

EHG CORPORATION LIMITED
ACN 009 366 009

**NOTICE OF GENERAL MEETING OF
SHAREHOLDERS AND EXPLANATORY
STATEMENT**

For a General Meeting of Shareholders to be held on
Monday 18th May 2015 at 11.00am (AEST) at
Nicols and Brien, Level 2, 350 Kent Street, Sydney, New South Wales, Australia

LETTER TO SHAREHOLDERS

Dear Shareholder

During the last 16 months the Board of Directors has been seeking out opportunities for the Company as a step towards obtaining the requotation of its shares on ASX, subject to satisfying Chapters 1 and 2 of ASX Listing Rules.

We have received a proposal from an investment group for the recapitalisation of the Company. Details of the investment group are set out in the Explanatory Statement and in the attached Independent Experts Report.

The proposal from the investment group can be summarised as follows:


- (a) existing shareholders and converting loan holders will be consolidated one share for every twenty four shares held;
- (b) the Company be authorised to allot and issue 165 million shares to the investment group or its nominees to raise \$450,000.00 in total. The terms and conditions of this allotment set out in the Explanatory Statement; and
- (c) new directors representing the investment group to be appointed to the Board of the Company.

The resolutions proposed in the attached Notice will enable the terms of the recapitalisation proposal (**Proposal**) to be completed.

Based on the information available, we are of the opinion that the recapitalisation proposal is in the best interests of the Company's shareholders in the absence of a superior alternative proposal, and therefore consider that the proposal should be accepted by shareholders by voting in favour of the resolutions. However, we make no promise that the proposal will enhance shareholder value and have not considered the situation of any particular shareholder. We urge you to read the attached Independent Experts Report.

Before voting on the resolutions, shareholders should consider the appropriateness of the Proposal having regard to their own objectives, financial situation and needs including any taxation consequences.

Yours faithfully
David Sutton



Chairman
15 April 2015

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

A General Meeting of the shareholders of EHG Corporation Limited will be held at:

Nicols and Brien
Level 2
350 Kent Street
SYDNEY NSW 2000 AUSTRALIA

On Monday, 18 May 2015 at 11.00am (AEST)

Phone: + 61 2 9299 2289

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at **11.00am** (AEST).

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of General Meeting as soon as possible and either:

- send the proxy by facsimile to the Company on facsimile number International: + 61 2 9299 2239;
- deliver the proxy to the office of the Company at c/- Nicols and Brien, Level 2, 350 Kent Street, Sydney, New South Wales, Australia
- deliver the proxy to the registered office of the Company,

so that it is received not later than 11.00am (AEST) on Saturday 16 May 2015.

Your proxy form is enclosed.

EHG CORPORATION LIMITED
ACN 009 366 009

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of shareholders of EHG Corporation Limited (**Company**) will be held at Nicols and Brien, Level 2, 350 Kent Street, Sydney, New South Wales at 11.00am (AEST) on Monday 18 May 2015.

AGENDA

SPECIAL BUSINESS

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered as special business.

Resolution 1 – Approval for the Issue of Shares on Conversion of Loans and Creditors Claims

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to a maximum of 178,805,000 fully paid ordinary shares in the capital of the Company upon conversion of certain loans and creditors claims to the Company on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice”.

Voting Exclusion: The Company will disregard any vote cast on this Resolution by:

- (a) any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed; and
- (b) an associate of that person or those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

Note: These shares will then be consolidated one for fifty two.

Resolution 2 – Consolidation of Shares

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

“That, subject to the passing of Resolutions 1 and 3 to 10 for the purposes of Section 254H of the Corporations Act and for all other purposes, approval is given for the Company’s existing ordinary shares to be consolidated on the basis that every 52 ordinary shares be consolidated into 1 ordinary share,

(fractions rounded up).

Resolution 3 – Allotment and Issue of Shares

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

“That, subject to the passing of Resolutions 1, 2, 4 to 10, for the purpose of Listing Rule 7.1 and 10.11 and Section 195(4), Section 208 and Section 611, Item 7, of the Corporations Act, and for all other purposes, approval is given for the Company to allot and issue on a post consolidation basis

- (a) *to Faith Champ Enterprises Ltd, and, or nominees, 165 million fully paid ordinary shares in the capital, (post consolidation) of the Company at an issue price of \$0.002727272 per share; and*

Voting Exclusion: The Company will disregard any vote cast on this Resolution by:

- (a) any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed; and
- (b) an associate of that person or those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

Resolution 4 - Election of Ms (Jamie) Khoo Gee Choo

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

“That, subject to the passing of Resolutions 1, 2, 3, 5 to 10, Ms (Jamie) Khoo Gee Choo being eligible and having signified his candidature, be elected as a Director of the Company, effective from the closure of the Meeting.”

Short Explanation: The Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the constitution of the Company. Any Director so appointed holds office only until the next following general meeting and is then eligible for re-election but will not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Resolution 5 - Election of Mr Greg Cornelsen

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

"That, subject to the passing of Resolutions 1, 2, 3, 4, 6 to 10, Mr Greg Cornelsen being eligible and having signified his candidature, be elected as a Director of the Company, effective from the closure of the Meeting."

Short Explanation: The Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the constitution of the Company. Any Director so appointed holds office only until the next following general meeting and is then eligible for re-election but will not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Resolution 6 - Election of Mr Chow Yee Koh

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

"That, subject to the passing of Resolutions 1 to 5 and 7 to 10, Mr Chow Yee Koh being eligible and having signified his candidature, be elected as a Director of the Company, effective from the closure of the Meeting."

Short Explanation: The Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the constitution of the Company. Any Director so appointed holds office only until the next following general meeting and is then eligible for re-election but will not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Resolution 7 – Approval for Allotment and Issue of Shares

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

"That, subject to the passing of Resolutions 1 to 6 and 8, 9 and 10 for the purposes of Listing Rule 7.1 of the Listing Rules of the ASX, and item 7 of Section 611 of the Corporations Act and for all other purposes, approval is given to the company to allot and issue 7,589,116 fully paid ordinary shares in the capital (post Consolidation) of the company to Benelong Capital Partners Pty Ltd and Equinex Investments Ltd for \$Nil consideration; and

and otherwise on the terms set out in the Explanatory Statement accompanying this Notice.

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder if the resolution is passed, and any associates of those person.

Resolution 8 – Approval for the Issue of Shares to Mr David Sutton

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

"That subject to the passing of Resolutions 1 to 7, 9 and 10, for the purposes of Section 195(4) and Section 208 of the Corporations Act, and in accordance with the requirements of Listing Rule 10.11 of the ASX and for all other purposes,

approval is given for the company to issue to Mr David Sutton or his nominee 333,334 shares in the capital of the company (on a post-consolidation basis) at an issue price of \$0.00130434792 per share".

Voting Exclusion: The Company will disregard any vote cast on this resolution by David Sutton (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 the 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 the 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 of the meeting; and
- (b) The appointment expressly authorises the Chair of the meeting to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 9 – Approval for the Issue of Shares to Mr William Urquhart

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

"That subject to the passing of Resolutions 1 to 8 and 10, for the purposes of Section 195(4) and Section 208 of the Corporations Act, and in accordance with the requirements of Listing Rule 10.11 of the ASX and for all other purposes, approval is given for the company to issue to Mr William Urquhart or his nominee 333,333 shares in the capital of the company (on a post-consolidation basis) at an issue price of \$0.00130434792 per share".

Voting Exclusion: The Company will disregard any vote cast on this resolution by William Urquhart (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 the 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 the resolution if:

(c) The proxy is either:

- (j) A member of the Key Management Personnel or;
- (iii) A closely Related Party of such a member; and

(d) The appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(c) The proxy is the chair of the meeting; and

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

Resolution 10 – Approval for the Issue of Shares to Dr Louis Schurmann

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

"That subject to the passing of Resolutions 1 to 9, for the purposes of Section 195(4) and Section 208 of the Corporations Act, and in accordance with the requirements of Listing Rule 10.11 of the ASX and for all other purposes, approval is given for the company to issue to Mr David Sutton or his nominee 333,333 shares in the capital of the company (on a post-consolidation basis) at an issue price of \$0.00130434792 per share".

Voting Exclusion: The Company will disregard any vote cast on this resolution by Louis Schurmann (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 the 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 the resolution if:

(a) The proxy is either:

- (b) A member of the Key Management Personnel or;
- (c) A closely Related Party of such a member; and

(d) The appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(e) The proxy is the chair of the meeting; and

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

Resolution 11 – Approval for Change of Name

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

"That for the purposes of Section 157(1) of the Corporations Act and for all other purposes, the name of the company be changed to "Bunuru Corporation Limited" and the constitution be amended accordingly".

DATED 15 April 2015
Mr David Sutton



CHAIRMAN

NOTES:

1. A Shareholder of the Company who is entitled to attend and vote at a general meeting of shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, 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.
3. For the purposes of Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 11.00 a.m. (AEST) on Saturday 16 May 2015.

EXPLANATORY STATEMENT

1. GENERAL INFORMATION

This Explanatory Statement has been prepared for the shareholders of EHG Corporation Limited (**Company**) in connection with the general meeting of the Company.

If all of the resolutions are passed and the recapitalisation proposal is completed, the Company will be in a position to seek and pursue opportunities to enable the reinstatement of its securities to official quotation on ASX. This reinstatement is, of course, subject to the discretion of ASX. The ASX is likely to impose further conditions, for example compliance with Chapters 1 & 2 of the ASX Listing Rules. No assurances are made as to whether or in what time frame this may occur or whether the Company will be able to identify suitable commercial opportunities to allow for reinstatement.

1.1 Overview

1.1.1 Background

On 23 September 2014, the Company sought immediate funding by way of fresh equity to meet debts then due. The choice of funder was determined by the Board by reference to the willingness of the funder to receive equity in the Company for those funds and the ability of the funder to introduce potential projects to the Company on the back of which the Company could seek and obtain requote of its Shares on ASX.

The proposed investors have, through their networks, access to projects and are likely to bring fresh opportunities to Shareholders for consideration. The vending into the Company of a suitable project, (expected to be within 6 months of the Meeting), is to enable the re-compliance by the Company with Chapters 1 and 2 of the Listing Rules and the requote of its Shares on ASX. The vending in of the project will, of course, be subject to Shareholder approval at a subsequent general meeting of the Company.

The investors have agreed to provide funds in the sum of \$450,000, which will enable the company to pay all creditors of the Company. Such funds to be available by way of subscription for new Shares in the Company, subject to Shareholder approval. Approval for the issue of these Shares is sought under resolution 3.

1.1.2 Purpose of Capital Raisings

The purpose of the capital raisings are to:

- (a) pay current creditors;
- (b) provide funds for the consideration of opportunities, as identified by the Company;
- (c) meet the costs and expenses of the Company such as accounting and auditing expenses.

An estimated budget is set out below.

Use of Funds – Expenditure Budget

	Year 1
Total funds raised	\$ 451,304
Utilised as follows:	
Working Capital	54,000
Current creditors, recapitalisation and meeting costs	397,304
Total funds utilised (\$)	451,304

Proposed Capital Structure

	Shares
Current	154,561,070
Convertible Loans & Creditors Claims	178,805,000
Consolidation 1 for 52	6,410,884
Issue to Advisors and Directors	8,589,116
Issue to investment group or nominees	165,000,000
TOTAL	180,000,000

1.1.3 Investment Group

The investment group is made up of the parties set out in section 1.2.1 below.

Members of the investment group have experience in investments and operating public companies and large scale businesses.

1.2 Financial terms of the Recapitalisation Proposal

The essential terms of the Recapitalisation Proposal are as follows:

- (a) Proposed consolidation of existing shares and converting loans on a one for fifty two basis;
- (b) Exempt professional investors will subscribe for 165 million Shares at an issue price of \$0.00272727272 to raise \$450,000.

1.2.1 Details of Recapitalisation Proposal

The Recapitalisation Proposal was put forward by the investment group and Board supports same unanimously.

Investment Group

By way of background, the investment group is Faith Champ Enterprises Limited. Faith Champ is a private investment holding company. The objective of the company is to add value from diversified investing and successfully realising

investment opportunities. The investment portfolio includes investment into securities and private equity.

Terms of the Recapitalisation Proposal

The recapitalisation contemplates appointing 3 new Directors of the Company, being Ms (Jamie) Khoo Gee Choo, Mr Greg Cornelsen and Mr Chow Yee Koh.

The essential terms of the recapitalisation proposal are as follows:

- (a) Existing Shareholders and converting loan holders and creditors will be consolidated on a one Share for every fifty two Shares held basis;
- (b) the investment group or its nominees will directly subscribe for or procure the subscription for 165,000,000 fully paid ordinary Shares in the Company at an issue price of \$0.00272727272 each to raise \$450,000 in total.

1.2.2 ASX Listing

The Company is admitted to the Official List of ASX. However trading in the Company's existing Shares was suspended on 23 May 2008. Trading in the Shares will not recommence until all resolutions are passed and until the Company complies with Chapters 1 and 2 of the Listing Rules, or until ASX advises otherwise.

The intention of the investment group with regard to the business of the Company is to use the additional working capital to be injected into the Company via the recapitalisation to seek out opportunities that might enable the Company's Shares to be reinstated to quotation on ASX. There is no certain timeframe given by the investment group as to when this may occur although the Board intends to actively seek out an appropriate asset to vend in to the Company in the next six months.

1.2.3 Taxation

There may be tax consequences for Shareholders arising from the recapitalisation proposal. These may vary for different Shareholders. The Directors consider that it is not appropriate to give advice to Shareholders regarding the tax consequences of the recapitalisation proposal. Shareholders should seek specific taxation advice applicable to their own particular circumstances from their own licensed financial or tax advisers when deciding how to respond to the resolutions which will be proposed at the General Meeting and the other matters discussed in this Explanatory Statement.

1.2.4 Conclusion

The resolutions set out in the Notice are important and affect the future of the Company. However, we make no promise that the recapitalisation proposal will enhance Shareholder value and have not considered the situation of any particular Shareholder. Shareholders are therefore urged to give careful consideration to the Notice and the contents of this Explanatory Statement, the attached Independent Experts Report, and, in particular, the appropriateness of the recapitalisation proposal having regard to their own objectives, financial situation and needs.

2. THE RESOLUTIONS

2.1 Resolution 1 – Approval for the Issue of Shares on Conversion of Convertible Loans and Creditors Claims

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities or other securities with rights of conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary Shares on issue at the commencement of that 12 month period.

The issue of new Shares on conversion of the loans contemplated by Resolution 1 will exceed the 15% threshold in respect of the Shares presently on issue as the Company has exhausted its 15% capacity for the purposes of Listing Rule 7.1.

The Company has borrowed a total of \$1,680,440 from the provision of convertible loans by sophisticated, professional, or exempt investors, and from unpaid creditors. A sum of \$250,000 is proposed to be paid from the capital raising of \$451,304, leaving \$1,430,440 in remaining convertible loans.

Resolution 1 seeks Shareholder approval for the allotment and issue of 178,805,000 Shares upon conversion of loans and creditors at a deemed issue price of \$0.008 per Share, to convert \$1,430,440 from debt to equity, (and then be consolidated).

The effect of Resolution 1 will be to allow the Directors to issue the Shares on conversion of the loans and creditors claims 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.

These shares will then be consolidated 1 for 52 pursuant to Resolution 2.

Technical Information required by ASX Listing Rule 7.3

The following information is provided to Shareholders in accordance with Listing Rule 7.3 for the purposes of obtaining Shareholder approval under Listing Rule 7.1 for Resolution 1:

- (a) The total number of Shares to be issued is 178,805,000.
- (b) Issue of the Shares will be 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) and it is intended that the issue of all Shares pursuant to this Resolution will occur on the same date.
- (c) The issue price will be \$0.008 per Share.
- (d) The Shares issue 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.
- (e) No related parties will be issued Shares as part of this capital raising; and
- (f) The Shares will be allotted to clients of Dayton Way Financial Pty Ltd as consideration for the conversion of all loans made to the Company, into equity in the Company.

- (g) The Company has used the funds raised to discharge certain indebtedness of the Company and otherwise for general working capital purposes.

2.2 Resolution 2 - Consolidation of existing Shares

Background

Section 254(H) of the Corporations Act states that a company may convert all or any of its shares into a larger or smaller number by resolution passed at a general meeting. The conversion takes effect on the day the resolution is passed or a later date specified in the resolution.

The Company presently has 154,561,070 Shares on issue, plus a further 178,805,000 Shares arising from the conversion of loans and creditors claims to equity if Resolution 1 is passed, totalling 333,366,070 ("**Existing Shares**").

The Investment Group requires that the Existing Shares be consolidated one Share for every fifty two Shares ("**Consolidation**"). The Consolidation will not change the rights and obligations of existing Shareholders. The Consolidation is part of the Recapitalisation Proposal.

The purpose of the Consolidation is to provide the Company with a more appropriate capital structure for a company of its size and nature. It is also desired to facilitate the implementation of the Recapitalisation Proposal.

Immediately upon Consolidation and conversion of loans under Resolutions 1 and 2, the number of Existing Shares will be reduced to 6,410,885.

Fractional Entitlements

The Consolidation may result in Shareholders receiving a fraction of a Share. These fractional entitlements will be rounded up as part of the Consolidation, so that the consolidated holding will be rounded up to the nearest whole number.

Taxation

It is not considered that any taxation consequences will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek individual tax advice on the effect of the Consolidation. The Company, nor Investment Group accept any responsibility for the individual taxation consequences arising from the Consolidation.

Holding Statement

From the date of the Consolidation, all holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis. After the Consolidation becomes effective, the Directors will arrange for new holding statements to be issued to Shareholders. It is the responsibility of each Shareholder to check the number of Shares held prior to any sale or transaction.

Consolidation Timetable

The Consolidation will take effect on the day the resolution is passed. In accordance with section 254H(4) of the Corporations Act, a copy of this

Resolution, if passed by this Meeting, will be lodged with ASIC within one month.

A consolidation timetable will be separately announced to the market.

2.3.0 Resolution 3 Allotment and Issue of Shares

2.3.1 Background

Approval is sought for the issue of the shares to be issued in accordance with the Recapitalisation Proposal.

This Resolution is required to be approved by Shareholders in accordance with Section 611 Item 7 of the Corporations Act. Shareholder approval under Section 611 Item 7 of the Corporations Act is an exception under ASX Listing Rule 7.2 and, therefore, Shareholder approval under ASX Listing Rule 7.1 is not required for the issue of Shares pursuant to this resolution. However, approval is required under Listing Rule 7.1 for the balance of the Shares to be issued pursuant to this resolution.

2.3.2 ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities or other securities with rights of conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

One circumstance where an issue is not taken into account in the calculation of this 15% threshold is where the issuer has the prior approval of Shareholders in general meeting.

The issue of new Shares to investors contemplated by Resolution 3 will exceed the 15% threshold in respect of the Shares presently on issue as the Company has exhausted its 15% capacity for the purposes of Listing Rule 7.1. The following information is provided to Shareholders in accordance with Listing Rule 7.3 for the purposes of obtaining Shareholder approval under Listing Rule 7.1 for the issue of Shares to investors other than Penta for the purposes of Resolution 3:

- (a) The maximum number of Shares to be issued by the Company to professional, sophisticated or other exempt investors who do not require a disclosure document under Section 708 of the Corporations Act, is 165 million Shares at an issue price of \$0.00272727272 each, to raise \$450,000 ("**New Shares**").
- (b) It is anticipated that the issue of the New Shares will occur on one date and will not be later than 1 month after the date of the Meeting.
- (c) It is proposed that the 165 million New Shares be issued to allottees as follows:

Faith Champ Enterprises Ltd, and or nominees, 165 million;
- (d) The New Shares issue 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.

- (e) The funds raised from the issue of the New Shares will be used in accordance with the Recapitalisation Proposal and for the purposes set out in Section 1.1.2 of this Explanatory Statement.

2.3.3 Section 611 of the Corporations Act

Pursuant to Section 606(1) of the Corporations Act, a person must not acquire a relevant interest in issued voting shares in a listed company if the person acquiring the interest does so through a transaction in relation to securities entered into by or on behalf of the person and because of the transaction, that person's or someone else's voting power in the company increases:

- (a) from 20% or below to more than 20%; or
- (b) from a starting point above 20% and below 90%.

The voting power of a person in a body corporate is determined in accordance with Section 610 of the Corporations Act. The calculation of a person's voting power in a company involves determining the voting shares in the company in which the person and the person's associates have a relevant interest.

The "**associate**" reference includes a reference to a person in concert with whom a primary person is acting or proposes to act.

A person has a relevant interest in securities if they:

- (a) are the holder of the securities;
- (b) have the power to exercise, or control the exercise of, a right to vote attached to the securities; or
- (c) have power to dispose of, or control the exercise of a power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises. If two or more people can jointly exercise one of these powers, each of them is taken to have that power.

Pursuant to the terms of the Recapitalisation Proposal, the Company has agreed to allot and issue a total of 165 million Shares to members of the Investment Group (and/or their nominees) (subject to certain conditions being satisfied). The Company has been provided with a list of the investment group members together with the maximum number of Shares each member is proposing to subscribe for or procure subscriptions for. This is set out below in the table.

The maximum number of Shares that may be taken up by members of the Investment Group is set out below:

Investment Group Member	Maximum No. of Shares to be subscribed for under Resolution 3
Faith Champ Enterprises Ltd (and,or nominees)	165,000,000
TOTAL	165,000,000

The combined relevant interests of the Investment Group will exceed 20% of the issued capital of the Company.

ASIC Regulatory Guide 74 "Acquisitions agreed to by shareholders" specifies certain information that must be provided to shareholders where their approval of a proposed issue of shares in a company is sought.

For the purposes of the Corporations Act, the following information is disclosed:

Identity of persons who will hold a relevant interest in the shares to be allotted and issued.

The identity of the persons who will hold a relevant interest in issued Shares on completion of the capital raisings the subject of Resolution 3 and which require to be approved for this resolution are those members of the Investment Group or its nominees.

The identities of the members of the Investment Group are set out in Section 1.2.1 of this Explanatory Statement. That section sets out detailed information in respect of each of those persons and the number of issued Shares in which they will have a relevant interest is shown in Table 1 below.

Shares to which the allottee will be entitled immediately before and after the allotment

As at the date of this Notice, none of the 3 proposed allottees have a relevant interest in any fully paid ordinary Shares in the capital of the Company.

The maximum number of fully paid ordinary Shares that may be held by each member of the Investment Group (or their nominees) is set out in the table below.

The calculation in Table 1 assumes that the total number of Shares on issue will be 180,000,000 after all the resolutions are passed.

Table 1 – Maximum number of Shares which the relevant allottees will hold after the allotment and consolidation.

Column 1	Column 2	Column 3
Name	Maximum number of Shares to be issued under Resolution 3 to each allottee	Maximum voting power of the relevant allottee in the Company
Faith Champ Enterprises Ltd(and, or nominees)	165,000,000	91.67%
TOTAL	165,000,000	91.67%

If the advisor shares and director shares are not issued, the investment group percentage would be 96.26%. If the advisor shares are issued and the director shares are not issued, the investment group percentage would be 92.18%.

Information required by Item 7 of the Section 611 Corporations Act

Also set out below are the matters required to be disclosed in accordance with

Item 7(b) of Section 611 of the Corporations Act being:

- (a) ***The identity of the person proposing to make the acquisition and their associates:***

It is proposed that 165 million Shares be issued to Faith Champ Enterprises Ltd and/or nominees, as per Resolution 3. None of its associates have relevant interests in any Shares existing as at the date of this Notice.

- (b) ***The maximum extent of the increase in that persons voting power in the Company that would result from the acquisition:***

Immediately after Resolution 3 is passed, the voting power in the Company will increase from 0% to 92.21%.

- (c) ***The voting power that the relevant allottees would have as a result of the acquisition:***

Immediately after Resolution 3 is passed, the voting power in the Company will be 92.21%.

- (d) ***The maximum extent of the increase in the voting power of each of the allottee's associates that would result from the acquisition:***

As Faith Champ Enterprises Ltd have no associates holding any relevant interest in existing Shares there is no increase in the voting power of the associates in the Company as a result of the acquisition.

- (e) ***The voting power that each of the allottees associates would have as a result of the acquisition:***

Nil.

Other Required Information – ASIC Regulatory Guide 74

The following further information is disclosed:

The reason for the proposed acquisition is to recapitalise the Company and enable it to extinguish all debts. It can then seek out opportunities to add Shareholder wealth.

- (a) it is proposed that the Company will continue to develop its current business in the short term but the Company will seek out other investment opportunities. As part of this process, it is contemplated that the existing Directors will be re-appointed to the Board. The re-appointments are subject of separate resolutions in the Notice;

- (b) The material terms of the acquisition are as follows:

Proposed conversion of \$1,430,440 in debt to equity;

Proposed consolidation of shares on a one for fifty two basis;

Included in the above, proposed conversion of director related Loans and fees of \$564,340 into equity;

Proposed capital raising from overseas, sophisticated, professional and exempt investors of 165 million shares to raise \$450,000; and

Appointment of a new Board of Directors, such Board having extensive experience.

- (c) the Company may require additional capital or loans in the future to satisfy the requirement of Chapters 1 and 2 of the Listing Rules and to fund any new acquisition identified by the Board. To this end, the Company may be seeking Shareholder approval to proceed with a further capital raising in the near future depending on the nature of any new business acquisition; and
- (d) there is no current intention to redeploy any fixed assets of the Company or to change the Company's existing policies in relation to financial matters or dividends. At present, the Company does not pay a dividend. The dividend policy of the Company will be assessed in accordance with the future profitability of the business. The Company does not have any employees.

2.4 Resolution 4, 5, and 6 – Election of New Directors

The Recapitalisation Proposal provides that from the date of the Meeting, the Board will include nominees of the Investment Group. Existing Directors, Mr David Sutton, Mr William Urquhart and Dr Louis Schurmann will resign. The new board will include 3 non-executive directors, being Ms (Jamie) Khoo Gee Choo, Mr Greg Cornelsen, and Mr Chow Yee Koh, Ms (Jamie) Khoo Gee Choo is the proposed non-executive Chairman. No CEO or CFO will be appointed at present. Resolutions 4, 5 and 6 seek to achieve this.

The curriculum vitae of each New Director is provided below.

Ms (Jamie) Khoo Gee Choo, MBA, University Hull, U.K. Institute of Singapore Chartered Accountants, Singapore Institute of Directors.

Ms Khoo has over 20 years experience in accounting and corporate finance, with extensive experience in corporate funding, investment evaluation, due diligence, and corporate structuring. Ms Khoo holds directorships of ASX listed d, LionHub Group Ltd, On Q Group Ltd. She is currently the Deputy CFO of a China based info technology cmpany.

Mr Gregory Cornelsen, BEC

Mr Cornelsen is an economist, business development specialist and a successful businessman having held leadership positions in both large Australia based multinationals and start-up operations. In 1990 he developed and grew Springbrook Natural Waters Pty Ltd from the ground right through to its sale to Palm Springs Limited. Previously he was a Senior Grain Trader for Elders managing the Futures and Foreign exchange trades of course grain to Japan.

He is also a former international rugby player, with 25 caps for the Australian Wallabies. His rugby and business backgrounds have allowed him to develop an extensive network within the Australian business community. He is a current director of ASX listed Blueglass Limited.

Mr Chow Yee Koh – B.Com Strathclyde University Scotland, Member of

Association of Chartered Certified Accountants (UK)

Mr Koh has over 18 years experience in accounting and corporate finance accumulated with accounting firms and listed companies in Australia, China, Singapore, and Malaysia. Mr Koh is a director of ASX listed On Q Group Limited.

2.5 Resolution 7 – Approval for Allotment and Issue of Shares to Benelong Capital Partners Pty Ltd, and Equinex Investments Ltd

Approval is sought for the issue of 7,589,116 shares equally to Benelong Capital Partners Pty Ltd and Equinex Investments Ltd, to be issued under the recapitalisation proposal. This resolution is required to be approved by shareholders in accordance with ASX Listing Rule 7.1 and 10.11. The shares are proposed to be issued as payment for advisory services relating to the formulation of the recapitalisation proposal, and its successful consummation. Reimbursement of costs and charges incurred by Benelong Capital Partners Pty Ltd expected to be in the order of \$146,000 may be reimbursed by EHG Corporation Limited, likewise payments made to EHG Corporation Limited creditors by Benelong Capital Partners Pty Ltd in order to halt winding up proceedings against EHG Corporation Limited. The proposed incoming shareholders have paid a refundable mandate fee to Benelong Capital Partners Pty Ltd which is not an expense of EHG Corporation Limited, but noted for completeness. No shares will be issued to Benelong Capital Partners Pty Ltd and Equinex Investments Ltd nor will any reimbursements of costs occur unless the full \$450,000 in fresh capital is raised.

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

Pursuant to Resolution 7, the company is seeking shareholder approval for the issue of shares to Equinex Investments Ltd, for \$Nil consideration. Ms (Jamie) Khoo Gee Choo, a proposed director, is a related party of Equinex Investments Ltd.

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 share issue:

- (a) the related party is (Jamie) Khoo Gee Khoo, and she is a related party by virtue of being a proposed director of the company;
- (b) the maximum number of shares, (being the nature of the financial benefits being provided), to be issued to the proposed director's related company, Equinex Investments Ltd, will be 3,794,558 shares on a post consolidation basis.
- (c) the shares will be issued to the proposed director's related company, Equinex Investments Ltd, no later than 1 month 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);
- (d) the issue price will be \$Nil and no funds will be obtained from the issue;
- (e) the shares issued under Resolution 7 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 value of the financial benefit provided to the proposed director is calculated by the number of securities being issued by the issue price

under the general placement of \$0.00272727272, that is \$10,349.00.

The company shares have been suspended from quotation on the ASX since 23 May 2008.

- (g) the proposed director currently has no interest in any shares;
- (h) the remuneration and emoluments from the company to the proposed director for the previous financial year have been \$Nil. In the current financial year it is also \$Nil;
- (i) if the proposed consolidation and capital raising is completed, the proposed director's related company, Equinex Investments Ltd will have 3,794,558 shares out of a total 180,000,000 shares on issue representing 2.108%.
- (j) the trading history of the shares on ASX in the 12 months before the date of this notice is set out below:

	Price	Date
Highest	0	20 March 2014
Lowest	0	20 March 2014
Last	0	20 March 2014

Shareholders should note that the company's securities were suspended from quotation on 23 May 2008 and remain suspended.

- (k) the primary purpose of the issue of the shares is to allow the proposed director to participate and align her interests with all shareholders.
- (l) none of the current directors have an interest in the outcome of Resolution 3. The directors make a positive recommendation because it is a part of the recapitalisation proposal.
- (m) the directors are 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 Resolution 3.

Approval pursuant to ASX Listing Rule 7.1 is not required for the participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of shares and performance options to the proposed director (or their respective nominees) will not be included in the use of the company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

2.6 Resolutions 8, 9 and 10 – Approval for the issue of shares to existing directors in payment of Directors Fees

Approval is sought for the issue of 333,334 shares to Mr David Sutton, 333,333 shares to Mr William Urquhart and 333,333 shares to Dr Louis Schurmann or their nominee in the capital of the company (on a post-consolidation basis) at an issue price of \$0.00130434792 each per share.

2.6.1 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 10.11, the following information is provided in respect of the proposed issue of the Related Party Securities:

- (a) The related parties to whom a financial benefit will be given are David Sutton, William Urquhart and Louis Schurmann and they are related parties by virtue of being directors;
- (b) The maximum number of Related Party Securities (being the nature of the financial benefit being provided) to be issued to the Related Parties is:
 - (i) 333,334 shares to David Sutton (or his nominee); and
 - (ii) 333,333 shares to Louis Schurmann (or his nominee),
 - (iii) 333,333 shares to William Urquhart (or his nominee),
- (c) The Related Party Securities will be issued 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 that the Related Party Securities will be issued on one date;
- (d) The Related Party Securities will be issued for at \$0.00130434792 each per shares;
- (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 value of the shares is determinant upon the trading price of the company's shares at any one point in time. The closing price recorded on ASX on 20 March 2014 was \$Nil. Alternatively, the deemed value of the shares to be issued to the Related Parties (or their respective nominees) would be based on the independent experts valuation.

Related Party	Valuation of Shares after all Resolutions Consummated
David Sutton	\$48
Louis Schurmann	\$48
William Urquhart	\$48

- (g) David Sutton is entitled to receive annual remuneration of \$120,000 for Director's duties. In addition to this, his related company, namely Dayton Way Financial Pty Ltd, is entitled to receive \$60,000 per year for office support services, and a commission of 6% on monies raised.
- (h) Louis Schurmann is entitled to receive annual remuneration of \$144,000 for Director's duties, and additional consultancy fees as and when required.

- (i) William Urquhart is entitled to receive annual remuneration of \$100,000 for Director's duties.
- (j) Due to cash flow issues, directors have not been paid all remuneration owed. The amounts owed are on the next table. The amounts paid to directors since their appointment as directors is, for David Sutton \$24,166.30, Bill Urquhart \$21,000.00, and Louis Schurmann \$87,000.00.
- (k) The following table shows the current amount owed to directors, and the post meeting position if all resolutions are passed and consummated:

Related Party Name	Current Creditor Amount owed	Payment in Cash (Sourced from Resolution 3)	Resolution 1 Payment in shares @ \$0.008 (Pre-Consolidation)	Balance Amount Owed
David Sutton	\$145,555	(\$68,206)	9,668,625 (185,935 Post Consolidation)	\$Nil
Louis Schurmann	\$289,213	(\$68,206)	27,625,875 (531,267 Post Consolidation)	\$Nil
William Urquhart	\$132,915	(\$68,206)	8,088,625 (155,550 Post Consolidation)	\$Nil

- (l) As at the date of this Notice the relevant interests of the Related Parties in securities of the company are as follows:

	Current Position		To be issued on approval of resolutions 8, 9 & 10	
Related Party	Shares	Options	Shares	Options
David Sutton	Nil	Nil	333,334	Nil
Louis Schurmann	Nil	Nil	333,333	Nil
William Urquhart	Nil	Nil	333,333	Nil

- (m) The issue of the 1 Million Shares will increase the number of shares on

issue from 179 million to 180 million with the effect that the shareholding of existing shareholders would be diluted by an aggregate of 0.00558659217%, (i.e. Less than 1%), comprising 0.00186219739% by David Sutton and 0.00186219739% by Louis Schurmann and 0.00186219739% by William Urquhart.

The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	0	20/03/2014
Lowest	0	20/03/2014
Last	0	20/03/2014

- (n) The Board acknowledges The Corporate Governance Principles and Recommendations with 2010 Amendments (2nd Edition) as published by the ASX Corporate Governance Council.
- (o) The Board acknowledges The Corporate Governance Principles and Recommendations with 2010 Amendments (2nd Edition) as published by the ASX Corporate Governance Council.
- (p) The primary purpose of the issue of the related Party Securities to David Sutton, Louis Schurmann and William Urquhart is to issue shares and raise cash;
- (q) David Sutton declines to make a recommendation to shareholders in relation to Resolution 8 due to his material personal interest in the outcome of the resolution on the basis that he is to be issued related party securities in the company should resolution be passed. However, in respect of resolution 9 and 10, David Sutton recommends that shareholders vote in favour;
- (r) Louis Schurmann declines to make a recommendation to shareholders in relation to Resolution 10 due to his material personal interest in the outcome of the resolution on the basis that he is to be issued related party securities in the company should resolution 10 be passed. However, in respect of resolution 8 and 9, Louis Schurmann recommends that shareholders vote in favour;
- (s) William Urquhart declines to make a recommendation to shareholders in relation to Resolution 9 due to his material personal interest in the outcome of the resolution on the basis that he is to be issued related party securities in the company should resolution 9 be passed. However, in respect of resolution 8 and 10, William Urquhart recommends that shareholders vote in favour;
- (t) In forming their recommendations, each director considered the experience of each other related party, the current market price of shares, the current market practices when determining the number of

shares to be granted; and

- (u) 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 8, 9, and 10.

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

2.7 Directors' Recommendations and Independent Experts Report, or IER

The Directors make a positive recommendation to Shareholders in respect of each resolution. The Listing Rules and the Corporations Act require an Independent Experts Report (IER) to be prepared. We note the attached Independent Experts Report by Stantons International Securities advises that the proposed issue of Shares the subject of resolution 3 is fair and reasonable. The advantages and disadvantages of the acquisition are outlined in the Independent Experts Report and provided to non associated shareholders to determine whether or not they are better off if the acquisition proceeds than if not. This is because the asset backing per share will rise; the company's solvency will be repaired; and the prospects of locating a suitable project will be enhanced. Shareholders should read this Explanatory Statement in full and the IER, to form an opinion on the merits of the proposal.

2.8 Proforma Consolidated Balance Sheet & Financial Position

The Company's financial position, after the proposal and capital raising, is as follows:

	March 2015 Current Balance Sheet	Balance Sheet After Resolutions
<u>Assets</u>		
Plant & Equipment – China *	\$1	\$Nil
Cash after Resolutions passed	-	\$54,000**
	-----	-----
Total Assets	\$1	\$
<u>Liabilities</u>		
Current Liabilities	(\$1,680,440)	\$Nil
	-----	-----
Total Liabilities	(\$1,680,440)	\$Nil
	-----	-----
Net Assets	(\$1,680,439)	\$54,000
	=====	=====

- * Plant & equipment assets have no commercial value and will be disclaimed or sold to Dayton Way Financial Pty Ltd for \$1

** Assuming completion of subscriptions described in Resolution 3 and Expenditure Budget on paragraph 1.1.2 above.

Issued Capital	\$98,307,739
Reserves	\$1,068,755
Losses	\$(99,322,494)

Net Equity	\$ 54,000
	=====

2.9 Resolution 11 – Change of Company Name

Resolution 11 is a special resolution seeking approval to change the name of the Company to “Bunuru Corporation Limited”.

ENQUIRIES

Shareholders are invited to contact Mr. David Sutton on phone +61 2 9275 8868 or Mr. Steve Nicols on phone +61 2 9299 2289 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

AEST means Australian Eastern Standard Time (i.e. Sydney time).

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691).

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

Board means the board of Directors of the Company.

Company means EHG Corporation Limited (ACN 009 366 009).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement to the Memorandum.

Independent Experts Report means the report of Stantons International Securities (a copy of which is set out at Annexure A).

Meeting means the meeting convened by the Notice.

Memorandum means this information memorandum.

Notice means the notice of meeting accompanying this Memorandum.

Official List means the official list of ASX.

Recapitalisation Proposal means the proposal to recapitalise the Company set out in section 1.2.1 of the Explanatory Statement.

Shareholders means a holder of Shares in the Company.

Shares means fully paid ordinary shares in the capital of the Company.

\$ means Australian dollars.

ANNEXURE A
Independent Experts Report

PROXY FORM FOR GENERAL MEETING OF EHG CORPORATION LIMITED ACN 002 876 182

I/We

being a Member of EHG Corporation Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at Nicols and Brien, Level 2, 350 Kent Street, Sydney, New South Wales on Monday 18 May 2015 at 11.00am (AEST) and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Approval for the Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	On Conversion of Loans		<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Consolidation of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Allotment & Issue of Shares - Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director – (Jamie) Khoo Gee Choo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Director – Greg Cornelsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Election of Director – Chow Yee Koh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval for Allotment & Issue of Shares to Benelong Capital Partners Pty Ltd and Equinex Investments Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval for Allotment & Issue of Shares To Mr David Sutton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval for Allotment & Issue of Shares To Mr William Urquhart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval for Allotment & Issue of Shares To Dr Louis Schurmann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Approval to Change the Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If you do **not** wish to direct your proxy how to vote, please place a mark in this box

By marking this box, you acknowledge that the Chairman may exercise your proxy ☐ if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman will vote in favour of all of the resolutions if no directions are given.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to 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 _____%

Signed this day of 2015

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. 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. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. Details on where to send the forms are listed on Page 3 of this Notice.
7. For any questions or queries, please call David Sutton on ph +61 2 9275 8868, or, Steve Nicols on ph +61 2 9299 2289 or fax +61 2 9299 2239 or email steve@benelongcapitalpartners.com.