

RESOURCE DEVELOPMENT GROUP LIMITED

ABN 33 149 028 142



Resource
Development
Group

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

Monday, 28 November 2016

Time of Meeting

10.30a.m (WST)

Place of Meeting

Level 4, 130 Stirling Street
Perth WA 6000

ANNUAL REPORT

The 2016 Annual Report is available from the Company's website via the following link:

<http://www.resdevgroup.com.au>

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Resource Development Group Ltd (**Company** or **Resource Development Group**) is to be held on Monday, 28 November 2016, at Level 4, 130 Stirling Street Perth WA, 6000, commencing at 10.30 am (WST).

The Explanatory Memorandum that accompanies and forms part of this Notice describes the matters to be considered at this meeting.

BUSINESS

Financial Report

To receive and consider the financial report for the year ended 30 June 2016 together with the Directors' report and auditor's report.

Resolution 1 – Adoption of Remuneration Report

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

“To adopt the Remuneration Report for the year ended 30 June 2016.”

Voting exclusions:

For the purposes of Resolution 1 in accordance with sections 250R and 250BD of the Corporations Act 2001, the Company will disregard any votes cast on Resolution 1 by or on behalf of any key management personnel, details of whose remuneration are included in the Remuneration Report (“KMP”) and a closely related party of a KMP. However, the Company need not disregard a vote if it is cast by a KMP or a closely related party of a KMP person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a chairperson of the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Also, the Company need not disregard a vote on Resolution 1 if it is cast by the Chairman of the Meeting (as proxy appointed in writing for a person who is entitled to vote) where the proxy form expressly authorises the Chairman of the Meeting to exercise an undirected proxy, even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or their Closely Related Parties.

The Company's KMP's are set out in the Remuneration Report. Generally speaking, they are people having authority and responsibility for planning, controlling and directing the Company's activities in a direct or indirect manner. Key management personnel include the Directors and senior executives of the Company.

A closely related party of key management personnel generally speaking means a spouse, child, or dependent of the key management personnel, or a child or dependent of the spouse of the key management personnel. It includes anyone else who is a member of the key management personnel's family who would influence or may be expected to influence the key management personnel in relation to his or her dealings with the Company. It also includes any company which is controlled by the key management personnel, and includes any other people prescribed as closely related parties by ASIC in the regulations to the Corporations Act (none are prescribed at this time).

Resolution 2 – Re-election of Director – Mr. Richard Eden

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

“That Mr. Eden, being a Director of the Company who, retires in accordance with Clause 16.4 of the Company’s Constitution and ASX listing rule 14.4, and being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

Information about Mr. Eden is included in the Explanatory Memorandum.

**DATED THIS 27th OF OCTOBER 2016 BY
ORDER OF THE BOARD**

Michael Kenyon
Company Secretary

IMPORTANT NOTES:

- 1 A shareholder entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the shareholder. A proxy need not be a shareholder of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (eg the Company Secretary).
- 2 Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the shareholder's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes.
- 3 A proxy form is attached. A separate form must be used for each proxy. An additional form can be obtained by writing to Security Transfer Australia Pty Ltd at PO Box A220, South Sydney, NSW 1235, Australia, by fax to (61 8) 9315 2233 or by email to registrar@securitytransfer.com.au. Alternatively, you may photocopy the attached form.
- 4 A duly completed proxy form and (where applicable) any power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office or the address or fax number set out below, not less than 48 hours before the time for commencement of the meeting. Please send by post to Security Transfer Australia Pty Ltd at PO Box A220, South Sydney, NSW 1235, Australia or by fax to (61 8) 9315 2233. A proxy vote can also be lodged online at www.securitytransfer.com.au.
- 5 Any corporate member who has appointed a person to act as its corporate representative at the meeting should provide that person appropriate written documentation executed in accordance with the Corporations Act 2001 evidencing that the person is authorised to act as that company's representative. Please contact the Company Secretary if you require an appointment of corporate representative form. The authority may be sent to the Company in advance of the meeting or handed in at the meeting when registering as a corporate representative.
- 6 For the purposes of Section 1074E(2)(g) of the Corporations Act and Regulation 7.11.37 of the *Corporations Regulations 2001*, the Company determines that members holding ordinary shares at 5pm (WST) on Saturday, 26 November 2016 will be entitled to attend and vote at the Annual General Meeting.
- 7 The Explanatory Memorandum attached to this Notice forms part of this Notice.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Resource Development Group Limited (**Company** or **Resource Development Group**).

The Directors recommend shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Financial Statements and Report

Under the Corporations Act, the Directors of the Company must table the financial report, the Directors' report and the auditor's report for Resource Development Group for the year ended 30 June 2016 at the meeting.

These reports are set out in the 2016 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2016 Annual Report with this Notice of Annual General Meeting. In accordance with section 314 (1AA)(c) of the Corporations Act 2001, the Company advises the 2016 Annual Report is available from the Company's website (<http://www.resdevgroup.com.au>).

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the financial report, the Directors' report and the auditor's report.

Resolution 1 – Adoption of Remuneration Report

Under the Corporations Act, the Company is required to include, in the Directors' report, a detailed Remuneration Report setting out the prescribed information in relation to the remuneration of Directors and executives of Resource Development Group and the Company's remuneration practices.

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the Remuneration Report.

The Remuneration Report is required to be submitted for adoption by a resolution of Shareholders at the meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Shareholders need to be aware that as a result of new legislation, which became effective on 1 July 2011 a "two strikes" process will apply to the results of voting in relation to Resolution 1. This means that if the resolution proposing adoption of the Remuneration Report receives a "no" vote of over 25% of votes cast by those attending in person or by proxy and permitted to vote at two successive annual general meetings, then at the second AGM, an extra resolution must be put to the meeting proposing that another general meeting should be held within 90 days of the second AGM. A simple majority of over 50% of the votes cast at the second AGM is required to pass this extra resolution. If the resolution is passed, within 90 days another general meeting must be held at which all the Directors, except the Managing Director and any new Directors appointed since the date of the second AGM, will be required to resign and offer themselves for re-election. These provisions are colloquially referred to as the "two strikes rule" and the "spill resolution" to be put to the "spill meeting".

If at the spill meeting, the resolutions are all passed against re-electing the relevant Directors, the legislation includes a mechanism to ensure the Board continues with the statutory required minimum of 3 Directors. After the managing director, the remaining two positions will be filled by the Directors whose re-election resolutions at the spill meeting received the highest percentage of votes in favour of re-election. If the number of votes is the same for two Directors, the Managing Director and any other Director whose re-election has been confirmed at this spill meeting can choose who is to become the third Director, with such appointment to be confirmed by shareholders at the next occurring AGM.

At the Company's 2015 AGM there were no votes cast against the 2015 Remuneration Report resolution, which is less than 25% of the votes cast at the meeting and therefore the "two strikes" process was not invoked at the 2015 AGM.

Board recommendation

The Board recommends shareholders vote in favour of the Resolution.

Voting intention

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 by, or on behalf of:

- a member of the key management personnel as disclosed in the Remuneration Report;
- a closely related party (such as close family members and any controlled companies) of those persons,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the Proxy Form. Also, the Company need not disregard a vote on Resolution 1 if it is cast by the Chairman of the Meeting (as proxy appointed in writing for a person who is entitled to vote) where the proxy form expressly authorises the Chairman of the Meeting to exercise an undirected proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or their Closely Related Parties.

Resolution 2 – Re-election of Director – Mr. Richard Eden

Under Clause 16.4 of the Constitution, and Listing Rule 14.4, at every Annual General Meeting, one third of the directors must retire, but are eligible for re-election at that Annual General Meeting.

The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or have been longest in office since their appointment or last re-appointment, or, if the Directors have been in office for an equal length of time, by agreement.

The requirements for a Director to retire do not apply to a Managing Director (but if there is more than one Managing Director, only one is exempt from retirement).

The Company currently has three Directors and accordingly one must retire.

Accordingly, Mr Eden retires by rotation at the Annual General Meeting and, being eligible, he offers himself for re-election as a Director.

Mr. Eden has an extensive track record in managing business growth and a strong focus on solid contract and financial management. For more than five years Mr Eden was fulltime executive director for Central Systems Pty Ltd (Centrals), where he was responsible for corporate and commercial functions. This included leading Centrals' health, safety, environment and quality management, financial, administration, commercial, tendering and estimating functions. In November 2015, Mr Eden moved into a part time capacity and in addition to his RDG director responsibilities, he continues to assist Centrals with special projects/tasks allocated by the board mainly in relation to commercial, business development and tendering activities.

Prior to joining the Centrals Board in 2010, Mr. Eden spent the previous five years as a Director and General Manager of Cimeco Pty Ltd's civil and building divisions. His career also includes roles in business development, project management and general management with organisations such as Transfield Services, aiM Maintenance Ltd and the City of Kwinana. Mr. Eden has over 25 years' experience in maintenance and construction contracting across Australia with specific experience in project management, tendering and estimating, commercial and contract management. He holds a Diploma in Building and Construction and is a registered building practitioner (WA) and is a member of the Australian Institute of Building and a graduate member of the Australian Institute of Company Directors.

Board Recommendation

The Board (other than Mr. Eden) recommends Shareholders vote in favour of the Resolution.

Voting Intention

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 2.

DEFINITIONS

ASX means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules and **Listing Rules** mean the official listing rules of ASX.

Board means the board of Directors of the Company.

Company or **Resource Development Group** or **RDG** means Resource Development Group Ltd (ACN 149 028 142).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a Director of the Company and **Directors** means the Directors of the Company.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Annual General Meeting.

Meeting means the meeting of Shareholders convened by the Notice of Annual General Meeting.

Notice means this Notice of Annual General Meeting.

Remuneration Report means the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2016.

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

Shareholder means a shareholder of the Company.

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

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RESOURCE DEVELOPMENT GROUP LIMITED

ACN: 149 028 142

REGISTERED OFFICE:
LEVEL 1
46 EDWARD STREET
OSBORNE PARK WA 6017

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX A2020
South Sydney NSW 1235
Suite 511, The Trust Building
155 King Street
Sydney NSW 2000
T: +61 3 9628 2200 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

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Code:

RDG

Holder Number:

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:30am WST on Monday 28 November 2016 at Level 4, 130 Stirling Street, Perth WA 6000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. Adoption of Remuneration Report

For Against Abstain*

2. Re-election of Director - Mr. Richard Eden

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:30am WST on Saturday 26 November 2016.

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My/Our contact details in case of enquiries are:

Name:

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Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, 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 of your votes; and
- b) Return both forms in the same envelope.

5. 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 must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX A2020 South Sydney NSW 1235
Street Address	Suite 511, The Trust Building 155 King Street Sydney NSW 2000
Telephone	+61 3 9628 2200
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

