



LandMark White Limited

ACN 102 320 329

**Notice of Extraordinary General Meeting and
Explanatory Memorandum**

10am on Thursday 25 May 2017 at
Level 15, 55 Clarence Street, Sydney

Notice is given that a meeting of Shareholders of LandMark White Limited ACN 102 320 329 will be held at **10am on Thursday, 25 May 2017 at Level 15, 55 Clarence Street, Sydney.**

Your vote is important and you are encouraged to attend and vote at the Meeting.

If you are unable to attend the Meeting, you are encouraged to complete and return the enclosed Proxy Form. The completed Proxy Form must be received no later than **48 hours before the meeting** (or such shorter time agreed to by the Company) at the addresses or facsimile number set out on the Proxy Form. Please read the instructions on the Proxy Form carefully.

Shareholders should read the Explanatory Memorandum in full and in conjunction with this Notice of Meeting. Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum are defined in the Glossary section of the Explanatory Memorandum.

Business

Resolution 1 - Approval to issue Vendor Shares

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

“That, subject to the other Conditional Resolution being passed, ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 31,666,667 Shares adjusted according to an Adjustment Event (if any), (Vendor Shares) to the Vendors as consideration for the Acquisition, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 1 by:

- (a) the Vendors;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares if the resolution is passed,

and any of their Associates. However, the Company does not need disregard a vote if it is cast by a 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 the Chairperson 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.

Resolution 2 - Approval of Placement

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

“That, subject to each other Conditional Resolution being passed, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of up to 16,666,667 Shares at a price of \$0.60 per Share by way of a Placement and as otherwise described in the Explanatory Memorandum be approved.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 2 by a 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 of their Associates. However, the Company does not need to disregard a vote if it is cast by a 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 the Chairperson 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.

Resolution 3 - Approval of issue of Shares to Adviser

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

“That, subject to each other Conditional Resolutions being passed, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of up to 970,833 Shares at a price of \$0.60 per Share to Enrizen Capital in consideration for services in relation to the Acquisition and as otherwise described in the Explanatory Memorandum be approved.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 3 by Enrizen Capital 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 of their Associates. However, the Company does not need to disregard a vote if it is cast by a 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 the Chairperson 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.

By Order of the Board

A handwritten signature in black ink, appearing to read 'JRW' followed by a stylized flourish.

John Wise

Chief Financial Officer & Company Secretary

Dated 24 April 2017

Notes

1 Inter-conditional of resolutions

Resolutions 1 and 2 are inter-conditional. This means that unless Shareholders vote in favour of each the Conditional Resolutions, then none of the resolutions will be passed and the Acquisition will not proceed.

2 Entitlement to vote

Individual Shareholders may vote at the Meeting in person or by proxy.

A corporate Shareholder may vote by proxy or through a body corporate representative.

If you hold your Shares jointly with another, please note that the holder appearing first in the Share register is entitled to attend and vote the Shares to the exclusion of the other holders.

All Shareholders appearing on the Company's register of Shareholders at **7pm on Tuesday 23 May 2017** are entitled to attend and vote at the Meeting. Accordingly, transfers registered after this time will be disregarded in determining entitlements to vote at the Meeting.

3 Ordinary Resolutions

All of the resolutions are ordinary resolutions which will be passed if more than 50% of votes cast by Shareholders (in person or by proxy) entitled to vote on the resolution, vote in favour of the resolution.

4 Voting process

On a poll, each Shareholder has one vote for each Share held. A Shareholder does not have to exercise all of their votes in the same way and not all votes need to be cast.

5 Quorum

In accordance with clause 10.2 of the Company's Constitution, the Meeting will proceed if there are two Shareholders present.

6 Voting by proxy

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote for the Shareholder at the Meeting. Please note that:

- a proxy does not have to be a member of the Company;
- a proxy may be an individual or a body corporate; and
- a Shareholder 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 but where the proportion or number is not specified, each proxy may exercise half of the votes.

A proxy appointed to attend and vote for a Shareholder has the same rights as the Shareholder to:

- speak at the Meeting;
- vote (only to the extent allowed by the appointment); and
- join in a demand for a poll.

If you wish to appoint a proxy, you should:

1. complete the enclosed Proxy Form;
2. sign and date the Proxy Form; and
3. return the Proxy Form to the Company no later than **10 am on Tuesday, 23 May 2017** (or such shorter time agreed to by the Company) at the addresses or facsimile number set out in Section 9 below.

The enclosed Proxy Form provides further details on appointing proxies and lodging proxy forms. If you have appointed a proxy for this Meeting and you later decide to attend the Meeting, please note that your attendance at the Meeting will result in the proxy's appointment being suspended while you are present at the Meeting.

7 Power of Attorney

If a Shareholder has appointed an attorney to attend and vote at the Meeting or if the Proxy Form has been signed under power of attorney or other authority, the original or a certified copy of the power of attorney or authority must also be received by the Company, no later than **10 am on Tuesday, 23 May 2017** (or such shorter time agreed to by the Company) at the addresses or facsimile number set out in Section 9 below, unless the original or a certified copy has been previously lodged for notation.

8 Corporate Representative

A corporate Shareholder may appoint an individual as a representative to exercise all or any of its powers at the Meeting. The appointment must set out what the representative is appointed to do and may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, then the appointment must identify the position. A corporate Shareholder may appoint more than one representative but only one representative may exercise its powers at any one time. Unless otherwise specified in the appointment, the representative may exercise on behalf of the corporate Shareholder all of the powers it could exercise at the Meeting or in voting on the resolution.

9 Delivery of Proxy Forms

Proxy Forms must be received by Link Market Services Limited, no later than **10 am on Tuesday, 23 May 2017** (or such shorter time agreed to by the Company) at:

By mail

LandMark White Limited
C/ - Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By hand

Link Market Services Limited
Level 12
680 George Street
Sydney NSW 2000

By fax

+61 2 9287 0309

1 INTRODUCTION

On 13 April 2017, the Company announced that it had entered into an agreement to acquire 100% of the interests in MVS (**Acquisition**). To fund the Acquisition, the Company will undertake a capital raising of up to \$20.5 million through a \$10 million private placement and \$10.5 million concurrent non-renounceable pro rata offer. The Company has called the Meeting to approve the various Share issues relating to the Acquisition and capital raising.

The Board looks forward to your participation at the Meeting.

1.1 Indicative Timetable

Event	Date
Lodgement of Notice of Meeting with ASX	Monday, 24 April 2017
Last day to return Proxy Form	Tuesday, 23 May 2017
Snapshot Date to determine entitlement to vote at the Meeting	7pm, Tuesday, 23 May 2017
Date of Meeting	Thursday, 25 May 2017
Close of Capital Raising	5pm, Friday, 26 May 2017
Completion of Agreement Issue of Shares under Placement and Pro Rata Offer	Wednesday, 31 May 2017

1.2 About MVS

Established in 1996, MVS is regarded as one of Australia's leading providers of property valuation services. MVS is now one of the largest property valuation firms in the country, with 85+ valuers and the ability to accept briefs nationwide and across sectors including residential, commercial, government & statutory, and insurance. The merger of LMW and MVS will create the largest ASX listed valuation services business and will accelerate LMW's market share expansion in the national valuation market. In addition to increasing the scale of LMW's residential and commercial divisions, MVS brings to LMW a leading government and statutory division, with an enviable list of local, state and federal government clients.

1.3 Material terms of the Acquisition

The material terms of the Agreement are summarised below:

(a) Purchase Price

At completion, the Company will pay the Vendors \$23.3 million by:

- a cash payment of \$16 million; and
- \$7.3 million in Shares at \$0.60 per Share (**Completion Shares**).

The Completion Shares to be issued to the Vendors will be subject to voluntary escrow for two years from completion of the Acquisition (subject to customary early release).

(b) Earn-out structure

The Vendors may be entitled to a deferred payment of between nil and \$11.7 million (**Earn-Out Consideration**) payable by way of issue of Shares (**Earn-Out Shares**). The Earn-Out Consideration (if any) will be determined by having regard to the following formula (simplified in this Notice of Meeting for ease of reading):

$$A = B \times C \times D$$

A = the Earn-Out Consideration (if any);

B = the extent to which the actual value of the MVS business at 13 November 2017 exceeds the forecast business value of \$23.3 million up to maximum of \$11.7 million.

C = a multiplier, being:

- zero, if the average gross profit of the MVS government business over the 2018, 2019 and 2020 financial years is less than \$7.2 million; or
- zero to 1, calculated by a formula based on the extent to which the average gross profit of the MVS government business over the 2018, 2019 and 2020 financial years exceeds \$7.2 million.

D = a multiplier, being:

- zero to 1, if the gross profit of the MVS government business for the 2020 financial year is less than the average gross profit of the MVS government business over the 2018, 2019 and 2020 financial years; or
- 1, if the gross profit of the MVS government business for the 2020 financial year is greater or equal to the average gross profit of the MVS government business over the 2018, 2019 and 2020 financial years.

The earn-out is designed to measure the success of the government contracts assigned to the Company under the acquisition and to determine MVS's performance over the 2018, 2019 and 2020 financial years. The earn-out amount (where positive) will be converted into fully paid ordinary shares in LMW.

By way of example, if:

- for B, the value of the MVS business exceeds the forecast value by \$8 million;
- for C, the average gross profit of the MVS government business exceeds the \$7.2 million threshold by \$1 million for 2018, 2019 and 2020 years - in which case the multiplier would be 1; and
- for D, the gross profit for the MVS government business for the 2020 financial year is \$500,000 less than the average gross profit of the MVS government business for the 2018, 2019 and 2020 years - in which case the multiplier would be 0.93.

Therefore, the Earn-Out Consideration would be calculated as follows:

$$A = \$8,000,000 \times 1 \times 0.93$$

$$A = \$7,440,000.$$

The earn-out of up to \$11.7 million will be paid via the issue of Shares at \$0.60 per Share. Consequently between zero and a maximum of 19,500,000 Shares will be issued to the Vendors under the earn-out in or around September 2020 subject to an Adjustment Event described below (**Earn-Out Shares**). The Company expects that any Adjustment Event will not result in an issue price of less than \$0.55. Based on this minimum issue price, the maximum number of Earn-Out Shares to be issued will be 21,272,727 Shares.

The issue price of the Earn-Out Shares will be adjusted accordingly if there is a corporate action by the Company which results in:

- (i) a reorganisation of LMW shares such as a subdivision or reclassification of LMW shares:
- (ii) a capitalisation of profits or reserves by way of issue of LMW shares: or
- (iii) issues of Shares, options or other rights to subscribe for LMW shares at a price less than 95% of the 10-day VWAP of LMW shares.

An Adjustment Event will result in an increase in the number of Earn-Out Shares to be issued to the Vendors.

(c) **Conditions Precedent**

Completion of the Acquisition is subject to the following conditions being satisfied or, where permitted, waived:

- necessary Shareholder approvals are obtained including, the issue of the Vendor Shares, the Placement and approval to issue Shares to the Company's corporate adviser and a waiver for ASX Listing Rule 7.3.2 in relation to the Earn-Out Shares;
- obtaining all necessary third party approvals and change of control consents in respect of the MVS contracts;
- the Company entering into executive services agreements with two key employees of MVS; and
- the Company raising a minimum of \$16 million to fund the Acquisition.

(d) **Voluntary escrow**

If the Acquisition is implemented, the Vendors have agreed to enter into voluntary restriction agreements for the Completion Shares for a period of two years from the Completion Date. The terms of the voluntary restriction agreements include standard exceptions, including allowing the Vendors to accept into a successful takeover bid or participate in a scheme of arrangement. Subject to any applicable exemption, one quarter of the Consideration Shares will be released from escrow every 6 months after the Completion Date.

1.4 **Capital Raising**

To fund the Acquisition, the Company intends to undertake a Capital Raising as follows:

- approximately \$10 million by way of private placement to sophisticated investors or otherwise those who do not require disclosure under the Corporations Act (**Placement**); and

- approximately \$10.5 million by way of a 3 for 5 non-renounceable pro rata offer to existing Shareholders, with a top-up facility allowing Shareholders to apply for more than their entitlement (**Pro Rata Offer**).

The Company will be entitled to place any remaining Shares under the Pro Rata Offer to third parties.

The Capital Raising is managed and partially underwritten to \$5 million by Enrizen Capital.

The Capital Raising and Acquisition are inter-conditional which means one cannot proceed without the other.

1.5 Advantages of the Acquisition

The advantages of the Acquisition can be summarised as follows:

- the Acquisition will increase the scale of the Company's operations and enable the Company to expand its business into the public sector with the acquisition of the Government Contracts;
- the Acquisition will result in the Company increasing its market share in the property valuation industry; and
- the increase in the market capitalisation of the Company following completion of the Acquisition and the Capital Raising may lead to increased coverage from investment analysts, access to improved equity capital market opportunities and increased liquidity.

1.6 Disadvantages of the Acquisition

The disadvantages of the Acquisition can be summarised as follows:

- the Acquisition will result in a number of share issues including the Vendor Shares and Placement Shares which will dilute the holdings of the Shareholders. This disadvantage is mitigated somewhat by the Pro Rata Offer under which existing Shareholders may subscribe for their proportional entitlement; and
- there is no guarantee with regard to the future success, achievements and/or the financial performance of MVS and value of MVS or the Shares following the completion of the Acquisition.

1.7 Directors' Interests and Recommendations

The following table sets out the Directors' relevant interests in LMW Shares as at the date of the Notice of Meeting and the expected relevant interest in LMW on completion of the Acquisition.

Directors	Relevant interests before Acquisition	Intention to participate in Pro Rata Offer	Relevant interests post Acquisition
Glen White	9,470,134 shares 32.05%	750,000	10,220,134 shares 13.30%
Brad Piltz	3,180,478 shares 10.76%	500,000	3,680,748 shares 4.79%
Chris Coonan	125,000 shares 0.42%	75,000	200,000 shares 0.26%
Frank Hardiman	156,218 shares 0.53%	93,730	249,948 shares 0.33%

The Directors unanimously recommend that Shareholders vote in favour of each resolution. Directors will not be permitted to participate in the Placement or the placement of Shares under the top-up facility.

1.8 Conditional Resolutions

If Shareholder approval is not obtained on the Conditional Resolutions, then:

- the Acquisition will not proceed and the Completion Shares and the Earn-Out Shares will not be issued to the Vendors;
- the Capital Raising will not proceed and any funds raised will be returned;
- Shareholders will not be able to participate in any benefits that may flow because of the Acquisition; and
- the Company will continue to operate in line with its existing strategy.

1.9 Summary of the Resolutions

Resolutions	Explanation	Type
Resolution 1 Approval of Issue of Vendor Shares	As part of the purchase price, the Company will be issuing Shares to the Vendors. The Company is seeking Shareholder approval to issue the Vendor Shares so those Shares do not count towards the Company's 15% placement capacity under ASX Listing Rule 7.1.	Ordinary resolution
Resolution 2 Approval of Placement	To fund the Acquisition, the Company will be raising funds under a Placement and a Pro Rata offer. While Shares issued under the pro rata offer will not count towards the Company's 15% placement capacity, Shares	Ordinary resolution

Resolutions	Explanation	Type
	issued under the Placement will. Therefore, the Company is seeking Shareholder approval for the purposes of ASX Listing Rule 7.1.	
Resolution 3 Approval of issue of Shares to Adviser	The Company has engaged Enrizen Capital to advise the Company in relation to the Acquisition. The Company has agreed to issue Shares to Enrizen Capital in exchange for those services. Accordingly, the Company is seeking Shareholder approval to issue the Vendor Shares so those Shares do not count towards the Company's 15% placement capacity under ASX Listing Rule 7.1.	Ordinary resolution

2 DETAILED EXPLANATION OF THE RESOLUTIONS

2.1 Resolution 1 - Approval to issue Vendor Shares

The Company is seeking Shareholder approval for the Acquisition to issue the Vendor Shares (including any Earn-Out Shares) under ASX Listing Rule 7.1.

ASX does not require the Company to obtain Shareholder approval for the increase in scale or re-comply with Chapters 1 and 2 of the Listing Rules. On 13 April 2017, the Company gave notice of the proposed increase in scale.

(a) ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that the Company must not, subject to specified exceptions, issue or agree to issue Shares during any 12 month period which exceeds 15% of the number of Shares on issue at the commencement of that 12 month period, without the approval of Shareholders. Accordingly, the Company seeks approval to issue the Vendor Shares under the Agreement so the issue of these Shares does not count towards the Company's 15% annual placement capacity.

Under the Agreement, the Vendors will be paid:

- (i) \$16 million in cash on the Completion Date;
- (ii) \$7.3 million in Shares on the Completion Date; and
- (iii) between \$0 and \$11.7 million in Earn-Out Shares in or around September 2020 (unless paid earlier due to a takeover or scheme of arrangement).

(b) Information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (i) The maximum number of Shares to be issued is:
 - (A) in relation to the Shares issued to the Vendors on completion - 12,166,667 Shares; and
 - (B) in relation to the Earn-Out Shares (if any), a maximum of 19,500,000 Shares will be issued provided there is no Adjustment Event which adjusts the issue price of the Earn-Out Shares and, in turn, affects the number of shares to be issued. While the Company cannot confirm whether an Adjustment Event will occur, the Company expects that any Adjustment Event will not result in an issue price of less than \$0.55. Based on this minimum issue price, the maximum number of Earn-Out Shares to be issued will be 21,272,727 Shares.
- (ii) 12,166,667 Shares will be issued on completion of the Agreement which will be issued on 31 May 2017 and in any event, no later than 3 months after the date of this Meeting. The Earn-Out Shares being contingent on the success of the MVS business in the three years following completion will be issued in or around September 2020. The Company has applied for a waiver from ASX Listing Rule

7.3.2 to issue the Earn-Out Shares no later than 13 November 2020. If the Company does not obtain a waiver of Listing Rule 7.3.2, the Acquisition may not complete as obtaining the waiver is condition precedent. Should the Company waive this requirement, the Company may opt to proceed with completion and obtain shareholder approval at its 2020 AGM, however, if approval is not obtained at that time, the Company will breach the Sale Agreement to the extent it cannot satisfy the issue of the Earn-Out Shares through its 15% placement capacity.

- (iii) The Vendor Shares will be issued at the following price:
 - (A) in relation to the Completion Shares, \$0.60 per Share; and
 - (B) in relation to the Earn-Out Shares, \$0.60 per Share if there is no Adjustment Event. As noted earlier, the Company cannot be certain whether an Adjustment Event will occur or the effect it will have on the issue price of the Earn-Out Shares, however, the Company does not expect that the Earn-Out Shares will be issued at less than \$0.55 per Share.
- (iv) The Vendor Shares will be issued to the Vendors of MVS.
- (v) The Vendor Shares are fully paid ordinary Shares in the Company and will rank equally with all existing Shares on issue.
- (vi) No funds will be raised from this issue of the Vendor Shares as the issue has been used to fund the Acquisition.
- (vii) The issue of Completion Shares will occur on or about 31 May 2017. The issue of the Earn-Out Shares will occur, subject to the terms of the proposed ASX waiver, no later than 13 November 2020.
- (viii) A voting exclusion statement applies to this Resolution and is set out in the Notice of Meeting.

Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 2.

2.2 Resolution 2 – Approval of Placement

- (a) ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that the Company must not, subject to specified exceptions, issue or agree to issue Shares during any 12 month period which exceeds 15% of the number of Shares on issue at the commencement of that 12 month period, without the approval of Shareholders. Accordingly, the Company seeks approval to issue up to 16,666,667 Shares under a private placement to fund the Acquisition. The impact of the resolution is that the Shares issued under the proposed private placement will not count towards the 15% placement capacity.

The Company does not intend to issue any Shares under the Placement to related parties.

- (b) Information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (i) The maximum number of Shares to be issued under the Placement is 16,666,667 Shares.
- (ii) The Placement Shares will be issued on or about 31 May 2017 but in any event no later than three months after the date of the Meeting.
- (iii) The Placement Shares will be issued at the \$0.60 each.
- (iv) The Shares will be issued to sophisticated investors or otherwise those who do not require disclosure under the Corporations Act.
- (v) The Placement Shares are fully paid ordinary Shares in the Company and will rank equally with all existing Shares on issue.
- (vi) The funds raised from the Placement will be used to fund the Acquisition.
- (vii) A voting exclusion statement applies to this Resolution and is set out in the Notice of Meeting.

Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 2.

2.3 Resolution 3 - Approval of issue of Shares to Adviser

(a) Enrizen Capital

The Company has agreed to issue Shares to the Company's corporate adviser for services in relation to the Acquisition. Enrizen Capital is a Sydney-based investment and corporate advisory firm founded in 2004 which advises on a variety of projects including mergers and acquisitions and direct investments.

Under the terms of engagement, Enrizen Capital will receive:

- 1% of the capital raised in cash; and
- subject to Shareholder approval, 2.5% of the purchase price under the Agreement in Shares.

(b) ASX Listing Rule 7.1

The Company is seeking Shareholder approval so that the issue of 970,833 Shares to Enrizen Capital on completion of the Acquisition as remuneration for services provided in relation to the Acquisition does not count towards the Company's 15% placement capacity. Between nil and 487,500 Shares will be issued to Enrizen Capital depending on the amount of the earn-out. These additional shares are payable in late 2020 and the Company intends to issue these within its 15% placement capacity.

(c) Information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (i) The maximum number of Shares to be issued to Enrizen Capital on completion of the Acquisition is 970,833 Shares.

- (ii) 970,833 Shares will be issued on completion of the Agreement which will not be later than 3 months after the date of this Meeting.
- (iii) The Shares will be issued at \$0.60 per Share.
- (iv) The Shares will be issued to Enrizen Capital or its nominee.
- (v) The Shares will be fully paid ordinary Shares in the Company and will rank equally with all existing Shares on issue.
- (vi) No funds will be raised as the issue will be made in lieu of a cash payment for services.
- (vii) The issue of 970,833 Shares will occur on or about 31 May 2017 but no later than 3 months after the date of the Meeting.
- (viii) A voting exclusion statement applies to this Resolution and is set out in the Notice of Meeting.

Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 3.

3 EFFECT OF THE ACQUISITION ON THE COMPANY

3.1 Changes to capital structure

	Minimum	Expected	Maximum
Shares currently on issue	29,547,326	29,547,326	29,547,326
Issue of Vendor Shares (excluding Earn-out Shares)	12,166,667	12,166,667	12,166,667
Issue of Shares under Capital Raising	34,166,667	34,166,667	34,166,667
Issue of Adviser Shares	970,833	970,833	970,833
Shares on issue after Completion of the Acquisition (estimated 31 May 2017)	76,851,493	76,851,493	76,851,493
	Minimum ¹	Expected ²	Maximum ³
Issue of Earn-out Shares in 2020	-	14,500,000	19,500,000
Issue of Adviser Shares in 2020	-	362,500	487,500
Shares on issue after Completion ⁴ of the Earn-Out (September 2020)	76,851,493	91,713,993	96,838,993

¹ Assumes nil earn-out.

² Assumes \$8.3 million earn-out and no Adjustment Event.

³ Assumes \$11.7 million earn-out and no Adjustment Event.

⁴ Assumes no other shares are issued in the period between Completion and issue of Earn-Out Shares

3.2 Extent of the increase in scale

A	B	C	D	E
Particulars	Before transaction \$'000	Increase due to transaction \$'000	After transaction \$'000	Percentage change due to transaction %
<i>Method of Calculation</i>	<i>From latest audited figures⁵</i>	<i>Actual increase due to transaction</i>	<i>B + C</i>	<i>C/B</i>
Total Consolidated Assets	11,209	12,500 ⁶	23,709	112%
Total Equity Interests				
■ At completion	8,321	28,382 ⁷	36,703	341%
■ assumes payment of \$8.7m earn-out in 2020	8,321	337,300 ⁸	45,621	448%
■ assumes payment of \$11m earn-out in 2020	8,321	440,375 ⁹	48,696	485%
Consolidated Annual Revenue	22,849	35,151	58,000	154%
Consolidated Annual Profit / (Loss) before tax	2,368	7,332	9,700	310%

⁵ LMW 30 June 16 audited accounts

⁶ Includes MVS's total assets

⁷ Includes maximum of \$20.5m raised under Placement and Rights Issue; \$7.3m in shares issued as vendor consideration at completion; \$582,500 in shares issued to advisor; excludes earn-out payable in 2020.

⁸ Includes maximum of \$20.5m raised under Placement and Rights Issue; \$7.3m in shares issued as vendor consideration at completion; \$800,000 in shares issued to advisor PLUS estimated earn-out payable in 2020 at \$8.7m.

⁹ Includes maximum of \$20.5m raised under Placement and Rights Issue; \$7.3m in shares issued as vendor consideration at completion; \$875,000 in shares issued to advisor PLUS maximum earn-out payable in 2020 at \$11.7m.

3.3 Pro Forma Balance Sheet

The pro forma balance sheet below shows the effect of the Acquisition on the Company (based on 31 December 2016 numbers). This pro forma assumes that the Company raises \$20.5m under the proposed Capital Raising. It excludes the impact of the earn-out payable in 2020.

\$'000	LMW	MVS	Working Capital, Debt & Fair Value Adjustments	Acquisition Entries	Combined
Current Assets					
Cash	848	2,536	(3,165)	3,100	3,319
Receivables	2,428	4,642	-	-	7,070
Financial Assets	-	-	-	-	-
Tax receivable	-	-	-	-	-
Other	1,119	381	-	-	1,500
	4,395	7,559	(3,165)	3,100	11,889
Non-Current Assets					
Deferred Tax	591	-	-	-	591
Term Deposits	214	16	-	-	230
Receivables	-	18	-	-	18
Property, Plant & Equipment	351	951	(200)	-	1,102
Intangible Assets	5,262	-	-	30,965	36,227
Investments	715	-	-	-	715
	7,133	985	(200)	30,965	38,883
Total Assets	11,528	8,544	(3,365)	34,065	50,772
Current Liabilities					
Trade & Other Payables	991	1,948	-	-	2,939
Tax Liabilities	239	619	-	-	858
Financial Liabilities	-	196	-	-	196
Employee Benefits	1,989	845	-	-	2,834
Provisions	-	60	200	-	260
	3,219	3,668	200	-	7,087
Non-Current Liabilities					
Deferred Tax	35	-	-	-	35
Financial Liabilities	-	-	-	-	-
Employee Benefits	138	226	-	-	364
Provisions	103	-	50	8,918	9,071
	276	226	50	8,918	9,470
Total Liabilities	3,495	3,894	250	8,918	16,557
Net Assets	8,033	4,650	(3,615)	25,147	34,215
Equity					
Share Capital	6,776	-	-	28,600	35,376
Retained Earnings	1,187	4,330	(3,615)	(3,133)	(1,231)
Reserves	70	320	-	(320)	70
	8,033	4,650	(3,615)	25,147	34,215

4 RISK FACTORS

4.1 Material Contract Risk

There is a risk that the government departments and agencies which are counterparts to the Government Contracts may terminate their arrangements under the respective contracts following completion of the Agreement. Each of the government departments and agencies which are counterparts to the Government Contracts may terminate the agreement for convenience. The Company intends to mitigate this risk by requiring two key MVS executives to enter in executive service agreements to continue the existing relationships with the Government sector clients.

4.2 Integration of MVS

The Company may not realise the expected benefits following the Acquisition including the targeted synergies of the Company's and MVS's similar business units and the increase of the revenue relating to the assigned government contracts.

4.3 Breach of Warranties

The Vendors have provided a number of warranties customary for a transaction of this nature. There is a risk that a loss or liability exists that arose prior to the date on which the warranties were given and which may be unknown, unidentified or undisclosed.

4.4 Reliance on key employees

The key employees of MVS have an intimate understanding of the MVS business. The loss of these key employees could have a significant impact on MVS and following the Acquisition. Despite requiring the key members of MVS to enter into executive service agreements, there can be no assurance that the Company will be able to retain these key employees who have established relationship with the relevant government departments and agencies to which MVS has significant contracts with.

4.5 Macroeconomic risks

The general state of the Australian and international economies and the property market as well as changes in taxation, monetary policy, interest rates, statutory requirements and currency exchange rates may affect the Company and the performance of MVS post-completion.

5 GLOSSARY

\$ or dollars means Australian dollars.

Adjustment Event means an adjustment to the issue price of the Earn-Out Shares to take into account any unfairness to the Vendors as result of certain corporate actions including:

- a) reclassification or subdivision of LMW Shares;
- b) capitalisation of profits or reserves; and
- c) rights issues and similar issues to subscribe for LMW Shares or options, warrants or other rights to subscribe for LMW Shares where the issue price of the LMW Shares is less than 95% of the 10-day VWAP,

Acquisition means the proposed acquisition of MVS pursuant to the Agreement.

Agreement means the agreement between LMW and each vendor of MVS to acquire 100% of the interests in MVS.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to it in the Listing Rules.

ASX means ASX Limited ACN 008 624 253 trading as the Australian Securities Exchange.

Capital Raising means the Placement and Pro Rata Offer.

Company means Landmark White Limited ACN 102 320 329.

Completion Shares means the Shares to be issued to the Vendors on completion of the Agreement.

Conditional Resolutions means Resolutions 1 and 2.

Constitution means the constitution of the Company (as amended).

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

Director means a director of the Company.

Earn-Out Consideration means the earn-out component of the purchase price for the Acquisition described in more details in Section 1.3(b).

Earn-Out Shares means the Earn-Out Consideration payable in Shares at \$0.60 each and adjusted in accordance with an Adjustment Event.

Explanatory Memorandum means this explanatory memorandum accompanying and forming part of the Notice of Meeting.

Government Contracts means the contracts between MVS and government departments and agencies.

Listing Rules means the Listing Rules of the ASX and any other rules of the ASX which are applicable to the Company.

Meeting means the meeting of Shareholders convened by the Notice of Meeting to be held at 10am on Thursday, 25 May 2017 at Level 15, 55 Clarence Street, Sydney and any adjournment of it.

MVS means MVS National

Notice of Meeting means this notice of meeting in relation to the Meeting and annexed to this Explanatory Memorandum.

Placement means the proposed private placement to raise \$10 million to fund the Acquisition.

Pro Rata Offer means a non-renounceable pro rata offer of 3 new Shares for every 5 Shares held on the record date.

Proxy Form means the proxy form accompanying and forming part of the Notice of Meeting.

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

Share means a fully paid ordinary Share issued in the Company.

Shareholder means a holder of a Share.

Vendor Shares means the Shares to be issued to the Vendor and comprise the Completion Shares and Earn-Out Shares.

Vendors means the vendors of MVS under the Agreement.



LandMark White Limited
ACN 102 320 329

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
LandMark White Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X999999999999

PROXY FORM

I/We being a member(s) of LandMark White Limited and entitled to attend and vote hereby appoint:

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 you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **10:00am on Thursday, 25 May 2017 at Level 15, 55 Clarence Street, Sydney** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and executed no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*
1 Approval to issue Vendor Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of issue of Shares to adviser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

* 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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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).

STEP 3

LMW PRX1701A



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

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 shares 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 shares 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 share 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 shares 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; and
- (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 shareholder 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 share registry or online at www.linkmarketservices.com.au.

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 **10am on Tuesday, 23 May 2017**, 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

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, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

LandMark White Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**