

# Notice of Meeting, Explanatory Statement and related documentation

**In connection with the proposed takeover of  
Big Review TV Limited ABN 87 164 025 129**



REPUBLIC**Gold**

**Republic Gold Limited**  
(ACN 106 399 311)

This document is important and requires your immediate attention. You should read the document in its entirety before you decide whether to vote in favour of the Proposed Transaction and the other relevant resolutions to be considered at the Meeting. If you are in doubt as to what you should do, you should consult your legal, financial or other professional adviser.

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## Letter from the Chairman of Republic

20 October 2014

Dear fellow shareholders,

As you will remember, on 11 June 2014 Republic Gold Limited ACN 106 399 311 (**Republic**) announced its entry into a sale and purchase agreement with Auroch Minerals NL (**Auroch Transaction**) to sell Republic's wholly owned subsidiary, ASMOz. The sale of ASMOz constituted a change in the nature and scale of Republic's activities as contemplated by ASX Listing Rule 11.1. Accordingly, on 27 August 2014, Republic dispatched a Notice of Meeting and Explanatory Statement to convene a general meeting of Republic Shareholders to approve (among other things) the sale of ASMOz.

The Explanatory Memorandum stated that:

*"The Company continues to review its strategic options and is investigating further investment opportunities, although no defined parameters have been determined at this stage. These investments may not necessarily be in the resources sector or in Mozambique. The Company will advise the market as soon as possible and as required under the ASX Listing Rules when a suitable opportunity has been identified".*

On 29 September 2014, Republic Shareholders approved the sale by Republic of ASMOz and the transactions contemplated under the Quota Sale and Purchase Agreement. There are a number of conditions precedent that must be satisfied or waived before the sale of ASMOz is completed. The key outstanding condition precedent is the registration of the transfer of Quotas from Republic to Auroch. On 2 October 2014 the parties under the Quota Sale and Purchase Agreement executed a side deed to the agreement to extend the time for satisfaction of the conditions precedent to 30 June 2015 to allow for this transfer.

Further to this, you will all have read the recent announcements made by Republic that it intends to acquire all of the issued shares (**BRTV Shares**) of Big Review TV Limited ACN 164 025 129 (**BRTV**) by way of an off market takeover offer (**Takeover Offer**) under Part 6.5 of the *Corporations Act 2001* (Cth) (**Corporations Act**).

### Takeover Offer for BRTV

Under the Takeover Offer, the consideration (**Consideration**) that shareholders of BRTV (**BRTV Shareholders**) are entitled to receive is 23.582 Republic Shares for every 100 BRTV Shares you own, together with one option to acquire a Republic Share on the terms set out in **Annexure B** to the Notice of Meeting (**Republic Option**), in each case on a post Consolidation basis.

### Capital Raise

In conjunction with the Takeover Offer, Republic will seek to raise gross proceeds of up to \$3.0 million (**Capital Raise**) by issuing 15,000,000 Republic Shares at an issue price of \$0.20 per Republic Share (on a post Consolidation basis) under a full form prospectus (**Prospectus Offer**). The Prospectus Offer will be made available both to shareholders of Republic (**Republic**

**Shareholders**) and BRTV Shareholders, as well as retail investors more generally. It is anticipated that the Prospectus Offer will be fully underwritten by Patersons Securities Limited.

### **Recompliance with Chapters 1 and 2 of ASX Listing Rules**

On the basis that the completion of the Takeover Offer will involve a change in the nature and scale of Republic's activities as contemplated by ASX Listing Rule 11.1, Republic is required to seek the approval of the Republic Shareholders for matters relating to the completion of the Takeover Offer and will be obliged to re-comply with the requirements of Chapters 1 and 2 of the ASX Listing Rules (**Recompliance**) before issuing Republic Shares under the Takeover Offer or the Prospectus Offer.

Additionally, to effect the Recompliance, Republic must, among other things, implement a consolidation of its share capital on a 30:1 basis, such that every 30 existing (ie pre consolidation) Republic Shares are consolidated into one post consolidation Republic Share (**Consolidation**).

In this document, the Takeover Offer and the Prospectus Offer, together with the related transactions necessary to give effect to the Takeover Offer or the Prospectus Offer, are referred to collectively as the **Transaction**.

### **Meeting**

The completion of the Takeover Offer is subject to, among other things, approval by the Republic Shareholders of the Essential Shareholder Resolutions (being Resolutions 1, 3 and 4, collectively the **Essential Shareholder Resolutions**). Accordingly, the principal purpose of this document is to seek your approval, at the Extraordinary General Meeting (**Meeting**) of the Republic Shareholders to be held immediately after the completion of Republic's Annual General Meeting to be held at 2:00pm (Sydney time) on 19 November 2014, of the following resolutions (**Resolutions**):

- (i) approve the change in the nature and scale of Republic's activities as a result of the Takeover Offer, for the purposes of ASX Listing Rule 11.1;
- (ii) subject to the Takeover Offer becoming unconditional, approve the change of name of Republic from "Republic Gold Limited" to "Big Un Limited" or such other name as Republic and BRTV agree upon;
- (iii) approve the Consolidation of Republic's share capital on a 30:1 basis, such that every 30 pre Consolidation Republic Shares are consolidated into one post Consolidation Republic Share;
- (iv) approve the issue of the Republic Shares under the Prospectus Offer for the purposes of ASX Listing Rule 7.1; and
- (v) subject to the Takeover Offer becoming unconditional, approve the appointment of 3 nominees of BRTV, being Richard Evertz, Sonia Thurston and Andrew Corner, to the Republic Board.

A more complete description of the Transaction, including detailed information about BRTV, the potential benefits, and risks to Republic Shareholders relating to the Takeover Offer and the Prospectus Offer, along with detailed information about each of the Resolutions, is set out in the attached **Explanatory Statement**.

### **Recommendation of the Republic Directors**

The board of directors of Republic (**Republic Board**) believes that the Transaction provides an opportunity for Republic Shareholders to participate in the next phase of opportunities to be pursued by Republic, and is in the best interests of Republic Shareholders. The Republic Board believes that the benefits of the Transaction outweigh the risks of the Transaction. The directors

of Republic (**Republic Directors**) unanimously recommend that the Transaction should be approved by the Republic Shareholders.

To the extent permitted, all of the Republic Directors intend to vote the Republic Shares held or controlled by them "FOR" all of the Resolutions for which approval is sought at the Meeting, so long as the Republic Board does not change its recommendation in relation to how Republic Shareholders should vote on the Resolutions.

In addition, all of the directors of BRTV have recommended to BRTV Shareholders that they accept the Takeover Offer, in the absence of a Superior Proposal. The directors of BRTV who own 59,119,246 BRTV Shares being 42.3% of all BRTV Shares on issue as at the date of this document, have advised Republic that, in the absence of a Superior Proposal, they intend to accept or procure the acceptance of the Takeover Offer in respect of all of the BRTV Shares that they control.

The Meeting to vote on the Resolutions will be held immediately after the completion of Republic's Annual General Meeting to be held at 2:00pm (Sydney time) 19 November 2014 at Mezzanine level, 3 Spring Street, Sydney NSW 2000.

### **What do you need to do?**

I encourage you to carefully read this document in full and, if required, to seek legal, financial or other professional advice.

Your Republic Directors encourage you to vote by attending the Meeting or, if you are unable to attend, to complete and return the proxy form included with this document for the Meeting. Information on how to vote at the Meeting is set out in the "Time and Place of Meeting and How to Vote" section of this document.

If you have any questions in respect of the matters set out in this Notice of Meeting or the Explanatory Statement you are invited to contact the Company Secretary, Mr. Nick Geddes, on +61 2 9239 0277. For queries related to the Takeover Offer, please contact the offer enquiry line on +61 2 9220 9500 or your stockbroker, legal or financial adviser.

Yours sincerely,

Ray Shorrocks

**Executive Chairman  
Republic Gold Limited**

## Notice of Extraordinary General Meeting

Notice is given that the Extraordinary General Meeting of Republic Gold Limited ACN 106 399 311 will be held immediately after the completion of Republic's Annual General Meeting to be held at 2:00pm (Sydney time) on 19 November 2014 at:

Mezzanine level, 3 Spring Street, Sydney NSW 2000

The Explanatory Statement attached to this document provides additional information on the matters to be considered at the Meeting. The Explanatory Statement and the proxy form provided with this document form part of this Notice of Meeting.

## Business agenda

### **RESOLUTION 1            Change in nature and scale of activities**

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

*"That, subject to all of the Essential Shareholder Resolutions (as defined in the Explanatory Statement accompanying this Notice) being passed, for the purposes of ASX Listing Rule 11.1.2 and for all other purposes, Republic be authorised to make a significant change to the nature and scale of its activities as described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."*

**Voting exclusion statement:** Republic will disregard any votes cast on this Resolution by a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if this Resolution is passed and any associates, as that term is defined in the Corporations Act, of those persons. Further, as Resolutions 1, 3 and 4 are inter-conditional, a person whose votes are disregarded on Resolutions 3 and 4 will have their votes on Resolution 1 disregarded. However, Republic need not disregard a vote if it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form or it is cast by the person chairing the Meeting (**Chair**) 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 2            Change of name**

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

*"That, subject to all of the Essential Shareholder Resolutions (as defined in the Explanatory Statement accompanying this Notice) being passed, and the successful completion of the Takeover Offer by Republic, pursuant to section 157(1) of the Corporations Act and for all other purposes, the name of Republic be changed from "Republic Gold Limited" to "Big Un Limited"."*

**RESOLUTION 3****Consolidation of Republic's share capital**

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

*"That, subject to all of the Essential Shareholder Resolutions (as defined in the Explanatory Statement accompanying this Notice) being passed, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of Republic be consolidated on a 30:1 basis, such that every 30 pre Consolidation Republic Shares be consolidated into one post Consolidation Republic Share and, where the Consolidation results in a fraction of a Republic Share being held, Republic be authorised to round that fraction down to the nearest whole Republic Share."*

**RESOLUTION 4****Approval of future issue of Republic Shares under the Prospectus Offer**

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

*"That, subject to the Essential Shareholder Resolutions (as defined in the Explanatory Statement accompanying this Notice) being passed, and the successful completion of the Takeover Offer by Republic for all of the BRTV Shares, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Republic Shareholders approve the issue of up to 15,000,000 fully paid ordinary Republic Shares at an issue price of \$0.20 per Republic Share (on a post Consolidation basis) to investors who have been invited to apply for Republic Shares under the Prospectus issued by Republic and otherwise on the terms set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."*

**Voting exclusion statement:** Republic will disregard any votes cast on this Resolution by a person who may participate in a 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, as that term is defined in the Corporations Act, of those persons. Further, as Resolutions 1, 3 and 4 are inter-conditional, a person whose votes are disregarded on Resolutions 1 and 3 will have their votes on Resolution 4 disregarded. However, Republic need not disregard a vote if it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form or it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**RESOLUTION 5****Participation of Richard Evertz in Prospectus Offer**

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

*"That, subject to the Essential Shareholder Resolutions (as defined in the Explanatory Statement accompanying this Notice) being passed, for the purpose of*



*ASX Listing Rule 10.11 and for all other purposes, the Republic Shareholders approve the issue of up to 2,000,000 fully paid ordinary Republic Shares at an issue price of \$0.20 per Republic Shares (on a post Consolidation) basis to Richard Evertz and related entities and persons who have been invited to apply for Republic Shares under the Prospectus issued by Republic and otherwise on the terms set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”*

**Voting exclusion statement:** Republic will disregard any votes cast on this Resolution by Mr Richard Evertz (and his nominees) and any of his associates. Further, as Resolutions 1, 3, 4 and 5 are inter-conditional, a person whose votes are disregarded on Resolutions 1, 3 and 4 will have their votes on Resolution 5 disregarded. However, Republic need not disregard a vote if it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form or it is cast by the Chair 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 6**

#### **Participation of Sonia Thurston in Prospectus Offer**

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

*“That, subject to the Essential Shareholder Resolutions (as defined in the Explanatory Statement accompanying this Notice) being passed, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the Republic Shareholders approve the issue of up to 1,200,000 fully paid ordinary Republic Shares at an issue price of \$0.20 per Republic Shares (on a post Consolidation) basis to Sonia Thurston and related entities and persons who have been invited to apply for Republic Shares under the Prospectus issued by Republic and otherwise on the terms set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”*

**Voting exclusion statement:** Republic will disregard any votes cast on this Resolution by Ms Sonia Thurston (and her nominees) and any of her associates. Further, as Resolutions 1, 3, 4 and 6 are inter-conditional, a person whose votes are disregarded on Resolutions 1, 3 and 4 will have their votes on Resolution 6 disregarded. However, Republic need not disregard a vote if it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form or it is cast by the Chair 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 7**

#### **Election of Director – Richard Evertz**

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

*“That, subject to the Essential Shareholder Resolutions (as defined in the Explanatory Statement accompanying this Notice) being passed, and the Takeover Offer by Republic becoming unconditional, for the purposes of clause 14.10 of the Constitution and for all other purposes, Richard Evertz, being eligible and having consented to act, be elected as a director of Republic on and from the date of successful completion of the Takeover Offer.”*

**RESOLUTION 8****Election of Director – Andrew Corner**

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

*“That, subject to the Essential Shareholder Resolutions (as defined in the Explanatory Statement accompanying this Notice) being passed, and the Takeover Offer by Republic becoming unconditional, for the purposes of clause 14.10 of the Constitution and for all other purposes, Andrew Corner, being eligible and having consented to act, be elected as a director of Republic on and from the date of successful completion of the Takeover Offer.”*

**RESOLUTION 9****Election of Director – Sonia Thurston**

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

*“That, subject to the Essential Shareholder Resolutions (as defined in the Explanatory Statement accompanying this Notice) being passed, and the Takeover Offer by Republic becoming unconditional, for the purposes of clause 14.10 of the Constitution and for all other purposes, Sonia Thurston, being eligible and having consented to act, be elected as a director of Republic on and from the date of successful completion of the Takeover Offer.”*

***The Directors recommend that you vote in favour of each of the Resolutions set out above.***

**BY ORDER OF THE BOARD**

Nick Geddes  
Company Secretary  
Sydney, Australia  
20 October 2014

# Time and Place of Meeting and How to Vote

These notes form part of the Notice of Meeting.

## Entitlement to vote

For the purposes of the Meeting, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Republic Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of those persons set out in the register of members of Republic at 7:00 pm (Sydney time) on 18 November 2014. Accordingly, transactions registered after that time will be disregarded in determining members entitled to attend and vote at the Meeting.

## How to vote

Shareholders may vote by attending the Meeting in person, by proxy or authorised representative.

## Voting in person

To vote in person, Republic Shareholders should attend the Meeting on the date and at the place set out in the Notice of Meeting. The Meeting will commence immediately after the completion of Republic's Annual General Meeting to be held at 2:00pm (Sydney time) on 19 November 2014.

## Appointment of a proxy

A Republic Shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies. If one proxy is appointed, that proxy may exercise all of the Republic Shareholder's voting rights. If a Republic Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.

A proxy may be, but need not be, a Republic Shareholder and can be an individual or a body corporate.

To appoint a proxy (or two proxies), a proxy form must be signed by the Republic Shareholder or the Republic Shareholder's attorney duly authorised in writing. If the Republic Shareholder is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or duly authorised officer.

A body corporate appointed as a proxy may appoint a representative to exercise any of the powers that the body corporate may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to Republic.

## Voting by Proxy

To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by Republic not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to Republic by post, personal delivery, or fax to:

### Advanced Share Registry Services

**Street address:** 110 Stirling Highway  
Nedlands WA 6009

**Mailing address:** PO Box 1156, Nedlands WA 6909

**Fax:** +61 8 9262 3723

provided that Republic Shareholders who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon to do so at the Meeting.

### **Enquiries**

Republic Shareholders are invited to contact the Company Secretary, Mr. Nick Geddes, on +61 2 9239 0277 if they have any queries in respect of the matters set out in this Notice of Meeting or the Explanatory Statement.

**A form of proxy is included with these documents.**

# Explanatory Statement

This Explanatory Statement has been prepared to provide Republic Shareholders with additional information about the matters to be considered at the Extraordinary General Meeting of Republic to be held at 11:00am (Sydney time) on 19 November 2014 at:

Mezzanine level, 3 Spring Street, Sydney NSW 2000.

This Explanatory Statement is an important document and should be read carefully by all Republic Shareholders.

The purpose of this Explanatory Statement is to provide information which the Republic Directors believe to be material to Republic Shareholders in deciding whether or not to pass the Resolutions set out in the Notice of Meeting at the Meeting.

## 1 General

### 1.1 Overview of the Transaction

On 9 October 2014, Republic announced its intention to make the Takeover Offer in order to effect a business combination with BRTV, a public unlisted Australian company, and the related Capital Raise under the Prospectus Offer.

#### (a) Takeover Offer

The business combination involving Republic and BRTV is proposed to be effected by means of the all scrip Takeover Offer by Republic to acquire all of the fully paid ordinary BRTV Shares on the basis of 23.582 Republic Shares (on a post Consolidation basis) for every 100 BRTV Shares held, together with one Republic Option for every ten Republic Share (on a post Consolidation basis) issued under the Takeover Offer.

The Takeover Offer will be subject to a number of defeating conditions (**Conditions**), including:

- Republic obtaining minimum valid acceptances from BRTV Shareholders such that Republic holds a Relevant Interest of at least 80% of all BRTV Shares on issue as at the close of the Takeover Offer;
- Republic obtaining necessary approvals by the Republic Shareholders (including under Chapter 11 of the ASX Listing Rules), before the end of the Offer Period;
- the Consolidation of Republic's share capital on a 30:1 basis, such that every 30 pre Consolidation Republic Shares are consolidated into one post Consolidation Republic Share;
- completion of its Capital Raising under the Prospectus Offer such that at the close of the Prospectus Offer, Republic receives or becomes entitled to receive in immediately available funds gross proceeds of no less than \$1 million as a result of subscriptions made under the Prospectus Offer; and
- Republic receiving written confirmation from ASX that ASX will readmit Republic to the official list of the ASX and terminate the suspension from official quotation of the Republic Shares, subject to the satisfaction of such terms and conditions (if any) as are prescribed by ASX or the ASX Listing Rules.

If the Conditions to the Takeover Offer are not satisfied or waived before the end of the Offer Period (defined below) under the Takeover Offer, including if any of the Essential Shareholder Resolutions are not passed, the Transaction will not proceed. See **sections 3.14, 4.3 and Annexure C** for further details.

The Takeover Offer opened on 10 October 2014 and (unless the Takeover Offer is withdrawn) it will close at 7:00pm (Sydney time) on 28 November 2014, or such later date to which the Takeover Offer has been extended (**Offer Period**).

The full conditions of the Takeover Offer are set out in **Annexure C** of this document and are also set out in the bidder's statement issued by Republic in connection with the Takeover Offer and lodged with ASIC on 9 October 2014 (**Bidder's Statement**).

#### **(b) Capital Raise**

Concurrently with the completion of the Takeover Offer, and in connection with the requirements of the Reconciliation, Republic intends to conduct a capital raise of up to \$3.0 million by the issue of up to 15,000,000 Republic Shares under the Prospectus Offer, at a price of \$0.20 per Republic Share, on a post Consolidation basis.

On a pre Consolidation basis, this is equal to the issue of up to 428.6 million Republic Shares under the Prospectus Offer, at a price of \$0.007 per Republic Share.

The Prospectus Offer will be made available to both Republic Shareholders and BRTV Shareholders as well as retail investors more generally.

The Republic Shares issued under the Prospectus Offer will have a dilutionary impact to all holders of Republic Shares after the completion of the Takeover Bid (ie, including BRTV Shareholders who accept the Takeover Offer).

It is anticipated that the Prospectus Offer will be fully underwritten by Patersons Securities Limited. Further details of the underwriting arrangements will be set out in the Prospectus.

Copies of the Prospectus under which the Prospectus Offer is being made will be made available from the ASX website at [www.asx.com.au](http://www.asx.com.au) or from the Republic website at [www.republicgold.com.au](http://www.republicgold.com.au).

#### **(c) Reconciliation with ASX Listing Rules**

On the basis that the completion of the Takeover Offer will involve a change in the nature and scale of Republic's activities as contemplated by ASX Listing Rule 11.1, Republic is required to seek the approval of the Republic Shareholders for matters relating to the completion of the Takeover Offer and will be obliged to re-comply with the requirements of Chapters 1 and 2 of the ASX Listing Rules before issuing Republic Shares under the Takeover Offer or the Prospectus Offer.

Additionally, in order to effect the Reconciliation, Republic must, among other things, implement the Consolidation of its share capital on a 30:1 basis, such that every 30 existing (ie pre Consolidation) Republic Shares are consolidated into one post Consolidation Republic Share and each post Consolidation Republic Share has an issue price of at least \$0.20.

This document sets out the Resolutions necessary to complete the Transaction. Each of the Resolutions is conditional upon approval by the Republic Shareholders of each of the Essential Shareholder Resolutions. If any of the Essential Shareholder Resolutions are not approved by the Republic Shareholders, all of the Resolutions will fail and the Transaction will not be completed.

Further information about the Takeover Offer is available in the Bidder's Statement and further information about the Capital Raise under the Prospectus Offer is available in the Prospectus which will be lodged with ASIC and ASX shortly after the date of this Notice of Meeting, both of which will be made available from the ASX website at [www.asx.com.au](http://www.asx.com.au) or from the Republic website at [www.republicgold.com.au](http://www.republicgold.com.au).

## 2 Information about BRTV

### 2.1 Information on BRTV

The BRTV Information contained in **sections 2, 5.4** and any other information relating specifically to BRTV and BRTV Shares has been provided by BRTV and should not be considered comprehensive.

The BRTV Information contained in this document is the responsibility of BRTV. Republic does not, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of such information.

Further information about BRTV is available from the BRTV website at [www.bigreviewtv.com](http://www.bigreviewtv.com) and may be included in Republic's Bidder's Statement and in BRTV's Target's Statement which are available from the ASX website at [www.asx.com.au](http://www.asx.com.au).

### 2.2 Overview of BRTV

BRTV was registered as a public company in New South Wales on 30 May 2013. BRTV does not have any subsidiaries.

BRTV is the holder of the intellectual property and all rights and property associated in delivering a digital video production business and associated online digital search and review business.

BRTV has developed a global, video-driven review platform that integrates video listings, social media, an innovative mobile phone video review application and TV review shows.

This concept provides the marketplace with a new experience in accessing and making reviews for any market or industry sector. Global market trends and data indicate significant potential for BRTV's integrated on-line video formula.

BRTV aims to be the number one preferred source of information for online video reviews. The company provides small to medium enterprise or business (**SME**) customers affordable entry into online video marketing via professionally produced and distinctively styled and edited video products. The BRTV platform and mobile App offers the environment, technology and capability for consumers and businesses to interact, review and promote via self-generated video review posts.

The BRTV offering addresses the following key dynamics:

**Significant Market Gap** – BRTV has identified a gap in the marketplace for affordable video aimed at SMEs showcased on a video driven review and marketing internet platform specifically designed for businesses.

**Quality, Scalable, Video Production** – BRTV uses innovative systems, processes and technologies that challenge traditional methods of video production. As a result, the company is able to produce quality video at significantly lower costs than traditional video production costs. The BRTV video production model is fully scalable globally and forms part of the company's core intellectual property.

**Application fees meet production and origination costs** – Based upon the current business model, the initial application fee from SME customers is sufficient to meet both the direct sales force labour costs and the cost of the video production staff.

**Business Proposition** – Until now, the cost of video production and access to targeted delivery channels has been the most significant barrier to online video marketing for SMEs. The BRTV selling proposition offers businesses professional, affordable, engaging, social media-integrated, promotional video content and a consumer distribution channel that is interactive via peer generated content through the Big Review TV video App.

**Consumer Proposition** – BRTV will offer users access to entertaining shows, engaging, interactive and informative and peer generated video reviews on businesses, events and lifestyle. A key dynamic of the consumer proposition is the BRTV free mobile phone App which enhances engagement, allowing consumers to contribute personal video reviews in a socially interactive format. Further information about BRTV is available from the BRTV website at [www.bigreviewtv.com](http://www.bigreviewtv.com).

## 2.3 Directors of BRTV

The BRTV board of directors is comprised of three Executive Directors as at the date of this document:

- Brandon Evertz, Executive Director and Business Development Manager
- Ben Hunter, Executive Director and Sales and Marketing Manager
- Sonia Thurston, Executive Communications Director

Profiles and brief summaries of the experience of each of the directors of BRTV, as at the date of this document, are set out below apart from the profile of Sonia Thurston which is set out in **section 3.1**.

### **Brandon Evertz, Executive Director and Business Development Manager**

BRTV is Brandon's brainchild. Focusing on his passion for video, Brandon set himself a challenge in 2012 to create a unique Internet based business concept that not only leveraged internet usage trends but also withstood tough business start-up revenue generation requirements. Brandon has placed himself at the sharp end of the business and been personally responsible for trials of the BRTV business model, video direction and production and business development. Brandon's passion for BRTV and his experience of what works and why, make him a unique and highly valuable team member.

### **Ben Hunter, Executive Director and Sales and Marketing Manager**

Ben's background is in media sales, specifically within radio. His business acumen, networking and sales skills led him to start his own media business Hunter Media, specializing in digital marketing and attracting many clients. Ben's experience in e-marketing, his lateral thinking and enthusiasm make him a valuable asset to the BRTV management team.

## 2.4 History of BRTV

From initial market entry and proof of concept effort to the date of this document the business has attracted over 2,500 SME businesses who have had a video produced or are in the process of having a video produced mostly along the Eastern Seaboard area of Australia.



The company has demonstrated a high uptake rate from cold call sales to business owners in varied industries, commerce and trade.

BRTV has positioned itself as a disruptive innovator and developed systems, processes and technologies that challenge traditional methods of video production. As a result, the company is now able produce quality video at a fraction of traditional video production costs. The BRTV video production model is fully scalable globally and forms part of the company's core intellectual property.

An online demonstration platform was developed to showcase the SME member videos and illustrate the offering to potential customers. This has now been upgraded to a contemporary platform solution using the latest in scalable technology infrastructures to allow for the businesses forecast growth.

Market research conducted in June 2013 by BRTV found that of 157 members of the public interviewed, 75% stated that they would use the BRTV App and website. Of these, 88% volunteered their contact details in order to be first to receive the App.

To develop and fine-tune the business and revenue model, BRTV has been targeting and selling video production premium services to businesses in Sydney, Melbourne, Perth and Brisbane. BRTV has also launched a pilot program in London to establish the scalability of the business processes and further validate the market research undertaken.

The company believes that it has developed a carefully crafted brand that appeals to and leverages current consumer trends and attitudes.

## 2.5 Recent financial performance of BRTV

Set out below is the unaudited BRTV Profit and Loss Statement for the year ended 30 June 2014.

### BRTV unaudited profit and loss statement as at 30 June 2014

<b>Total Income</b>	<b>\$151,855</b>
<b>Total Cost of Sales</b>	<b>\$245,144</b>
<b>Gross Profit</b>	<b>-\$93,289</b>
<b>Total Other Income</b>	<b>\$5,217</b>
<b>Total Operating Expenses</b>	<b>\$669,514</b>
<b>Net Profit</b>	<b>-\$757,586</b>
Income Tax Benefit	\$219,890
<b>Profit after Income Tax</b>	<b>-\$537,696</b>

BRTV has not passed through its first full year audit process.

The business was formed in May 2013 however it only started charging for its services from February 2014 (as preceding activities were delivered as proof of concept and testing). Post February, origination and production activities have generated the majority of the \$151,000 of revenue shown with the balance from subscription fees. As at the date of this document, BRTV has produced in excess of 2,000 videos including initial marketing and proof of concept videos.

There is a time lag between when a SME customer agrees to have a video filmed and produced and when it is presented to them and invoiced.

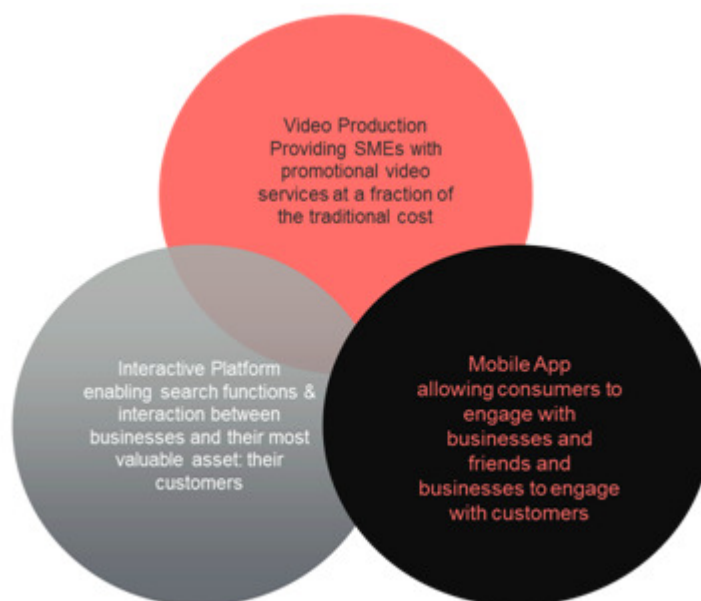
Set out below is the unaudited BRTV Balance Sheet for the year ended 30 June 2014 as provided by BRTV.

**BRTV unaudited balance sheet as at 30 June 2014**

<b>Statement of Financial Position</b>	
<b>As at 30 June 2014</b>	
	<b>BIG REVIEW TV LIMITED</b>
	<b>30-Jun-14</b>
	<b>\$</b>
<b>CURRENT ASSETS</b>	
Cash & cash equivalents	783,401
Trade and other receivables	50,313
<b>Total Current Assets</b>	<b>833,714</b>
<b>NON-CURRENT ASSETS</b>	
Property, plant and equipment	34,853
Web and App Platform	111,279
Deferred Tax Asset	217,860
<b>Total Non-Current Assets</b>	<b>363,992</b>
<b>TOTAL ASSETS</b>	<b>1,197,706</b>
<b>CURRENT LIABILITIES</b>	
Trade and other payables	101,761
<b>Total Current Liabilities</b>	<b>101,761</b>
<b>NON CURRENT LIABILITIES</b>	
Convertible note	378,000
<b>Total Non Current Liabilities</b>	<b>378,000</b>
<b>TOTAL LIABILITIES</b>	<b>479,761</b>
<b>NET ASSETS</b>	<b>717,945</b>
<b>EQUITY</b>	
Issued capital	1,267,060
Accumulated losses	(549,115)
Reserves	-
<b>TOTAL EQUITY</b>	<b>717,945</b>

\*Note that the convertible note has been converted since 30 June 2014

## 2.6 BRTV – Operations and strategy



### (a) The Three Business Pillars of Big Review TV

The company has developed a business offering with three distinct pillars.

**Video Review Services** – at its core, BRTV offers a video review service for SMEs.

**User Generated Content and Review Service** – BRTV engages the consumer market through a global, video-driven review platform that integrates video, internet, social media, a mobile phone application and TV review shows in an engaging and dynamic format.

**Small Business Marketing Services** – BRTV is advantageously placed to leverage its relationships with SME customers and consumers to offer extremely valuable small business marketing services.

### (b) Video Production Revenue

The initial revenue model can be shown in terms of the initial operating model which is currently generating in excess of 250 originations per week:

- Step 1 Client commits to video production at fee of \$399 – no fee is paid if the client is unhappy with the video.
- Step 2 Following production and presentation / acceptance of the video the client commits to 1 of 5 hosting packages:
- \$nil / week: Bronze
  - \$7.50 / week: Silver
  - \$25.00 / week: Gold
  - \$50.00 / week: Platinum
  - \$75.00 / week: Platinum plus (including TV show)

Step 3 Ongoing marketing and upsell and renewal or refilming of new content adds to recurring revenue.

The revenue income from video reviews is derived from video hosting packages. The table below sets out a summary of the different hosting packages offered. A full review of hosting package options is available on BRTV's website at:

<http://bigreviewtv.com/membership>.

Package	Price	Description
Bronze	\$399 plus \$nil p/wk	15-30 second video produced and is hosted on BRTV platform.
Silver	\$399 plus \$7.50 p/wk	15-30 second video product hosted on BRTV platform and with product licenced for marketing use by SME. For 12 months.
Gold	\$399 plus \$25.00 p/wk	60-90 second video product hosted on BRTV platform and licenced for marketing use by SME for 12 months.
Platinum	\$399 plus \$50.00 p/wk	2 minute 30 second video product including presenter and multiple cameras. Hosted on BRTV platform. Additional suite of 15, 30 & 60 second video licenced for marketing use by SME for 12 months.
Platinum plus!	\$399 plus \$75.00 p/wk	Platinum + Feature in BRTV video TV show.

#### (c) Ongoing revenue model

The BRTV business model will allow the company to generate revenues from multiple sources including:

- SME business membership fees (\$399 upfront) – as above.
- SME business weekly subscription fees (between nil and \$75.00 per week) depending on the package subscription – as above.
- ecommerce sale and financial or booking platform.
- App user upgrade.
- Big data and email campaign.
- Web/App advertising.
- Big Review Bucks (discount vouchers).
- Big Review TV Show advertising and sales.

The company is presently focussing on the initial revenue model income generated from the SME video offering and associated SME business membership fees.

#### (d) The Big Review TV Mobile Phone App

The Big Review TV mobile phone App is an important and integral part of our platform, facilitating peer generated content, social media sharing, information updates and allowing business/consumer interaction.

Significant monetary value has been placed on social media sharing mobile phone apps developed in recent years. However, BRTV believe that the successful apps of the

future will be video-centric, video-focused and part of an interactive communication process.

The mobile phone App has been designed to be fun, simple to use and facial recognition functionality will be included within the registration process to avoid anonymous/malicious posting.

#### **(e) The Big Review TV Competitive Advantage**

BRTV has developed intellectual property to produce and showcase the video review offering including the ability to create quality video marketing at a significantly lower cost compared to traditional production costs, a video review mobile application and an online global search function providing auto-generated business profile pages. This combines with first mover advantage to place BRTV ahead of the competition at this time. BRTV intends to continue to invest in the video review platform in order to stay ahead of new entrants into the video review space and to further enhance and streamline the video production process to maximise the profitability of the business.

#### **(f) The Big Review TV Growth Strategy**

By leveraging its first mover advantage, BRTV aims to position itself as the world's largest video search and review platform. This will be achieved by implementing growth strategies to ensure the rapid expansion of market share thereby restricting the risk of significant competition from new entrants. BRTV has developed modular and scalable production and sales processes in order to gain market share rapidly with modest upfront investment. These growth methodologies will be initially implemented in Australia before being deployed into the United Kingdom and then the United States.

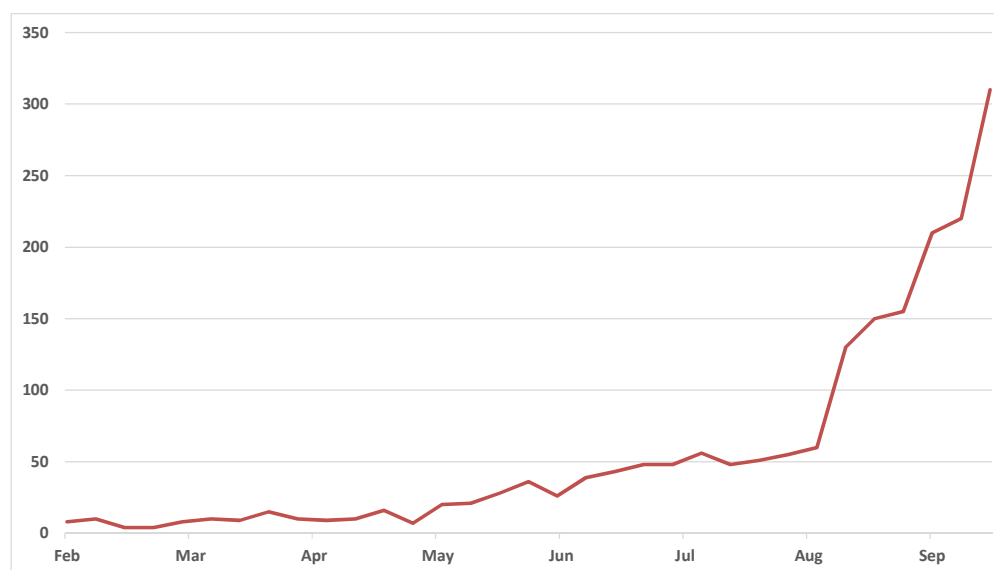
## **2.7 Applications**

### **(a) Upfront application fees**

Once videos are produced and accepted by the customer, the \$399 application fee is charged. There is a lag between agreement to have a video produced and the production and invoicing payment of same.

Applications to have a video produced have historically been at levels indicated in the chart below:

#### **Applications for Video production**



While happy to see the strong growth in applications in the last several weeks, BRTV directors are not forecasting these levels to continue as marketing campaigns may change as the business better understands its market and price points.

**(b) Ongoing subscription fees**

Subscription fees in relation to the actual membership package accepted by the customer will be charged to customers on a 12 month contract, as set out in **section 2.6(b)**.

**2.8 Material contracts**

The business has entered the following material contracts:

Property Lease (Newport) - Nextclick Pty Ltd 26/5/14 – 25/5/15 \$3,356.21 per month

Property Lease (Frenchs Forest) - Norwest Commercial and Industrial Real Estate Pty Ltd 15/7/14 – 14/7/15 \$3,000 per month plus outgoings

Telecommunications - Live Communications 12/8/14 – 11/8/17 \$895 per month

Online Storage – Amazon Web Services (details confidential)

**2.9 Related party agreements**

There are no related party agreements other than the executive employment agreements referred to in **section 2.17**.

**2.10 BRTV securities**

Based on information provided by BRTV, the total number of securities in each class in BRTV at the date of this document is as follows:

**(a) BRTV Shares**

Class	Number
Fully paid ordinary shares	139,750,201

**2.11 BRTV Shareholders**

As at the date of this document, the substantial BRTV Shareholders were as follows:

Shareholder	Number of shares over which Relevant Interest held	Percentage interest
Richbrandson Pty Ltd	35,302,805	25.3%
Cherryox Pty Ltd	11,978,615	8.6%
Tink Nominees Pty Ltd	11,171,159	8.0%
Coddington Nominees Pty Ltd	8,843,598	6.3%
Big Neo Pty Ltd	8,000,000	5.7%

**2.12 Recent trading history of BRTV Shares**

None of the BRTV securities are listed for trading on a stock exchange.

The price at which BRTV last raised capital was at \$0.15 per share. Approximately \$0.9 million was raised from the issue of 6,013,339 shares. Applying that share price to all shares currently on issue values BRTV at \$21.0 million.

The tables below show the capital that has been raised by the company and notes the differences between capital raised under formal placements or raising programs and the

initial founder shares and payments made in shares in lieu of expenses or for capitalised interest on convertible notes.

#### Capital raising programs

Date	Share Price	Number of Shares	Amount Raised
May-13	0.01	1,923,077	25,000
Jun-13	0.04	1,075,000	43,000
Jul-13 - Nov-13	0.05	2,710,000	135,500
May-13	0.10	1,850,000	185,000
Dec-13 - May-14	0.15	6,013,339	902,001
		13,571,416	1,290,501

#### Payments in kind or conversion of Convertible notes or Founder shares

Date	Description	Share Price	Number of Shares	Amount Raised
May-13	Founder shares	na	113,222,485	na
May-13 - Nov-13	Convertible Note	0.013 - 0.05	12,600,000	408,000
Jul-13 - May-14	Legal Service	0.05	100,000	5,000
Jan14 - Sep-14	IT Services	0.05 - 0.15	256,300	16,137
			126,178,785	429,137
<b>Total</b>			139,750,201	1,719,638

As can be seen in excess of 52% of BRTV's issued share capital has been raised at \$0.15 per share.

## 2.13 Republic's Relevant Interests and voting power

Before the date of this document, Republic did not have a Relevant Interest in any BRTV Shares or BRTV Options. On 8 October 2014, Republic entered into the BRTV Loan Agreement under which it agreed to loan BRTV, in aggregate, \$450,000 as described in **section 3.6**. The initial \$250,000 loaned under the BRTV Loan Agreement is convertible into 1,666,667 shares (subject to adjustment) in BRTV on the satisfaction of certain conditions. To the extent applicable, the further amount of \$200,000 made available under the BRTV Loan Agreement is convertible into 1,333,333 shares (subject to adjustment) in BRTV on the satisfaction of certain conditions.

## 2.14 Interests of Republic Directors in BRTV securities

As at the date of this document, none of the Republic Directors had a Relevant Interest in any BRTV securities.

## 2.15 Dealings in BRTV Shares

Except as set out in **sections 2.14** and **2.15**, in the four months ending on the day immediately before the date of the Takeover Offer, neither Republic nor an associate of Republic provided, or agreed to provide, consideration for any BRTV Shares under an agreement or purchase.

## 2.16 Benefits to BRTV Shareholders

In the four months ending on the day immediately before the date of the Takeover Offer, except as described below, neither Republic nor any associate of Republic gave, offered to give or agreed to give a benefit to another person which was likely to induce the other person, or an associate of the other person, to:

- (a) accept the Takeover Offer; or
- (b) dispose of BRTV Shares,

which benefit was not offered to all BRTV Shareholders.

Following the completion of the Takeover Bid, Republic intends to appoint three BRTV Shareholders, Sonia Thurston, Richard Evertz and Andrew Corner as directors of Republic. As these proposed directors are BRTV Shareholders, they are entitled to receive Republic Shares and Republic Options as Consideration for accepting the Takeover Offer.

## 2.17 Executive employment agreements

The following executives are currently employed either under contract or as an employee by BRTV. It is anticipated that post completion of the Takeover Offer, all will be moved to employment contracts with the Merged Group into the roles set out below.

Employee	Role within Merged Group	Gross remuneration
Richard Evertz	CEO and MD	\$216,000
Andrew Corner	CFO and ED	\$198,000
Brandon Evertz	COO	\$135,000
Sonia Thurston	Head of Communications and ED	\$198,000
Ben Hunter	Head of Marketing	\$135,000

The material terms upon which each of the above-named persons have been approached to be employed by the Merged Group following completion of the Takeover Offer will include:

- (i) 12 month voluntary escrow provisions regarding any Republic Shares and Republic Options as the case may be received by them under the Takeover Offer;
- (ii) customary 6 month non-compete provisions where employment is terminated within 2 years of commencement (reducing to a 3 month non-compete where employment is terminated after that time); and
- (iii) customary post termination (6 months) non-solicitation provisions in respect of the Merged Group.

Note that employees will have access to a yet to be defined incentive scheme using shares and/or options of the Merged Group once formed. Once formed the reconstituted Republic Board will approve such a scheme and advise the market. It is



likely the scheme will involve up to 10% of the shares or options over shares of the Merged Group.

## **2.18 Agreements for increased price or other benefits**

Neither Republic nor any of its associates has entered into a transaction prohibited by section 622(1) of the Corporations Act being a transaction whereby a benefit is to be passed and the amount or value of the benefit is determined by reference in whole or part to the Consideration offered under the Takeover Bid or the consideration offered for acquisition of BRTV Shares outside the Takeover Bid during the Offer Period.

## **2.19 No agreement between Republic and BRTV or the directors of BRTV**

There is no agreement between Republic and BRTV nor any of the directors of BRTV in connection with or conditional upon the outcome of the Takeover Offer otherwise than as referred to in this document.

## **2.20 Additional information about BRTV**

Shareholders are invited to read further information about BRTV and BRTV's operations by reviewing the information provided on BRTV'S website at [www.bigreviewtv.com](http://www.bigreviewtv.com).

# **3 Effect of acquisition**

This section contains pro forma financial information which has been prepared to illustrate the financial performance and position of the operations of Republic and BRTV on a combined basis (**Merged Group**).

The pro forma financial information has been prepared in order to give investors an indication of the scale and size of the Merged Group and the hypothetical impact upon Republic of acquiring BRTV. It does not necessarily illustrate the financial position that would have been obtained or the financial performance which would have occurred had the acquisition of BRTV by Republic occurred on or before 30 June 2014, nor does it necessarily illustrate the likely effect of the acquisition on earnings or earnings per share in future years.

The pro forma financial information presented in this section should also be read in conjunction with the risk factors set out in **section 5**, other information contained in this document and the accounting policies of Republic and BRTV as disclosed in their most recent financial reports.

## **3.1 Merged Group Board**

In the event that the Takeover Bid is completed, a newly constituted Republic Board will be appointed. Accordingly, following the successful completion of the Takeover Bid, the Republic Board will be reconstituted such that Sonia Thurston, Richard Evertz and Andrew Corner will become directors of Republic and Messrs Gillie, King and Wicks are expected to resign from office as directors of Republic. Sonia Thurston is presently a director of BRTV.

Profiles and brief summaries of the experience of Richard Evertz, Andrew Corner and Sonia Thurston are set out below.

### **Richard Evertz**

Richard is a highly seasoned entrepreneur with many successful business start-ups to his credit. His experience covers a wealth of business sectors ranging from finance and property to retail, Internet, telecommunications and essential services. Richard has successfully incubated a large number of businesses from start-up, including ASX

listing, and brings a unique personality, wealth of knowledge and invaluable hands on experience to the BRTV team.

Richard founded Imagine Pty Ltd in 2003 – a telecommunications business. Richard was successful in selling the business into an ASX-listed vehicle in 2006. Imagine Pty Ltd reached a market cap in excess of \$40 million between 2006-8. In 2008 as a result of the GFC, funding availability fell away for the business and it was subsequently put into administration. Richard extracted the business from administration in 2009 and continued to operate the company and initiate a new business strategy before resigning in late 2011 as Chairman to pursue multiple opportunities including BRTV.

#### **Andrew Corner**

Andrew is a Chartered Accountant who qualified with Ernst & Young in 1998. Whilst at Ernst & Young, Andrew championed the use of analytical technology as part of the audit and was nationally recognized in the UK for the work that he had done. Since his move into commerce Andrew has focused on small, growing businesses with a view to ensuring that their operations are controlled and scalable in times of rapid expansion. Prior to BRTV, Andrew was CFO at Distra Pty Ltd and part of the team that took Distra from a start-up software-development company through to trade sale to their largest, US-based competitor for \$50 million. Andrew is a member of the ICAEW.

#### **Sonia Thurston**

Sonia has over 25 years of experience in global branding and in senior roles within advertising agencies including as a group director of J. Walter Thompson working on branding across a diverse range of industries with the likes of Airbus and McKinsey & Co. She's worked in TV, radio, across traditional and social media and acted as a senior consultant on communications projects for European governments. Sonia has been responsible for the development of the Big Review TV brand and is actively involved in many areas of BRTV from overseeing editing and platform content, sales and marketing to corporate and internal communications.

### **3.2 Capital structure**

The Takeover Offer is being made on a post Consolidation basis. As a condition to the Reconciliation, Republic must, among other things, implement the Consolidation. Accordingly, approval from the Republic Shareholders is being sought to, among other things, consolidate Republic's share capital on a 30:1 basis, such that every 30 pre Consolidation Republic Shares are consolidated into one post Consolidation Republic Share.

Assuming that 100% acceptances are received under the Takeover Offer, the table below sets out the effect that the Takeover Offer and Prospectus Offer will have on Republic's capital structure:

<b>Capital structure of Republic</b>	<b>Republic Shares</b>	<b>Republic Options</b>
Existing pre Consolidation Republic Shares	384,478,960	-
Post Consolidation Republic Shares	12,815,965	-
Republic Shares (approximately) to be issued pursuant to the Takeover Offer	32,955,339	-
Republic Options (approximately) to be issued pursuant to the Takeover Offer	-	3,295,534

Republic Shares (approximately) to be issued pursuant to the Prospectus Offer	15,000,000	-
<b>Issued capital (after the Takeover Offer and Prospectus Offer, on a post Consolidation basis)</b>	<b>60,771,305</b>	<b>3,295,534</b>

The dilutionary impact to the Republic Shareholders, as a result of the issue by Republic of the Consideration under the Takeover Offer but without reflecting the issue of the Republic Shares under the Prospectus Offer, will be approximately 72% (ie the holders of BRTV Shares as at the Relevant Date will, on completion of the Takeover Bid but prior to the completion of the Prospectus Offer, hold up to 72% of the share capital of the Merged Group).

The Republic Shares issued under the Prospectus Offer will have a dilutionary impact to all holders of Republic Shares after the completion of the Takeover Bid (ie, including BRTV Shareholders who accept the Takeover Offer).

### 3.3 Trading of Republic Shares

Republic is an ASX listed company. The table below sets out the relevant trading prices of the Republic Shares on ASX:

Trading period	Price of Republic Shares (\$)	
	pre Consolidation	post Consolidation
Highest trading price on 17 June 2014 in the four months prior to the date the Bidder's Statement was lodged with ASIC	\$0.01	\$0.30
Lowest trading price on 11 September 2014 in the four months prior to the date the Bidder's Statement was lodged with ASIC	\$0.006	\$0.18
Closing trading price on 7 October 2014 – during completion of the Bidder's Statement	\$0.007	\$0.21
30 day VWAP of Republic Shares to and including the date the Bidder's Statement was lodged with ASIC	\$0.0072	\$0.22
Highest trading price on 15 October 2014 since the date the Bidder's Statement was lodged with ASIC	\$0.009	\$0.27

### 3.4 Republic Shareholders

The table below sets out the top 20 Republic Shareholders as at 3 October 2014 prior to the commencement of the Takeover Offer and pre Consolidation. The top 20 Republic Shareholders hold 212,611,227 Republic Shares, being approximately 55% of the total number of Republic Shares on issue.

#	Shareholder Name	Shares	% Total
1	AFRICAN STELLAR HOLDINGS	42,410,000	11%
2	CHIFLEY PORTFOLIOS PTY LTD	40,000,000	10%
3	HSBC CUSTODY NOMINEES	14,525,960	4%
4	SPRING STREET HOLDINGS PTY LTD	12,681,155	3%
5	RAH (STC) PTY LTD	12,500,000	3%
6	SIZZ PTY LTD	10,000,000	3%
7	ABN AMRO CLEARING SYDNEY	8,737,428	2%
8	RAH (STC) PTY LTD	7,500,000	2%
9	MR RODNEY MCKENZIE HOLM	6,842,749	2%
10	CHIFLEY PORTFOLIOS PTY LTD	6,500,000	2%
11	CITICORP NOMINEES PTY LIMITED	6,201,995	2%
12	QUEENSLAND M M PTY LTD	6,000,000	2%
13	MR ALEXANDER FLEMING WYLIE	6,000,000	2%
14	ACTIONETTE PTY LTD	5,809,980	2%
15	UBS WEALTH MANAGEMENT	5,013,750	1%
16	TRANSITION METALS PTY LTD	5,000,000	1%
17	PINBROOK PTY LIMITED	5,000,000	1%
18	RHODES CAPITAL PTY LTD	5,000,000	1%
19	MELBOURNE CHILD CARE SERVICES	3,668,355	1%
20	ZEUS GOLD PTY LTD	3,219,855	1%
		212,611,227	55%

The table below sets out the top 20 Republic Shareholders following the completion of the Takeover Offer and post Consolidation. The information set out in the table below is based on the assumption that 100% of the BRTV Shareholders accept the Takeover Offer, and does not reflect the position following the issue of the Republic Shares under the Prospectus Offer.

#	Shareholder Name	Shares	% Total
1	Richbrandson Pty Ltd	8,324,968	18%
2	Cherryox Pty Ltd	2,824,750	6%
3	Tink Nominees Pty Ltd	2,634,339	6%
4	Coddington Nominees Pty Ltd	2,085,462	5%
5	Big Neo Pty Ltd	1,886,528	4%
6	A.P. Reyem Pty Ltd	1,518,813	3%
7	Maul Pty Ltd	1,414,896	3%
8	AFRICAN STELLAR HOLDINGS	1,413,667	3%
9	CHIFLEY PORTFOLIOS PTY LTD	1,333,333	3%
10	Golden Rocket Nominees Pty Ltd	1,266,516	3%
11	MWA Production Services Pty Ltd	1,226,243	3%
12	Dream Investment Nominees Pty Ltd	1,131,015	2%
13	Evelyn Uhl	1,126,477	2%
14	Henry James Conrad Posthumus	845,850	2%
15	RBW Nominees ATF RBW Discretionary Trust	825,356	2%
16	Clive and Judith Riseam Superannuation Fund	687,727	2%
17	Derivative Management and Consulting Pty Ltd	687,727	2%
18	Interstyle Pty Ltd	490,497	1%
19	HSBC CUSTODY NOMINEES	484,199	1%
20	SPRING STREET HOLDINGS PTY LTD	422,705	1%
		32,631,068	71%

As at the date of this document, the directors of Republic have a Relevant Interest in 147.2 million Republic Shares (on a pre Consolidation basis), being approximately 38% of the total number of Republic Shares on issue. The table below sets out the individual Relevant Interests held by each director of Republic as at the date of this document:

Director	Number of Republic Shares (pre Consolidation basis)	Number of Republic Shares (post Consolidation basis)	Nature of interest
Raymond Shorrocks	12,931,155	431,039	Indirect
Peter Wicks	3,038,591	101,286	Indirect
Mark Gillie	42,410,000	1,413,667	Indirect
David King	12,356,800	411,893	Indirect
David Hannon	76,500,000	2,550,000	Indirect
Total	147,236,546	4,907,885	
vs all shares	384,478,960	12,815,965	
% held	38%	38%	

Post completion of the Takeover Offer (assuming 100% of BRTV Shareholders accept the Takeover Offer) and without taking account of the Prospectus Offer, the Republic Board including the new Directors and excluding retiring Directors will have a Relevant

Interest in 15.1 million Republic Shares (on a post Consolidation basis), being approximately 25% of the total number of Republic Shares on issue. The table below sets out the individual Relevant Interests held by each director of Republic following the completion of the Takeover Offer:

Director	Number of Republic Shares (pre Consolidation basis)	Number of Republic Shares (post Consolidation basis)	Nature of interest
Raymond Shorrocks	12,931,155	431,039	Indirect
David Hannon	76,500,000	2,550,000	Indirect
Sonia Thurston	-	2,634,339	Indirect
Richard Evertz	-	8,324,968	Indirect
Andrew Corner	-	1,131,015	Indirect

### 3.5 Republic's dividend and distribution history

Republic has never declared a dividend.

### 3.6 Interim funding

On 8 October 2014, as a precursor to the Takeover Offer, Republic entered into a loan agreement with BRTV pursuant to which it agreed to lend BRTV (on an unsecured basis) the sum of \$250,000 for general working capital purposes (the **BRTV Loan Agreement**). The BRTV Loan Agreement also provides for a further \$200,000 to be made available to BRTV after 17 November 2014 (to the extent required by BRTV).

The loan is not subject to interest (save in limited circumstances where it is not repaid in accordance with its terms following an insolvency event in respect of BRTV, in which case interest will accrue at a rate of BBSW + 3.0% per annum on any unrepaid amounts). Subject to the satisfaction of certain conditions (including the Takeover Offer not being declared unconditional by 31 March 2015), the loan will be converted into new ordinary shares in BRTV at a conversion price of \$0.15 (subject to adjustment in accordance with the terms of the BRTV Loan Agreement).

In the event that a Superior Proposal emerges which is either:

- recommended by the BRTV directors; or
- declared or becomes unconditional,

then the applicable conversion price for the loaned amount will become \$0.05 per BRTV Share.

In accordance with the terms of the loan, unless and until all of the outstanding principal amount (including capitalised interest if applicable) has been either:

- repaid in full; or
- converted into new fully paid ordinary shares in BRTV,

BRTV must not declare any dividend, or make any other form of return of capital or effect any other distribution to its shareholders.

### 3.7 Capital raising

Concurrently with the completion of the Takeover Offer, and in connection with the requirements of the Reconciliation, Republic intends to conduct a capital raise of up to \$3.0 million by the issue of up to 15,000,000 Republic Shares under the Prospectus Offer, at a price of \$0.20 per Republic Share, on a post Consolidation basis.

On a pre Consolidation basis, this is equal to the issue of up to 428.6 million Republic Shares under the Prospectus Offer, at a price of \$0.007 per Republic Share.

The Prospectus Offer will be made available to both Republic Shareholders and BRTV Shareholders as well as retail investors more generally.

The Republic Shares issued under the Prospectus Offer will have a dilutionary impact to all holders of Republic Shares after the completion of the Takeover Bid (ie, including BRTV Shareholders who accept the Takeover Offer).

It is anticipated that the Prospectus Offer will be fully underwritten by Patersons Securities Limited. Further details of the underwriting arrangements will be set out in the Prospectus.

Copies of the Prospectus under which the Prospectus Offer is being made will be made available from the ASX website at [www.asx.com.au](http://www.asx.com.au) or from the Republic website at [www.republicgold.com.au](http://www.republicgold.com.au)

### 3.8 Recent announcements to ASX by Republic

Since 30 June 2014, the following announcements (other than in relation to the Takeover Offer) have been made by Republic to ASX:

8.5	Headline	Pages
13/10/2014	Reinstatement to Official Quotation	2
13/10/2014	Request for Suspension	2
13/10/2014	SUSPENSION FROM OFFICIAL QUOTATION	1
10/10/2014	Dispatch of Bidders Statement and Target Statement	2
9/10/2014	ASIC Lodgment of the Bidders Statement and Target Statement	136
9/10/2014	Republic Gold Entering the global social online video space	2
9/10/2014	Trading Halt	2
30/09/2014	Full Year Statutory Accounts	34
29/09/2014	Amended Results of Extraordinary General Meeting	1
29/09/2014	Results of Extraordinary General Meeting	1
22/09/2014	Change of Venue of 2014 General Meeting	1
22/09/2014	2014 Annual General Meeting and Director Nominations	1
28/08/2014	Notice of General Meeting/Proxy Form	66
31/07/2014	Quarterly Activities Report	2
31/07/2014	Quarterly Cashflow Report	6
24/07/2014	Resignation of CEO	1

### 3.9 Recent financial performance of Republic

The tables below set out an extract of Republic's recent financial performance based on Republic's audited 30 June 2014 accounts.

This financial information relates to Republic on a stand alone basis and does not reflect any effects of the Takeover Offer or the completion of the Takeover Offer or Prospectus Offer. It is a summary only and the full financial accounts of Republic for the applicable periods described below are available in Republic's annual reports for the years ended 30 June 2014 and 2013.

Copies of Republic's annual reports and other information are available from the ASX website at [www.asx.com.au](http://www.asx.com.au) or from the Republic website at [www.republicgold.com.au](http://www.republicgold.com.au).

<b>REPUBLIC GOLD LIMITED</b>			
<b>ABN 86 106 399 311</b>			
<b>Consolidated Statement of Profit or Loss and Other Comprehensive Income</b>			
<b>For the Year Ended 30 June 2014</b>			
	<b>Note</b>	<b>2014 \$</b>	<b>2013 \$</b>
<b>Revenue</b>	<b>3</b>	86,828	29,245
Receivables impairments		(50,985)	-
Employee benefits expense		(210,537)	(298,045)
Consultant & contractor expenses		(55,000)	(359,115)
Travel expenses		(21,323)	(104,348)
Depreciation expenses	<b>4</b>	(2,400)	(2,389)
Interest expense	<b>4</b>	(4,044)	(1,917)
Other expenses from ordinary activities		(498,760)	(513,488)
<b>Total expenses</b>	<b>4</b>	(843,049)	(1,279,302)
<b>Loss from continuing operations before income tax expense</b>		(756,221)	(1,250,057)
<b>Income tax expense</b>	<b>5</b>	-	-
<b>Loss from continuing operations after income tax expense</b>		(756,221)	(1,250,057)
<b>Discontinued operations</b>			
<b>Loss from discontinued operations after income tax expense</b>	<b>7</b>	(1,821,617)	(4,310,649)
<b>Net loss for the year</b>		(2,577,838)	(5,560,706)
Other comprehensive income:			
<i>Items that will not be reclassified to profit or loss:</i>			
Foreign currency translation		(22,456)	249,404
<b>Total comprehensive income for the year</b>		(2,600,294)	(5,311,302)
<b>Earnings (cents) per share - continuing operations:</b>	<b>14</b>		
Basic loss per share (cents)		(0.24)	(0.75)
Diluted loss per share (cents)		(0.24)	(0.75)
<b>Earnings (cents) per share - net loss for the year:</b>	<b>14</b>		



Basic loss per share (cents)	(0.80)	(3.32)
Diluted loss per share (cents)	(0.80)	(3.32)

<b>REPUBLIC GOLD LIMITED</b>			
<b>ABN 86 106 399 311</b>			
<b>Consolidated Statement of Financial Position</b>			
<b>As at 30 June 2014</b>			
	<b>Note</b>	<b>2014</b>	<b>2013</b>
		<b>\$</b>	<b>\$</b>
<b>CURRENT ASSETS</b>			
Cash & cash equivalents	<b>15</b>	1,987,049	307,381
Trade and other receivables	<b>8</b>	110,545	119,514
Other current financial assets	<b>9</b>	-	2,404,285
		2,097,594	2,831,180
Assets of disposal group classified as held for sale	<b>7</b>	310,000	-
<b>Total Current Assets</b>		<b>2,407,594</b>	<b>2,831,180</b>
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	<b>10</b>	1,438	3,838
<b>Total Non-Current Assets</b>		<b>1,438</b>	<b>3,838</b>
<b>TOTAL ASSETS</b>		<b>2,409,032</b>	<b>2,835,018</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables		163,082	195,939
Liabilities of disposal group classified as held for sale	<b>7</b>	-	-
<b>TOTAL LIABILITIES</b>		<b>163,082</b>	<b>195,939</b>
<b>NET ASSETS</b>		<b>2,245,950</b>	<b>2,639,079</b>
<b>EQUITY</b>			
Issued capital	<b>11</b>	58,357,495	56,150,330
Accumulated losses		(56,937,493)	(54,359,655)
Reserves	<b>12</b>	825,948	848,404
<b>TOTAL EQUITY</b>		<b>2,245,950</b>	<b>2,639,079</b>

### 3.10 Further information about Republic

Republic is a disclosing entity for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations imposed by the ASX Listing Rules and the Corporations Act. In particular, Republic is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or value of Republic Shares.

Copies of announcements made by Republic to ASX are available from the ASX website at [www.asx.com.au](http://www.asx.com.au) or from the Republic website at [www.republicgold.com.au](http://www.republicgold.com.au).

Copies of documents lodged with ASIC by or in relation to Republic may be obtained from, or inspected at, any office of ASIC.

Republic will provide a copy of the following documents free of charge to any BRTV Shareholder who requests such documents during the Offer Period:

- the annual financial report for Republic for the year ended 30 June 2014; and
- any continuous disclosure notices given by Republic after lodgment of the annual report for the year ended 30 June 2014 with ASIC and before the lodgement of this document with ASIC.

Requests for copies of these documents may be made by contacting the offer enquiry line on +61 2 9220 9500.

### **3.11 Pro forma statement of financial position**

The table in this **section 3.11** contains a pro forma statement of financial position of the Merged Group as at 30 June 2014 assuming that the acquisition of BRTV had been completed as at 30 June 2014 on the basis of 100% acceptance of the Takeover Offer.

The table has been created by Gunderson Briggs Chartered Accountants (**Gunderson Briggs**) based on the audited financial statements of Republic and the unaudited financial statements of BRTV applying the adjustments and assumptions discussed below. Gunderson Briggs have not opined on the appropriateness of the acquisition nor have they performed due diligence on BRTV.

Pro forma Statement of Financial Position  
Merged Republic Gold Limited and BRTV Limited (pre Prospectus Offer)  
As at 30 June 2014

	Ending Balance  30-Jun-14 \$
<b>CURRENT ASSETS</b>	
Cash & cash equivalents	2,770,450
Trade and other receivables	160,858
Asset of disposal group classified as held for sale	310,000
<b>Total Current Assets</b>	<b>3,241,308</b>
<b>NON-CURRENT ASSETS</b>	
Property, plant and equipment	36,291
Web and App Platform	111,279
Deferred Tax Asset	217,860
Goodwill on acquisition	6,133,996
<b>Total Non-Current Assets</b>	<b>6,499,426</b>
<b>TOTAL ASSETS</b>	<b>9,740,734</b>
<b>CURRENT LIABILITIES</b>	
Trade and other payables	264,843
<b>Total Current Liabilities</b>	<b>264,843</b>
<b>TOTAL LIABILITIES</b>	<b>264,843</b>
<b>NET ASSETS</b>	<b>9,475,891</b>
<b>EQUITY</b>	
Issued capital	65,587,436
Accumulated losses	(56,937,493 )
Reserves	825,948
<b>TOTAL EQUITY</b>	<b>9,475,891</b>

**(a) Assumptions and adjustments**

The pro forma statement of financial position in this **section 3.11** reflects the following adjustments and assumptions:

- (i) each Republic Share to be issued as Consideration under the Takeover Offer will have an issue price of \$0.20. The closing price of Republic Shares on ASX on the day these calculations was made – 26 September 2014 was \$0.007 or on a post Consolidation basis this is equivalent to \$0.21;
- (ii) the number of Republic Shares on issue as at the Announcement Date was 384,478,960 Republic Shares;
- (iii) the number of BRTV Shares on issue as at the Announcement Date was 139,750,201 BRTV Shares;
- (iv) 100% of BRTV Shareholders accept the Takeover Offer;
- (v) the accounting policies of Republic and BRTV are similar and consistent in all material aspects;
- (vi) the convertible notes in BRTV have all been converted into shares in BRTV by their holders; and
- (vii) goodwill on acquisition of \$6.1 million has been created as a result of the transaction.

**3.12 Prospects**

**(a) Earnings per Republic Share**

The impact of the acquisition of BRTV on the reported earnings per share of Republic will depend on a number of variables, including the effective date of acquisition for accounting purposes, the profitability of BRTV and the timing and level of cost savings achieved.

In the year to 30 June 2015, being the first financial year following completion of the merger, and during which only some of the annualised synergy benefits are expected to be achieved, the acquisition is expected to have little or no impact on earnings per share. It is expected that earnings per share will be enhanced in ensuing years as the business moves into an earnings positive position.

It should be noted that the earnings per share observations set out above relating to the financial years ending 30 June 2015 and beyond are based on internal profit forecasts for BRTV and on earnings projections for the year ending 30 June 2015 provided to Republic by BRTV. Various risks (including integration risks) may have an affect on the future earnings per share position of Republic on a stand-alone basis and of the Merged Group. These risks are outlined in more detail in **section 5**.

**(b) Dividend policy**

Republic has never declared a dividend.

The payment of any dividend and level of franking in respect of any year are subject to the operating performance and financial position of

Republic, the amount of franking credits carried forward and the amount of Australian income tax paid on earnings in that year. Future determinations as to the payment of dividends by Republic will be at the discretion of the directors of Republic and will depend upon the availability of distributable earnings and franking credits, the operating results and financial condition of Republic and its subsidiaries, future capital requirements, covenants in relevant financing agreements, general business and financial conditions and other factors considered relevant by the directors of Republic. No assurance is, therefore, given in relation to the payment of future dividends or the extent to which any such dividends may be franked.

### 3.13 Recommendations of the Board

The Republic Directors believe that the Transaction is in the best interests of the Company.

The Republic Directors unanimously recommend that Republic Shareholders vote in favour of the Transaction by voting “FOR” the resolution.

All Republic Directors who hold or control the right to vote their Republic Shares intend to vote in favour of the Resolution in respect of those Republic Shares.

### 3.14 Consequences of Transaction not proceeding

In the event that the Transaction does not proceed, Republic will continue to seek alternative acquisition or investment opportunities. However, as this process continues Republic’s cash balance will likely decrease as it continues to incur administration expenses, reducing its ability to enhance Republic Shareholder value. There is no guarantee that an alternative transaction will be found before Republic exhausts its existing cash balances.

### 3.15 Indicative timetable

Subject to the ASX Listing Rules and the Corporations Act, and conditional on satisfaction of the Conditions to the Takeover Offer, including obtaining the requisite approvals of the Republic Shareholders, Republic anticipates completion of the Transaction in accordance with the following indicative timetable (which is subject to change):

Action	Indicative Date
Company announces the Takeover Offer and Prospectus Offer	9 October 2014
Lodgement of Bidder’s Statement and Target’s Statement	9 October 2014
Bidder’s Statement and BRTV’s Target’s Statement sent to BRTV Shareholders	10 October 2014
Notice of Meeting dispatched to Republic Shareholders	20 October 2014
Prospectus lodged with ASIC	22 October 2014
Meeting Trading of Republic Shares suspended until Re-compliance*	19 November 2014
Capital raising under the Prospectus Offer closes	28 November 2014
Takeover Offer closes	28 November 2014

Issue of Republic Shares and Republic Options under the Takeover Offer (assuming the Takeover Offer becomes or is declared unconditional and closes on 28 November 2014)	Before 19 December 2014
Issue of Republic Shares under the Prospectus Offer	Before 18 February 2014

\* The Republic Shares will continue to remain suspended from Official Quotation until such time as the Transaction has been completed and Republic has completed the Reconciliation. Accordingly, there will be no trading in the Republic Shares until Republic has been reinstated to Official Quotation. Republic will be liaising with ASX during this period and it is anticipated the suspension of trading will be lifted and securities commence trading again on ASX around 12 December 2014, although there can be no guarantee.

Please note this timetable is indicative only and the Republic Board reserves the right to amend the timetable as required. A detailed timetable in relation to the Consolidation is provided in the Explanatory Statement for Resolution 3 in this Notice of Meeting.

## 4 Change in nature and scale; Reconciliation

### 4.1 Change in nature and scale

The completion of the Takeover Offer will result in Republic undergoing a significant change in the nature and scale of its activities as contemplated by ASX Listing Rule 11.1, from a gold exploration company to a digital video-based search and review business and community manager.

To effect this change, Republic must receive approval from the Republic Shareholders at the Meeting.

### 4.2 Reconciliation with ASX Listing Rules

Following such a change in nature and scale, ASX may exercise its discretion to require a company to reconfirm with Chapters 1 and 2 of the ASX Listing Rules. In this case, ASX has indicated to Republic that it will require Republic to reconfirm with these provisions.

To comply with Chapters 1 and 2 of the ASX Listing Rules, Republic must, among other things:

- carry out the Consolidation of its share capital such that Republic Shares have an issue price of at least \$0.20 each. This requires the approval of the Republic Shareholders;
- satisfy the shareholder “spread” requirements of the ASX Listing Rules;<sup>1</sup> and
- issue the full form Prospectus and raise the \$1 million minimum subscription amount under the Prospectus Offer. The issue of Republic Shares under the Prospectus Offer also requires the approval of the Republic Shareholders.

<sup>1</sup> These requirements are set out in condition 7 of ASX Listing Rule 1.1.

The Republic Shares will be suspended from trading from the commencement of trading on the date of the Meeting, until Republic has satisfied the recompliance requirements for the Recompliance under Chapters 1 and 2 of the ASX Listing Rules.

Republic lodged its Bidder's Statement with the ASX on 9 October 2014 and will lodge the Prospectus with ASIC shortly after the date of this document.

Upon completion of the Takeover Offer and the Prospectus Offer, and if all required Essential Shareholder Resolutions are passed at the Meeting, Republic considers that it will be in a position to satisfy the requirements of Chapters 1 and 2 of the ASX Listing Rules, resulting in the Republic Shares (including the new Republic Shares issued as Consideration under the Takeover Offer) being readmitted to trading on ASX.

### **4.3 Escrow arrangements**

In connection with the Takeover Offer, Republic is required to apply to ASX for the readmission of Republic to the official list of the ASX and terminate the suspension from official quotation of the Republic Shares, subject to the satisfaction of such terms and conditions as are prescribed by ASX or the ASX Listing Rules.

One such expected condition is that each BRTV director or BRTV Shareholder who will become a director of Republic, and those BRTV Shareholders who will hold at least 10% of the Republic Shares on issue after the completion of the Takeover Offer, must enter into an escrow agreement with Republic in relation to the Republic Shares issued to that BRTV director or BRTV Shareholder that ASX requires be escrowed.

Republic Shares escrowed under such escrow agreements will be subject to the restriction of such escrow arrangement for the duration of time stipulated in the relevant escrow agreement.

The shareholder of BRTV who is subject to ASX-required escrow is Richbrandson Pty Ltd - associated with the MD and CEO Mr Richard Evertz and Mr Brandon Evertz. Current BRTV director Sonia Thurston will also be escrowed due to her board role in Republic moving forward as will Andrew Corner.

In respect of the remaining BRTV Shareholders, BRTV will apply to the ASX for a waiver from ASX Listing Rule 9.1.3 so as to ensure the non-application of the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to those BRTV Shareholders as if they acquired their Republic Shares and Republic Options at the time they acquired their BRTV Shares and for the same consideration. If successful the waiver will ensure the following:

- (a) the Republic Shares and Republic Options issued to them are treated as being held by seed capitalists of the company;
- (b) cash formula relief will be applicable to those Republic Shares and Republic Options that are issued to BRTV Shareholders who applied for their BRTV Shares for cash consideration; and
- (c) the date on which BRTV Shares were issued to them is deemed to be the date on which Republic Shares were issued to those parties.

#### 4.4 Conditionality of Takeover Offer

To ensure the Takeover Offer only proceeds if the Republic Shares can be readmitted to trading on ASX following completion of the Takeover Offer, the Conditions to the Takeover Offer include (but are not limited to) Republic:

- obtaining Republic Shareholder approval for the change in nature and scale of Republic's activities for the purposes of ASX Listing Rule 11.1;
- obtaining Republic Shareholder approval for the Consolidation of Republic's share capital so that the Republic Shares have an issue price of at least \$0.20 each; and
- the Prospectus Offer closing and, as at the close of the Prospectus Offer, Republic receiving or becoming entitled to receive, in immediately available funds, gross proceeds of no less than \$1 million as a result of subscriptions made under the Prospectus Offer.

For the full set of Conditions see **section 1.1(a)** and **Annexure C**.

### 5 Benefits and risks

Republic Shareholders should be aware there are risks associated with the Transaction. Based on the information available, a non-exhaustive list of potential benefits, and risk factors that Republic will be subject to should the Transaction be completed is set out below.

#### 5.1 Benefits of the Transaction

The Merged Group is expected to have approximately \$4 million cash at bank on completion of the Takeover Offer and the Prospectus Offer. This cash amount will allow BRTV to pursue its growth strategies and potentially justify significantly higher valuations as its business is proven.

As Republic is listed for trading on ASX and Republic Shares comprise part of the Consideration under the Takeover Offer, by accepting the Takeover Offer BRTV Shareholders will benefit from becoming a shareholder in the larger group. Some of the positives of which include:

- The ability to see the market's view of the value of the business represented in the share price of the Merged Group on a live basis.
- Enhanced liquidity – allowing shareholders who are not subject to ASX imposed escrow agreements to exit some or all of their holdings when they wish in a more liquid and transparent market (ie on the ASX).
- The ability for the Merged Group to raise capital in a more flexible manner moving forward – ie by means of Republic undertaking placements or rights issues.
- The value of the Merged Group will be observable due to usual market actions daily. This value will represent the market's view of the aggregate value of the Merged Group and that of the value of BRTV taking into account all of the market forces that typically impact on listed shares including the potential upside inherent in the business and prevailing market conditions.
- Investing in a business that has a formally implemented reporting and disclosure regime.



- A greater ability to attract key staff through the offering of a larger range of remuneration and incentives by way of employee share ownership plans and the like.
- A greater ability to work with counterparties who view working with a listed entity as a positive sign in the entity's management given the reporting and disclosure requirements placed on listed companies and their board of directors.

## 5.2 General risks

There are a number of risk factors which may affect the future operating and financial performance of Republic and the future investment performance of Republic Shares, many of which are outside the control of Republic and its directors. The future level of dividends, the value of the assets of Republic and the price at which Republic Shares trade on the ASX may be influenced by any of these factors.

This **section 5** describes some risks associated with an investment in Republic. In deciding whether or not to vote 'FOR' on the Resolutions, you should carefully consider these risks, as well as the other information contained in the Bidder's Statement, BRTV's Target's Statement and the Prospectus.

### (a) Share investment

Republic Shareholders should be aware that there are risks associated with any stock market investment. It is important to recognise that share prices and dividends might fall or rise. Factors affecting the market price include domestic and international economic conditions and outlook, changes in government fiscal, monetary and regulatory policies, changes in interest rates and inflation rates, the announcement of new technologies and variations in general market conditions and/or market conditions which are specific to a particular industry. In addition, share prices of many companies are affected by factors which might be unrelated to the operating performance of the relevant company. Such factors might adversely affect the market price of Republic Shares.

### (b) Foreign exchange fluctuations

Revenue generated by the Merged Group may be generated in currencies other than Australian dollars. Foreign currency exchanges rates against the Australian dollar may fluctuate and such fluctuations may impact the revenue of the Merged Group. A negative impact to the revenue of the Merged Group may lead to a decrease in the share price of Republic Shares.

### (c) Borrowings and interest rate fluctuations

Republic does not envisage any significant assumption of debt in the Merged Group in the short to medium term. To the extent debt is raised then the cost of interest on these borrowings will impact the earnings and performance of the business.

### (d) Government policy and taxation

Changes in relevant taxation laws, interest rates, other legal, legislative and administrative regimes, and government policies in Australia, may have an adverse affect on the assets, operations and ultimately the financial performance of both Republic and the entities in which Republic

invests. These factors may ultimately affect the financial performance of Republic and the market price of the Republic Shares.

### **5.3 Risks associated with the Transaction**

#### **(a) Issue of Republic Shares and Republic Options as Consideration**

If the Takeover Offer is successful Republic will issue a significant number of Republic Shares and Republic Options. Some BRTV Shareholders may not intend to continue to hold their new Republic Shares and may wish to sell them on ASX. There is some risk that if a significant number of BRTV Shareholders seek to sell their new Republic Shares, this may adversely affect the price of Republic Shares. The sale of these Republic Shares could also have a material adverse effect on the Merged Group and the price of Republic Shares.

#### **(b) Merger integration risks**

Integrating two companies such as Republic and BRTV may produce some risks, including integrating management, information systems and work practices. Republic and BRTV intend to continue current business strategy and operations within the Merged Group whilst leveraging from each other's technical, commercial and operational skills (refer to **section 5.1** of the Bidder's Statement). Greater than expected integration costs could have a material adverse effect on the Merged Group.

#### **(c) Acquisition of less than 80% of BRTV Shares**

The Takeover Offer is subject to the 80% Minimum Acceptance Condition. This Condition may be waived by Republic. Therefore, a risk exists that the final level of ownership acquired by Republic may rest below 80%, which could have an impact on Republic's intentions regarding BRTV (refer to **section 5** of the Bidder's Statement). This impact could have a material adverse effect on the Merged Group.

#### **(d) Taxation risks**

The taxation consequences and risks of the Takeover Offer depend upon the specific circumstances of each Republic Shareholder. Republic Shareholders should obtain their own independent professional taxation advice regarding the applicable law in respect of the Takeover Offer.

### **5.4 Risks associated with BRTV**

All the business risks which currently affect BRTV and an investment in BRTV Shares will continue to affect BRTV, whether or not it becomes a subsidiary of Republic.

#### **(a) Entry of other participants**

While there is no dominant company or group in Australia or globally with a product or service offering to match BRTV, there is potential for new entrants into the market who could compete with BRTV for market share or for existing photo only search and review sites to expand their offer and both of these could adversely affect the market share or margins of BRTV through aggressive price competition or other means.

These entrants will not have the development history or IP contained within BRTV, however, may develop this over time or with the application of significant financial resources.

Management believe that the participation in video of the larger entrenched text and photo search and review players may ultimately allow new strategies to develop to work collaboratively rather than competitively.

**(b) Reliance on core technologies**

BRTV business operations rely on IT infrastructure and systems. Any interruptions to these operations could impair BRTV's ability to operate the platform and applications, which could have a negative impact on BRTV's performance. BRTV's future performance will also depend on its ability to monitor and manage major projects such as website upgrades and other projects involving its IT infrastructure.

**(c) Execution risk**

BRTV was incorporated on 30 May 2013 and accordingly has no significant operating history. The prospects of BRTV must be considered in light of the risks and difficulties frequently encountered by companies in their early stage of development.

**(d) Market shifts**

BRTV derives a significant proportion of its revenue from SMEs. A change in the size and/or structure of this market could impact BRTV's earnings. In particular, consolidation or shrinkage of the market resulting in fewer SMEs may impact upon the prospects of BRTV.

**(e) Customer take-up**

Whilst the forecast for customer numbers purchasing the BRTV product are based on conservative estimates, discounted on benchmarks established by independent market experts, there is a risk that the participation by customers in the BRTV offering may be insufficient for the commercial viability of BRTV.

In addition, a large portion of BRTV's trailing revenue is generated under annual agreements with SME members. Should a significant number of members cancel or fail to renew their agreements, this may have an adverse effect on the financial performance of BRTV.

**(f) Consumer buy-in**

At this early stage, the rate of growth at which end-users sign up to become members and App users, and to become a part of BRTV's community, is difficult to forecast. Similarly, the rate of attrition is also difficult to predict. The two rates can have an impact on the acceptance and growth of BRTV.

**(g) Internet growth and migration**

Internet penetration in the Australian market has been growing at a steady rate, however, there can be no guarantee that this will continue in the future, which may have an adverse effect on the growth of BRTV.

In addition, growth in online advertising is underpinned by a range of factors including migration from more traditional forms of media. Migration has been driven by a number of factors such as increased internet penetration and broadband speeds. Whilst the migration online has occurred over recent years there can be no guarantee that this will

continue in the future, which may have an adverse effect on the growth of BRTV.

BRTV's financial performance or operating margins could also be adversely affected if the popularity of the internet as a medium for viewing and reviewing businesses were to diminish due to the emergence of new technology. BRTV continues to actively monitor the emergence of new technology.

**(h) Growth management**

The success of BRTV will be dependent upon its ability to manage and execute successfully on the BRTV growth strategy. To manage this growth effectively, BRTV will need to maintain efficient control and supervision of its operations and financial systems and continue to expand, train and manage its employees. There is a risk that BRTV may not be able to execute some or all of its growth strategy.

Additionally, BRTV's growth profile and business plan include the development of new service offerings and platform and App functionality to grow its community. There is a risk that these new products may be unsuccessful or require high levels of advertising spend, which may have an adverse effect on BRTV's financial performance or operating margins.

**(i) Online security**

As with all e-commerce businesses, BRTV is heavily reliant on the security of its websites and associated payment systems to ensure that customers are confident in transacting online. Breaches of security such as fraudulent and scam advertisements could impact customer satisfaction and confidence in BRTV and could impact the financial performance of BRTV.

**(j) Intellectual Property threats**

BRTV has invested significantly in the development of its information technology platform and uses certain copyright material and trade marks (either registered, unregistered, owned or under licence) in its business. The laws relating to trade secrets, copyright and trademarks assist to protect BRTV's proprietary rights.

Despite these measures, there can be no guarantee that unauthorised use or copying of BRTV software, data or branding will be prevented. In addition, BRTV cannot be certain that the validity, ownership or authorised use of intellectual property relevant to the business of BRTV will not be successfully challenged by third parties

**(k) Ability to retain skilled personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of BRTV depends substantially on its senior management and key personnel. There can be no assurance given that there will be no detrimental impact on BRTV if one or more of these key personnel cease their employment or engagement with BRTV.

**(l) Ability to attract skilled personnel**

The successful growth of BRTV will be dependent upon the ability to attract skilled personnel. There can be no assurances given that BRTV will be successful in hiring sufficient key skilled personnel.

**(m) Exchange rate movements**

BRTV performance may be adversely affected by movements in the foreign exchange rates outside of the control of the business.

**(n) Competition**

While there is no dominant company or group in Australia with a product or service offering to match BRTV, there is potential for new entrants into the market who would compete with BRTV for market share and could adversely affect the market share or margins of BRTV through aggressive price competition or other means.

**(o) Funding**

The ability for BRTV to further expand its business may be dependent upon its ability to raise additional funds. There is no guarantee that any equity or debt funding will be available to BRTV (or to the Merged Group) or will be available on acceptable terms.

**(p) Reputation**

The success of BRTV is somewhat dependent upon maintaining a positive reputation in the marketplace. Unforeseen issues or events may place the reputation of BRTV at risk and may impact future earnings and growth prospects.

**(q) Regulatory framework**

The online directory sector is relatively lightly regulated and does not have a licensing regime. Changes to this regulatory framework could impact on the industry generally and have an adverse impact on the financial position or performance of BRTV.

**(r) Financial performance**

The operating results of BRTV are difficult to predict and are subject to a number of factors, some of which are detailed above. There can be no guarantee that BRTV will achieve its stated objectives or that any forward looking statements will eventuate.

## **5.5 Conditionality of Resolutions**

Each of the Resolutions in this Notice of Meeting are conditional upon approval by Republic Shareholders of each of the Essential Shareholder Resolutions. Should any of the Essential Shareholder Resolutions not be approved, Republic will not proceed with the Takeover Offer or the Transaction. Republic would then

immediately request that ASX remove the suspension order and allow Republic to resume trading on the ASX in its current form.

## 5.6 Director's Recommendation

No Republic Director currently has any interest in BRTV Shares or options. The Republic Directors recommend that Republic Shareholders vote in favour of each of the Resolutions (including the Essential Shareholder Resolutions) and consider the Takeover Offer to be beneficial to Republic Shareholders because of the benefits set out in **section 5.1**.

## 6 Detailed information about the Resolutions to be passed at the Meeting

Detailed information about Republic, the Transaction, and the effect of the Transaction on the capital structure and financial position of Republic is set out in **sections 1** and **3** of this Explanatory Statement.

<b>RESOLUTION 1</b>	<b>Change in nature and scale of activities</b>
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### General

Resolution 1 seeks approval from the Republic Shareholders for a change in the nature and scale of the activities of Republic to transition Republic's business activities from that of a gold exploration company to a digital video-based search and review business and community manager by effecting the business combination with BRTV by way of the Takeover Offer.

As outlined in **sections 1, 3** and **4** of this Explanatory Statement, Republic has agreed to make an off-market takeover bid for all of the BRTV Shares on issue, subject to various Conditions.

A description of BRTV and its operating business is outlined in **section 2** above.

### ASX Listing Rule 11.1

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

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

ASX has indicated to Republic that the change in the nature and scale of Republic's activities as a result of the Takeover Offer requires Republic (in accordance with ASX Listing Rule 11.1.2) to obtain Republic Shareholder approval and comply with any requirements of ASX in relation to the Notice of Meeting.

ASX has also indicated that this change in the nature and scale of Republic's activities will require Republic to re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules in accordance with ASX Listing Rule 11.1.3.

On the basis that approval pursuant to Resolution 1 is obtained, the Company will seek to re-comply with the requirements of Chapters 1 and 2 of the ASX Listing Rules. Compliance with the admission requirements involves, amongst other things, the following:

- (a) having a structure and operations that are appropriate for a listed entity;
- (b) issuing a prospectus or information memorandum;
- (c) meeting the minimum spread requirements;
- (d) meeting the ASX's profit test or assets test;
- (e) complying with Chapter 9 of the ASX Listing Rules in relation to any "restricted securities" it has on issue or is proposing to issue;
- (f) having the entity's quoted securities issued or sold for at least 20 cents in cash;
- (g) having any options the entity has issued exercisable for at least 20 cents in cash; and
- (h) satisfying ASX that each director or proposed director at the date of admission is of good fame and character.

Shareholders should be aware that following the Meeting, Republic will be suspended by the ASX until it has re-complied with Chapters 1 and 2 of the ASX Listing Rules. It is Republic's intention to meet these requirements as soon as practicable. Republic will not issue shares under the Takeover Offer or under the Prospectus Offer until it has re-complied with Chapters 1 and 2 of the ASX Listing Rules.

<b>RESOLUTION 2</b>	<b>Change of name</b>
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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 2 seeks the approval of Republic Shareholders for Republic to change its name to "Big Un Limited". The Republic Board proposes this change of name on the basis that it more accurately reflects the proposed operations of Republic upon the successful completion of the Takeover Offer.

If this Resolution is passed the change of name will take effect after the successful completion of the Takeover Offer and when ASIC alters the details of Republic's registration. The proposed name has been reserved by Republic and if this Resolution is passed, Republic will lodge a copy of the special resolution with ASIC on successful completion of the Takeover Offer in order to effect the change.

**RESOLUTION 3****Consolidation of Republic's share capital****General**

The Republic Board is seeking Republic Shareholder approval for the Consolidation, which will consolidate the Republic Shares on issue on a 30:1 basis, such that every 30 pre Consolidation Republic Shares are consolidated into one post Consolidation Republic Share.

The Consolidation is required to ensure that Republic's share capital is appropriate for Republic to recompile with the requirements of Chapters 1 and 2 of the ASX Listing Rules.

If this Resolution is passed, the number of Republic Shares on issue will be reduced from 384,478,960 to 12,815,965.

**Legal Requirements**

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

**Fractional Entitlements**

Not all Republic Shareholders will hold a number of Republic Shares that can be evenly divided by 30. Where a fractional entitlement occurs, Republic will round that fraction down to the nearest whole Republic Share. If Republic reasonably believes that a BRTV Shareholder's holdings have been manipulated to take advantage of rounding up, then any fractional entitlement will be aggregated or rounded down to the next whole number of Republic Shares.

**Taxation**

It is not considered that any taxation implications will exist for securityholders of Republic that will arise directly from the Consolidation. However, securityholders of Republic are advised to seek their own tax advice on the effect of the Consolidation and Republic does not accept any responsibility for the individual or collective taxation implications arising from the Consolidation.

**Holding Statements**

As from the effective date of this Resolution (being the date on which Republic advises the ASX that this Resolution has been approved by the Republic Shareholders, assuming it is approved), all holding statements for Republic Shares will cease to have any effect, except as evidence of entitlement to a certain number of Republic Shares on a post Consolidation basis.

After the Consolidation becomes effective, Republic will arrange for new holding statements for Republic Shares to be issued to securityholders of the Company at the securityholders' risk by pre-paid ordinary mail.

It is the responsibility of each and every affected Republic Shareholder to check the number of Republic Shares held prior to disposal.

**Indicative Timetable**

If all Essential Shareholder Resolutions under this Notice of Meeting are passed, the Consolidation will likely take effect in accordance with the following timetable (subject to change and in accordance with Appendix 7A (paragraph 8) of the ASX Listing Rules):



Action	Business Days relative to Day 0	Indicative Date
Company announces the Consolidation		9 October 2014
Lodgement of Bidder's Statement		9 October 2014
Bidder's Statement and BRTV's Target's Statement sent to BRTV Shareholders		10 October 2014
Notice of Meeting dispatched to Republic Shareholders		20 October 2014
Prospectus lodged with ASIC		22 October 2014
<b>Trading of Shares suspended until Reconciliation<sup>1</sup></b>		
Shareholder approval of Consolidation at Extraordinary General Meeting		19 November 2014
Republic notifies ASX that Republic Shareholders have approved the Consolidation	Day 0	19 November 2014
Last day for trading in pre Consolidation Shares	Day 1	20 November 2014
Trading in post-Consolidation Securities on a deferred settlement basis commences	Day 2	21 November 2014
Last day for Republic to register transfers on a pre-Consolidation basis	Day 4	25 November 2014
First day for Republic to: <ul style="list-style-type: none"> <li>send notice to each holder of the change in their holdings; and</li> <li>register securities on a post-Consolidation basis and first day for issue of holding statements</li> </ul>	Day 5	26 November 2014
Capital raising under the Prospectus Offer anticipated to close		28 November 2014
Deferred settlement market ends	Day 9	2 December 2014
Last day for Republic Shares to be entered into holders' security holdings	Day 9	2 December 2014
Last day for Republic to send notice to each holder of the change in their details in holdings	Day 9	2 December 2014
Company informs ASX that entry of Securities into Security holders' holdings is complete	Day 9 - Prior to noon	2 December 2014
Takeover Offer closes		28 November 2014

Normal trading in post-Consolidation Shares commences	Day 10	3 December 2014
Settlement of trades conducted on a T+3 basis and the first settlement of on-market trades conducted on a deferred settlement basis	Day 13	8 December 2014
Issue of shares under the Takeover Offer (assuming the Takeover Offer becomes or is declared unconditional and closes on 28 November 2014)		Before 19 December 2014

**Note:**

1. The Republic Shares will continue to remain suspended from Official Quotation until such time as the Transaction has been completed and Republic has completed the Reconciliation. Accordingly, there will be no trading in the Republic Shares until Republic has been reinstated to Official Quotation. Republic will be liaising with ASX during this period and it is anticipated the suspension of trading will be lifted and securities commence trading again on ASX around 12 December 2014, although there can be no guarantee.

<b>RESOLUTION 4</b>	<b>Approval of issue of Republic Shares under the Prospectus Offer</b>
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**General**

On 9 October 2014, Republic announced that it intended to conduct a Capital Raise to satisfy the spread requirements of the ASX Listing Rules when applying for the Reconciliation to Official Quotation.

Republic has since determined that it will raise up to \$3 million by issuing up to 15,000,000 Republic Shares at an issue price of \$0.20 per Republic Share (on a post Consolidation basis) under the Prospectus.

In addition to satisfying the spread requirements of the ASX Listing Rules, the Republic Board believes that the Prospectus Offer will broaden the appeal of Republic's Shares and allow general investors to participate in the growth of Republic as it enters into an exciting phase of its development.

The effect of this Resolution is to provide Republic Shareholder consent for the issue of up to 15,000,000 Republic Shares at an issue price of \$0.20 per Republic Share (on a post Consolidation basis) under the Prospectus Offer.

It is a defeating condition of the Takeover Offer that Republic must receive or be entitled to receive at least \$1 million in immediately available funds pursuant to subscriptions for new Republic Shares under the Capital Raising.

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.

The effect of this Resolution will be to allow the Republic Board to issue the Republic Shares under the Capital Raising during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using Republic's annual 15% placement capacity.

Republic Shares offered under the Prospectus will be fully paid ordinary Republic Shares (on a post Consolidation basis), which will rank equally with the existing Republic Shares.

Full details of the Capital Raising are disclosed in the Prospectus, which will be lodged with ASIC and ASX by Republic shortly after the date of this document.

### **Information Required by ASX Listing Rule 7.3**

The following information in relation to the Republic Shares is provided to Republic Shareholders for the purposes of ASX Listing Rule 7.3:

- (a) The maximum number of Republic Shares to be issued is 15,000,000 (on a post Consolidation basis).
- (b) The Republic Shares will be allotted 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) The Republic Shares are to be issued at a price of \$0.20 per Republic Share (on a post Consolidation basis).
- (d) The allottees are investors who have been invited to apply for Republic Shares under the Prospectus Offer.
- (e) The Republic Shares will be fully paid on issue and rank equally in all aspects with all existing ordinary Republic Shares previously issued by Republic.
- (f) Funds raised by Republic Shares issued pursuant to this Resolution will be used by Republic for the purposes outlined in the table below.

<b>Use of Funds</b>	<b>Full subscription (\$3 million)</b>
App development	\$500,000
Video team "pods" infrastructure and expansion	\$1,000,000
US and UK expansion	\$1,000,000
Issue and acquisition expenses	\$500,000
Total amount raised	\$3,000,000

## **RESOLUTIONS 5 and 6**

## **Participation of Richard Evertz and Sonia Thurston in Prospectus Offer**

### **General**

The effect of these Resolutions is to provide Republic Shareholder consent under ASX Listing Rule 10.11 for the issue of up to 2,000,000 Republic Shares and 1,200,000 Republic Shares to proposed directors of Republic, Richard Evertz and Sonia Thurston (or their nominees) respectively, arising from their proposed participation in the Prospectus Offer the subject of Resolution 4 (on the same terms as other investors) (**Related Party Shares**).

### **Chapter 2E of the Corporations Act**

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

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

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

The issue of the Related Party Shares will result in the issue of Republic Shares which constitutes giving a financial benefit and Richard Evertz and Sonia Thurston are Related Parties of Republic by virtue of being proposed directors of Republic.

The Republic Directors (who do not have a material personal interest in this Resolution) consider that Republic Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because pursuant to section 210 of the Corporations Act, the Related Party Shares will be issued to the Related Parties on arms length terms. As such, the Republic Board considers that Republic Shareholder is not required under section 208 of the Corporations Act because the arms length exception (under section 210) applies.

However, the Republic Board considers that Republic Shareholder approval is nonetheless required to comply with the ASX Listing rules as explained below.

### **ASX Listing Rule 10.11**

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the issue of the Related Party Shares involves the issue of securities to related parties, Republic Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Republic Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

### **Information Required by ASX Listing Rule 10.13**

The following information is provided in relation to Resolutions 5, 6 and 7:

- (a) The Republic Shares will be issued to the Related Party (or their nominee);

- (b) The maximum number of Republic Shares to be issued (on a post Consolidation basis) is:
  - (i) 2,000,000 to Richard Evertz; and
  - (ii) 1,200,000 to Sonia Thurston;
- (c) The Republic Shares will be issued by no later than one month after the date of the Meeting.
- (d) The Republic Shares are to be issued at a price of \$0.20 per Republic Share (on a post Consolidation basis).
- (e) The Republic Shares will be fully paid on issue and rank equally in all aspects with all existing ordinary shares previously issued by Republic.
- (f) Funds raised by Republic Shares issued pursuant to this Resolution will be used by Republic for the purposes outlined in the table below.

Use of Funds	Full subscription (\$3 million)
App development	\$500,000
Video team "pods" infrastructure and expansion	\$1,000,000
US and UK expansion	\$1,000,000
Issue and acquisition expenses	\$500,000
Total amount raised	\$3,000,000

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

<b>RESOLUTIONS 7, 8 and 9</b> <b>Election of Directors – Sonia Thurston, Richard Evertz and Andrew Corner</b>
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### General

Resolutions 7, 8 and 9 seek approval for the election, subject to the Essential Shareholder Resolutions (as defined in the Explanatory Statement accompanying this Notice) being passed, and the Takeover Offer by Republic becoming unconditional, of Sonia Thurston, Richard Evertz and Andrew Corner as directors of Republic, with effect on and from the date of successful completion of the Takeover Offer, in accordance with clause 14.10 of the Constitution and section 201 of the Corporations Act.

Clause 14.10 of the Constitution provides that the members may, by resolution appoint any person as a director but not so as to exceed the maximum number of directors fixed in accordance with clause 14.1, which is ten.

## **Qualifications and experience**

The qualifications and experience of the proposed directors is set out below.

### **Richard Evertz – Proposed Executive Director, CEO and MD of the Merged Group**

Richard is a highly seasoned entrepreneur with many successful business start-ups to his credit. His experience covers a wealth of business sectors ranging from finance and property to retail, Internet, telecommunications and essential services. Richard has successfully incubated a large number of businesses from start-up, including ASX listing, and brings a unique personality, wealth of knowledge and invaluable hands on experience to the BRTV team.

Richard founded Imagine Pty Ltd in 2003 – a telecommunications business. Richard was successful in selling the business into an ASX-listed vehicle in 2006. Imagine Pty Ltd reached a market cap in excess of \$40 million between 2006-8. In 2008 as a result of the GFC, funding availability fell away for the business and it was subsequently put into administration. Richard extracted the business from administration in 2009 and continued to operate the company and initiate a new business strategy before resigning in late 2011 as Chairman to pursue multiple opportunities including BRTV.

### **Andrew Corner - Proposed Executive Director and CFO of the Merged Group**

Andrew is a Chartered Accountant who qualified with Ernst & Young in 1998. Whilst at Ernst & Young, Andrew championed the use of analytical technology as part of the audit and was nationally recognized in the UK for the work that he had done. Since his move into commerce Andrew has focused on small, growing businesses with a view to ensuring that their operations are controlled and scalable in times of rapid expansion. Prior to BRTV, Andrew was CFO at Distra Pty Ltd and part of the team that took Distra from a start-up software-development company through to trade sale to their largest, US-based competitor for \$50 million. Andrew is a member of the ICAEW.

### **Sonia Thurston - Proposed Executive Director and Head of Communications of the Merged Group**

Sonia has over 25 years of experience in global branding and in senior roles within advertising agencies including as a group director of J. Walter Thompson working on branding across a diverse range of industries with the likes of Airbus and McKinsey & Co. She's worked in TV, radio, across traditional and social media and acted as a senior consultant on communications projects for European governments. Sonia has been responsible for the development of the Big Review TV brand and is actively involved in many areas of BRTV from overseeing editing and platform content, sales and marketing to corporate and internal communications.

Sonia Thurston is currently the Executive Communications Director of BRTV.

In accordance with Resolution 7, Richard Evertz seeks appointment as a director of Republic, effective from the date of the Takeover Offer by Republic becoming unconditional, and subject to the Essential Shareholder Resolutions (as defined in the Explanatory Statement accompanying this Notice) being passed.

In accordance with Resolution 8, Andrew Corner seeks appointment as a director of Republic, effective from the date of the Takeover Offer by Republic

becoming unconditional, and subject to the Essential Shareholder Resolutions (as defined in the Explanatory Statement accompanying this Notice) being passed.

In accordance with Resolution 9, Sonia Thurston seeks appointment as a director of Republic, effective from the date of the Takeover Offer by Republic becoming unconditional, and subject to the Essential Shareholder Resolutions (as defined in the Explanatory Statement accompanying this Notice) being passed.

**Dated** 20 October 2014

Signed for and on behalf of Republic by Ray Shorrocks, a director of Republic who is authorised to sign this Notice of Meeting on behalf of Republic pursuant to a unanimous resolution passed by the directors on 16 October 2014.

Ray Shorrocks  
**Director**



# Corporate directory

## **Bidder**

Republic Gold Limited  
Suite 705, Level 7, 3 Spring St  
Sydney, NSW 2000

## **Current board of directors**

Mr Raymond Shorrocks, Executive Chairman

Mr Peter Wicks, Non-executive Director

Mr Mark Gillie, Non-executive Director

Mr David King, Non-executive Director

Mr David Hannon, Non-executive Director

## **Proposed board of directors**

Mr Raymond Shorrocks, Executive Chairman

Mr Richard Evertz, CEO and Managing Director

Miss Sonia Thurston

Mr Andy Corner

Mr David Hannon, Non-executive Director

## **Legal Advisor**

Corrs Chambers Westgarth  
8 Chifley, 8-12 Chifley Square  
Sydney NSW 2000

## **Current company secretary**

Nick Geddes

## **Proposed company secretary**

Nick Geddes

## **Current registered office**

Republic Gold Limited  
Level 3, 70 Pitt Street  
Sydney, NSW 2000

## **Proposed registered office**

Republic Gold Limited  
Level 3, 70 Pitt Street  
Sydney, NSW 2000

## **Offer Information Line**

Within Australia: 02 9220 9500

Outside Australia: +61 2 9220 9500

Hours of operation: 9:00am to 5:00pm (Sydney time) Monday to Friday

## Annexure A – Glossary

<b>“\$”</b>	Australian dollars unless otherwise stated
<b>ASIC</b>	Australian Securities and Investment Commission
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000
<b>ASX Listing Rules</b>	the listing rules of ASX
<b>Bidder’s Statement</b>	the bidder’s statement of Republic under Part 6.5 Division 2 of the Corporations Act relating to the Takeover Offer dated 9 October 2014
<b>BRTV</b>	Big Review TV Limited ACN 164 025 129
<b>BRTV Options</b>	options to subscribe for BRTV Shares
<b>BRTV Shareholder</b>	a holder of BRTV Shares
<b>BRTV Shares</b>	fully paid ordinary shares in the capital of BRTV
<b>Capital Raise / Capital Raising</b>	the issue of up to 15,000,000 Republic Shares at an issue price of \$0.20 per Republic Share (on a post Consolidation basis) under the Prospectus.
<b>Conditions</b>	the conditions which are set out in <b>section 1.1(a)</b> and <b>Annexure C</b> to this Notice of Meeting
<b>Consideration</b>	the Republic Shares and Republic Options offered in exchange for 100% of the issued capital in BRTV under the Takeover Offer
<b>Consolidation</b>	the consolidation of Republic’s share capital approved by the Republic Shareholders at the Meeting on a 30:1 basis, such that every 30 pre Consolidation Republic Shares are consolidated into one post Consolidation Republic Share
<b>Corporations Act</b>	the <i>Corporations Act</i> 2001 (Cth) as amended or replaced from time to time
<b>Essential Shareholder Resolutions</b>	means resolutions 1, 3 and 4.
<b>Exercise Price</b>	the amount payable upon exercise of each Republic Option which is \$0.30 per Republic Share
<b>Expiry Date</b>	the date on which the Republic Option will expire which is stated as 31 December 2017
<b>Explanatory Statement</b>	the explanatory statement accompanying this Notice of Meeting
<b>Meeting</b>	the Extraordinary General Meeting of the Republic Shareholders to be held on 19 November 2014 to consider and, if thought fit, approve the Resolutions (including the Essential Shareholder Resolutions)
<b>Merged Group</b>	the group resulting from the combination of Republic and BRTV, which will exist as a result of the Takeover Bid, should the proposed

	merger proceed to its conclusion
<b>Notice of Meeting</b>	the Notice of Meeting and Explanatory Statement dated 20 October 2014 relating to the Meeting of Republic
<b>Prospectus</b>	the prospectus prepared by Republic in accordance with Chapter 6D of the Corporations Act under which the Prospectus Offer is made
<b>Prospectus Offer</b>	an offer by Republic of up to 15,000,000 Republic Shares at a price of \$0.20 per Republic Share (on a post Consolidation basis) made under the Prospectus
<b>Recompliance</b>	the recompliance by Republic with Chapters 1 and 2 of ASX Listing Rules as a result of the completion of the Takeover Offer
<b>Related Parties</b>	has the meaning given to that term in the Corporations Act
<b>Related Party Shares</b>	Republic Shares proposed to be offered to the Related Parties under the Prospectus Offer
<b>Relevant Date</b>	5:00 pm on 9 October 2014 (Sydney time).
<b>Relevant Interest</b>	has the meaning given to that term in the Corporations Act
<b>Republic</b>	Republic Gold Limited ABN 86 106 399 311
<b>Republic Board</b>	the current board of directors of Republic
<b>Republic Directors</b>	the current directors of Republic
<b>Republic Option</b>	an option to acquire one Republic Share at an exercise price of \$0.30 per Republic Share expiring at 4.00pm on 31 December 2017
<b>Republic Shareholder</b>	a holder of Republic Shares
<b>Republic Shares</b>	the fully paid ordinary shares in the capital of Republic
<b>Resolutions</b>	the resolutions set out in this Notice of Meeting, or any one of them, as the context requires
<b>SME</b>	small to medium sized enterprises or businesses
<b>Takeover Bid</b>	the off market bid in accordance with Part 6.5 of the Corporations Act under which Republic offers to acquire all of the BRTV Shares
<b>Takeover Offer</b>	the offer for BRTV Shares contained in the Bidder's Statement
<b>Transaction</b>	the Takeover Offer and the Prospectus Offer, together with the related transactions necessary to give effect to the Takeover Offer or the Prospectus Offer

## Annexure B – Republic Option terms

The terms and conditions of the Republic Options being issued as Consideration under the Takeover Offer are as follows:

<b>Options</b>	The Republic Options are options over fully paid ordinary shares in the capital of Republic as part of the Consideration under the Takeover Offer (as that term is defined in the Bidders Statement).
<b>Entitlement</b>	<p>Each Republic Option entitles the holder to subscribe for one Republic Share upon:</p> <ul style="list-style-type: none"><li>(a) exercise of the Republic Option in accordance with these terms; and</li><li>(b) payment of the Exercise Price.</li></ul>
<b>Exercise Price</b>	The amount payable upon exercise of each Republic Option is \$0.30 ( <b>Exercise Price</b> ).
<b>Expiry date</b>	Each Republic Option will expire at 4:00pm on 31 December 2017 ( <b>Expiry Date</b> ). A Republic Option not exercised before 4:00 pm on the Expiry Date will automatically lapse.
<b>Ranking</b>	Republic Shares issued on exercise of Republic Options will, upon issue, be fully paid, will rank equally with all the then issued Republic Shares and will otherwise be subject to the provisions of the Constitution and any restriction or escrow arrangements imposed on them by ASX or under applicable Australian securities law.
<b>Exercise Period</b>	Republic Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
<b>How to exercise a Republic Option</b>	<p>The Republic Options may be exercised during the Exercise Period by lodging with Republic:</p> <ul style="list-style-type: none"><li>(a) notice in writing to Republic in the manner specified on the Republic Option certificate (<b>Notice of Exercise</b>);</li><li>(b) payment of the Exercise Price for each Republic Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to Republic; and</li><li>(c) if the Notice of Exercise of a Republic Option is executed under a power of attorney, a copy of the relevant power of attorney.</li></ul> <p>The holder of a Republic Option may only exercise a Republic Option by strictly complying with these terms. Any other purported exercise is invalid.</p>
<b>Restrictions on Exercise</b>	The holder of a Republic Option may not exercise less than 2000 Republic Options at any one time unless the holder has less than 2000 Republic Options in which event the holder must exercise all of the Republic Options together.

<b>Date of Exercise</b>	<p>The Notice of Exercise is only effective on and from the later of:</p> <p>(a) the date of receipt by Republic of the Notice of Exercise; and</p> <p>(b) the date of receipt by Republic of payment of the Exercise Price for each Republic option the subject of the Notice of Exercise, in cleared funds.</p>
<b>Timing of issue of Republic Shares</b>	<p>Within 10 Business Days of receipt of the Notice of Exercise and the full amount of the Exercise Price in cleared funds, Republic will allot the number of Republic Shares required under these terms and conditions in respect of the number of Republic Options specified in the Notice of Exercise to the BRTV Optionholder.</p>
<b>Listing of Republic Options</b>	<p>Republic has applied for quotation of the Republic Options.</p> <p>Quotation of the Republic Options is not guaranteed or automatic but will depend on ASX exercising its discretion under the ASX Listing Rules.</p>
<b>Quotation of Republic Shares arising on exercise of Republic Options</b>	<p>Republic will apply for quotation of all Republic Shares allotted pursuant to the exercise of the Republic Options on ASX within 10 Business Days after the date of allotment of those Republic Shares.</p> <p>Quotation is not guaranteed or automatic but will depend on ASX exercising its discretion under the ASX Listing Rules.</p>
<b>Dividends</b>	<p>The Republic Options confer no entitlement to participate in dividends.</p>
<b>Reorganisation of capital</b>	<p>Following any reconstruction, consolidation, subdivision, reduction (by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled), or return or pro rata cancellation of the issued capital of Republic:</p> <p>(a) the number and/or Exercise Price of Republic Options will be adjusted in compliance with the Corporations Act and the ASX Listing Rules as at the time of the restructure, with the intention that such restructure will not result in benefits being conferred on the holder of the Republic Option which are not conferred on Republic Shareholders; and</p> <p>(b) subject to provisions with respect to rounding of entitlements as sanctioned by a meeting of Republic Shareholders approving a reconstruction of capital, in all other respects the terms of exercise of the Republic Options will remain unchanged.</p> <p>This provision is subject to the ASX Listing Rules and in the event of an inconsistency the ASX Listing Rules will prevail.</p>
<b>Participation in new issues</b>	<p>Holders of Republic Options may participate in new issues of securities in Republic.</p>
<b>Pro rata issues</b>	<p>In the event Republic proceeds with a pro rata basis (other than a bonus issue) of Republic Shares to Shareholders after the date of issue of the Republic Options, the Exercise Price may be reduced in the manner permitted by the ASX Listing Rules applying at the time of the pro rata issue.</p>

<b>Bonus issues</b>	In the event Republic proceeds with a bonus issue of Republic Shares to Republic Shareholders after the date of the Republic Options, the number of Republic Shares over which a Republic Option is exercisable may be increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
<b>Change in Republic Option terms</b>	<p>A change which has the effect of cancelling a Republic Option for no consideration can be made by the Republic Board.</p> <p>The terms of Republic Options may not be changed to:</p> <ul style="list-style-type: none"> <li>(a) reduce the Exercise Price;</li> <li>(b) increase the number of securities received on exercise of the Republic Options; or</li> <li>(c) increase any period for exercise of the Republic Options.</li> </ul> <p>A change to terms of Republic Options may otherwise only be changed with the approval of ordinary shareholders.</p>
<b>Title of Republic Options</b>	Republic is entitled to treat the registered holder of Republic Options as the absolute holder of that Republic Option and is not bound to recognise any equitable or other claim to, or interest in, that Republic Option on the part of any person other than the registered holder, except as ordered by a court of competent jurisdiction or as required by statute
<b>Assignment of Republic Options</b>	The Republic Options are freely transferrable subject to any restriction or escrow arrangements imposed by the Corporations Act and the ASX Listing Rules.

## Annexure C – Takeover Offer Conditions

The Takeover Offer is subject to the following conditions. Terms used below have the same meaning given to them Republic's Bidder's Statement lodged with ASIC on 9 October 2014.

- (a) **(Essential Republic Shareholder Resolutions)** Republic Shareholders approve the Essential Republic Shareholder Resolutions, in accordance with the Corporations Act and the ASX Listing Rules, before the end of the Offer Period;
- (b) **(no Prescribed Occurrences)** between the Announcement Date and the end of the Offer Period, no Prescribed Occurrence occurs;
- (c) **(Minimum Acceptance Condition)** during, or at the end of, the Offer Period, Republic and its associates have a Relevant Interest in at least 80% (by number) of BRTV Shares;
- (d) **(Prospectus Offer)** the Prospectus Offer closes and, as at the close of the Prospectus Offer, Republic receives or becomes entitled to receive, in immediately available funds, gross proceeds of no less than \$1 million as a result of subscriptions made under the Prospectus Offer;

### Regulatory approval Conditions

- (e) **(other regulatory approvals)** before the end of the Offer Period, all Approvals required by law or by any Public Authority:
  - (i) as are necessary to permit the Takeover Offer to be lawfully made to and accepted by BRTV Shareholders;
  - (ii) which are required as a result of the Takeover Offer or the acquisition of BRTV Shares and which are necessary for the continued operation of the BRTV business; or
  - (iii) as are necessary to permit the completion of any transaction contemplated by the Bidder's Statement (including implementation of the intentions expressed in **section 5** of the Bidder's Statement),

are granted, given, made or obtained on an unconditional basis and remain in full force and effect in all respects and do not become subject to any notice, intimation or indication of intention to revoke, suspend, restrict, modify or not renew the same;

- (f) **(absence of regulatory actions)** between the Announcement Date and the end of the Offer Period:
  - (i) there is not in effect any preliminary or final decision, order or decree issued by a Public Authority;
  - (ii) no inquiry, action or investigation is instituted or threatened by any Public Authority; and
  - (iii) no application is made to any Public Authority (other than by Republic or its associates),

which restrains, prohibits, threatens to restrain or prohibit or otherwise materially adversely impacts (or could reasonably be expected to restrain, prohibit or otherwise materially adversely impact upon) the making of the Takeover Offer or the completion of any transaction contemplated by the Bidder's Statement (including implementation of

the intentions expressed in **section 5** of the Bidder's Statement) or seeks to require (or could reasonably be expected to require) the divestiture by Republic of any BRTV Shares, or the divestiture of any assets of BRTV or of Republic;

#### **Recompliance Condition**

- (g) (**Recompliance**) Republic receives written confirmation from ASX that ASX will readmit Republic to the official list of the ASX and terminate the suspension from official quotation of the Republic Shares, subject to the satisfaction of such terms and conditions (if any) as are prescribed by ASX or the ASX Listing Rules;

#### **ASX escrow condition**

- (h) (**escrow agreements**) each BRTV Shareholder that is required by the ASX to enter into an escrow agreement (on the terms required by the ASX, including the duration of the escrow) entering into that escrow agreement with Republic in relation to the Republic Shares and Republic Options as the case may be issued to that BRTV Shareholder that ASX requires be escrowed;

#### **Adverse change conditions**

- (i) (**no material adverse effect**) during the period from and including the Announcement Date to the end of the Offer Period:
- (i) there is no occurrence or matter, including:
- (A) any change in the status or terms of arrangements entered into with BRTV or any of its subsidiaries or the status or terms of any Approvals which are applicable to BRTV or any of its subsidiaries (whether or not wholly or partly attributable to the making of the Takeover Offer, and/or the acquisition of BRTV Shares under the Takeover Offers);
- (B) any liability for duty or tax;
- (C) any liability resulting from a change of control of BRTV; or
- (D) any change in the law (whether retrospective or not),
- that (individually or together with others) has or could reasonably be expected to have a materially adverse effect on the assets, liabilities (whether actual or contingent), financial or trading position, profitability (before or after tax), production or prospects of BRTV; and
- (ii) no occurrence or matter, as described in **section (b) of Annexure C**, which occurred before the Announcement Date but was not apparent from publicly available information before then, becomes public;
- (j) (**no major acquisitions, disposals or commitments**) between the Announcement Date and the end of the Offer Period, neither BRTV nor any of its subsidiaries (if any):
- (i) purchases or otherwise acquires or agrees to purchase or otherwise acquire, sells or otherwise disposes of or surrenders, or agrees to sell or otherwise dispose of or surrender, or comes under an obligation to purchase, acquire, sell or otherwise dispose of or surrender, any property or assets (or any right, title or interest therein), the total consideration for which, or value of which, in aggregate, exceeds \$0.1 million; or
- (ii) enters any other commitment, or comes under an obligation to enter any other commitment, which would require expenditure by BRTV or a subsidiary of BRTV of an amount which, in aggregate, exceeds \$0.1 million;



- (k) **(rights under agreements and instruments)** between the Announcement Date and the end of the Offer Period, no person exercises or purports to exercise, or states an intention to exercise, any rights under any provision of any agreement or other instrument to which BRTV or any subsidiary of BRTV is a party, or by or to which BRTV or any subsidiary of BRTV or any of its assets may be bound or be subject, which results, or could result, to an extent which is material to BRTV (being any agreement or instrument with a value of at least \$0.1 million or with a term of longer than two years), in:
- (i) any monies borrowed by BRTV or any subsidiary of BRTV being or becoming repayable or being capable of being declared repayable immediately or earlier than the repayment date stated in such agreement or instrument;
  - (ii) any such agreement or other instrument being terminated or modified or any action being taken or arising thereunder;
  - (iii) the interest of BRTV or any subsidiary of BRTV in any firm, joint venture, trust, corporation or other entity (or any arrangements relating to such interest) being terminated, modified or required to be transferred or redeemed; or
  - (iv) the business of BRTV or any subsidiary of BRTV with any other person being adversely affected,
- as a result (directly or indirectly) of the acquisition or proposed acquisition of BRTV Shares by Republic;
- (l) **(dividends)** between the Announcement Date and the end of the Offer Period, BRTV does not declare or pay any dividend, bonus or other distributions by BRTV to BRTV Shareholders;
- (m) **(no adverse tax ruling)** no event occurs which may give rise to, or have the consequence of, a Public Authority issuing an assessment or notice of any kind for government charges, taxes, excises, or any other regulatory duties or charges of more than \$0.1 million in aggregate in respect of any period prior to the date of the Bidder's Statement being 9 October 2014, which charges, taxes, excises, or duties were not provided for in full in the annual report of BRTV for the year ended 30 June 2014;
- (n) **(no disclosure)** at all times during the period from the Announcement Date to the end of the Offer Period, BRTV or any subsidiary of BRTV or any of their respective Officers, advisers or agents does not provide to any person any information that is not generally available (within the meaning of the Corporations Act) relating to BRTV or any subsidiary of BRTV or any of their respective businesses or operations for the purpose of soliciting, encouraging or facilitating a proposal or offer by that person, or by any other person, in relation to a transaction under which:
- (i) any person (together with its associates) may acquire voting power of 10% or more in BRTV or any subsidiary of BRTV (whether by way of takeover bid, compromise or arrangement under Part 5.1 of the Corporations Act, or otherwise);
  - (ii) any person may acquire, directly or indirectly (including by way of joint venture, dual listed company structure or otherwise), any interest in all or a substantial part of the business or assets of BRTV or of any subsidiary of BRTV; or
  - (iii) that person may otherwise acquire control of or merge or amalgamate with BRTV or any subsidiary of BRTV;

## Other conditions

- (o) **(force majeure)** after the Announcement Date and before the end of the Offer Period, no act of war (whether declared or not) or terrorism, mobilisation of armed forces, civil commotion or labour disturbance, fire or natural disaster, or other event beyond the control of BRTV or a relevant subsidiary occurs which has or is likely to have a materially adverse effect on the assets, liabilities, financial position, performance, profitability or prospects of BRTV and its subsidiaries taken as a whole;
- (p) **(no competing bid)** before the end of the Offer Period:
  - (i) no off-market takeover bid or on-market takeover bid is made to acquire the BRTV Shares or any of the shares in a subsidiary of BRTV;
  - (ii) no person announces any transaction to acquire or become the holder (by whatever means) of, or otherwise have an economic interest in all or a substantial part of the business of BRTV or 50% or more of the BRTV Shares or a transaction to otherwise acquire or merge with BRTV (whether by way of joint venture, dual listed structure or otherwise); and
  - (iii) no person announces any intention to do any of the things set out in paragraphs (i) or (ii);
- (q) **(recommended Competing Bid)** between the Announcement Date and the end of the Offer Period, the directors of BRTV (or a majority of them) do not recommend or approve (or announce their intention to recommend or approve) any Competing Bid (whether or not subject to any conditions or qualifications);
- (r) **(other matters)** between the Announcement Date and the end of the Offer Period, BRTV does not, without the written consent of Republic:
  - (i) make any change to its constitution;
  - (ii) release, discharge or modify any obligation owed to it of a value exceeding \$0.1 million or agree to do so;
  - (iii) enter or agree to enter into any contract of service or vary or agree to vary any existing contract of service with any director or manager, or pay or agree to pay any retirement benefit or allowance to any director, manager, or make or agree to make any substantial change in the basis or amount of remuneration of any director or manager (other than in each case as required by law or provided under any superannuation or retirement scheme as in effect on the Announcement Date) to the extent that any of these matters (or any combination of these matters) would give rise to a liability of BRTV of an amount exceeding \$ 0.1 million;
  - (iv) have commenced against it any material claims or proceedings in any court or tribunal; or
  - (v) become subject to investigation under the *Australian Securities and Investments Commission Act 2001* (Cth) or any corresponding legislation (other than in connection with the Takeover Offers), which has it or likely to have a material adverse effect on the Takeover Offers.

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REPUBLICGold

ABN 86 102 399 311

### Lodge your vote:



**By Mail:**

Advanced Share Registry Limited  
PO Box 1156  
Nedlands WA 6909

Alternatively you can fax your form to  
(Within Australia) (08) 9262 3723  
(Outside Australia) +618 9262 3723

**For Online Vote**

[www.advancedshare.com.au/investors.aspx](http://www.advancedshare.com.au/investors.aspx)

### For all enquiries call:

**Telephone:**

(Within Australia) (08) 9389 8033  
(Outside Australia) +618 9389 8033

Email: [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

## Proxy Form

### Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. 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.
6. To be effective, proxies must be delivered by shareholders as follows:  
Shareholders must deliver their proxies prior to 17 November 2014 at 2:00pm (Sydney Time) by mail to PO Box 1156, Nedlands, 6909, Western Australia or by facsimile at (08) 9262 3723 or deliver to the Share Registry of the Company at 110 Stirling Hwy, Nedlands, Western Australia, 6009.  
For those wishing to lodge their vote online, this facility will close at 2:00pm (Sydney Time) on 17 November 2014.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7:00pm on 18 November 2014 be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

**Turn over to complete the form →**



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REPUBLICGold

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

## Form of Proxy

Please mark ☒ to indicate your directions

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

**PLEASE NOTE:** This proxy is solicited on behalf of the management of Republic Gold Limited ABN 86 106 399 311 (the "Company") for use at the meeting of the shareholders of the Company to be held at Mezzanine level, 3 Spring Street, Sydney NSW 2000 immediately after the completion of Republic's Annual General Meeting to be held at 2:00pm (Sydney time) on 19 November 2014 or any adjournment thereof (the "Meeting").

I/We being a member/s of Republic Gold Limited hereby appoint

the Chairman  
of the meeting

OR

**PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent \_\_\_\_\_% of my voting right and Proxy 2 is appointed to represent \_\_\_\_\_% of my total votes. My total voting right is \_\_\_\_\_ shares.

**PLEASE NOTE:** If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.

### STEP 2 Items of Business

**PLEASE NOTE:** 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 your votes will not be counted in computing the required majority on that item.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

	FOR	AGAINST	ABSTAIN
Resolution 1: Change in nature and scale of activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Change of name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Consolidation of Republic's share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Approval of future issue of Republic Shares under the Prospectus Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Participation of Richard Evertz in Prospectus Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6: Participation of Sonia Thurston in Prospectus Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7: Election of Director – Richard Evertz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8: Election of Director – Andrew Corner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9: Election of Director – Sonia Thurston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Sole Director and Sole Secretary

Member 2 (if joint holding)

Director/Company Secretary

Member 3 (if joint holding)

Director

/ /

Date