

# CAPE RANGE LTD



ABN 43 009 289 481

---

## NOTICE OF GENERAL MEETING

---

**TIME:** 10:00 am EST  
**DATE:** 17 October 2014  
**PLACE:** 116 Alastair Street  
Lota, Queensland 4179

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company's Chairman on (+61) 411 544 449.*

---

## **CONTENTS PAGE**

---

Business of the Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	6
Glossary	14
Schedule One – Option Terms	16
Proxy Form	17

---

## **IMPORTANT INFORMATION**

---

### **TIME AND PLACE OF MEETING**

---

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00 am EST on 17 October 2014 at:

116 Alastair Street  
Lota, Queensland 4179

### **YOUR VOTE IS IMPORTANT**

---

The business of the Meeting affects your shareholding and your vote is important.

### **VOTING ELIGIBILITY**

---

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00 pm EST on 17 October 2014.

### **VOTING IN PERSON**

---

To vote in person, attend the Meeting at the time, date and place set out above.

### **VOTING BY PROXY**

---

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies

---

should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

---

## BUSINESS OF THE MEETING

---

### AGENDA

---

#### 1. RESOLUTION 1 – ISSUE OF SHARES TO WAYNE JOHNSON

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

*“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,500,000 Shares to Wayne Johnson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Wayne Johnson (and his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting 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.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

---

#### 2. RESOLUTION 2 – ISSUE OF SHARES TO MICHAEL HIGGINSON

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

*“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,400,000 Shares to Michael Higginson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Michael Higginson (and his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting 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.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

---

**3. RESOLUTION 3 – ISSUE OF SHARES TO JOHN GEORGIPOULOS**

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

*"That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 400,000 Shares to John Georgiopoulos (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by John Georgiopoulos (and his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting 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.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

---

**4. RESOLUTION 4 – ISSUE OF SHARES TO JOSEPH CORNELIUS**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 2,000,000 Shares to Joseph Cornelius (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Joseph Cornelius (and his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting 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.

---

**5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – OPTIONS IN CONSIDERATION FOR SERVICES PROVIDED**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,000,000 Options on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting 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.

---

**DATED: 16 SEPTEMBER 2014**

**BY ORDER OF THE BOARD**

**MICHAEL HIGGINSON  
DIRECTOR/COMPANY SECRETARY**

---

## EXPLANATORY STATEMENT

---

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

---

### 1. BACKGROUND

#### 1.1 Prior Circumstances

Cape Range completed a capital raising on 23 December 2013 (**Placement**). It was agreed at that time that the majority of the, then outstanding, fees and expenses owing to the Directors, and any loan monies owing by the Company, would be converted to Shares at the same price as the Shares issued under the Placement, subject to the requirements of the Corporations Act and the ASX Listing Rules.

#### 1.2 ExpressRx Limited

(a) On 3 July 2014, the Company entered into a conditional Heads of Agreement for the merger of the Company with ExpressRx Limited (**Express**) (**Agreement**).

(b) ExpressRx Limited was established in 2006 and is an Australian company whose technology comprises existing, installed technology in Australia, currently generating positive cash flow, and developed technology that can be licensed as regulatory changes are progressively introduced in North America, Australia and Asian markets.

#### 1.3 ExpressRX Condition Precedent

In accordance with the terms of the Agreement, the Company intends to acquire 100% of the issued share capital of Express, and this will be put to Shareholders for approval at a later date. Completion of the acquisition of Express is subject to (amongst other things) the satisfaction or waiver by the parties of the following condition precedent (**Condition Precedent**):

*“CAG discharging its debts in the normal course of business to existing creditors including, without limitation, paying any unpaid salaries, expenses and other entitlements of CAG's Directors (and past director, Joseph Cornelius) or their related parties (which the Company has stated to be \$495,000 excluding GST as at 31 December 2013, less \$20,000 paid subsequent to year end) by:*

- (i) issuing Shares to each of those parties in the proportions as set out in the 2013 annual report to the value of \$315,000 (exclusive of GST) at a deemed issue price of \$0.05 per Share (representing 6,300,000 Shares) to be issued prior to the finalisation of the prospectus documents; and*
- (ii) obtaining the agreement of each of those parties that the remaining \$160,000 (exclusive of GST) of the outstanding amount will be paid on the date that the Company's Shares are readmitted to trading on ASX,*

*and the entry by the Company into a separate deed with each of its Directors and Mr Cornelius to document this arrangement”.*

## 1.4 Details of Fees Payable to Directors and Deeds of Acknowledgement

### **Wayne Johnson**

Mr Johnson was appointed to the Board on 9 September 2009. For the period commencing 1 November 2011 and ending 31 December 2013, Mr Johnson has not been paid in full for his services. During this period, the Company accrued fees and advances to the Company by Mr Johnson totalling \$153,000 (excluding GST) owing to Mr Johnson.

On 12 September 2014, the Company entered into a Deed of Acknowledgment with Mr Johnson whereby Mr Johnson agreed that the amount of \$153,000 be satisfied as follows:

- (a) \$125,000 by way of an issue of 2,500,000 Shares at an issue price of \$0.05 per Share. Such Shares to be issued immediately following the receipt of Shareholder approval; and
- (b) \$28,000 (excluding GST) to be paid in cash on the date CAG's securities are re-admitted to the Official List.

### **Michael Higginson**

Mr Johnson was appointed as Company Secretary on 11 March 2010 and to the Board on 16 June 2011. For the period commencing 1 January 2012 and ending 31 December 2013, Mr Higginson has not been paid in full for his services. During this period, the Company accrued fees and advances to the Company by Mr Higginson totalling \$120,000 (excluding GST) owing to Mr Higginson.

On 12 September 2014, the Company entered into a Deed of Acknowledgment with Mr Higginson whereby Mr Higginson agreed that the amount of \$120,000 be satisfied as follows:

- (c) \$70,000 by way of an issue of 1,400,000 Shares at an issue price of \$0.05 per Share. Such Shares to be issued immediately following the receipt of Shareholder approval; and
- (d) \$50,000 (excluding GST) to be paid in cash on the date CAG's securities are re-admitted to the Official List.

### **John Georgiopoulos**

Mr Georgiopoulos was to the Board on 8 March 2013. For the period commencing 8 March 2013 and ending 31 December 2013, Mr Georgiopoulos has not been paid in full for his services. During this period, the Company accrued fees totalling \$22,000 for Mr Georgiopoulos.

On 12 September 2014, the Company entered into a Deed of Acknowledgment with Mr Georgiopoulos whereby Mr Georgiopoulos agreed that the amount of \$22,000 (excluding GST) be satisfied as follows:

- (e) \$20,000 by way of an issue of 400,000 Shares at an issue price of \$0.05 per Share. Such Shares to be issued immediately following the receipt of Shareholder approval; and
- (f) \$2,000 (excluding GST) to be paid in cash on the date CAG's securities are re-admitted to the Official List.



The purpose of convening this Shareholder Meeting is to allow the Company to discharge its debts and thus extinguish the corresponding financial liabilities from its balance sheet and to put it in a position where it could continue to consider and pursue the acquisition of Express.

---

## 2. RESOLUTIONS 1 TO 3 – ISSUES OF SHARES TO RELATED PARTIES

### 2.1 General

Resolutions 1 to 3 (inclusive) seek Shareholder approval for the issue of the Related Party Shares to Messrs Wayne Johnson, Michael Higginson and John Georgiopoulos (or their respective nominees).

In accordance with the Condition Precedent, the Company must discharge all debts to existing creditors, including outstanding payments to Messrs Wayne Johnson, Michael Higginson, John Georgiopoulos and Joseph Cornelius (or their respective nominees) in respect of unpaid salaries, expenses and other entitlements totalling \$495,000 (excluding GST), less \$20,000 paid to Mr Cornelius. The effect of Resolutions 1 to 3 will be to allow the Company to issue the Shares to Messrs Johnson, Higginson and Georgiopoulos (or their respective nominees) during the period of 1 month after the Meeting in accordance with the Condition Precedent.

In order to conserve a greater proportion of the Company's cash in extinguishing the specified debts on the Company's balance sheet, the Company and Directors have agreed, subject to obtaining Shareholder approval, to make certain of the payments set out in Section 1.4 in Shares and the remainder in cash.

In this regard, the Company has agreed, subject to obtaining Shareholder approval, to issue and allot a total of 4,300,000 Shares (**Related Party Shares**) to the Related Parties on the terms and conditions set out below. In the event that Shareholder approval is not obtained, the Related Parties will retain their right to the payments to which they would otherwise be entitled and the Condition Precedent will not be capable of satisfaction as currently drafted and, as such, the Company will have to try to renegotiate the terms of the Agreement with Express.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Related Party Shares constitutes giving a financial benefit and Messrs Wayne Johnson, Michael Higginson and John Georgiopoulos are related parties of the Company by virtue of being Directors.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's

opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

It is proposed that each Related Party will be allotted and issued the following number of Shares in satisfaction of the amount owed to each of them in the following proportions:

Related Party	Total amount owing	Amount to be paid in cash	Amount to be paid in Shares	Number of Shares @ \$0.05 per Share
Wayne Johnson	\$153,000	\$28,000	\$125,000	2,500,000
Michael Higginson	\$120,000	\$50,000	\$70,000	1,400,000
John Georgiopoulos	\$22,000	\$2,000	\$20,000	400,000
<b>TOTAL</b>	<b>\$295,000</b>	<b>\$80,000</b>	<b>\$215,000</b>	<b>4,300,000</b>

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of Related Party Shares to the Related Parties.

## 2.2 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Related Party Shares:

- (a) the related parties are Messrs Wayne Johnson, Michael Higginson and John Georgiopoulos and they are related parties by virtue of being Directors;
- (b) the number of Related Party Shares (being the nature of the financial benefit being provided) to be issued to the Related Parties is:

Related Party	Related Party Shares to be issued
Wayne Johnson	2,500,000
Michael Higginson	1,400,000
John Georgiopoulos	400,000
<b>TOTAL</b>	<b>4,300,000</b>

- (c) the Related Party Shares will be fully paid ordinary shares in the capital of the Company at a deemed issue price of \$0.05 per Share;
- (d) the deemed issue price of \$0.05 per Share is based on the issue price paid for the Shares pursuant to the Placement. As the Company has been suspended from trading since 12 November 2010, there is no evident market value that can be ascribed to the Shares for valuation purposes.
- (e) the Related Party Shares will be granted to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Shares will be issued on one date;

- (f) the Related Party Shares will be granted for nil cash consideration, rather they will be issued in partial extinguishment of a debt, and accordingly no funds will be raised;
- (g) the relevant interests of the Related Parties in securities of the Company are set out below:

Related Party	Shares	Options
Wayne Johnson	333,200	None
Michael Higginson	90,000	None
John Georgiopoulos	626,452	None

- (h) the remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Wayne Johnson	24,000	73,664 <sup>1</sup>
Michael Higginson	24,000	80,885 <sup>2</sup>
John Georgiopoulos	24,000	28,000 <sup>3</sup>

<sup>1</sup>\$6,000 Paid, \$67,664 accrued as at date of 2013 annual report

<sup>2</sup>\$13,055 Paid, \$67,800 accrued as at date of 2013 annual report

<sup>3</sup>\$6,000 Paid, \$22,000 accrued as at date of 2013 annual report

- (i) if Resolutions 1 to 3 are passed, a total of 4,300,000 Shares would be issued. This will increase the number of Shares on issue from 44,996,812 to 49,296,812 (assuming that no Options are exercised and no shares other than those contemplated by the Resolutions of this Notice are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 8.72%, comprising 5.07% by Wayne Johnson, 2.84% by Michael Higgins and 0.81% by John Georgiopoulos.
- (j) Wayne Johnson declines to make a recommendation to Shareholders in relation to Resolution 1 due to his material personal interest in the outcome of the Resolution on the basis that Wayne Johnson (or his nominee) is to be granted Shares in the Company should Resolution 1 be passed. However, in respect of Resolutions 2 and 3, Wayne Johnson recommends that Shareholders vote in favour of those Resolutions for the following reasons:
- (i) in order to extinguish the specified financial liabilities from the Company's balance sheet;
  - (ii) in order to conserve a greater proportion of the Company's cash in doing so; and
  - (iii) in order to facilitate the pursuit of the acquisition of Express.
- (k) Michael Higginson declines to make a recommendation to Shareholders in relation to Resolution 2 due to his material personal interest in the outcome of the Resolution on the basis that (Michael Higginson (or his nominee) is to be granted Shares in the Company should Resolution 2

be passed. However, in respect of Resolutions 1 and 3, Michael Higginson recommends that Shareholders vote in favour of those Resolutions for the reasons set out at 2.2(j)(i) to 2.2(j)(iii).

- (l) John Georgiopoulos declines to make a recommendation to Shareholders in relation to Resolution 3 due to his material personal interest in the outcome of the Resolution on the basis that John Georgiopoulos (or his nominee) is to be granted Shares in the Company should Resolution 3 be passed. However, in respect of Resolutions 1 and 2, John Georgiopoulos recommends that Shareholders vote in favour of those Resolutions for the reasons set out at 2.2(j)(i) to 2.2(j)(iii).
- (m) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 1 to 3.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Shares to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Shares to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

---

### **3. RESOLUTION 4 – ISSUES OF SHARES TO JOE CORNELIUS**

#### **3.1 Background**

On or about 9 September 2009, Mr Cornelius entered into a Contractor Agreement with the Company whereby Mr Cornelius provided services in the capacity as Managing Director of the Company (**Contractor Agreement**).

As at 20 March 2013, being the date of Mr Cornelius' resignation as Managing Director, an amount of \$315,000 (exclusive of GST) was owing to Mr Cornelius (or nominee) pursuant to the Contractor Agreement. As mentioned above, in accordance with the Condition Precedent, the Company must discharge all debts to existing creditors, including outstanding payments to Messrs Wayne Johnson, Michael Higginson, John Georgiopoulos and Joseph Cornelius (or their respective nominees) in respect of unpaid salaries, expenses and other entitlements totalling \$495,000 (excluding GST), less \$20,000 paid to Mr Cornelius.

On 1 July 2014, the Company entered into a Deed of Acknowledgment (**Deed**) with Mr Cornelius whereby Mr Cornelius agreed that the total amount owing be reduced from \$315,000 to \$200,000 (exclusive of GST) and that this amount be satisfied as follows:

- \$100,000 by way of an issue of 2,000,000 Shares at an issue price of \$0.05 per Share ;
- \$20,000 paid in cash on 1 July 2014 (the Company has paid this amount to Mr Cornelius); and
- \$80,000 to be paid in cash on the date CAG's securities are re-admitted to the Official List.

#### **3.2 ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month

period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

### **3.3 Shareholder Approval (ASX Listing Rule 7.1)**

Resolution 4 seeks Shareholder approval for the issue of 2,000,000 Shares at an issue price of \$0.05 per Share to Mr Joe Cornelius (or nominee) in accordance with the Deed.

The effect of Resolution 4 will be to allow the Company to issue the 2,000,000 Shares to Mr Cornelius (or nominee) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### **3.4 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided:

- (a) the maximum number of Shares to be issued is 2,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) the issue price will be \$0.05 per Share;
- (d) the Shares will be issued to Mr Joe Cornelius (or nominee) in accordance with the Deed;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Shares will be issued in consideration for the partial extinguishment of a debt owed by the Company to Mr Cornelius in accordance with the Deed; and
- (g) no funds will be raised from the issue of the 2,000,000 Shares which will be issued for nil cash consideration.

---

## **4. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – OPTIONS IN CONSIDERATION FOR SERVICES PROVIDED**

### **4.1 General**

On 25 February 2014, the Company issued 3,000,000 Options in consideration for corporate advisory and fund raising services provided in respect of the Placement. The Options were granted to the following parties in the following proportions:

- (a) 1,000,000 Options to:  
DJ Carmichael Pty Limited  
PO BOX Z5186  
Perth WA 6831
- (b) 1,000,000 Options to:  
Willowdale Holdings Pty Ltd

37 Holmfirth Street  
Menora WA 6050

- (c) 1,000,000 Options to:  
Mr Matthew James Blake  
Unit 2A Forrestal  
46 Mount Street  
WEST PERTH WA 6005.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Options (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in section 3.2 above.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

#### **4.2 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 3,000,000 Options were issued;
- (b) the Options were issued for nil cash consideration in satisfaction of corporate advisory and fund raising services provided by each of DJ Carmichael Pty Ltd, Willowdale Holdings Pty Ltd and Mr Matthew James Blake;
- (c) the Options were issued on the terms and conditions set out in Schedule One;
- (d) the Options were issued to each of DJ Carmichael Pty Ltd, Willowdale Holdings Pty Ltd and Mr Matthew James Blake, none of whom are related parties of the Company; and
- (e) no funds were raised from this issue as the Options were issued in consideration for corporate advisory and fund raising services provided by each of DJ Carmichael Pty Ltd, Willowdale Holdings Pty Ltd and Mr Matthew James Blake .

---

## GLOSSARY

---

**\$** means Australian dollars.

**Agreement** has the meaning given to that term in Section 1.2.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Chair** means the chair of the Meeting.

**Closely Related Party** means Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** or **CAG** means Cape Range Ltd (ACN 009 289 481).

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

**Directors** means the current directors of the Company.

**EBITDA** means the audited consolidated earnings before interest, taxation, depreciation and amortisation of CAG, provided that, the EBITDA shall not include any payments to directors or for liabilities which relate to outstanding financial obligations due by CAG for the period prior to completion of the acquisition of Express.

**EST** means Eastern Standard Time as observed in Queensland, Australia.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Express** means ExpressRx Ltd (ACN 119 122 477).

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Official List** means the official list of ASX.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Parties** means Messrs Michael Higginson, Wayne Johnson and John Georgiopoulos (as relevant).

**Related Party Shares** means the Shares proposed to be issued pursuant to Resolutions 1 to 3.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.



---

## SCHEDULE ONE – TERMS AND CONDITIONS OF OPTIONS

---

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

1. The exercise price of each Option is \$0.20 (**Exercise Price**).
2. The Options expire at 5.00pm Western Standard Time on 30 November 2016 (**Expiry Date**).
3. The Options can be exercised at any time and each Option shall entitle the holder to subscribe for and be allotted one ordinary fully paid share in the capital of the Company upon exercise of the Option and payment to the Company of the Exercise Price.
4. Shares issued as a result of the exercise of any of the Options will rank equally in all respects with all Shares in the Company.
5. The Option holder is not entitled to participate in new issues of securities offered to shareholders unless the Option is exercised before the relevant record date for that new issue.
6. Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued Shares of the Company in all respects. If the Company is listed on Australian Securities Exchange Limited (**ASX**) it will, pursuant to the exercise of an Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act 2001 and the ASX Listing Rules.
7. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

---

# PROXY FORM

---

**APPOINTMENT OF PROXY  
CAPE RANGE LTD  
ACN 009 289 481**

## GENERAL MEETING

I/We

of

being a Shareholder entitled to attend and vote at the Meeting, hereby

appoint

Name of proxy

OR

the Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:00 am EST, on 17 October 2014 at 116 Alastair Street, Lota, Queensland, Australia, and at any adjournment thereof.

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Items 1-3 (except where I/we have indicated a different voting intention below) even though Resolutions 1-3 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

### Voting on business of the Meeting

Resolution 1 – Issue of Shares to Wayne Johnson  
Resolution 2 – Issue of Shares to Michael Higginson  
Resolution 3 – Issue of Shares to John Georgiopoulos  
Resolution 4 – Issue of Shares to Joseph Cornelius  
Resolution 5 – Ratification of Prior Issue  
– Options in Consideration for Services Provided

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_%

**Signature of Shareholder(s):**

**Date:** \_\_\_\_\_

**Individual or Shareholder 1**

**Shareholder 2**

**Shareholder 3**

**Sole Director/Company Secretary**

**Director**

**Director/Company Secretary**

**Contact Name:** \_\_\_\_\_ **Contact Ph (daytime):** \_\_\_\_\_

---

## Instructions for Completing 'Appointment of Proxy' Form

---

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Cape Range Ltd, 116 Alastair Street, Lota, Queensland 4179; or
  - (b) facsimile to the Company on facsimile number +61 7 3901 0751,so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**