



ABN 98 084 370 669

10 May 2013

Company Announcements Office  
Australian Securities Exchange Limited

## **Notice of Meeting**

Yowie Group Ltd (ASX:YOW) (the "Company" or "Yowie") is pleased to advise that it has today dispatched the attached notice of General Meeting to all shareholders of the Company. The meeting will be held at 10.00am (WST) on 12 June 2013 at BDO Kendalls, 38 Station Street Subiaco, Western Australia.

Resolution 3 of the notice of General Meeting seeks shareholder approval for a capital raising. The Board of the Company have determined that this capital raising, for a maximum of A\$5million, will be at 15 cents per share.

Yours sincerely,

A handwritten signature in blue ink, appearing to read "Jerry Monzu".

Jerry Monzu  
Company Secretary

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**YOWIE GROUP LTD**

**ACN 084 370 669**

**NOTICE OF GENERAL MEETING**

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**TIME:** 10.00am (WST)

**DATE:** 12 June 2013

**PLACE:** BDO Kendalls  
38 Station Street  
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**

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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 Meeting relates will be held at 10:00am (WST) on 12 June 2013 at:

BDO Kendalls  
38 Station Street  
Subiaco WA 6008

### **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 5:00pm (WST) time on 10 June 2013.

### **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 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 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 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.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### ORDINARY BUSINESS

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##### 1. RESOLUTION 1 – REMOVAL OF NEXIA COURT & CO AS AUDITOR

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

*"That, pursuant to section 329 of the Corporations Act and for all other purposes, approval is given for the removal of Nexia Court & Co as the current auditor of the Company effective from the date of the Meeting."*

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##### 2. RESOLUTION 2 – APPOINTMENT OF BDO (AUDIT) WA AS AUDITOR

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

*"That, for the purposes of section 327D of the Corporations Act and for all other purposes, BDO (Audit) WA Pty Ltd having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the close of the Meeting."*

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##### 3. RESOLUTION 3 – ISSUE OF SHARES – CAPITAL RAISING

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to that number of Shares, when multiplied by the issue price, will raise up to \$5,000,000 on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and 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 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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##### 4. RESOLUTION 4 – ISSUE OF UNLISTED OPTIONS TO RELATED PARTY - MR WAYNE LOXTON

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

*"That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue 1,000,000 Tranche 1 Options and 1,400,000 Tranche 2 Options to Mr Wayne Loxton (and his*

*nominee) on the terms and conditions set out in the Explanatory Statement."*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Wayne Loxton (and his nominee) 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 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 the Key Management Personnel.

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**5. RESOLUTION 5 – ISSUE OF UNLISTED OPTIONS TO RELATED PARTY - MR BOB WATSON**

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

*"That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue 1,000,000 Tranche 1 Options and 1,400,000 Tranche 2 Options to Mr Bob Watson (and his nominee) on the terms and conditions set out in the Explanatory Statement."*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Bob Watson (and his nominee) 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 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 the Key Management Personnel.

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## 6. RESOLUTION 6 – ISSUE OF UNLISTED OPTIONS TO RELATED PARTY - MR MARK AVERY

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

*“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to allot and issue 1,000,000 Tranche 1 Options and 1,400,000 Tranche 2 Options to Mr Mark Avery (and his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Mark Avery (and his nominee) 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 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 the Key Management Personnel.

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## 7. RESOLUTION 7 – ISSUE OF UNLISTED OPTIONS TO RELATED PARTY - MS PATRICIA FIELDS

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

*“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes,*

*approval is given for the Company to allot and issue 1,000,000 Tranche 1 Options and 1,400,000 Tranche 2 Options to Ms Patricia Fields (and her nominee) on the terms and conditions set out in the Explanatory Statement."*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Ms Patricia Fields (and her nominee) 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 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 the Key Management Personnel.

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**8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS**

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 4,000,000 Shares and 2,000,000 Options on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue 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 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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**9. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS**

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 1,000,000 Shares and 500,000 Options on the terms and conditions set out in the Explanatory Statement."*



**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue 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 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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**DATED: 22 APRIL 2013**

**BY ORDER OF THE BOARD**

A handwritten signature in blue ink, appearing to read 'Monzu', with a small dot at the end.

**JERRY MONZU  
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, to be held at 10:00am (WST) on 12 June 2013 at BDO Kendalls, 38 Station Street Subiaco WA.

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

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### 1. RESOLUTION 1- REMOVAL OF AUDITOR

Under Section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

Resolution 1 is an ordinary resolution seeking the removal of Nexia Court & Co as the auditor of the Company. An auditor may be removed in a general meeting provided that the notice of intention to remove the auditor has been received from a member of the company.

In accordance with Section 329(2) of the Corporations Act, the Company has sent a copy of the notice to Nexia Court & Co and the ASIC.

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### 2. RESOLUTION 2 – APPOINTMENT OF AUDITOR TO REPLACE AUDITOR REMOVED FROM OFFICE

Under Section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under Section 329 of the Corporations Act.

Resolution 2 is a special resolution seeking the appointment of BDO Audit (WA) Pty Ltd as the new auditor of the Company. As required by the Corporations Act, a nomination for BDO Audit (WA) Pty Ltd to be appointed as the auditor of the Company has been received from a member. In accordance with Section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for BDO (Audit) WA Pty Ltd (ABN 79 112 284 787) to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Schedule 6.

BDO Audit (WA) Pty Ltd has given its written consent to act as the Company's auditor in accordance with Section 328A(1) of the Corporations Act subject to shareholder approval of this resolution. If Resolutions 1 and 2 are passed, the appointment of BDO Audit (WA) Pty Ltd as the Company's auditor will take effect at the close of this Meeting. Resolution 2 is subject to the passing of Resolution 1.

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### 3. RESOLUTION 3 – ISSUE OF SHARES – CAPITAL RAISING

#### 3.1 General

Resolution 3 seeks Shareholder approval for the allotment and issue of up to that number of Shares, when multiplied by the issue price, will raise up to \$5,000,000 (**Capital Raising**).

The Company is in the process of considering options to undertake a significant capital raising to provide sufficient funds to further develop the Company and advance the ongoing market rollout of the Yowie products.

The purpose of Resolution 3 is to obtain approval for the Company to issue sufficient Shares to raise up to \$5,000,000. How much is raised, and the form of any such capital raising, will be determined by the Board upon consideration of all relevant factors at the time of undertaking the capital raising.

The Company will announce the final terms of the Capital Raising to which this Resolution 3 relates in accordance with its continuous disclosure obligations.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 3 will be to allow the Company to issue the Shares pursuant to the Capital Raising during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

#### 3.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals \$5,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price is not yet known, but will be not less than 80% of the average market price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;
- (d) the Directors will determine to whom the Shares will be issued, but it is likely that the Shares will be issued to subscribers under a prospectus to be prepared by the Company and lodged with ASIC who will not be related parties of the Company;
- (e) the Shares issued 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; and

- (f) the Company intends to use the funds raised from the Capital Raising towards further business development and the rollout of the Yowie products initially in North America and then in Australia and New Zealand. Specifically, the Company intends to use the funds for the:
- (i) first fill inventory for capsule (inclusion and leaflet);
  - (ii) manufacture of Yowie products;
  - (iii) purchase of an additional wrapping machine;
  - (iv) marketing costs associated with the US rollout;
  - (v) development of the multi-media platform and games application; and
  - (vi) Company's general working capital.

### 3.3 Dilution

The closing market price for Shares on 18 April 2013 was \$0.155. The lowest issue price (ie maximum discount) of not less than 80% of this market price would be \$0.124 per Share.

Accordingly, set out below is a worked example of the number of Shares that may be issued under Resolution 3 based on an assumed issue price of \$0.124, \$0.134 and \$0.144.

Assumed maximum amount raised pursuant to Resolution 3	Assumed issue price	Maximum number of Shares which the Company could issue (rounded up to the nearest whole number) pursuant to Resolution 3	Current Shares on issue as at the date of this Notice	Increase in the number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 3	Dilution effect on existing Shareholders
\$3,000,000	\$0.124	24,193,548	58,236,535	24,193,548	29.3%
	\$0.134	22,388,060	58,236,535	22,388,060	27.8%
	\$0.144	20,833,333	58,236,535	20,833,333	26.3%
\$4,000,000	\$0.124	32,258,065	58,236,535	32,258,065	35.6%
	\$0.134	29,850,746	58,236,535	29,850,746	33.9%
	\$0.144	27,777,778	58,236,535	27,777,778	32.3%
\$5,000,000	\$0.124	40,322,580	58,236,535	40,322,580	40.9%
	\$0.134	37,313,433	58,236,535	37,313,433	39.0%
	\$0.144	34,722,222	58,236,535	34,722,222	37.3%

The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

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## 4. RESOLUTIONS 4 TO 7 – ISSUE OF UNLISTED OPTIONS TO RELATED PARTIES - DIRECTORS

### 4.1 General

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of 4,000,000 Tranche 1 Options and 5,600,000 Tranche 2 Options (**Related Party Options**) to Mr Wayne Loxton, Mr Bob Watson, Mr Mark Avery and Ms Patricia Fields (**Related Parties**) on the terms and conditions set out below.

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:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) 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 grant of the Related Party Options constitutes giving a financial benefit and Mr Wayne Loxton, Mr Bob Watson, Mr Mark Avery and Ms Patricia Fields are related parties of the Company by virtue of being Directors of the Company.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Related Party Options to the Related Parties.

### 4.2 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Related Party Options:

- (a) the related parties are Mr Wayne Loxton, Mr Bob Watson, Mr Mark Avery and Ms Patricia Fields and they are related parties by virtue of being Directors of the Company;
- (b) the maximum number of Related Party Options (being the nature of the financial benefit being provided) to be granted to each of the Related Parties is:
  - (i) 1,000,000 Tranche 1 Options; and
  - (ii) 1,400,000 Tranche 2 Options,

which equals 9,600,000 Related Party Options in total;

- (c) the Related Party Options will be granted to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Options will be issued on one date;
- (d) the Related Party Options will be granted for nil cash consideration, accordingly no funds will be raised;
- (e) the amount payable upon exercise of each Tranche 1 Option will be a price equal to 134% of the 5-day VWAP ending on the Shareholder Eligibility Date;
- (f) the Company intends to announce the determined exercise price of the Tranche 1 Options on the Shareholder Eligibility Date;
- (g) the full terms and conditions of the Tranche 1 Options are set out in Schedule 2;
- (h) the amount payable upon exercise of each Tranche 2 Option will be a price equal to 166% of the 5-day VWAP ending on the Shareholder Eligibility Date;
- (i) the Company intends to announce the determined exercise price of the Tranche 2 Options on the Shareholder Eligibility Date;
- (j) the full terms and conditions of the Tranche 2 Options are set out in Schedule 3;
- (k) the value of the Related Party Options and the pricing methodology is set out in Schedule 4;
- (l) the relevant interests of the Related Parties in securities of the Company are set out below:

<b>Related Party</b>	<b>Shares</b>	<b>Options</b>
Wayne Loxton	2,936,667	1,110,000 <sup>1</sup>
Bob Watson	4,500,000	2,250,000 <sup>1</sup>
Mark Avery	1,350,000	675,000 <sup>1</sup>
Patricia Fields	300,000	150,000 <sup>1</sup>

<sup>1</sup> Options exercisable at \$0.20 each on or before 15 December 2015.

- (m) the remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

<b>Name</b>	<b>Year End 30 June 2011</b>	<b>Year End 30 June 2012</b>	<b>1 January 2013 to Current</b>
Wayne Loxton	Nil	Nil	Nil
Mark Avery	Nil	Nil	\$5,000
Patricia Fields	Nil	Nil	\$35,000 <sup>1</sup>

Bob Watson	Nil	Nil	Nil
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- (n) if the Related Party Options granted to the Related Parties are exercised, a total of 9,600,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 58,236,535 to 67,836,535 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 14.15%, comprising 3.53% by Mr Wayne Loxton, 3.53% by Mr Bob Watson, 3.53% by Mr Mark Avery and 3.53% by Ms Patricia Fields.

The market price for Shares during the term of the Related Party Options would normally determine whether or not the Related Party Options are exercised. If, at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company.

- (o) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.20	21 December 2012
Lowest	\$0.001	17 April 2012 – 20 December 2012
Last	\$0.155	18 April 2013

- (p) the Board acknowledges the grant of Related Party Options to Mr Bob Watson and Ms Patricia Fields is contrary to Recommendation 8.3 of The Corporate Governance Principles and Recommendations with 2010 Amendments (2<sup>nd</sup> Edition) as published by The ASX Corporate Governance Council. However, the Board considers the grant of Related Party Options to Mr Bob Watson and Ms Patricia Fields reasonable in the circumstances for the reason set out in paragraph (r);
- (q) the primary purpose of the grant of the Related Party Options to the Related Parties is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Directors. Non Executive Directors Mr Bob Watson and Ms Patricia Fields will not be paid any directors fees if the issue of the related Party Options is approved by Shareholders at this Meeting;
- (r) Mr Wayne Loxton declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution on the basis that Mr Wayne Loxton is to be granted Related Party Options in the Company should Resolution 4 be passed. However, in respect of Resolutions 5, 6 and 7, Mr Wayne Loxton recommends that Shareholders vote in favour of those Resolutions for the following reasons:
- (i) the grant of the Related Party Options is a reasonable and appropriate method to provide cost effective incentive remuneration to the Directors as the non-cash form of this benefit will allow the Company to spend a greater proportion

of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and

- (ii) it is not believed that there are any significant opportunity costs to the Company or opportunities foregone by the Company in granting the Related Party Options upon the terms proposed;
- (s) Mr Bob Watson declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution on the basis that Mr Bob Watson is to be granted Related Party Options in the Company should Resolution 5 be passed. However, in respect of Resolutions 4, 6 and 7, Mr Bob Watson recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (r);
- (t) Mr Mark Avery declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution on the basis that Mr Mark Avery is to be granted Related Party Options in the Company should Resolution 6 be passed. However, in respect of Resolutions 4, 5 and 7, Mr Mark Avery recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (r);
- (u) Ms Patricia Fields declines to make a recommendation to Shareholders in relation to Resolution 7 due to her material personal interest in the outcome of the Resolution on the basis that Ms Patricia Fields is to be granted Related Party Options in the Company should Resolution 7 be passed. However, in respect of Resolutions 4, 5 and 6, Ms Patricia Fields recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (r);
- (v) in forming their recommendations, each Director considered the experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Related Party Options to be granted as well as the exercise price and expiry date of those Related Party Options; and
- (w) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 4, 5, 6 and 7.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Options to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

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## 5. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS

### 5.1 General

On 26 March 2013, the Company announced the completion of a capital raising of \$520,000 through the issue of 4,000,000 Shares at an issue price of \$0.13 per Share together with 1 free attaching Option for every 2 Shares subscribed for and issued to sophisticated investor, Daleford Way Pty Ltd (the **Daleford Way Capital Raising**).



The Company issued the Shares and Options the subject of the Daleford Way Capital Raising without prior Shareholder approval out of its 15% annual placement capacity.

Resolution 8 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares and Options (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in section 3.1 above.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

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

## 5.2 Technical information required by ASX Listing Rule 7.4

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

- (a) 4,000,000 Shares and 2,000,000 Options were allotted;
- (b) the issue price per Share was \$0.13 and the issue price of the Options was nil as they were issued free attaching with the Shares on a 1:2 basis;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Options were issued on the terms and conditions set out in Schedule 1;
- (e) the Shares and Options were allotted and issued to institutional and sophisticated investor, Daleford Way Pty Ltd (ACN 076 517 612), who was not a related party of the Company at the time of the Daleford Way Capital Raising; and
- (f) the funds raised from this issue were used to further develop the Company and to advance the market rollout of the Yowie products.

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## 6. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE - SHARES AND OPTIONS

### 6.1 General

On 26 April 2013, the Company announced the completion of a capital raising of \$130,000 through the issue of 1,000,000 Shares at an issue price of \$0.13 per Share together with 1 free attaching Option for every 2 Shares subscribed for and issued to sophisticated investor, Seefeld Investments Pty Ltd (the **Seefeld Capital Raising**).

The Company issued the Shares and Options the subject of the Seefeld Capital Raising without prior Shareholder approval out of its 15% annual placement capacity.

Resolution 9 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares and Options (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in section 3.1 above.

A summary of ASX Listing Rule 7.4 (exceptions to ASX Listing Rule 7.1) is set out in section 5.1 above.

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

## **6.2 Technical information required by ASX Listing Rule 7.4**

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

- (a) 1,000,000 Shares and 500,000 Options were allotted;
- (b) the issue price per Share was \$0.13 and the issue price of the Options was nil as they were issued free attaching with the Shares on a 1:2 basis;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Options were issued on the terms and conditions set out in Schedule 1;
- (e) the Shares and Options were allotted and issued to institutional and sophisticated investor, Seefeld Investments Pty Ltd (ACN 151 221 251), who was not a related party of the Company; and
- (f) the funds raised from this issue were used to further develop the Company and to advance the market rollout of the Yowie products.

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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 the Company.

**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.

**Capital Raising** means the capital raising the subject of Resolution 3 in this Notice of Meeting.

**Chair** means the chair of the Meeting.

**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).

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

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**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 general meeting including the Explanatory Statement and the Proxy Form.

**Official List** means the official list of ASX.

**Option** means an option to acquire a Share with the terms and conditions set out in Schedule 1.

**Optionholder** means a holder of an Option.

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Party Options** means the Tranche 1 Options and Tranche 2 Options granted pursuant to Resolutions 4, 5, 6 and 7 with the terms and conditions set out in Schedule 2 and Schedule 3 respectively.

**Resolutions** means the resolutions set out in the Notice of Meeting, 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.

**Shareholder Eligibility Date** means the date that is 48 hours prior to the date of the General Meeting.

**Tranche 1 Options** means an Option in the Company to be issued on the terms set out in Schedule 2 of this Notice.

**Tranche 2 Options** means an Option in the Company to be issued on the terms set out in Schedule 3 of this Notice.

**VWAP** means the volume weighted average prices of securities trading on the ASX.

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

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

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## SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

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### 1.1 Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

### 1.2 Exercise Price

Subject to subsection 1.9, the amount payable upon exercise of each Option will be \$0.20 (**Exercise Price**).

### 1.3 Expiry Date

Each Option will expire at 5.00pm (WST) on 15 December 2015 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

### 1.4 Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

### 1.5 Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

### 1.6 Timing of issue of Shares on exercise

No later than 20 Business Days after receipt by the Company of a Notice of Exercise and payment of the Exercise Price, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (b) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of Options.

### 1.7 Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

### 1.8 Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

## **1.9 Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

## **1.10 Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

## **1.11 Adjustment for bonus issue of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the exercise price.

## **1.12 Change in exercise price**

Subject to subsection 1.11, an Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

## **1.13 Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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## SCHEDULE 2 – TERMS AND CONDITIONS OF TRANCHE 1 OPTIONS

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### 1.1 Entitlement

Each Tranche 1 Option entitles the holder to subscribe for one Share upon exercise of the Tranche 1 Option.

### 1.2 Exercise Price

Subject to subsection 1.10, the amount payable upon exercise of each Tranche 1 Option will be 134% of the 5-day VWAP up to and including the Shareholder Eligibility Date (**Exercise Price**).

### 1.3 Vesting Conditions

The Tranche 1 Options vest immediately on issue.

### 1.4 Expiry Date

Each Tranche 1 Option will expire at 5.00pm (WST) on 15 December 2015 (**Expiry Date**). A Tranche 1 Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

### 1.5 Exercise Period

The Tranche 1 Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

### 1.6 Notice of Exercise

The Tranche 1 Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Tranche 1 Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Tranche 1 Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

### 1.7 Timing of issue of Shares on exercise

No later than 20 Business Days after receipt by the Company of a Notice of Exercise and payment of the Exercise Price, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Tranche 1 Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (b) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of Tranche 1 Options.

### 1.8 Shares issued on exercise

Shares issued on exercise of the Tranche 1 Options rank equally with the then issued shares of the Company.

## **1.9 Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Tranche 1 Options.

## **1.10 Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

## **1.11 Participation in new issues**

There are no participation rights or entitlements inherent in the Tranche 1 Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Tranche 1 Options without exercising the Tranche 1 Options.

## **1.12 Adjustment for bonus issue of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of a Tranche 1 Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Tranche 1 Option before the record date for the bonus issue; and
- (b) no change will be made to the exercise price.

## **1.13 Change in exercise price**

Subject to subsection 1.12, a Tranche 1 Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Tranche 1 Option can be exercised.

## **1.14 Transferability**

The Tranche 1 Options are not transferable.



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## SCHEDULE 3 – TERMS AND CONDITIONS OF TRANCHE 2 OPTIONS

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### 1.1 Entitlement

Each Tranche 2 Option entitles the holder to subscribe for one Share upon exercise of the Tranche 2 Option.

### 1.2 Exercise Price

Subject to subsection 1.10, the amount payable upon exercise of each Tranche 2 Option will be 166% of the 5-day VWAP up to and including the Shareholder Eligibility Date (**Exercise Price**).

### 1.3 Vesting Conditions

The Tranche 2 Options will vest and shall otherwise not be capable of exercise until the first to occur of the following:

- (a) on 30 June 2014; or
- (b) a takeover bid in respect of the Company under Chapter 6 of the Corporations Act is announced to ASX; or
- (c) a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (d) any person becomes bound or entitled to acquire shares in the Company under:
  - (i) section 414 of the Corporations Act; or
  - (ii) Chapter 6A of the Corporations Act.

### 1.4 Expiry Date

Each Tranche 2 Option will expire at 5.00pm (WST) on 30 June 2017 (**Expiry Date**). A Tranche 2 Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

### 1.5 Exercise Period

The Tranche 2 Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

### 1.6 Notice of Exercise

The Tranche 2 Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Tranche 2 Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Tranche 2 Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

### 1.7 Timing of issue of Shares on exercise

No later than 20 Business Days after receipt by the Company of a Notice of Exercise and payment of the Exercise Price, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Tranche 2 Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (b) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of Tranche 2 Options.

#### **1.8 Shares issued on exercise**

Shares issued on exercise of the Tranche 2 Options rank equally with the then issued shares of the Company.

#### **1.9 Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Tranche 2 Options.

#### **1.10 Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

#### **1.11 Participation in new issues**

There are no participation rights or entitlements inherent in the Tranche 2 Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Tranche 2 Options without exercising the Tranche 2 Options.

#### **1.12 Adjustment for bonus issue of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of a Tranche 2 Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Tranche 2 Option before the record date for the bonus issue; and
- (b) no change will be made to the exercise price.

#### **1.13 Change in exercise price**

Subject to subsection 1.12, a Tranche 2 Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Tranche 2 Option can be exercised.

#### **1.14 Transferability**

The Tranche 2 Options are not transferable.

## SCHEDULE 4 – VALUATION OF RELATED PARTY OPTIONS

The Related Party Options to be issued to Mr Wayne Loxton, Mr Bob Watson, Mr Mark Avery and Ms Patricia Fields pursuant to Resolutions 4, 5, 6 and 7 have been independently valued by Stantons International Securities. The Related Party Options consist of:

- (a) 4,000,000 Tranche 1 Options; and
- (b) 5,600,000 Tranche 2 Options.

Using the Black & Scholes option pricing model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

<b>Assumptions of the Tranche 1 Option:</b>	
Valuation date	16 April 2013
Market price of Shares	14 cents
Exercise price	18.76 cents (at 134% of the 5 day VWAP) <sup>1</sup>
Expiry date (length of time from issue)	15 December 2015 (31 months from the date of grant)
Risk free interest rate	2.74%
Volatility	40%
<b>Indicative value per Tranche 1 Option</b>	2.432 cents
<b>Total Value of Tranche 1 Option</b>	\$97,280
- Mr Wayne Loxton	\$24,320
- Mr Bob Watson	\$24,320
- Mr Mark Avery	\$24,320
- Ms Patricia Fields	\$24,320

<sup>1</sup> The exercise price of Tranche 1 Options, (1,000,000 Options per Director) will be 134% of the volume weighted average price of Yowie Group Shares sold on the ASX during the five (5) Trading Days immediately preceding the date on which such price is to be determined.

Note: the valuation noted above is not necessarily the market price that the Tranche 1 Options could be traded at and is not automatically the market price for taxation purposes.

<b>Assumptions of the Tranche 2 Option:</b>	
Valuation date	16 April 2013
Market price of Shares	14 cents
Exercise price	23.24 cents (at 166% of the 5 day VWAP) <sup>1</sup>
Expiry date (length of time from issue)	30 June 2017 (49 months from the date of grant)
Risk free interest rate	2.89%
Volatility	40%
<b>Indicative value per Tranche 2 Option</b>	2.696 cents
<b>Total Value of Tranche 2 Option</b>	\$150,416
- Mr Wayne Loxton	\$37,604
- Mr Bob Watson	\$37,604
- Mr Mark Avery	\$37,604
- Ms Patricia Fields	\$37,604

<sup>1</sup> The exercise price of Tranche 2 Options (1,400,000 Options per Director) will be 166% of the volume weighted average price of Yowie Group Shares sold on the ASX during the five (5) Trading Days immediately preceding the date on which such price is to be determined.

Note: the valuation noted above is not necessarily the market price that the Tranche 2 Options could be traded at and is not automatically the market price for taxation purposes.

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## SCHEDULE 5 – REMOVAL OF AUDITOR

20 March 2013

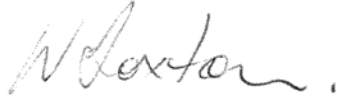
**Yowie Group Ltd**  
**Suite B9**  
**431 Roberts Road**  
**Subiaco WA 6008**

Dear Sir

Hidden Valley Holdings (Aust) and the Wayne and Donna Loxton Superannuation Fund are members of Yowie Group Ltd ("**Yowie**" or the "**Company**") and collectively hold at least a 5% holding the ordinary shares of the Company.

In accordance with s329(1A) of the Corporations Act 200, we request that the Company convene a General Meeting on 29 May 2013 to consider and if thought fit, pass a resolution that Nexia Court and Co be removed as auditor of the Company.

Signed and dated 20 March 2013



Hidden valley (Aust) Pty Ltd  
Wayne and Donna Loxton Superannuation Fund

## SCHEDULE 6 – NOMINATION OF AUDITOR

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20 March 2013

Yowie Group Ltd  
Suite B9  
431 Roberts Road  
Subiaco WA 6008

Dear Sir

Hidden Valley Holdings (Aust) and the Wayne and Donna Loxton Superannuation Fund are members of Yowie Group Ltd ("**Yowie**" or the "**Company**") and collectively hold at least a 5% holding the ordinary shares of the Company.

In accordance with s328B(1) of the Corporations Act 2001, nominate BDO Audit (WA) Pty Ltd to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328b(3) of the Corporations Act 2001.

Signed and dated 20 March 2013



Hidden valley (Aust) Pty Ltd  
Wayne and Donna Loxton Superannuation Fund



**YOWIE GROUP LTD**  
ABN 98 084 370 669

**LODGE YOUR VOTE**



**ONLINE** >

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



**By mail:**  
Yowie Group Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



**By fax:** +61 2 9287 0309



**All enquiries to: Telephone:** +61 1300 554 474

**SECURITYHOLDER PROXY FORM**

I/We being a member(s) of Yowie Group Ltd 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 **10:00am on Wednesday, 12 June 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 in favour of all items of business.

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**

	For	Against	Abstain*		For	Against	Abstain*
<b>Resolution 1</b> Removal Of Nexia Court & Co As Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 6</b> Issue Of Unlisted Options To Related Party - Mr Mark Avery	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> Appointment Of BDO (Audit) WA As Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 7</b> Issue Of Unlisted Options To Related Party - Ms Patricia Fields	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> Issue Of Shares - Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 8</b> Ratification Of Prior Issue - Shares And Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b> Issue Of Unlisted Options To Related Party - Mr Wayne Loxton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Resolution 9</b> Ratification Of Prior Issue - Shares And Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b> Issue Of Unlisted Options To Related Party - Mr Bob Watson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

**i** \* 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:

- (a) 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.
- (b) 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 **10:00am on Monday, 10 June 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](http://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 Ltd  
C/- Link Market Services Ltd  
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 Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.