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**YONDER AND BEYOND GROUP LIMITED**

**ACN 149 278 759**

**NOTICE OF GENERAL MEETING**

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**TIME:** 10:00am (WST)

**DATE:** 31 May 2016

**PLACE:** Suite 12, Level 1  
11 Ventnor Avenue  
WEST PERTH WA 6005

[yonderbeyond.com](http://yonderbeyond.com)

*This Notice of General 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 General Meeting please do not hesitate to contact the Company Secretary on +61 8 6141 3500.*

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is given that the general meeting of the Shareholders to which this Notice of General Meeting relates will be held at 10:00am (WST) on 31 May 2016 at Suite 12, Level 1, 11 Ventnor Avenue, West Perth WA 6005.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the general meeting are those who are registered Shareholders at 10:00am (WST) on 29 May 2016.

### VOTING IN PERSON

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

### VOTING BY PROXY

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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 Yonder and Beyond Group Limited; 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 General 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 Yonder and Beyond Group Limited 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.

***How the Chairman will vote undirected proxies***

The Chairman of the General Meeting will vote all undirected proxies in favour of all proposed resolutions.

**MAJORITY REQUIRED**

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Resolutions 1–4 inclusive are ordinary resolutions and will be passed if more than 50% of the votes cast by Shareholders entitled to vote on the Resolutions are cast in favour of the Resolutions.

**DEFINED TERMS**

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Capitalised terms in this Notice of General Meeting and Explanatory Statement are defined either in the “Glossary” Section or where the relevant term is first used.

**ASIC AND ASX**

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A final copy of this Notice of General Meeting and Explanatory Statement has been lodged with ASIC and ASX. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the contents of this document.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF 10,796,878 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 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 10,796,878 Shares on the terms and conditions set out in the Explanatory Statement”.*

**Voting Prohibition Statement:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 2. RESOLUTION 2 – APPROVAL OF ISSUE OF 7,197,919 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, Shareholders approve the issue of up to 7,197,919 Shares on the terms and conditions set out in the Explanatory Statement”.*

**Voting Prohibition Statement:** The Company will disregard any votes cast on this Resolution by a person who will participate in the issue and a person who might obtain a benefit (except a benefit solely in their capacity as a holder of ordinary securities) if the resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 3. RESOLUTION 3 – APPROVAL OF ISSUE OF 5,916,421 SHARES TO A RELATED PARTY

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

*“ That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,916,421 Shares to Mr Shashi Fernando a Director and Chief Executive Officer of the Company.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Shashi Fernando (or his nominees) and any of his associates. However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel: or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
  - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of Key Management Personnel.
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Dated: 1 May 2016

By Order of the Board  
Jay Stephenson  
**COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

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### 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF 10,796,878 SHARES

#### 1.1 Background

On 6 April 2016 the Company completed a placement of 10,796,878 Shares which were issued within the 15% capacity permitted under ASX Listing Rule 7.1. Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of the issue of these shares

#### 1.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 permits a company to issue securities representing no more than 15% of the issued capital of that company in any 12 month period without shareholder approval. The Company issued 10,796,878 Shares on 6 April 2016 within the 15% capacity permitted under ASX Listing Rule 7.1

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to 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 capacity set out in ASX Listing Rule 7.1

#### 1.3 ASX Disclosure Requirement

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

a) *The Number of Securities issued*

10,796,878 Shares were issued.

b) *The Price at which the securities were issued*

The Shares were issued at a price of \$0.04 per Share.

c) *The Terms of the securities*

The Shares are 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 Names of the persons to whom the entity issued the securities or the basis on which those persons were determined*

The issue was made to sophisticated investors and were not made to any related party of the Company.

e) *The Use or intended use of the funds raised.*

The funds raised will be used to fund working capital and business development of the Company.

f) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

#### 1.4 Recommendation of Directors

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

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### 2. RESOLUTION 2 – APPROVAL OF ISSUE OF 7,197,919 SHARES

#### 2.1 Background

Resolution 2 seeks Shareholder approval for the issue of up to 7,197,919 shares to Sophisticated Investors as announced on 7 April 2016.

The Company has offered to Sophisticated Investors the opportunity to participate in the Plan offering a total of 7,197,919 shares at an issue price of \$0.04 per share ('New Shares') to raise a total amount of \$287,916.76 ('Offer Amount').

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The total number of shares issued (7,197,919) shall represent 8.00% of the issued capital of the Company and reduces to 7.5% of the issued capital of the Company assuming Resolution 3 is also passed.

## 2.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the Company at the beginning of the 12 month period, except with the prior approval of shareholders.

Resolution 3 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of up to 7,197,919 shares to Sophisticated Investors. The effect of such approval is that any such shares will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

## 2.3 Information required by Listing Rule 7.3

The following information is provided in accordance with ASX Listing Rule 7.3:

a) *The maximum number of securities the entity is to issue*

The maximum number of shares to be issued is 7,197,919 shares.

b) *The date by which the entity will issue the securities*

Subject to Shareholder approval, the Shares will be issued no later than three months after the date of the Meeting.

c) *Issue price of securities*

The shares will be issued at \$0.04 per share.

d) *Terms of the securities*

The shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.

e) *Names of the persons to whom the entity will issue the securities (if known) or the basis on which those persons will be identified or selected*

The allottees of the shares will be sophisticated or professional investors who are not related parties of the Company.

f) *The use of intended use of the funds raised*

The funds raised have will be used to fund the Company's operational and business development.

g) *The issue date or a statement that the issue will occur progressively*

The issue will be made on the date of issue of New Shares, which as at the date of this Notice of Meeting is scheduled to be 31 May 2016 (subject to change in accordance with the terms of the Plan).

h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

## 2.4 Recommendation of Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

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## 3. RESOLUTION 3 – APPROVAL OF ISSUE OF 5,916,421 SHARES TO A RELATED PARTY

### 3.1 Background

Resolution 2 seeks Shareholder approval for the issue of 5,916,421 shares to Shashi Fernando ('Mr Fernando').

Mr Fernando is a director and CEO of the Company, and accordingly, the issue of shares to Mr Fernando is subject to and conditional upon shareholder approval.

As announced to the ASX on 31 December 2015, Mr Fernando entered into a draw down Convertible Note with the Company to be converted at the price of the next capital raising or a 20% discount to the 5 day Volume Weighted

Average price of the stock if not converted prior to 30 June 2016 ('Convertible Note'). The Company and Mr Fernando have determined to terminate this Convertible Note and instead convert the drawn down component of the Convertible Note being \$473,313.68 at a deemed issue price of 8c per share, representing a premium to the last traded share price of \$0.05 of 60%, being 5,916,421 shares, subject to shareholder approval.

Mr Fernando is currently the beneficial holder of 20,471,379 ordinary shares in the Company, representing 24.73% of the issued share capital of the Company. In the event that shareholder approval is obtained for Resolution 3, Mr Fernando's total holding will increase to 26,387,800 representing 27.52% of the issued share capital assuming approval of the share issue under Resolution 2. The Company will issue the shares to Mr Fernando contemporaneously with the issue of shares pursuant to Resolution 2.

### 3.2 ASX Listing Rule Requirements

ASX Listing Rule 10.11 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities to a related party without the approval of holders of ordinary securities.

A director of a listed company and any entity controlled by the director are included in the definition of a related party.

### 3.3 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (i) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (ii) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of shares constitutes giving a financial benefit and Mr Fernando is a related party of the Company by virtue of being a Director.

3.4 The Directors (other than Mr Fernando) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the Shares to be issued to Mr Fernando on conversion of the drawn down component of the Convertible Note have a deemed issue price of 8c per share and as such the Directors (other than Mr Fernando) have taken the view that the giving of the financial benefit is on arm's length terms. Information required by Listing Rule 10.13

*i) Names of the persons to whom the entity will issue the securities*

The shares will be issued to Shashi Fernando.

*j) The maximum number of securities the entity is to issue*

5,916,421 shares.

*k) The date by which the entity will issue the securities*

Subject to Shareholder approval, the Shares will be issued no later than one month after the date of the Meeting contemporaneously with the issue of the shares to be issued pursuant to Resolution 2.

*l) The relationship between the Company and Mr Fernando*

Mr Fernando is a director and CEO of the Company.

*m) Issue price of securities*

The shares will be issued at a deemed issue price of \$0.08 per share being a premium to the last traded price on 6 April 2016 of 60%.

*n) Terms of the securities*

The shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares.

*o) The use of intended use of the funds raised*

The funds raised have been used to fund the operational and business development of the Company.

*p) Voting Exclusion*

A voting exclusion statement forms part of this Notice.

**3.5 Recommendation of Directors**

The Directors (with Mr Fernando abstaining) recommend that Shareholders vote in favour of Resolution 3.

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**4. ENQUIRIES**

Shareholders are requested to contact Mr Jay Stephenson on + 61 8 6141 3500 if they have any queries in respect of the matters set out in these documents.



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## GLOSSARY

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**\$** means Australian dollars.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of Yonder and Beyond Group Limited.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Yonder and Beyond Group Limited (ACN 149 278 759).

**Constitution** means Yonder and Beyond Group Limited constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the current directors of Yonder and Beyond Group Limited.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Notice** or **Notice of Annual General Meeting** or **Notice of General Meeting** means this notice of general 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 of General Meeting, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of Yonder and Beyond Group Limited.

**Shareholder** means a holder of a Share.

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

PROXY FORM

APPOINTMENT OF PROXY  
YONDER AND BEYOND GROUP LIMITED  
ACN 149 278 759

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR:  the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:00am (WST) on 31 May 2016 at Suite 12, Level 1, 11 Ventnor Avenue, West Perth WA 6005, and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reason for the change.**

**Voting on business of the Meeting**

	FOR	AGAINST	ABSTAIN
Resolution 1 Ratification of prior issue of 10,796,878 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of issue of 7,197,919 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of issue of 5,916,421 shares to a related party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

**Signature of Shareholder(s):**

**Individual or Shareholder 1**  
  
Sole Director/Company Secretary

**Shareholder 2**  
  
Director

**Shareholder 3**  
  
Director/Company Secretary

**Date:** \_\_\_\_\_

**Contact name:** \_\_\_\_\_

**Contact ph (daytime):** \_\_\_\_\_

**E-mail address:** \_\_\_\_\_

**Consent for contact by e-mail:** YES  NO

## YONDER AND BEYOND GROUP LIMITED

ACN 149 278 759

### Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to the Company, PO Box 52, West Perth, WA, 6872; or
  - (b) facsimile to the Company on facsimile number +61 8 6141 3599,so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**