

ARCADIA WORLDWIDE LIMITED

19 November 2014

Mr Ian Craig
The National Stock Exchange of Australia Limited
Suite 12
415 Riversdale Road
Hawthorn East, Victoria 3123

Dear Mr Craig

APPLICATION FOR LISTING ARCADIA WORLDWIDE, LIMITED

1. General

1.1 *Applicant:* Arcadia Worldwide Limited ARBN 600 964 752

Date of Incorporation: 4 March 2013

Place of Incorporation: New Brunswick, Canada

International Securities Identification Number (ISIN): CA03922T1057

1.2 The Applicant was registered as a foreign company on 5 September 2014.

1.3 *Principal Registered Office:* c/- Touchstone Business Services
Suite 214
96 Norwood Avenue
Moncton, New Brunswick E1C6L9
Canada

Registered Office in Australia: c/- Highgate Corporate Advisors Pty Ltd
31 Highgate Cct
Kellyville NSW 2157

Address at which Registered holders is kept:

Boardroom Pty Ltd
Level 8, 446 Collins Street
Melbourne VIC 3000

1.4 The Applicant formerly requests to be admitted to the Official List of the National Stock Exchange of Australia Limited ("NSX") and for the quotation of its shares on the NSX.

Nature of Securities: Shares

Amount of Securities: 20,654,454

Class of Securities: Ordinary Shares

Voting Rights attached to the Securities: 1 vote per member on a show of hands, 1 vote per share on a poll

Are the securities fully paid: Yes

- 1.5 *Proposed methods by which the securities are to be brought to listing:* Information Memorandum – Compliance Listing

Details of any proposed distribution of the securities: Nil

- 1.6 *Estimated market capitalisation of the securities which listing is sought:* \$2,000,000
- 1.7 *Estimate of net proceeds of the issue and the intended use of the proceeds:* N/A – compliance listing.
- 1.8 *The name of any other stock exchange on which any securities of the Company are listed or traded:* Nil

2. Share capital and ownership

- 2.1 *The designation title of each share:* Ordinary shares

Number of shares issued: 20,654,454

The voting rights attached to each share: 1 vote per member on a show of hands, 1 vote per share on a poll.

The amount of fully paid up shares: 20,654,454

The shareholdings of directors and officers:

Jeffrey Vallandingham	6,366,100	30.8%
Edoardo Ciulli	4,218,500	20.4%
Joel Locker	1,418,950	6.7%

Names of shareholders who own 5% or more of the shares:

Jamie Kennedy Enterprises, Inc.	2,000,000	9.7%
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- 2.2 *Register of Shareholders:* Please see the attached Shareholders' Register

3. Securities

An outline of the principal terms of the *securities* the applicant wishes to *list*:

Each share entitles the holder thereof to one vote at the Company's general meeting. There are no limitations under the Articles of Association or under Canadian law on the rights of non-residents of Canada or non-Canadian citizens to hold or vote on the company shares. None of the company shares carry any special rights. Upon the Company's liquidation winding up, holders of shares will be entitled to participate, in proportion to their respective nominal share capital in the Company held by them in any surplus assets remaining after payment of the Company's creditors.

4. History and nature of business

Please refer to Chapters 1 and 2 of the Information Memorandum attached to this Application.

5. Summary of earnings

The Applicant was established in New Brunswick, Canada on 4 March 2013 for the sole purpose of acquiring as a wholly-owned subsidiary, Arcadia Adult Day Health Care Center, LLC ("AADHCC"), and so does not have 3 years of trading history. A copy of AADHCC's audited consolidated balance sheet as at 31 December 2013 is attached to this Application. The accounts show comparative accounts as at 31 December 2012.

A copy of the Applicant's reviewed consolidated balance sheet as at 30 June 2014 is attached to this Application.

6. Tabulation of balance sheet

See the attached consolidated balance sheet as at 31 December 2013.

7. Employees

The total number of persons regularly employed by the Applicant is 40.

The number of persons regularly employed by the Applicant is not subject to seasonal fluctuations.

8. Child entities

Pursuant to an Equity Interest Purchase Agreement dated 25 April 2014, the Applicant became the 100% holding company of Arcadia Adult Day Health Care Center, LLC which was incorporated on 11 June 1999 under the laws of the State of California.

9. Dividend record

As at the date of this application there have been no dividends declared by the Applicant.

10. Properties

The Company leases its adult day health care facility pursuant to a month to month agreement for a monthly payment of \$11,000. The Company is also required to pay for property taxes, utilities, insurance, and repairs and maintenance associated with the leased property. The Company's aggregate minimum lease payment obligation over each of the next five years is expected to be approximately \$132,000 annually.

11. Litigation

As at the date of this Application there has been no litigation or claims of material importance made, or which is pending or threatening, against the Applicant or any of its subsidiaries.

12. Management

12.1 *Names, residential addresses and descriptions of directors, proposed directors and management:*

Jeffrey Vallandingham – Director
1461 Lauren Court
Encinitas, California USA 92024

Joel Locker – Director
433 Bridoon Terrace
Encinitas, California USA 92024

Edoardo Ciulli – Director
13009 Signature Point, #260
San Diego, California USA 92130

For qualifications and expertise please refer to pages 11-13 in Chapter 2 of the attached Information Memorandum.

12.2 *The nature of any family relationship between the persons mentioned in (1).*

There are no family relationships between the persons mentioned in 12.1.

12.3 *A brief account of the business experience of each of these persons during the last five (5) years.*

Please refer to pages 11-13 of the attached Information Memorandum

- 12.4 *Are the directorships held by each director or proposed director in any publicly listed or traded companies.*

No

- 12.5 No director or proposed director has, in any jurisdiction, been convicted in any criminal proceedings or has had a bankruptcy partition filed against him or any partnership in which he was a partner or any body corporate of which he was a director or has been sanctioned or otherwise disciplined by any self-regulatory securities association of which he has been a member, or any securities supervisory or regulatory body or any such event is pending.

13. Sponsors, bankers, etc.

- 13.1 *The names and addresses of the Applicant's sponsor, financial advisors, principle bankers, nominated adviser, share registrar/transfer agent and solicitors.*

Please refer to the Corporate Directory on page 22 of the attached Information Memorandum.

The Nominated Advisor is F S Capital Ltd.

- 13.2 *The name, address and professional qualifications of the Applicant's Auditors.*

The Applicant's auditors are Gregory Scott International of Chicago, Illinois – please see page 23 of the attached Information Memorandum.

14. Statement of non-compliance

A statement of any requirements of the Listing Rules which cannot be met by the Applicant.

Nil.


15. Declaration

A declaration, stated to be to the best of the *issuer's* knowledge, information and belief that:

- (1) save as specified in the application letter, all the qualifications for *listing* set out in Chapter 3 of Section IIA of the *Listing Rules* have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the *issuer* and the securities of the *issuer* the subject of the application;
- (2) all information required to be included in the *disclosure document* pursuant to Rule 4.8 and the *Corporations Act* will be included; and
- (3) there are no other facts bearing on the *issuer's* application for *listing* which, in the *issuer's* opinion, should be disclosed to the *Exchange*.

Yours faithfully

Arcadia Worldwide, Limited

A handwritten signature in dark ink, appearing to read 'J. Vallandingham', is written over a horizontal line.

JEFFREY VALLANDINGHAM

Director