

2 October 2015

ASX Market Announcements
Australian Stock Exchange Limited
via ASX Online

NOTICE OF ANNUAL GENERAL MEETING

The Directors of Ariadne Australia Limited (“the Company”) have approved the release of the Notice of Meeting and associated documents in respect of the Company’s upcoming Annual General Meeting (“AGM”) of shareholders. The Company advises shareholders that the AGM is to be held on Friday, 6 November 2015 at the Christie Conference Centre (Yangtze Room), 3 Spring Street, Sydney at 11.00am AEDT.

Yours faithfully



NATT MCMAHON
Company Secretary
Ariadne Australia Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (“AGM”) of Ariadne Australia Limited (“Ariadne” or “the Company”) will be held at 11:00am AEDT on Friday, 6 November 2015 at the Christie Conference Centre (Yangtze Room), 3 Spring Street, Sydney.

ORDINARY BUSINESS

Financial Statements and Reports for the year ended 30 June 2015

To receive and consider the Financial Report, the Directors’ Report and the Auditor’s Report for the financial year ended 30 June 2015.

Item 1 - Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:
“That the Remuneration Report contained in the Directors’ Report provided to shareholders as part of the 2015 Annual Report be adopted”.

Item 2 – Re-election of Mr Kevin Seymour as a Director

To consider and, if thought fit, pass the following resolution as an ordinary resolution:
“That Mr Kevin Seymour, who retires by rotation in accordance with Rule 19 of the Company’s Constitution, and being eligible, be re-elected as a Director of the Company”.

Item 3 – Issue of options under the Ariadne Option Plan

To consider and, if thought fit, pass the following resolution as an ordinary resolution:
“That, in accordance with Listing Rule 10.11 and Chapter 2E of the Corporations Act 2001 (Cth), approval be given for the issue to Mr Daniel Weiss (a related party of the Company) of 500,000 options in accordance with the Ariadne Option Plan and otherwise on the terms set out in the explanatory memorandum, and for the allotment of shares to him upon exercise of those options.”

By order of the Board:



Natt McMahon
Company Secretary
2 October 2015

NOTES

Entitlement to Vote

For the purposes of the AGM, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, the Board has determined that all shares in the Company will be taken to be held by the persons set out in the register of shareholders at 7:00pm AEDT on Wednesday, 4 November 2015. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the AGM of the Company. You may vote by attending the AGM in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the AGM on the date and at the place set out above.

Voting by Proxy

A shareholder entitled to attend and vote at the AGM has the right to appoint a proxy to attend and vote on behalf of the shareholders. A proxy need not be a shareholder of the Company. A proxy form (containing details of how to complete and sign the form) accompanies this Notice of AGM.

Any shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise one half of the shareholder's votes. If the shareholder appoints two proxies, neither proxy may vote on a show of hands. Any shareholder wishing to appoint two proxies will need to use two proxy forms and may obtain an additional form from the Company.

To be valid, a proxy form must be signed by the shareholder. Proxies given by corporations must be signed in accordance with the constituent documents of the corporation or the laws in force in its place of incorporation, or by a duly appointed attorney. For Australian corporations, it is sufficient if the proxy is signed by two directors, a director and the secretary, or (in the case of a proprietary company) a person who is the sole director and secretary.

If you wish to appoint a proxy, the completed and signed proxy form (and, where relevant, the original or a certified copy of a power of attorney under which it is signed) must be received by the Company's Share Registrar, Computershare Investor Services Pty Limited, **no later than** 11:00 am AEDT on Wednesday, 4 November 2015. Any proxy form received after that time will not be valid for the scheduled AGM.

To appoint a proxy online, visit www.investorvote.com.au and follow the instructions on your personalised proxy form (online voting). Online voting is now mobile compatible so you can readily appoint a proxy straight from your device. To do this, enter www.investorvote.com.au directly into your mobile device and follow the instructions on your personalised proxy form or scanning the QR Code on the front of your proxy form. To scan the QR code you will need to download and install a QR Code Scanner application for your device.

Under the Company's Constitution, the Chairman of the Board will act as Chairman of the Meeting. Where the Chairman is appointed as proxy, he intends voting undirected proxies in favour of all resolutions set out in the Notice of AGM.

Voting by Authorised Representative

A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth) ("Corporations Act"), in which case the Company will require written evidence of the representative's appointment which must be lodged with or presented to the Company before the meeting.

Documents may be lodged:

- Online at www.investorvote.com.au, and for Intermediary Online subscribers only (custodians) at www.intermediaryonline.com;
- By mail to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC, 3001 Australia; or
- By facsimile to 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside of Australia).

EXPLANATORY MEMORANDUM

This Explanatory Memorandum accompanies the Notice of AGM of Ariadne to be held at held at the Christie Conference Centre (Yangtze Room), 3 Spring Street, Sydney on Friday, 6 November 2015 at 11:00am AEDT. The Explanatory Memorandum has been prepared to assist shareholders in determining how to vote on the resolutions set out in the Notice of AGM and is intended to be read in conjunction with the Notice of AGM.

BUSINESS

Financial Statements and Reports

The Corporations Act requires the Directors to present to the AGM the Financial Report, the Directors' Report, and the Auditor's Report for the last financial year ending before the AGM. Apart from the matters involving remuneration, which are required to be voted upon, neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the AGM on such reports or statements.

In accordance with section 250S of the Corporations Act, shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the management of the Company.

In addition to asking questions at the AGM, shareholders may address written questions to the Company's auditor which are relevant to:

- (a) the content of the Auditor's Report to be considered at the AGM; or
- (b) the conduct of the audit of the Financial Report to be considered at the AGM.

Written questions to the auditor must be submitted by no later than Monday, 2 November 2015 to:

Company Secretary
Ariadne Australia Limited
Level 20, 39 Martin Place
Sydney NSW 2000
Fax: +61 2 8227 5511
Email: info@ariadne.com.au

All questions will be passed on to the auditor who will prepare a question list setting out the questions that are considered relevant to the matters specified in (a) or (b) above. At, or prior to the start of the AGM, the Company will make copies of the question list reasonably available to the shareholders attending the AGM. The auditor will be provided with a reasonable opportunity at the AGM to answer the questions or table written answers. Where a written answer is tabled, the Company will make the written answer reasonably available to shareholders as soon as practicable after the AGM.

In accordance with section 250T of the Corporations Act, shareholders will be given a reasonable opportunity at the AGM of asking the auditor, or the auditor's representative, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

Item 1 – Remuneration Report

In accordance with section 250R of the Corporations Act the Company must put to a vote a resolution that the Remuneration Report be adopted. The Remuneration Report forms part of the Directors' Report contained in the Annual Report.

Voting exclusion statement

Under the Corporations Act, voting restrictions apply to the Company's Key Management Personnel ("KMP") and their closely related parties for this resolution. The term "closely related parties" in relation to a member of KMP includes a spouse, dependent and certain other close family members, as well as companies controlled by the KMP. The Chairman intends to vote any proxies held by him in favour of this resolution (unless specifically directed otherwise).

The Company will disregard any votes cast on item 1 by, or on behalf of;

- a member of the KMP whose Remuneration is disclosed in the Remuneration Report (and their closely related parties) in any capacity; and
- a member of the KMP at the date of the meeting (and their closely related parties) acting as proxy.

Unless the vote is cast:

- as a proxy for a person entitled to vote in accordance with a direction on the proxy form, or
- by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

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The vote on this resolution is advisory only and does not bind the Directors or the Company; however, the Directors may take into future consideration the shareholders' vote on this matter. A reasonable opportunity will be provided to shareholders to ask questions or make comments on the Remuneration Report at the AGM.

Item 2 – Re-election of Mr Kevin Seymour as a Director

Mr Seymour AM was appointed as a Director of Ariadne on 23 December 1992. He retires by rotation in accordance with Rule 19 of the Company's Constitution and, being eligible, offers himself for re-election.

Mr Seymour is a Non-Executive Director of Tatts Group Limited having been a Director of UniTAB Limited prior to its merger with Tattersall's Limited. During the past three years, Mr Seymour has also served as a Director of Watpac Limited (appointed May 1996 and resigned 24 September 2013).

Mr Seymour is the Executive Chairman of Seymour Group, one of the largest private property development and investment companies in Queensland and has substantial experience in the equities market in Australia. Mr Seymour also has extensive management and business experience including company restructuring. Mr Seymour holds board positions with several private companies in Australia.

Mr Seymour was previously the Chairman of Watpac Limited, the Chairman of the RBH Herston Taskforce Redevelopment, Independent Chairman of the Queensland Government's and Brisbane City Council's Brisbane Housing Company Limited and Chairman of Briz31 Community TV. He has also served on the Brisbane Lord Mayor's Drugs Taskforce and is an Honorary Ambassador for the City of Brisbane. In June 2003, Mr Seymour received the Centenary Medal for distinguished service to business and commerce through the construction industry, and in June 2005 he was awarded the Order of Australia Medal for his service to business, the racing industry, and the community.

All other Directors believe that Mr Seymour, an independent director, makes a valuable contribution to the Company and recommend that shareholders vote in favour of the re-election of Mr Seymour as a Director.

Item 3 – Issue of options under the Ariadne Option Plan

Approval is sought under ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act for the issue of 500,000 Options to Mr Daniel Weiss, Investment Executive of the Company, or his nominee under the Ariadne Option Plan and otherwise on the terms and conditions detailed in this explanatory memorandum.

Mr Daniel Weiss is the son of Dr Gary Weiss, a Director of the Company and is therefore a related party of the Company for the purposes of the Corporations Act and the ASX Listing Rules.

Listing Rule 10.11 requires the Company to obtain shareholder approval (by ordinary resolution) prior to the issue of securities or options to a related party. Further, under Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a related party unless shareholders have, in general meeting, approved the giving of that financial benefit unless one of the other exceptions applies. The issue of options to Mr Weiss constitutes the giving of a financial benefit.

The Company agreed to issue the options, the subject of this resolution, to Mr Weiss on 28 August 2015 conditional on receiving shareholder approval. If approved, the options will be issued immediately or in any event, not later than one month following the approval.

The information required to be provided to shareholders by the ASX Listing Rules and Chapter 2E of the Corporations Act in relation to the proposed issue of options to Mr Weiss is set out below.

Information required	Disclosure
Identity of the related party	Mr Daniel Weiss (or his nominee). Mr Weiss is a related party of the Company as he is the son of a Director (Dr Gary Weiss).
Nature of the financial benefit	500,000 options in the Company under the Ariadne Option Plan. The terms of the options are summarised out below.
Reasons for giving the financial benefit	The options are to be issued to Mr Weiss (or his nominee) as part of the Company's remuneration program for key employees. The issue of options to key employees is an important part of the Company's overall remuneration strategy as they are a cost effective and efficient mechanism for incentivising staff and also assist in the alignment of the interests of both shareholders and management.

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Information required	Disclosure
	<p>The Company believes that its existing remuneration program (which includes the issue of options to key employees) is commensurate with current market practice and is therefore in the best interests of the Company and its shareholders.</p>
Terms of the options	<p>The principal terms of the options are summarised below.</p> <p>Vesting period</p> <p>The options are subject to a two year vesting period. The earliest date for exercising the options is 28 August 2017.</p> <p>Exercise period</p> <p>Once the vesting period has lapsed, the options may be exercised at any time prior to their expiry on 27 August 2020.</p> <p>Issue price and exercise price</p> <p>The options will be issued at no cost, such that no funds will be raised by the issue of the options.</p> <p>The options have an exercise price of \$0.35 per share. The funds raised from the exercise of the options will be used for general working capital purposes.</p> <p>Other terms</p> <ul style="list-style-type: none"> • Any options that are not exercised before the expiry date will be forfeited. Similarly, if Mr Weiss leaves the Company for any reason, any unexercised options will lapse. • One fully paid ordinary share will be issued for each option that is exercised. Shares issued on the exercise of options will rank equally with existing fully paid ordinary shares. • The options will not be quoted on the ASX. However, the Company will seek to have any shares issued on the exercise of the options quoted. • The rights of the holder of the options will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation. • The options do not entitle the holder to participate in any new issues by the Company without exercising the options. • The options do not confer on the holder any rights to a change in the exercise price of the options or a change to the number of underlying securities over which the options can be exercised except: <ul style="list-style-type: none"> ○ in the case of a pro rata issue to shareholders (except a bonus issue) in which case the exercise price of each option will be reduced in accordance with the formula contained in Listing Rule 6.22.2; and ○ in the case of a bonus issue to shareholders, in which case the number of shares over which each option is exercisable will be increased by the number of shares which the holder of the option would have received if the option had been exercised before the record date for the bonus issue. • The options are not transferable.
Valuation of the financial benefit	<p>Consistent with Australian Accounting Standard AASB 2, the Company has obtained a valuation of the options to be issued to Mr Weiss. The valuer has determined the value of the options (as at the date of valuation, being 28 August 2015) to be approximately \$0.08246 per option, representing a total value of \$41,231.24.</p> <p>The value of the options has been determined using an adjusted Black Scholes model and is based on the following assumptions:</p> <ul style="list-style-type: none"> • a market price of \$0.395, being the closing share price on 28 August 2015; • a volatility factor of 26.6%, which was determined using the daily rates of return on the Company's share price over a 30 day period and then annualised; • a risk free rate of 2.0%; • a maturity term of 3.5 years (being the vesting period of two years plus half of the exercise period); and • an exercise price of \$0.35 per option. <p>The Directors believe this valuation model to be appropriate to the circumstances of the Company and have not used any other valuation or models in preparing the terms of the options.</p> <p>The stated valuation does not constitute and should not be taken as audited financial information.</p>
Related party's total remuneration package	<p>Mr Weiss currently receives the following remuneration package for his position Investment Executive of the Company (FY2015):</p> <p>\$336,531 per annum, comprising salary, superannuation and non-monetary benefits.</p>
Related party's existing interest	<p>Mr Weiss currently has an interest in 2,199 shares in the Company and 500,000 options in the Company, expiring May 2016.</p>

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Dilution effect of the transaction on existing members

If shareholders approve the resolution and all options issued to Mr Weiss are exercised, the effect will be to dilute the shareholding of existing shareholders by an equivalent amount, as follows:

Shareholders	Current Share Capital		Share Capital on exercise of options	
	Number	Percent	Number	Percent
Mr Weiss*	2,199	0.001%	502,199	0.25%
Other Shareholders	203,779,693	99.999%	203,779,693	99.75%
Total	203,781,892	100%	204,281,892	100%

*Mr Weiss also holds 500,000 options in the Company with an expiry date of May 2016 which were issued under the Ariadne Option Plan and approved by shareholders in 2011.

Other information

The Directors are not aware of any additional information that shareholders should consider before making a decision to vote on this resolution.

In respect of this resolution, the Company will disregard any votes cast by Dr Gary Weiss and Mr Daniel Weiss (and any of their associates). However, the Company need not disregard a vote if it is cast by Dr Weiss or Mr Weiss as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form.

The Directors (other than Dr Gary Weiss) recommend that shareholders vote in favour of this resolution as they are of the view that the issue of options to Mr Daniel Weiss is appropriate to provide him with an incentive to maximise returns to shareholders. In determining the number and exercise price of the options to be issued to Mr Weiss, the Directors have had regard to Mr Weiss' experience and performance, the market price of the Company's shares and current market practice.



Dr Gary Weiss makes no recommendation, as he has a potential interest in the outcome of the resolution.


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Ariadne Australia Limited
ABN 50 010 474 067

000001 000 ARA
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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

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(custodians) www.intermediaryonline.com

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

Proxy Form

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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: 9999999

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 11:00am AEDT on Wednesday, 4 November 2015

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

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I/We being a member/s of Ariadne Australia 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 Ariadne Australia Limited to be held at the Christie Conference Centre (Yangtze Room), 3 Spring Street, Sydney NSW on Friday, 6 November 2015 at 11:00am 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 item 1 (except where I/we have indicated a different voting intention below) even though item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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 item 1 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
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Kevin Seymour as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of options under the Ariadne Option Plan	<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. 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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____