

Notice of Annual General Meeting, Explanatory Memorandum and Related Documentation



**Big Un Limited
(ACN 106 399 311)**

Shareholders who have elected not to receive a printed copy of the Company's 2016 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 advisor

Notice of Annual General Meeting

Notice is given that the Annual General Meeting ('AGM') of Big Un Limited ACN 106 399 311 ('The Company') will be held at 2:00pm (AEDT) on 28 November 2016 at Ecovis Clark Jacobs, Level 20, 1 Market Street, Sydney NSW 2000.

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

Business Agenda

1. Consideration of the 2016 Annual Report of the Company

To receive and consider the Financial Statements, Director's Report and Auditor's Report of the Company for the year ended 30 June 2016.

2. Resolution 1 - Adoption of Remuneration Report

To consider, and if thought fit, to pass the following Resolution as a **non-binding resolution**:

"That for the purposes of section 250R(2) of the Corporations Act 2001, and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Director's Report for the year ended 30 June 2016."

A voting exclusion statement is set out below.

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

3. Resolution 2 - Re-election of Hugh Massie as a Director

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

"That Hugh Massie, having been appointed to the Board during the year, retires as a Director in accordance with clause 14.8 of the Constitution, and being eligible, having offered himself for re-election, be re-elected as a director of the Company."

4. Resolution 3 - Re-election of Sonia Thurston as a Director

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

"That Sonia Thurston, a Director who retires by rotation in accordance with clause 14.4 the Constitution, and being eligible, having offered herself for re-election, be re-elected as a director of the Company."

5. Resolution 4 - Ratification of Prior Issue of 4,963,905 Shares and 4,116,928 Options to Consultants and Professional Service Providers

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,963,905 Shares and 4,116,928 Options on the terms set out in the Explanatory Memorandum."

A voting exclusion statement is set out below.

6. Resolution 5 - Ratification of Prior Issue of 6,314,732 Shares in conjunction with the Capital Raise in June 2016

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,314,732 Shares on the terms set out in the Explanatory Memorandum.

A voting exclusion statement is set out below.

7. Resolution 6 - Issue of Shares and attaching free options to related party – 5G Capital Investments Pty Ltd

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to 250,000 Shares and 1,000,000 attaching free options to 5G Capital Investments Pty Ltd or its nominee(s), on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

8. Resolution 7 - Approval for Additional Placement Capacity

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 up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula in ASX Listing Rule 7.1A.2 and on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

9. Resolution 8 - Appointment of Auditor

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

“That for the purposes of section 327B(1) of the Corporations Act and for all other purposes, Graham Swan of Rothsay Resources be appointed as auditors of the Company.”

Voting Prohibition and Exclusion Statements

Corporations Act

The Corporations Act prohibits votes being cast (in any capacity) on the following resolutions by any of the following persons:

Resolution	Persons excluded from voting
Resolution 1 – Remuneration Report (Non-Binding)	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:</p> <ul style="list-style-type: none">(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or(b) a Closely Related Party of such member. <p>However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none">(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or(b) the voter is the chair of the meeting and the appointment of the chair as proxy<ul style="list-style-type: none">(i) does not specify the way the proxy is to vote on this Resolution; and(ii) expressly authorises the chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Listing Rule 14.11

Under Listing Rule 14.11, the Company will disregard any votes cast on the following Resolutions by the following persons and their associates:

Resolution	Persons excluded from voting
Resolution 4 – Ratification of Prior Issue of Securities	Code Studios Pty Ltd, IP Edge Pty Ltd, Harry James Joseph Ellis, Smokinale Pty Ltd, Boomerang Capital Pty Limited, Abbey West Capital Pty Ltd, Clive Riesam, Henry James Conrad Posthumus, ChapThack Holdings Pty Ltd, Stewart McNab Nominees Pty Ltd & Amandavid Pty Ltd, Christopher MacDonald, Maul Pty Ltd, Sapsford Financial Services Pty Ltd, Abbey West Capital Pty Ltd, Clive Riesam & Judith Riesam <Superannuation Fund A/C> Tim Dewhurst, Benjamin Hunter, Arnaga Pty Ltd, June Kahan, A.P. Reyem Pty Ltd, CPS Capital Group Pty Ltd, WLP Investments Pty Ltd, Dr Dale Maurice Raynes, Mrs Heather Soucik <HMS Account>,
Resolution 5 – Ratification of Prior Issue of Securities	Sandy Slessar, Clive Riesam & Judith Riesam <Superannuation Fund A/C>, Sapsford Financial Services Pty Ltd and A P Reyem Pty Ltd.
Resolution 6 – Issue of Shares and Options to Related Parties	5G Capital Investments Pty Ltd or its nominee(s).
Resolution 7 – Approval of 10% Placement Facility	Persons who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the Resolution is passed.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

BY ORDER OF THE BOARD



Elissa Lippiatt
Company Secretary
25 October 2016

General Information

Voting Entitlements

The Company has determined in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that for the purposes of the AGM (including voting), shares will be taken to be held by those persons recorded in the Company's register as at 7:00pm AEDT on Thursday 24 November 2016.

How to Vote

Shareholders may vote by attending the Meeting in person, 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 (AEDT) on Monday 28 November 2016.

Appointment of a proxy

A shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies, who need not be members of the Company. Where more than one proxy is appointed, each proxy should be appointed to represent a specified percentage or specified number of the shareholder's proxy voting rights. If the appointments do not specify the percentages or number of votes that each proxy may exercise, each proxy may exercise have the votes. Fraction of votes will be disregarded.

A proxy form accompanies this Notice of AGM. To be valid, online proxy voting or the completed Proxy Form must be submitted at least 48 hours before the time for holding the meeting, using one of the following methods:

Deliver: the Proxy Form to the office of the Company's share registry, Link Market Services, Level 12, 680 George Street, Sydney NSW 2000

Mail: the Proxy Form to Big Un Limited, C/- Link Market Services, Locked Bag A14, Sydney South NSW 1235

Fax: the Proxy Form to 02 9287 0309

Online: www.linkmarketservices.com.au

Further directions for the proper completion of the Proxy Form are set out on the Proxy Form.

Attorney

A shareholder entitled to attend and vote at the AGM may appoint an attorney to vote at the AGM. Attorneys should bring an original or certified copy of the Power of Attorney to the AGM.

Corporations

A corporation that is a shareholder or proxy may elect to appoint a representative in accordance with the Corporations Act 2001 (Cth), in which case the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company before the commencement of the AGM.

Registration

If you are attending the AGM in person, please bring the personalised Proxy Form enclosed with this Notice of AGM with you to facilitate registration. If you do not bring the Proxy Form with you, you will still be able to attend the AGM, but at registration, our representatives will need to verify your identity. Registration will be available from 1:30pm (AEDT) on the day of the AGM.

A form of proxy is included with these documents.

Explanatory Memorandum

1. Consideration of the 2016 Annual Report of the Company

As required by section 317 of the Corporations Act 2001 (Cth), the Company's Financial Statements, Director's Report and Auditor's Report will be presented for consideration. There is no requirement for Shareholders to approve the Annual Report, but shareholders will be given the opportunity to ask questions and to make comments on all aspects of these reports.

Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2016 which 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; and
- (b) ask questions about or make comment on the management of the Company.

The chair of the Meeting will allow reasonable opportunity for the Shareholders as a whole at the Meeting to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Company's auditor about:

- (a) the content of the auditor's report to be considered at the Meeting; and
- (b) the conduct of the audit of the annual financial report to be considered at the Meeting,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

2. Resolution 1: Adoption of the Remuneration Report

2.1 Introduction

The Remuneration Report forms part of the Director's Report of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its key management personnel (KMP);
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 30 June 2016.

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 ended 30 June 2016 ("Remuneration Report").

The 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.

2.2 Voting consequences

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that a further meeting is held at which all of the

Company's Directors who were directors when the resolution to make the directors report considered at the later annual general meeting was passed (other than the Managing Director) must go up for re-election (Spill Resolution).

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

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. Resolution 2: Re-election of Hugh Massie

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Clause 14.8 of the Company's Constitution requires that any Director appointed by the Board at any time except during a general meeting automatically retires at the next annual general meeting and is eligible for re-election by that general meeting.

Hugh Massie was appointed as a Non-Executive Director and Chairman in May 2016. Hugh Massie will retire at the annual general meeting and seeks re-election.

Hugh is a chartered accountant, an experienced business leader, technology entrepreneur and behavioural finance strategist. He brings a wealth of consulting, corporate governance practice and financial strategy skills to the position, having spent over a three decades consulting to large corporates, including a ten year tenure as a chartered accountant with a leading global consultancy firm. Hugh is a strong supporter of technology start-ups, providing seed and expansion capital. He is a recognised international consultant on behavioural finance, consumer buying patterns, organisational development and business strategy; regularly presenting at many industry events around the world. He is also the President of the Atlanta Board of Entrepreneur's Organisation, a worldwide forum for over 11,900 successful business founders and serves on its global finance committee.

Director's Recommendation: The Board (other than Hugh Massie) recommends the re-election of Hugh Massie. The Chairman of the Meeting intends to vote all undirected proxies in favour of the re-election of Hugh Massie.

4. Resolution 3: Re-election of Sonia Thurston

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Clause 14.4 of the Company's Constitution requires that one-third of the Directors retire by rotation at each annual general meeting and that Directors appointed by the Board hold office until the next annual general meeting. Sonia Thurston will retire by rotation and seeks re-election.

Sonia was appointed as a Director in December 2014. She has over 25 years of experience in global branding and media agencies including as a group director of J. Walter Thompson working on branding across a diverse range of industries with the likes of Airbus and McKinsey & Co. Sonia has worked in TV, radio, across traditional and social media and acted as a senior consultant on communications projects for European governments. Sonia has been responsible for the development of the Big Review TV brand and is actively involved in many areas of the BIG Review TV business from platform content, sales and marketing to corporate and internal communications.

Directors' Recommendation: The Board (other than the relevant Director in relation to their own re-election) recommends the re-election of Sonia Thurston. The Chairman of the Meeting intends to vote all undirected proxies in favour of the re-election of Sonia Thurston.

5. Resolution 4: Ratification of Prior Issue of 4,116,928 Options and 4,963,905 Shares to Consultants and Professional Service Providers

BIG issued Options and Shares to the unrelated parties of the Company, set out in the tables in sections 5.2(a) and 5.2(b), within the 15% annual limit permitted by ASX Listing Rule 7.1 and therefore without the need for Shareholder approval.

By issuing these Options and Shares without Shareholder approval, BIG's capacity to issue further equity securities without Shareholder approval within the 15% annual placement capacity pursuant to ASX Listing Rule 7.1 was reduced. The effect of Shareholders passing Resolution 4 and ratifying the issue will be to restore the Company's ability to issue further capital to the maximum 15% limit during the next 12 months.

5.1 ASX Listing Rule 7.1 and 7.4

ASX Listing Rule 7.1 provides that a company must not, without Shareholder approval and subject to specified exemptions, issue or agree to issue more equity securities during any 12 months 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.

For the purposes of ASX Listing Rule 7.1, "equity securities" includes not only shares but also options.

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% limit.

ASX Listing Rule 7.4 provides that where a company in general meeting subsequently approves a prior issue of equity securities and that prior issue did not breach ASX Listing Rule 7.1, those equity securities will be treated as having been issued with shareholder approval for the purpose of ASX Listing Rule 7.1.

If Shareholders approve the prior issue of Options and Shares set out in the table below, they will not count towards BIG's annual placement capacity, and it will provide flexibility to BIG to issue securities in the future within its 15% annual placement capacity pursuant to ASX Listing Rule 7.1, without the need to obtain prior Shareholder approval.

5.2 Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issues of the Options and Shares in relation to Resolution 4:

(a) BIG has issued the following shares:

Date	Number of Shares Issued	Shares Issued To:	Deemed issue Price Per Share	Value of Shares Issued
24/12/2015	53,457	Code Studios Pty Ltd	\$ 0.19	\$ 10,156.83
24/12/2015	321,995	IP Edge Pty Ltd	\$ 0.19	\$ 61,179.05
24/12/2015	10,000	Harry James Joseph Ellis	\$ 0.20	\$ 2,000.00
24/12/2015	1,500,000	Smokinale Pty Ltd	\$ 0.20	\$ 300,000.00
24/12/2015	15,000	Boomerang Capital Pty Limited	\$ 0.20	\$ 3,000.00
24/12/2015	288,000	Abbey West Capital Pty Ltd	\$ 0.25	\$ 72,000.00
18/03/2016	173,872	Clive Riesam	\$ 0.20	\$ 34,774.40
18/03/2016	527,123	Henry James Conrad Posthumus	\$ 0.20	\$ 105,424.60
18/03/2016	100,000	ChapThack Holdings Pty Ltd	\$ 0.20	\$ 20,000.00
18/03/2016	119,700	Stewart McNab Nominees Pty Ltd & Amandavid Pty Ltd	\$ 0.20	\$ 23,940.00
18/03/2016	23,123	Code Studios Pty Ltd	\$ 0.23	\$ 5,318.29
18/03/2016	143,970	IP Edge Pty Ltd	\$ 0.23	\$ 33,113.10
30/06/2016	116,875	Christopher MacDonald	\$ 0.20	\$ 23,375.00
30/06/2016	100,000	Christopher MacDonald	\$ 0.25	\$ 25,000.00
14/10/2016	175,000	Maul Pty Ltd	\$0.20	\$35,000.00
14/10/2016	119,048	A P Reyem Pty Ltd	\$0.14	\$16,666.72
14/10/2016	416,667	Sapsford Financial Services Pty Ltd	\$0.14	\$58,333.38
14/10/2016	660,000	Abbey West Capital Pty Ltd	\$0.12	\$79,200.00
14/10/2016	100,075	Clive Riseam & Judith Riesam <Super Fund A/C>	\$0.14	\$ 14,010.50

The above shares were issued as fully paid ordinary shares in the Company and rank pari passu with existing shares on issue. No person to whom Shares were issued was a related party of the Company.

No funds were raised from the issue of the Shares, as the Shares were issued in consideration for the provision of consultancy and professional services. The cash savings arising from issuing the Shares in lieu of cash payments have been re-directed towards the Company's international growth strategy and continuing development of its Saas Platform and Native Application.

(b) BIG has issued the following options, on the terms detailed below:

Date	Number of Options Issued	Options Issued To:	Option Terms:
24/12/2015	450,000	Tim Dewhurst	Unlisted Options with exercise price \$0.20, expiring 31/12/2017
24/12/2015	750,000	Benjamin Hunter	Unlisted Options with exercise price \$0.20, expiring 31/12/2017
24/12/2015	300,000	Henry James Conrad Posthumus	Unlisted Options with exercise price \$0.20, expiring 31/12/2017
24/12/2015	50,000	Arnaga Pty Ltd	Unlisted Options with exercise price \$0.20, expiring 31/12/2017
24/12/2015	120,000	June Kahan	Unlisted Options with exercise price \$0.20, expiring 31/12/2017
24/12/2015	80,000	A.P. Reyem Pty Ltd	Unlisted Options with exercise price \$0.20, expiring 31/12/2017
30/06/2016	200,000	Christopher MacDonald	Unlisted Options with exercise price \$0.25, expiring 31/12/2017
30/06/2016	420,000	CPS Capital Group Pty Ltd	Listed Options with exercise price \$0.25, expiring 31/12/2017
30/06/2016	140,000	WLP Investments Pty Ltd	Listed Options with exercise price \$0.25, expiring 31/12/2017
30/06/2016	140,000	Dr Dale Maurice Raynes	Listed Options with exercise price \$0.25, expiring 31/12/2017
30/06/2016	700,000	Mrs Heather Soucik <HMS Account>	Listed Options with exercise price \$0.25, expiring 31/12/2017
30/06/2016	416,667	A P Reyem Pty Ltd	Listed Options with exercise price \$0.25, expiring 31/12/2017
30/06/2016	350,261	Clive Riseam & Judith Riesam <Super Fund A/C>	Listed Options with exercise price \$0.25, expiring 31/12/2017

The shares issued on exercise of the above options will rank pari passu with the existing listed shares on issue. No person to whom Options were issued was a related party of the Company.

The Options were issued for nil consideration. No funds were raised from the issue of Options. The intended use of the funds raised if the 3,350,000 Options are exercised is the general working capital requirements of the Company.

A summary of the terms of the options is set out at Schedule 2 and 3.

A voting exclusion statement is included in this notice.

Directors' Recommendation: The Board recommends the ratification of the above prior Share and Options Issue. This will restore the 15% annual limit permitted by Listing Rule 7.1 and allow the Company to issue further securities without Shareholder approval. The Chairman of the Meeting intends to vote all undirected proxies in favour of this resolution.

6. Resolution 5: Ratification of Prior issue of 6,314,732 shares in conjunction with the June 2016 capital raising

Pursuant to the share placement, the Company issued a total of 6,314,732 shares on 30 June 2016 at a price of \$0.14 per share, with an aggregate value of \$884,062.64 to unrelated parties of the Company within the 15% annual limit permitted by ASX Listing Rule 7.1 and therefore, without the need for Shareholder approval of its Shareholders in compliance with ASX Listing Rule 7.1.

Shares were offered to the professional investors, sophisticated investors and members of the Company's senior management set out in the table in section 6.2. All offers for Shares were made on the basis of personal offers by the Company.

By issuing these Shares without Shareholder approval, the Company's capacity to issue further equity securities without Shareholder approval within the 15% annual placement capacity pursuant to the ASX Listing Rule 7.1 was reduced. The effect of Shareholders passing Resolution 5 and ratifying the issue will be to restore the Company's ability to issue further capital to the maximum 15% limit during the next 12 months.

6.1 ASX Listing Rule 7.1 and 7.4

The Regulatory requirements of Listing Rules 7.1 and 7.4 are set out at section 5.1.

If Shareholders approve the prior issue of Shares set out above, they will not count towards BIG's 15% annual placement capacity, and it will provide BIG with the flexibility to issue new equity securities in the future within its 15% annual placement capacity set out in ASX Listing Rule 7.1 without the need to obtain prior Shareholder approval.

6.2 Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issues of the Shares that are the subject of Resolution 5:

Shareholder	Date Issued	Number Issued	Issue Price Per Share	Total Amount Paid
Sandy Slessar	30/06/2016	2,500,000	\$0.14	\$350,000.04
Clive Riesam & Judith Riesam <Superannuation Fund A/C>	30/06/2016	600,447	\$0.14	\$84,062.60
Sapsford Financial Services Pty Ltd	30/06/2016	2,500,000	\$0.14	\$350,000.04
A P Reyem Pty Ltd	30/06/2016	714,285	\$0.14	\$99,999.96

None of the parties to whom Shares were issued were related parties of the Company.

The above shares were issued as fully paid ordinary shares in the Company and rank pari passu with existing shares on issue.

The funds raised from the above share issue have been utilised by the company for working capital purposes to accelerate growth into overseas markets and continuing to build its Saas Platform and Native Application.

A voting exclusion statement is included in this notice.

Directors' Recommendation: The Board recommends the ratification of the above prior Share and Options Issue. This will restore the 15% annual limit permitted by Listing Rule 7.1 and allow the Company to issue further securities without Shareholder approval. The Chairman of the Meeting intends to vote all undirected proxies in favour of this resolution.

7. Resolution 6: Issue of Shares and Options to related party – 5G Capital Investments Pty Ltd

7.1 Introduction

By Resolution 6, the Company proposes to issue 250,000 Shares and 1,000,000 attaching free Options to 5G Capital Investments Pty Ltd or its nominee(s) in lieu of cash payments for consultancy fees. The consultancy fees relate to Chairman services provided by Mr Hugh Massie to the Company.

7.2 Regulatory Requirements

Chapter 2E of the Corporations Act

Part 2E.1 of the Corporations Act prohibits the Company from giving a financial benefit to a related party (such as a Director or an entity controlled by a Director) unless either:

- (a) the giving of the financial benefit falls within one of the exceptions in sections 210 to 217 of the Corporations Act; or
- (b) Shareholder approval is obtained prior to giving the benefit.

Section 210 of the Corporations Act provides an exception for a financial benefit to a related party that would be reasonable in the circumstances if the Company and the related party were dealing on arm's length terms. Section 211 of the Corporations Act provides an exception for a financial benefit that is remuneration to an officer of the Company where the remuneration is reasonable given the circumstances of the Company and the officer (including the responsibilities involved in such office).

Financial benefit is defined broadly and includes benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate.

Related party is widely defined under the Corporations Act, and includes a director of a company and an entity controlled by the director. Mr Hugh Massie is a director of 5G Capital Investments Pty Ltd. Therefore, 5G Capital Investments Pty Ltd is a related party of the Company, and the issue of the Shares and attaching free options to it constitutes the provision of a financial benefit for the purposes of Chapter 2E of the Corporations Act.

The Directors consider that the proposed issue of Shares and attaching free options to 5G Capital Investments Pty Ltd pursuant to Resolution 6 is both on arms length terms and reasonable remuneration in all of the circumstances, noting that the deemed issue price of the Shares is the market price as at the date of the Notice and the issue of attaching free options is consistent with other issues to consultants throughout the financial year in lieu of cash payments. Accordingly, Shareholder approval pursuant to Chapter 2E of the Corporations Act is not being sought in respect of the proposed issue of securities under Resolution 6.

Shareholder approval for Resolution 6 will be sought under Listing Rule 10.11.

Listing Rule 10.11 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of securities to a related party. If shareholder approval is obtained under Listing Rule 10.11, shareholder approval is not required under Listing Rule 7.1 and the proposed issue will not be included in 15% annual limit permitted by Listing Rule 7.1.

7.3 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about the proposed issue:

- (a) The maximum number of Securities to be issued to 5G Capital Investments Pty Ltd is 250,000 Shares and 1,000,000 options.
- (b) The securities proposed to be issued under Resolution 6 will be issued to 5G Capital Investments Pty Ltd, an entity controlled by Hugh Massie, Director of the Company, and therefore a related party of the Company.
- (c) The securities will be issued no later than 1 month after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (d) The 250,000 Shares proposed to be issued under Resolution 6 will be issued at a deemed issue price \$0.14 per share, being the market price of the Company's securities as at the date of the Notice.
- (e) The Shares to be issued under Resolution 6 will be fully paid and will rank equally with the existing Shares on issue. The 1,000,000 unlisted Options will have an exercise price of \$0.15 and expire 2 years from the date of issue. A summary of the terms of the options is included at Schedule 4.
- (f) There will not be any funds raised under the issue. The securities proposed to be issued under Resolution 6 are being issued in lieu of cash payments for consultancy fees.
- (g) A voting exclusion statement is included in the Notice.

As at the date of this notice, Hugh Massie does not have a relevant interest in the Company.

Directors' recommendation: The Directors, other than Hugh Massie, consider that the issue of securities is reasonable in the circumstances for the reasons set out above and recommend that Shareholders vote in favour of Resolution 6. Hugh Massie declines to make a recommendation to Shareholders in relation to Resolution 6 as he has a material personal interest in the outcome of Resolution 6. Hugh Massie and his associates will not be entitled to vote on Resolution 6.

8. Resolution 7: Approval for Additional Placement Capacity

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 months 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 Resolution 7, 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, as at the date of this Notice, has on issue two classes of quoted Equity Securities, namely fully paid ordinary Shares and listed Options.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

8.1 ASX Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period following shareholder approval by way of a special resolution. The Additional 10% Placement Facility is in addition to the Company's 15% placement capital under Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that has a market capitalisation of less than \$300 million and is not included in the S&P/ASX 300 Index. The Company is an eligible entity.

Maximum number of Equity Securities which may be issued

If the Shareholders approve this Resolution, the maximum number of Equity Securities which may be issued, or agreed to be issued, under the Additional 10% Placement Capacity is prescribed in Listing Rule 7.1A.2 and is calculated according to the following formula:

$$\text{Number of Equity Securities} = (A \times D) - E$$

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.

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

As at the date of this Notice of Meeting, the Company has on issue 120,152,430 Shares and therefore has a capacity to issue:

- (a) 18,022,864 Equity Securities under Listing Rule 7.1; and
- (b) subject to Shareholders approving this Resolution, 12,152,243 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue or agree to issue under ASX Listing Rule 7.1A is calculated at the date of issue of the Equity Securities in accordance with the above formula.

8.2 Period of Approval – Listing Rule 7.1A.1

Approval of the Additional 10% Placement Capacity is valid from the date of the AGM at which the approval is obtained and expires on the first of the following to occur:

- (a) The date that is 12 months after the date of the AGM at which the approval is obtained;
- (b) 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 previously obtained approval under ASX Listing Rule 7.1A at its AGM on 27 November 2015.

8.3 Minimum Issue Price – Listing Rule 7.1A.3

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

- (a) The date on which the price at which Equity Securities are to be issued is agreed; or
- (b) If the Equity Securities are not issued within five Trading Days of the date in subclause (a), then the date on which the Equity Securities are issued.

8.4 Specific information required by Listing Rule 7.3A

For the purpose of Listing Rule 7.3A, the following information is provided about the proposed issue:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) There is a risk of economic and voting dilution to existing Shareholders in approving the 10% Placement Facility, including the risks that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than when Shareholders approve the 10% Placement Facility; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, or issued for non-cash consideration for the acquisition of a new asset.

Set out below is a table showing the potential dilution of existing Shareholders if Equity Securities are issued under the Additional 10% Placement Facility:

No 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 \$0.07 (being 50% decrease in the current issue price)	Funds Raised on issue price of \$0.14 (being the current issue price)	Funds raised based on issue price of \$0.21 (being 50% increase in the current issue price)
120,152,430 (Current)	12,015,243	\$ 841,067	\$ 1,682,134	\$ 2,523,201
180,228,645 (50% Increase)	18,022,865	\$ 1,261,601	\$ 2,523,201	\$ 3,784,802
240,304,860 (100% Increase)	24,030,486	\$ 1,682,134	\$ 3,364,268	\$5,046,402

* 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 table has been prepared based on the following:

- (i) The current number of Shares on issue in the Company as at 18 October 2016 is 120,152,430;
- (ii) The current issue price stated, is the closing price of the Shares on the ASX as at 18 October 2016 of \$0.14;
- (iii) The Company issues, or agrees to issue, the maximum number of Equitable Securities available under the Additional 10% Placement Capacity;

- (iv) 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;

The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

- (a) The latest date by which Equity Securities may be issued is 12 months after the Meeting. Approval for the issue of Equity Securities under the 10% Placement Facility will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (b) 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:
 - (i) 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. The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
 - (ii) in consideration of the acquisition of new assets and investments, in which case the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3
- (c) The Company is yet to identify the persons to whom Equity Securities will be issued to under the 10% Placement Facility. The Company's policy for allocating Equity Securities issued under the 10% Placement Facility will be determined on a case-by-case basis depending upon the purpose, and prevailing market conditions at the time, of any issue and having regard to factors including but not limited to the following:
 - (i) The fundraising methods available to the Company, including but not limited to, rights issue or other issue which may minimise dilution to Shareholders.
 - (ii) In the case of an asset or investment acquisition, the nature and circumstances of the acquisition.
 - (iii) The effect of the issue of the Equity Securities on the control of the Company.
 - (iv) The financial situation and solvency of the Company.
 - (v) Advice from corporate, financial and broking advisers (if applicable).
 - (vi) The subscribers may include vendors (in the case of any issue for non-cash consideration), existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

The subscribers for Shares may consist of existing Shareholders and/or new investor, but will 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.

- (d) The total number of Equity Securities issued in the 12 months preceding the date of the Meeting is 64,656,193, representing approximately 53.81% of the total number of Equity Securities on issue at the commencement of that 12 month period.

The details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting is set out in Schedule 5 to this Explanatory Memorandum.

- (e) A voting exclusion statement is included in the Notice.

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

Directors' Recommendation: The Directors unanimously recommend that Shareholders vote in favour of this Resolution. This will allow the Company to issue securities and raise funds whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1. The Chair in his capacity as proxy holder intends to vote all undirected proxies in favour of the Resolution.

9. Resolution 8 Appointment of Auditor

The Company has requested PKF apply to ASIC under subsection 329(5) of the Corporations Act 2001 for consent to resign as auditor of the Company with effect from the end of the Annual General Meeting. Once ASIC notifies that PKF that it consents to PKF's resignation, PKF will give its notice of resignation to the Company with effect from the end of the Annual General Meeting in accordance with section 329(5) of the Corporations Act.

The Company has received a notice from A P Reyem Pty Ltd being a Shareholder, nominating Graham Swan of Rothsay Resources, as the new auditor of the Company. In accordance with section 328B of the Corporations Act, a copy of the notice of nomination of Graham Swan of Rothsay Resources received by the Company from A P Reyem Pty Ltd is attached as **Schedule 6**.

Subject to the Company receiving all necessary approvals from ASIC and shareholder approval at the Annual General Meeting, Graham Swan of Rothsay Resources, has been nominated and selected to become the new auditor of the Company.

The Corporations Act 2001 (Cth) requires that shareholders approve the appointment of the new auditor.

Resolution 8 seeks Shareholder approval, pursuant to section 328B of the Corporations Act to appoint Graham Swan of Rothsay Resources as the auditor of the Company.

Directors' recommendation: If ASIC consents to PKF's resignation as the Company's auditor, the Board unanimously recommends that Shareholders vote in favour of the appointment of Graham Swan of Rothsay Resources as the Company's new auditor. If ASIC does not consent to PKF's resignation as the Company's auditor, PKF will continue as the Company's auditor and Resolution 8 will not be put to the Meeting.

Schedule 1 Definitions

“\$”	Australian dollars unless otherwise stated
Additional 10% Placement Facility	has the meaning given in resolution 7 of this Explanatory Memorandum.
ASIC	Australian Securities and Investment Commission
ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
BIG or Company	BIG Un Limited ABN 86 106 399 311
Board	means the board of Directors.
Chairman	means the Chairman of the Meeting.
Closely Related Party	has the same meaning as defined in section 9 of the Corporations Act and includes a spouse, dependent and certain other close family members, as well as companies controlled by Key Management Personnel.
Constitution	means the constitution of the Company as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Equity Securities	has the same meaning giving in the Listing Rules.
Explanatory Memorandum	means this explanatory memorandum.
Key Management Personnel	Means each person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	means the listing rules of the ASX.
Meeting or Annual General Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Notice	means this notice of meeting.
Option	means an option to purchase a Share.
Proxy Form	means the proxy form attached to this Notice.
Remuneration Report	means the remuneration report of the Company included in the Directors Report section of the Company's Annual Report.
Resolution	means a resolution set out in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.

Shareholder	means a holder of a Share.
Trading Days	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
VWAP	means volume weighted average price.

Schedule 2 Terms of Options

Terms of Options - \$0.20 Exercise Price, Expiry 31.12.2017

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 form set out in Annexure B (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 exercise is 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	<p>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.</p> <p>Quotation is not guaranteed or automatic but will depend on ASX exercising its discretion under the ASX Listing rules.</p>
Dividends	The Options confer no entitlement to participate in dividends.

Reorganisation of capital

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:

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.

This provision is subject to the ASX Listing Rules and in the event of an inconsistency, the ASX Listing Rules will prevail.

Participation in new issues of underlying shares

Holders of Options may not participate in new issues of underlying securities in the Company without exercising the Option.

Bonus Shares

If there is a date on which the entitlements (if any) are ascertained for holders of Shares to participate in the issue of bonus shares (**Bonus Date**), then the holder of unexercised Options has the right on exercising unexercised Options to:

1. receive an allotment of one Share per unexercised Option exercised together with an allotment of the additional Shares and/or other securities that the holder of Options would have received under the terms of the bonus issue had the holder of Options participated in that bonus issue as a holder of the number of Shares they would hold if they exercised the unexercised Options immediately before that Bonus Date; and
2. have profits, reserves or share premium account, as the case may be, applied in paying up in full those additional Shares and/or other securities.

Pro rata issues

If there is a pro rata issue of Shares (other than Bonus Shares), the Exercise Price for unexercised Options may be reduced in the manner permitted by the ASX Listing Rules applying at the time of the pro rata issue.

Calculations or adjustments

1. **Adjustments:** Any calculations or adjustments which are required to be made for the purpose of exercising the Options will be made by the auditors of the Company for the time being and will, in the absence of manifest error, be final, conclusive and binding on the holder of the Option.
2. **Notice of adjustments:** The Company must notify each holder of Options of any adjustments made to the Exercise Price or the number of unexercised Options within 10 Business Days of the date of the adjustment. A reference to an adjustment to the Exercise Price of the unexercised Options does not include variations in the Exercise Price due to fluctuation of the prices for sales of the Shares on the ASX.

Change in Option terms

A change which has the effect of cancelling an Option for no consideration can be made by the Board.

The terms of Options do not confer a right on the Option holder to:

1. a change in the Exercise Price; or
2. a change to the number of Shares to be issued on exercise of the Options.

A change to the terms of Options may otherwise only be changed with the approval of Shareholders and subject to the requirements of the Corporations Act and the ASX Listing Rules.

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.

Takeover Threshold and Statutory Declaration

The holder of an Option must not exercise the Option if such an exercise would result in contravention of the takeover threshold in s606 of the Corporations Act. Prior to any exercise of the Options, the Option holder must provide the Company with a statutory declaration indicating that the exercise of the Options will not breach s606 of the Corporations Act.

Restrictions on the Disposal of Shares and the term of the Restriction Period

Not Applicable

Schedule 3 Terms of Options

Terms of Options - \$0.25 Exercise Price, Expiry 31.12.2017

Options	The exercise price of the Options is \$0.25 each.
Expiry Date	The expiry date of the Options is 31 December 2017.
Exercise	<p>The Options may be exercised at any time prior to the expiry date, in whole or in part, upon payment of the exercise price per Option.</p> <p>The Company will provide to each Option holder a notice that is to be completed when exercising the Options (Notice of Exercise). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the expiry date.</p> <p>The Notice of Exercise must state the number of Options exercised, the consequent number of Shares to be issued and the identity of the proposed subscribers.</p> <p>The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.</p>
Restrictions on Exercise	The Option holder may not exercise less than 2000 Options at any one time unless the Option holder has less than 2000 Options in which event the holder must exercise all of the Options together.
Ranking on Exercise	All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to the ASX in accordance with the Listing Rules for all Shares pursuant to the exercise of Options to be admitted to quotation.
Transfer of Options	The Options are freely transferable subject to any restriction or escrow arrangements imposed by the Corporations Act and the Listing Rules.
Change in Option Terms	<p>There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in:</p> <ol style="list-style-type: none">the exercise price of the Option; orperiod of exercise of the Option; orexcept in the event of a Bonus Issue (defined below), a change to the number of underlying securities over which the Option can be exercised.
Pro Rata Issue	<p>The Company will ensure, for the purposes of determining entitlements to any issue, that Option holder will be notified of a proposed issue after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.</p> <p>In the event the Company proceeds with a pro rata issue (other than a Bonus Issue) of Shares, the exercise price will be reduced in the manner permitted by the Listing Rules at the time of the pro rata issue.</p>
Bonus Issue	If from time to time on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company (Bonus Issue), then upon exercise of his or her Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that Bonus Issue if the Options had been exercised before the record date for the Bonus Issue.
Calculations or Adjustments	In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the Listing Rules.

Schedule 4 Terms of Options

Terms of Options - \$0.15 Exercise Price, Expiry 30.11.2018

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 \$0.15 (Exercise Price).
Expiry date	Each Option will expire at 4:00 PM on 30 November 2018 (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 form set out in Annexure B (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 exercise is 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	<p>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.</p> <p>Quotation is not guaranteed or automatic but will depend on ASX exercising its discretion under the ASX Listing rules.</p>
Dividends	The Options confer no entitlement to participate in dividends.

Reorganisation of capital

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:

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.

This provision is subject to the ASX Listing Rules and in the event of an inconsistency, the ASX Listing Rules will prevail.

Participation in new issues of underlying shares

Holders of Options may not participate in new issues of underlying securities in the Company without exercising the Option.

Bonus Shares

If there is a date on which the entitlements (if any) are ascertained for holders of Shares to participate in the issue of bonus shares (**Bonus Date**), then the holder of unexercised Options has the right on exercising unexercised Options to:

1. receive an allotment of one Share per unexercised Option exercised together with an allotment of the additional Shares and/or other securities that the holder of Options would have received under the terms of the bonus issue had the holder of Options participated in that bonus issue as a holder of the number of Shares they would hold if they exercised the unexercised Options immediately before that Bonus Date; and
2. have profits, reserves or share premium account, as the case may be, applied in paying up in full those additional Shares and/or other securities.

Pro rata issues

If there is a pro rata issue of Shares (other than Bonus Shares), the Exercise Price for unexercised Options may be reduced in the manner permitted by the ASX Listing Rules applying at the time of the pro rata issue.

Calculations or adjustments

1. **Adjustments:** Any calculations or adjustments which are required to be made for the purpose of exercising the Options will be made by the auditors of the Company for the time being and will, in the absence of manifest error, be final, conclusive and binding on the holder of the Option.
2. **Notice of adjustments:** The Company must notify each holder of Options of any adjustments made to the Exercise Price or the number of unexercised Options within 10 Business Days of the date of the adjustment. A reference to an adjustment to the Exercise Price of the unexercised Options does not include variations in the Exercise Price due to fluctuation of the prices for sales of the Shares on the ASX.

Change in Option terms

A change which has the effect of cancelling an Option for no consideration can be made by the Board.

The terms of Options do not confer a right on the Option holder to:

1. a change in the Exercise Price; or
2. a change to the number of Shares to be issued on exercise of the Options.

A change to the terms of Options may otherwise only be changed with the approval of Shareholders and subject to the requirements of the Corporations Act and the ASX Listing Rules.

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.

Takeover Threshold and Statutory Declaration

The holder of an Option must not exercise the Option if such an exercise would result in contravention of the takeover threshold in s606 of the Corporations Act. Prior to any exercise of the Options, the Option holder must provide the Company with a statutory declaration indicating that the exercise of the Options will not breach s606 of the Corporations Act.

Restrictions on the Disposal of Shares and the term of the Restriction Period

Not Applicable

Schedule 5 Information Required by Listing Rule 7.3A.6

Date of issue	Number of equity securities issued	Class and summary of terms of equity securities	Names of persons who received securities or basis on which those person was determined	Price and discounts to market price (if any) of equity securities issued	Use of funds/non-cash consideration	Amount of cash or non-cash consideration
11/12/2015	5,000,000	Shares	Shares issued to professional and sophisticated investors approved at the EGM on 12 October 2016.	\$0.20 per Share (representing a 10% discount to the closing price on the date of the issue)	Funds raised were used for further enhancements to the platform and video App and to facilitate marketing and promotional growth of the Company's business and provide additional working capital.	\$1,000,000 (cash)
24/12/2015	375,452	Shares	Code Studios Pty Ltd 53,457 IP Edge Pty Ltd 321,995	\$0.19 per Share	Shares for services rendered	\$71,336 (non-cash)
24/12/2015	1,525,000	Shares	Harry James Joseph Ellis 10,000 Smokinale Pty Ltd 1,500,000 Boomerang Capital Pty Limited 15,000	\$0.20 per Share	Shares for services rendered	\$305,000 (non-cash)
24/12/2015	288,000	Shares	Shares issued for services rendered by Abbey West Capital Pty Ltd	\$0.25 per Share	Shares for services rendered	\$72,000 (non-cash)
24/12/2015	2,206,668	Shares	Brandon Evertz 626,667 Richard Evertz 746,667 Sonia Thurston 626,667 Ben Hunter 206,667	\$0.15 per Share	Remuneration shares approved by shareholders at AGM	\$331,000 (non-cash)

Date of issue	Number of equity securities issued	Class and summary of terms of equity securities	Names of persons who received securities or basis on which those person was determined	Price and discounts to market price (if any) of equity securities issued	Use of funds/non-cash consideration	Amount of cash or non-cash consideration
24/12/2015	4,250,000	Unlisted Options exercisable at \$0.20 on or before 31 December 2017	Brandon Evertz 1,000,000 Richard Evertz 1,500,000 Sonia Thurston 1,000,000 Andy Corner 750,000	Option exercise price of \$0.20 per Option	Options approved by shareholders at AGM	\$303,000 (non-cash) Calculated using black scholes valuation
24/12/2015	1,750,000	Unlisted Options exercisable at \$0.20 on or before 31 December 2017	Ben Hunter 750,000 Tim Dewhurst 450,000 Henry James Conrad Posthumus 300,000 Arnaga Pty Ltd 50,000 June Kahan 120,000 A.P. Reyem Pty Ltd 80,000	Option exercise price of \$0.20 per Option	Options issued as part of the RAU placement	\$60,600 (non-cash) Calculated using black scholes valuation method
18/03/2016	920,695	Shares	Clive Riesam 173,872 Henry James Conrad Posthumus 527,123 ChapThack Holdings Pty Ltd 100,000 Stewart McNab Nominees Pty Ltd & Amandavid Pty Ltd 119,700	\$0.20 per Share	Shares for services rendered	\$184,139 (non-cash)
18/03/2016	167,093	Shares	Code Studios Pty Ltd 23,123 IP Edge Pty Ltd 143,970	\$0.23 per Share	Shares for services rendered	\$38,432 (non-cash)
18/03/2016	1,527,000	Unlisted Options exercisable at \$0.20 on or before 18 March 2018	Tim Dewhurst 1,500,000 Maritza Barone 7,000 Dale Brander 7,000 Kate Foster 7,000 Chris McFarlane 3,000 Kara Bertoncini 3,000	Option exercise price of \$0.20 per Option	Employee Options issued under the Company's Employee Share Scheme	\$917 (non-cash) Calculated by the company using black scholes valuation method

Date of issue	Number of equity securities issued	Class and summary of terms of equity securities	Names of persons who received securities or basis on which those person was determined	Price and discounts to market price (if any) of equity securities issued	Use of funds/non-cash consideration	Amount of cash or non-cash consideration
18/03/2016	1,072,000	Unlisted Options exercisable at \$0.25 on or before 18 March 2018	Shares issued for services rendered by: 5G Capital Investments <5G Capital Trust> 1,000,000 Maritza Barone 12,000 Dale Brander 12,000 Kate Foster 12,000 Chris McFarlane 12,000 Kara Bertoncini 12,000 Nick Bennett 12,000	Option exercise price of \$0.25 per Option	Options for services rendered and Employee Options issued under the Company's Employee Share Scheme	\$Nil (non-cash) Calculated by the company using black scholes valuation method
09/06/2016	21,984,307	Shares	Shares issued under a pro-rata rights issue	\$0.12 per Share (representing a nil discount to the closing price on the date of the issue)	Expanding point of delivery into the US and UK, building a SaaS platform, building Native App, accelerating global marketing roll out and major enhancement of interactive video platform and additional working capital	\$2,638,117 (cash)
09/06/2016	10,992,153	Listed Options exercisable at \$0.25 on or before 31 December 2017	Options issued under a pro-rata rights issue	Option exercise price of \$0.25 per Option	Free attaching options attached to issue of Shares	\$Nil (non-cash) Calculated by the company using black scholes valuation method
30/06/2016	100,000	Shares	Shares issued for services rendered by Christopher MacDonald	\$0.25 per Share	Shares for services rendered	\$25,000 (non-cash)
30/06/2016	116,875	Shares	Shares issued for services rendered by Christopher MacDonald	\$0.20 per Share	Shares for services rendered	\$23,375 (non-cash)

Date of issue	Number of equity securities issued	Class and summary of terms of equity securities	Names of persons who received securities or basis on which those person was determined	Price and discounts to market price (if any) of equity securities issued	Use of funds/non-cash consideration	Amount of cash or non-cash consideration
30/06/2016	200,000	Unlisted Options exercisable at \$0.25 on or before 31 December 2017	Options issued for services rendered by Christopher MacDonald	Option exercise price of \$0.25 per Option	Options for services rendered	\$Nil (non-cash) Calculated by the company using black scholes valuation method
30/06/2016	1,400,000	Listed Options exercisable at \$0.25 on or before 31 December 2017	CPS Capital Group Pty Ltd 420,000 WLP Investments Pty Ltd 120,000 Dr Dale Maurice Raynes 120,000 Mrs Heather Soucik <HMS Account> 700,000	Option exercise price of \$0.25 per Option	Options for services rendered	\$Nil (non-cash) Calculated by the company using black scholes valuation method
30/06/2016	6,314,732	Shares	Sandy Slessar 2,500,000 Clive Riesam & Judith Riesam <Superannuation Fund A/C> 600,447 Sapsford Financial Services Pty Ltd 2,500,000 A P Reyem Pty Ltd 714,285	\$0.14 per Share (representing a nil discount to the closing price on the date of the issue)	Expanding point of delivery into the US and UK, building a SaaS platform, building Native App, accelerating global marketing roll out and major enhancement of interactive video platform and additional working capital	\$884,062 (cash)
6/10/2016	175,000	Shares	Maul Pty Ltd	\$0.20 per Share	Shares for services rendered	\$35,000 (non-cash)

Date of issue	Number of equity securities issued	Class and summary of terms of equity securities	Names of persons who received securities or basis on which those person was determined	Price and discounts to market price (if any) of equity securities issued	Use of funds/non-cash consideration	Amount of cash or non-cash consideration
6/10/2016	635,790	Shares	A P Reyem Pty Ltd 119,048 Sapsford Financial Services Pty Ltd 416,667 Clive Riesam & Judith Riesam <Superannuation Fund A/C> 100,075	\$0.14 per Share	Shares for services rendered	\$89,010 (non-cash)
6/10/2016	660,000	Shares	Abbey West Capital Pty Ltd	\$0.12 per Share	Shares for services rendered	\$79,200 (non-cash)
6/10/2016	223,500	Shares	Shares issued to Andy Corner under the Loan Share Plan	\$0.26 per Share	Shares approved by shareholders at AGM	\$58,110 (non-cash)
6/10/2016	309,000	Shares	Shares issued to Andy Corner under the Loan Share Plan	\$0.18 per Share	Shares approved by shareholders at AGM	\$55,620 (non-cash)
6/10/2016	361,500	Shares	Shares issued to Andy Corner under the Loan Share Plan	\$0.19 per Share	Shares approved by shareholders at AGM	\$68,685 (non-cash)
6/10/2016	486,500	Shares	Shares issued to Andy Corner under the Loan Share Plan	\$0.22 per Share	Shares approved by shareholders at AGM	\$107,030 (non-cash)
6/10/2016	361,500	Shares	Shares issued to Andy Corner under the Loan Share Plan	\$0.16 per Share	Shares approved by shareholders at AGM	\$57,840 (non-cash)
6/10/2016	486,500	Shares	Shares issued to Andy Corner under the Loan Share Plan	\$0.12 per Share	Shares approved by shareholders at AGM	\$58,380 (non-cash)
6/10/2016	766,928	Listed Options exercisable at \$0.25 on or before 31 December 2017	A P Reyem Pty Ltd 416,667 Clive Riesam & Judith Riesam <Superannuation Fund A/C> 350,261	Option exercise price of \$0.25 per Option	Options for services rendered	\$Nil (non-cash) Calculated by the company using black scholes valuation method

Schedule 6 Notice of nomination

19 October 2016

The Directors
Big Un Limited
Level 20, 1 Market Street
Sydney NSW 2000

Dear Sirs,

RE: Notice of Nomination of Auditor in accordance with Section 328B of the Corporations Act 2001 (Cth)

The undersigned, being a shareholder of BIG Un Limited ("the Company"), hereby gives written notice pursuant to Section 328B of the Corporations Act 2001 (Cth) of the nomination of Graham Swan from Rothsay Resources for appointment as auditor of the Company at the forthcoming Annual General Meeting.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'A Meyer', with a stylized flourish at the end.

Anthony Meyer
Director
A P Reyem Pty Ltd

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Big Un Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Big Un Limited (ABN 86 106 399 311) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm on Monday, 28 November 2016 at Ecovis Clark Jacobs, L20, 1 Market Street, Sydney, NSW, 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

1 Adoption of Remuneration Report

For Against Abstain*

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

2 Re-election of Hugh Massie as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-election of Sonia Thurston as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Ratification of Prior Issue of 4,963,905 Shares and 4,116,928 Options to Consultants and Professional Service Providers

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Ratification of Prior Issue of 6,314,732 Shares in conjunction with the Capital Raise in June 2016

For Against Abstain*

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

6 Issue of Shares and attaching free options to related party – 5G Capital Investments Pty Ltd

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

7 Approval for Additional Placement Capacity

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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8 Appointment of Auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Saturday, 26 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Big Un Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**