as proxy for a person entitled to vote, in accordance with a direction on the Proxy Form; or
- by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

Resolution 2– Re-election of Mr Peter Watson as Director

In accordance with Listing Rule 14.4 and clause 6.3(c) of the Company's Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office by rotation and are eligible for re-election.

Mr Peter Watson

Mr Peter Watson was appointed to the Board on 2 June 2011 as non-executive Chairman.

Details of Mr Watson's background and experience are contained in the Company's 2013 annual report.

Mr Watson retires by rotation at this Meeting and, being eligible, offers himself for re-election pursuant to Resolution 2.

Directors' recommendation

The Directors (apart from Mr Watson) recommend that Shareholders vote in favour of the re-election of Mr Watson pursuant to Resolution 2.

Resolution 3 – Grant of 2014 Performance Rights and Share Appreciation Rights to the Managing Director

The Board recognises that it is desirable for the Managing Director (and other executives) to be remunerated in a manner that focuses their efforts on delivering long term value for shareholders.

As a result, the Board has agreed to grant Performance Rights and Share Appreciation Rights (**SARs**) to Mr Steve Banning, Managing Director, under the Company's Long Term Incentive Plan (**LTI Plan**) in respect of the 2014 financial year, subject to Shareholder approval. Shareholder approval is required under Listing Rule 10.14 for the acquisition of securities by a Director under an employee incentive scheme.

The key terms of the Performance Rights and SARs to be granted to Mr Banning under the LTI Plan are set out below. The terms and conditions of the LTI Plan are summarised in the Schedule to this Explanatory Statement.

Nature of Performance Rights and SARs

A Performance Right is a right to acquire one Share in the Company at a future point in time for a nil exercise price.

A SAR represents a right to receive a payment equal to the positive difference between the Share price at the date of allocation of the SAR and Share price at the vesting date in the future. The total value of the SARs on the vesting date will be settled via the provision of Shares of an equivalent value. SARs only reward share price growth and only pay-out for an increase in value over the starting Share price. The starting Share price for the SARs to be granted to Mr Banning is **$1.57** per Share, which was calculated by reference to the VWAP of Shares for the 30 days to 13 September 2013, being the month in which the Board approved the issue of the SARs, subject to Shareholder approval.

Number of Performance Rights and SARs

The Board has agreed to grant 133,358 Performance Rights and 544,960 SARs to Mr Banning in respect of the 2014 financial year.

The number of Performance Rights and SARs was determined on the basis of 50% of Mr Banning's base salary, divided by the estimated fair value of each instrument when they were allocated to Mr Banning. The estimated fair value was determined on the basis of the type of instrument and the performance measures that must be met before the instrument vests (see below).

Performance Rights Awarded (#)	Fair Value at Grant per right ($)	SARs Awarded (#)	Fair Value at Grant per SAR ($)	Total value of LTI awards ($)
133,358	**$1.07**	**544,960**	**$0.265**	**$280,500**

Performance measures

The Long Term Incentive Plan authorises the Board to determine the performance measures attaching to a grant of Performance Rights or SARs. The Board has determined that the instruments to be granted to Mr Banning in respect of the 2014 financial year will be subject to the following performance measures:

- 50% of the Performance Rights and SARs are subject to a relative total Shareholders return (**TSR**) measured against the S&P Small Ordinaries Index; and
- the other 50% are subject to an absolute earnings per Share (**EPS**) growth rate of 10% per annum on normalised EPS for the 2014 financial year.

Total Shareholder Return

TSR measures the performance of a Share (including any cash dividends and other shareholder benefits paid during the period) relative to the other companies in the S&P Small Ordinaries Index over the performance period. The Board believes the TSR is an appropriate performance hurdle because it is aligned with long term value creation for Shareholders. The TSR measures the return received by Shareholders from holding Shares over the performance period. Achievement of the TSR target will reward Mr Banning when the Company outperforms comparable companies.

Earnings Per Share

EPS measures the profit attributable to Shareholders per Share. Compound annual growth in absolute EPS growth equal to or greater than 10% over the performance period is required for the relevant threshold to be met. Absolute EPS growth is a forward looking performance measure that drives continued and sustainable growth.

These performance measures are mutually exclusive, meaning that if one measure is not met, there is still the ability to earn an incentive under the other measure.

For those Performance Rights and SARs subject to the TSR performance measure, vesting will occur based on the percentile ranking of the Company's TSR against all companies in the S&P Small Ordinaries Index as follows:

- below the 50^{th} percentile – no vesting;
- between the 50^{th} and 75^{th} percentile – pro rata vesting between 50% - 100% vesting; and
- equal to or greater than 75^{th} percentile – 100% vesting.

For those Performance Rights and SARs subject to the EPS performance measure, an absolute EPS target of 10% compound growth per annum, off a base of $1.57 per Share, must be achieved for vesting to occur. If EPS growth is below 10% per annum then no vesting will occur.

There is no retesting of either performance measure.

Performance period

Performance of the Performance Rights and SARs against the applicable performance measures will be determined over the three year period from 1 July 2013 to 30 June 2016. As such no vesting of the instruments will occur until 30 June 2016.

Other terms of Performance Rights and SARs

The Performance Rights and SARs referred to in Resolution 3 will be granted on the terms and conditions of the Company's Long Term Incentive Plan, which are summarised later in the 2013 Annual Report.

Disclosure of regulatory information

The following information is provided in accordance with Listing Rule 10.15:

- the maximum number of Performance Rights that can be granted to Mr Banning under this approval is 133,358 and the maximum number of SARs that can be granted to Mr Banning under this approval is 544,960;
- no amount is payable by Mr Banning for the grant or exercise of a Performance Right or SAR;
- no person referred to in Listing Rule 10.14 has received securities under the Long Term Incentive Plan since the last approval, other than Mr Banning, who received the following Performance Rights and SARs (at nil acquisition price):
  - 249,014 Performance Rights and 825,065 Share Appreciation Rights in respect of the 2012 financial year (approved at the 2012 annual general meeting); and
  - 228,516 Performance Rights and 676,366 Share Appreciation Rights in respect of the 2013 financial year (also approved at the 2012 annual general meeting);
- the name of the person referred to in Listing Rule 10.14 entitled to participate in the Long Term Incentive Plan is Steve Banning;
- there is no loan proposed in relation to the proposed grant of Performance Rights and SARs to Mr Banning;
- the Performance Rights and SARs are intended to be granted to Mr Banning promptly after the Meeting and in any event not later than 12 months after the Meeting.

Directors' recommendation

The Directors (other than Mr Banning) recommend that Shareholders vote in favour of Resolution 3.

Voting exclusion

The Company will disregard any votes cast on Resolution 3:

- in any capacity by a Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any of their associates; and
- as a proxy by a member of the KMP or a closely related party of a member of the KMP,

unless the vote is cast:

- as proxy for a person entitled to vote, in accordance with the directions on the Proxy Form; or
- by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

Resolution 4 – Increase the maximum total amount of directors' fees

The maximum remuneration payable by the Company to Non-Executive Directors is determined by Shareholders in general meeting and may not be increased without the prior approval of Shareholders as required under clause 6.5(a) of the Company's constitution and ASX Listing Rule 10.17.

The maximum aggregate remuneration of Non-Executive Directors is currently $400,000 per year. This cap includes all fees, and superannuation contributions paid to Non-Executive Directors and any other fees that Non-Executive Directors agree to sacrifice on a pre-tax basis and is the amount specified when the Company was listed in 2007.

All elements of remuneration of the Non-Executive Directors for the financial year ended 30 June 2013 are disclosed in the Directors' Report.

The Company's policy is to adequately remunerate Non-Executive Directors at market rates for their time, commitment and responsibilities. The Board has taken external advice from independent remuneration advisers, which includes a market comparison of remuneration paid to Non-Executive Directors of comparable companies.

Accordingly, the Board seeks Shareholder approval of a new maximum aggregate sum of $600,000 per year for Non-Executive Directors' remuneration. This increase will allow the Board to:

- recognise increases in both the workload and responsibilities of Non-Executive Directors on the Board and its committees;
- provide for effective succession planning and transition arrangements; and
- have the flexibility to attract and retain the services of Non-Executive Directors of the highest calibre.

Directors' recommendation

As each of the Non-Executive Directors has a personal interest in Resolution 4, it is not appropriate for them to make any recommendation as to how Shareholders should vote on this Resolution. Mr Steve Banning, the Executive Director, recommends that Shareholders vote in favour of Resolution 4.

Voting exclusion

The Company will disregard any votes cast on Resolution 4 in any capacity by a Director (and any of their associates).However, the Company will 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 of the Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 5 – Approval of 10% Placement Facility

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A 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 Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (explained below).

Explanation of Listing Rule 7.1A

Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that an eligible entity that has 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 x D) – E

A is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary shares under Listing Rule 7.1 or Listing Rule 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 ordinary shares cancelled in the 12 months.

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 holders of ordinary shares under Listing Rule 7.1 or Listing Rule 7.4.

Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be no less than 75% of the VWAP for Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(a) the date on which the price at which the Equity Securities are to be issued is agreed; or

(b) if the Equity Securities are not issued within five Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

(a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and

(b) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking),

(**10% Placement Period**).

Effect of Listing Rule 7.1A

The effect of Resolution 5 (if passed) will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company’s 15% placement capacity under Listing Rule 7.1.

Resolution 5 is a special resolution and so requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Disclosure of regulatory information

In accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

(i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and

(ii) 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,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the potential dilution of existing holders of Shares on the basis of the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The table also shows:

(i) two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary Shares the Company has on issue. The number of ordinary Shares on issue may increase as a result of issues of ordinary Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and

(ii) two examples of where the issue price of ordinary Shares has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		$0.93 **50% decrease in issue price**	**$1.865** **issue price**	**$3.73** **100% increase in issue price**
Current variable "A" 71,178,179	**10% voting dilution**	7,117,818 Shares	7,117,818 Shares	7,117,818 Shares
	Funds raised	$6,637,365	$13,274,730	$26,549,461
50% increase in current variable "A" 106,767,269	**10% voting dilution**	10,676,727 Shares	10,676,727 Shares	10,676,727 Shares
	Funds raised	$9,956,048	$19,912,096	$39,824,191
100% increase in current variable "A" 142,356,358	**10% voting dilution**	14,235,636 Shares	14,235,636 Shares	14,235,636 Shares
	Funds raised	$13,274,730	$26,549,461	$53,098,922

The table has been prepared on the following assumptions:

(i) The issue price is $1.865, being the closing price of the Shares on ASX on 4 October 2013. This price is indicative only and does not take account of the 25% discount to market that Equity Securities may be issued at under Listing Rule 7.1A.

(ii) The Company issues a maximum of 10% of the Company's Shares on issue at the date of the Meeting. The Company currently has 71,178,179 Shares on issue.

(iii) No options or other rights convertible into Shares are exercised into Shares before the date of the issue of the Equity Securities.

(iv) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

(vi) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(vii) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. It does not show the effect of options or other rights convertible into Shares being issued under Listing Rule 7.1A.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(d) The Company may seek to issue the Equity Securities for the following purposes:

(i) 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 Listing Rule 7.1A.3; or

(ii) cash consideration. In such circumstances, the Company intends to use the funds raised for organic growth in operations, acquisitions of businesses (including expenses associated with acquisitions) and general working capital.

The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 and Listing Rule 3.10.5A upon issue of any Equity Securities.

(e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

(f) The Company has previously obtained Shareholder approval under Listing Rule 7.1A, however, no shares were issued under Rule 7.1A since that approval was obtained on 8 November 2012. Share issues were made under Rule 7.1 in the 12 months preceding the date of the meeting as set out in the tables below. In aggregate, 3,812,224 ordinary shares were issued in that period representing 5.6% of the total number of equity securities on issue at the commencement of that 12 month period.

Date of issue:	20 February 2013
Number issued:	205,633
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Ordinary Shares, ranking equally with those already on issue, issued upon exercise of $0.85 Options expiring 2 September 2013
Names of persons who received securities or basis on which those persons was determined:	Employee's holding $0.85 Options
Price:	$0.85
Discount to market price (if any):	Options exercised at $0.85 compared to a closing share price on the date of issue of 20 February 2013 of $1.45
For cash issues	
Total cash consideration received:	$174,788.05
Amount of cash consideration spent:	$174,788.05

Use of cash consideration:	Consideration amount used for working capital
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

Date of issue:	1 March 2013
Number issued:	20,000
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Ordinary Shares, ranking equally with those already on issue issued upon exercise of $0.85 Options expiring 2 September 2013
Names of persons who received securities or basis on which those persons was determined:	Employee's holding $0.85 Options
Price:	$0.85
Discount to market price (if any):	Options exercised at $0.85 compared to a closing share price on the date of issue of 1 March 2013 of $1.52
For cash issues	
Total cash consideration received:	$17,000
Amount of cash consideration spent:	$17,000
Use of cash consideration:	Consideration amount used for working capital
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

Date of issue:	20 March 2013
Number issued:	212,366
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Ordinary Shares, ranking equally with those already on issue, issued upon exercise of $0.85 Options expiring 2 September 2013
Names of persons who received securities or basis on which those persons was determined:	Employee's holding $0.85 Options
Price:	$0.85
Discount to market price (if any):	Options exercised at $0.85 compared to a closing share price on the date of issue of 20 March 2013 of $1.575
For cash issues	
Total cash consideration received:	$180,511
Amount of cash consideration spent:	$180,511
Use of cash consideration:	Consideration amount used for working capital
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash	N/A

consideration:	

Date of issue:	22 May 2013
Number issued:	3,306,225
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Ordinary Shares, ranking equally with those already on issue, other than being subject to holding lock in 3 equal tranches for 12, 24 and 36 months from the date of issue.
Names of persons who received securities or basis on which those persons was determined:	The vendors of ITL Holdings Limited with the ordinary shares being issued in accordance with the terms of Share Purchase Agreement for the acquisition of ITL dated 7 May 2013, as announced to ASX on 7 May 2013.
Price:	$1.2574
Discount to market price (if any):	Shares issued at a nominal value of $1.2574 compared to a closing share price on the date of issue of 22 May 2013 of $1.225
For cash issues	
Total cash consideration received:	N/A
Amount of cash consideration spent:	N/A
Use of cash consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	Shares issued as part consideration for the acquisition of ITL Engineering as set out above and as announced to ASX on 7 May 2013.
Current value of that non-cash consideration:	Non-cash consideration was received for the ordinary shares in the Company issued, being Shares in the private company, ITL Engineering Limited. The value of the ordinary shares in the Company issued was $6,166,110 as at 4 October 2013.

Date of issue:	28 May 2013
Number issued:	68,000
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Ordinary Shares, ranking equally with those already on issue, issued upon exercise of $0.85 Options expiring 2 September 2013
Names of persons who received securities or basis on which those persons was determined:	Employee's holding $0.85 Options
Price:	$0.85
Discount to market price (if any):	Options exercised at $0.85 compared to a closing share price on the date of issue of 28 May 2013 of $1.265
For cash issues	
Total cash consideration received:	$57,800
Amount of cash consideration spent:	$57,800

Use of cash consideration:	Consideration amount used for working capital
Intended use for remaining amount of cash (if any):	N/A
For non-cash issues	
Non-cash consideration paid:	N/A
Current value of that non-cash consideration:	N/A

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

Voting exclusion

The Company will disregard any votes cast on Resolution 5 by a person who may participate in the 10% Placement Facility and a person who might obtain a benefit except a benefit solely in the capacity of a holder of Shares, if Resolution 5 is passed (and any of their associates). However, the Company will not disregard a vote if:

- it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- 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.

The Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of Equity Securities under this approval. No existing Shareholder's vote will therefore be excluded.

Resolution 6 – Ratification of issue of shares

On 7 May 2013 the Company announced that it had signed an agreement to acquire Independent Technology Holdings Limited (**ITL**), a New Zealand based provider of oil and gas engineering and project delivery services. On 22 May 2013 the Company announced that it had completed the acquisition.

Under the share purchase agreement for the acquisition of ITL, the Company issued 3,306,225 Shares as part of the purchase price payable for ITL. Under Resolution 6, Shareholders are requested to ratify the issue of those Shares.

Shareholder approval

Listing Rule 7.1 imposes a limit on the number of Equity Securities (e.g. Shares or options to subscribe for Shares) that the Company can issue or agree to issue without shareholder approval. In general terms, the Company may not, without Shareholders approval, issue or agree to issue Equity Securities, representing more than 15% of its share capital in a 12 month period.

Equity Securities that are issued with Shareholder approval do not reduce the number of Equity Securities that may be issued by the Company under Listing Rule 7.1.

Under Listing Rule 7.4, Shareholder approval can be obtained after the Equity Securities are issued if the issue did not breach the 15% limit in Listing Rule 7.1 when made and the Company's Shareholders subsequently approve the issue. The 3,306,225 Shares that have been issued under the ITL share purchase agreement did not breach the 15% limit. Under Resolution 6, Shareholders are being asked to ratify the issue of those Shares so that they do not count towards the Company's 15% limit, giving the Company greater capacity and flexibility to raise additional capital in the future.

Disclosure of regulatory information

The following information is provided in accordance with Listing Rule 7.5:

- 3,306,225 Shares were issued;

- the Shares were issued at a price of $1.2574 a Share;
- the Shares are fully paid ordinary shares;
- the Shares were issued to the vendors of ITL; and
- no funds were raised by the issue of the Shares as the Shares were issued as part of the purchase price payable for ITL.

Director's recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

Voting exclusion

The Company will disregard any votes cast on Resolution 6 by any person who participated in the issue of Shares referred to in the Resolution (and any of their associates). However, the Company will not disregard a vote if:

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

Resolution 7 – Appointment of auditor

Following a competitive tender of external audit services, the Board has selected PricewaterhouseCoopers as the Company's auditor with effect from the financial year commencing on 1 July 2013. The Company has received a notice from a Shareholder nominating PricewaterhouseCoopers as auditor of the Company, which accompanies the Notice of Annual General Meeting. PricewaterhouseCoopers has consented to act.

As a result, KPMG, the Company's current auditor, has agreed to resign as auditor, subject to the consent of ASIC. An auditor of a public company may only resign with ASIC's consent. KPMG has applied for ASIC's consent, which the Company expects will be forthcoming.

Shareholder approval

The Corporations Act requires that Shareholders approve the appointment of a new auditor.

Director's recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7.

Glossary

In this Explanatory Statement, the following terms have the following meaning:

Annual General Meeting or **Meeting**	Annual general meeting of Shareholders of the Company or any adjournment of it, convened by the Notice.
ASIC	Australian Securities & Investments Commission.
ASX	ASX Limited, trading as the Australian Securities Exchange.
Board or **LogiCamms Board**	Board of Directors of the Company.
Chairman	The chairman of the Board.
Company or **LogiCamms**	LogiCamms Limited ABN 90 127 897 689.
Corporations Act	*Corporations Act 2001* (Cth).
Director	A director of the Company.
Equity Securities	Has the same meaning as in the Listing Rules.
Group	The Company and its subsidiaries.
Holder	The registered holder of Options or Performance Rights as the context requires.
Key Management Personnel or **KMP**	Those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Listing Rules	The Listing Rules of ASX.
Long Term Incentive Plan	The LogiCamms long term senior employee performance rights plan and share appreciation rights plan.
Managing Director	The managing director of the Company, as at the date of this Notice being Mr Steve Banning.
Non-Executive Director	A Director who is not an employee of the Company.
Notice and **Notice of Annual General Meeting**	The notice of Annual General Meeting, which accompanies this Explanatory Statement.
Performance Right	A right to acquire a Share (by subscription or transfer).
Proxy Form	The proxy form accompanying the Notice.
Resolution	A resolution set out in the Notice.
Rights	Performance Rights and Share Appreciation Rights
Share	Fully paid ordinary share in the capital of the Company.
Share Appreciation Right or **SAR**	A right to receive a payment equal to the positive difference between the Share price at the date of allocation of the right and the Share price when the right vests, which may be settled by the provision of Shares of an equivalent value.
Shareholder	A registered holder of a Share.
Trading Days	Has the same meaning as in the Listing Rules.
VWAP	Volume weighted average price.

Schedule – Long Term Incentive Plan

Objectives of the LTI Plan

The objectives of the LTI Plan are to:

- establish a method by which Eligible Participants can participate in the future growth and profitability of the Company;
- provide an incentive and reward for Eligible Participants for their contributions to the Company; and
- attract and retain a high standard of managerial and technical personnel for the benefit of the Company.

Summary of terms of LTI Plan

Participants

The LTI Plan is open to any person who is a full-time or part-time employee or an independent contractor of LogiCamms or a subsidiary of LogiCamms (including a Director who is an employee) (**Eligible Participant**).

Board discretions

The Board has broad discretions under the LTI Plan, including as to:

- the timing of making an offer to participate in the LTI Plan;
- identifying persons eligible to participate in the LTI Plan;
- the number of Rights that may be granted;
- the applicable performance measures that must be met before the Rights vest; and
- the periods during which Rights may be exercised.

Rights not to be quoted

The Rights will not be quoted on ASX. However, application will be made to ASX for official quotation of Shares issued on the exercise of a Right provided the Shares are listed on ASX at that time.

Vesting procedure

Upon vesting of a Right, the Company will either issue the Share to the Eligible Participant or to a LTI Plan trustee to hold for the Eligible Participant. Alternatively, the Company will procure the transfer of an existing Share to the Eligible Participant or the trustee.

Shares issued on exercise of Rights

Shares issued pursuant to the exercise of Rights will in all respects rank equally and carry the same rights and entitlements as other Shares on issue.

Holders of Rights will not be eligible to vote at meetings of the Company or receive dividends until the Rights are exercised. If they are exercised and the trustee holds the resulting Shares for an Eligible Participant, the trustee must pass any dividends on to, and exercise voting rights at the direction of, the Eligible Participant.

Lapse of Rights

Rights shall lapse upon:

- the failure to meet any performance measures applicable to the Rights;
- any expiry date that is specified in the offer to participate in the LTI Plan;
- a transfer of Rights (except to an Eligible Participant’s legal personal representative following their death);

- if an Eligible Employee ceases to be an employee other than because of total and permanent disability, death or any other circumstance determined by the Board;
- the expiry of six months after ceasing to be an employee because of total and permanent disability, death or any other circumstance determined by the Board, if within that time the Board has not determined that the Rights will vest;
- on winding up of the Company; or
- if the Eligible Participant acts fraudulently or dishonestly or is in breach of their obligations to the Company.

Restrictions on disposal

A Rights holder is not able to transfer any Rights except for a transmission to their legal personal representative following their death.

To promote loyalty to LogiCamms, the Board may determine that the Eligible Participant may not dispose of any Shares acquired on vesting of Rights for a period up to seven years.

Participation rights of holders

Eligible Participants will only be permitted to participate in a new issue of Shares by LogiCamms if they exercise their Rights before the record date for the relevant issue.

Adjustment of Rights

If LogiCamms makes a pro rata bonus issue, and a Right is not exercised before the record date for that bonus issue, then on exercise of the Right, the holder is entitled to receive the number of bonus Shares that would have been issued if the Right had been exercised before the record date.

In the event of a reorganisation (including a consolidation, subdivision, reduction or return) of the issued capital of LogiCamms, the number of Rights to which each holder is entitled will be changed in the manner required by the Listing Rules.

Takeovers

In the event of a takeover bid or scheme of arrangement in relation to a change of control of the Company, restrictions on the exercise of a Right may lapse if the Board considers that the performance measures applicable to the Rights have been satisfied on a pro rata basis, so that Right holders are able to participate in the relevant transaction.

LOGICAMMS LIMITED
ACN 127 897 689
PROXY FORM

I/We (name of shareholder) …………………………………………………………………..................................

of (address) …………………………………………………………………….……………………………………..

being a member/members of LogiCamms Limited appoint:

(name)……………………………………………………………………………..

of (address) ..……………………………………………………………………...

or failing that person, or if no person is named, then the Chairman of the Annual General Meeting as my/our proxy to act generally for me/us and to vote in accordance with the following directions or, if no directions are given, as the proxy sees fit, at the Annual General Meeting of the Company to be held on **7 November 2013 at 10.00am (Brisbane time) at Grand Chancellor Hotel, 23 Leichhardt Street, Spring Hill, Brisbane QLD** and at any adjournment of the meeting.

If you appoint the Chairman of the Meeting as your proxy and do not direct the proxy how to vote on items 1, 3 and 4 you expressly authorise the Chairman of the Meeting to exercise the proxy in relation to items 1, 3 and 4 even though each resolution is connected with the remuneration of members of the key management personnel of the Company and even if the Chairman of the Meeting has an interest in the outcome of the resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

The Chairman of the Annual General Meeting acting as proxy for resolutions 3 and 4

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, then you should mark the adjacent box. By marking the box you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolutions (being resolutions 3 and 4) and that votes cast by the Chair of the meeting for those resolutions other than as a proxy holder will be disregarded because of that interest. If you do not mark the box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution. ☐

Voting directions

Please read the voting instructions on the next page before marking any boxes with an ☒

I/We direct my/our Proxy to vote in the following manner:

		For	**Against**	**Abstain**
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director (Mr Peter Watson)	☐	☐	☐
Resolution 3	Grant of 2014 Performance Rights and Share Appreciation Rights to Managing Director	☐	☐	☐
Resolution 4	Increase maximum total amount of directors' fees	☐	☐	☐
Resolution 5	Approval of 10% Placement Facility	☐	☐	☐
Resolution 6	Ratification of issue of shares	☐	☐	☐
Resolution 7	Appointment of auditor	☐	☐	☐

Signature - this must be completed

Individuals and joint holders	**Companies**
Signature	**Director**
Signature	**Director/Company Secretary**
Signature	**Sole Director**

Your details

You must insert your name and address for your Proxy Form to be valid.

How to vote on items of business

All your shares will be voted in accordance with your directions.

Appointment of proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting on a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of shares for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of shares for each at the beginning of the Proxy Form.

A proxy need not be a shareholder of the Company.

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 should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Company, 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the Meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Comments & Questions

If you have any comments of questions for the Company, please write them on a separate sheet of paper and return with this form.

Lodgment of Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it 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 other authority) must be lodged:

By hand: 433 Boundary Street, Spring Hill, Brisbane QLD 4000

By mail: PO Box 510, Spring Hill, Brisbane QLD 4004

By fax: +61 7 3058 7111

no later than 10.00am (Brisbane time) on 5 November 2013. Any Proxy Form received after that time will not be valid for the Annual General Meeting.