

19 November 2015

Dear Shareholder,

It is my pleasure to invite you to the 2015 Extraordinary General Meeting of Shareholders of VGP Corporation Limited on 21 December 2015 to be held at Simpsons Solicitors, Lot 1, Level 2, Pier 8/9, 23 Hickson Road, Millers Point NSW 2000, starting at 1.00pm (AEDT). Shareholder registration will commence 30 minutes before the meeting.

The purpose of the meeting is to consider the proposed acquisition by VGP Corporation Limited of the rights to conduct the "international business" of Red Chip USA in Australia, Asia and Europe and the various approvals incidental to the Proposed Transaction. If approved, the Company will change its name to RedChip International Limited and on completion of the Proposed Transaction, the business of the Company will primarily be the provision of digital media investor relations services to primarily small cap companies.

#### **Purchase of Rights to conduct RedChip Business**

The Proposed Transaction is complex due to the various requirements under the ASX Listing Rules and the Corporations Act, and these requirements are explained in the Explanatory Statement, which I encourage you to read in its entirety.

I enclose your Notice of Meeting setting out the item of business for the meeting, together with the following:

- Explanatory Statement giving further information on the Proposed Transaction and the incidental shareholder approvals;
- Independent Expert's Report for the purpose of subparagraph (b) of item 7 of section 611 of the Corporations Act 2001; and
- A proxy form.

Your vote is important and, on behalf of the Board, I encourage you to vote by attending the Extraordinary General Meeting, or if you are unable to attend the meeting, by completing and returning the proxy form enclosed with this notice.

#### **Priority Entitlement to Existing Shareholders**

The Company will conduct a small public offer of Shares to raise up to \$2,500,000 to meet the costs of the offer, for working capital and to ensure that the Company meets the spread requirements of the ASX.

The public offer will be made under a Prospectus and the Board is pleased to advise that each Shareholder at the date of the Prospectus will receive a priority entitlement to apply for a minimum of 10,000 Shares at \$0.20 per Share (\$2,000 per subscription). As one of the purposes of the public offer is to meet the spread requirements of the ASX, in the event of oversubscription for the priority entitlement, the Board will allocate Shares, subject to the conditions of a priority entitlement described in the notice of meeting:

- Firstly to applicants holding less than 10,000 Shares to bring their shareholding up to 10,000 Shares; and then,
- To the amount subscribed for unless the priority offer is oversubscribed in which case Shares will be allocated evenly across the Shareholder applicants.

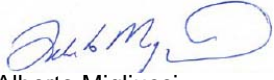
Details of the number of Shares that will be available under the priority entitlement and the allocation policy will be contained in the Prospectus. **I urge all Shareholders on receipt of the Prospectus to read it in its entirety and to take professional advice before making their investment decision.**

**NOTICE OF  
EXTRAORDINARY GENERAL MEETING  
2015**

---

I look forward to welcoming you to the meeting.

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'Alberto Migliucci', with a large, stylized flourish at the end.

Alberto Migliucci  
Chairman

# NOTICE OF EXTRAORDINARY GENERAL MEETING 2015

The Extraordinary General Meeting of the Shareholders of VGP Corporation Limited will be held at Simpsons Solicitors, Lot 1, Level 2, Pier 8/9, 23 Hickson Road, Millers Point NSW 2000, on 21 December 2015 at 1.00pm (AEDT).

Further information on the business is set out below and is contained in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

## BUSINESS

### Resolution 1- Change in Nature and Scale of Activities

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

“That, subject to the passing of Resolutions 2 to 4, for the purpose of Listing Rule 11.1.2, approval is given for the Company to make a significant change in the nature and scale of its activities, as described in the Explanatory Statement accompanying this Notice.”

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 1 by:

- a person who might receive a benefit if the resolution is passed, except a benefit solely in the capacity as a holder of ordinary securities;
- an associate of such a person; and
- any person excluded from voting on any of Resolutions 3 or 7.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions (For, Against or Abstain) on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### Resolution 2- Issue of Shares

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

“That, subject to the passing of Resolutions 1, 3, and 4, for the purpose of Listing Rule 7.1, approval is given for the Company to issue Shares, post consolidation, to a maximum number of 12,500,000 Shares pursuant to a public offer, including a priority entitlement to Shareholders, as described in the Explanatory Statement accompanying this Notice.”

### Resolution 3- Acquisition of a Relevant Interest in Shares

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

“That, subject to the passing of Resolutions 1, 2, and 4, for the purpose of Item 7 of Section 611 of the Corporations Act 2001 approval is given for the Company to issue to RedChip Companies Inc, post consolidation, Shares on the terms as described in the Explanatory Statement with the effect of RedChip Companies Inc and David Gentry acquiring a relevant interest in Shares such that they may hold a voting power in the Company of up to 56.77%, being in excess of the thresholds set out in Section 606(1) of the Corporations Act.”

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 3 by:

- a) the persons proposing to make the acquisition and their associates; and
- b) a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company need not disregard a vote cast by a person described in paragraph (b) above, if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions (For, Against or Abstain) on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### Resolution 4- Consolidation of Capital

# NOTICE OF EXTRAORDINARY GENERAL MEETING 2015

---

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

“That, subject to the passing of Resolutions 1 to 4, for the purpose of Section 254H of the Corporations Act 2001, Rule 114.1 of the Company’s Constitution and for all other purposes, the issued capital of the Company be consolidated, in accordance with the timetable in the Explanatory Statement, on the basis that every 4 Shares be consolidated into 1 Share and where this consolidation results in a fraction of a Share being held by a Shareholder, the Directors are authorised to round that fraction up to the nearest whole Share.”

## **Resolution 5- Elect David Gentry as a Director**

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

“That Mr David Gentry be appointed as a Director of the Company effective from completion of the Proposed Transaction as described in the Explanatory Statement to Resolution 1.”

## **Resolution 6- Change of Name of Company**

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

“That, subject to the passing of Resolutions 1 to 4, pursuant to Section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to “RedChip International Limited” with immediate effect.”

## **Resolution 7- Issue of Shares to Petra Commodities Pte Ltd**

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

“That, subject to the passing of Resolutions 1 to 4, for the purpose of Listing Rule 10.11 and for all other purposes approval is given for the Company to issue 2,000,000 Shares to Petra Commodities Pte Ltd on the terms described in the Explanatory Statement.”

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 7 by:

- a person who is to receive securities in relation to the entity; or
- an associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions (For, Against or Abstain) on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **VOTING ENTITLEMENT**

Pursuant to section 1074E(2)(g) of the Corporations Act 2001 (Cth) and Regulation 7.11.37 of the Corporations Regulation 2001, the Board of the Company has determined that a Shareholder’s voting entitlement at this meeting will be taken to be the entitlement of the persons shown in the Company’s register of members as at 1.00pm on 19 December 2015.

## **PROXIES**

Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in the member’s place. The proxy need not be a member of the Company, and may be a corporation. A proxy form accompanies this Notice of Extraordinary General Meeting for this purpose.

A proxy form must be signed by a member or his or her attorney and, in the case of a joint holding, by each of the joint holders.

# NOTICE OF EXTRAORDINARY GENERAL MEETING 2015

---

Members who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote at this meeting. Members wishing to appoint a second proxy should request an additional proxy form from the Company's share registry – Advanced Share Registry Services. Where two proxies are appointed, both forms should be completed with the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the votes. Fractions of votes are to be disregarded.

Where a member appoints 2 proxies, on a show of hands neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those shares or voting rights the proxy represents.

The appointment of one or more duly appointed proxies will not preclude a member from attending this meeting and voting personally. If the member votes on a resolution, the proxy must not vote as the member's proxy on that resolution.

Any instrument appointing a proxy in which the name of the appointee is not completed is regarded as given in favour of the chairman of the meeting.

In the case of joint holders of shares, if more than one holder votes at the meeting, only the vote of the first named of the joint holders in the share register of the Company will be counted.

To be effective, proxy forms (and the power of attorney or other authority (if any) under which it is signed (or an attested copy)) must be received by the Company no later than 48 hours before the appointed time of the meeting and can be returned to the Company by the following methods:

## **VGP Corporation Limited**

By fax:

+65 67873930

By mail:

2B William Street

NORTH SYDNEY NSW 2000

Proxies given by a corporation must be signed either under seal or under the hand of a duly authorised attorney. In addition, should the constitution of a corporation permit the execution of documents without using a common seal, the documents must be signed by two directors or a director and company secretary, or for a proprietary company that has a sole director who is also a company secretary, that director.

If a body corporate is appointed as proxy, please write the full name of that body corporate (eg, Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and,
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If no such evidence is received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

## **Body Corporate Representatives:**

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of the Company.
- To evidence the authorisation, either a certificate of corporate body representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.

**NOTICE OF  
EXTRAORDINARY GENERAL MEETING  
2015**

---

- The certificate or equivalent document must be produced prior to the meeting.

By order of the Board.

A handwritten signature in blue ink, appearing to read "John M. D.", enclosed in a light blue rectangular box.

Chairman

## EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Notice of Extraordinary General Meeting of VGP Corporation Limited.

All Shareholders should read this Explanatory Statement in full and if they have any questions, obtain professional advice before making any decisions in relation to the Resolutions to be put to Shareholders at the EGM. For the avoidance of doubt, all approvals sought in the Notice of Extraordinary General Meeting for the issue of Shares is for an issue to occur post the share consolidation in Resolution 4.

Resolution 6 is a special resolution and requires a majority of 75% of votes cast by Shareholders present (in person or by proxy) and entitled to vote on the Resolution. The remaining resolutions are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders present (in person or by proxy) and entitled to vote on the resolution.

### Resolution 1- Change to nature and scale of activities

#### Background

On 19 November 2015 the Board resolved to proceed with the Proposed Transaction, being the acquisition of the rights to conduct the digital media and investor relations business of RedChip outside of North, South and Central America, subject to Shareholder approval.

The Proposed Transaction, if it proceeds, will be a significant change to the nature and scale of the Company's activities and amount to what is commonly called a "back door listing". The Company will cease to be dormant and commence business activities providing digital media and investor relations services to primarily small cap companies.

As a "back door listing" the ASX has determined that the Proposed Transaction requires the Company to:

- Obtain shareholder approval under Listing Rule 11.1.2 and, due to the significance of the change in business activities,
- re-comply with the ASX admission requirements under Chapters 1 and 2 of the Listing Rules, and to receive written confirmation from the ASX that it has so complied, before the Company completes the Proposed Transaction.

The Company will remain in suspension until the ASX is satisfied that the admission requirements under Chapters 1 and 2 of the Listing Rules have been met.

The Directors have calculated that the Company will need to increase the number of Shareholders holding at least 10,000 Shares by approximately 380 Shareholders to satisfy Listing Rule 1.1 Condition 7(a). The Directors hope to achieve this through a combination of new Shareholders under the public offer and by existing Shareholders who hold less than 10,000 Shares increasing their shareholding to more than 10,000 Shares under the priority entitlement.

Satisfying Listing Rule 1.1 Condition 7(a) will also assist the Company to obtain a free float of Shares of at least 10% to satisfy Listing Rule 1.1 Condition 1. The Directors have calculated that the Company will need to issue at least 3,800,000 Shares to non Related Parties to comply with Listing Rule 1.1 Condition 1.

If the admission requirements under Chapters 1 and 2 of the Listing Rules are not met, the Company will be de-listed from the ASX. Please refer to the discussion at page 24 on the timing within which Chapters 1 and 2 of the Listing Rules must be met and other conditions that must be satisfied to avoid de-listing from the ASX.

## Who is RedChip?

### **Overview**

RedChip provides investor relations, financial media, and research for microcap and small-cap stocks. Founded in 1992, and headquartered in Orlando, Florida, with affiliates in New York, Pittsburgh, and Seoul, RedChip has helped hundreds of companies achieve their capital markets goals and has been ranked by Inc. Magazine as one of the fastest growing privately held investor relations firms in the United States of America.

RedChip delivers results for its clients through its extensive global network of institutional and retail stock brokers, RIA's, family offices, investment banks, hedge funds, and accredited investor groups.

RedChip's online platform combines traditional investor relations services with multimedia marketing. Its weekly TV show, the RedChip Money Report™, airs in 160 million homes in over 50 countries on Bloomberg Europe, Bloomberg Asia, Bloomberg Australia, and Bloomberg Latin America. The show features interviews with CEOs of public and private companies, analysts, portfolio managers, and other industry experts. RedChip's targeted retail and institutional digital media platform reaches hundreds of thousands of investors worldwide, using online conferences for microcaps and SMID-caps, a weekly digital newsletter and major social media platforms.

RedChip's traditional investor relations platform includes retail and institutional road-shows, press release writing, strategic counsel, management of quarterly conference calls, script writing and presentation development.

## What are RedChip's Traditional Investor Relations Services?

### **Retail Marketing**

RedChip has a robust global retail investor base. Its specialists make daily calls to Wall Street's small-cap retail investment community, including stock brokers, RIA's, and family offices. Each month RedChip adds 500-800 new investors through its digital and TV platform. Our specialists also maintain relationships with accredited investor groups across the U.S. Each month over 20,000 investors visit the RedChip website from over 50 countries in Asia, Europe, and Latin America. We set up retail meetings for our clients in 10 U.S. cities.

### **Institutional**

RedChip's institutional contacts include small and microcap funds, portfolio managers, family offices, institutional brokers, and hedge funds. Our approach utilizes the best financial databases in the world, including Bloomberg, Thomson Reuters, and Ipreo to precisely target institutions according to industry focus and investment philosophy. Some of the largest microcap and small-cap fund managers in the world have appeared on RedChip's weekly TV show, The RedChip Money Report™.

RedChip client companies meet with hundreds of institutions each year in one-on-one meetings.

### **Analysts**

RedChip's analyst team includes two CFAs with a long history of writing research on microcap and small-cap stocks, covering a wide range of industries.

### **Investment Banks**

RedChip works closely with over 25 investment banks. Over the last five years, RedChip client companies have raised over \$500 million using RedChip partner investment banks.

### **Investor Roadshows**

Investor roadshows are customized for each client company and include one-on-one meetings with well-qualified retail brokers, institutions, portfolio managers, hedge funds, and family offices in 10 U.S. cities.

### **Press Release Writing**



RedChip maintains a staff of writers trained in the capital markets who write, edit, and distribute press releases for our client companies.

### **Conference Calls**

RedChip coordinates and hosts quarterly conference calls for its client companies.

### **Presentation Design**

RedChip uses its media and graphics team to design power points, corporate videos, logos, investor relations web pages, and print collateral.

### [What are RedChip's Digital Investor Relations Services?](#)

#### **Online Investor Conferences**

RedChip organizes, markets, and hosts microcap and SMID-cap online conferences each quarter. Its platform allows investors to watch a pre-recorded video presentation of the CEO followed by live Q&A. This platform allows RedChip client companies to speak to their existing shareholders once per quarter and simultaneously reach thousands of new potential retail and institutional investors. Investors from 35 countries have participated in RedChip's online conferences. All presentations are archived and made available for client companies to share through their website and marketing channels. Each year over 100,000 investors watch RedChip's online conferences. To date, over six hundred companies have utilized the RedChip platform to present their story to Wall Street's microcap and small-cap stock community.

#### **Client Webinars**

RedChip organizes, markets, and hosts dedicated client webinars. Our client webinars attract hundreds and sometimes thousands of investment professionals. The webinar format, utilizing our media platform, allows clients to present via video and answer investors' questions online. These webinars are archived and made available to the client for use on their website and marketing channels.

#### **Video Interviews**

RedChip has its own state-of-the-art studio where it conducts interviews with client companies and industry experts, including portfolio managers, analysts, accountants, and attorneys. These interviews are professionally edited with video graphics then air on RedChip's TV show, "The RedChip Money Report," which airs weekly in over 160 million homes worldwide.

### [How is Digital Content Distributed?](#)

#### **RedChip's Weekly Small-Cap Newsletter**

The RedChip Small-Cap Report™, is sent weekly to 60,000 retail and institutional investors, featuring over 50 small-cap public companies, complete with research profiles, CEO interviews, insider buying reports, news items, industry articles. The newsletter also features interviews with thought leaders in a variety of industries.

#### **Social Media Marketing**

Red Chip's media platform engages thousands of investors daily utilizing Twitter, LinkedIn, Facebook, YouTube, and Google+.

#### **Email Marketing**

RedChip uses its email platform to deliver news items, fact sheets, research profiles, blogs, and CEO interviews on our client companies.

#### **Digital Marketing**

RedChip's digital marketing targets investors by demographics, occupation, income, and investment criteria. RedChip's digital marketing generates hundreds of thousands investor views to RedChip TV interviews, 30 second commercial spots, blogs, and industry articles.

### **Blogs**

RedChip's writing staff includes analysts with the CFA designation and industry experts who use blogs to elucidate the value proposition of our client companies, reaching tens of thousands of investors.

### **Industry Articles**

RedChip industry articles keep investors informed of important news in the small-cap markets, covering dozens of industries.

[What content is published by RedChip?](#)

### **RedChip Money Report™**

RedChip's TV show, produced in its state-of-the-art studio airs weekly in 160 million homes in over 50 countries. The 30 minute show airs on Bloomberg Europe, Bloomberg Asia, Bloomberg Australia, and Bloomberg Latin America, featuring interviews with RedChip client and non-client companies with market caps ranging from \$20 million to \$10 billion. Wall Street Analysts, portfolio managers, and other industry experts regularly appear on the show.

### **TV Commercial Platform**

RedChip writes and produces TV commercials for its client companies. NASDAQ, NYSE, and OTC Markets companies have used this powerful platform to reach hundreds of thousands of investors. Our platform is an end-to-end solution for public companies who want exposure to hundreds of thousands of potential investors. Our team writes, creates, produces, and places the TV spots. RedChip is also a media placement agency. Its client commercials air on CNBC, Fox Business, Fox, ABC (US), NBC, CBS, Bloomberg, and BBC using both local and national networks.

### **Corporate Videos**

RedChip coordinates, writes, and produces corporate videos with its own in-house team of media experts, providing on-site production.

### **Product Videos**

In addition to IR related videos, RedChip client companies use RedChip expertise to develop and create videos for their products and services.

### **Book Publishing**

RedChip's capabilities include the writing, editing, layout, and design of financial books. The most recent book, *Small Stocks, Big Money* (previously titled, *Microcap Superstars*) is a book of interviews with some of the biggest players in small-caps. Written by the president of RedChip Companies, Dave Gentry, *Small Stocks, Big Money*, is being published by Wiley Publishing, one of the largest publishers of financial books in the world.

### **Research Reports**

RedChip analysts have been writing research on microcap and small-cap companies for over two decades. RedChip was the first to put independent research coverage on Starbucks (NASDAQ: SBUX) in 1992. Research is written by analysts that earned the prestigious Chartered Financial Analyst (CFA) designation. Research reports include financial models and target prices based on industry competitors. Our analysts cover dozens of industries, with a focus on healthcare, technology, social media, and consumer goods.

RedChip reports are distributed to 60,000 RedChip opt-in retail and institutional investors.

### **Fact Sheets**

**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

---

Client fact sheets provide basic company information including business overview, basic value propositions, financial data, and key stock statistics. Fact sheets are distributed to 60,000 retail and institutional investors.

**What rights is VGP Corporation acquiring under the Proposed Transaction?**

The Proposed Transaction involves the Company acquiring the rights and entitlements from RedChip set out below. The rights and entitlements will be contained within the Transaction Documents that will become effective at completion of the Proposed Transaction.

The Transaction Documents will provide the Company with all rights and licences necessary to operate as an investor relations and media service provider. The activities of the Company on completion of the Proposed Transaction do not require any regulatory licence, such as a financial services licence, in Australia.

The Company will not provide financial advice to clients, it will derive its fees from investor relations and media services.

***Licence***

The Company will acquire an exclusive 10 year licence, with an option to renew the licence for an additional 10 years to use the technology, intellectual property, know-how, trade secrets, training material, training expertise, all digital collateral, International TV rights to the RedChip Money Report TV Show and marketing expertise incidental to the Service Offering of Redchip. The Licence does not restrict the manner in which the Company conducts its business and the Company is not required to use the rights under the Licence in the performance of its business.

The Licence permits the Company to provide the Service Offering to clients based in the Territory. The Territory is worldwide excluding North, South and Central America. RedChip will continue to service clients based in the Americas but will be prohibited from providing any part of the Service Offering to clients based in the Territory. The Licence permits the Company to provide the Service Offering to clients based in the Territory but seeking access to the capital markets of the United States.

In the event of termination of the Licence due to breach by RedChip, insolvency of RedChip or RedChip ceasing the carry on its business, the Company shall receive a perpetual and irrevocable licence and access to all aspects of the intellectual property rights inherent or incidental to the Service Offering to the extent necessary to allow the Company to continue to operate the its business in the Territory.

On expiry of the Licence, the Company shall be granted a licence in perpetuity to the extent necessary to allow it to continue to provide the Service Offering as it exists at the date of expiry of the Licence.

RedChip may only terminate the Licence for material breach by the Company, and then only after giving the Company a reasonable opportunity to remedy the material breach.

The Company shall be entitled to use the name RedChip International Limited in perpetuity.

The consideration for the Licence and the assignment of the Contracts and any future contracts discussed below is the issue of the 30,000,000 Shares and, subject to the financial performance of the Company, the 5,000,000 Deferred Consideration Shares the subject of Resolution 3.

The Shares the subject of Resolution 3 will be Restricted Securities and unable to be traded for a period of 2 years from the date that the current suspension of trading is lifted on the Company's Shares. The Deferred Consideration Shares will be Restricted Securities and will be unable to be traded for a minimum of 12 months and potentially up to 2 years, as determined by the ASX, from the latter of the date of issue of the Shares, or the date that the relevant restriction agreement is entered into. The ASX will retain the discretion to direct whether the Shares or Deferred Consideration Shares are Restricted Securities. RedChip has not voluntarily agreed to the Shares or Deferred Consideration Shares being Restricted Securities, but will accept the restrictions as determined by the ASX.

***Assignment of Contracts***

**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

---

RedChip will assign to the Company all existing Contracts for provision of any aspect of the Service Offering with clients in the Territory. The Company will receive the full benefit of the contracts, save for RedChip retaining the entitlement to 25% of the stock in one of the clients that may be issued as part of the success fee.

At the date of this Notice of Meeting, there are 2 Contracts that will be assigned to the Company with fee entitlements in the form of monthly cash fees and stock and/ or option compensation. Some of the fee entitlements are based on, and measured by, success related to capital raised, appreciation in the customers stock post listing and the listing in the United States. The Contracts do not provide for a unilateral right to RedChip to assign the Contracts, but RedChip are comfortable that the consent of the clients will be obtained for completion of the Proposed Transaction. There are no termination provisions that may adversely effect the Company's rights under the Contracts once assigned to the Company.

The Directors expect, based on current proposals issued by RedChip, that an additional 2 Contracts will be executed by RedChip prior to completion of the Proposed Transaction. These Contracts will be executed with the consent of the Company. Until completion of the Proposed Transaction, RedChip will not enter into any new contracts for any part of the Service Offering for clients based in the Territory without obtaining the consent of the Company, and then shall assign the contract to the Company, at completion of the Proposed Transaction.

There is no additional fee for the assignment of the Contracts or of any future contracts.

The existing Contracts are on RedChip's standard terms of business, are legally binding and are with unrelated parties. Fees are paid in United States dollars and the Contracts are subject to the laws of the State of Florida, United States of America. The Contracts do not expressly provide for any termination rights for the client or RedChip. Set out below is the services, term and fee contingencies of the Contracts; these details are consistent with the structure of contracts that RedChip ordinarily enters into in the conduct of its business:

	<b>Date of Contract</b>	<b>Services and Term</b>	<b>Fee Contingencies</b>
<b>Client 1</b>	2 May 2015	12 months of investor relations services for promotion of client pre-listing. 24 months of investor relations services post listing.	Fees for pre-listing services contingent upon success of capital raising. Ongoing fixed fees for investor relations services post listing of client.
<b>Client 2</b>	2 May 2015	6 months of investor relations services and media program for promotion of client pre-listing. 18 months of investor relations services post listing.	Primarily fixed fees for pre listing services with an additional fee payable depending upon the trading price of client securities post listing. Fixed fees for investor relations services post listing of client.

***Support Services Agreement***

As the Company has no current capacity to service the Contracts or future contracts, RedChip has agreed to provide complete back office, operational and sales and marketing support to the Company as directed by the Company for a period of three years under a Support Services Agreement. The Support Services Agreement also provides that RedChip will provide:

- Training to staff hired by the Company in all aspects of the Service Offering and operational systems relevant to the new hire's role within the Company, and,
- The 6-month secondment of the RedChip Research Director to perform the training in the initial start up period.

The fees for the Support Services Agreement are:

**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

- A fixed amount of \$800,000 payable as follows:
  - (i) \$350,000 on completion of the Proposed Transaction
  - (ii) \$350,000 payable in 4 equal amounts (\$87,500) every 3 months commencing on the 3 month anniversary of completion of the Proposed Transaction.
  - (iii) \$100,000 payable in equal monthly amounts commencing 15 months after completion of the Proposed Transaction and ceasing on the expiry of the Support Services Agreement.
- A variable amount equal to 10% of gross revenue received during the term of the Support Services Agreement.

The Company may terminate the Support Services Agreement on one month's notice, at which time the balance of the fixed amount of the fees shall be immediately payable. The Company intends to develop its own capacity to support its business before the expiry of the Support Services Agreement.

**Business Plan and use of Funds**

The Company intends to replicate the RedChip Service Offering in Australia and be operating as a stand-alone business within 3 years of the completion of the Proposed Transaction. In the immediate term, the Company will rely entirely on the Support Services Agreement in the conduct of its business.

In the short to medium term the Directors intend to reduce the Company's reliance on the Support Service Agreement by building up the Company's own internal capacity to provide the Service Offering to its clients. The build up of capacity will occur through the development of sales and marketing functions to manage client relationships and press-release drafting and digital marketing within the first 90 days of completion of the Proposed Transaction and then the build up of back office and operational functions within 6 months of completion of the Proposed Transaction as the sales pipeline develops. The Directors aim to be 70% self sufficient from RedChip within 9 months of completion.

The Directors will look to expand the Service Offering into other jurisdictions as and when appropriate in the medium term.

Set out below is a table describing the expected use of funds over the 3 years from completion of the Proposed Transaction. Ongoing expenses in FY18 not covered by the funds raised will need to be met out of operational cash flow. The Directors are confident that the Company will have sufficient working capital to meet its objectives.

<b>Use of Funds</b>	<b>FY 16</b>	<b>FY17</b>	<b>FY18</b>
Costs of Offer and Transaction Costs	\$153,000	-	-
Corporate Costs	\$25,000	\$100,000	\$100,000
Support Services Agreement	\$437,500	\$267,500	\$95,000
Systems design and Integration	\$20,000	\$20,000	N/A
Rent	\$20,000	\$60,000	-
Computer and Office Equipment	\$75,000	\$25,000	N/A
Salaries (including CEO cost)	\$150,000	\$800,000	-

**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

---

Business Development, Advertising and Marketing	\$25,000	\$75,000	-
<b>Cumulative Total</b>	<b>\$905,500</b>	<b>\$2,253,000</b>	<b>\$2,448,000</b>

Note: The above table assumes completion of the Proposed Transaction occurs in mid March 2016.

### Market and Competition

The immediate market opportunity for the RedChip platform is Australia.

The investor relations industry is fragmented with hundreds of consultants functioning providing various aspects of the Service Offering provided by RedChip. The Directors have not identified any service providers that offer the comprehensive Service Offering of RedChip. Then Company will be the only public company offering traditional investor relations services layered with a worldwide multimedia network.

### Advantages of the Proposed Transaction

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholders decision on how to vote on this Resolution:

- The Service Offering is unique and innovative evidenced by RedChip's 15 year history of profitability.
- There are no listed companies that will directly compete with the Company.
- The Company will commence providing the Service Offering utilising the RedChip name and with the support of RedChip, which has represented hundreds of public companies across dozens of industries, with a database of thousands of research reports and is the only investor relations media company to air on the Bloomberg Network.
- The Company will be provided with existing Contracts and complete back office and operational support to service the Contracts.
- The relationships the Directors have with financial market participants have the potential to expand the client base in the short term.
- Shareholders will own the Company together with the CEO of RedChip, thus aligning the interests of RedChip with the Shareholders.
- There should be greater liquidity in the Company's shares (subject to recommencement of trading on the ASX).
- The Proposed Transaction is a more effective use of the Company, rather than remaining dormant and being delisted from the ASX. The Directors intend to take steps towards winding up the Company if it is delisted from the ASX.

### Disadvantages of the Proposed Transaction

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholders decision on how to vote on this Resolution:

- There will be a significant dilution of the interests of the Shareholders resulting from the issue of the shares as consideration for the Proposed Transaction.
- RedChip Companies Inc / David Gentry will hold significant voting power in the Company as will Petra Commodities Pte Ltd / Alberto Miglicci. These large shareholders will effectively control the Company due to their ability to influence the passage of ordinary and special resolutions of the Shareholders. Please refer to the table on page 20 for analysis of the voting power under various scenarios.
- The Company will be changing the nature of its activities to become a company focussed on digital media and investor relations for small cap companies, which may not be consistent with the investment objectives of all Shareholders.

**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

---

- There will be additional expenses in meeting the requirements of Chapters 1 and 2 of the Listing Rules on completion of the Proposed Transaction. These expenses include legal and accounting services in the preparation of a Prospectus, printing and distribution costs for the Prospectus together with registry and any broker fees in managing any capital raising required to meet the spread requirements under Listing Rule 1.1 Condition 7(a).
- There are risk factors associated with the change in nature of activities (these risks are set out below).

#### Risk Factors

The Company has set out below a summary of the key risks faced by it in undertaking the Proposed Transaction. The risks set out below should not be taken to be an exhaustive description of the risks faced by the Company. The risks noted below, and others not specifically referred to below, may in the future affect the financial and operational performance of the Company.

(a) *Re-Quotation of shares on the ASX*

The Proposed Transaction constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the Listing Rules as if it were seeking admission to the official list of ASX.

There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, its Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all.

(b) *Reliance on RedChip*

Until such time as the Company becomes completely self sufficient it will rely upon the Support Services Agreement for the day-to-day operational activities of the Company. While the Directors are confident that RedChip will perform its obligations under the Support Services Agreement, there may be times where RedChip is not able to allocate the necessary resources to the performance of the Support Services Agreement due to force majeure events or its obligations to its own clients.

(c) *Reliance on key personnel and employees*

The Company's prospects depend in part on the ability of the Directors, executive officers, senior management and key consultants to operate effectively towards achieving the Company's commercial goals. To manage its growth, the Company must attract and retain highly-qualified personnel. Investors must be willing to rely to a significant extent on management's discretion and judgement.

(d) *Dependence on key contracts*

At completion of the Proposed Transaction the Company will have only four contracts (based on the committed contracts at the date of this Notice of Meeting). The Company will require additional contracts to be won and fees earned in the short term.

(e) *Licensing across the Territory*

The Service Offering may require a regulatory licence, equivalent to a financial services licence in Australia, to provide some or all of the services in the various jurisdictions across the Territory. If a licence is required, the Company or its controlled entity may not be able to obtain the necessary licence or obtain the necessary licence at a reasonable cost.

The Directors believe that the Service Offering does not require a regulatory licence in Australia.

(f) *De-Listing From ASX under ASX Guidance Note 33*

In accordance with ASX Guidance Note 33, the Company will be delisted from the ASX on the first business day after 1 January 2016 if before 1 January 2016:

**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

---

- The Company has not announced the Proposed Transaction to the market;
- Any of Resolutions 1, 2, 3 or 4 are not passed;
- The Company does not lodge its Prospectus with ASIC by 31 December 2015; or
- The Company does not enter into definitive agreements for the Proposed Transaction (including any financing required in respect to the Proposed Transaction).

(g) *Capital Raising*

The public offer under the Prospectus is not underwritten. There is a risk that even if the spread requirements under Listing Rule 1.1 Condition 7(a) are met, that the Company will not raise sufficient funds from the public offer to meet the capital requirements of the business.

At the date of this Notice of Meeting, no brokers have been appointed to assist the Company with the public offer of Shares.

(h) *General risks*

The future viability and profitability of the Company will be dependent on a number of general factors which include, but not limited to, the following:

- currency exchange rate fluctuations.
- material adverse changes in the government policies or legislation in the Territory affecting the level of business activities.
- the impact of the introduction of tax reform.
- the strength of the equity markets in the Territory.
- general economic conditions in the Territory.

**Pro Forma Capital Structure**

Set out below is the pro forma capital structure on completion of the Proposed Transaction.

	<b>% Post Transaction</b>	<b>Shares</b>	<b>Notes</b>
Shares on issue post share consolidation	37.45%	26,647,057	a
Shares issued as consideration for the Proposed Transaction	42.17%	30,000,000	b
Shares issued to satisfy Listing Rule 1.1 Condition 7	17.57%	12,500,000	c
Shares issued to Petra Commodities Pte Ltd	2.81%	2,000,000	d
<b>Shares on issue following completion of the Proposed Transaction</b>	<b>100.00%</b>	<b>71,147,057</b>	

Notes:

- Refer to the Explanatory Statement for Resolution 4 at page 21-22 for details of the share consolidation.
- Excludes the Deferred Consideration Shares.
- Pursuant to Listing Rule 1.1 Condition 7(a) the Company will require 400 Shareholders with a minimum parcel of \$2000 worth of Shares (10,000 Shares at \$0.20 per Share) to meet the spread requirements of the ASX. The 12,500,000 Shares included in the table is the Director's estimate of the maximum number of Shares that will be required to be issued to meet the spread requirements based on allocations of minimum parcels of 10,000 Shares and to provide sufficient working capital for the Company. The Directors may issue more or less Shares as is necessary to meet the spread and working capital requirements.



**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

- d. Refer to the Explanatory Statement for Resolution 7 at pages 23-24 for the details of the proposed issue to Petra Commodities Pte Ltd.

#### Pro forma Statement of Financial Position

Annexure A contains a pro forma statement of financial position for the Company on completion of the Proposed Transaction and the issue of the Shares the subject of Resolutions 7.

#### Taxation Implications

The Directors believe that there will be no capital gains tax or income tax implications to Australian resident Shareholders on completion of the Proposed Transaction.

However, Shareholders should obtain their own tax advice and consider their personal circumstances to determine their personal taxation obligations arising from the Proposed Transaction.

#### Indicative Timetable

The following is the current indicative timetable for the Proposed Transaction based on the assumption that Resolutions 1- 4 inclusive are approved at the EGM. Italicised entries below relate to the Share consolidation and the dates below are indicative only and may change without notice:

<b>Event</b>	<b>Date</b>
Dispatch Notice of Meeting for Extraordinary General Meeting seeking approval for the Proposed Transaction.	19 November 2015
Last day for trading in Shares	N/A- Company will remain in suspension.
Company to request a trading halt to the Company's securities.	N/A- Company will remain in suspension.
Extraordinary General Meeting to approve the Proposed Transaction and other matters, if approved the Company will remain in suspension.	21 December 2015
<i>Company informs the ASX that the Share consolidation has been approved.</i>	<i>21 December 2015</i>
Company changes name to RedChip International Limited (subject to shareholder approval).	21 December 2015
Lodgement of Prospectus with ASIC.	24 December 2015
<i>Last day for trading in pre consolidation Shares.</i>	<i>22 December 2015</i>
<i>Trading in post consolidation Shares on a deferred settlement basis starts. (note: Shares will remain suspended from trading from the date of the EGM, so deferred settlement trading will not commence.)</i>	<i>23 December 2015</i>

**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

<i>Last day to register Share transfers on a pre-consolidation basis.</i>	29 December 2015
<i>First day for the Company to send notice to Shareholders of a change of holdings as a result of the Share consolidation.</i>  <i>First Day for the Company to register Shares on a post-consolidation basis and issue holding statements.</i>	30 December 2015
<i>Date for sending notices of post-consolidation holdings to Shareholders.</i>  <i>Deferred settlement market ends. (note: Shares will be suspended from trading from the date of the EGM, so deferred settlement trading will not occur.)</i>  <i>Last day for Shares to be entered into holders' security holdings and for the Company to send notice to each Shareholder.</i>	6 January 2016
Opening of Offer under Prospectus.	25 January 2016
Closing date of Offer under Prospectus.	26 February 2016
Completion of the Proposed Transaction, lifting of suspension of the Company's Shares* and re-quotations of the Company on ASX*.  *Subject to ASX approval. No Shares will be issued in connection with the Proposed Transaction until ASX has confirmed in writing to the Company that it has complied with Chapters 1 and 2 of the Listing Rules.	24 March 2016

## Resolution 2- Issue of Shares

### Listing Rules

Resolution 2 seeks approval for the issue of up to 12,500,000 Shares pursuant to the Prospectus.

In general terms, Listing Rule 7.1 prohibits the Company from issuing more than 15% of its Equity Securities in any 12 month period without Shareholder approval, subject to exceptions. If approved, the issue of these Shares will be included at **A** in the formula at Listing Rule 7.1.

The Shares will be issued within 3 months of the date of the EGM.

Funds raised will be applied towards working capital, the costs of the offer under the Prospectus, the costs of the Proposed Transaction and the costs of re-compliance with Chapters 1 and 2 of the Listing Rules. The use of funds is described in more detail in the Explanatory Statement to Resolution 1.

The Shares the subject of this Resolution 2 will be issued at \$0.20 per share pursuant to the offer under the Prospectus. The Shares will have the same rights and entitlements as the Company's ordinary fully paid shares.

The Shares the subject of this Resolution 2 will be issued as part of a public offer under which existing Shareholders receive a priority entitlement.

Pursuant to Listing Rule 7.3.8,

**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

---

- The priority entitlement is at least 10% of the offer or in another way, in ASX's opinion, that is fair in all the circumstances.
- The Company will limit the number of Shares it issues to any Shareholder to the higher of 5% of all the Shares being offered under the priority entitlement and the number the Shareholder would be entitled to under a pro rata issue of all those Shares.

### **Resolution 3- Acquisition of a Relevant Interest in Shares**

#### **Australian Takeover Laws**

In general terms, and subject to various exceptions, Section 606 of the Corporations Act provides that a person must not obtain a relevant interest in issued voting shares where, as a result of that acquisition, that person's or someone else's voting power in the entity increases from 20% or below to more than 20% or from a starting point that is above 20% and below 90%.

One of those exceptions is in Item 7 of Section 611 of the Corporations Act. The exception provides that such an increase in voting power may occur with the approval of the members of the entity.

A person's voting power includes the person's relevant interests together with the voting power of any Associate.

#### **Application of Australian Takeover Laws to Issue of Shares to RedChip Companies Inc.**

The Proposed Transaction provides that RedChip Companies Inc will be issued with 30,000,000 Shares on completion of the Proposed Transaction and an entitlement to a further 5,000,000 Deferred Consideration Shares subject to the EBITDA performance of the Company.

On the basis of the Pro Forma Capital Structure, RedChip Companies Inc. and David Gentry's voting power in the Company will be a minimum of approximately 42% at completion of the Proposed Transaction and potentially ultimately a minimum of 46% if all the Deferred Consideration Shares are issued.

The maximum voting power of RedChip Companies Inc and David Gentry will be approximately 53% at completion of the Proposed Transaction and approximately 57% if all the Deferred Consideration Shares are issued.

The table below describes the voting power on various scenarios of the two substantial shareholders of the Company. Based on the current share register, the largest Shareholders on Completion of the Proposed Transaction (being post Share consolidation) other than those disclosed in the table below will be:

Taraville Pty Ltd	859,961 Shares	1.20% of issued Shares <sup>1</sup>
Diamond Mountain Wealth Corp	750,000 Shares	1.05% of issued Shares <sup>1</sup>
N.R and L.J. Henderson	100,109 Shares	0.14% of issued Shares <sup>1</sup>

<sup>1</sup>Voting power calculated on Scenario 4 in the table below.

In the absence of Shareholder approval, any issue of Shares resulting in the voting power of RedChip Companies Inc and David Gentry in the Company exceeding 20% will be prohibited under the Corporations Act.

#### **Listing Rule 7.1**

Under Listing Rule 7.2 exception 16, approval under Item 7 of Section 611 of the Corporations Act is an exception to the requirement for approval under Listing Rule 7.1. In the absence of approval under Item 7 of Section 611 of the Corporations Act, the issue of Shares under Resolution 7 would exceed the capacity under Listing Rule 7.1.

**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

**Listing Rule 10.11**

RedChip Companies Inc is exempt from the application of Listing Rule 10.11 due to the operation of Listing Rule 10.12 Exception 6.

The issue of the Deferred Consideration Shares is exempt from the operation of Listing Rule 10.11 due to the operation of Listing Rule 10.12 Exception 9.

**Information required for Shareholder Approval**

In accordance with ASIC Regulatory Guide 74 (“RG74”) the Company has commissioned an Independent Expert to report as to whether the proposed issue of Shares to RedChip Companies Inc is fair and reasonable to Shareholders that are not associates of RedChip Companies Inc.

The Independent Expert has assessed the proposed issue and concluded that it is fair and reasonable. The Independent Expert’s Report is included with this Notice. The balance of the information required under paragraph 74.25 of RG74 is contained throughout the Explanatory Statement to this Notice, or set out below:

- RedChip’s intentions for the future of the Company are as stated in the Explanatory Statement to Resolution 1, including the business plan at page 13.
- Alberto Migliucci is the only Director with an interest in the Proposed Transaction. His interest is indirect and arises solely from the conditionality of Resolution 7, being the issue of Shares to him, on the passage of Resolutions 1 -4.
- RedChip does not intend to change the financial or dividend policies of the Company.
- Each Director (with Mr Migliucci abstaining for the reasons stated at page 24) recommends that the Shareholders vote in favour of Resolution 3 as, in the absence of any alternative proposal, the advantages of the Proposed Transaction out weigh the disadvantages of the Proposed Transaction. Shareholders should refer to pages 14 and 15 of the Explanatory Statement for the analysis of advantages and disadvantages.
- The contracts conditional on approval of Resolution 3 are:
  - The Transaction Documents whose key terms are described in the Explanatory Statement to Resolution 1.
  - The employment contract for Mr Gentry described in the Explanatory Statement to Resolution 5.

Set out below is a table describing the voting power in the Company on the various scenarios considered under Resolutions 1, 2 and 7.

	Scenario 1- Shares held following the share consolidation contemplated by Resolution 4 (subject to rounding).	Scenario 2- Shares held following completion of Proposed Transaction  <i>J</i>	Scenario 3- Shares held following completion of Proposed Transaction and the Shares that are expected to be issued under the Prospectus.  <i>J</i>	Scenario 4- Shares held following completion of Proposed Transaction, the Shares that are expected to be issued under the Prospectus plus Shares proposed to be issued under Resolution 7	Voting Power- Scenario 1	Voting Power- Scenario 2	Voting Power- Scenario 3	Voting Power- Scenario 4
<b>Total Shares on Issue</b>	26,647,057	56,647,057  <i>[61,647,057]</i>	69,147,057  <i>[74,147,057]</i>	71,147,057  <i>[76,147,057]</i>				

**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

<b>RedChip Companies Inc.</b>	Nil	30,000,000 <i>[35,000,000]</i>	30,000,000 <i>[35,000,000]</i>	30,000,000 <i>[35,000,000]</i>	0%	52.96% <i>[56.77%]</i>	43.39% <i>[47.20%]</i>	42.17% <i>[45.96%]</i>
<b>David Gentry</b>	Nil	Nil	Nil	Nil	0%	52.96% <i>[56.77%]</i>	43.39% <i>[47.20%]</i>	42.17% <i>[45.96%]</i>
<b>Petra Commodities Pte Ltd/ Petra Pacific Pte Ltd</b>	24,250,000	24,250,000	24,250,000	26,250,000	91.01%	42.81% <i>[39.34%]</i>	35.07% <i>[32.71%]</i>	36.90% <i>[34.47%]</i>
<b>Alberto Migliucci</b>	Nil	Nil	Nil	Nil	91.01%	42.81% <i>[39.34%]</i>	35.07% <i>[32.71%]</i>	36.90% <i>[34.47%]</i>

Notes:

- a) David Gentry has a relevant interest in the Shares held by RedChip Companies Inc.
- b) Alberto Migliucci has a relevant interest in shares held by Petra Commodities Pte Ltd
- c) The figures in *[square brackets and italics]* are combined with the Deferred Consideration Shares on the basis that all the Deferred Consideration Shares are issued and there are no other Share issues that dilute the voting power.

#### **Resolution 4- Consolidation of Capital**

Resolution 4 seeks Shareholder approval for the Company to consolidate its issued share capital through the conversion of every 4 Shares into 1 Share.

Pursuant to Section 254H(1) of the Corporations Act and Rule 114) of the Company's Constitution, the Company may convert all of its shares into a smaller or larger number of shares by ordinary resolution passed at a general meeting.

#### **Purpose of Consolidation of Capital**

The Company will be required to comply with Chapters 1 and 2 of the Listing Rules on completion of the Proposed Transaction. Listing Rule 2.1 Condition 2 requires that the offer price for the Company's Shares to be offered under the Prospectus must be a minimum of \$0.20.

The ratio for the consolidation of capital has been chosen to limit the dilution per share that the allottees of the Company's Shares under the Prospectus would otherwise face if subscribing for Shares at \$0.20 on a pre-consolidation basis.

#### **Effect of Share Consolidation**

If the share consolidation is approved, and subject to the approval of Resolutions 1, 2 and 3, every 4 Shares on issue will be consolidated into 1 Share. This will result, subject to rounding, in 26,647,057 Shares on issue.

The Share consolidation will apply equally to all Shareholders and accordingly all Shareholders will have their shareholding reduced in the same ratio, subject to rounding. There will be no change to the rights or entitlements attaching to the Shares.

**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

---

The Share consolidation will not effect whether a Shareholder holds an unmarketable parcel of Shares. A Shareholder with an unmarketable parcel of Shares will be unable to trade the Shares on market and may, in certain circumstances, be liable to having the unmarketable parcel of Shares bought back or sold by the Company. Shareholders who hold an unmarketable parcel after the Share consolidation would have held an unmarketable parcel before the Share consolidation.

There are no options on issue.

#### Fractional Entitlements

Any fractions of Shares resulting from the Share consolidation will be rounded up to the nearest whole Share.

#### Holding Statements and Indicative Timetable

On the date of the Share consolidation, all existing holding statements will cease to have any effect. New holding statements will be issued to all Shareholders after the Share consolidation is completed.

The timetable in the Explanatory Statement at Resolution 1 provides details of the timing of the Share consolidation and issue of holding statements.

#### Taxation

The Share consolidation will not result in a capital gains tax event for Australian tax residents. The cost base of each Share held after the Share consolidation will be 4 times the cost base of the Share pre Share consolidation and the acquisition date will be the same date as the date on which the original Share was acquired.

This Explanatory Statement does not consider the taxation implications for Shares held on revenue account, as trading stock or by non-Australian resident Shareholders.

#### Resolution 5- Elect David Gentry as a Director

David Gentry is the President and CEO of RedChip. He also controls RedChip Companies Inc. and will have a beneficial interest in the Shares to be held by RedChip Companies Inc. The Directors intend to appoint David Gentry as Chief Executive Officer of the Company on completion of the Proposed Transaction.

The Director's do not intend to appoint any other nominee of RedChip to the Board and RedChip does not hold any contractual right to nominate Directors to the Board, other than the rights it will hold as a Shareholder in common with all Shareholders.

In accordance with subparagraph 74.25 of RG 74 and Listing Rule 3.16.4, the following information is provided concerning Mr Gentry, his remuneration and contract of employment:

- Mr Gentry holds a Masters of Education from the University of Florida.
- Mr Gentry will be employed as Chief Executive Officer of the Company.
- Base salary of US\$200,000 per annum inclusive of superannuation, reviewed annually.
- Employment may be terminated by either party by giving six months' notice, or earlier by payment in lieu of notice at the election of the Company.
- Employment may be terminated immediately by the Company for serious misconduct by Mr. Gentry.
- Leave and redundancy entitlements are in accordance with applicable laws, with termination benefits limited by ASX Listing Rule 10.19 and Division 2 of Part 2D.2 of the Corporations Act.

**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

---

**Resolution 6- Change of Name of Company**

Resolution 6 is a special resolution and will require 75% of Shareholders present at the meeting in person or by proxy, attorney or corporate representative to vote in favour of the resolution for it to pass.

If approved, and subject to lodgement of required notices with ASIC, the Company will be known as RedChip International Limited. The Company will remain the same legal entity with the same Australian Company Number and Australian Business Number and there will be no legal or taxation consequence to Shareholders of the change of name.

**Resolution 7- Issue of Shares to Petra Commodities Pte Ltd**

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 10.11 to issue Shares to Petra Commodities Pte Ltd. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1. Petra Commodities Pte Ltd is controlled by Alberto Migliucci, the Chairman of the Company.

No funds will be raised by the issue of the Shares the subject of this Resolution 7. The issue of Shares is in exchange for the discharge of the debt of \$337,426.37 plus accrued interest currently owing by the Company to Petra Commodities Pte Ltd and Petra Pacific Pte Ltd under various loans.

Shareholders should refer to the table at page 20-21 for the analysis of the impact to voting power of the Company on the issue of the Shares under this Resolution 7. The Shares the subject of this Resolution 7 may be Restricted Securities if determined by the ASX and subject to escrow for up to 24 months from date of issue.

Approval for the issue of the Shares is sought under Listing Rule 10.11.

Approval is sought for the issue of Shares as contained in the table below:

<b>Number</b>	2,000,000 Shares.  No Shares will be issued if the Proposed Transaction does not complete, in which case the indebtedness of the Company to Petra Commodities Pte Ltd will remain.
<b>Issue Price</b>	\$0.20 per Share.

A simple majority of Shareholders is required to pass this resolution.

**ASX Requirements**

Specific information required in accordance with Listing Rule 10.13 not otherwise provided in this Explanatory Statement is set out below:

- The Shares to be issued under Resolution 7 will be issued immediately after completion of the Proposed Transaction (completion of the Proposed Transaction shall be within 3 months of the date of the Extraordinary General Meeting). The Company has been granted a waiver by the ASX from Listing Rule 10.13.3 to permit the shares to be issued within 3 months of the date of the Extraordinary General Meeting.
- The Shares are ordinary fully paid shares.
- No funds will be raised from the issue of the Shares the subject of this Resolution 7 although the issue of Shares will reduce the Company's indebtedness by approximately \$400,000.

### Related Party Transaction

Section 208(1) of the Corporations Act provides that a public company must not, without the approval of the Company's members, give a financial benefit to a related party unless an exception to the prohibition which are set out in sections 210 to 216 of the Corporations Act apply to the issue. As Petra Commodities Pte Limited is controlled by Alberto Migliucci, a Director of the Company, Petra Commodities Pte Ltd is a related party of the Company for the purposes of section 228(2) Corporations Act. The issue of the Shares will constitute the giving of a financial benefit to a related party for the purposes of section 229(3)(e) of the Corporations Act.

The Board (with Alberto Migliucci abstaining) has resolved that the issue of the Shares is on arms length terms or terms less favourable to Petra Commodities Pte Limited than arms length terms, within the meaning of section 210 of the Corporations Act as the conversion of the loan to Shares is at the same price at which Shares are issued to the Vendors under the Proposed Transaction and the price at which Shares will be offered under the Prospectus. In the absence of conversion to Shares, the Company would have an obligation to repay at least \$400,000 in cash to discharge the existing loans upon completion of the Proposed Transaction.

Accordingly, shareholder approval is not required under section 208(1) of the Corporations Act.

### What will happen if any of the Resolutions are not approved?

All Resolutions are relevant to the Proposed Transaction but Resolutions 5, 6 and Resolution 7 are not material to the completion of the Proposed Transaction. If Resolution 5 is not passed, the Directors may appoint David Gentry as a Director on completion of the Proposed Transaction under Rule 9.1 of the Company's Constitution.

Resolution 1, 2, 3 and 4 are material to the Proposed Transaction and if any one of those Resolutions is not passed, the Proposed Transaction will not complete. If any of those Resolutions is not passed then the balance of the Resolutions will be withdrawn.

In accordance with ASX Guidance Note 33, if:

- The Company has not announced the Proposed Transaction to the market;
- Any of Resolutions 1, 2, 3 or 4 are not passed;
- The Company does not lodge its Prospectus with ASIC by 31 December 2015; or
- The Company does not enter into definitive agreements for the Proposed Transaction (including any financing required in respect to the Proposed Transaction),

then the Company will be delisted from the ASX on the first business day after 1 January 2016.

If the Company is delisted, the Directors intend to commence steps to have the Company wound up.

### Which Directors have an interest in the Proposed Transaction?

Alberto Migliucci is the only Director with an interest in the Proposed Transaction. His interest is indirect and arises solely from the conditionality of Resolution 7, being the issue of Shares to him, on the approval of Resolutions 1 -4.

### No Superior Proposal has emerged

As at the date of this Explanatory Statement, the Company has not received a proposal from any third party that would, in the opinion of the Directors, provide a superior outcome for Shareholders than the outcome that would be achieved under the Proposed Transaction.

It is possible that the Company prior to the date of the EGM may receive a competing proposal. If a competing proposal is received prior to the date of the EGM, your Directors will give due consideration to it in accordance with their duties, including assessing whether it constitutes a superior proposal or has the potential to become a superior proposal. Your Directors will update Shareholders accordingly in relation to any receipt before the EGM of a competing proposal that may cause the Directors to change or withdraw their current recommendations.



### **Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of all Resolutions, with Alberto Migliucci abstaining on Resolution 7 and Resolution 3.

Subject to compliance with the Corporations Act and the Listing Rules, the chairman of the meeting intends to vote all undirected proxies in favour of the Resolutions.

### **Chairman of Meeting**

The Chairman of the Board, Alberto Migliucci will not chair the meeting for Resolution 7 due to his interest in the matter of the resolution. Mr Alex Chin will assume the chair of the meeting for that resolution.

### **Questions**

If you have any questions about this notice or the accompanying documents, please contact:

Alberto Migliucci, Chairman  
2B William Street, North Sydney, NSW 2000

Email: [admin@vgpcorp.com](mailto:admin@vgpcorp.com)

Ph: +65 6737 2932

Fx: +65 6738 3930

## **Definitions**

In this Notice of Meeting and Explanatory Statement capitalised terms have the same meaning as in the Corporations Act, unless defined below:

**ASX** means the ASX Limited ACN 008 624 691 and the market that it operates.

**Company** means VGP Corporation Limited ACN 113 398 040.

**Contracts** means the contracts for any aspect of the Service Offering between RedChip or any of its controlled entities and a client in the Territory.

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

**Deferred Consideration Shares** means a maximum of 5,000,000 Shares to be issued by the Company to RedChip on the first achievement of the Company in any financial year commencing within 36 months of completion of the Proposed Transaction of:

- (i) EBITDA of \$2,000,000 or more but less than \$4,000,000- 2,500,000 Shares;
- (ii) EBITDA of \$4,000,000 or more- 2,500,000 Shares.

The Deferred Consideration Shares are to be issued within 7 days of the release to the ASX of the Company's full year statutory accounts.

**Director** means a director of the Company.

**EBITDA** means earnings before interest, depreciation and amortisation as determined in accordance with the accounting standards applying to the Company.

**EGM** means the extraordinary general meeting of the Company to be held on 21 December 2015.

**Equity Security** has the same meaning as in the Listing Rules.

**Independent Expert's Report** means the report prepared by the **Independent Expert**, Mr Drew Townsend of Hall Chadwick (Corporate) NSW Limited, dated 18 November 2015 included with this Notice of Meeting.

**Licence** means the licence granted by RedChip to the Company to utilise the intellectual property (including copyright, trademarks, patents and designs), know-how, trade secrets and confidential information necessary for, or incidental to the provision of the Service Offering.

**Listing Rules** means the official listing rules of the ASX.

**Option** means a call option to acquire one Share for each option on the payment by the holder of \$0.20 expiring 5 years after the date of issue of the option.

**Proposed Transaction** means the acquisition of the rights to conduct the RedChip business as described in the Explanatory Statement to Resolution 1.

**Prospectus** has the same meaning as in the Corporations Act.

**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

---

**RedChip** means RedChip Companies Inc an Orlando, Florida Corporation, having its principal place of business at 1017 Maitland Center Commons Blvd., Maitland, Florida 32751.

**Restricted Securities** has the same meaning as in the Listing Rules.

**Service Offering** means all of the services currently offered by RedChip and its controlled entities and includes any developments or new service lines utilised or developed during the term of the Licence.

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

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

**Territory** means all countries outside the Americas (all countries within the continent of North and South America, for example the USA, Canada, Mexico, the countries of Central and South America).

**Transaction Document** means the documents comprising the Licence, the assignment of the Contracts to the Company and the Support Services Agreement as described in the Explanatory Statement to Resolution 1.

NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
**EXPLANATORY STATEMENT**

---

**Annexure A**

**PRO-FORMA STATEMENT OF FINANCIAL POSITION**

		Un-Audited Pro-forma 30-Jun-15  (Completion of capital raising)	Audited  30-Jun-15
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	1	2,232,342	82,342
Trade and other receivables		5,352	5,352
<b>TOTAL CURRENT ASSETS</b>		2,237,694	87,694
<b>NON CURRENT ASSETS</b>			
Licences	2	6,000,000	
<b>TOTAL NON CURRENT ASSETS</b>		6,000,000	0
<b>TOTAL ASSETS</b>		8,237,694	87,694
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	3	300,376	37,876
Borrowings		28,285	28,285
<b>TOTAL CURRENT LIABILITIES</b>		328,661	66,161
<b>NON CURRENT LIABILITIES</b>			
Other payables	4	187,500	
Borrowings		209,141	209,141

**NOTICE OF EXTRAORDINARY GENERAL MEETING  
2015  
EXPLANATORY STATEMENT**

<b>TOTAL NON CURRENT LIABILITIES</b>		396,641	209,141
<b>TOTAL LIABILITIES</b>		725,302	275,302
<b>NET LIABILITIES</b>		7,512,392	187,608
<b>EQUITY</b>			
Issued capital	5	61,603,984	53,103,984
Accumulated losses	6	54,091,592	53,291,592
<b>TOTAL EQUITY</b>		7,512,392	(187,608)

**Pro-Forma Adjustments**

1. Increase from capital raising less \$350,000 part payment of licensing fee
2. RedChip Licence based on Director's own valuation of 30,000,000 Shares x \$0.20.
3. Three quarterly payments of Support Services Fee due in following 12 months
4. Final quarterly payment and \$100,000 balance of Support Services Fee
5. Issue of 30,000,000 shares at \$0.20 for RedChip Licence, plus issue of 12,500,000 shares at \$0.20 under public offer
6. Expense of \$800,000 Support Services Fee