



Welcome to the Buderim Group Limited General Meeting



Order of Business

- Welcome & Introductions
- Items of Business
- Discussion



Introductions

Board

- Steve Morrow
Chairman
- Shane Templeton
Non Executive Director
- Peter O'Keefe
Non Executive Director

Executives

- Roger Masters
Chief Executive Officer
- Andrew Bond
Company Secretary/CFO



Purpose of the meeting

To Vote on the necessary resolutions to approve:-

- A Placement of 6,504,463 Shares at 40cents per to AMD to raise \$2.6 million.
- The issue of 25,000,000 Convertible Notes to the Fund (Wattle Hill) and 12,500,000 Convertible Notes to AMD exercisable at 40 cents per note to raise approximately \$15 million and to approve the issue of shares on conversion of the convertible notes.
- Approval of AMD as the Underwriter for the Renounceable Rights Issue of 1 for 2 at 36 cents per share to raise \$9 million (before costs & expenses) and the issue of shortfall shares to AMD.



Timing

- Placement expected to happen this Thursday.
- Issue of Convertible Notes was to happen at same time as Placement, now expected to be issued no later than 31 January 2017.
- Renounceable Rights Issue planned for January/February as outlined in NOM.





ITEMS OF BUSINESS



Resolution 1 – Issue of Shares to AMD

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

“That, subject to the passing of Resolutions 2, 3 and 4, pursuant to and in accordance with ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue 6,504,463 Shares at an issue price of \$0.40 each to AMD (or its nominee) on the terms and conditions set out in the Explanatory Memorandum”.



Resolution 2 – Issue of Convertible Notes

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

“That, subject to the passing of Resolutions 1, 3 and 4, pursuant to and in accordance with ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 25,000,000 Convertible Notes at an issue price of \$0.40 (less the relevant Costs Adjustment amount) each to the Fund and 12,500,000 Convertible Notes at an issue price of \$0.40 each (less the relevant Costs Adjustment amount) to AMD on the terms and conditions set out in the Explanatory Memorandum.”



Resolution 3 – Issue of Shares on conversion of Convertible Notes

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

“That, subject to the passing of Resolutions 1, 2, and 4, for the purposes of section 611 item 7 of the Corporations Act and for all other purposes, approval is given for the Company:

- a) to allot and issue such number of Shares to the Fund as the Fund is entitled to be allotted and issued as a result of conversion of up to 37,500,000 Convertible Notes, regardless of whether or not those Convertible Notes were originally issued to the Fund or to AMD;*
- b) to allot and issue such number of Shares to AMD as AMD is entitled to be allotted and issued as a result of conversion of up to 37,500,000 Convertible Notes, regardless of whether or not those Convertible Notes were originally issued to AMD or to the Fund;*
- c) for the acquisition by AMD of a Relevant Interest in any Shares in which the Fund has a Relevant Interest as a result of the Fund converting the Convertible Notes referenced in paragraph (a) above; and*
- d) the acquisition by the Fund of a Relevant Interest in any Shares in which AMD has a Relevant Interest as a consequence of:*
 - i. the allotment and issue of Shares pursuant to the Placement;*
 - ii. the allotment and issue of Shares pursuant to the Underwritten Rights Issue or the performance of AMD’s obligations as underwriter of the Underwritten Rights Issue; and*
 - iii. AMD converting the Convertible Notes referenced in paragraph (b) above,**each on the terms and conditions set out in the Explanatory Memorandum”.*



Resolution 4 – Approval of the appointment of AMD as underwriter and issue of shortfall Shares

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

“That, subject to the passing of Resolutions 1, 2 and 3, for all purposes approval is given to appoint AMD as the underwriter to the Underwritten Rights Issue on the terms and conditions set out in the Explanatory Memorandum and for the acquisition by AMD of a Relevant Interest in any Shares allotted and issued to AMD (or its nominee) pursuant to performance of AMD’s obligations as underwriter of the Underwritten Rights Issue.”



Discussion / Questions





Thank You
Please join us for refreshments

