

Nomad Building Solutions Limited (ASX: NOD)

ASX ANNOUNCEMENT

26 October 2015

Notice of Annual General Meeting

Nomad Building Solutions Limited advises that its Annual General Meeting will be held on Wednesday 25 November 2015, commencing at 1:00pm (Brisbane time) at The Christie Corporate Centre, Endeavour Room 1, Level 1 / 320 Adelaide Street, Brisbane QLD 4000.

The Notice of Annual General Meeting and Explanatory Memorandum will be dispatched to shareholders of the Company today.

For further information contact:

Oliver Schweizer
Company Secretary
Nomad Building Solutions Limited
+61 07 3225 4900
www.nomadbuildingsolutions.com

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

ACN 117 371 418

ANNUAL GENERAL MEETING TO BE HELD AT

The Christie Corporate Centre
Endeavour Room 1
Level 1 / 320 Adelaide Street,
Brisbane QLD 4000

on **Wednesday, 25 November 2015**
commencing at 1.00pm (AEST)

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.



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IMPORTANT DATES

SNAPSHOT DATE FOR ELIGIBILITY TO VOTE

1.00pm AEST, Monday 23 November 2015

LAST DAY FOR RECEIPT OF PROXY FORMS

1.00pm AEST, Monday 23 November 2015

ANNUAL GENERAL MEETING

1.00pm AEST, Wednesday 25 November 2015

GLOSSARY OF TERMS

In the Notice and Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

ANNUAL GENERAL MEETING OR MEETING

The Annual General Meeting of Shareholders of the Company or any adjournment thereof, convened by the Notice.

ASX

ASX Limited ACN 008 624 691.

BOARD

Board of Directors of the Company.

BUSINESS DAY

Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

CHAIRMAN

The chairman of the Meeting.

COMPANY OR NOMAD

Nomad Building Solutions Limited ACN 117 371 418.

CONSTITUTION

The Company's constitution.

CORPORATIONS ACT

Corporations Act 2001 (Cth).

DIRECTOR

A Director of the Company.

EXPLANATORY STATEMENT

This explanatory statement which accompanies and forms part of the Notice of Annual General Meeting.

KEY MANAGEMENT PERSONNEL

Those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

LISTING RULES

The listing rules of ASX, as amended from time to time.

MANAGING DIRECTOR

The managing director of the Company.

NOTICE OR NOTICE OF ANNUAL GENERAL MEETING

The notice of Annual General Meeting which accompanies the Explanatory Statement.

PROXY FORM

The proxy form accompanying the Notice.

REMUNERATION REPORT

The remuneration report contained in the Directors' report for the year ended 30 June 2015.

RESOLUTION

A resolution set out in the Notice.

SHARE

A fully paid ordinary share in the Company.

SHAREHOLDER

A registered holder of a Share.

AEST

Australian Eastern Standard Time, being the time in Brisbane, Queensland.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Nomad Building Solutions Limited ACN 117 371 418 (Company) will be held at The Christie Corporate Centre, Endeavour Room 1, Level 1 / 320 Adelaide Street, Brisbane, Queensland, on Wednesday, 25 November 2015, commencing at 1.00pm AEST.

AGENDA

FINANCIAL STATEMENTS AND REPORT

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2015 together with the directors' report and the 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:

That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report contained in the Company's annual financial report for the year ended 2015 be adopted by the Company.

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel whose remuneration is detailed in the Remuneration Report and a closely related party (which includes spouse, child, dependent, other family members and any controlled company) of such a member, however, the Company need not disregard a vote on Resolution 1 if it is cast by the person as a proxy for a person who is entitled to vote, in accordance with a direction of how to vote on the Proxy Form, or the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR LACHLAN MCINTOSH

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

That for the purposes of rule 5.1 of the Constitution and for all other purposes, Mr Lachlan McIntosh, being a Director of the Company who retires by rotation, and being eligible offers himself for re-election, be re-elected as a Director of the Company.

VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 2 by Lachlan McIntosh and any of his associates. However, the Company need not disregard a vote on Resolution 2 if it is cast by the person as a proxy for a person who is entitled to vote, in accordance with a direction of how to vote on the Proxy Form, or the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form.

RESOLUTION 3: ELECTION OF DIRECTOR – MS HEATHER GARDNER

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

That Ms Heather Gardner, who having been appointed a director of the Company on 10 November 2014 in accordance with the Company's constitution, and having been recommended by the Directors for election, be elected as a Director of the Company.

VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 3 by Heather Gardner and any of her associates. However, the Company need not disregard a vote on Resolution 3 if it is cast by the person as a proxy for a person who is entitled to vote, in accordance with a direction of how to vote on the Proxy Form, or the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form.

RESOLUTION 4: ELECTION OF DIRECTOR – MR WAYNE BLOOMER

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

That Mr Wayne Bloomer, who having been appointed a director of the Company on 4 May 2015 in accordance with the Company's constitution, and having been recommended by the Directors for election, be elected as a Director of the Company.

VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 4 by Wayne Bloomer and any of his associates. However, the Company need not disregard a vote on Resolution 4 if it is cast by the person as a proxy for a person who is entitled to vote, in accordance with a direction of how to vote on the Proxy Form, or the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form.

RESOLUTION 5: RATIFICATION OF SECURITIES ISSUE

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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 2,750,000 shares in lieu of cash for legal fees relating to the acquisition of Bloomer Constructions (QLD) Pty Ltd on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.

VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 5 by any person who participated in the issue and an associate of that person (or those persons). However, the Company need not disregard a vote on Resolution 5 if it is cast by the person as a proxy for a person who is entitled to vote, in accordance with a direction of how to vote on the Proxy Form, or the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form.

RESOLUTION 6: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

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

That for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.

VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 6 by any person who may participate in the Issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote on Resolution 6 if it is cast by the person as a proxy for a person who is entitled to vote, in accordance with a direction of how to vote on the Proxy Form, or the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form.

RESOLUTION 7: CHANGE OF COMPANY NAME

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

That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to 'Onterran Limited'.

RESOLUTION 8: REMOVAL OF AUDITOR

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

That, BDO Audit (WA) Pty Ltd, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting.

RESOLUTION 9: APPOINTMENT OF AUDITOR

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

That, subject to the passing of Resolution 8, PKF Hacketts Audit being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the Company's auditor in accordance with the Corporations Act effective from the date of the Meeting and the Directors be authorised to agree the remuneration.

GENERAL BUSINESS

To transact any business that may be properly brought before the meeting.

For further information, please refer to the Explanatory Memorandum which forms part of this Notice of Meeting.

By order of the Board



Mr Oliver Schweizer
Company Secretary

23 October 2015

PROXY APPOINTMENT AND VOTING INSTRUCTIONS

PROXY FORM

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged no later than 1.00pm AEST on 23 November 2015. Proxy Forms must be lodged with Link Market Services Limited:

By hand: 1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney, NSW, 2000

By mail: Locked Bag A14, Sydney South, NSW, 1235, Australia

By fax: +61 2 9287 0309

Online: www.linkmarketservices.com.au

Any Proxy Form received after that time will not be valid for the scheduled Meeting.

APPOINTMENT OF A PROXY

Shareholders are advised that:

- > Each Shareholder that is entitled to attend and vote at the Meeting is entitled to appoint a proxy.
- > The proxy need not be a shareholder of the Company.
- > A 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.

Please write the name of the person you wish to appoint as your proxy in the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be your proxy.

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Link Market Services Limited on +61 1300 554 474 or you may photocopy the Proxy Form.

To appoint a second proxy you must state on each Proxy Form (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

CORPORATE SHAREHOLDERS

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- > two directors of the company;
- > a director and a company secretary of the company; or
- > for a proprietary company that has a sole director who is also the sole company secretary – that director.

CORPORATE REPRESENTATIVES

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Link Market Services Limited, before the Meeting or at the registration desk on the day of the Meeting.

VOTES ON RESOLUTIONS

You may direct your proxy how to vote by marking For, Against or Abstain for each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on will be invalid on that Resolution.

VOTING RESTRICTIONS THAT MAY AFFECT YOUR PROXY APPOINTMENT – REMUNERATION RESOLUTION

Members of the Key Management Personnel (except for the Chairman) and their closely related parties are not able to vote your proxy on Resolution 1 (Adoption of Remuneration Report) unless you have directed them how to vote. This exclusion does not apply if the person is the Chairman and their appointment as proxy expressly authorises them to vote on matters of Key Management Personnel remuneration. Please refer to section 2 of the Explanatory Statement for more information about the voting exclusions that apply to Resolution 1.

If you intend to appoint the Chairman, a Director or any other member of Key Management Personnel or any of their closely related parties as your proxy, you are encouraged to direct them how to vote on Resolution 1.

HOW THE CHAIRMAN WILL VOTE UNDIRECTED PROXIES

At the date of this Notice of Meeting, the Chairman intends to vote all undirected proxies FOR each of the Resolutions. In exceptional cases the Chairman's intentions may change subsequently and in this event, the Company will make an announcement to the market.

The Proxy Form expressly authorises the Chairman to exercise undirected proxies in his/her discretion in relation to all Resolutions including Resolution 1 (Adoption of Remuneration Report) even though this Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

VOTING ELIGIBILITY – SNAPSHOT DATE

The Directors have determined that the persons eligible to attend and vote at the Annual General Meeting are those persons who are registered Shareholders at 1.00pm AEST on 23 November 2015. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

DEFINED TERMS

Capitalised terms used in the Notice and the Explanatory Statement are defined in the Glossary.

QUESTIONS FROM SHAREHOLDERS

At the Meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Glyn O'Brien, a Partner of BDO Audit (WA) Pty Ltd, as the auditor responsible for preparing the auditor's report for the year ended 2015 (or his representative) will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- > 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 financial statements; and
- > the independence of the auditor in relation to the conduct of the audit.

In addition to asking questions at the Meeting, written questions to the Board about the management of the Company or the Remuneration Report, or to the Company's auditor about the content of the auditor's report or the conduct of the audit, may be submitted by no later than 1.00pm on Monday, 23 November 2015:

By hand: Level 1, 201 Leichhardt Street, Spring Hill, QLD 4000

By mail: PO Box 150, Spring Hill, QLD 4004

By email: solutions@nomadbuilding.com.au

Copies of written questions will be available at the Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information to Shareholders about the business to be conducted at the Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

ANNUAL FINANCIAL REPORT

The Directors' report, auditor's report and the financial statements of the Company for the year ended 30 June 2015 will be tabled at the Meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the reports and the management of the Company.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 30 June 2015 is set out in the Company's Annual Report which is available at www.nomadbuildingsolutions.com.au. The Remuneration Report sets out the remuneration arrangements for Directors and Key Management Personnel of the Company. The Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report.

Shareholders will be asked to vote for the adoption of the Remuneration Report at the Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's 2014 annual general meeting the votes cast against the remuneration report was less than 25% of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

The Company has taken the following actions in respect of directors fees:

- > Reduced the Chairman's fees from \$70,000 per annum to \$20,000 per annum on 1 October 2014.
- > Reduced the fees payable to a Director from \$50,000 per annum to \$20,000 per annum (including superannuation) on 1 October 2014.

The Company encourages all Shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

DIRECTORS' RECOMMENDATION

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 1.

VOTING EXCLUSIONS

The Company will disregard any votes cast on Resolution 1 by or on behalf of members of Key Management Personnel whose remuneration details are included in the Remuneration Report and any closely related parties of those persons.

Key Management Personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year ended 30 June 2015. Their closely related parties are defined by the Corporations Act and include certain of their family members, dependants and companies they control.

If you appoint a member of the Key Management Personnel (other than the Chairman) whose remuneration details are included in the Remuneration Report, or a closely related party of such a person as your proxy, then you must direct your proxy how to vote on this Resolution. Undirected proxies held by these persons will be disregarded.

If the Chairman is appointed as your proxy, and you do not direct your proxies, the Chairman will be able to vote your undirected proxies on Resolution 1. This is because the Proxy Form expressly authorises the Chairman to exercise undirected proxies on Resolution 1 even though it is connected directly or indirectly with the remuneration of Key Management Personnel. The Chairman intends to vote all undirected proxies for Resolution 1.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR LACHLAN MCINTOSH

In accordance with rule 5.1 of the Constitution, Mr Lachlan McIntosh retires by rotation at this Meeting and, being eligible, offers himself for re-election.

Mr McIntosh was first appointed to the Company's Board on 3 October 2014. Lachlan has a Bachelor of Commerce degree and is a Member of the Institute of Chartered Accountants in Australia. He specialises in corporate finance and mergers and acquisitions. He has had substantial experience in the real estate and retirement accommodation industries along with significant experience in the franchising industry and mining services industries. Lachlan is currently a director of ASX listed Eureka Group Holdings Limited and is a Senior Managing Director of New York Stock Exchange listed FTI Consulting Inc.

DIRECTORS' RECOMMENDATION

The Directors (other than Mr McIntosh) unanimously recommend that Shareholders vote **FOR** Resolution 2.

RESOLUTION 3: ELECTION OF DIRECTOR – MS HEATHER GARDNER

Ms Gardner was appointed as a director of the Company on 10 November 2014 in accordance with the Company Constitution. Having been recommended by the Board for election and being eligible, Ms Gardner offers herself for election as Director of the Company in accordance with Clause 8.2 of the Company's Constitution.

Heather holds a Masters in Business Administration from James Cook University Brisbane and is a member of the Australian Institute of Company Directors, Fellow of the International Institute of Directors and Managers and a Certified CEO. Heather has over 30 years' experience in commercial and residential construction and development throughout Australia.

Prior to joining Nomad, Heather was a Senior Executive and Director of various entities within the FK Gardner Group of companies. FK Gardner is one of Queensland's largest privately owned construction and infrastructure companies, where Heather was primarily focused on business development and strategy delivery.

DIRECTORS' RECOMMENDATION

The Directors (other than Ms Gardner) unanimously recommend that Shareholders vote **FOR** Resolution 3.

RESOLUTION 4: ELECTION OF DIRECTOR – MR WAYNE BLOOMER

Mr Bloomer was appointed as a director of the Company on 4 May 2015 in accordance with the Company Constitution. Having been recommended by the Board for election and being eligible, Mr Bloomer offers himself for election as Director of the Company in accordance with Clause 8.2 of the Company's Constitution.

Wayne Bloomer has over 35 years' experience in the Australian construction industry and joined the Board of Nomad following Nomads acquisition of Bloomer Constructions (QLD) Pty Ltd (BCQ). Wayne founded BCQ in 1983 operating across the domestic, commercial and mining sectors in Queensland, NSW, Victoria and Western Australia.

DIRECTORS' RECOMMENDATION

The Directors (other than Mr Bloomer) unanimously recommend that Shareholders vote **FOR** Resolution 4.

EXPLANATORY STATEMENT

CONTINUED

RESOLUTION 5: RATIFICATION OF SECURITIES ISSUE

On 29 June 2015, the Company issued 2,750,000 fully paid ordinary shares at the price of \$0.07 per share in lieu of cash for legal fees relating to the acquisition of Bloomer Constructions (QLD) Pty Ltd. The shares were allotted to Marble Towers Pty Ltd. The allottee is not a related party of the Company or an associate of a related party of the Company.

The shares were issued on the same terms as the existing Shares on issue, the terms of which are already in the public domain.

This issue of securities has not previously received approval from the Company in general meeting.

Listing Rule 7.1 provides that a company must not, without prior approval of Shareholders, issue securities if the securities will in themselves or when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without prior approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Under Resolution 5, the Company seeks from Shareholders ratification of the issue of these securities so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of securities in the next 12 months.

These securities were validly issued within the Company's then existing 15% capacity provided in Listing Rule 7.1. Shareholder ratification of the issue of these securities will allow the Company retain flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

DIRECTORS' RECOMMENDATION

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 5.

RESOLUTION 6: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

On Under ASX Listing Rule 7.1A, certain companies may seek Shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities (which must be in the same class as an existing quoted class of equity securities of the Company) which do not exceed 10% of the existing ordinary share capital without further Shareholder approval. The ability of the Company to make an issue under ASX Listing Rule 7.1A is in addition to its 15% placement capacity under ASX Listing Rule 7.1.

Approval under this Resolution 6 is sought for the Company to issue equity securities under ASX Listing Rule 7.1A.

If Resolution 6 is approved the Company may make an issue of equity securities under ASX Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- > the date which is 12 months after the date of the 2015 Annual General Meeting; or
- > the date on which Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Accordingly, the approval given if this Resolution 6 is passed will cease to be valid on the earlier of 25 November 2016 or the date on which holders of the Company's ordinary securities approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

At the date of this Explanatory Statement, the Company is an 'eligible entity', and therefore able to seek approval under ASX Listing Rule 7.1A, as it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million). If at the time of the Annual General Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

The maximum number of equity securities which may be issued in the capital of the Company under the approval sought by this Resolution will be determined in accordance with the following formula prescribed in ASX Listing Rule 7.1A.2:

(A x D) - E

where:

- A** is the number of shares on issue 12 months before the date of issue or agreement to issue:
- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the 12 months;
 - (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4 (this does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval);
 - (iv) less the number of fully paid shares cancelled in the 12 months.
- D** is 10%
- E** is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4.

The ability of the Company to make an issue under ASX Listing Rule 7.1A is in addition to its 15% placement capacity under ASX Listing Rule 7.1. The effect of Resolution 6 will be to allow the Company to issue equity securities under ASX Listing Rule 7.1A without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Explanatory Statement, the Company has on issue 454,727,417 ordinary shares and therefore has capacity to issue:

- (i) subject to Shareholder approval being sought under Resolution 5 above, 68,209,113 equity securities under ASX Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under this Resolution, 45,472,742 equity securities under ASX Listing Rule 7.1A.

The issue price of the equity securities issued under ASX Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the equity securities the subject of this Resolution will be issued is 75% of the volume weighted average market (closing) price (VWAP) of the Company's equity securities over the 15 days on which trades in that class were recorded immediately before either:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (i) the date on which the securities are issued.

If this Resolution is approved, and the Company issues equity securities under ASX Listing Rule 7.1A, the existing Shareholders' voting power in the Company will be diluted. There is a risk that:

- (i) the market price for the Company's equity securities may be significantly lower on the issue date than on the date of the approval of this Resolution; and
- (ii) the equity securities issued under ASX Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue.

EXPLANATORY STATEMENT

CONTINUED

The table set out below shows the dilution of existing Shareholders on the basis of:

- > The current market price of the Company's ordinary shares and the current number of ordinary securities as at the date of this Explanatory Statement.
- > Two examples where the number of ordinary shares on issue ("A") has increased, by 50% and 100%. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, pro-rata entitlements issues) or as a result of future specific placements under ASX Listing Rule 7.1 that are approved by Shareholders.
- > Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

VARIABLE "A" ASX LISTING RULE 7.1.A.2		DILUTION		
		\$0.035	\$0.069	\$0.138
		50% DECREASE IN ISSUE PRICE	ISSUE PRICE **	100% INCREASE IN ISSUE PRICE
"A" is the current number of shares on issue 454,727,417 shares	10% voting dilution	45,472,742 shares	45,472,742 shares	45,472,742 shares
	Funds raised	\$1,568,810	\$3,137,619	\$6,275,238
"A" is a 50% increase in current number of shares on issue 682,091,126 shares	10% voting dilution	68,209,113 shares	68,209,113 shares	68,209,113 shares
	Funds raised	\$2,353,214	\$4,706,429	\$9,412,858
"A" is a 100% increase in current number of shares on issue 909,454,834 shares	10% voting dilution	90,945,483 shares	90,945,483 shares	90,945,483 shares
	Funds raised	\$3,137,619	\$6,275,238	\$12,550,477

NOTES:

- (i) The table assumes that the Company issues the maximum number of equity securities available under ASX Listing Rule 7.1A.
- (ii) The table assumes that no options are exercised in ordinary shares before the date of the issue of equity securities under ASX Listing Rule 7.1A.
- (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under ASX Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (iv) The table shows the effect of an issue of equity securities under ASX Listing Rule 7.1A, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.
- (v) The issue of equity securities under the ASX Listing Rule 7.1A consists only of ordinary shares. If the issue of equity securities includes options, it is assumed that those options are exercised into ordinary shares for the purposes of calculating the voting dilution effect on existing Shareholders.
- * Any issue of equity securities is required to be made in accordance with the ASX Listing Rules. Any issue made other than under the Company's 15% capacity (ASX Listing Rule 7.1) or the Company's additional 10% capacity (ASX Listing Rule 7.1A) and not otherwise made under an exception in ASX Listing Rule 7.2 (for example, a pro-rata rights issue) would require Shareholder approval.
- ** Based on the closing price of the Company's shares on ASX on 30 September 2015.
- *** Based on the Company's Share structure as at 30 September 2015.

If this Resolution is approved the Company will have the ability to issue up to 10% of its issued capital without further Shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Explanatory Statement, the Company has not formed an intention to offer any equity securities under ASX Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under ASX Listing Rule 7.1A will depend on the issue price of the equity securities which will be determined at the time of issue. In some circumstances the Company may issue equity securities under ASX Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, suppliers or vendors). While the Company has not formed an intention to offer any equity securities under ASX Listing Rule 7.1A, some of the purposes for which the Company may issue equity securities under ASX Listing Rule 7.1A include (but are not limited to):

- (i) raising funds to further develop the Company's business;
- (ii) raising funds to be applied to the Company's working capital requirements;
- (iii) acquiring assets, and in these circumstances the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets. If the Company elects to issue the ordinary shares for the purpose of acquiring assets then the Company will release to the market a valuation of the assets prior to issuing the shares;
- (iv) paying suppliers or consultants of the Company; and
- (v) for non-cash consideration.

Details regarding the purposes for which any particular issue under ASX Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to ASX Listing Rule 7.1A.4 and ASX Listing Rule 3.10.5A at the time the issue is made. The identity of the allottees of equity securities under ASX Listing Rule 7.1A will be determined at the time the Company decides to make an issue having regard to a number of factors including:

- (i) the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;
- (ii) the potential effect on the control of the Company;
- (iii) the Company's financial situation and the likely future capital requirements; and
- (iv) advice from the Company's corporate or financial advisors.

Offers made under ASX Listing Rule 7.1A may be made to parties including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The allocation policy the Company may adopt for a particular issue of equity securities under ASX Listing Rule 7.1A and the terms on which those equity securities may be offered will depend upon the circumstances existing at the time of the proposed capital raising under ASX Listing Rule 7.1A. Subject to the requirements of the ASX Listing Rules and the Corporations Act, the Directors reserve the right to determine at the time of any issue of equity securities under ASX Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

PREVIOUS APPROVAL UNDER ASX LISTING RULE 7.1A

The Company has not previously obtained approval under ASX Listing Rule 7.1A.

DIRECTORS' RECOMMENDATION

This Resolution is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

A voting exclusion statement is set out in the Notice of Meeting.

The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote **FOR** Resolution 6.

EXPLANATORY STATEMENT

CONTINUED

RESOLUTION 7: CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 7 seeks the approval of Shareholders for the Company to change its name to "Onterran Limited". The Board proposes this change of name on the basis that it repositions the brand to reflect the new approach and solid foundations of the business.

The proposed name has been provisionally reserved by the Company (and ASX ticker: OTR) and if Resolution 7 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 7.

RESOLUTION 8: REMOVAL OF AUDITOR

The Company is seeking the approval of Shareholders to remove BDO Audit (WA) Pty (BDO) Ltd as auditor.

BDO have provided audit services to the Company since 2006 and there has not been any disagreement with BDO at either the Board or Management level of the Company in relation to the conduct of the audit or in relation to any accounting treatment or the application of accounting policies or otherwise. The Company has been very pleased with the audit services provided by BDO and the decision to seek shareholder approval to appoint a new auditor is based on commercial considerations only.

The Company has relocated its Corporate Head Office from Western Australia to Queensland and the Board consider it appropriate to appoint a Queensland based audit firm as Company auditor.

The Company does not believe that the audit quality will be diminished as a result of changing auditors.

For the purposes of Section 329(1A) of the Corporations Act 2001, the Company confirms that it received the notice of intention to remove the Company auditor under Section 329(1A) of the Corporations Act 2001, prior to circulating this Notice of Annual General Meeting and Explanatory Statement.

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 8.

RESOLUTION 9: APPOINTMENT OF AUDITOR

In the event Shareholders consent to the removal of BDO Audit (WA) Pty Ltd as auditor, a new auditor needs to be appointed. PKF Hacketts Audit (PKF) has consented to be appointed as auditor subject to the approval of Shareholders.

PKF are auditors to the Company's subsidiary, Bloomer Constructions (QLD) Pty Ltd, and the Company is very satisfied with the audit services provided. A nomination to appoint PKF has been received and is incorporated in these meeting materials below. The Directors are satisfied that PKF can provide the level of service and the confidence that shareholders and management of the Company require of the Auditor.

The Directors unanimously recommend that, subject to the passing of Resolution 8, Shareholders vote **FOR** Resolution 9.

NOMINATION OF AUDITOR

1 October 2015

Mr Oliver Schweizer

Company Secretary, Nomad Building Solutions Limited

Level 1, 4 Kyabra Street, Newstead QLD 4006

Dear Oliver

Nomination of Auditor – Nomad Building Solutions Limited

For the purposes of Section 328B(3) of the Corporation Act 2001, I, Lachlan McIntosh, being a Director and member of Nomad Building Solutions Limited ("Company"), hereby nominate PKF Hacketts Audit for appointment as auditor of the Company.

Yours faithfully



Lachlan McIntosh


Director

Nomad Building Solutions Limited


nomad
building solutions limited


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Nomad Building Solutions 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
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474

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 above by **1:00pm on Monday, 23 November 2015**, 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).

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, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

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:

- 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
- 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.

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

PROXY FORM

I/We being a member(s) of Nomad Building Solutions Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

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 Annual General Meeting of the Company to be held at **1:00pm on Wednesday, 25 November 2015 at The Christie Corporate Centre, Endeavour Room 1, Level 1, 320 Adelaide Street, Brisbane QLD 4000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

STEP 2

VOTING DIRECTIONS

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Lachlan McIntosh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Election of Director – Ms Heather Gardner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of Director – Mr Wayne Bloomer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Ratification of Securities Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF 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).

