

# **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 2017 Annual Report may obtain a copy from the Company's website [www.bigreviewtv.com](http://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

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Notice is given that the Annual General Meeting ('AGM') of Big Un Limited ACN 106 399 311 ('The Company') will be held at 2:30pm (AEDT) on 20 November 2017 at the Grace Hotel (Pinaroo 5 Room, Level 1), 77 York 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 2017 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 2017.

### 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 2017."*

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 Brandon Evertz as a Director

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

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

### 4. Resolution 3 - Ratification of Prior Issue of 11,604,346 Shares and 4,120,000 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 11,604,346 Shares and 4,120,000 Options on the terms set out in the Explanatory Memorandum."*

A voting exclusion statement is set out below.

### 5. Resolution 4 – Approval of issue of 4,594,928 Shares to The Intermedia Group Pty Ltd

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

*"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 4,594,928 Shares on the terms set out in the Explanatory Memorandum."*

A voting exclusion statement is set out below.

### 6. Resolution 5 – Approval of issue of 1,791,667 Shares and 1,200,000 Options to Tatmarni Pty Ltd

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

*"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 1,791,667 Shares and 1,200,000 Options on the terms set out in the Explanatory Memorandum."*

A voting exclusion statement is set out below.

## **7. Resolution 6 – Approval of issue of 2,000,000 Options to Mila Investment Co Pty Ltd ATF Mila Investment**

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

*"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 2,000,000 Options on the terms set out in the Explanatory Memorandum."*

A voting exclusion statement is set out below.

## **8. Resolution 7 - 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.

## **9. Resolution 8 - 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.

## **10. Resolution 9 – Increase in Non-Executive Directors' Fee Pool**

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

*"That, for the purposes of ASX Listing Rule 10.17, rule 14.11 of the Company's constitution and for all other purposes, the maximum aggregate amount of Directors' fees payable to non-executive Directors be increased by \$100,000 from \$200,000 to a maximum of \$300,000 per annum."*

A voting exclusion statement is set out below.

## **11. Resolution 10 – Issue of Performance Options to Related Party – Hugh Massie**

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

*"That, for the purposes of Chapter 2E of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the Company to issue up to 500,000 Performance Options to Hugh Massie, or his nominee(s), on the terms set out in the Explanatory Memorandum."*

A voting exclusion statement is set out below.

## 12. Resolution 11 – Issue of Performance Options to Related Party – Brandon Evertz

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

*“That, for the purposes of Chapter 2E of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the Company to issue up to 1,500,000 Performance Options to Brandon Evertz, or his nominee(s), on the terms set out in the Explanatory Memorandum.”*

A voting exclusion statement is set out below.

## 13. Resolution 12 – Issue of Performance Options to Related Party – Sonia Thurston

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

*“That, for the purposes of Chapter 2E of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the Company to issue up to 1,500,000 Performance Options to Sonia Thurston, or her nominee(s), on the terms set out in the Explanatory Memorandum.”*

A voting exclusion statement is set out below.

## 14. Resolution 13 – Issue of Performance Options to Related Party – Richard Evertz

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

*“That, for the purposes of Chapter 2E of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the Company to issue up to 2,000,000 Performance Options to Richard Evertz, or her nominee(s), on the terms set out in the Explanatory Memorandum.”*

A voting exclusion statement is set out below.

## 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"><li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li><li>(b) a Closely Related Party of such member.</li></ul> <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"><li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li><li>(b) the voter is the chair of the meeting and the appointment of the chair as proxy<ul style="list-style-type: none"><li>(i) does not specify the way the proxy is to vote on this Resolution; and</li><li>(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.</li></ul></li></ul>

#### 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:

<b>Resolution</b>	<b>Persons excluded from voting</b>
Resolution 3 – Ratification of Prior Issue of Securities	Barton Place Holdings Pty Ltd, Gajah Investments Pty Ltd aft Gajah Trust No 5 Account, Fernkent Pty Ltd, St John Street Pty Ltd, Smokinale Pty Ltd, Will Clark, Sandra Slessar, The Intermedia Group Pty Ltd, B Walker & Company Accountant Pty Ltd aft B Walker & Company Trading Trust, Pricemaker Limited, L Graham Trustees Ltd + ERCA Trustees (LG) LTD <L Graham A/C>, Jeremy Evans, Abbey-Gail Flanagan, Madeleine Croft, Lauren Fisk, Tatmarni Pty Ltd, Nicholas Bennett, Michael Callan, Ryan Gardner, Aaron Daniel Whyte, Bald Box Pty Ltd, Mila Investment Co Pty Ltd AFT Mila Investment, Hairy Rock Pty Ltd.
Resolution 4 – Approval of Issue of Securities	The Intermedia Group Pty Ltd or its nominee(s).
Resolution 5 - Approval of Issue of Securities	Simon Grover, Tatmarni Pty Ltd or its nominee(s).
Resolution 6 - Approval of Issue of Securities	Mila Investment Co Pty Ltd ATF Mila Investment or its nominee(s).
Resolution 7 – Issue of Shares and Options to Related Parties	Hugh Massie, 5G Capital Investments Pty Ltd or its nominee(s).
Resolution 8 – 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.
Resolution 9 – Increase in Non-Executive Directors' Fee Pool	A Director of the Company.
Resolution 10 to 13 – issue of Performance Options to Related Parties	<p>Any director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought.</p> <p>The Company will also disregard any votes cast on Resolutions 7 to 10 by a member of the Key Management Personnel or their Closely Related Parties as proxy for another person where the proxy form does not specify how the proxy is to vote, with the exception that votes cast by the Chairman as proxy appointed in writing, in accordance with a direction on the proxy form to vote as the proxy decides, will not be excluded.</p>

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  
20 October 2017

# General Information

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## 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 16 November 2017.

## 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 2:30pm (AEDT) on Monday 20 November 2017.

### 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](http://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 1:45pm (AEDT) on the day of the AGM.

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

# Explanatory Memorandum

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## 1. Consideration of the 2017 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 2017 which is enclosed with the Notice of Meeting (if you have elected to receive a hard copy) and is also available online at [www.bigunlimited.com.au](http://www.bigunlimited.com.au); and
- (b) ask questions about or make comment on the management of the Company.

The chair of the Meeting will allow a 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 2017.

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 2017 ("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 Brandon Evertz**

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. Brandon Evertz will retire by rotation and seeks re-election.

Brandon was appointed as a Director in December 2014. Big Review TV is Brandon's brainchild. Inspired by his father's business success, and aspiring to capitalise on his creativity, Brandon rose to a challenge to create a unique Internet based business concept that not only leveraged internet usage trends but also withstood tough business start-up revenue generation requirements. Brandon has placed himself at the sharp end of the business and been personally responsible for trials of the Group's business model, video direction and production and sales. Brandon's passion for Big Review TV and his experience of what works and why, make him a unique and highly valuable team member.

***Directors' Recommendation: The Board (other than Brandon Evertz) recommends the re-election of Brandon Evertz. The Chairman of the Meeting intends to vote all undirected proxies in favour of the re-election of Brandon Evertz.***

## **4. Resolution 3: Ratification of Prior Issue of 11,604,346 Shares and 4,120,000 Options to Consultants and Professional Service Providers**

BIG issued Shares and Options to unrelated parties of the Company, set out in sections 4.2(a) and 4.2(b), within the 15% annual limit permitted by ASX Listing Rule 7.1 and therefore without the need for Shareholder approval.

By issuing these Shares and Options 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 3 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.

### 4.1 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 Shares and Options 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.



#### 4.2 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 and Options in relation to Resolution 3.

- (a) Set out in the table below are the number of Shares issued, the names of the parties to whom those Shares were issued and the issue price:

Date	Number of Shares Issued	Shares Issued To:	Deemed issue Price Per Share
04/11/2016	15,000	Barton Place Holdings Pty Ltd	\$ 0.20
04/11/2016	12,000	Barton Place Holdings Pty Ltd	\$ 0.25
04/11/2016	10,000	Barton Place Holdings Pty Ltd	\$ 0.30
17/03/2017	1,000,000	Gajah Investments Pty Ltd ATF Gajah Trust No 5 account	\$ 0.20
17/03/2017	150,000	Fernkent Pty Ltd	\$ 0.20
17/03/2017	100,000	St John Street Pty Ltd	\$ 0.20
17/03/2017	266,667	Smokinale Pty Ltd	\$ 0.15
17/03/2017	510,000	Will Clark	\$ 0.12
17/03/2017	416,667	Sandra Slessar	\$ 0.12
31/03/2017	3,261,595	The Intermedia Group Pty Ltd	\$ 0.20
31/03/2017	1,000,000	Gajah Investments Pty Ltd ATF Gajah Trust No 5 account	\$ 0.20
31/03/2017	510,000	Will Clark	\$ 0.12
31/03/2017	250,000	Smokinale Pty Ltd	\$ 0.20
31/03/2017	265,317	Sandy Slessar	\$ 0.38
31/03/2017	54,054	B Walker & Company Accountant Pty Ltd ATF B Walker & Company Trading Trust	\$ 0.37
31/03/2017	25,000	Barton Place Holdings Pty Ltd	\$ 0.40
13/04/2017	100,000	Smokinale Pty Ltd	\$ 0.20
13/04/2017	166,667	Smokinale Pty Ltd	\$ 0.15
07/07/2017	120,000	Pricemaker Limited	\$ 0.42
07/07/2017	255,000	Will Clark	\$ 0.12
07/07/2017	208,333	L Graham Trustees LTD + ERCA Trustees (LG) LTD <L Graham A/C>	\$ 0.12
07/07/2017	5,000	Jeremy Evans	\$ 0.12
07/07/2017	5,000	Abbey-Gail Flanagan	\$ 0.12
07/07/2017	5,000	Madeleine Croft	\$ 0.12
07/07/2017	5,000	Lauren Fisk	\$ 0.12
07/07/2017	625,000	Tatmarni Pty Ltd	\$ 0.20
07/07/2017	83,333	Nicholas Bennett	\$ 0.30
07/07/2017	16,700	Michael Callan	\$ 0.70

14/07/2017	255,000	Will Clark	\$ 0.12
14/07/2017	208,334	L Graham Trustees LTD + ERCA Trustees (LG) LTD <L Graham A/C>	\$ 0.12
01/09/2017	3,846	Ryan Gardner	\$ 1.30
01/09/2017	12,500	Aaron Daniel Whyte	\$ 0.40
08/09/2017	175,000	Bald Box Pty Ltd	\$ 0.60
22/09/2017	175,000	Bald Box Pty Ltd	\$ 0.60
06/10/2017	1,333,333	The Intermedia Group Pty Ltd	\$ 0.90

The Shares issued are 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 Autogen technology.

- (b) Set out in the table below are the number of Options issued and the persons to whom those Options were issued:

Date	Number of Options Issued	Options Issued To:	Option Terms:
31/03/2017	640,000	Gajah Investments Pty Ltd ATF Gajah Trust No 5 account	Unlisted Options with exercise price \$0.25, expiring 31/12/2018
31/03/2017	1,000,000	Mila Investment Co Pty Ltd ATF Mila Investment	Unlisted Options with exercise price \$0.25, expiring 31/12/2018
11/04/2017	1,480,000	Hairy Rock Pty Ltd	Unlisted Options with exercise price \$0.25, expiring 31/12/2018
07/07/2017	1,000,000	Mila Investment Co Pty Ltd ATF Mila Investment	Unlisted Options with exercise price \$0.25, expiring 31/12/2018

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 issued to Gajah Investments Pty Ltd ATF Gajah Trust No 5 Account and Hairy Rock Pty Ltd were for nil consideration. No funds were raised from the issue of these Options. The intended use of the funds raised if the 2,120,000 Options are exercised is the general working capital requirements of the Company.

The Options issued to Mila Investment Co Pty Ltd ATF Mila Investment were issued for consideration of \$0.025 per option (total \$50,000). The funds raised from the issue of these options were used to fund the general working capital requirements of the Company. The intended use of the funds raised if the 2,000,000 options are exercised is also for the general working capital requirements of the Company.

The options terms are set out at Schedule 2.

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.***

## 5. Resolutions 4 to 6: Approval of the Issue of Shares and Options to Consultants and Professional Service Providers

### 5.1 Introduction

Subject to shareholder approval, BIG has agreed to issue the following Shares and Options to unrelated parties of the Company for the purposes as detailed in the table in 5.2 below.

During the 2017 Financial Year the BIG purchased BHA Media Pty Ltd from the Intermedia Group Pty Ltd. As part of the terms of the acquisition (and announced to the market on 30 November 2016) 50% of the shares equity component of the purchase consideration were issued on completion of the purchase. Subject to meeting the performance measures under the contract, the remaining 50% of the equity component is due to be issued by 31 October 2018.

Similarly, on 29 September 2017, BIG purchased Food and Beverage Media Pty Ltd from the Intermedia Group Pty Ltd. As part of the terms of the acquisition (and announced to the market on 29 September 2017) 50% of the shares equity component of the purchase consideration were issued on completion of the purchase. Subject to meeting the performance measures under the contract, the remaining 50% of the equity component is due to be issued by 31 October 2018.

Resolution 4 seeks Shareholder approval for the issue of 4,594,928 Shares to The Intermedia Group Pty Ltd.

Resolution 5 seeks Shareholder approval for the issue of up to 1,791,667 shares and 1,200,000 options to Simon Grover (or his nominee) for services rendered. Resolution 6 seeks Shareholder approval of the issue of up to 2,000,000 options to Mila Investment Co Pty Ltd ATF Mila Investment for services rendered.

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 the amount that represents 15% of the total 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 agreed to issue, within the approval of shareholders under ASX Listing Rule 7.1, will not count towards the 15% in 12 months limitation. The Shares and Options proposed to be issued under this resolution will be "equity securities" for the purposes of ASX Listing Rule 7.1. By issuing these shares and options with Shareholder approval, these Shares and Options will not form part of the 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

### 5.2 Information Required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the proposed issue of shares is as follows:

Shares Issued To:	Purpose	Number of Shares Issued	Deemed issue Price Per Share
The Intermedia Group Pty Ltd	Second Tranche of the BHA Media Pty Ltd acquisition	3,261,595	\$ 0.20
The Intermedia Group Pty Ltd	Second Tranche of the Food and Beverage Media Pty Ltd acquisition.	1,333,333	\$ 0.90
Tatmarni Pty Ltd	Shares for services rendered by Simon Grover	1,791,667	\$ 0.20

The Shares will be issued as fully paid ordinary shares in the Company and will rank pari passu with existing shares on issue. No shares will be issued to a related party of the Company.

ASX Listing Rule 7.3.2 requires that any securities issued pursuant to Shareholder approval under Listing Rule 7.1 must be issued no later than 3 months after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

The Company has applied for an ASX waiver to permit the securities proposed to be issued under Resolution 4 to be issued outside the three month period, and by no later than 31 October 2018. If the waiver is not granted prior to the Meeting, the Company will withdraw Resolution 4 from the agenda of the AGM.

The securities proposed to be issued under Resolution 5 and 6 will be issued no later than 3 months after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

No funds will be raised from the issue of the Shares, however 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 Autogen technology.

In accordance with ASX Listing Rule 7.3, the proposed issue of options is as follows:

Options Issued To:	Number of Options Issued	Option Terms:
Tatmarni Pty Ltd or nominee	300,000	Unlisted Options with exercise price \$0.20, expiring 31/12/2017
Tatmarni Pty Ltd or nominee	300,000	Unlisted Options with exercise price \$0.25, expiring 31/12/2017
Tatmarni Pty Ltd or nominee	300,000	Unlisted Options with exercise price \$0.30, expiring 31/12/2017
Tatmarni Pty Ltd or nominee	300,000	Unlisted Options with exercise price \$0.35, expiring 31/12/2017
Mila Investment Co Pty Ltd ATF Mila Investment	2,000,000	Unlisted Options with exercise price \$0.25, expiring 31/12/2018

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 securities will be issued no later than 3 months after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

No funds will be raised from the issue of the above shares to Simon Grover or his nominee. Total funds of \$100,000 will be raised from the issue of shares to Mila Investment Co Pty Ltd ATF Mila Investment. The intended use of the funds raised if the 3,120,000 Options are exercised is the general working capital requirements of the Company.

The option terms are set out at Schedule 2.

***Directors recommendation: The Board unanimously recommends that Shareholders vote in favour of Resolutions 4, 5 and 6. 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.***

***Resolutions 4, 5 and 6 are an ordinary resolutions. The Chairman intends to exercise all available proxies in favour of Resolutions 4, 5 and 6.***

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

### 6.1 Introduction

By Resolution 7, 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 services provided by Mr Hugh Massie to the Company during the 2016 financial year.

The proposed issue of these Shares and Options was originally approved by shareholders at the 2016 Annual General Meeting (with 99.1% of Shareholders voting in favour). These Shares and Options were not issued within 1 month after Shareholders approving the resolution at the Company's 2016 Annual General Meeting, such that Shareholder approval must be sought at this Annual General Meeting.

The number of Shares and Options for which Shareholder approval is being sought is fixed and is the same number for which approval was previously obtained.

The share price at the time the services were provided was \$0.09 per share. The share price at the time that the original shareholder approval was sought was \$0.14 per share. The current share price is \$1.97.

The Company is now seeking shareholder approval to issue these Shares and Options to Hugh Massie to remunerate him for his consultancy services during the 2016 financial year on the same terms as originally provided for in the 2016 AGM.

## 6.2 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 Options to 5G Capital Investments Pty Ltd pursuant to Resolution 7 is on arm's length terms in all of the circumstances, noting that the deemed issue price of the Shares is \$0.14 per share, being the market price as at the date that the services were provided and original shareholder approval sought. The issue of Options is consistent with other issues to consultants throughout the 2016 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 7.

Shareholder approval for Resolution 7 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.

## 6.3 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 securities proposed to be issued under Resolution 7 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.
- (b) The maximum number of securities to be issued to 5G Capital Investments Pty Ltd is 250,000 Shares and 1,000,000 Options.
- (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 7 will be issued at a deemed issue price \$0.14 per share, being the market price of the Company's Shares as at the date that the services were provided and original Shareholder approval sought.
- (e) The Shares to be issued under Resolution 7 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 on 30 November 2018. The options are subject to the exercise price and expiry date listed above and the option terms set out at Schedule 2.
- (f) There will not be any funds raised under the issue. The securities proposed to be issued under Resolution 7 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 7. Hugh Massie declines to make a recommendation to Shareholders in relation to Resolution 7 as he has a material personal interest in the outcome of Resolution 7. Hugh Massie and his associates will not be entitled to vote on Resolution 7.***

## 7. Resolution 8: 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 8, 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 8 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).

### 7.1 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 140,222,355 Shares and therefore has a capacity to issue:

- (a) 21,033,353 Equity Securities under Listing Rule 7.1; and
- (b) subject to Shareholders approving this Resolution, 14,022,236 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.

#### 7.2 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 28 November 2016.

#### 7.3 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.

#### 7.4 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:

Number 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 \$0.985 (being 50% decrease in the current issue price)	Funds Raised on issue price of \$1.97 (being the current issue price)	Funds raised based on issue price of \$2.955 (being 50% increase in the current issue price)
140,222,355 (Current)	14,022,235	\$ 13,811,901	\$ 27,623,803	\$ 41,435,704
210,333,533 (50% Increase)	21,033,353	\$ 21,033,353	\$ 41,435,705	\$ 62,153,558
280,444,711 (100% Increase )	28,044,471	\$ 28,044,471	\$ 55,247,608	\$ 82,871,412

\* 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 6 October is 140,222,355;
- (ii) The current issue price stated is the closing price of the Shares on the ASX as at 16 October 2017 of \$1.97;
- (iii) The Company issues, or agrees to issue, the maximum number of Equity 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:
  - (iii) The fundraising methods available to the Company, including but not limited to, rights issue or other issue which may minimise dilution to Shareholders.
  - (iv) In the case of an asset or investment acquisition, the nature and circumstances of the acquisition.
  - (v) The effect of the issue of the Equity Securities on the control of the Company.



- (vi) The financial situation and solvency of the Company.
- (vii) Advice from corporate, financial and broking advisers (if applicable).
- (viii) 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 investors, 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 24,472,925, representing approximately 20.36% 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 3 to this Explanatory Memorandum.

Where the Company issues Equity Securities in consideration for services rendered, both the number of shares and the issue price are determined at the time that the agreement for services is negotiated, however the Equity Securities are not issued until a later period when the services have been completed.

A number of the Equity Securities issued by the Company throughout the prior twelve months relate to agreements made early in the 2017 financial year. Both the total consideration for services rendered and the price for the share issue was agreed at this time. The share price at 30 June 2016 was \$0.105 and at 31 December 2016 was \$0.23 and all share issues during the period reflect a share price at or at a premium to the market price at the time of agreement.

The discount between the agreed share issue price reflects the movement in share price between the date of the agreement for the services rendered and the date of issue.

None of these issues were made under Listing Rule 7.1A.

- (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.***

## **8. Resolution 9: Increase in Non-Executive Directors' Fee Pool**

The Company is seeking Shareholder approval to increase the maximum aggregate remuneration paid to non-Executive Directors of the Board by \$100,000 from \$200,000 to \$300,000 per annum.

In accordance with rule 14.11 of the Constitution and ASX Listing Rule 10.17, the limit on total aggregate remuneration that may be paid to non-executive Directors is fixed by ordinary resolution of a general meeting of Shareholders.

The Company's non-executive directors are remunerated for the services from a maximum aggregate amount of \$200,000. The current limit of \$200,000 was approved by Shareholders at the 2008 Annual General Meeting. The remuneration of each director for the year ended 30 June 2017 is detailed in the Company's 2017 Annual Report. The Board considers that it is reasonable and appropriate to seek an increase in the remuneration pool for non-executive Directors for the following reasons:

- (a) to give the Board strategic flexibility to appoint additional non-executive Directors;

- (b) expected growth of the Company and increased responsibility for non-executive Directors;
- (c) non-executive Director fees may in the future need to be increased to retain Directors; and
- (d) to attract new Directors of a calibre required to effectively guide and monitor the business of the Company.

The maximum aggregate amount of fees payable to Directors has not increased since in the 2008 Annual General Meeting. It is not intended to fully utilise the increased aggregate amount of fees in the immediate future.

No securities were issued to a non-executive director under ASX Listing Rules 10.11 or 10.14 within the last three years.

***Director's Recommendation: The Board abstains from making a recommendation to Shareholders in relation to this resolution. If the Chair of the Meeting is appointed as proxy, but the proxy form does not direct the Chair on 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.***

## 9. Resolutions 10 to 13: Issue of Performance Options to Related Parties

### 9.1 Introduction

Resolutions 8 to 11 seek Shareholder approval in accordance with Listing Rule 10.14 and Chapter 2E of the Corporations Act for the issue of Options to each of the Directors, Hugh Massie, Brandon Evertz and Sonia Thurston, or any of their nominees under the Employee Share Option Plan (approved at the Company's 2015 Annual General Meeting) (**Performance Options**). The Company also proposes to issue Performance Options to the Company's CEO, Richard Evertz, or his nominee under the Employee Share Option Plan.

The performance conditions require that the Company meet its financial KPI's for the relevant quarter. The financial KPI's relate to financial year turnover targets (excluding cash raised from share placements). These financial KPI's for the 2018 financial year were chosen as they represent the key driver of shareholder value and reflect the long term success of the business. Provided the turnover targets are met, the Performance Options will be issued for no consideration and will be issued on the following terms:

- Exercise Price to be calculated as 87.5% of the Volume Weighted Average Price at the end of the quarter to which the Options Relate
- Expiry Date to be 24 months from the grant of the options.

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 number of Performance Options that may be issued to Hugh Massie, Brandon Evertz, Sonia Thurston, and Richard Evertz in relation to the 2018 financial year targets and pursuant to this resolution is set out in the table below:

Non Executive Director	Quarter	Maximum Number of Performance Options for which approval is sought
Hugh Massie	September 2017 Quarter	125,000
	December 2017 Quarter	125,000
	March 2018 Quarter	125,000
	June 2018 Quarter	125,000

Participating Executive	Cash Revenue Targets	Number of Options Awarded if Targets Achieved
Brandon Evertz	<u>September 2017 Quarter<sup>1</sup></u>	
	\$12,000,000 – 13,999,999	150,000
	\$14,000,000 - \$15,999,999	225,000
	\$16,000,000 and above	375,000
	<u>December 2017 Quarter</u>	
	\$16,000,000 – 17,999,999	150,000
	\$18,000,000 - \$19,999,999	225,000
	\$20,000,000 and above	375,000
	<u>March 2018 Quarter</u>	
	\$20,000,000 – 21,999,999	150,000
	\$22,000,000 - \$23,999,999	225,000
	\$24,000,000 and above	375,000
Sonia Thurston	<u>September 2017 Quarter</u>	
	\$12,000,000 – 13,999,999	150,000
	\$14,000,000 - \$15,999,999	225,000
	\$16,000,000 and above	375,000
	<u>December 2017 Quarter</u>	
	\$16,000,000 – 17,999,999	150,000
	\$18,000,000 - \$19,999,999	225,000
	\$20,000,000 and above	375,000
	<u>March 2018 Quarter</u>	
	\$20,000,000 – 21,999,999	150,000
	\$22,000,000 - \$23,999,999	225,000
	\$24,000,000 and above	375,000
Richard Evertz	<u>September 2017 Quarter</u>	
	\$12,000,000 – 13,999,999	200,000
	\$14,000,000 - \$15,999,999	300,000
	\$16,000,000 and above	500,000
	<u>December 2017 Quarter</u>	
	\$16,000,000 – 17,999,999	200,000
	\$18,000,000 - \$19,999,999	300,000
	\$20,000,000 and above	500,000
	<u>March 2018 Quarter</u>	
	\$20,000,000 – 21,999,999	200,000
	\$22,000,000 - \$23,999,999	300,000
	\$24,000,000 and above	500,000
	<u>June 2018 Quarter</u>	
	\$20,000,000 – 21,999,999	200,000
	\$22,000,000 - \$23,999,999	300,000
	\$24,000,000 and above	500,000

<sup>1</sup> The Cash Revenue for the Company for the quarter ended 30 September 2017 was \$14.99m.

## 9.2 Requirement for Shareholder approval

### Chapter 2E

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- (a) The giving of the financial benefit falls within one of the exceptions to the provision; or
- (b) Prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes directors of a company.

Financial benefit is broadly defined 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.

Hugh Massie, Brandon Evertz and Sonia Thurston are Directors of the Company and therefore related parties of the Company, and the issue of the Performance Options to them or their nominees constitutes the provision of a financial benefit for the purposes of Chapter 2E of the Corporations Act. Richard Evertz is the father of Brandon Evertz and therefore a related party of the Company, and the issue of the Performance Options to him or his nominee constitutes the provision of a financial benefit for the purposes of Chapter 2E of the Corporations Act.

The Directors consider that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required as the issue of Performance Options forms part of the reasonable remuneration of the related party pursuant to section 2111 of the Corporations Act.

### Listing Rule 10.14

In accordance with Listing Rule 10.14, the Company must not permit a Director or any of his associates to acquire securities under an employee incentive scheme unless it obtains Shareholder approval.

Pursuant to Listing Rule 7.2 exception 14, as Shareholder approval is being sought under Listing Rule 10.14, approval is not required under Listing Rule 7.1. Accordingly, the proposed issue of Performance Options will not be included in the Company's 15% annual limit permitted by Listing Rule 7.1.

## 9.3 Information required by Listing Rule 10.15A

For the purposes of Listing Rule 10.15A, the following information is provided about the proposed issue:

- (a) Hugh Massie, Brandon Evertz and Sonia Thurston are Directors. Richard Evertz is the father of Brandon Evertz and is a related party of the Company due to his relationship with Brandon Evertz.
- (b) The maximum number of securities to be issued is set out as follows:
  - (i) Hugh Massie: 500,000 Options
  - (ii) Brandon Evertz: 1,500,000 Options
  - (iii) Sonia Thurston: 1,500,000 Options
  - (iv) Richard Evertz: 2,000,000 Options
- (c) The issue price of the Performance Options is nil. The exercise price will be calculated as 87.5% of the VWAP for the Company's shares over the 20 trading days up to and including the last day of the end of the quarter to which the Performance Options relate. The options will have a 24 month expiry date from the date of issue.
- (d) Shareholder approval to issue securities under the Employee Share Option Plan was given at the 2015 Annual General Meeting on 28 November 2016. Since that date, the Company has issued the following securities to the Directors and Richard Evertz at the following deemed issue price.

Shares in Lieu of Salary:

Executive	Number of Remuneration Shares	Fair Value	Date Issued
Brandon Evertz	626,667	\$ 94,000	24 December 2015
Richard Evertz	747,667	\$ 112,000	24 December 2015
Sonia Thurston	626,667	\$ 94,000	24 December 2015
<b>Total</b>	<b>2,000,001</b>	<b>\$ 300,000</b>	

Options Issued under the ESOP:

<b>Executive</b>	<b>Number of Remuneration Shares</b>	<b>Fair Value</b>	<b>Date Issued</b>
Brandon Evertz	1,000,000	\$ 60,600	24 December 2015
Richard Evertz	1,500,000	\$ 90,900	24 December 2015
Sonia Thurston	1,000,000	\$ 60,600	24 December 2015
Andrew Corner	750,000	\$ 45,450	24 December 2015
<b>Total</b>	<b>4,250,000</b>	<b>\$ 257,550</b>	

- (e) All Directors of the Company and Richard Evertz are entitled to participate in the Employee Share Option Plan.
- (f) A voting exclusion statement is included in the Notice.
- (g) There are no loans provided to the participants in relation to the acquisition of Performance Options under the Employee Share Option Plan.
- (h) Details of any securities issued under the Employee Share Option Plan will be published in each annual report of the entity relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under Listing Rule 10.14.
- (i) Any additional persons who become entitled to participate in the Employee Share Option Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under Listing Rule 10.14.
- (j) The Performance Options will be issued under the Employee Share Option Plan within 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

***Directors' Recommendation: The Directors, other than the Director receiving Performance Options under each of Resolutions 10 to 13 consider the issue of Performance Options reasonable in the circumstances for the reason set out in 9.2 and recommend that Shareholders vote in favour of Resolutions 10 to 13.***

***Hugh Massie declines to make a recommendation to Shareholders in relation to Resolution 10 as he has a material personal interest in the outcome of Resolution 10. Hugh Massie and his associates will not be entitled to vote on Resolution 10.***

***Brandon Evertz declines to make a recommendation to Shareholders in relation to Resolution 11 as he has a material personal interest in the outcome of Resolution 11. Brandon Evertz and his associates will not be entitled to vote on Resolution 11.***

***Sonia Thurston declines to make a recommendation to Shareholders in relation to Resolution 12 as she has a material personal interest in the outcome of Resolution 12. Sonia Thurston and her associates will not be entitled to vote on Resolution 12.***

## Schedule 1      Definitions

<b>“\$”</b>	Australian dollars unless otherwise stated
<b>Additional 10% Placement Facility</b>	has the meaning given in resolution 9 of this Explanatory Memorandum.
<b>ASX</b>	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
<b>BIG or Company</b>	BIG Un Limited ABN 86 106 399 311
<b>Board</b>	means the board of Directors.
<b>Chairman</b>	means the Chairman of the Meeting.
<b>Closely Related Party</b>	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.
<b>Constitution</b>	means the constitution of the Company as amended.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) as amended.
<b>Director</b>	means a director of the Company.
<b>Equity Securities</b>	has the same meaning giving in the Listing Rules.
<b>Explanatory Memorandum</b>	means this explanatory memorandum.
<b>Key Management Personnel</b>	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).
<b>Listing Rules</b>	means the listing rules of the ASX.
<b>Meeting or Annual General Meeting</b>	means the meeting convened by this Notice (as adjourned from time to time).
<b>Notice</b>	means this notice of meeting.
<b>Option</b>	means an option to purchase a Share.
<b>Proxy Form</b>	means the proxy form attached to this Notice.
<b>Remuneration Report</b>	means the remuneration report of the Company included in the Directors Report section of the Company's Annual Report.
<b>Resolution</b>	means a resolution set out in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	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

<b>Options</b>	The Options are unlisted options over Shares.
<b>Entitlement</b>	<p>Each Option entitles the holder to subscribe for one Share upon:</p> <ol style="list-style-type: none"><li>1. exercise of the Option in accordance with these terms; and</li><li>2. payment of the Exercise Price.</li></ol>
<b>Expiry date</b>	An Option not exercised before 4:00 pm on the Expiry Date will automatically lapse.
<b>Ranking</b>	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.
<b>Exercise period</b>	Options may be exercised at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
<b>How to exercise an Option</b>	<p>The Options may be exercised during the Exercise Period by lodging with the Company:</p> <ol style="list-style-type: none"><li>1. Notice in writing to the Company in the form set out in Annexure B (<b>Notice of Exercise</b>);</li><li>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; and</li><li>3. if the Notice of Exercise of an Option is executed under a power of attorney, a certified copy of the relevant power of attorney.</li></ol> <p>The holder of an Option may only exercise an Option by strictly complying with these terms. Any other purported exercise is invalid.</p>
<b>Restrictions on exercise</b>	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.
<b>Date of exercise</b>	<p>The Notice of Exercise is only effective on and from the later of:</p> <ol style="list-style-type: none"><li>1. the date of receipt by the Company of the Notice of Exercise; and</li><li>2. 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.</li></ol>
<b>Timing of the issue of Shares</b>	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.
<b>Listing of Options</b>	The Options will not be listed.
<b>Quotation of Shares arising on exercise of Options</b>	<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>
<b>Dividends</b>	The Options confer no entitlement to participate in dividends.
<b>Reorganisation of capital</b>	<p>Following any reconstruction, consolidation, subdivision, reduction (by a cancellation of paid-up capital that is lost or not represented by available assets where no securities are cancelled), or return or pro rata cancellation of the issued capital of the Company:</p> <ol style="list-style-type: none"><li>1. the number and/or Exercise Price of Options will be adjusted in compliance with the</li></ol>



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 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
4/11/2016	15,000	Shares	Barton Place Holdings Pty Ltd	\$0.20	Shares for services rendered	\$3,000 (non-cash)
4/11/2016	12,000	Shares	Barton Place Holdings Pty Ltd	\$0.25	Shares for services rendered	\$3,000 (non-cash)
4/11/2016	10,000	Shares	Barton Place Holdings Pty Ltd	\$0.30	Shares for services rendered	\$3,000 (non-cash)
03/03/2017	11,145	Shares	Exercise of BIGO Options	\$ 0.25	Cash utilised for additional working capital	\$2,786 (cash)
17/03/2017	1,000,000	Shares	Gajah Investments Pty Ltd atf Gajah Trust No 5 account	\$ 0.20 (representing a 49% discount to market price) *	Shares for services rendered	\$200,000 (non-cash)
17/03/2017	150,000 100,000	Shares	Fernkent Pty Ltd St John Street Pty Ltd	\$ 0.20 \$ 0.20 (representing a 49% discount to market price) *	Purchase of shares in SME Global Pty Ltd	\$50,000 (non-cash)
17/03/2017	266,667	Shares	Smokinale Pty Ltd	\$ 0.15 (representing a 62% discount to market price) *	Shares for services rendered	\$40,000 (non-cash)
17/03/2017	510,000 416,667	Shares	Will Clark Sandy Slessar	\$ 0.12 \$ 0.12 (representing a 69% discount to market price) *	Shares for services rendered	\$111,200 (non-cash)

<b>Date of issue</b>	<b>Number of equity securities issued</b>	<b>Class and summary of terms of equity securities</b>	<b>Names of persons who received securities or basis on which those person was determined</b>	<b>Price and discounts to market price (if any) of equity securities issued</b>	<b>Use of funds/non-cash consideration</b>	<b>Amount of cash or non-cash consideration</b>
31/03/2017	3,261,595	Shares	The Intermedia Group Pty Ltd	\$ 0.20 (representing a 52% discount to market price) *	Shares paid towards the purchase price of BHA Media Pty Ltd	\$652,319 (non-cash)
31/03/2017	1,000,000	Shares	Gajah Investments Pty Ltd aft Gajah Trust No 5 Account	\$ 0.20 (representing a 52% discount to market price) *	Shares for services rendered	\$200,000 (non-cash)
31/03/2017	640,000	Unlisted Options exercisable at \$0.25 on or before 31/12/2018	Gajah Investments Pty Ltd aft Gajah Trust No 5 Account	Option exercise price of \$0.25 per option	Options issued for services rendered	\$Nil (non-cash) – Calculated by the company using the black scholes valuation method when granted
31/03/2017	510,000	Shares	Will Clark	\$0.12 (representing a 71% discount to market price) *	Shares for services rendered	\$61,200 (non-cash)
31/03/2017	250,000	Shares	Smokinale Pty Ltd	\$0.20 (representing a 52% discount to market price) *	Shares for services rendered	\$50,000 (non-cash)
31/03/2017	265,317	Shares	Sandy Slessar	\$0.38 (representing a 10% discount to market price) *	Shares for services rendered	\$100,820 (non-cash)
31/03/2017	54,054	Shares	B Walker & Company Accountant Pty Ltd aft B Walker & Company Trading Trust	\$0.37 (representing a 12% discount to market price) *	Shares for services rendered	\$20,000 (non-cash)

<b>Date of issue</b>	<b>Number of equity securities issued</b>	<b>Class and summary of terms of equity securities</b>	<b>Names of persons who received securities or basis on which those person was determined</b>	<b>Price and discounts to market price (if any) of equity securities issued</b>	<b>Use of funds/non-cash consideration</b>	<b>Amount of cash or non-cash consideration</b>
31/03/2017	25,000	Shares	Barton Place Holdings Pty Ltd	\$0.40 (representing a 5% discount to market price) *	Shares for services rendered	\$10,000 (non-cash)
31/03/2017	1,000,000	Unlisted Options exercisable at \$0.25 on or before 31/12/2018	Mila Investment Co Pty Ltd ATF Mila Investment	Option exercise price of \$0.25 per option	Cash utilised for additional working capital	\$25,000 (cash) – calculated by the Company using the Black Scholes valuation method when granted
31/03/2017	20,000	Unlisted Options exercisable at \$0.25 on or before 31/12/2018	Rosemary Wilkinson	Option exercise price of \$0.25 per option	Employee Options Issued under the Company's Employee Share Scheme	\$Nil (non-cash) – calculated by the Company using the Black Scholes valuation method when granted
31/03/2017	420	Shares	Exercise of BIGO Options	\$0.25	Cash utilised for additional working capital	\$105 (cash)
13/04/2017	174,304	Shares	Exercise of BIGUO Options	\$0.30	Cash utilised for additional working capital	\$59,291 (cash)
13/04/2017	1,480,000	Unlisted Options exercisable at \$0.25 on or before 31/12/2018	Hairy Rock Pty Ltd	\$ 0.25	Options Issued for services rendered	\$Nil (non-cash) – Calculated by the Company using black scholes valuation method when granted
13/04/2017	100,000	Shares	Smokinale Pty Ltd	\$0.20 (representing a 56% discount to market price) *	Shares for services rendered	\$20,000 (non-cash)
13/04/2017	166,667	Shares	Smokinale Pty Ltd	\$0.15 (representing a 67% discount to market price) *	Shares for services rendered	\$25,000 (non-cash)

<b>Date of issue</b>	<b>Number of equity securities issued</b>	<b>Class and summary of terms of equity securities</b>	<b>Names of persons who received securities or basis on which those person was determined</b>	<b>Price and discounts to market price (if any) of equity securities issued</b>	<b>Use of funds/non-cash consideration</b>	<b>Amount of cash or non-cash consideration</b>
13/04/2017	1,480,000	Shares	Exercise of Unlisted Options	\$ 0.25	Cash utilised for additional working capital	\$370,000 (cash)
28/04/2017	100,000	Shares	Exercise of Unlisted Options	\$ 0.25	Cash utilised for additional working capital	\$25,000 (cash)
28/04/2017	875	Shares	Exercise of BIGO Options	\$0.25	Cash utilised for additional working capital	\$219 (cash)
12/05/2017	50,000 120,000	Shares	Exercise of Unlisted Options	\$0.20 \$0.20	Cash utilised for additional working capital	\$34,000 (cash)
12/05/2017	58,384	Shares	Exercise of BIGUO Options	\$ 0.30	Cash utilised for additional working capital	\$17,515 (cash)
26/05/2017	335,076	Shares	Exercise of BIGO Options	\$0.25	Cash utilised for additional working capital	\$83,769 (cash)
26/05/2017	333,333	Shares	Exercise of BIGUO Options	\$0.30	Cash utilised for additional working capital	\$100,000 (cash)
09/06/2017	236,094	Shares	Exercise of BIGO Options	\$0.25	Cash utilised for additional working capital	\$59,024 (cash)
09/06/2017	82,536	Shares	Exercise of BIGUO Options	\$0.30	Cash utilised for additional working capital	\$24,761 (cash)
30/06/2017	13,866	Shares	Exercise of BIGO Options	\$0.25	Cash utilised for additional working capital	\$3,477 (cash)
30/06/2017	1,950,000	Shares	Exercise of Unlisted Options	\$0.20	Cash utilised for additional working capital	\$390,000 (cash)
07/07/2017	242,155	Shares	Exercise of BIGO Options	\$0.25	Cash utilised for additional working capital	\$60,539 (cash)
07/07/2017	120,000	Shares	Pricemaker Limited	\$0.42  (representing a 62% discount to market price) *	Shares for services rendered	\$50,400 (non-cash)

<b>Date of issue</b>	<b>Number of equity securities issued</b>	<b>Class and summary of terms of equity securities</b>	<b>Names of persons who received securities or basis on which those person was determined</b>	<b>Price and discounts to market price (if any) of equity securities issued</b>	<b>Use of funds/non-cash consideration</b>	<b>Amount of cash or non-cash consideration</b>
07/07/2017	255,000	Shares	Will Clark	\$0.12 (representing a 89% discount to market price) *	Shares for services rendered	\$30,600 (non-cash)
07/07/2017	208,333	Shares	L Graham Trustees LTD + ERCA Trustees (LG) LTD <L Graham A/C>	\$0.12 (representing a 89% discount to market price) *	Shares for services rendered	\$25,000 (non-cash)
07/07/2017	5,000	Shares	Jeremy Evans	\$0.12 (representing a 89% discount to market price) *	Shares for services rendered	\$600 (non-cash)
07/07/2017	5,000	Shares	Abbey-Gail Flanagan	\$0.12 (representing a 89% discount to market price) *	Shares for services rendered	\$600 (non-cash)
07/07/2017	5,000	Shares	Madeleine Croft	\$0.12 (representing a 89% discount to market price) *	Shares for services rendered	\$600 (non-cash)
07/07/2017	5,000	Shares	Lauren Fisk	\$0.12 (representing a 89% discount to market price) *	Shares for services rendered	\$600 (non-cash)
07/07/2017	625,000	Shares	Tatmarni Pty Ltd	\$0.20 (representing a 82% discount to market price) *	Shares for services rendered	\$125,000 (non-cash)

<b>Date of issue</b>	<b>Number of equity securities issued</b>	<b>Class and summary of terms of equity securities</b>	<b>Names of persons who received securities or basis on which those person was determined</b>	<b>Price and discounts to market price (if any) of equity securities issued</b>	<b>Use of funds/non-cash consideration</b>	<b>Amount of cash or non-cash consideration</b>
07/07/2017	83,333	Shares	Nick Bennett	\$0.12 (representing a 89% discount to market price) *	Shares for services rendered	\$10,000 (non-cash)
07/07/2017	16,700	Shares	Michael Callan	\$0.70 (representing a 37% discount to market price) *	Shares for services rendered	\$11,690 (non-cash)
07/07/2017	1,000,000	Unlisted Options exercisable at \$0.25 on or before 31/12/2018	Mila Investment Co Pty Ltd AFT Mila Investment	Option exercise price of \$0.25 per option	Cash utilised for additional working capital	\$25,000 (cash) – calculated by the Company using the Black Scholes valuation method when granted
14/07/2017	38,715	Shares	Exercise of BIGO Options	\$0.25	Cash utilised for additional working capital	\$9,679 (cash)
14/07/2017	100,000	Shares	Exercise of Unlisted Options	\$0.25	Cash utilised for additional working capital	\$25,000 (cash)
14/07/2017	100,000	Unlisted Options exercisable at \$0.20 on or before 09/03/2018 **	Laurence Laluan	Option exercise price of \$0.20 per option	Employee Options Issued under the Company's Employee Share Scheme	\$nil (non-cash) – calculated by the Company using the Black Scholes valuation method when granted
14/07/2017	50,000	Unlisted Options exercisable at \$0.30 on or before 30/06/2018 **	Laurence Laluan	Option exercise price of \$0.30 per option	Employee Options Issued under the Company's Employee Share Scheme	\$nil (non-cash) – calculated by the Company using the Black Scholes valuation method when granted



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
14/07/2017	50,000	Unlisted Options exercisable at \$0.50 on or before 30/09/2018 **	Laurence Laluan	Option exercise price of \$0.50 per option	Employee Options Issued under the Company's Employee Share Scheme	\$nil (non-cash) – calculated by the Company using the Black Scholes valuation method when granted
14/07/2017	50,000	Unlisted Options exercisable at \$1.00 on or before 31/12/2018 **	Laurence Laluan	Option exercise price of \$1.00 per option	Employee Options Issued under the Company's Employee Share Scheme	\$nil (non-cash) – calculated by the Company using the Black Scholes valuation method when granted
14/07/2017	255,000	Shares	Will Clark	\$0.12 (representing a 93% discount to market price) *	Shares for services rendered	\$30,600 (non-cash)
14/07/2017	208,334	Shares	L Graham Trustees LTD + ERCA Trustees (LG) LTD <L Graham A/C>	\$0.12 (representing a 93% discount to market price) *	Shares for services rendered	\$25,000 (non-cash)
28/07/2017	861,738	Shares	Exercise of BIGO Options	\$0.25	Cash utilised for additional working capital	\$215,435 (cash)
11/08/2017	45,537	Shares	Exercise of BIGO Options	\$0.25	Cash utilised for additional working capital	\$11,384 (cash)
25/08/2017	234,507	Shares	Exercise of BIGO Options	\$0.25	Cash utilised for additional working capital	\$58,627 (cash)
01/09/2017	38,000	Shares	Exercise of Unlisted Options	\$0.20	Cash utilised for additional working capital	\$7,600 (cash)
01/09/2017	1,024,000	Shares	Exercise of Unlisted Options	\$0.25	Cash utilised for additional working capital	\$256,000 (cash)
01/09/2017	3,846	Shares	Ryan Gardner	\$1.30	Shares for services rendered	\$5,000 (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
01/09/2017	12,500	Shares	Aaron Daniel Whyte	\$0.40 (representing a 69% discount to market price) *	Shares for services rendered	\$5,000 (non-cash)
01/09/2017	50,000	Unlisted Options exercisable at \$0.25 on or before 31/12/2018 **	Karena Brady	Option exercise price of \$0.25 per option	Employee Options Issued under the Company's Employee Share Scheme	\$nil (non-cash) – calculated by the Company using the Black Scholes valuation method when granted
08/09/2017	239,074	Shares	Exercise of BIGO Options	\$0.25	Cash utilised for additional working capital	\$59,769 (cash)
08/09/2017	175,000	Shares	Bald Box Pty Ltd	\$0.60 (representing a 58% discount to market price) *	Shares for services rendered	\$105,000 (non-cash)
22/09/2017	231,810	Shares	Exercise of BIGO Options	\$0.25	Cash utilised for additional working capital	\$57,952 (cash)
22/09/2017	7,000	Shares	Exercise of Unlisted Options	\$0.20	Cash utilised for additional working capital	\$1,400 (cash)
22/09/2017	12,000	Shares	Exercise of Unlisted Options	\$0.25	Cash utilised for additional working capital	\$3,000 (cash)
22/09/2017	175,000	Shares	Bald Box Pty Ltd	\$0.60 (representing a 55% discount to market price) *	Shares for services rendered	\$105,000 (non-cash)
06/10/2017	1,333,333	Shares	The Intermedia Group Pty Ltd	\$ 0.90 (representing a 42% discount to market price) *	Shares forming part of the consideration for the acquisition of Food and Beverage Media Pty Ltd	\$ 1,199,999.70 (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
06/10/2017	195,000	Shares	Wezy Pty Ltd	\$ 0.60 (representing a 62% discount to market price) *	Shares for services rendered	\$ 117,000 (non-cash)
06/10/2017	250,000	Shares	Big NEO Pty Ltd	\$ 0.177 (representing a 89% discount to market price) *	Shares for services rendered	\$ 44,250 (non-cash)
<p><i>* Where the Company issues Equity Securities in consideration for services rendered, both the number of shares and the issue price are determined at the time that the agreement for services is negotiated, however the Equity Securities are not issued until a later period when the services have been completed. A number of the Equity Securities issued by the Company throughout the prior twelve months relate to agreements made early in the 2017 financial year. Both the total consideration for services rendered and the price for the share issue was agreed at this time. The share price at 30 June 2016 was \$0.105 and at 31 December 2016 was \$0.23 and all share issues during the period reflect a share price at or at a premium to the market price at the time of agreement. The discount between the agreed share issue price reflects the movement in share price between the date of the agreement for the services rendered and the date of issue.</i></p>						
<p><i>** Option Terms are included at Schedule 2 of the Notice</i></p>						



ACN 106 399 311

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://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

## 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 above by **2:30pm (AEDT) on Saturday, 18 November 2017**, 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](http://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 reverse of this Proxy Form).

## 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:

- 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
- 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](http://www.linkmarketservices.com.au).

**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.**

NAME SURNAME  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5  
ADDRESS LINE 6



X99999999999

## PROXY FORM

I/We being a member(s) of Big Un Limited 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 **2:30pm (AEDT) on Monday, 20 November 2017 at Grace Hotel (Pinaroo 5 Room, Level 1), 77 York Street, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 7, 9-13:** 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 Resolution 1, 7, 9-13, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

### 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

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Increase in Non-Executive Directors' Fee Pool	<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"/>	10 Issue of Performance Options to Related Party – Hugh Massie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue of 11,604,346 Shares and 4,120,000 Options to Consultants and Professional Service Providers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Issue of Performance Options to Related Party – Brandon Evertz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of issue of 4,594,928 Shares to The Intermedia Group Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Issue of Performance Options to Related Party – Sonia Thurston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of issue of 1,791,667 Shares and 1,200,000 Options to Tatmarni Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Issue of Performance Options to Related Party – Richard Evertz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of issue of 2,000,000 Options to Mila Investment Co Pty Ltd ATF Mila Investment	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Issue of Shares and attaching free options to related party – 5G Capital Investments Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval for Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* 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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

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