

Notice of Annual General Meeting, Explanatory Statement and related documentation



Big Un Limited
(ACN 106 399 311)

Shareholders who have elected not to receive a printed copy of the Company's 2015 Annual Report may obtain a copy from the Company's website www.bigreviewtv.com

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 relevant resolutions to be considered at the AGM. 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 Big Un Limited

27 October 2015

Dear Shareholders,

Please find enclosed the Notice of Meeting, Explanatory Statement and Proxy Form for the 2015 Annual General Meeting to be held at 2:00pm (Sydney time) on 27 November 2015 at Ecovis Clark Jacobs, Level 20, 1 Market Street, Sydney.

As you will remember from the Replacement Prospectus issued 11 November 2014 and also foreshadowed at the extraordinary general meeting of the Company held on 19 November 2014, the Board of Directors of the Company (**Board**) expressed an intention to issue up to 6,000,000 options to certain executives (including executive directors) and to adopt an employee incentive plan to lead to greater executive and employee engagement and attract talented executives and employees to participate in the growth of BIG as it continues an exciting phase of its development.

The following is a summary of the items of business proposed for the AGM:

1. Consideration of the 2015 Annual Report of the Company;
2. Adoption of the Remuneration Report;
3. Re-election of Brandon Evertz as a Director;
4. Approval for additional placement capacity;
5. Approval to issue Shares to certain executives and senior management in lieu of salary;
6. Approval to issue Options to certain executives - Related Party transaction approvals;
7. Authority to establish an Employee Share Option Plan (**ESOP**);
8. Approval to issue Performance Options to certain executives under the ESOP in respect of the 2016 and 2017 financial years;
9. Authority to establish an executive, employee and consultant Loan Share Plan (**Loan Share Plan**);
10. Approval to issue Loan Shares to certain executives under the Loan Share Plan in respect of the 2015 financial year;
11. Approval to issue Loan Shares to certain executives under the Loan Share Plan in respect of the 2016 financial year and the September and December quarters of the 2017 financial year;

A more complete description of the ESOP, the Loan Share Plan and the proposed issues of Options, Performance Options and Loan Shares, including the potential benefits and risks to Shareholders, and detailed information about each of the Resolutions, is set out in the attached Explanatory Statement.

Recommendation of the Directors

The recommendations of the Board in relation to each Resolution are set out in the Explanatory Statement.

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 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 Secretaries, Mr David Conley and Ms Elissa Lippiatt, on +61 2 9264 1111.

Yours sincerely,

A handwritten signature in dark ink, appearing to be 'Andy Corner', with a stylized, flowing script.

Andy Corner

Executive Chairman
BIG Un Limited

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Big Un Limited ACN 106 399 311 will be held at 2:00pm (Sydney time) on 27 November 2015 at Ecovis Clark Jacobs, Level 20, 1 Market Street, Sydney.

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

ITEM 1	Consideration of the 2015 Annual Report of the Company
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To receive and consider the following reports of the Company for the year ending 30 June 2015:

- (a) the Annual Financial Report;
- (b) the Directors' Report; and
- (c) the Auditor's Report.

There is no vote required on this item of business. However Shareholders will be given the opportunity to ask questions or make comments on the reports at the meeting.

RESOLUTION 1	Adoption of Remuneration Report
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To consider, and if thought fit, to pass the following resolution as a **non-binding resolution**:

"That for the purposes of section 250(R)(2) of the Corporations Act 2001, the Remuneration Report for the Company for the year ending 30 June 2015 be adopted."

This resolution is advisory only and does not bind the Company or its Directors. The Company will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting.

Voting exclusion statement: In accordance with the Corporations Act, the Company will disregard any votes cast on this Resolution by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the 2015 Remuneration Report for the Company, and their Closely Related Parties.

However, the Company will not disregard a vote cast on Resolution 1 by the Key Management Personnel or their Closely Related Parties if:

- it is cast by a person as a proxy appointed in writing by person entitled to vote that specifies how the proxy is to vote on Resolution 1; or
- it is cast by the Chair of the AGM as an undirected proxy which expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 2	Re-election of Brandon Evertz as a Director
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To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That, Mr Brandon Evertz, being a Director of the Company, retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company, details of which are set out in the Explanatory Statement accompanying this Notice of Meeting."

RESOLUTION 3	Approval for Additional Placement Capacity
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To consider and, if thought fit, to pass the following Resolution as a **special resolution**:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities, in number, equal to up to 10% of the number of Shares on issue in the Company (at the time of issue) calculated in accordance with the formula in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions and in the manner detailed in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue of Equity Securities and by any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares if this Resolution is passed (and any associates of those persons).

However, the Company 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 4	Approval of issue of Shares to Brandon Evertz in lieu of salary - Related Party transaction approval
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To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to the Company to issue Brandon Evertz (or his nominees) with up to 626,667 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by Mr Brandon Evertz (and his nominees) and any of his associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 4, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 4. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 5	Approval of issue of Shares to Richard Evertz in lieu of salary - Related Party transaction approval
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To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to the Company to issue Richard Evertz (or his nominees) with up to 746,667 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by Mr Richard Evertz (and his nominees) and any of his associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 5, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 5. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 6	Approval of issue of Shares to Sonia Thurston in lieu of salary - Related Party transaction approval
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To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to the Company to issue Sonia Thurston (or her nominees) with up to 626,667 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by Ms Sonia Thurston (and her nominees) and any of her associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 6, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 6. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 7	Approval of issue of Shares to Ben Hunter in lieu of salary
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To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given to the Company to issue Ben Hunter (or his nominees) with up to 206,667 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by Mr Ben Hunter (and his nominees) and by any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares if this Resolution is passed (and any associates of those persons).

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 7, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 7. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 8	Approval of issue of Options to Brandon Evertz - Related Party transaction approval
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To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purposes of, ASX Listing Rule 10.11 and for all other purposes, approval is given to the Company to issue Brandon Evertz with up to 1,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by Mr Brandon Evertz and any of his associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 8, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 8. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 9	Approval of issue of Options to Richard Evertz - Related Party transaction approval
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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of, ASX Listing Rule 10.11 and for all other purposes, approval is given to the Company to issue Richard Evertz with up to 1,500,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by Mr Richard Evertz and any of his associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 9, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 9. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 10	Approval of issue of Options to Sonia Thurston - Related Party transaction approval
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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to the Company to issue Sonia Thurston with up to 1,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by Ms Sonia Thurston and any of her associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 10, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 10. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 11	Approval of issue of Options to Andy Corner - Related Party transaction approval
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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to the Company to issue Andy Corner with up to 750,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by Mr Andy Corner and any of his associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 11, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 11. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 12	Adoption of Employee Share Option Plan (ESOP)
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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)), section 195 of the Corporations Act and for all other purposes, approval is given for the Company to adopt an employee incentive scheme entitled Employee Share Option Plan and for the issue of up to 14 million securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any Director (and any of their associates), other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company.

However, the Company 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 13	Approval of issue of Performance Options to Brandon Evertz under the ESOP in respect of the 2016 and 2017 financial years
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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional on the passing of Resolution 12, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given to the Company to issue Brandon Evertz with up to 2,000,000 Performance Options on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the ESOP and any of their associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 13, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 13. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 14	Approval of issue of Performance Options to Richard Evertz under the ESOP in respect of the 2016 and 2017 financial years
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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional on the passing of Resolution 12, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given to the Company to issue Richard Evertz with up to 4,000,000 Performance Options on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the ESOP and any of their associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 14, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 14. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 15	Approval of issue of Performance Options to Sonia Thurston under the ESOP in respect of the 2016 and 2017 financial years
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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional on the passing of Resolution 12, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given to the Company to issue Sonia Thurston with up to 2,000,000 Performance Options on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the ESOP and any of their associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 15, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 15. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 16	Approval of issue of Performance Options to Andy Corner under the ESOP in respect of the 2016 and 2017 financial years
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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional on the passing of Resolution 12, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given to the Company to issue Andy Corner with up to 1,000,000 Performance Options on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the ESOP and any of their associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 16, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 16. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 17	Adoption of Loan Share Plan
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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and section 195 of the Corporations Act and for all other purposes, approval is given for the Company to adopt an employee incentive scheme entitled Loan Share Plan and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any Director (and any of their associates), other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company.

However, the Company 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 18	Participation of Brandon Evertz in Loan Share Plan in respect of the 2015 financial year
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To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

“That, subject to and conditional on the passing of Resolution 17, for the purposes of section 260B of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given to the Company to issue Brandon Evertz with up to 1,501,500 Shares under the Loan Share Plan on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the Loan Share Plan and any of their associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 18, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 18. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 19	Participation of Richard Evertz in Loan Share Plan in respect of the 2015 financial year
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To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

“That, subject to and conditional on the passing of Resolution 17, for the purposes of section 260B of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given to the Company to issue Richard Evertz with up to 1,981,000 Shares under the Loan Share Plan on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the Loan Share Plan and any of their associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 19, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 19. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 20	Participation of Sonia Thurston in Loan Share Plan in respect of the 2015 financial year
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To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

“That, subject to and conditional on the passing of Resolution 17, for the purposes of section 260B of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given to the Company to issue Sonia Thurston with up to 1,501,500 Shares under the Loan Share Plan on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the Loan Share Plan and any of their associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 20, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 20. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 21	Participation of Andy Corner in Loan Share Plan in respect of the 2015 financial year
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To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

“That, subject to and conditional on the passing of Resolution 17, for the purposes of section 260B of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given to the Company to issue Andy Corner with up to 532,500 Shares under the Loan Share Plan on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the Loan Share Plan and any of their associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 21, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 21. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 22	Participation of Brandon Evertz in Loan Share Plan in respect of the 2016 financial year and the September and December quarters of the 2017 financial year
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To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

“That, subject to and conditional on the passing of Resolution 17, for the purposes of section 260B of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given to the Company to issue Brandon Evertz with up to 6,638,000 Shares under the Loan Share Plan on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the Loan Share Plan and any of their associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 22, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 22. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 23	Participation of Richard Evertz in Loan Share Plan in respect of the 2016 financial year and the September and December quarters of the 2017 financial year
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To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

“That, subject to and conditional on the passing of Resolution 17, for the purposes of section 260B of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given to the Company to issue Richard Evertz with up to 8,677,000 Shares under the Loan Share Plan on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the Loan Share Plan and any of their associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 23, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 23. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 24	Participation of Sonia Thurston in Loan Share Plan in respect of the 2016 financial year and the September and December quarters of the 2017 financial year
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To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

“That, subject to and conditional on the passing of Resolution 17, for the purposes of section 260B of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given to the Company to issue Sonia Thurston with up to 6,638,000 Shares under the Loan Share Plan on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the Loan Share Plan and any of their associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 24, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 24. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 25	Participation of Andy Corner in Loan Share Plan in respect of the 2016 financial year and the September and December quarters of the 2017 financial year
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To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

“That, subject to and conditional on the passing of Resolution 17, for the purposes of section 260B of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given to the Company to issue Andy Corner with up to 2,419,000 Shares under the Loan Share Plan on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the Loan Share Plan and any of their associates.

However, the Company 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.

In accordance with the Corporations Act, a vote must not be cast on Resolution 25, by a Key Management Personnel or a Closely Related Party of such a Key Management Personnel, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 25. However this voting exclusion under the Corporations Act does not apply if the Chair of the AGM is acting as proxy for a person who is entitled to vote and their appointment expressly authorises the Chair to exercise the proxy even if that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD



David Conley

Company Secretary

27 October 2015

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 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 BIG at 2:30pm (Sydney time) on Wednesday 25 November 2015. 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, Shareholders should attend the Meeting on the date and at the place set out in the Notice of Meeting. The Meeting will commence at 2:00pm (Sydney time) on Friday 27 November 2015.

Appointment of a proxy

A 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 Shareholder's voting rights. If a 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 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 Shareholder or the Shareholder's attorney duly authorised in writing. If the 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 BIG.

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 BIG not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to BIG 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 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

Shareholders are invited to contact the Company Secretaries, Mr David Conley and Ms Elissa Lippiatt, on +61 2 9264 1111 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 Shareholders with additional information about the matters to be considered at the Annual General Meeting of BIG to be held at 2:00pm (Sydney time) on Friday 27 November 2015 at Ecovis Clark Jacobs, Level 20, 1 Market Street, Sydney.

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

The purpose of this Explanatory Statement is to assist Shareholders in understanding the background to and the legal and other implications of the Notice of Meeting and the reasons for the resolutions proposed and provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice of Meeting at the Meeting.

Other than the information set out in this Explanatory Memorandum, the Directors believe that there is no other information that could reasonably be required by shareholders to consider Resolutions 1 to 25 (inclusive).

1 Item 1: Consideration of the 2015 Annual Report of the Company

The Company's 2015 Annual Report is enclosed with the Notice of Meeting (if you have elected to receive a hard copy) and is also available online at www.bigreviewtv.com.

The Corporations Act requires the Annual Financial Report of the Company (which includes the Financial Statements and Directors' Declaration), the Directors' Report (which includes the Remuneration Report) and the Auditor's Report in respect of the financial year ending 30 June 2015 to be tabled before the Annual General Meeting.

There is no requirement in either the Corporations Act or the Company's Constitution for Shareholders to approve the Annual Financial Report, the Directors' Report or the Auditor's Report.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on these reports and on the business, operations and management of the Company.

The Company's Auditor or a representative of the Auditor is required to attend the Meeting and will be available to take Shareholder's questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of its 2015 Annual Report and the Auditor's independence in relation to the conduct of the audit.

2 Resolution 1: Adoption of Remuneration Report

In accordance with section 250R of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ending 30 June 2015 ("**Remuneration Report**").

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Key Management Personnel. The Remuneration Report can be found in the Company's 2015 Annual Report.

This resolution is advisory only and does not bind the Company or its Directors. However, the Board will consider the outcome of the vote and comments made by Shareholders at the AGM on the Remuneration Report when reviewing the Company's remuneration policies.

If at two consecutive annual general meetings of the Company, 25% or more of the votes cast are against the adoption of the Remuneration Report, the Company will be required to put to Shareholders a resolution at the second annual general meeting proposing the calling of an extraordinary general meeting to consider the election of Directors of the Company (known as a "**spill resolution**").

If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting (known as a "**spill meeting**") within 90 days of the spill resolution.

All of the Directors (other than any Managing Director) who were in office when the Remuneration Report was approved by the Board (being, the report tabled before the second annual general meeting) will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting, those persons whose re-election as Directors is approved will remain Directors of the Company.

The Company's Remuneration Report for the year ending 30 June 2014 was adopted at the 2014 AGM by more than 75% of the votes cast.

The Company encourages all Shareholders to cast their votes on this Resolution.

During this item of business, there will be opportunity for Shareholders to comment on and ask questions about the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of this Resolution. If the Chair of the Meeting is appointed as proxy, but the proxy form does not direct the Chair how to vote on this Resolution, then the appointing Shareholder is considered to have provided an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

3 Resolution 2: Re-election of Brandon Evertz

Pursuant to Clause 14.4 of the Constitution and the ASX Listing Rules, Mr Brandon Evertz will retire by rotation and seeks re-election.

Mr Brandon Evertz was appointed as a Director in December 2014. He is also the Chief Operating Officer of the Company.

The Board supports the re-election of Brandon Evertz.

BRTV is the brainchild of Brandon Evertz. Focussing on his passion for video, Brandon Evertz 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 generated requirements.

Brandon Evertz has placed himself at the sharp end of the business and has been personally responsible for the 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.

The Board supports the re-election of Brandon Evertz. The Chair in his capacity as proxy holder intends to vote all undirected proxies in favour of the Resolution.

4 Resolution 3: Approval for Additional Placement Capacity

4.1 Overview

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue, or agree to issue, Equity Securities up to 10% of its issued capital during the 12 month period after the entity's annual general meeting at which the approval is obtained ("**Additional 10% Placement Capacity**").

The Company is seeking Shareholder approval to have the ability to issue Equity Securities under the Additional 10% Placement Capacity.

If Shareholders approve this Resolution, the number of Equity Securities the Company may issue under the Additional 10% Placement Capacity will be determined in accordance with the formula prescribed in listing rule 7.1A.2. The Equity Securities must be in the same class as an existing class of quoted Equity Securities of the Company. The Company currently has only one class of quoted Equity Securities on issue, being the Shares.

4.2 ASX Listing Rule 7.1A

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A as the Company has a market capitalisation of less than \$300 million (being \$12,518,757 as at 20 October 2015) and is not included in the S&P/ASX 300 Index.

If Shareholders approve this Resolution, the maximum number of Equity Securities that the Company may issue under the Additional 10% Placement Capacity will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A = The number of fully paid ordinary shares on issue 12 months before the issue date or date of agreement to issue:

- *plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2;*
- *plus the number of partly paid ordinary shares that became fully paid in the 12 months;*
- *plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary shares under ASX Listing Rule 7.1 or ASX Listing Rule 7.4; and*
- *less the number of fully paid ordinary shares cancelled in the 12 months.*

D = 10%

E = The number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the issue date or date of agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or ASX Listing Rule 7.4.

4.3 Placement capacity and ASX Listing Rules 7.1 and 7.1A

The Additional 10% Placement Capacity is in addition to the Company's usual 15% annual placement capacity under ASX Listing Rule 7.1.

As at the date of this Notice of Meeting, the Company has 69,548,652 Shares on issue and, therefore, in addition to any other Shares which it can issue under the permitted exceptions to ASX Listing Rule 7.1 and 7.1A, the Company will have the capacity to issue, subject to the Shareholders approving this Resolution, 6,954,866 Shares under ASX Listing Rule 7.1A.

The actual number of Shares that the Company will have capacity to issue or agree to issue under ASX Listing Rule 7.1A will be calculated at the relevant date in accordance with the formula set out in ASX Listing Rule 7.1A.2 (see clause 4.2 above).

4.4 Period of approval – Listing Rule 7.1A.1

Shareholder approval of the Additional 10% Placement Capacity is valid from, and therefore Shares may only be issued under the Additional 10% Placement Capacity from the date of the AGM until the first to occur of the following, (which is the final date for the issue of Shares):

- the date that is 12 months after the date of the AGM; and
- the date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (proposed change to nature or scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking);

(the “**Approval Period**”).

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

4.5 Minimum issue price - Listing Rule 7.1A.3

In accordance with ASX Listing Rule 7.1A.3, the minimum price at which each Equity Security may be issued under the Additional 10% Placement Capacity is 75% of the VWAP for securities in that class, calculated over the 15 trading days on which trades were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within five trading days of the date in subclause (a), then the date on which securities are issued.

4.6 Purpose and allocation of Additional 10% Placement Capacity

As at the date of this Notice of Meeting, the Company does not have any specific intention to use the Additional 10% Placement Capacity.

The Company seeks Shareholder approval to take advantage of the flexibility permitted under the Listing Rules. The Additional 10% Placement Capacity may be used to raise funds to support the Company's ongoing business and working capital purposes or for other business opportunities that may arise from time to time.

If this Resolution 3 is approved, the Company's allocation policy for issues of Equity Securities (i.e.: Shares) under the Additional 10% Placement Capacity will depend on a number of factors, including but not limited to, the purpose of the issue and the market conditions at the time of the proposed issue. The identity of the subscribers for Shares will be determined on a case by case basis at the time of the proposed issue. The subscribers for Shares may consist of existing Shareholders and/or new investors, but may not be Related Parties. The Company has not yet formed any intention of who a subscriber for Shares under the Additional 10% Placement Capacity will be.

The Company may issue Equity Securities under the Additional 10% Placement Capacity for cash consideration or non-cash consideration. Where the Company issues any Equity Securities under the Additional 10% Placement Capacity for non-cash consideration, the Company will provide to ASX for release to market, a valuation of the non-cash consideration that demonstrates that the issue price of the Equity Securities complies with Listing Rule 7.1A.3.

4.7 Dilution of Shares

Any issue of Equity Securities under the Additional 10% Placement Capacity will dilute the Shareholdings of Shareholders who do not receive any Equity Securities under the issue. The potential dilutionary impact to the Shareholders, is shown in the table below, by way of examples.

The table has been prepared based on the following:

- (a) the (current) number of Shares on issue in the Company as at 19 October 2015 and does not include any proposed Share issues for which Shareholder approval was given at the extraordinary general meeting of the Company held on 12 October 2015;
- (b) the (current) issue price stated, is the closing price of the Shares on the ASX as at 19 October 2015;
- (c) the table assumes that the Company issues the maximum possible number of Shares under the Additional 10% Placement Capacity;
- (d) the Company has not issued any Equity Securities in the 12 months prior to the AGM that were not issued under an exception in ASX Listing Rule 7.2 or with Shareholder approval under ASX Listing Rules 7.1 and 7.4;
- (e) the calculations in the table are reflective of the dilution that Shareholders will be subject to, not any particular Shareholder;
- (f) the table does not set out any dilution pursuant to Shareholder approvals under ASX Listing Rule 7.1.

No. of Shares on Issue (variable "A" under Listing Rule 7.1A.2)	DILUTION			
	Dilution based on no. of Shares (being 10% of the no. of Shares at the time of issue)	Funds raised based on issue price of \$0.09 (50% decrease in the current issue price)	Funds raised based on issue price of \$0.18 (the current issue price)	Funds raised based on issue price of \$0.36 (50% increase in the current issue price)
69,548,652	6,954,866	\$625,937.94	\$1,251,875.88	\$2,503,751.76

(Current)				
104,322,978 (50% increase)*	10,432,298	\$938,906.82	\$1,877,813.64	\$3,755,627.28
139,097,304 (100% increase)*	13,909,730	\$1,251,875.70	\$2,503,751.40	\$5,007,502.80

* The number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval or that are issued with Shareholder approval under Listing Rule 7.1 - examples are given on the basis of a 50% increase in the number of Shares on issue and 100% increase in the number of Shares on issue.

The Company wishes to note that there is a risk that:

- (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the AGM; and
- (b) Shares may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date.

4.8 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution. The Chair in his capacity as proxy holder intends to vote all undirected proxies in favour of the Resolution.

5 Resolutions 4, 5 and 6: Issue of Shares in lieu of salary - Related Party transaction approvals

5.1 Background

As noted in the Remuneration Report, the Board determined in February 2015, that given the size of the Company, its strategic direction and early stage of development, the preservation of the Company's cash resources was paramount and that the base salaries of Brandon Evertz, Richard Evertz, Sonia Thurston and Ben Hunter should be reduced. Those members of the Key Management Personnel agreed to a reduction of their base salaries, subject to the issue to them of fully paid Shares in the Company in lieu ("**Remuneration Shares**") and subject to the approval of Shareholders.

The Board considers that the issue of Remuneration Shares is a cost effective and efficient way to appropriately remunerate and incentivise the continued performance of those members of the Key Management Personnel while enabling the redirection of funds to the ongoing development and expansion of the Company.

The Remuneration Shares are proposed to be issued at \$0.15/Share, being the Company's Share price as at the date on which the agreement was made with those members of the Key Management Personnel.

5.2 Overview of Share issues

The effect of Resolutions 4, 5 and 6 are to provide Shareholder approval under ASX Listing Rule 10.11 for the issue of 2,000,001 Remuneration Shares in total to Brandon Evertz, Richard Evertz and Sonia Thurston in lieu of 12 month's salary (February 2015 to February 2016), as set out in the table below.

For the purposes of both Chapter 2E of the Corporations Act and the ASX Listing Rules, Brandon Evertz, and Sonia Thurston are Related Parties of the Company because they are Directors. Richard Evertz is a Related Party by reason of being a parent of Brandon Evertz.

The proposed issue of Remuneration Shares to Ben Hunter is the subject of Resolution 7 and is separately addressed in clause 6 below, as he is not a Related Party of the Company.

Related Party	Remuneration Shares
Brandon Evertz	626,667
Richard Evertz	746,667
Sonia Thurston	626,667
Total:	2,000,001

5.3 Details of remuneration

The annual base salaries (exclusive of superannuation) of Brandon Evertz, Richard Evertz and Sonia Thurston are recorded in the table below, taken from the Remuneration Report. This is consistent with what was set out in the Replacement Prospectus lodged with ASIC and ASX on 11 November 2014 with the exception of Brandon Evertz who was appointed to the Board in December 2014, and therefore has had his remuneration increased to reflect his increased responsibilities and role.

The proposed reduced annual salaries of Brandon Evertz, Richard Evertz and Sonia Thurston are also set out in the table below.

Related Party	Current salary	Proposed salary	Indicative cash saving for Company
Brandon Evertz	\$198,000	\$104,000	\$94,000
Richard Evertz	\$216,000	\$104,000	\$112,000
Sonia Thurston	\$198,000	\$104,000	\$94,000
Total:	\$612,000	\$312,000	\$300,000

5.4 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 proposed issue of the Remuneration Shares to Brandon Evertz, Richard Evertz and Sonia Thurston potentially constitute giving a financial benefit. Brandon Evertz, and Sonia Thurston are Related Parties of the Company by virtue of being Directors of BIG. Richard Evertz is a Related Party, because he is the father of Brandon Evertz.

However, the Directors (who do not have a material interest in these Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in relation to the proposed issues of Remuneration Shares to Brandon Evertz, Richard Evertz and Sonia Thurston because they fall within the exception contained in section 211(1) of the Corporations Act which provides that shareholder approval is not required if the financial benefit is reasonable remuneration given to an officer or employee in the circumstances concerned.

The Remuneration Shares constitute remuneration for the purposes of an accounting standard that deals with disclosure in companies' financial reports of information about directors' remuneration. The Australian Accounting Standards Board's publication, AASB 124 defines 'remuneration' to mean 'compensation', which includes share-based payment.

Notwithstanding, Shareholder approval is nonetheless required to comply with the ASX Listing rules as explained below.

5.5 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval by ordinary resolution to any issue by a listed company of Equity Securities to a Related Party unless an exception in ASX Listing Rule 10.12 applies.

The Remuneration Shares proposed to be issued are Equity Securities.

The exceptions in ASX Listing Rule 10.12 do not apply to the proposed issue of the Remuneration Shares. Accordingly, Shareholder approval is being sought in respect of the issue of the Remuneration Shares.

5.6 Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Remuneration Shares to be granted pursuant to Resolutions 4, 5 and 6:

- (a) The Remuneration Shares will be granted to Brandon Evertz, Richard Evertz and Sonia Thurston, or their respective nominees.
- (b) The maximum number of Remuneration Shares to be issued is:
 - i. 626,667 to Brandon Evertz (or his nominees);
 - ii. 746,667 to Richard Evertz (or his nominees); and
 - iii. 626,667 to Sonia Thurston (or her nominees).
- (c) The Remuneration Shares will be issued as soon as reasonably practicable after the AGM and in any event no later than 1 month after the date of the AGM, unless otherwise extended by way of ASX granting a waiver to the Listing Rules.
- (d) Brandon Evertz and Sonia Thurston are Related Parties of BIG by virtue of being Directors. Richard Evertz is a Related Party by reason of being a parent of Brandon Evertz.
- (e) The Remuneration Shares will be issued for \$0.15/Share.
- (f) The Remuneration Shares will, upon issue, rank equally with all other Shares on issue. The Company will seek ASX quotation of the Remuneration Shares.
- (g) No funds will be raised by the issue of the Remuneration Shares, as they will be issued in lieu of cash salary payments (outlined above) otherwise payable to Brandon Evertz, Richard Evertz and Sonia Thurston and accordingly the liability of the Company to pay those equivalent cash salary payments will be extinguished on the issue of the Remuneration Shares.
- (h) A voting exclusion statement is included for Resolutions 4, 5 and 6 above in the Notice of Meeting.

5.7 ASX Listing Rule 7.1

Pursuant to ASX Listing Rule 7.2 (Exception 14), approval under ASX Listing Rule 7.1 is not required for the issue of the Remuneration Shares to the Related Parties, as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Remuneration Shares will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

5.8 Board recommendation

The Board abstains from making a recommendation to Shareholders in relation to Resolutions 4, 5 and 6.

The Chair intends to exercise all undirected proxies in favour of these Resolutions. If the Chair of the Meeting is appointed as proxy, but the proxy form does not direct the Chair how to vote on these Resolutions, then the appointing Shareholder is considered to have provided an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

6 Resolution 7: Issue of Shares to Ben Hunter in lieu of salary

6.1 Background

As noted in clause 5.1 above, Ben Hunter agreed with the Board in February 2015, to a reduction of his base salary for 12 months (February 2015 to February 2016), subject to the issue to him of Remuneration Shares with the approval of Shareholders.

Mr Hunter is BRTV's Sales and Marketing Manager.

Mr Hunter'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.

The Board considers that the issue of the Remuneration Shares to Ben Hunter is a cost effective and efficient way to appropriately remunerate and incentivise Mr Hunter while enabling the redirection of funds to the ongoing development and expansion of the Company.

The Remuneration Shares are proposed to be issued to Mr Hunter at \$0.15/share, being the Company's Share price as at the date on which the agreement was made with Mr Hunter.

The effect of Resolution 7 is to provide Shareholder approval for the issue of 206,667 Shares to Mr Hunter in lieu of 12 month's salary (February 2015 to February 2016).

6.2 Details of remuneration

The annual remuneration (exclusive of superannuation) of Mr Hunter is recorded in the table below, taken from the Remuneration Report. This is consistent with what was set out in the Replacement Prospectus lodged with ASIC and ASX on 11 November 2014.

The proposed reduced annual salary of Mr Hunter is also set out in the table below.

Executive	Current salary	Proposed salary	Indicative cash saving for Company
Ben Hunter	\$135,000	\$104,000	\$31,000

6.3 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, without Shareholder approval and 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.

Any Equity Securities which a company has issued, or has agreed to issue, with the approval of shareholders under ASX Listing Rule 7.1, will not count towards the 15% in 12 months limitation.

The Remuneration Shares proposed to be issued to Ben Hunter are Equity Securities for the purposes of ASX Listing Rule 7.1.

Accordingly, Shareholder approval is being sought in respect of the issue of the Remuneration Shares to Ben Hunter.

6.4 Information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the following information is provided to Shareholders in relation to Resolution 14:

- (a) The maximum number of Remuneration Shares proposed to be issued to Ben Hunter (or his nominee) that require Shareholder approval is 206,667 Shares.

- (b) The Remuneration Shares will be issued as soon as reasonably practicable after the AGM, and in any event no later than 3 months after the date of the AGM.
- (c) The Remuneration Shares will be issued for \$0.15/Share.
- (d) The Remuneration Shares will be issued to Ben Hunter (or his nominee).
- (e) The Remuneration Shares will, upon issue, rank equally with all other Shares on issue. The Company will seek ASX quotation of the Remuneration Shares.
- (f) No funds will be raised by the issue of the Remuneration Shares, as they will be issued in lieu of cash salary payments (outlined above) otherwise payable to Mr Hunter and accordingly the liability of the Company to pay those cash salary payments will be extinguished on the issue of the Remuneration Shares.
- (g) A voting exclusion statement is included for Resolution 7 above in the Notice of Meeting.

6.5 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

The Chair intends to exercise all undirected proxies in favour of this Resolution. If the Chair of the Meeting is appointed as proxy, but the proxy form does not direct the Chair how to vote on this Resolution, then the appointing Shareholder is considered to have provided an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

7 Resolutions 8, 9, 10 and 11: Issue of Options to Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner - Related Party transaction approvals

7.1 Background

As noted in the Remuneration Report, and consistent with the disclosure made to Shareholders at the Extraordinary General Meeting of the Company held on 19 November 2014 and as foreshadowed by the Replacement Prospectus announced to the ASX on 12 November 2014, the Company proposes to issue 4,250,000 Options to the following executives as set out below on the terms set out in **Annexure B** (subject to shareholder approval):

Related Parties	Maximum number of Options to be issued under Resolutions 8, 9, 10 and 11
Brandon Evertz	1,000,000
Richard Evertz	1,500,000
Sonia Thurston	1,000,000
Andy Corner	750,000
Total:	4,250,000

The proposed issue of these Options form part of the remuneration arrangements negotiated by the then Board of Directors of the Company (when it was known as Republic Gold Limited) with the Board of BRTV and were designed to align director objectives with shareholder and business objectives by allowing specific long-term incentives, in the form of the Options. The Board believed the remuneration policy to be appropriate and effective in its ability to attract and retain the best executives to run and manage the Company, as well as to create goal congruence between executives and Shareholders.

The terms that are proposed to apply to the Options as set out in **Annexure B**. Each Option will be issued for nil consideration, will have an exercise price of \$0.20 and have an expiry date of 31 December 2017.

If all of the Options are exercised, the Company will raise \$850,000. The Board will determine how funds received upon exercise of the Options are used by the Company based on prevailing circumstances at the time of receipt.

7.2 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 proposed issue of the Options to Directors will constitute giving a financial benefit.

Brandon Evertz, Sonia Thurston and Andy Corner are Related Parties of the Company by reason of being Directors. Richard Evertz is a Related Party by reason of being a parent of Brandon Evertz.

However, the Directors (who do not have a material interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in relation to the proposed issues of Options to Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner because they fall within the exception contained in section 211(1) of the Corporations Act which provides that shareholder approval is not required if the financial benefit is reasonable remuneration given to an officer or employee in the circumstances concerned.

The Options constitute remuneration for the purposes of an accounting standard that deals with disclosure in companies' financial reports of information about directors' remuneration. The Australian Accounting Standards Board's publication, AASB 124 defines 'remuneration' to mean 'compensation', which includes share-based payment.

Notwithstanding, Shareholder approval is nonetheless required to comply with the ASX Listing rules as explained below.

7.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval by ordinary resolution to any issue by a listed company of Equity Securities to a Related Party unless an exception in ASX Listing Rule 10.12 applies.

The Options proposed to be issued are Equity Securities.

The exceptions in ASX Listing Rule 10.12 do not apply to the proposed issue of the Options. Accordingly, Shareholder approval is being sought in respect of the issue of the Options.

7.4 Information required by ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolutions 8, 9, 10 and 11:

- (a) The Options will be issued to Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner.
- (b) The maximum number of Options that may be acquired by each of Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner is set out in the table in clause 7.1 above.
- (c) The Options will be issued as soon as reasonably practicable after the AGM and in any event no later than 1 month after the date of the AGM, unless otherwise extended by way of ASX granting a waiver to the Listing Rules.
- (d) Brandon Evertz, Sonia Thurston and Andy Corner are Related Parties of BIG by virtue of being Directors. Richard Evertz is a Related Party by reason of being a parent of Brandon Evertz.
- (e) The Options will be issued for nil consideration and consequently no funds will be raised upon issue.

- (f) Each Option issued will have an exercise price of \$0.20 and will expire on 31 December 2017. The Options will not be listed. However, if the Options are exercised, then the Shares that will issue on exercise of the Options will rank equally with all other Shares on issue and the Company will seek ASX quotation of those Shares.
- (g) No funds will be raised by the issue of the Options as they will be issued for nil consideration. However, if all of the Options are exercised, the Company will raise \$850,000.
- (h) A voting exclusion statement is included in the Notice of Meeting above for each of the Resolutions.

7.5 ASX Listing Rule 7.1

Pursuant to ASX Listing Rule 7.2 (Exception 14), approval under ASX Listing Rule 7.1 is not required for the issue of the Options, as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Options will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

7.6 Board recommendation

The Board abstains from making a recommendation to Shareholders in relation to Resolutions 8, 9, 10 and 11.

The Chair in his capacity as proxy holder intends to vote all undirected proxies in favour of the Resolutions. If the Chair of the Meeting is appointed as proxy, but the proxy form does not direct the Chair how to vote on these Resolutions, then the appointing Shareholder is considered to have provided an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

8 Resolution 12: Adoption of Employee Share Option Plan (ESOP)

8.1 Background

As noted in the Remuneration Report, and consistent with the disclosure made to Shareholders at the Extraordinary General Meeting of the Company held on 19 November 2014 and as foreshadowed by the Replacement Prospectus announced to the ASX on 12 November 2014, the Company proposes to establish an Employee Share Option Plan ("ESOP").

The establishment of the ESOP is consistent with the Board's remuneration policy for Key Management Personnel, which involves a balance between fixed and incentive remuneration reflecting short and long-term performance objectives appropriate to the Group's growth strategy, and with a view to ensuring that the Company has appropriate mechanisms to continue to attract, motivate and retain the services of Executive Directors and senior employees of a high calibre.

The Directors consider that the adoption of the ESOP and issue of Options to Executive Directors and senior employees as a performance incentive will lead to greater employee engagement and align the interests of employees with the interests of the Company to improve business outcomes and support the growth of the Company as it continues to develop its business. The ESOP is specifically aimed at driving long term performance for Shareholders through Executive Director and employee share ownership that will encourage a focus by Executive Directors and employees on the performance of the Company.

8.2 Overview of ESOP

The effect of this Resolution is to provide Shareholder approval for the adoption of the Employee Share Option Plan (**ESOP**), an employee incentive scheme, in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

A summary of the key terms and conditions of the ESOP is set out in **Annexure C**. In addition, a copy of the ESOP is available for review by Shareholders at the registered office of the Company until the date of the AGM. A copy of the ESOP can also be sent electronically to Shareholders upon request to the Company Secretaries by calling +61 9264 1111. Shareholders are invited to contact the Company if they have any queries or concerns.

8.3 ASX Listing Rules 7.1 and 7.2

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

ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which Shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

Any issues of Options under the ESOP to Directors and their associates will require additional Shareholder approval under ASX Listing Rule 10.14, including those referred to in Resolutions 13 - 16 inclusive.

In accordance with Listing Rule 7.2 (Exception 9(b)), the following information is disclosed to Shareholders for the purposes of Resolution 12:

- (a) A summary of the terms and conditions of the ESOP is set out in **Annexure C** to this Explanatory Statement.
- (b) No securities have previously been issued under the ESOP.
- (c) A voting exclusion statement is included for Resolution 12 above in the Notice of Meeting.

8.4 Section 195 of the Corporations Act

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during the meeting of directors when matters in which the director holds a "material interest" are being considered.

As all of the Directors of the Company are Executive Directors, they are eligible to be issued Options under the ESOP and therefore consider themselves to have a material interest in the ESOP. In the absence of this resolution, the Directors are unable to form a quorum at a Directors meeting necessary to adopt the ESOP.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to the Shareholders to decide under this Resolution 12.

8.5 Board recommendation

The Board abstains from making a recommendation to Shareholders in relation to Resolution 12.

The Chair in his capacity as proxy holder intends to vote all undirected proxies in favour of the Resolution.

9 Resolutions 13, 14, 15 and 16: Issue of Performance Options under the ESOP in respect of the 2016 and 2017 financial years

9.1 Background

As noted in the Remuneration Report, and subject to adoption of the ESOP pursuant to Resolution 12, the Company proposes to invite Richard Evertz, Brandon Evertz, Sonia Thurston and Andrew Corner, who are all Key Management Personnel to participate in the ESOP by each being issued options in the Company which will in each case be dependent on the satisfaction of future performance conditions ("**Performance Options**").

The performance conditions are set out in the ESOP and comprise the Company meeting financial KPI's for the 2016 and 2017 financial years. Specifically, the financial KPIs relate to financial year turnover targets excluding cash raised from share placements.

These financial KPIs for the 2016 and 2017 financial years were chosen as they represent the key driver of shareholder value and reflect the longer term success of the business. Provided that the turnover targets are met, the Performance Options will be issued for no consideration, will have an exercise price of \$0.30 each and will expire 2 years from the date of grant.

The prescribed details in relation to these proposed future issues of Performance Options, will be provided in the future remuneration reports in the financial years in which they are issued.

In addition to the benefits of the ESOP outlined above in clause 7.1, the Board has determined that given the size of the Company and its strategic direction, the preservation of the Company's cash resources is paramount and the issue of Performance Options is a cost effective and efficient way to appropriately remunerate and incentivise the continued performance of executives while enabling the preservation of funds to the ongoing development and expansion of the Company.

The maximum number of Performance Options that may be acquired by Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner pursuant to Resolutions 13, 14, 15 and 16 is set out in the table below.

Participating executive	2016 financial year performance conditions (turnover targets excluding cash raised from share placements)	Number of Performance Options to be issued subject to meeting 2016 financial year performance conditions	2017 financial year performance conditions (turnover targets excluding cash raised from share placements)	Number of Performance Options to be issued subject to meeting 2017 financial year performance conditions	Maximum Number of Performance Options that can be acquired under the ESOP for which approval is sought
Brandon Evertz	(a) \$4,000,000 - \$4,999,999 (b) \$5,000,000 - \$5,999,999 (c) \$6,000,000 - \$6,999,999	(a) 500,000 (b) 250,000 (c) 250,000	(a) \$6,000,000 - \$6,999,999 (b) \$7,000,000 - \$7,999,999 (c) \$8,000,000 - \$8,999,999	(a) 500,000 (b) 250,000 (c) 250,000	2,000,000
Richard Evertz	(a) \$4,000,000 - \$4,999,999 (b) \$5,000,000 - \$5,999,999 (c) \$6,000,000 - \$6,999,999	(a) 1,000,000 (b) 500,000 (c) 500,000	(a) \$6,000,000 - \$6,999,999 (b) \$7,000,000 - \$7,999,999 (c) \$8,000,000 - \$8,999,999	(a) 1,000,000 (b) 500,000 (c) 500,000	4,000,000
Sonia Thurston	(a) \$4,000,000 - \$4,999,999 (b) \$5,000,000 - \$5,999,999 (c) \$6,000,000 - \$6,999,999	(a) 500,000 (b) 250,000 (c) 250,000	(a) \$6,000,000 - \$6,999,999 (b) \$7,000,000 - \$7,999,999 (c) \$8,000,000 - \$8,999,999	(a) 500,000 (b) 250,000 (c) 250,000	2,000,000
Andy Corner	(a) \$4,000,000 - \$4,999,999 (b) \$5,000,000 - \$5,999,999 (c) \$6,000,000 - \$6,999,999	(a) 250,000 (b) 125,000 (c) 125,000	(a) \$6,000,000 - \$6,999,999 (b) \$7,000,000 - \$7,999,999 (c) \$8,000,000 - \$8,999,999	(a) 250,000 (b) 125,000 (c) 125,000	1,000,000

If all of the Performance Options are issued and exercised, the Company will raise \$2,700,000. The Board will determine how funds received upon exercise of the Performance Options are used by the Company based on prevailing circumstances at the time of receipt.

9.2 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 proposed issue of the Performance Options to Directors will constitute giving a financial benefit.

Brandon Evertz, Sonia Thurston and Andy Corner are Related Parties of the Company by reason of being Directors. Richard Evertz is a Related Party by reason of being a parent of Brandon Evertz.

However, the Directors (who do not have a material interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in relation to the proposed issues of Performance Options to Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner because they fall within the exception contained in section 211(1) of the Corporations Act which provides that shareholder approval is not required if the financial benefit is reasonable remuneration given to an officer or employee in the circumstances concerned.

The Performance Options constitute remuneration for the purposes of an accounting standard that deals with disclosure in companies' financial reports of information about directors' remuneration. The Australian Accounting Standards Board's publication, AASB 124 defines 'remuneration' to mean 'compensation', which includes share-based payment.

Notwithstanding, Shareholder approval is nonetheless required to comply with the ASX Listing rules as explained below.

9.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that the Company must not permit a Director of the Company (or an associate of a Director) to acquire securities (including options) under an employee incentive scheme without the approval of Shareholders. The ESOP is an employee incentive scheme for the purposes of the ASX Listing Rules.

Once shareholder approval is obtained under ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12 (Exception 4) as an exception to any requirement that may otherwise apply requiring shareholder approval under ASX Listing Rule 10.11 (issue of Equity Securities to Related Parties).

9.4 Information required by ASX Listing Rule 10.15A

In accordance with ASX Listing Rule 10.15A, the following information is provided to Shareholders in relation to Resolutions 13, 14, 15 and 16:

- (a) Shareholder approval is required in relation to Brandon Evertz, Sonia Thurston and Andy Corner because they are Directors of the Company. Shareholder approval is required in relation to Richard Evertz because he is an associate of Brandon Evertz (who is a Director), by virtue of being a parent of Brandon Evertz and therefore a Related Party of Brandon Evertz.
- (b) The maximum number of Performance Options that may be acquired by each of Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner is set out in the table in clause 9.1 above.
- (c) There is no issue price for the Performance Options proposed to be issued under the ESOP. The Performance Options are proposed to be issued for nil consideration and consequently no funds will be raised upon issue. The issue price is therefore not based on the VWAP or closing market price (as defined in the ASX Listing Rules).
- (d) Each Performance Option issued will have an exercise price of \$0.30 and will expire 2 years from the date of grant.

- (e) No securities have previously been issued under the ESOP. Accordingly, none of Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner have received any securities under the ESOP.
- (f) The names of all persons referred to in ASX Listing Rule 10.14, who are entitled to participate in the scheme are Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner.
- (g) A voting exclusion statement is included in the Notice of Meeting above for each of the Resolutions.
- (h) No loans will be made in relation to the proposed issue of the Performance Options.
- (i) Details of any securities issued under the ESOP (including the Performance Options) will be published in each annual report of the Company relating to a period in which securities (including the Performance Options) have been issued, and that approval for the issue of securities was obtained under listing rule 10.14.
- (j) Any additional persons who become entitled to participate in the ESOP after these Resolutions are approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.
- (k) The Performance Options will be issued as soon as reasonably practicable after the end of the 2016 and 2017 financial years and in any event within 3 years after the date of the AGM.

9.5 ASX Listing Rule 7.1

Pursuant to ASX Listing Rule 7.2 (Exception 14), approval under ASX Listing Rule 7.1 is not required for the issue of the Performance Options, as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of the Performance Options will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

9.6 Board recommendation

The Board abstains from making a recommendation to Shareholders in relation to Resolutions 13, 14, 15 and 16.

The Chair in his capacity as proxy holder intends to vote all undirected proxies in favour of the Resolutions. If the Chair of the Meeting is appointed as proxy, but the proxy form does not direct the Chair how to vote on these Resolutions, then the appointing Shareholder is considered to have provided an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

10 Resolution 17: Adoption of Loan Share Plan

10.1 Background

As noted in the Remuneration Report, the Company proposes to establish a Loan Share Plan ("**Loan Share Plan**").

The establishment of the Loan Share Plan is consistent with the Board's remuneration policy for executives, other employees and consultants, which involves a balance between fixed and incentive remuneration reflecting short and long-term performance objectives appropriate to the Group's growth strategy, and with a view to ensuring that the Company has appropriate mechanisms to continue to attract, motivate and retain the services of executives, consultants and other employees of a high calibre.

The Directors consider that the adoption of the Loan Share Plan and the ability to offer Shares in the Company for purchase by executives, consultants and other employees, for which the Company may also offer a non-recourse loan by the Company to fund the issue price of the Shares ("**Loan Shares**"), will remunerate and incentivise executives, consultants and employees by providing them with the opportunity to participate in the growth of the Company and align their interests with the interests of the Company to improve business outcomes and support the Group's growth. The Loan Share Plan is specifically aimed at driving long-term performance for Shareholders through share ownership that will encourage a focus by executives, consultants and employees on the performance of the Company.

10.2 Overview of Loan Share Plan

The effect of this Resolution is to provide Shareholder approval for the adoption of the Loan Share Plan, an employee incentive scheme, in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

A summary of the key terms and conditions of the Loan Share Plan is set out in **Annexure D**. In addition, a copy of the Loan Share Plan is available for review by Shareholders at the registered office of the Company until the date of the AGM. A copy of the Loan Share Plan can also be sent electronically to Shareholders upon request to the Company Secretaries by calling +61 9264 1111. Shareholders are invited to contact the Company if they have any queries or concerns.

10.3 ASX Listing Rules 7.1 and 7.2

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

ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which Shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

Any issues of Loan Shares under the Loan Share Plan to Directors and their associates, will require additional Shareholder approval under ASX Listing Rule 10.14, including those referred to in Resolutions 18 – 25 inclusive.

In accordance with Listing Rule 7.2 (Exception 9(b)), the following information is disclosed to Shareholders for the purposes of Resolution 17:

- (a) A summary of the terms and conditions of the Loan Share Plan is set out in **Annexure D** to this Explanatory Statement.
- (b) No Loan Shares or other securities have previously been issued under the Loan Share Plan.
- (c) A voting exclusion statement is included for Resolution 17 above in the Notice of Meeting.

10.4 Section 195 of the Corporations Act

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during the meeting of directors when matters in which the director holds a “material interest” are being considered.

As all of the Directors of the Company are Executive Directors, they are eligible to be issued Loan Shares under the Loan Share Plan and therefore consider themselves to have a material interest in the Loan Share Plan. In the absence of this resolution, the Directors are unable to form a quorum at a Board meeting necessary to adopt the Loan Share Plan.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to the Shareholders to decide under this Resolution 17.

10.5 Board recommendation

The Board abstains from making a recommendation to Shareholders in relation to Resolution 17.

The Chair in his capacity as proxy holder intends to vote all undirected proxies in favour of the Resolution.

11 Special Resolutions 18, 19, 20 and 21: Participation of executives under the Loan Share Plan in respect of the 2015 financial year

11.1 Overview

As noted in the Remuneration Report and subject to adoption of the Loan Share Plan pursuant to Resolution 17, and Shareholder approval of Special Resolutions 18, 19, 20 and 21 (as applicable), the Company proposes to invite Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner (**“Proposed Loan Share Plan Participants”**) to participate in the Loan Share Plan by each being issued Loan Shares in respect of the March and June quarters of the 2015 financial year.

The Loan Shares are proposed to comprise, for each of those quarters:

- (a) Loan Shares which are not dependent on the satisfaction of a performance condition in each of those two quarters.

These Loan Shares are proposed as a “sweat equity” arrangement to complement the base salaries of the Proposed Loan Share Plan Participants (“**Sweat Equity Loan Shares**”).

Sweat Equity Loan Shares are proposed to be issued at a price equivalent to the Volume Weighted Average Price (“**VWAP**”) for the Company’s Shares over the 20 trading days up to and including the last day of the relevant quarter.

- (b) Loan Shares which are dependent on the satisfaction of a performance condition having been satisfied in each of those two quarters.

The performance conditions proposed are the Company meeting financial KPIs for those quarters (“**KPI Loan Shares**”). Specifically, the financial KPIs are linked to quarterly turnover targets, excluding cash raised from share placements. The financial KPIs are set out in the Loan Share Plan in respect of the 2015 financial year and have already been met.

KPI Loan Shares are also proposed to be issued at a price equivalent to the VWAP over the 20 trading days up to and including the last day of the quarter in which the quarterly performance condition was met.

In addition to the benefits of the Loan Share Plan outlined in clause 10.1, the Board has determined that given the size of the Company and its strategic direction, the preservation of the Company’s cash resources is paramount and the issue of Loan Shares to the Proposed Loan Share Plan Participants is a cost effective and efficient way to appropriately remunerate and incentivise the continued performance of the Proposed Loan Share Plan Participants while enabling the preservation of funds to the ongoing development and expansion of the Company.

It is proposed to offer the Proposed Loan Share Plan Participants non-recourse loans from the Company to fund the issue price of the Sweat Equity Loan Shares and KPI Loan Shares on the terms set out in **Annexure D**.

The maximum number of Sweat Equity Loan Shares and KPI Loan Shares proposed to be issued in respect of the 2015 financial year is set out in the table below.

		Director/ associate	Richard Evertz	Andy Corner	Sonia Thurston	Brandon Evertz
		Position	CEO	CFO & Executive Director	Communication Director and Executive Director	COO & Executive Director; CEO of BRTV
March Quarter 2015	Jan 2015 - Mar 2015	Sweat Equity Loan Shares	426,500	85,500	341,000	341,000
		KPI Loan Shares (\$50,000 in revenue)	426,500	138,000	341,000	341,000
June Quarter 2015	Apr 2015 - Jun 2015	Sweat Equity Loan Shares	426,500	85,500	341,000	341,000

		KPI Loan Shares (\$100,000 in revenue)	426,500	138,000	341,000	341,000
		KPI Loan Shares (\$200,000+ in revenue)	275,000	85,500	137,500	137,500
Maximum number of Loan Shares that can be acquired			1,981,000	532,500	1,501,500	1,501,500

11.2 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 proposed issue of the Sweat Equity Loan Shares and KPI Loan Shares to the Proposed Loan Share Participants will constitute giving a financial benefit.

Brandon Evertz, Sonia Thurston and Andy Corner are Related Parties of the Company by reason of being Directors. Richard Evertz is a Related Party by reason of being a parent of Brandon Evertz.

However, the Directors (who do not have a material interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in relation to the proposed issues of Sweat Equity Loan Shares and KPI Loan Shares because they fall within the exception contained in section 211(1) of the Corporations Act which provides that shareholder approval is not required if the financial benefit is reasonable remuneration given to an officer or employee in the circumstances concerned.

The Sweat Equity Loan Shares and KPI Loan Shares constitute remuneration for the purposes of an accounting standard that deals with disclosure in companies' financial reports of information about directors' remuneration. The Australian Accounting Standards Board's publication, AASB 124 defines 'remuneration' to mean 'compensation', which includes share-based payment.

Notwithstanding, Shareholder approval is nonetheless required to comply with section 260A of the Corporations Act and the ASX Listing rules as explained below.

11.3 Section 260A of the Corporations Act

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company, only if:

- (a) giving the assistance does not materially prejudice:
 - i. the interests of the company or its shareholders; or
 - ii. the company's ability to pay its creditors; or

- (b) the assistance is approved by shareholders under section 260B; or
- (c) the assistance is exempted under section 260C.

The proposed offer of non-recourse loans to Proposed Loan Share Plan Participants to fund the issue price of the Sweat Equity Loan Shares and KPI Loan Shares, will constitute the provision of financial assistance.

Section 260B(1) of the Corporations Act provides that shareholder approval of the company for financial assistance of the type referred to in section 260A, must be given by:

- (a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

11.4 Information required by section 260B of the Corporations Act

Section 260B(4) of the Corporations Act requires that the notice of meeting to approve financial assistance must be accompanied by a statement setting out all the information known to the company that is material to the decision on how to vote on the resolution (other than information previously disclosed by the company to its Shareholders).

The reason for the proposed financial assistance to the Proposed Loan Share Plan Participants under Resolutions 18, 19, 20 and 21 is to fund the issue price of the Sweat Equity Loan Shares and KPI Loan Shares on the terms set out in **Annexure D**, and for the reasons set out in clause 10.1.

The financial assistance will benefit the Company as a cost effective and efficient way to appropriately remunerate and incentivise the continued performance of the Proposed Loan Share Plan Participants while enabling the preservation of funds to the ongoing development and expansion of the Company.

The financial assistance will assist the Proposed Loan Share Plan Participants to acquire the number of Sweat Equity Loan Shares and KPI Loan Shares set out in the table in clause 11.1.

The effect on the interests of Shareholders of the provision of the financial assistance, will be that total Shares on issue will increase and current Shareholdings will be diluted. However, this effect is mitigated by the repayment terms of the loans as summarised in **Annexure D**. There remains some risk that the loans may not be repaid in full, given that the repayment obligation under the loans is on a “non-recourse” basis and is limited to the total amount received by the Company out of any forfeiture and sale of the Sweat Equity Loan Shares and KPI Loan Shares by the Company. However, non-recourse loans made pursuant to employee incentive schemes are a recognised commercial structure to incentivise executives, employees and consultants.

Given the longer term benefit of remunerating and incentivising the continued performance of the Proposed Loan Share Plan Participants while enabling the preservation of funds to the ongoing development and expansion of the Company, it is considered that the financial assistance will not materially prejudice the Company's ability to pay its creditors.

Pursuant to section 260B(5) of the Corporations Act, a copy of this Notice of Meeting was lodged with ASIC before being sent to Shareholders.

The Company must provide ASIC at least 14 days' notice in the prescribed form of the Company's intention to provide the financial assistance by providing the non-recourse loans and issuing Sweat Equity Loan Shares and KPI Loan Shares, on each occasion before the financial assistance is able to be given.

11.5 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that the Company must not permit a Director of the Company (or an associate of a Director) to acquire securities (including Shares) under an employee incentive scheme without the approval of Shareholders. The Loan Share Plan is an employee incentive scheme for the purposes of the ASX Listing Rules.

Once shareholder approval is obtained under ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12 (Exception 4) as an exception to any requirement that may otherwise apply requiring shareholder approval under ASX Listing Rule 10.11 (issue of Equity Securities to Related Parties).

11.6 Information required by ASX Listing Rule 10.15

In accordance with ASX Listing Rule 10.15, the following information is provided to Shareholders in relation to Resolutions 18, 19, 20 and 21:

- (a) Shareholder approval is required in relation to Brandon Evertz, Sonia Thurston and Andy Corner because they are Directors of the Company. Shareholder approval is required in relation to Richard Evertz because he is an associate of Brandon Evertz (who is a Director), by virtue of being a parent of Brandon Evertz and therefore a Related Party of Brandon Evertz.
- (b) The maximum number of Sweat Equity Loan Shares and KPI Loan Shares in respect of the March and June quarters of the 2015 financial year that may be acquired by each of Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner is set out in the table in clause 11.1 above.
- (c) Sweat Equity Loan Shares are proposed to be issued at a price equivalent to the VWAP for the 20 trading days up to and including the last day of the relevant quarter.
- (d) KPI Loan Shares are likewise proposed to be issued at a price equivalent to the VWAP for the 20 trading days up to and including the last day of the quarter in which the quarterly performance condition was met. The quarterly performance conditions were met for both the March and June quarters of the 2015 financial year.
- (e) No securities have previously been issued under the Loan Share Plan. Accordingly, none of Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner have received any securities under the Loan Share Plan.
- (f) The names of all persons referred to in ASX Listing Rule 10.14, who are entitled to participate in the scheme are Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner.
- (g) A voting exclusion statement is included in the Notice of Meeting above for each of the Resolutions.
- (h) The terms of the non-recourse loans proposed to be offered to fund the issue price of the Sweat Equity Loan Shares and KPI Loan Shares are set out in **Annexure D**.
- (i) The Sweat Equity Loan Shares and KPI Loan Shares will be issued as soon as reasonably practicable after the AGM and in any event no later than 12 months after the date of the AGM.
- (j) Other than any restriction on trading described in **Annexure D** of this Explanatory Statement, any Loan Shares issued pursuant to the Loan Share Plan will rank equally with all other Shares on issue.

11.7 ASX Listing Rule 7.1

Pursuant to ASX Listing Rule 7.2 (Exception 14), approval under ASX Listing Rule 7.1 is not required for the issue of the Sweat Equity Loan Shares and KPI Loan Shares, as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of the Sweat Equity Loan Shares and KPI Loan Shares will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

11.8 Board recommendation

The Board abstains from making a recommendation to Shareholders in relation to Resolutions 18, 19, 20 and 21.

The Chair in his capacity as proxy holder intends to vote all undirected proxies in favour of the Resolutions. If the Chair of the Meeting is appointed as proxy, but the proxy form does not direct the Chair how to vote on these Resolutions, then the appointing Shareholder is considered to have provided an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

12 Special Resolutions 22, 23, 24 and 25: Participation of executives under the Loan Share Plan in respect of the 2016 financial year and the September and December quarters of the 2017 financial year

12.1 Overview

As noted in the Remuneration Report and subject to adoption of the Loan Share Plan pursuant to Resolution 17, and Shareholder approval of Special Resolutions 22, 23, 24 and 25 (as applicable), the Company proposes to invite Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner (**"Proposed Loan Share Plan Participants"**) to participate in the Loan Share Plan by each being issued Loan Shares in respect of the 2016 financial year and the September and December quarters of the 2017 financial year as follows.

The Loan Shares are proposed to comprise:

- (a) In respect of each quarter of the 2016 financial year and the September and December quarters of the 2017 financial year - Sweat Equity Loan Shares proposed as a "sweat equity" arrangement to complement the base salaries of the Proposed Loan Share Plan Participants.

Sweat Equity Loan Shares are proposed to be issued at a price equivalent to the VWAP over the 20 trading days up to and including the last day of the relevant quarter.

- (b) KPI Loan Shares which are dependent on the satisfaction of performance conditions being satisfied as follows:
 - i. In respect of each quarter of the 2016 financial year and the September and December quarters of the 2017 financial year - the Company meeting financial KPIs for those quarters. Specifically, the financial KPIs are linked to quarterly turnover targets, excluding cash raised from share placements.
 - ii. In respect of the periods ending 31 December 2015 and 30 June 2016 - the Company achieving membership KPIs as at those dates representing the numbers of small and medium enterprise merchants who BRTV engages as customers.

KPI Loan Shares are proposed to be issued at a price equivalent to the VWAP over the 20 trading days up to and including the last day of the relevant period in which the performance condition is met.

In addition to the benefits of the Loan Share Plan outlined in clause 10.1, the Board has determined that given the size of the Company and its strategic direction, the preservation of the Company's cash resources is paramount and the issue of Loan Shares to the Proposed Loan Share Plan Participants is a cost effective and efficient way to appropriately remunerate and incentivise the continued performance of the Proposed Loan Share Plan Participants while enabling the preservation of funds to the ongoing development and expansion of the Company.

It is proposed to offer the Proposed Loan Share Plan Participants non-recourse loans from the Company to fund the issue price of the Sweat Equity Loan Shares and KPI Loan Shares on the terms set out in **Annexure D**.

The maximum number of Sweat Equity Loan Shares and KPI Loan Shares proposed to be issued in respect of the 2016 financial year and the September and December quarters of the 2017 financial year are set out in the table below in clause 12.9.

12.2 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 proposed issue of the Sweat Equity Loan Shares and KPI Loan Shares to Proposed Loan Share Plan Participants will constitute giving a financial benefit.

Brandon Evertz, Sonia Thurston and Andy Corner are Related Parties of the Company by virtue of being Directors. Richard Evertz is a Related Party by reason of being a parent of Brandon Evertz.

However, the Directors (who do not have a material interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in relation to the proposed issues of Sweat Equity Loan Shares and KPI Loan Shares because they fall within the exception contained in section 211(1) of the Corporations Act which provides that shareholder approval is not required if the financial benefit is reasonable remuneration given to an officer or employee in the circumstances concerned.

The Sweat Equity Loan Shares and KPI Loan Shares constitute remuneration for the purposes of an accounting standard that deals with disclosure in companies' financial reports of information about directors' remuneration. The Australian Accounting Standards Board's publication, AASB 124 defines 'remuneration' to mean 'compensation', which includes share-based payment.

Notwithstanding, Shareholder approval is nonetheless required to comply with section 260A of the Corporations Act and the ASX Listing rules as explained below.

12.3 Section 260A of the Corporations Act

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company, only if:

- (a) giving the assistance does not materially prejudice:
 - i. the interests of the company or its shareholders; or
 - ii. the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B; or
- (c) the assistance is exempted under section 260C.

The proposed offer of non-recourse loans to Proposed Loan Share Plan Participants to fund the issue price of the Sweat Equity Loan Shares and KPI Loan Shares, will constitute the provision of financial assistance.

Section 260B(1) of the Corporations Act provides that shareholder approval of the company for financial assistance of the type referred to in section 260A, must be given by:

- (a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

12.4 Information required by section 260B of the Corporations Act

Section 260B(4) of the Corporations Act requires that the notice of meeting to approve financial assistance must be accompanied by a statement setting out all the information known to the company that is material to the decision on how to vote on the resolution (other than information previously disclosed by the company to its Shareholders).

The reason for the proposed financial assistance to the Proposed Loan Share Plan Participants under Resolutions 22, 23, 24 and 25 is to fund the issue price of the Sweat Equity Loan Shares and KPI Loan Shares on the terms set out in **Annexure D**, and for the reasons set out in clause 10.1.

The financial assistance will benefit the Company as a cost effective and efficient way to appropriately remunerate and incentivise the continued performance of the Proposed Loan Share Plan Participants while enabling the preservation of funds to the ongoing development and expansion of the Company.

The financial assistance will assist the Proposed Loan Share Plan Participants to acquire the number of Sweat Equity Loan Shares and KPI Loan Shares set out in the table in clause 12.9.

The effect on the interests of Shareholders of the provision of the financial assistance, will be that total Shares on issue will increase and current Shareholdings will be diluted. However, this effect is mitigated by the repayment terms of the loans as summarised in **Annexure D**. There remains some risk that the loans may not be repaid in full, given that the repayment obligation under the loans is on a “non-recourse” basis and is limited to the total amount received by the Company out of any forfeiture and sale of the Sweat Equity Loan Shares and KPI Loan Shares by the Company. However, non-recourse loans made pursuant to employee incentive schemes are a recognised commercial structure to incentivise executives, employees and consultants.

Given the longer term benefit of remunerating and incentivising the continued performance of the Proposed Loan Share Plan Participants while enabling the preservation of funds to the ongoing development and expansion of the Company, it is considered that the financial assistance will not materially prejudice the Company’s ability to pay its creditors.

Pursuant to section 260B(5) of the Corporations Act, a copy of this Notice of Meeting was lodged with ASIC before being sent to Shareholders.

The Company must provide ASIC at least 14 days’ notice in the prescribed form of the Company’s intention to provide the financial assistance by providing the non-recourse loans and issuing Sweat Equity Loan Shares and KPI Loan Shares, on each occasion before the financial assistance is able to be given.

12.5 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that the Company must not permit a Director of the Company (or an associate of a Director) to acquire securities (including Shares) under an employee incentive scheme without the approval of Shareholders. The Loan Share Plan is an employee incentive scheme for the purposes of the ASX Listing Rules.

Once shareholder approval is obtained under ASX Listing Rule 10.14, the Company is entitled to rely on ASX Listing Rule 10.12 (Exception 4) as an exception to any requirement that may otherwise apply requiring shareholder approval under ASX Listing Rule 10.11 (issue of Equity Securities to Related Parties).

12.6 Information required by ASX Listing Rule 10.15A

In accordance with ASX Listing Rule 10.15A, the following information is provided to Shareholders in relation to Resolutions 22, 23, 24 and 25:

- (a) Shareholder approval is required in relation to Brandon Evertz, Sonia Thurston and Andy Corner because they are Directors of the Company. Shareholder approval is required in relation to Richard Evertz because he is an associate of Brandon Evertz (who is a Director), by virtue of being a parent of Brandon Evertz and therefore a Related Party of Brandon Evertz.
- (b) The maximum number of Loan Shares that may be issued to each of the Proposed Loan Share Plan Participants under each of the Resolutions is set out in the table below in clause 12.9.
- (c) Sweat Equity Loan Shares are proposed to be issued at a price equivalent to the VWAP for the 20 trading days up to and including the last day of the relevant quarter.
- (d) KPI Loan Shares are likewise proposed to be issued at a price equivalent to the VWAP for the 20 trading days up to and including the last day of the period in which the relevant performance condition is met. Each of the turnover KPI targets for the September 2015 quarter have been met.
- (e) No securities have previously been issued under the Loan Share Plan. Accordingly, none of Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner have received any securities under the Loan Share Plan, however Shareholders’ attention is drawn to Resolutions, 18, 19, 20 and 21 above which relate to the proposed issue of additional Loan Shares under the Loan Share Plan.
- (f) The names of all persons referred to in ASX Listing Rule 10.14, who are entitled to participate in the scheme are Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner.
- (g) A voting exclusion statement is included in the Notice of Meeting above for each of the Resolutions.
- (h) The terms of the non-recourse loans proposed to be offered to fund the issue price of the Sweat Equity Loan Shares and KPI Loan Shares are set out in **Annexure D**.

- (i) Details of any securities issued under the Loan Share Plan will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14.
- (j) Any additional persons who become entitled to participate in the Loan Share Plan after Resolutions 22, 23, 24 and 25 are approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.
- (k) The Sweat Equity Loan Shares and KPI Loan Shares will be issued as soon as reasonably practicable after the end of the relevant period of the 2016 and 2017 financial years for which approval is sought (and in the case of KPI Loan Shares, subject to the performance conditions being achieved) and subject to further providing ASIC 14 days' prior notice as set out in clause 12.4 above and in any event within 3 years after the date of the AGM.
- (l) Other than any restriction on trading described in **Annexure D** of this Explanatory Statement, any Loan Shares issued pursuant to the Loan Share Plan will rank equally with all other Shares on issue.

12.7 ASX Listing Rule 7.1

Pursuant to ASX Listing Rule 7.2 (Exception 14), approval under ASX Listing Rule 7.1 is not required for the issue of the Sweat Equity Loan Shares and KPI Loan Shares, as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of the Sweat Equity Loan Shares and KPI Loan Shares will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

12.8 Board recommendation

The Board abstains from making a recommendation to Shareholders in relation to Resolutions 22, 23, 24 and 25.

The Chair in his capacity as proxy holder intends to vote all undirected proxies in favour of the Resolutions. If the Chair of the Meeting is appointed as proxy, but the proxy form does not direct the Chair how to vote on these Resolutions, then the appointing Shareholder is considered to have provided an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

12.9 Maximum number of Loan Shares to be issued

Please refer to the table on the following page.

		Director/associate of Director	Richard Evertz	Andy Corner	Sonia Thurston	Brandon Evertz
		Position	CEO	CFO & Executive Director	Communication Director and Executive Director	COO & Executive Director; CEO of BRTV
September Quarter 2015	Jul 2015 - Sep 2015	Sweat Equity Loan Shares	426,500	85,500	341,000	341,000
		KPI Loan Shares (\$200,000 in revenue)	426,500	138,000	341,000	341,000
		KPI Loan Shares (\$400,000+ in revenue)	426,500	138,000	341,000	341,000
December Quarter 2015	Oct 2015 - Dec 2015	Sweat Equity Loan Shares	426,500	85,500	341,000	341,000
		KPI Loan Shares (\$300,000 in revenue)	426,500	138,000	341,000	341,000
		KPI Loan Shares (\$500,000+ in revenue)	426,500	138,000	341,000	341,000
Period ending 31 December 2015		KPI Loan Shares (14,000 SME merchant customers)	500,000	125,000	250,000	250,000
March Quarter 2016	Jan 2016 - Mar 2016	Sweat Equity Loan Shares	426,500	85,500	341,000	341,000
		KPI Loan Shares (\$400,000 in revenue)	426,500	138,000	341,000	341,000
		KPI Loan Shares (\$600,000+ in revenue)	426,500	138,000	341,000	341,000
June Quarter 2016	Apr 2016 - Jun 2016	Sweat Equity Loan Shares	426,500	85,500	341,000	341,000
		KPI Loan Shares (\$500,000 in revenue)	426,500	138,000	341,000	341,000
		KPI Loan Shares (\$700,000+ in revenue)	426,500	138,000	341,000	341,000
Period ending 30 June 2016		KPI Loan Shares (18,000 SME merchant customers)	500,000	125,000	250,000	250,000

September Quarter 2016	Jul 2016 - Sep 2016	Sweat Equity Loan Shares	426,500	85,500	341,000	341,000
		KPI Loan Shares (\$600,000 in revenue)	426,500	138,000	341,000	341,000
		KPI Loan Shares (\$800,000+ in revenue)	426,500	138,000	341,000	341,000
December Quarter 2016	Oct 2016 - Dec 2016	Sweat Equity Loan Shares	426,500	85,500	341,000	341,000
		KPI Loan Shares (\$700,000 in revenue)	426,500	138,000	341,000	341,000
		KPI Loan Shares (\$900,000+ in revenue)	426,500	138,000	341,000	341,000
Maximum number of Loan Shares that can be acquired			8,677,000	2,419,000	6,638,000	6,638,000

Dated: 27 October 2015

Signed for and on behalf of BIG by Andy Corner, a Director of BIG who is authorised to sign this Notice of Meeting on behalf of BIG pursuant to a unanimous resolution passed by the Directors on 27 October 2015.

Andy Corner

Director

Corporate directory

Current board of Directors

Mr Brandon Evertz, Executive Director and Chief Operating Officer

Miss Sonia Thurston, Executive Director and Director of Communications

Mr Andy Corner, Executive Director and Chief Financial Officer

Legal Advisor

Chapman Thackeray Law

Level 6, 89 York Street

Sydney NSW 2000

Current company secretaries

Mr David Conley and Ms Elissa Lippiatt

Ecovis Clark Jacobs

Level 20

1 Market Street

Sydney NSW 2000

Current registered office

BIG Un Limited

C/- Ecovis Clark Jacobs

Level 20

1 Market Street

Sydney NSW 2000

Annexure A – Glossary

“\$”	Australian dollars unless otherwise stated.
AGM/Meeting	the Annual General Meeting of the BIG Shareholders to be held on 27 November 2015 to consider and, if thought fit, approve the Resolutions.
ASIC	Australian Securities and Investment Commission.
ASX	ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.
ASX Listing Rules	the listing rules of ASX.
BIG/Company	BIG Un Limited ABN 86 106 399 311.
BRTV	Big Review TV Limited, a wholly-owned subsidiary of BIG.
Board	the current board of Directors of BIG.
Chair	chair of the AGM.
Closely Related Party	has the same meaning as defined in section 9 of the Corporations Act and includes a spouse, dependant and certain other close family members, as well as companies controlled by Key Management Personnel.
Corporations Act	the <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
Directors	the current directors of BIG.
ESOP	the employee incentive scheme entitled Employee Share Option Plan, the terms of which are set out in Annexure C .
Equity Security	has the meaning set out in the ASX Listing Rules.
Explanatory Statement	the explanatory statement accompanying this Notice of Meeting.
Group	BIG and its Related Bodies Corporate (as that term is defined in the Corporations Act).
KPI Loan Share	a Loan Share under the Loan Share Plan which is subject to the achievement of certain performance conditions.
Loan Share	a Share under the Loan Share Plan, the issue price for which may be funded by a non-recourse loan from the Company.
Loan Share Plan	the employee incentive scheme entitled Loan Share Plan, the terms of which are set out in Annexure D .
Key Management Personnel	means each person having authority and responsibility for planning, directing and controlling the activities of the Company and its controlled entities, directly or indirectly, including any Director (whether executive or otherwise).
Proposed Loan Share Plan Participants	means Brandon Evertz, Richard Evertz, Sonia Thurston and Andy Corner.
Notice of Meeting	the Notice of Annual General Meeting and Explanatory Statement dated 27 October 2015 relating to the 2015 AGM of BIG.

Option	an unlisted option to acquire one BIG Share with an exercise price of \$0.20 and expiring on 31 December 2017 and on the terms set out in Annexure B .
Performance Option	an unlisted option to acquire one BIG Share under the ESOP, the issue of which is subject to the achievement of certain performance conditions, with an exercise price of \$0.30 and expiring 2 years from the date of issue.
Related Party	has the meaning given to that term in the Corporations Act
Remuneration Shares	Shares to be issued to Richard Evertz, Brandon Evertz, Sonia Thurston and Ben Hunter in lieu of salary subject to Shareholder approval.
Remuneration Report	the remuneration report for the Company and its controlled entities for the financial year ended 30 June 2015.
Resolutions	the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.
Shareholder	a holder of BIG Shares.
Shares	the fully paid ordinary shares in the capital of BIG.
Sweat Equity Loan Share	a Loan Share under the Loan Share Plan which is not subject to the achievement of any performance conditions.
VWAP	the volume weighted average market price (as defined on the ASX Listing Rules) for Shares.

Annexure B – Terms of Options

Options	The Options are unlisted options over Shares.
Entitlement	Each Option entitles the holder to subscribe for one Share upon: <ol style="list-style-type: none">1. exercise of the Option in accordance with these terms; and2. payment of the Exercise Price.
Exercise price	The amount payable upon exercise of each Option is \$0.20 (Exercise Price).
Expiry date	Each Option will expire at 4:00 PM on 31 December 2017 (Expiry Date). An Option not exercised before 4:00 pm on the Expiry Date will automatically lapse.
Ranking	Shares issued on exercise of Options, will, upon issue, be fully paid, will rank equally with all the then issued 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.
Exercise period	Options may be exercised at any time on or prior to the Expiry Date (Exercise Period).
How to exercise an Option	<p>The Options may be exercised during the Exercise Period by lodging with the Company:</p> <ol style="list-style-type: none">1. Notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise);2. payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company; and3. if the Notice of Exercise of an Option is executed under a power of attorney, a certified copy of the relevant power of attorney. <p>The holder of an Option may only exercise an Option by strictly complying with these terms. Any other purported exercises invalid.</p>
Restrictions on exercise	The holder of an Option may not exercise less than 2000 Options at any one time unless the holder has less than 2000 Options in which event, the holder must exercise all of the Options together.
Date of exercise	<p>The Notice of Exercise is only effective on and from the later of:</p> <ol style="list-style-type: none">1. the date of receipt by the Company of the Notice of Exercise; and2. the date of receipt by the Company of payment of the Exercise Price for each Option the subject of the Notice of Exercise, in cleared funds.
Timing of the issue of Shares	Within 10 business days of receipt of the Notice of Exercise and the full amount of the Exercise Price in cleared funds, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise to the option holder.
Listing of Options	The Options will not be listed.
Quotation of Shares arising on exercise of Options	The Company will apply for quotation of Shares issued pursuant to the exercise of the Options on ASX within 10 business days after the date of issue of those Shares. Quotation is not guaranteed or automatic but will depend on ASX exercising its discretion under the ASX Listing rules.

Dividends	The Options confer no entitlement to participate in dividends.
Reorganisation of capital	<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 the Company:</p> <ol style="list-style-type: none"> 1. the number and/or Exercise Price of 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 Option, which are not conferred on Shareholders; and 2. subject to provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders approving a reconstruction of capital, in all other respects the terms of exercise of the Options will remain unchanged. <p>This provision is subject to the ASX Listing Rules and in the event of an inconsistency, the ASX Listing Rules will prevail.</p>
Participation in new issues	Holders of Options may participate in new issues of securities in the Company.
Pro rata issues	In the event that the Company proceeds with a pro rata issue (other than a bonus issue) of Shares to Shareholders after the date of issue of the 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.
Bonus issues	In the event that the Company proceeds with the bonus issue of Shares to Shareholders after the date of issue of the Options, the number of Shares over which an Option is exercisable or maybe increased in the manner permitted by the ASX Listing Rules applying at the time of the bonus issue.
Change in Option terms	<p>A change which has the effect of cancelling an Option for no consideration can be made by the Board.</p> <p>The terms of Options may not be changed to:</p> <ol style="list-style-type: none"> 1. reduce the Exercise Price; 2. increase the number of Shares to be issued on exercise of the Options; or 3. increase the Exercise Period of the Options. <p>A change to the terms of Options may otherwise only be changed with the approval of Shareholders.</p>
Title of Options	The Company is entitled to treat the registered holder of Options as the absolute holder of that Option and is not bound to recognise any equitable or other claim to, or interest in, that 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.
Assignment of Options	The Options may only be transferred with the approval of the Board, and subject to any restriction or escrow arrangements imposed by the Corporations Act and the ASX Listing Rules.

Annexure C – Summary of key terms of ESOP

A copy of the ESOP is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the ESOP can also be sent electronically to Shareholders upon request to the Company Secretaries, Mr David Conley and Ms Elissa Lippiatt, by calling +61 2 9264 1111.

What is the entitlement under the ESOP?	<p>Subject to any necessary approvals from the Company's Shareholders or as required by the Corporations Act or Listing Rules, the Board may, from time to time, in its absolute discretion make offers of unlisted options over unissued ordinary shares to eligible executives (with effect from the date determined by the Board, upon the terms set out in the ESOP and upon such additional terms and performance conditions as the Board determines).</p> <p>The Board may only make offers to eligible executives under the Plan in any financial year up to a maximum number of options determined by the Board by resolution.</p> <p>An offer may be made subject to the satisfaction of performance conditions (Performance Options), to be determined by the Board acting in good faith.</p> <p>In the event of a Change of Control, then the ESOP also provides that the Board may determine that any Performance Conditions which apply to offers of options, will be deemed satisfied.</p> <p>A decision of the Board as to the interpretation, effect or application of these Rules is final, conclusive, and binding on all participants.</p> <p>Notwithstanding anything else in the ESOP, the Company may not issue options, if to do so would contravene the Corporations Act, the ASX Listing rules, the Company's constitution or any other law.</p>
Who is eligible?	<p>Executives are only eligible to participate in the Plan and to accept an offer if he or she satisfies the criteria that the Board from time to time determines and which are equally applicable to all executives, including criteria relating to period of employment, contribution, potential contribution and any other matters which the Board considers in its absolute discretion to be relevant.</p>
How is an offer accepted?	<p>Delivery of a written notice of acceptance of the offer to the Company by the applicable expiry date.</p> <p>A participant may only accept or reject an offer in respect of all options offered to them and may not accept the offer in respect of some of those options.</p> <p>An offer is personal and may not be transferred or accepted in any other name, unless the Board determines otherwise.</p> <p>Unless otherwise determined by the Board, an offer made to an eligible executive lapses on the date immediately following the applicable expiry date.</p>
How are the options exercised?	<p>By lodgement with the Company of an original option certificate, a duly completed and signed exercise notice and if not undertaking a cashless exercise, the exercise price for each option.</p> <p>No Options may be exercised by any participant during the "closed periods" referred to in the Company's Securities Trading Policy.</p> <p>Optionholders may make a partial exercise.</p>
Can the options lapse?	<p>An option will lapse on the last day of the exercise period, between 1-6 months after the cessation of employment with the Group, depending on the reason for cessation of</p>

employment and immediately when the Optionholder is lawfully dismissed without notice, is dismissed for acting fraudulently, dishonestly or in breach of obligations.

What are the terms of the Options?

The options will not be quoted.

Following any reconstruction of the issued capital of the Company, the number and/or exercise price of options will be adjusted in compliance with the Corporations Act and the ASX Listing Rules.

Optionholders may not participate in new issues of securities.

If there is a pro rata issue of Shares (other than bonus shares), the exercise price for options may be reduced in the manner permitted by the ASX Listing Rules.

If there is a bonus date, then the holder of outstanding options has the right on exercising options to receive an allotment of one Share per option exercised together with an allotment of the additional Shares and/or other securities that the optionholder would have received under the terms of the bonus issue.

A change which has the effect of cancelling an option for no consideration can be made by the board, however may not change terms of options without consent to reduce exercise price, increase number of securities received on exercise of the options or period for exercise.

What are the entitlements to Shares?

Unless otherwise determined by the Board, an optionholder may exercise options by paying the exercise price of each option or making a cashless exercise which will entitle the optionholder to an issue of a lesser amount of Shares.

The Company must issue the shares within 10 Business Days of the date the Options are exercised.

What are the terms of the Shares?

Shares issued on exercise of options will, upon issue, be fully paid, will rank equally with all the then issued BIG 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.

A participant may not, during the relevant restriction period determined by the Board, make a disposal of Shares issued under the ESOP and the Shares will be subject to a holding lock.

BIG will apply for quotation of all Shares allotted pursuant to the exercise of the options on ASX, if other Shares are quoted on the ASX at that time. Quotation is not guaranteed or automatic but will depend on ASX exercising its discretion under the ASX Listing Rules.

Can the ESOP be suspended or terminated?

The ESOP, or an eligible executive's involvement in the ESOP, may be suspended at any time by a resolution of the Board. The period of suspension is at the discretion of the Board.

The Board may terminate the operation of the ESOP at any time by resolution of the Board.

The suspension or termination of the ESOP will not prejudice the existing rights and entitlements of participants.

Annexure D – Summary of key terms of Loan Share Plan

A copy of the Loan Share Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Loan Share Plan can also be sent to Shareholders electronically upon request to the Company Secretaries by calling +61 9264 1111.

What is the entitlement under the Loan Share Plan?	<p>Subject to any necessary approvals from the Company's Shareholders or as required by the Corporations Act or ASX Listing Rules, the Board may, from time to time, in its absolute discretion make offers of Shares to eligible persons (with effect from the date determined by the Board, upon the terms set out in the Plan and upon such additional terms and performance conditions as the Board determines).</p> <p>The Board may only make offers to eligible persons under the Plan in any financial year up to a maximum number of Shares determined by the Board by resolution.</p> <p>An offer may be made subject to the satisfaction of performance conditions, to be determined by the Board acting in good faith.</p> <p>A decision of the Board as to the interpretation, effect or application of the Plan rules is final, conclusive, and binding on all participants.</p> <p>Notwithstanding anything else in the Plan, the Company may not issue Shares, if to do so would contravene the Corporations Act, the ASX Listing rules, the Company's constitution or any other law.</p>
Performance conditions	<p>Under the Loan Share Plan, the Directors may make an offer of Shares subject to performance conditions (including key performance indicators), such that the eligible person will only be issued Shares once the performance conditions are met. If the performance conditions are not met, the eligible person will not be issued any Shares. The Plan already provides for Performance Conditions in respect of the March and June quarters of the 2014/2015 financial year, the 2015/2016 financial year and the September and December quarters of the 2016/2017 financial year.</p> <p>In the event of a Change of Control, then the Plan also provides that the Performance Conditions which apply through to the end of the December quarter of the 2016/2017 financial year, will be deemed achieved as at the end of the immediately preceding quarter in which the Change of Control takes place.</p>
Who is eligible?	<p>Executives, employees and consultants are only eligible to participate in the Plan and to accept an offer if he or she satisfies the criteria that the Board from time to time determines and which are equally applicable to all, including criteria relating to period of employment or consultancy service, contribution, potential contribution and any other matters. The Rules already provide for specified executives as being eligible to participate, as set out in this Notice of Meeting.</p>
How is an offer accepted?	<p>Delivery of a written notice of acceptance of the offer in to the company by the acceptance date.</p> <p>A participant may accept or reject some or all of the Shares offered to him/her. An offer is personal and may not be transferred or accepted in any other name, unless the Board determines otherwise.</p>
What are the terms of the loan?	<p>The key terms of each non-recourse loan provided under the Plan are as follows:</p> <p>(a) the loan may only be applied towards the issue price for the Shares;</p>

- (b) the loan will be interest free;
- (c) by signing and returning a non-recourse loan agreement, the participant acknowledges and agrees that the Shares will not be transferred, encumbered, otherwise disposed of, or have a security interest granted over it, by or on behalf of the participant until the loan is repaid in full to the Company;
- (d) the loan becomes repayable on the earlier of:
 - (i) the repayment date determined by the Board;
 - (ii) if the participant:
 - (A) ceases to be an employee or a consultant of a group entity; or
 - (B) disposes or attempts to dispose of the participant's Shares in breach of the loan agreement and the Plan Rules,

the date the Board gives notice to the participant that the balance of the loan is immediately payable; and
 - (iii) if the Board determines a participant's restriction period should be reduced or waived, the date notified to the participant by the Board in writing.
- (e) notwithstanding paragraph (d) above, the participant may repay all or part of the loan by giving not less than 5 Business Days' notice to the Board;
- (f) if the loan becomes repayable in the circumstances set out in paragraph (d) above, and the participant does not pay the outstanding balance of the loan within the time of payment specified by the Board, the Board may resolve that the Shares are forfeited. Forfeited Shares are taken to be the property of the Company and may be sold by the Company; and
- (g) the repayment obligation under the non-recourse loan will be limited to the total amount received by the Company out of any sale of Shares by the Company if the Shares are forfeited.

What are the terms of the Shares?

Loan Shares will, upon issue, be fully paid, will rank equally with all the then issued BIG 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.

A participant may not, during the relevant restriction period determined by the Board, make a disposal of Shares issued under the Plan and the Shares will be subject to a holding lock.

BIG will procure that an application is made to the ASX for quotation of Shares issued under the Plan, if other Shares are quoted on the ASX at that time.

Sale of Shares by participants

Where a loan has been granted to acquire Shares under the Plan, a participant may only sell and otherwise dispose of the Shares if the loan is repaid in full.

Can the Loan Share Plan be suspended or terminated?

The Loan Share Plan, or a participant's involvement in the Loan Share Plan, may be suspended at any time by a resolution of the Board. The period of suspension is at the discretion of the Board.

The Board may terminate the operation of the Plan at any time by resolution of the Board.

The suspension or termination of the Plan will not prejudice the existing rights and entitlements of Participants.

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ACN 106 399 311

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 all enquiries call:

Telephone:

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

Email: 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 Chair, 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 25 November 2015 at 2.00 pm AEDT 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.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 2.30 pm AEDT on 25 November 2015 be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote all undirected proxies in favour of all resolutions set out in the Notice of Meeting. If the Chair of the meeting is appointed as proxy, but the proxy form does not direct the Chair how to vote on a resolution, then the appointing shareholder is considered to have provided an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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.



CHECK OUT OUR WEBSITE at
www.advancedshare.com.au

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online

☐ **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

I/We being a member/s of Big Un Limited hereby appoint

the Chair of the meeting OR

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

If you have not appointed the Chair 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
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Brandon Evertz as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval for Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of issue of Shares to Brandon Evertz in lieu of salary - Related Party transaction approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of issue of Shares to Richard Evertz in lieu of salary - Related Party transaction approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of issue of Shares to Sonia Thurston in lieu of salary - Related Party transaction approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of issue of Shares to Ben Hunter in lieu of salary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of issue of Options to Brandon Evertz - Related Party transaction approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval of issue of Options to Richard Evertz - Related Party transaction approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Approval of issue of Options to Sonia Thurston - Related Party transaction approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Approval of issue of Options to Andy Corner - Related Party transaction approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Adoption of Employee Share Option Plan (ESOP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Approval of issue of Performance Options to Brandon Evertz under the ESOP in respect of the 2016 and 2017 financial years	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Approval of issue of Performance Options to Richard Evertz under the ESOP in respect of the 2016 and 2017 financial years	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Approval of issue of Performance Options to Sonia Thurston under the ESOP in respect of the 2016 and 2017 financial years	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 Approval of issue of Performance Options to Andy Corner under the ESOP in respect of the 2016 and 2017 financial years	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 Adoption of Loan Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 Participation of Brandon Evertz in Loan Share Plan in respect of the 2015 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19 Participation of Richard Evertz in Loan Share Plan in respect of the 2015 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20 Participation of Sonia Thurston in Loan Share Plan in respect of the 2015 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21 Participation of Andy Corner in Loan Share Plan in respect of the 2015 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22 Participation of Brandon Evertz in Loan Share Plan in respect of the 2016 financial year and the September and December quarters of the 2017 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23 Participation of Richard Evertz in Loan Share Plan in respect of the 2016 financial year and the September and December quarters of the 2017 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24 Participation of Sonia Thurston in Loan Share Plan in respect of the 2016 financial year and the September and December quarters of the 2017 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
25 Participation of Andy Corner in Loan Share Plan in respect of the 2016 financial year and the September and December quarters of the 2017 financial year	<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 Chair of the Meeting intends to vote undirected proxies in favour of each item of business. If the Chair of the meeting is appointed as proxy, but the proxy form does not direct the Chair how to vote on a resolution, then the appointing shareholder is considered to have provided an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. In exceptional circumstances, the Chair 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

Member 2 (if joint holding)

Member 3 (if joint holding)

Sole Director and Sole Secretary

Director/Company Secretary

Director

/ /
Date