



**ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING
MURRAY RIVER ORGANICS GROUP LIMITED ACN 614 651 473**

TIME: 10.00am AEDT

DATE: Thursday, 22 November 2018

PLACE: Clayton Utz, Level 18, 333 Collins Street,
Melbourne, Victoria, 3000

Addendum to Notice of Annual General Meeting

Murray River Organics Group Limited (ACN 614 651 317) (**MRG** or the **Company**) hereby gives notice to Shareholders of the Company that, in relation to the notice of Annual General Meeting dated 22 October 2018 (**Notice** or **Notice of Annual General Meeting**) in respect of the annual general meeting of the Company to be held at 10:00am (AEDT) on 22 November 2018 at Clayton Utz, Level 18, 333 Collins Street, Melbourne, Victoria, 3000 (**Annual General Meeting** or **Meeting**), the Directors of the Company have determined to issue this addendum to the Notice of Annual General Meeting (**Addendum**) for the purposes set out below.

Definitions in this Addendum have the same meaning as in the Notice.

Additional Resolution

By this Addendum, additional Resolution 12, as detailed below, is added to the Notice.

Explanatory Memorandum – Supplementary Information

By this Addendum, additional section 14 is added to the Explanatory Memorandum to the Notice, as set out in the Explanatory Memorandum to this Addendum.

Replacement Proxy Form

Annexed to this Addendum is a replacement Proxy Form.

If Shareholders wish to have their vote by proxy counted in respect of Resolution 12, Shareholders MUST use this replacement Proxy Form to vote on all Resolutions. In the event that a Shareholder provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice which has been completed by the Shareholder will be disregarded.

The Company reserves the right to accept Proxy Forms dispatched with the original Notice received from Shareholders in the event that a replacement Proxy Form is not completed and lodged by the relevant Shareholder.

Enquiries

Shareholders are invited to contact the Company Secretary on +61 3 9614 2444 or chodges@cdplus.com.au if they have any queries in respect of the matters set out in this Addendum.

Additional Resolution

Additional Resolution 12 is included in the Notice as follows:

Ordinary business

RESOLUTION 12 – APPOINTMENT OF AUDITOR

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

“THAT, pursuant to and in accordance with section 327B(1)(b) of the Corporations Act and for all other purposes, Ernst and Young, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company effective on and from close of the Meeting, and that the Directors be authorised to fix the auditor’s remuneration from time to time.”

The Chair intends to vote all undirected proxies in favour of this Resolution.

Dated: 31 October 2018

By order of the Board

Carlie Hodges

Company Secretary

EXPLANATORY MEMORANDUM

The Explanatory Memorandum provided in the Notice of Annual General Meeting is supplemented by including the following in a new section 14.

14. RESOLUTION 12 – APPOINTMENT OF AUDITOR

14.1 General

As announced by the Company on 4 January 2018 the previous directors of the Company appointed Ernst & Young (EY) to fill the vacancy in the office of auditor in accordance with section 327C of the Corporations Act. The vacancy arose after the appointment of Deloitte Touche Tohmatsu as auditor was not approved by Shareholders at the Company's 2017 annual general meeting.

Section 327C(2) of the Corporations Act provides that an auditor appointed to fill the vacancy holds office until the company's next annual general meeting. Further, section 327B(1)(b) of the Corporations Act provides that a public company must appoint an auditor of the company to fill any vacancy in the office of auditor at each annual general meeting of the company. Accordingly, it is proposed that EY be appointed as the Company's auditor effective on and from the close of the Meeting in accordance with section 327B(1)(b) of the Corporations Act.

The Company has received:

- (a) a nomination under section 328B(1) of the Corporations Act from a Shareholder for EY to be re-appointed as the Company's auditor, a copy of which is annexed as **Annexure A** to this Explanatory Memorandum; and
- (b) a consent to act as the Company's auditor from EY in accordance with section 328A(1) of the Corporations Act which has not been withdrawn prior to the date of this Notice, a copy of which is annexed at **Annexure B** to this Explanatory Memorandum.

Under Resolution 12, the Company requests Shareholder approval pursuant to section 327B(1) of the Corporations Act to appoint EY as the Company's auditor.

If Resolution 12 is passed, the appointment of EY as the Company's auditor will take effect on and from the close of this Meeting.

14.2 Board Recommendation

The Board recommends that you vote in favour of Resolution 12.

ANNEXURE A

26 October 2018

The Directors
Murray River Organics Group Limited
32 Crompton Way
Dandenong South VIC 3175

Dear Directors

Nomination of Auditor

Pursuant to section 328B(1) of the *Corporations Act 2001* (Cth), I, Andrew Monk, sole director of Cool-Chain (Aust) Pty Ltd ACN 096 480 947 <Monks A/C>, being a member of Murray River Organics Group Limited (ACN 614 651 473) (**Company**) hereby nominate Ernst & Young of 8 Exhibition Street, Melbourne VIC 3000 for appointment as auditor of the Company with effect on and from, and subject to shareholder approval at, the next annual general meeting of the Company to be held on 22 November 2018.

Please distribute copies of this notice in accordance with section 328B(3) of the *Corporations Act 2001* (Cth).

Yours sincerely



Andrew Monk
Sole Director
Cool-Chain (Aust) Pty Ltd <Monks A/C>

ANNEXURE B



Ernst & Young
8 Exhibition Street
Melbourne VIC 3000 Australia
GPO Box 67 Melbourne VIC 3001

Tel: +61 3 9288 8000
Fax: +61 3 8650 7777
ey.com/au

22 December 2017

The Board of Directors
Murray River Organics Group Limited
32 Crompton Way
Dandenong South, VIC, 3175

Private and confidential

Dear Board of Directors

For the purpose of Section 328A of the Corporations Act 2001, we hereby consent to act as auditor of Murray River Organics Group Limited. Furthermore, we believe we have the ability to conduct an effective audit before the reporting deadline.

Yours sincerely

A handwritten signature in black ink that reads 'Ernst & Young' in a cursive, stylized font.

Ernst & Young


A handwritten signature in black ink that reads 'David Petersen' in a cursive, stylized font.

David Petersen
Partner

Murray River Organics Group Limited

ABN 46 614 651 473

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

MRG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10.00am (AEDT) on Tuesday, 20 November 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Murray River Organics Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Murray River Organics Group Limited to be held at Clayton Utz, Level 18, 333 Collins Street, Melbourne, Victoria 3000 on Thursday, 22 November 2018 at 10.00am (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1, 4, 5, 6, 7, 8, 9 and 11 (except where I/we have indicated a different voting intention below) even though Resolution 1, 4, 5, 6, 7, 8, 9 and 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Resolution 11 where the Chairman of the Meeting intends to vote against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1, 4, 5, 6, 7, 8, 9 and 11 by marking the appropriate box in step 2 below.

STEP 2 Items of Business PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	Approval to Issue Non-executive Director Options to Mr Andrew Monk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Keith Mentiplay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Approval to Issue Non-executive Director Options to Mr Keith Mentiplay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director - Mr Michael Porter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Approval to Issue Non-executive Director Options to Mr Michael Porter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to Issue Executive Options to Ms Valentina Tripp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Approval of Additional 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to Issue Shares to Ms Valentina Tripp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11	Conditional Spill Resolution (only if required)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to Issue Performance Rights to Ms Valentina Tripp under the LTI Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 12	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 11 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____