



ARCADIA WORLDWIDE LIMITED

ARBN 600 964 752

NOTICE OF EXTRAORDINARY GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

21 May 2015

Time of Meeting

11:00 am (PDT)

Place of Meeting

860 North Highland Avenue
Los Angeles, California USA 90038

NOTICE OF EXTRAORDINARY GENERAL MEETING

ARCADIA WORLDWIDE LIMITED ARBN 900 964 752

Notice is hereby given that an Extraordinary General Meeting of the shareholders of Arcadia Worldwide Limited (the "Company") will be held at 11:00 am (PDT) on 21 May 2015 at 860 North Highland Avenue, Los Angeles, California USA 90038.

Resolution 1: Removal of Auditor

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

"That Gregory Scott International, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting."

Resolution 2: Appointment of Auditor

To consider and, if thought fit, pass, with or without amendment, the following resolution as a **special resolution**:

"That, subject to the passing of Resolution 1, John Charles Smith, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company effective from the date of the Meeting and the Directors be authorized to agree the remuneration."

DATED 22 APRIL 2015

**BY ORDER OF THE BOARD
ARCADIA WORLDWIDE LIMITED**


**JOEL LOCKER
COMPANY SECRETARY**

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening an Extraordinary General Meeting of shareholders of Arcadia Worldwide Limited to be held on 21 May 2015. This Explanatory Memorandum is to assist shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolutions proposed. Both documents should be read in their entirety and in conjunction with each other.

Other than the information set out in this Explanatory Memorandum, the Directors believe that there is no other information that could reasonably be required by shareholders to consider Resolutions 1 and 2 (inclusive).

1. RESOLUTIONS 1 AND 2: REMOVAL AND APPOINTMENT OF AUDITOR

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which two months' notice of intention to move the resolution has been given.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than two months after the notice of intention is given.

The Company provides to shareholders the notice of intention to remove Gregory Scott International as auditor in the annexure to this Explanatory Memorandum, and seeks the approval to remove the auditor even though the Meeting will be held less than two months after the notice of intention is given.

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

If Gregory Scott International is removed under Resolution 1, the Directors propose that John Charles Smith be appointed as the Company's auditor effective from the Meeting. The notice of intention to remove Gregory Scott International as auditor of the Company and nomination of John Charles Smith as auditor of the Company is provided to shareholders in the annexure to this Explanatory Memorandum. John Charles Smith has given written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

If Resolutions 1 and 2 are passed, the appointment of John Charles Smith as the Company's auditor will take effect at the close of the Meeting.

Resolutions 1 is an ordinary resolution. Resolution 2 is a special resolution.

The Directors recommend shareholders vote in favour of each of Resolutions 1 and 2.

The chair intends to vote undirected proxies in favour of each of Resolutions 1 and 2.

The passing of Resolution 2 is subject to Resolution 1 being approved by shareholders. Accordingly, if you intend to vote in favour of Resolution 2, you should also vote in favour of Resolution 1.

2. **GLOSSARY**

In this Explanatory Memorandum and Notice of Extraordinary General Meeting the following expressions have the following meaning unless stated otherwise or unless the context otherwise requires:

PDT means Pacific Daylight Time as observed in Los Angeles, California USA;

Board means the board of directors of the Company;

Constitution means the existing constitution of the Company;

Corporations Act means *Corporations Act 2001* (Cth);

Director mean a director of the Company;

Meeting means the meeting of shareholders convened by the Notice; and

Notice means the notice of meeting to which this Explanatory Memorandum is attached.

All Correspondence to:

 **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

 **By Fax:** +61 2 9290 9655

 **Online:** www.boardroomlimited.com.au

 **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00 am (PDT) on 19 May 2015.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form must be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00 am (PDT) on 19 May 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

 **By Fax** +1 323 466 2340

 **By Mail** Arcadia Worldwide Limited
860 North Highland Avenue
Los Angeles, CA USA 90038

 **In Person** 860 North Highland Avenue
Los Angeles, CA USA 90038

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐ **Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Arcadia Worldwide Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **860 North Highland Avenue Los Angeles, California USA 90038 at 11:00 am (PDT) on 21 May 2015** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Removal of Auditor - Gregory Scott International	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Auditor - John Charles Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015

ANNEXURE

15 April 2015

The Board of Directors
Arcadia Worldwide Limited

Dear Sirs:

NOMINATION OF JOHN CHARLES SMITH AS COMPANY AUDITOR

EU Capital Advisors, LLC, of 300 Spectrum Center Drive, Suite 1160, Irvine, California USA 92618, being a member of Arcadia Worldwide Limited (the "**Company**"), request that a general meeting of the Company be held at the first available time, in any event no later than two months from the date of this notice, to consider and, if thought fit, pass resolutions that:

- (a) Gregory Scott International be removed as auditor of the Company; and
- (b) John Charles Smith be appointed as the new auditor of the Company.

Furthermore, for the purposes of the *Corporation Act 2001* (Cth), I hereby give you notice of the nomination of John Charles Smith of Shop 6B Captain Cook Centre, Arnhem Road, P O Box 1294, NHULUNBUY NT 0881, as auditor of the Company.

EXECUTED by EU CAPITAL ADVISORS LLC

A handwritten signature in black ink, appearing to be 'Todd Sanders', written in a cursive style.

Todd Sanders
Managing Member