

# **Notice of General Meeting and Explanatory Statement**

**YONDER AND BEYOND GROUP LIMITED**  
**ABN 76 149 278 759**

To be held at:

**Level 7**  
**90 Collins Street**  
**Melbourne**

**at**

**11.00am (EDST)**

**on**

**Monday, 5 March 2018**

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor

# YONDER AND BEYOND GROUP LIMITED

## NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Members of Yonder and Beyond Group Limited (the **Company**) will be held at Level 7, 90 Collins Street, Melbourne at 11.00am (EDST) on Monday, 5 March 2018.

Further details in respect of the Resolutions proposed in this Notice of General Meeting (**Notice**) are set out in the Explanatory Statement accompanying this Notice. The details of the resolutions contained in the Explanatory Statement should be read together with, and forms part of, this Notice.

### BUSINESS

#### **Resolution 1: Approval for Acquisition of High Line Alternative Investment**

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

***“That, for the purpose of ASX Listing Rule 11.1.2 and for all other purposes, shareholders approve the Company’s acquisition of High Line Alternative Investments Pty Ltd on and subject to the terms set out in the Explanatory Statement which accompanies and forms part of this Notice.”***

#### **VOTING EXCLUSION – RESOLUTION 1**

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- 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; or
- an associate of that person.

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
- 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 and who does not specify the way the proxy is to vote.

#### **Resolution 2: Approval for Appointment of Campbell McComb as Director**

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

***“That subject to Resolution 1 and 3 being approved, for the purpose of clause 11.10 of the Company’s Constitution, Mr Campbell McComb, being eligible and having consented to act as a Director, be appointed as a Director of the Company on and subject to the terms set out in the Explanatory Statement which accompanies and forms part of this Notice.”***

#### **Resolution 3: Approval for Issue of Consideration Securities to High Line Vendor**

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

***“That subject to Resolution 1 and 2 being approved, for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the issue of up to 30,000,000 fully paid ordinary shares in the Company to Camac Investments Pty Ltd, the vendor of High Line Alternative Investments Pty Ltd, as described in the Explanatory Statement which accompanies and forms part of this Notice.”***

### **VOTING EXCLUSION – RESOLUTION 3**

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person.

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
- 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.

### **Resolution 4: Ratification of Prior Issue of Securities – Placement Shares**

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

***“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, shareholders approve the prior issue of 30,000,000 fully paid ordinary shares in the Company made at an issue price of \$0.035 per share to investors in the placement completed by the Company on 15 November 2017 as described in the Explanatory Statement which accompanies and forms part of this Notice.”***

### **VOTING EXCLUSION – RESOLUTION 4**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a person who participated in the issue; or
- an associate of that person.

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
- 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.

### **Resolution 5: Proposed Change of Company Name**

To consider and, if thought fit, pass the following resolution as a **special** resolution:

***“That, for the purposes of section 157(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the name of the Company to be changed to Auctus Alternative Investments Limited”***

DATED this 2nd day of February 2018 at Melbourne.

By order of the Board

**Christopher Shearer**

**Company Secretary**

# IMPORTANT INFORMATION

## TIME AND PLACE OF MEETING

Notice is given that the General Meeting of the Shareholders to which this relates will be held at 11:00am (EDST) on Monday, 5 March 2018 at Level 7, 90 Collins Street, Melbourne.

## YOUR VOTE IS IMPORTANT

The business of the General 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 General Meeting are those who are registered Shareholders at 7:00pm (EDST) on Saturday, 3 March 2018.

## VOTING IN PERSON

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

## VOTING ONLINE

To vote online, log onto [www.investorcentre.com.au](http://www.investorcentre.com.au) or scanning the QR code, found on the enclosed proxy form with your mobile device.

## 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 Yonder and Beyond Group Limited; 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.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy at the meeting.

## DEFINED TERMS

Capitalised terms in this Notice and Explanatory Statement are defined where the relevant term is first used.

## ASIC AND ASX

A final copy of this Notice and Explanatory Statement has been lodged with ASX. Neither ASX nor any of its respective officers takes any responsibility for the contents of this document.

## SPECIAL RESOLUTION

Resolution 5 is a special resolution. To be passed, a special resolution requires the support of at least 75% of the votes cast on the resolution.

# EXPLANATORY STATEMENT

## A: BACKGROUND

On 7 November 2017, the Company signed a Binding Terms Sheet (**Terms Sheet**) to acquire 100% of the issued capital of High Line Alternative Investments Pty Ltd [ACN 610 804 263] (**High Line**). The Terms Sheet was subject to a number of conditions precedent including the Company entering into a formal share sale agreement with Camac Investments Pty Ltd [ACN 167 063 425] (**Camac**) (the sole shareholder of High Line) and satisfactory completion of due diligence. Mr Campbell McComb is the sole shareholder of Camac. Subject to completion of the acquisition of High Line by the Company, Mr McComb is proposed to be engaged as Managing Director of the Company.

For the avoidance of doubt, the Company's proposed acquisition of High Line is subject to and conditional upon receipt of shareholder approval under ASX Listing Rule 11.1.2 which is sought pursuant to Resolution 1. In the event shareholder approval is not received, the proposed transaction by the Company of High Line will not proceed.

Subsequent to execution of the Terms Sheet, on 21 December 2017, the Company announced that both parties had satisfactorily completed their due diligence enquiries and that the Company and Camac entered into a Share Sale Agreement (**Share Sale Agreement**). The Company also announced a variation to the terms of the Share Sale Agreement on 28 December 2017. Prior to the execution of the Share Sale Agreement the Company also completed a capital raising of \$1.05m by way of a placement of 30,000,000 fully paid ordinary shares at an issue price of \$0.035 to professional and sophisticated investors (**Placement**). The Placement, which was led by Taylor Collison, formed a condition to the Terms Sheet. Resolution 4 seeks approval for ratification of the Placement.

The Share Sale Agreement remains conditional on:

- **(Company Approvals):** The Company obtaining all necessary regulatory and shareholder approvals, waivers or consents (including as may be required by the Corporations Act 2001 (Cth), ASIC, ASX or the ASX Listing Rules) required for implementation of the transaction contemplated by the Share Sale Agreement.
- **(Employment Agreement):** The Company and Campbell McComb reaching agreement on the terms of an employment agreement for his engagement as Managing Director of the Company with effect from completion of the acquisition of High Line. Resolution 2 seeks approval for the appointment of Campbell McComb as a Director of the Company with effect from completion of the acquisition of High Line. The in-principle agreed key commercial terms of Campbell McComb's engagement as Managing Director include:
  - Full-time (5 days per week) ongoing engagement as Managing Director;
  - Salary of \$330,000 per annum plus minimum statutory superannuation, such salary paid as if contract had commenced on 1 January 2018;
  - Potential to receive short term incentives and long term incentives upon satisfying milestones as agreed with the Board in writing. Provision of any short-term incentive(s) and/or long term incentive(s) is at the complete and unfettered discretion of the Board;
  - Termination immediately by the Company upon the occurrence of specific events including upon Campbell McComb committing an act of fraud or gross misconduct, becoming prohibited by law from acting as a director, being convicted of a criminal offence involving fraud or dishonesty or becoming bankrupt or making an arrangement with his creditors;
  - Either party being able to terminate the agreement upon six months' notice to the other or payment in lieu of notice; and

- Other provisions typical for arrangements of this kind including confidentiality obligations, restraints of trade in the case of any termination and Campbell McComb's agreement to resign as a Director in the event of termination of his engagement as Managing Director.
- **(Material Adverse Event):** There being no material adverse event occurring prior to the completion of the acquisition of High Line by the Company which, in the reasonable opinion of the Company, adversely effects the rights and interests proposed to be acquired under the Share Sale Agreement.

Except where an alternate date is specified above, each of the above conditions (with the exception of the Material Adverse Event condition) are required to be satisfied by 31 March 2018 (**Sunset Date**). The Share Sale Agreement provides that the Company and Camac shall each use their reasonable endeavours to achieve the satisfaction of the above conditions prior to the Sunset Date and will act reasonably in agreeing to an extension of the Sunset Date in the event of a delay arising as a consequence of an event or circumstance outside, or not wholly within, the control of the parties.

The consideration payment to Camac for the acquisition of High Line is to be satisfied through the issue of up to 30 million ordinary fully paid YNB shares (**Consideration Shares**). The Consideration Shares have been, or are to be, issued by the Company as follows:

- 7,500,000 ordinary fully paid shares in the issued capital of the Company to be issued upon completion of the proposed acquisition (**Completion Shares**).
- 7,500,000 ordinary fully paid shares to be issued if funds held in managed investment trusts or similar entities which are managed by the YNB group or held funds in respect of which the YNB Group acts as investment advisor (**Funds Under Management or Advice**) exceeds \$10 million on or before 31 December 2018 (**Milestone 1 Shares**).
- 7,500,000 ordinary fully paid shares to be issued if Funds Under Management or Advice exceed \$17.5 million on or before 30 June 2019 (**Milestone 2 Shares**).
- 7,500,000 ordinary fully paid shares to be issued if Funds Under Management or Advice exceed \$25 million on or before 31 December 2019 (**Milestone 3 Shares**).

Under the Share Sale Agreement, Camac has agreed to the voluntary escrow of each of the tranches of shares referred to above for a period of 12 months from their respective issue dates.

Resolution 2 seeks approval for the issue of the Completion Shares, Milestone 1 Shares, Milestone 2 Shares and Milestone 3 Shares. The Company has applied for and obtained a waiver of ASX Listing Rule 7.3.2 to permit the issue of the Milestone 1 Shares, Milestone 2 Shares and Milestone 3 shares more than 3 months after the meeting by no later than 10 business days after the end dates for satisfaction of the relevant conditions.

The other material terms of the Share Sale Agreement are as follows:

- Camac has agreed that, in the event of any reconstruction of the capital of the Company prior to issue of any Milestone 1 Shares, Milestone 2 Shares and/or Milestone 3 Shares (as the case may be), such reconstruction will apply to the Milestone 1 Shares, Milestone 2 Shares and/or Milestone 3 Shares as if the relevant milestone had been issued prior to the reconstruction taking place.
- Provisions relating to the confidentiality of the materials disclosed by the parties to the Share Sale Agreement to one another, with an exception for the Company to make disclosure of material information in accordance with its obligations as a listed entity.
- Various warranties and indemnities from the Company, Camac and Mr Campbell McComb as Guarantor. Where the Company becomes aware that any fact, matter or circumstance contained in a warranty or warranties given by Camac and/or Campbell McComb is not as warranted the Company may elect to

terminate the Share Sale Agreement. Camac has a similar right of termination where any matter, fact or circumstance contained in a warranty given by the Company is not as warranted.

Unrelated to the proposed acquisition of High Line, approval is also sought to change the Company's name to Auctus Alternative Investments Limited (refer Resolution 5).

## **B: ABOUT HIGH LINE**

High Line was established to provide differentiated and active strategies across the global alternative investment landscape to service funds, family offices and other sophisticated investors. As an alternative investment specialist, High Line has provided investment management services to a range of underlying businesses which focus on emerging technology companies and products. Whilst High Line is not directly engaged in software or technology development, its relationships and experience in the technology/start-up sectors have enabled it to hone skills and expertise in identifying and assessing investment opportunities in the technology sector generally.

The High Line business model is premised on direct funds management or the provision of investment advice to fund managers, in early expansion stage technology companies with significant identified growth potential.

High Line seeks to generate returns from fees associated with the performance of its existing investments. High Line also seeks to attract new investment to the funds which it manages and advises, and thereby the potential for increased revenues, by offering exposure to investments which are alternative to many, more traditional, funds. Ultimately, High Line's success and its ability to attract increasing funds under management and advice are largely expected to be driven by performance of the investment opportunities it selects. For this reason, the Company has negotiated for the majority of the consideration payable to Camac as vendor is to be contingent on High Line increasing funds under management and advice.

High Line's investment advisory services are provided to investment funds which are administered via online licenced platform operated through Swiss Asia in Singapore, which provides the administration and infrastructure necessary for the operation of the relevant funds. High Line also operates in Australia as the corporate authorised representative of Newport Private Wealth Pty Ltd, although this corporate representative appointment does not form a significant part of the High Line business.

### *High Line business*

High Line is the current investment manager of two unlisted managed investment trusts in Australia. High Line has been engaged as investment manager either directly pursuant to the terms of the relevant trust deed establishing the managed investment trust or separately by way of delegation of powers from the trustee of the trust.

In respect of these trust, High Line is to receive management fees which are either a percentage of returns on investment above a specified benchmark rate on the initial investment, or a performance fee of any return on investment upon winding up of the trust. In combination, these unlisted managed investment trusts comprise initial funds under management of approximately USD\$590,000, with investments in early stage companies in the technology industry.

High Line provides advisory services to the investment manager of a managed investment fund established in the Cayman Islands. This managed investment fund operates by way of the Singapore online licenced platform referred to above (which is maintained by the investment manager) that provides the infrastructure for the operation and administration of the fund. High Line has been engaged by the investment manager to provide advice on the deployment of funds invested.

High Line, via the online licensed platform, has access to the technical and/or regulatory infrastructure which facilitate the administration of the fund, while all the costs associated with access to the platform are paid directly by the fund.



High Line receives a percentage of fees payable to the investment manager by the fund and is also entitled to a percentage of crystallised performance fees paid to the investment manager by the fund.

This fund holds investments of approximately USD\$2,400,000 (as at 31 July 2017), with a particular focus on investments in innovative technology opportunities.

High Line derives revenues based on the performance of the trusts and funds described above and, since incorporation, the business has operated on a break-even basis with revenues received sufficient to meet expenditure (such as consulting and/or employee costs). It is anticipated that the increase in investments under management and/or advice will produce increasing returns without significant increases in expenditures, however as provided for above, a significant portion of revenues are dependent on the performance of the funds' underlying investments and therefore there can be no guarantee on any future returns. It is also anticipated that, as the High Line business is operating at approximately break-even, YNB will not require additional capital to operate the High Line business although further funds may be required for the Company's existing businesses.

#### *Corporate structure*

High Line is 100% owned by Camac, a privately-owned company controlled by Campbell McComb (refer below for details on Campbell's qualifications and experience).

#### *Synergies with YNB business*

The proposed acquisition of High Line is intended to provide an opportunity for the Company to invest in another technology focused business complementary to existing operations conducted by the Company and its subsidiaries.

In particular, the following potential synergies with YNB's current business have been identified in connection with an acquisition of High Line:

- High Line and its management have experience and skills in identifying and assessing the respective merits of various technology based enterprises and products. As YNB is focused on investment in technology oriented businesses it is intended that, post the acquisition of High Line, YNB and its management will augment and strengthen High Line's capacity to operate its own investments effectively; and
- Whilst High Line operates on a model where it invests, and advises upon the investment of, other people's money in technology rather than using its own funds, the opportunities which High Line identifies and investigates in its day to day operations are expected to unearth potential investment opportunities for YNB for acquisition or investment. In this sense, whilst the High Line model is not identical to the business or business model operated by YNB, there are potential synergies, particularly in the investment model and kinds of investments identified and pursued, for both parties.

YNB does not anticipate making any changes to its business model and business plans following completion of the proposed acquisition of High Line and, for the reasons set out above, expects its existing business model and plan to benefit from synergies with the High Line business.

#### *Campbell McComb Profile*

Campbell McComb has over 20 years' experience in funds management and investment banking, and has overseen or been actively involved in the development of a number of successful funds management businesses. He served as the Chief Investment Officer of The Adcock Group, where he managed a single-family office investment portfolio which, during his tenure, generated growth of approximately 22.5% per annum.

Campbell is currently a Director of Mobilicom Ltd, an Israeli based technology Company which listed on the ASX in May 2017. Mobilicom operates globally providing mission critical communications to Government and Enterprise clients and more recently Drone based communications for the Commercial sector.



Campbell previously served as Managing Director of Easton Investments, an ASX-listed investment company, where he was responsible for overseeing the growth of the advisory business to approximately AUD\$1bn of funds under advice and management.

Campbell was also formerly the CEO and Investment Director of Armytage Private, a private funds management business which was the first investment made by the ASX listed Treasury Group (ASX: PAC), where he managed over AUD\$200 million in small cap equities funds.

Campbell holds a Bachelor of Economics from La Trobe University and a post-graduate diploma in Applied Finance & Investment from the Securities Institute of Australia. In 2013 he completed the Asialink Leaders Program through the University of Melbourne. He is a Graduate Member of the Australian Institute of Company Directors as well as a Fellow of the Financial Services Institute of Australia, which recognises his significant contribution to the financial services industry.

### *Financial Information*

The Pro-Forma Consolidated Statement of Financial Position of the Company following completion of the acquisition of High Line is contained in Annexure A. The Pro-Forma Statement of Financial Position is prepared as if the acquisition had been completed on 30 June 2017 and includes various adjustments and notes to reflect material subsequent events. The statement of financial position of High Line as at 30 June 2017 and profit and loss statement of High Line for the period between 1 July 2016 and 30 June 2017 are also contained in Annexure A.

Having regard to the information set out in Annexure A, the acquisition of High Line is not expected to have a material effect on the total assets, total equity, expenditure or cash balance of the Company. In the short term, the Company does not expect a material increase to its annual revenues as a result of the acquisition of High Line however, as noted above, it is anticipated that the increase in investments under management and/or advice by High Line will produce increasing returns without significant increases in expenditures. As noted above, the Company has negotiated for the majority of the consideration payable to Camac as vendor to be contingent on High Line increasing funds under management and advice.

## **C: RISKS**

There are a number of risk factors inherent to an investment in the Company principally related to the nature of its business as an investor in synergistic technology assets on a conglomerate model. The nature of the High Line business, as an alternative investment fund focused on investment in the technology sector, is similar to the existing business of the Company and therefore the nature and profile of risks is considered to be comparable. Nevertheless, some of the key risks associated with the High Line business are described below:

### *Investment Risk*

High Line's ability to generate revenue is dependent on the performance of the funds in respect of which it acts as advisor and/or manager. Accordingly, the High Line business is subject to risks associated with market conditions which may affect the performance of the underlying investments within the funds it manages, including pricing and currency fluctuations, economic and/or sharemarket downturn and adverse tax or regulatory changes.

In the event the investment entities for whom High Line provides investment management or advisory services do not perform in accordance with expectations, incur excessive administrative or other fees or undergoes a restructure of management and/or members, High Line's revenue may be reduced and/or it may not receive performance fees which would result in reduced profitability.

There is also a risk that the investment opportunities identified by High Line as investment manager/adviser do not perform and do not provide returns on investment in line with expectations. This would result in lower returns on investments, reduced fees, potential termination of existing engagements and possible loss of reputation for High Line as a provider of investment management and advisory services.

### *Termination risk*

The management and/or advisory agreements entered into by High Line are subject to termination in certain circumstances, including but not limited to termination upon notice and subject to a specified period elapsing, material breach of the relevant agreement. Although High Line is not aware of any current circumstances giving rise to termination of any of the agreements it has entered into, there is a risk that circumstances may arise in future that allow for termination or such agreements, or that counterparties to the relevant agreements may seek to terminate an agreement.

### *Concentration risk*

High Line has primarily provided investment management and advisory services to entities who invest in opportunities in the technology sector. There is a risk of a significant decrease in the value of these investments resulting from a significant decline in the market price of any single investment or related group of investments. If a single investment makes up a high percentage of an entities value, an abnormal movement in its market price (if quoted on an exchange) may have a correspondingly high impact on the value of that entity, which could in turn potentially reduce the fees payable to High Line for providing investment management and advisory services.

The entities to whom High Line provides investment management and advisory services hold investments in privately owned corporate entities. There is, therefore, a liquidity risk which may impact upon the funds ability to crystallise an investment at a particular price, or at all.

The above risk factors should not be taken as exhaustive of the risks faced associated with the High Line business. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of new shares or other securities offered under the prospectus.

## **D: INDICATIVE CAPITAL STRUCTURE**

Below is a summary of the indicative proposed capital structure of the Company assuming completion the acquisition of High Line and issue of the Milestone One Shares, Milestone 2 Shares and Milestone 3 Shares:

SHARES	
Current shares on issue	185,027,802 (86%)
Completion Shares	7,500,000 (3.5%)
Milestone One Shares	7,500,000 (3.5%)
Milestone Two Shares	7,500,000 (3.5%)
Milestone Three Shares	7,500,000 (3.5%)
<b>Total Shares</b>	<b>215,027,802</b>

The capital structure above assumes that no further share issues are made and that none of the Company's existing options are exercised. The Company has approximately 103 million options on issue at various exercise prices ranging between \$0.06 and \$0.60. A full schedule of the Company's existing options is set out in Annexure A of the Appendix 3B announced on 4 December 2017.

## D: INDICATIVE TIMETABLE

Announcement of Proposed Transaction	7 November 2017
Completion of Due Diligence and Execution of Share Purchase Agreement	21 December 2017
General Meeting Held (Proposed Transaction Approvals)	5 March 2018
Acquisition of High Line Completed	6 March 2018

The above timetable is indicative only and is subject to change.

The Company will provide further updates on the proposed transaction in due course.

## E: SPECIFIC INFORMATION IN RELATION TO RESOLUTIONS

### Resolution 1: Approval for Acquisition of High Line

Resolution 1 seeks approval from the Company's shareholders for a change in activities of the Company which results from the acquisition of High Line.

ASX Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature and/or scale of its activities it must provide full details to ASX as soon as practicable (and before making the change) and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and comply with any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the ASX Listing Rules as if the entity were applying for admission to the official list of ASX.

ASX has indicated to the Company that the proposed acquisition of High Line will require shareholder approval under ASX Listing Rule 11.1.2, but will not require re-compliance with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules (in accordance with ASX Listing Rule 11.1.3).

Further details on High Line and the terms and effect of the proposed acquisition are set out in this Notice of Meeting.

A voting exclusion applies to Resolution 1 on the terms set out in the Notice.

Resolution 1, 2 and 3 are interdependent. For the acquisition of High Line to proceed each of Resolution 1, 2 and 3 must be approved.

### Resolution 2: Approval for Appointment of Mr Campbell McComb as a Director

It is proposed that Mr Campbell McComb be appointed as a Director of the Company from completion of the High Line acquisition and thereafter act as Managing Director of the Company.

Clause 11.10 of the Company's Constitution provides that the Company may, by resolution in a general meeting, appoint a Director to fill a casual vacancy. Mr McComb has provided the Company with notice of his consent to the nomination and signifying his candidature for office.

Details of the experience and qualification of Mr McComb are set out in Section B of this Explanatory Statement.

Resolution 1, 2 and 3 are interdependent. For the acquisition of High Line to proceed each of Resolution 1, 2 and 3 must be approved.

### **Resolution 3: Approval to Issue of Securities to High Line Vendor**

Resolution 3 seeks shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 30 million ordinary fully paid ordinary shares to Camac in consideration of the transfer of the shares held by it in High Line.

The shares the subject of Resolution 3 are comprised of:

- 7,500,000 Completion Shares.
- 7,500,000 Milestone 1 Shares.
- 7,500,000 Milestone 2 Shares.
- 7,500,000 Milestone 3 Shares.

The Company has applied for and obtained a waiver of ASX Listing Rule 7.3.2 to permit the issue of the milestone shares later than 3 months after the date of the Meeting, namely to permit the issue within 10 business days of the satisfaction of the respective milestones.

If the relevant milestones are not satisfied by the respective end dates, that tranche of milestone shares will not be issued. Further details on the milestones and the respective end dates are set out in Section B of this Explanatory Statement.

As a term of the proposed acquisition, Camac has agreed that the shares issued to it will be subject to voluntary escrow for a period of 12 months from the relevant issue date.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve-month period any equity securities, or other securities with rights of conversion to equity (such as options), if the number of those securities exceeds 15% of the share capital of the Company on issue at the commencement of that twelve (12) month period. One circumstance where an action or an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

Camac is a company associated with Mr Campbell McComb, a proposed Director of the Company. Accordingly, while Camac is therefore a related party of the Company, it is only a related party as a result of the transaction to which the issue of securities under Resolution 3 relates (i.e. the acquisition of High Line). Accordingly, approval is not required under ASX Listing Rule 10.11 as Exception 6 in ASX Listing Rule 10.12 applied.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- (a) The maximum number of securities which may be issued under Resolution 3 is 30 million fully paid ordinary shares.
- (b) The shares the subject of this Resolution 3 will have a deemed issue price of \$0.04 (4 cents) per share.
- (c) The shares will be issued as consideration for the proposed acquisition of High Line.
- (d) Camac Investments Pty Ltd will receive the shares the subject of Resolution 3.

- (e) The shares will be issued in up to four tranches, upon and subject to the satisfaction of the relevant milestones referred to earlier in this Explanatory Statement. As noted above, the Company has obtained a waiver of ASX Listing Rule 7.3.2 to permit the issue of the milestone shares later than 3 months after the date of the Meeting.
- (f) The shares will rank pari passu with the Company's existing shares.
- (g) No funds will be raised through the issue of the shares, which are to be issued as consideration for the acquisition of High Line.
- (h) A voting exclusion statement is included in the Notice.

#### **Resolution 4: Ratification of Prior Issue of Securities – Placement Shares**

Resolution 4 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 30,000,000 fully paid ordinary shares to professional and sophisticated investors, being investors in the Placement (defined and described in Section A of this Explanatory Memorandum).

The shares that are the subject of Resolution 4 were issued without shareholder approval under ASX Listing Rule 7.1 and 7.1A. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

Since the issue, the Company has re-obtained approval under LR7.1A at its annual general meeting on 28 November 2017. However, if Resolution 1 is approved, the Company's capacity under LR7.1A will lapse.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and 7.1A (if applicable). The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1 and 7.1A (although the Company's capacity under Listing Rule 7.1A will lapse if Resolution 1 is approved).

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The number of securities issued was 30,000,000 fully paid ordinary shares.
- The shares were issued at \$0.035 per share, raising a total of \$1.05m (before costs).
- The shares issued are fully paid ordinary shares in the Company having the same terms and rights as, and ranking equally with, the Company's existing listed fully paid ordinary shares.
- The shares were issued to professional and sophisticated investors who were participants in the Placement (defined in Section A of this Explanatory Memorandum). Taylor Collison acted as Lead Arranger to the Placement. None of the participants in the Placement were related parties of the Company.
- A voting exclusion statement as set out in the Notice applies to this Resolution 4.
- Funds raised through the issue have, or will, be applied to the working capital requirements of the Company including its existing business operations and costs associated with implementation of the proposed acquisition of High Line.

## **Resolution 5: Approval for 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 5 seeks the approval of shareholders for the Company to change its name to “Auctus Alternative Investments Pty Ltd”. The Board proposes this change of name on the basis that it more appropriately reflects the existing operations of the Company as an investor in a portfolio of alternative assets. Resolution 5 is not conditional upon, and is proposed independently of, the proposed acquisition of High Line.

The proposed name has been reserved for the Company and, if Resolution 5 is passed, the Company will lodge a copy of the special resolution with ASIC in order to effect the change.

Resolution 5 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 shares) must be in favour of the resolution.

NOTE: Unless otherwise specified, all monetary amounts are expressed in Australian dollars.

**ANNEXURE A**  
**YONDER AND BEYOND PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2017**  
**FOLLOWING COMPLETION OF THE ACQUISITION OF HIGH LINE ALTERNATIVE INVESTMENTS PTY LTD**

	YNB Consolidated Group	High Line					Pro-forma	
	30-Jun 2017 \$	30-Jun 2017 (unaudited) \$	July Placement	November Placement \$1,050,000	Debt reduced at EGM	Options Issued at EGM	HLAI Shares	
<b>CURRENT ASSETS</b>								
Cash and cash equivalents	236,899	2,592	278,000	987,000				1,504,490
Trade and other receivables	765,564							765,564
Other Current Assets	11,613							11,613
								-
<b>TOTAL CURRENT ASSETS</b>	<b>1,014,076</b>	<b>2,592</b>						<b>2,281,668</b>
<b>NON-CURRENT ASSETS</b>								
Property, Plant, and Equipment	9,201							9,201
Intangible Assets	553,008							553,008
Financial Assets	260,000							260,000
								-
<b>TOTAL NON-CURRENT ASSETS</b>	<b>822,209</b>	<b>-</b>						<b>822,209</b>
<b>TOTAL ASSETS</b>	<b>1,836,285</b>	<b>2,592</b>						<b>3,103,877</b>
<b>CURRENT LIABILITIES</b>								
Trade and other payables	2,664,272			63,000	(1,569,700)			1,157,572
Short-term provisions	26,977							26,977
Current tax	44,532	3,977						48,509
Borrowings	314,561							314,561
								-
<b>TOTAL CURRENT LIABILITIES</b>	<b>3,050,342</b>	<b>3,977</b>						<b>1,547,619</b>
<b>NON-CURRENT LIABILITIES</b>								
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>-</b>						
<b>TOTAL LIABILITIES</b>	<b>3,050,342</b>	<b>3,977</b>						<b>1,547,619</b>
<b>NET ASSETS</b>	<b>(1,214,057)</b>	<b>(1,385)</b>						<b>1,556,258</b>
<b>EQUITY</b>								
Net Issued Capital	15,457,337		278,000	987,000	708,747		300,000	17,731,084
Reserves	(4,777,246)					454,864		(4,322,382)
Accumulated Losses	(10,965,267)	(1,385)		(63,000)	860,953	(454,864)	(300,000)	(10,923,563)
Non-controlling interest	(928,881)							(928,881)
<b>TOTAL EQUITY</b>	<b>(1,214,057)</b>	<b>(1,385)</b>	<b>278,000</b>	<b>24,000</b>				<b>1,556,258</b>



## MATERIAL SUBSEQUENT EVENTS

1. Subsequent to 30 June 2017, approval from shareholders was obtained for \$708,747 of creditors being settled by the issue of shares and the forgiveness of a further \$860,953 of loans and payables (the nature and effects of which is described further in Note 3 below).
2. On 14 July 2017, the Company completed a placement of 13,975,200 Shares raising \$560,000. As at 30 June 2017, \$282,000 was received from applications. The balance of \$278,000 received following 30 June 2017 has been included as a subsequent event in the pro-forma above.
3. On 19 September 2017 at a General Meeting, shareholders approved the issue of equity in respect of the following:
  - a. Lenders and creditors agreed to accept the issue of 17,671,601 shares in the Company in exchange for writing off all claims against the Company for amounts owing to them. This amounts to a conversion of \$708,747 at \$0.04 per share and a debt forgiveness benefit to the Company of \$860,953.
  - b. Approval was obtained to issue 31,500,000 options to non-related parties of the Company. The options to be issued are to parties currently providing services to the Company and will assist the Company in minimising short-term cash outflow for services provided. The options form part of the overall debt reduction program that has been implemented and accepted by the Board and the Companies major creditors.
  - c. The issue of the 15,000,000 options to Mr Hynes will be as follows:
    - i. Tranche 1: 3,500,000 options at an exercise price of \$0.06 with an expiry of 1 December 2021;
    - ii. Tranche 2: 3,500,000 options at an exercise price of \$0.12 with an expiry of 1 December 2021; and
    - iii. Tranche 3: 8,000,000 options at an exercise price of \$0.22 with an expiry of 1 December 2021.

The options will vest 12 months after the date of issue, subject to the continued employment of Mr Hynes with the Company. The options will not be quoted on ASX and accordingly have no readily identifiable market value. The options will be valued for accounting purposes by the Directors using the principles set out in AASB 2 "Share based Payment" and the Black Scholes method once the options have been approved and granted.
  - d. The issue of the 10,000,000 options to Mr Bell will be as follows:
    - i. Tranche 1: 3,000,000 options at an exercise price of \$0.06 with an expiry of 1 December 2021;
    - ii. Tranche 2: 3,000,000 options at an exercise price of \$0.12 with an expiry of 1 December 2021; and
    - iii. Tranche 3: 4,000,000 options at an exercise price of \$0.22 with an expiry of 1 December 2021.

The options will vest 12 months after the date of issue, subject to the continued employment of Mr Bell with the Company. The options will not be quoted on ASX and accordingly have no readily identifiable market value. The options will be valued for accounting purposes by the Directors using the principles set out in AASB 2 "Share based Payment" and the Black Scholes method once the options have been approved and granted.
  - e. The issue of the 4,000,000 options to Mr Stephenson will be as follows:
    - i. Tranche 1: 1,000,000 options at an exercise price of \$0.06 with an expiry of 1 December 2021;
    - ii. Tranche 2: 1,000,000 options at an exercise price of \$0.12 with an expiry of 1 December 2021; and
    - iii. Tranche 3: 2,000,000 options at an exercise price of \$0.22 with an expiry of 1 December 2021.

The options will vest 12 months after the date of issue, subject to the continued employment of Mr Stephenson with the Company. The options will not be quoted on ASX and accordingly have no readily identifiable market value. The options will be valued for accounting purposes by the Directors using the principles set out in AASB 2 "Share based Payment" and the Black Scholes method once the options have been approved and granted.

4. On 14 November 2017, the Company completed a capital placement of \$1,050,000 through the issue of 30,000,000 shares at \$0.035 per share.
5. The Pro-Forma Statement of Financial Position includes adjustment to equity to reflect the proposed issue of 7,500,000 Shares at a deemed issue price of \$0.04 to Camac which are proposed to be issued on completion of the acquisition of High Line.
6. The Pro-Forma Statement of Financial Position does not include adjustments for the potential issue of up to a further 22.5 million shares to Camac that may occur upon satisfaction of certain future milestones, being the Milestone 1 Shares, Milestone 2 Shares and Milestone 3 Shares referred to in the Explanatory Statement to the Notice.
7. As announced to the ASX on 27 September 2017, the Company has received its first royalty payment through its subsidiary Beyond Media Limited of USD\$250,000 from the deployment of its Y-Hub program.
8. The Company as at 31 December 2017, has cash or cash equivalent of \$205,000.
9. The Company provides that cash flow from operations for the six months to 31 December 2017 was approximately \$683,000.

#### HIGH LINE ALTERNATIVE INVESTMENTS PTY LTD ACCOUNTS

Set out below are the unaudited Statement of Financial Position and unaudited Profit and Loss Statement of High Line as at 30 June 2017 which are set out below:

#### HIGH LINE ALTERNATIVE INVESTMENTS PTY LTD STATEMENT OF FINANCIAL POSITION AS OF JUNE 2017

	30-Jun 2017 \$
CURRENT ASSETS	
Cash and cash equivalents	2,592
TOTAL CURRENT ASSETS	2,592
TOTAL ASSETS	2,592
CURRENT LIABILITIES	
Current tax	3,977
TOTAL CURRENT LIABILITIES	3,977
TOTAL LIABILITIES	3,977

NET ASSETS	(1,385)
EQUITY	
Net Issued Capital	
Reserves	-
Accumulated Losses	(1,385)
Non-controlling interest	
TOTAL EQUITY	(1,385)

**HIGH LINE ALTERNATIVE INVESTMENTS PTY LTD**  
**PROFIT & LOSS STATEMENT**  
**JULY 2016 THROUGH JUNE 2017**

	30-Jun 2017 \$
INCOME	
Sales	31,775
COST OF SALES	
Fees	3,000
GROSS PROFIT	28,775
EXPENSES	
Consulting	16,350
Rent	2,500
Other	9,774
TOTAL EXPENSES	28,624
NET PROFIT	151

## Lodge your vote:



### Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form



### Vote online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 181376

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 11:00am (EDST) on Saturday 3 March 2018**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Yonder & Beyond Group Limited hereby appoint

☐

the Chairman  
of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Yonder & Beyond Group Limited to be held at Level 7, 90 Collins Street, Melbourne VIC 3000 on Monday, 5 March 2018 at 11.00am (EDST) and at any adjournment or postponement of that Meeting.

### STEP 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Approval for Acquisition of High Line Alternative Investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval for Appointment of Campbell McComb as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for Issue of Consideration Securities to High Line Vendor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Issue of Securities – Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Proposed Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /