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**BRIDGE GLOBAL CAPITAL MANAGEMENT LIMITED**  
**ABN 52 106 760 418**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10:00 am (WST)

**DATE:** Monday 30 November 2015 (to be deemed despatched by 2 November)

**PLACE:** Level 1 | 10 Kings Park Road | West Perth | WA 6005 | Australia

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 1300 798017.

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00 am (WST) on 30 November 2015 at:

Level 1, 10 Kings Park Road, West Perth, WA 6005

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00 am (EST) on 28 November 2015.

### VOTING IN PERSON

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

### VOTING BY PROXY

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

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

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

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and

- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

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

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

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

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

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

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

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

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. ANNUAL ACCOUNTS AND REPORT

To receive and consider the annual financial report of the Company to the year ending 30 June 2015, consisting of the annual financial report, the director's report, the Remuneration Report and the Auditor's Report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"That for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, approval is given for the adoption of the Remuneration Report forming part of the Company's 2015 annual financial report."*

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

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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#### 3. RESOLUTION 2 – RE-ELECTION OF MR NATHAN CARBONE AS A DIRECTOR

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

*"That, pursuant to Rule 3.4 of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr. Nathan Carbone, who was appointed by the Board since the last Annual General Meeting and retires in accordance with the Company's Constitution, and being eligible, offers himself for election, be elected as a Director of the Company."*

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#### 4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SECURITIES

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 2 December 2014 of 5,521,644 Shares and 5,521,644 Options exercisable at \$0.25 on 29 June 2018, on the basis set out in the Explanatory Memorandum."*

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

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#### 5. RESOLUTION 4 – ACQUISITION OF MEJORITY SECURITIES LIMITED

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Company be authorised to acquire MEJority Securities Limited through the issue of that number of Shares, when multiplied by the issue price (which is based on a Volume Weighted average price converted into US\$ for the 10 trading days preceding this meeting), will equal up to US\$1.2M to the shareholders of that entity, or their nominees, as detailed in the Explanatory Memorandum."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote 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.

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#### 6. RESOLUTION 5 - ADOPTION OF NEW CONSTITUTION

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

*"That the new constitution tabled at the meeting, and signed by the Chairperson for the purpose of identification, is approved and adopted as the new constitution for Bridge Global Capital Management Limited in place of the current Constitution, with effect from the close of the Meeting."*

**Note:** This Resolution is a special resolution and can only be passed if at least 75% of the votes cast in person or by proxy by members who are entitled to vote on the resolution are voted in favour.

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## 7. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT FACILITY

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

*"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will 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.

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## 8. RESOLUTION 7 – CHANGE OF COMPANY NAME – MEJORITY CAPITAL LIMITED

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

*"That, the Company's name be changed from Bridge Global Capital Management Limited to MejORITY Capital Limited (subject to completion of the transaction set out in Resolution 4)."*

**Note:** This Resolution is a special resolution and can only be passed if at least 75% of the votes cast in person or by proxy by members who are entitled to vote on the resolution are voted in favour.

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**DATED: 30 OCTOBER 2015**

**BY ORDER OF THE BOARD**



**SIMON LILL  
CHAIRMAN  
BRIDGE GLOBAL CAPITAL MANAGEMENT LIMITED**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the Shareholders of Bridge Global Capital Management Limited ("**BGCM**" or the "**Company**") in connection with the business to be conducted at the Company's Annual General Meeting to be held at the offices of the Company's auditors at Level 1, 10 Kings Park Road, West Perth, WA 6005 on Monday 30 November 2015 commencing at 10:00 AM (WST) and any adjournment thereof.

This Explanatory Statement should be read in conjunction with the accompanying Notice of Meeting.

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### 1. ANNUAL ACCOUNTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at:

[www.bgam.co](http://www.bgam.co)

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for consideration and adoption by a non – binding vote. This Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report contains:

- (a) information about the Board's policy for determining the nature and amount of remuneration of the Directors and senior executives of the Company;
- (b) a description of the relationship between the Company's remuneration policy and the Company's performance;
- (c) a summary of performance conditions for each of the Directors and senior executives, including a summary of why they were chosen and how performance is measured against them; and
- (d) remuneration details for each Director and for each of the Company's specified executives.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report. The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

The Remuneration Report, which is part of the 2015 Annual Report, has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the 2015 Annual Report are available by contacting the Company's registered office or visiting the Company's website:

[www.bgam.co](http://www.bgam.co)

## 2.2 Voting Consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that all Directors (other than the Managing Director) may be up for re-election.

## 2.3 Previous voting results

At the Company's 2014 Annual General Meeting the remuneration report was approved by over 75% of shareholders.

## 2.4 Voting Prohibition – Remuneration Report

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions given	No directions given
Key Management Personnel <sup>1</sup>	Vote as directed	Unable to vote <sup>3</sup>
Chair <sup>2</sup>	Vote as directed	Able to vote at discretion of Proxy <sup>4</sup>
Other	Vote as directed	Able to vote at discretion of Proxy

### Notes:

<sup>1</sup> Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.



<sup>2</sup> Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

<sup>3</sup> Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

<sup>4</sup> The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

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### **3. RESOLUTION 2 – RE-ELECTION OF MR NATHAN CARBONE AS A DIRECTOR**

#### **3.1 General**

Mr Nathan Carbone was appointed as a non-executive Director on 16 September 2015. Pursuant to Rule 3.4 of the Company's Constitution, any director appointed to the Board since the last annual general meeting must retire from office at the next annual general meeting and is then eligible for election at that meeting. Mr. Carbone, being eligible, offers himself for election as director of the Company.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

#### **3.2 Director's Biography**

Mr. Carbone has over 20 years experience in the financial services industry, having held senior finance and banking leadership roles. He has also held senior roles in banking institutions in Hong Kong and has significant regional experience which will be invaluable to Bridge Global into the future.

#### **3.3 Director's Recommendation**

All the Directors except Mr. Nathan Carbone who has an interest in this Resolution recommend that Shareholders vote in favour of Resolution 2.

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### **4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SECURITIES**

#### **4.1 General**

On 2 December 2014 the Company issued various tranches of Shares as approved by Shareholders at the General Meeting held on 10 November 2014, and as noted below.

It also issued an additional 6,976,804 Shares and 6,976,804 Options through the conversion of additional Convertible Notes that had not been specifically approved at the General Meeting held on 10 November 2014 (**Convertible Note Issue**). The issue of these securities was made under ASX Listing Rule 7.1.

However the Company inadvertently breached ASX Listing Rule 7.1 through issuing greater than the 15% capacity of Shares to be issued that was available at that time. The Company issued 2,910,321 more securities than was available to it to issue through its 15% placement capacity.

The ASX was advised of this and resulted in the Company being unable to issue any additional securities until 8 March 2015.

All monies raised from these issues were to support the Company's proposed ASX listing and business plan, which occurred on 29 June 2015.

Resolutions 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for 5,521,644 Shares and 5,521,644 Options the subject of the Convertible Note Issue and being in total the number that did not breach LR 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

By ratifying the issue the subject of Resolution 3, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

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

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (a) 5,521,644 Shares and 5,521,644 Options were issued on 2 December 2014 pursuant to ASX Listing Rule 7.1;
- (b) the issue price for the Shares was \$0.05 with the Options being free attaching options issued on the basis of one Option for every one Share issued;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Options were issued on the terms and conditions set out in Schedule 1;
- (e) the Shares and Options were issued to sophisticated and professional investors, none of whom are related parties of the Company; and
- (f) the funds raised from the Convertible Note Issue were used to support the Company's public offering activities and business plan as described within the Company's prospectus dated 2 April 2015.

A voting exclusion statement is included in the Notice.

## **4.3 Director's Recommendation**

All the Directors recommend that Shareholders vote in favour of Resolution 3.

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## **5. RESOLUTION 4 – ACQUISITION OF MEJORITY SECURITIES LIMITED**

### **5.1 Background to the Transaction**

The Company advised the ASX on 1 October 2015 that it was not proceeding with its proposed acquisition of Hanhong (Hong Kong) Limited. As a result its

HK\$2,500,000 security deposit has been returned and the 2,500,000 Shares that were issued as part of the transaction are to be cancelled. The Company advised the ASX at the time that it was seeking to acquire other similar businesses that would provide the Company with similar licences and capabilities within the Asian Financial Services market.

On 16 October it announced that it had signed a Memorandum of Understanding with MEJority Securities Limited (**MEJority**) and its 100% owner, Mr. Mark Chew.

Prior to the despatch of this Notice the Company has executed a contract to acquire MEJority for US\$1,200,000 worth of Shares under the following key commercial terms and conditions:

- In consideration for the acquisition of 100% of the issued shares in MEJority, the Company is required, subject to Shareholder approval, to issue Shares to the value of US\$1,200,000 within 7 days of Shareholder approval being received (**Consideration Securities**). The Shares to be issued will be based on the volume weighted average price (**VWAP**) 10 days prior to the Meeting date to approve the transaction, calculated together with the exchange rate based on an average through the same VWAP period.
- The Consideration Securities may be subject to escrow restrictions from their date of issue in accordance with the ASX Listing Rules. As at the date of this Notice ASX has not made a determination in this regard but expects to do so prior to any final approval for the reinstatement of the Company's securities on the ASX.
- Mr Chew is to be provided a 3 year employment contract under the same terms and conditions of his existing employment contract. The contract will also include non-compete provisions if there is a termination event.

Pursuant to the Company's Prospectus, the Company was raising funds to set up a multi-jurisdictional trading platform with its key interest being to set up a platform in Hong Kong that would provide clients with access to China, and in the reverse, future Chinese clients with access to Australian investment opportunities.

The Prospectus stated that:

- *its interests in Hanhong will provide it with access to Type 1, 4 and 9 licences in Hong Kong which allow Hanhong to operate as a stockbroker, financial adviser and funds manager;*
- *it will have a 49% interest in a revenue stream from BGAM for providing a funds management platform to BGAM; and*
- *it is a corporate authorised representative registered with ASIC to offer financial services to retail and wholesale clients in Australia. It commenced operating as such in September 2014.*

*The Company, utilising this existing financial services platform then plans to expand its financial services operations throughout the broader Asian markets, but more specifically in the initial period of operations into Australia, Singapore and Malaysia.*

*It plans to grow its financial services businesses through the application for, or acquisition of, similar licences to those acquired in Hong Kong in the jurisdictions indicated.*

*It will also target small to medium funds to offer an operational platform for those funds through its interests in BGAM.*

*The combination of the above will provide the Company with the opportunity to earn fees through:*

- **Broking** – high net worth clients throughout the Asian region;
- **Funds management** – utilising its funds platform we believe we will be able to offer a fee for service at a cheaper rate with superior outcomes, and with greater ease and flexibility, than existing market participants;
- **Corporate finance** – Corporate advice, Mergers and Acquisitions, start-ups and management of capital raising activities; and
- **Proprietary Trading** - Trading 'as principal' whereby the firm's traders may take positions in both the primary and secondary market in order to generate profits and assist corporate activities.

The business model of the Company has not changed. The Company is however replacing the proposed Hanhong transaction with the acquisition of MEJority.

MEJority is a licensed Hong Kong Exchange equities trading participant (ID B01950). It operates both proprietary and agency trading under Type 1 and 4 Licences issued by the Securities and Futures Commission of Hong Kong. It plans to also obtain a Type 9 Licence so that it would then be able to operate as a stockbroker, financial adviser and funds manager.

It has been operating for approximately 4 years offering equities trading solutions for investment houses, fund managers, wholesale investors and external trading firms in Hong Kong.

It currently has 8 salaried staff and operates offices in Hong Kong Central and Wan Chai. MEJority currently enjoys consistent revenue from its core activities, has seen consistent growth in trading turnover and is operating profitably.

The Board has stated its reasons in ASX announcements as to why it is not proceeding with the Hanhong transaction. The Board believe that MEJority offers a superior outcome to the Company and that its principal, Mr. Mark Chew, is the 'best fit' partner to execute the Company's Asian strategy and attract new business in the region. The aim is to leverage off the existing MEJority infrastructure and client base to further expand the product offering and the client base in Hong Kong and into China and other regions in the area.

## **5.2 General – Resolution 4**

Resolution 4 seeks Shareholder approval for the issue of up to that number of Shares, when multiplied by the issue price, will raise up to US\$1,200,000.

A summary of ASX Listing Rule 7.1 is set out in section 4.1 above.

The effect of Resolution 4 will be to allow the Company to issue the Consideration Securities 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.

### 5.3 Technical Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Securities in accordance with Resolution 4. Please also refer to table below for a matrix of issue prices.

- (a) The maximum number of Shares to be issued will be dependent upon the Share price in accordance with the VWAP calculation, but has been agreed by the Parties that it will not equate to greater than 15% of the current issued Share capital of the Company, such that the maximum number of Shares to be issued will not be greater than 17,957,387.
- (b) The Consideration Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver (or modification of the ASX Listing Rules) and it is intended that issue will occur on the same date.
- (c) As set out above, the issue price will be based on the VWAP 10 days prior to the Meeting date to approve the transaction together with the exchange rate based on an average through the same VWAP period;
- (d) The Shares 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 (and will rank equally with the Company's existing Shares).
- (e) The Consideration Securities will be issued to Mark Chew, the Vendor, and/or his nominees (none of which are related parties of the Company other than by reason of the Acquisition).
- (f) The Consideration Securities will be issued for nil cash consideration for the acquisition of MEJority Securities Limited.

### 5.4 Dilution

Exchange Rate (US\$:A\$) <sup>1</sup>	0.72		0.72		0.72	
VWAP Price <sup>2</sup>	0.10		0.15		0.20	
	Issued Shares	%age	Issued Shares	%age	Issued Shares	%age
<b>Existing Capital Structure</b>	105,549,244		105,549,244		105,549,244	
<b>Less: Hanhong Shares Cancelled <sup>3</sup></b>	(2,500,000)		(2,500,000)		(2,500,000)	
<b>Sub Total – Existing Capital Structure</b>	103,049,244	86.08%	103,049,244	90.27%	103,049,244	92.52%
<b>Shares Issued for MEJority Acquisition <sup>4</sup></b>	16,666,667	13.92%	11,111,111	9.73%	8,333,333	7.48%
<b>Capital Structure – Post MEJority acquisition</b>	119,715,911	100%	114,160,355	100%	111,382,577	100%

Notes:

1. Exchange Rate is approximate but is consistent with recent exchange rates at the date of dispatch;
2. VWAP is estimated based on a range of recent prices with \$0.10 being a recent low, and \$0.20 being the IPO price at listing on 28 June 2015;
3. The Company was to acquire Hanhong Pty Limited and had issued Shares in favor of Hanhong's nominees – as this transaction is no longer proceeding those Shares are to be cancelled with agreement from the Hanhong vendors;
4. Shares to be issued based on an agreed US\$1,200,000 acquisition price and calculated in accordance with exchange rates and VWAP pricing as indicated.

## 5.5 Director's Recommendation

All the Directors recommend that Shareholders vote in favour of Resolution 4.

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## 6. RESOLUTION 5 - ADOPTION OF NEW CONSTITUTION

### 6.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

The Company's current constitution was adopted by the members on 20 April 2004, and released to the ASX on 20 December 2006 as part of the Company's pre-quotation disclosure requirements. The Constitution has not been updated since.

Since that time there have been various amendments to the Corporations Act and ASX Listing Rules.

Resolution 5 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and ASX Listing Rules.

This will incorporate amendments to the Corporations Act and ASX Listing Rules since the current Constitution was adopted in 2004.

A copy of the Proposed Constitution will be tabled at this meeting and, for the purpose of identification, signed by the Chairman as its new constitution in substitution for, and to the exclusion of the existing Constitution of the Company.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution and an explanatory table for the key differences between it and the existing constitution is available on our website at [www.bgam.co](http://www.bgam.co).

Shareholders may also obtain a copy by contacting the Company 1300 798017., or emailing at [info@bgam.co](mailto:info@bgam.co) Shareholders are invited to contact the Company if they have any queries or concerns. A copy of the Proposed Constitution will also be available at the meeting.

It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

## **6.2 Summary of material proposed changes**

### **Fee for registration of off market transfers (clause 8.4(c))**

On 24 January 2011, ASX amended ASX Listing Rule 8.14 with the effect that the Company may now charge a "reasonable fee" for registering paper-based transfers, sometimes referred to "off-market transfers".

Clause 8.4 of the Proposed Constitution is being made to enable the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders. The fee is intended to represent the cost incurred by the Company in upgrading its fraud detection practices specific to off-market transfers.

Before charging any fee, the Company is required to notify ASX of the fee to be charged and provide sufficient information to enable ASX to assess the reasonableness of the proposed amount.

### **Dividends (clause 21)**

Section 254T of the Corporations Act was amended effective 28 June 2010.

There is now a three-tiered test that a company will need to satisfy before paying a dividend replacing the previous test that dividends may only be paid out of profits.

The amended requirements provide that a company must not pay a dividend unless:

- (a) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (b) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- (c) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The existing Constitution reflects the former profits test and restricts the dividends to be paid only out of the profits of the Company. The Proposed Constitution is updated to reflect the new requirements of the Corporations Act. The Directors consider it appropriate to update the Constitution for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.

### **Partial (proportional) takeover provisions (new clause 35)**

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

## Information required by section 648G of the Corporations Act

### *Effect of proposed proportional takeover provisions*

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

### *Reasons for proportional takeover provisions*

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

### *Knowledge of any acquisition proposals*

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

### *Potential advantages and disadvantages of proportional takeover provisions*

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and



- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

### **6.3 Director's Recommendation**

The Board recommends Shareholders vote in favour of Resolution 5 as the Board considers that the Proposed Constitution is appropriate for the Company moving forward given the change to nature and scale that the Company has undergone since being reinstated to the ASX on 28 June 2015.

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## **7. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT FACILITY**

### **7.1 General**

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less (**Eligible Entity**). The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$9,499,430.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

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

### **7.2 Description of ASX Listing Rule 7.1A**

#### **(a) Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 6 for it to be passed.

#### **(b) Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of Equity Securities, being listed Shares (ASX Code: BGC) and listed Options.

#### **(c) Formula for calculating 10% Placement Facility**

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual General Meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

**(A x D) – E**

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

### **7.3 Specific information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

**(a) Minimum Issue Price**

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 ASX trading days (on which trades in that class were recorded) immediately before:

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

**(b) 10% Placement Period**

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

or such longer period if allowed by ASX (**10% Placement Period**).

(c) **Risk of voting dilution**

If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Convertible Securities, only if the Convertible Securities are converted into Shares). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

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

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Facility.

The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer), or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.075 50% decrease in Issue Price	\$0.15 Issue Price	\$0.30 100% increase in Issue Price
<b>Current Variable A</b> 105,549,244 Shares	<b>10% voting dilution</b>	10,554,924 Shares	10,554,924 Shares	10,554,924 Shares
	<b>Funds raised</b>	\$791,619	\$1,583,238	\$3,166,477
<b>50% increase in current Variable A</b> 158,323,866 Shares	<b>10% voting dilution</b>	15,832,385 Shares	15,832,385 Shares	15,832,385 Shares
	<b>Funds raised</b>	\$1,187,429	\$2,374,857	\$4,749,715
<b>100% increase in current Variable A</b> 211,098,488 Shares	<b>10% voting dilution</b>	21,109,848 Shares	21,109,848 Shares	21,109,848 Shares
	<b>Funds raised</b>	\$1,583,238	\$3,166,477	\$6,332,954

**The table has been prepared on the following assumptions:**

- (i) There are currently 105,549,244 Shares on issue.
- (ii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (iii) No convertible securities (including any convertible securities issued under the 10% Placement Facility) are converted into Shares before the date of the issue of the Equity Securities.
- (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- (v) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (vi) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of this Meeting.
- (vii) The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- (viii) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.

- (ix) The issue price is shown as \$0.15, which is approximately a price that is 50% between the IPO price and the current price.

(d) **Purpose of issue under 10% Placement Facility**

The Company may seek to issue the Equity Securities for the following purposes:

- (i) for cash consideration, in which case the Company may use the funds raised towards making (or to securing the right to make) one or more acquisitions and/or to further its existing projects; and/or general working capital; so that the Company has the necessary working capital and flexibility to consider, and if thought fit, to put it in a stronger position to make (or to secure the right to make) one or more acquisitions and/or to further its existing projects; or
- (ii) non-cash consideration for the acquisition of (or securing the right to make acquisitions of) new projects and investments or to further its existing projects. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Facility**

The Company's allocation policy is dependent on the purpose of the proposed issue and prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the purpose of the issue;
- (ii) alternative methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the financial situation and solvency of the Company; and
- (v) advice from corporate, financial and broking advisers (if applicable).

The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an Associate of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

(f) **Previous approval under ASX Listing Rule 7.1A**

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

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Facility, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

(h) **Voting Exclusion**

A voting exclusion statement is included in this Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

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**8. RESOLUTION 7 – CHANGE OF COMPANY NAME – MEJORITY CAPITAL LIMITED**

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

Resolution 7 seeks the approval of Shareholders for the Company to change its name to Mejority Capital Limited.

If Resolution 7 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if Resolution 7 is passed, the Company will lodge a copy of the special resolution with ASIC on completion of the Acquisition in order to effect the change.

The Board proposes this change of name on the basis that the Company plans to recommence branding its business in conjunction with its acquisition of MEJority Securities Limited.

The Company has reserved the ASX Code MJC in anticipation of Shareholders approving the name change.

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## GLOSSARY

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**\$** means Australian dollars.

**10% Placement Facility** has the meaning given in section 7.1 of the Explanatory Statement.

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

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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

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

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

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

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

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

**Company** means Bridge Global Capital Management Limited (ACN 106 760 148).

**Constitution** means the Company's constitution.

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

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

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

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

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

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

**MEJority** means MEJority Securities Limited, a company incorporated in Hong Kong (Company No. 1703170).

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

**Option** means an option to acquire a Share.

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Prospectus** means the Company's prospectus for the public offer of up to 30,000,000 Shares to raise up to \$6,000,000 dated 2 April 2015.

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

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2015.

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

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

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

**Variable A** means "A" as set out in the calculation in section 7.2 of the Explanatory Statement.

**VWAP** means volume weighted average price.



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## SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

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- (a) Each Option (**Option**) entitles the holder (**Option Holder**) to subscribe for a Share in the Company at the exercise price of \$0.25 per Share.
- (b) The Options are, subject to any restriction on the Options vesting in the Option Holder, only exercisable 7 days prior to the Expiry Date, which will be 36 months from the date of Reinstatement.
- (c) The Options will expire at 5.00pm (Central Standard Time in Australia) on the first day after the 36th Calendar Month from Reinstatement (**Expiry Date**). Any Options not exercised on or before the expiry date will automatically lapse.
- (d) All Shares in the Company issued on the exercise of Options will rank equally in all respects with the then existing Shares.
- (e) The Company must apply for quotation of all Shares in the Company allotted pursuant to the exercise of Options not later than 10 Business Days after the date of issue.
- (f) Application will be made to ASX for quotation of the Options.
- (g) An Option Holder may only participate in new issues of securities (New Issue) to holders of Shares in the Company if the Options have been exercised and Shares allotted in respect of the Options before the record date for determining entitlements to the New Issue. The Company must give to the Option Holder at least 7 Business Days notice of any New Issue before the record date for determining entitlements to the New Issue in accordance with the Listing Rules.
- (h) There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
- (i) If there is a bonus issue to the holders of Shares in the Company (**Bonus Issue**), the number of Shares over which the Options are exercisable will be increased by the number of Shares which an Option Holder would have received if the Option had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank equally in all respects with the other Shares on issue as the date of issue of the Bonus Shares.
- (j) If prior to the expiry date there is a re-organisation of the issued capital of the Company, the Options are to be treated in the manner set out in the Listing Rules.



## PROXY FORM

**APPOINTMENT OF PROXY**  
**BRIDGE GLOBAL CAPITAL MANAGEMENT LIMITED**  
**ACN 106 760 148**

### GENERAL MEETING

I/We

of

appoint

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

Name of proxy

OR

☐

the Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10 AM (EST), on Level 1, 10 Kings Park Road, West Perth WA 6005 and at any adjournment thereof.

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

#### Voting on business of the Meeting

**FOR AGAINST ABSTAIN**

Resolution 1 – Adoption of Remuneration Report  
Resolution 2 – Re- election of Nathan Carbone as a Director  
Resolution 3 – Ratification of Prior issue of Securities  
Resolution 4 – Acquisition of MEJority Securities Limited  
Resolution 5 – Adoption of Proposed Constitution  
Resolution 6 – Approval of 10% Placement Facility  
Resolution 7 – Change of Name – Mejority Capital Limited

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

**Signature of Shareholder(s):**

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

**Individual or Shareholder 1**

**Shareholder 2**

**Shareholder 3**

**Sole Director/Company Secretary**

**Director**

**Director/Company Secretary**

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

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## Instructions for Completing 'Appointment of Proxy' Form

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1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - (a) **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - (b) **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - (c) **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - (d) **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to: Bridge Global Capital Management Limited Suite 5, 55 Salvado Rd, Subiaco, WA 6008; or
  - (b) PO Box 131, Subiaco, WA 6904
  - (c) facsimile to: +61 8 9380 6761; or
  - (d) email to: [info@bgam.co](mailto:info@bgam.co)

so that it is received not less than 48 hours prior to commencement of the Meeting.