
YOWIE GROUP LTD

ACN 084 370 669

NOTICE OF GENERAL MEETING

TIME: 9.00am (WST)

DATE: 19 March 2013

PLACE: BDO Kendalls
38 Station St
Subiaco WA 6008

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9287 4600.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 9.00am (WST) on Tuesday, 19 March 2013 at:

BDO Kendalls
38 Station St
Subiaco WA 6008

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

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 Meeting are those who are registered Shareholders on Sunday 17 March 2013, at 9.00am (WST).

VOTING IN PERSON

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

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 accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member 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 the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies

should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- 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 on these changes is 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:**

- 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
- 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
- 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
- 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:

- 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
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - 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.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 - APPOINTMENT OF MR WAYNE GREGORY LOXTON AS A DIRECTOR

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

"That Mr Wayne Gregory Loxton be and is hereby appointed a director of the Company (effective immediately on the passing of this resolution)."

2. RESOLUTION 2 - REMOVAL OF MR LOUIS NIEDERER AS A DIRECTOR

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

"That pursuant to section 203D of the Corporations Act, Mr Louis Niederer be and is hereby removed as a director of the Company (effective immediately on the passing of this resolution)."

3. RESOLUTION 3 - REMOVAL OF MR KEITH PHILLIP HUDSON AS A DIRECTOR

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

"That pursuant to section 203D of the Corporations Act, Mr Keith Phillip Hudson be and is hereby removed as a director of the Company (effective immediately on the passing of this resolution)."

4. RESOLUTION 4 - REMOVAL OF MR GREG O'REILLY AS A DIRECTOR

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

"That Greg O'Reilly be removed as a director of the Company."

5. RESOLUTION 5 - REMOVAL OF MR MARK WILLIAM AVERY AS A DIRECTOR

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

"That Mark William Avery be removed as a director of the Company."

6. RESOLUTION 6 REMOVAL OF MS PATRICIA FIELDS AS A DIRECTOR

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

"That Patricia Fields be removed as a director of the Company."

DATED: 11 FEBRUARY 2013

BY ORDER OF THE BOARD

A handwritten signature in dark ink, appearing to read 'Monzu', with a stylized flourish at the end.

**JERRY MONZU
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Meeting to be held at 9.00 am (WST) on 19 March 2013 at BDO Kendalls, 38 Station St Subiaco WA.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

1. APPOINTMENT / REMOVAL OF DIRECTORS (RESOLUTIONS 1 TO 6)

Background

On 24 January 2013, the Company received a requisition to convene a general meeting pursuant to section 249D of the Corporations Act from Donna Joy Loxton <The Loxton Investment A/C> and Richsham Nominees Pty Ltd ACN 123 132 525, being Shareholders with at least 5% of the votes that may be cast at a general meeting of the Company.

The requisition seeks the appointment of Mr Wayne Gregory Loxton as a director of the Company and the removal of Mr Louis Niederer and Mr Keith Phillip Hudson as directors of the Company.

Then on 31 January 2013, the Company received a further requisition to convene a general meeting pursuant to section 249D of the Corporations Act from Mr Keith Phillip Hudson, being a Shareholder with at least 5% of the votes that may be cast at a general meeting of the Company.

This requisition seeks the removal of Mr Greg O'Reilly, Mr Mark William Avery and Ms Patricia Fields as directors of the Company.

Consequently, all of the Company's Directors are subject to a Resolution to consider their removal from the Board pursuant to this Notice.

Pursuant to Section 203D of the Corporations Act, a public company may by resolution remove a director from office regardless of any provision in that company's constitution, any agreement between the director and the company or any agreement between any or all members of the company and the director. Sections 203D(4) and (5) of the Corporations Act permit the Directors proposed to be removed from the Board to put their case to the Shareholders by giving the Company a written statement up to 1,000 words long for circulation to Shareholders, or if time does not permit, distributing the statement at the Meeting and having it read out at the Meeting before the Resolutions are voted on.

Section 249P of the Corporations Act permits the Shareholders proposing a Resolution to be considered at the Meeting to request that the Company gives a statement, up to 1,000 words long, about a resolution proposed to be moved at a general meeting or any other matter that may be properly considered at a general meeting, to all Shareholders.

Resolutions

As a consequence of the requisitions received, the Resolutions to be proposed and voted upon by all eligible Shareholders at the Meeting are as outlined in the Notice of Meeting.

Director Recommendations

Directors Mark Avery, Patricia Fields and Gregory O'Reilly recommend that Shareholders vote in favour of Resolutions 1,2 and 3 and against resolutions 4, 5 and 6.

Directors Louis Niederer and Keith Philip Hudson recommend that Shareholders vote in favour of Resolutions 4, 5 and 6 and against resolutions 1, 2 and 3.

GLOSSARY

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means Yowie Group Ltd (ACN 084 370 669).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or Meeting means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.



YOWIE GROUP LTD
ABN 98 084 370 669

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail:

Yowie Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474

SECURITYHOLDER VOTING FORM

I/We being a member(s) of Yowie Group Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

the Chairman
of the Meeting
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the General Meeting of the Company to be held at **9:00am (WST) on Tuesday, 19 March 2013, at BDO Kendalls, 38 Station Street, Subiaco WA 6008** and at any adjournment or postponement of the meeting.

The Chairman of the Meeting intends to vote undirected proxies at his discretion.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

STEP 2

VOTING DIRECTIONS

Resolution 1

Appointment of Mr Wayne Gregory Loxton as a Director

☐ For

☐ Against

☐ Abstain*

Resolution 4

Removal of Mr Greg O'Reilly as a Director

☐ For

☐ Against

☐ Abstain*

Resolution 2

Removal of Mr Louis Niederer as a Director

☐ For

☐ Against

☐ Abstain*

Resolution 5

Removal of Mr Mark William Avery as a Director

☐ For

☐ Against

☐ Abstain*

Resolution 3

Removal of Mr Keith Phillip Hudson as a Director

☐ For

☐ Against

☐ Abstain*

Resolution 6

Removal of Ms Patricia Fields as a Director

☐ For

☐ Against

☐ 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.

STEP 3

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

YOW PRX301



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. 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 securityholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

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's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form 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 your votes. Fractions of votes will be disregarded.
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's security registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (WST) on Sunday, 17 March 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE  www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Yowie Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138

If you would like to attend and vote at the General Meeting, please bring this form with you.
This will assist in registering your attendance.