

## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that a meeting of members of K2 Energy Limited (the "Company") will be held at Level 2, 27-31 Macquarie Place, Sydney NSW 2000 on Monday 25<sup>th</sup> November 2013 at 10:00am AEDT for the purpose of transacting the business set out in this Notice.

### **BUSINESS**

#### **Item 1- Financial Statements**

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30<sup>th</sup> June 2013.

#### **Item 2- Remuneration Report**

To adopt the Remuneration Report for the year ended 30<sup>th</sup> June 2013.

#### **Item 3- Election of Director- (Mr Ken Gaunt)**

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

"That Mr Ken Gaunt being a Director who retires by rotation, in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company."

#### **Appointment of Proxy**

- (a) A member who is unable to attend and vote at the meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a member of the Company.
- (b) If a member wishes to appoint a proxy, and is entitled to cast 2 or more votes, then the member may appoint 2 proxies, and may specify the proportion or number of votes each proxy may cast.
- (c) A proxy form (and the power of attorney (if any) under which it is signed) must be received at the registered office of the Company not less than 48 hours before the time of the holding of the meeting:
  - By hand: Boardroom Pty Limited - Level 7, 207 Kent Street, Sydney, NSW, 2000
  - By mail: Boardroom Pty Limited - GPO Box 3993, Sydney NSW, 2001
  - By facsimile: (02) 9290 9655

#### **Corporate Representatives**

Corporate members must either:

- appoint a proxy as set out above; or
- appoint a body corporate representative in accordance with the Corporations Act.

The appointment of a body corporate representative must be produced at the meeting.

#### **Entitlement to Vote**

For the purpose of the meeting, those members holding shares at 7pm AEDT on 23<sup>rd</sup> November 2013 will be voting members at the meeting.

#### **Further Information**

This Notice should be read in conjunction with the Explanatory Note.

By the Order of the Board of Directors.



T. A. Flitcroft  
Company Secretary  
Dated: 24<sup>th</sup> October 2013

## EXPLANATORY NOTES ON ITEMS OF BUSINESS

### **Item 1: Financial Statements**

As required by section 317 of the Corporations Act 2001 (Cth) (the "Act"), the Financial Report, the Directors' Report and the Auditor's Report of the Company for the most recent financial year will be laid before the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company however, there will be no formal resolution put to the meeting.

Shareholders will also be provided with the opportunity to ask the representative of the Company's 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 the financial statements, and the independence of the auditor in relation to the conduct of the audit.

### **Item 2: Remuneration Report**

The Directors' Report for the year ended 30 June 2013 contains a Remuneration Report, which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for Directors and certain senior executives.

The Act requires that the agenda for this Annual General Meeting include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors or the Company.

Shareholders will be provided with a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

### **Item 3: Election of Director**

Pursuant to the Company's Constitution, Mr Ken Gaunt will retire as a Director at the Annual General Meeting and offer himself for re-election.

Ken has enjoyed significant commercial success since founding Electronic Banking Solutions Pty Ltd in 1998. As Managing Director, Ken developed the business before merging with Cash Card Australia Limited in 2003. Ken is currently Chief Executive Officer of Mobilarm Limited. Ken has been Director of Cash Card Australia Limited and is an investor in many successful businesses in Australia and elsewhere. Ken was a board member and Australia's representative of the ATM industry association and was a member of the customer advisory board of National Cash Register Company Limited.

If re-elected, Mr Ken Gaunt will continue as a Director and be subject to retirement by rotation in accordance with the Company's Constitution.

The Board, with the exception of Mr Gaunt, unanimously recommends that Shareholders vote in favour of the re-election of Mr Gaunt.