



JOHN.BRIDGEMAN

17 June 2015

Mr Ian Craig
Companies Manager
National Stock Exchange of Australia Limited
Level 13, 575 Bourke Street
MELBOURNE VIC 3000

Dear Mr Craig,

JOHN BRIDGEMAN LIMITED ACN 603 477 185: APPLICATION

This is the formal application by John Bridgeman Limited (**Company**) to list its ordinary fully paid Shares and Options on the National Stock Exchange of Australia Limited (**NSX**).

In compliance with the terms of the Appendix 1A of the NSX Listing Rules, our responses to your specific questions are as follows:

1. General

1) The name of the applicant and the date and place of incorporation

John Bridgeman Limited was incorporated in Queensland, Australia on 8 January 2015.

2) If not incorporated in Australia, the date on which the application became registered under the Corporations Act

Not applicable.

3) The address of the principal registered office and the address of each office at which a share register is kept

The registered office of the Company is 144 Union Street, Spring Hill QLD 4000, Australia.

Link Mark Services Limited is the share registry for the Company, located at Level 15, 324 Queen Street, Brisbane QLD 4000.

4) A formal request for the listing of the securities in respect of which application is made, specifying the nature of the securities and the amount, class, the voting rights attached and whether they are to be fully paid

The Company requests the listing of the following securities, assuming that the maximum subscription is raised under the Prospectus (as amended by the Supplementary Prospectus):

Assuming maximum subscription achieved		
Nature of securities	Shares and Options	
Offer Price Per Share	\$1.00	
Exercise Price per Option	\$1.10	
Total number of Shares and Options on issue following the Offer	Shares	14,400,000
	Options	21,960,000

John Bridgeman Limited ACN 603 477 185
144 Union Street, Spring Hill Qld 4000
Telephone: 1300 155 396

Assuming maximum subscription achieved	
Class of both Shares and Options	Ordinary
Voting Rights	The Shares will rank equally in all respects with the shares held by the existing shareholders. The rights and liabilities attaching to all shares and options are detailed in the Company's constitution. See section 8.2 of the Prospectus.
Fully or partly paid	Fully paid

5) **The proposed method by which the securities are to be brought to listing and details of any proposed distribution of the securities**

The Company is seeking to raise a minimum of \$3.2 million and a maximum of \$7 million in Shares with attaching Options on a 1 for 1 basis. The existing capital structure is shown in Appendix 1. The capital structure following the Offer is set out in sections 2.1 and 2.7 of the Prospectus and sections 4.3 and 4.6 of the Supplementary Prospectus.

6) **The estimated market capitalisation of the securities for which a listing is sought**

It is anticipated that between 3.2 million Shares with attaching Options, and 7 million Shares with attaching Options, will be issued following the close of the offer, depending on the amount raised. Refer sections 2.1 and 2.7 of the Prospectus and sections 4.3 and 4.6 of the Supplementary Prospectus.

7) **An estimate of the net proceeds of any proposed issue and the intended use of the proceeds**

Please refer to section 2.6 of the Prospectus and section 4.5 of the Supplementary Prospectus.

8) **The name of any other stock exchange on which any securities of John Bridgeman Limited are already listed and/or traded.**

The Company's securities are not listed on any other stock exchange.

2. **Share capital and ownership**

1) **A list in tabular form of:**

(i) **the designation or title of each class of share**

See section 2.7 of the Prospectus and section 4.6 of the Supplementary Prospectus.

(ii) **the number of shares issued**

See section 2.7 of the Prospectus and section 4.6 of the Supplementary Prospectus.

(iii) **the voting rights attached to each share**

The Shares will rank equally in all respects with the shares held by the existing shareholders. The rights and liabilities attaching to all shares and options are detailed in the Company's constitution. See section 8.2 of the Prospectus.

(iv) **the amount of fully paid up shares**

See section 2.7 of the Prospectus and section 4.6 of the Supplementary Prospectus.

(v) **the shareholdings of the directors and officers of John Bridgeman Limited**

See section 9.8 of the Prospectus.

(vi) **so far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of John Bridgeman Limited who own five percent (5%) or**

more of the shares of John Bridgeman Limited and their respective shareholdings

Shareholder	Class	Number of Shares	% of Shares	Number of Options	% of Options
Stuart McAuliffe	ORD	550,000	7.43%	3,630,000	48.02%
Simon Richardson (Simon Richardson atf Kamaruka Trust)	ORD	Nil	Nil	1,040,000	13.56%
John McAuliffe (Tetue Pty Ltd)	ORD	Nil	Nil	1,040,000	13.56%
Ross Patane (Wonate One Pty Ltd)	ORD	Nil	Nil	1,040,000	13.56%
John Hawkins Pty Ltd	ORD	5,000,000	67.57%	5,000,000 attaching options	66.14%
Jan Holmes Pty Ltd atf Jan Holmes Super-annuation Fund	ORD	1,350,000 Shares	18.24%	1,350,000 attaching options	17.86%

- 2) **A list in tabular form of the names of all the shareholders of John Bridgeman Limited including the dates that the shares were allotted to them, the consideration that they provided and the number of shares that are held.**

See Appendix 1.

3. Securities

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

The rights and liabilities attaching to all shares and options are detailed in the Company's constitution. See sections 8.2 and 9.4 of the Prospectus.

4. History and nature of the business

Refer to Chapter 4 of the Prospectus for an overview of the Company's business.

The Company has no child entities as stated in item 8 below.

As the Company was incorporated in January 2015, there is no financial information for the preceding three (3) financial years.

Please refer to Chapter 6 of the Prospectus for an overview of the Company's financial information.

5. Summary of earnings

As the Company was incorporated in January 2015, there is no financial information for the preceding three (3) financial years.

6. Tabulation of balance sheet

A tabulation of its balance sheet for each of the last three (3) financial years (on a consolidated basis if John Bridgeman Limited has subsidiaries) or from the date of incorporation, if shorter. The tabulation should include a calculation of the net asset value per security for each of the three (3) financial years.

This is not applicable as the Company has only been incorporated since 8 January 2015. An audit reviewed proforma balance sheet is attached.

7. Employees

A statement as to the total number of persons regularly employed and, if subject to seasonal fluctuations, the maximum and minimum numbers employed during the preceding twelve (12) months.

Please refer to Chapter 5 of the Prospectus.

8. Child entities

This is not applicable as the Company does not have any child entities.

9. Dividend record

The Company has not declared or paid any dividends since its incorporation. The payment of dividends by the Company in the future will depend on the Company's financial performance, working capital requirements and plans for future investment.

10. Properties

This is not applicable as the Company does not own or lease any real property.

11. Litigation

Particulars of any litigation or claims of material importance made against any member of the group in the last (5) years or which is pending or threatened against any member of the group, or an appropriate negative statement.

As at the date of this letter, the Company is not involved in any litigation or arbitration and the Directors are not aware of any legal action pending or threatened.

12. Management

- 1) **the full name, residential address and description (being his or her qualifications or area of expertise or responsibility) of every director or proposed director and any person who performs an important administrative, management or supervisory function and particulars of the principal functions performed by each of them within the group if significant to the group:**

Name	Position	Residential address
John McAuliffe	Chairman and Non-Executive Director	24 Sutton Street, Chelmer, QLD 4068
Ross Patane	Non-Executive Director	59 Watson Street, Newmarket, QLD 4051
Stuart McAuliffe	CEO and Executive Director	24 Sutton Street, Chelmer, QLD 4068
Simon Richardson	Executive Director	19 Elanora Avenue, Mooloolaba, QLD 4557
Mary-Anne Greaves	Company Secretary	38/78 Cairns Street, Kangaroo Point QLD 4169
Brett Heading	Special Advisor to the Company	12 Greenmont Close, Ashgrove QLD 4060

Further information is set out in Section 5 of the Prospectus.

- 2) **the nature of any family relationship between the persons mention in 1)**

John McAuliffe and Stuart McAuliffe are father and son.

- 3) **a brief account of the business experience of each of these persons during the last five (5) years**

Please refer to Section 5 of the Prospectus.

- 4) **indicate any other directorships held by each director or proposed director in any publicly listed or traded companies**

Please refer to Section 5 of the Prospectus.

- 5) **state if any director or proposed director has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or her or any partnership in which he was a partner or anybody corporate of which he was a director or has been sanctioned or otherwise disciplined by any self-regulatory securities association of which he or she is or has been a member of any securities supervisory or regulatory body or any such event is pending.**

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

13. Sponsors, bankers, etc.

- 1) **the names and addresses of John Bridgeman Limited's sponsor, financial advisers, principal bankers, nominated adviser, share registrar/transfer agent and solicitors**

Position	Name	Address
Principal bankers	Westpac Banking Corporation	260 Queen Street, Brisbane QLD 4000
Nominated adviser and financial adviser	Wellington Capital Limited	Level 3, 345 Ann Street Brisbane QLD 4000
Share registrar	Link Market Services Limited	Level 15, 324 Queen Street Brisbane QLD 4000
Solicitors	Mills Oakley Lawyers	Level 14, 145 Ann Street Brisbane QLD 4000
Sponsoring broker	The Company seeks a waiver from NSX in respect of the requirement to appoint a sponsoring broker.	

- 2) **the name, address and professional qualifications of John Bridgeman Limited's auditors**

Position	Name	Address
Auditor	KPMG	Level 16, 71 Eagle Street Brisbane QLD 4000

14. Statement of non-compliance

A statement of any requirements of the Listing Rules which cannot be met by the applicant and detailed arguments to support any request for a waiver or modification of the normal requirements.

John Bridgeman Limited will meet each of the requirements of the NSX Listing Rules except for the waivers requested in respect of:

- the requirement to appoint a sponsoring broker.

15. Declaration

To be the best of John Bridgeman Limited's knowledge, information and belief, the directors of John Bridgeman Limited declare 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 John Bridgeman Limited and the securities of John Bridgeman Limited 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

there are no other facts bearing on John Bridgeman Limited's application for listing which, in John Bridgeman Limited's opinion, should be disclosed to the Exchange.

EXECUTED by John Bridgeman Limited)
ACN 603 477 185 in accordance with section)
127 of the Corporations Act 2001 (Cth) by:



Signature of Director

STUART MACLURE

Name of Director (Please print)



Signature of Director/Secretary

MARY-ANNE GREAVES

Name of Director/Secretary (Please print)

APPENDIX 1: John Bridgeman Limited List of Existing Shareholders

Holder	Holder's relationship with the entity	Number of securities held	Number of securities to be restricted (as estimated by entity)	Date of issue	Nature of consideration given by holder for issue	Issue price (if securities issued for cash)
Henry Avery Pty Ltd	Associate of Stuart McAuliffe, Managing Director	549,000 Shares with 549,000 attaching options exercisable at \$1.10 per option	549,000 Shares with 549,000 attaching options exercisable at \$1.10 per option	12 February 2015	Cash	\$0.00086498175
Stuart McAuliffe	Managing Director	1,000 Shares with 1,000 attaching options exercisable at \$1.10 per option	1,000 Shares with 1,000 attaching options exercisable at \$1.10 per option	8 January 2015	Cash	\$1.00
John Hawkins Pty Ltd	Associate of Stuart McAuliffe, Managing Director	5,000,000 Shares with 5,000,000 attaching options exercisable at \$1.10 per option	5,000,000 Shares with 5,000,000 attaching options exercisable at \$1.10 per option	12 February 2015	Cash	\$0.00086498175
Jan Holmes Pty Ltd atf Jan Holmes Superannuation Fund	Seed capitalist	1,350,000 Shares with 1,350,000 attaching options exercisable at \$1.10 per option	1,350,000 Shares with 1,350,000 attaching options exercisable at \$1.10 per option	12 February 2015	Cash	\$0.00086498175
Elders FMC Pty Ltd	Seed capitalist	200,000 Shares with 200,000 attaching options exercisable at \$1.10 per option	200,000 Shares with 200,000 attaching options exercisable at \$1.10 per option	12 February 2015	Cash	\$0.00086498175
Peter & Carolyn Aardoom atf Aardoom Superfund	See capitalist	150,000 Shares with 150,000 attaching options exercisable at \$1.10 per option	150,000 Shares with 150,000 attaching options exercisable at \$1.10 per option	12 February 2015	Cash	\$0.00086498175
Prime Investment Pty Ltd atf Aardoom Family Trust	Seed capitalist	150,000 Shares with 150,000 attaching options exercisable at	150,000 Shares with 150,000 attaching options exercisable at	12 February 2015	Cash	\$0.00086498175

Holder	Holder's relationship with the entity	Number of securities held	Number of securities to be restricted (as estimated by entity)	Date of issue	Nature of consideration given by holder for issue	Issue price (if securities issued for cash)
		\$1.10 per option	\$1.10 per option			
Taxonomy Pty Ltd	Associate	1,040,000 options exercisable at varying strike prices	1,040,000 options exercisable at varying strike prices	10 March 2015	Nil	Nil
Brett & Helen McAuliffe Pty Ltd atf Brett and Helen McAuliffe Family Trust	Associate	320,000 options exercisable at varying strike prices	320,000 options exercisable at various strike prices	10 March 2015	Nil	Nil
Henry Avery Partners Pty Ltd	MD, Executive Director	3,080,000 quoted Options exercisable and vesting at various strike prices	3,080,000 quoted Options exercisable and vesting at various strike prices	10 March 2015	Nil: employee incentive plan	N/A
Simon Richardson (atf Kamaruka Trust)	Executive Director	1,040,000 quoted Options exercisable and vesting at various strike prices	1,040,000 quoted Options exercisable and vesting at various strike prices	10 March 2015	Nil: employee incentive plan	N/A
Tetue Pty Ltd	John McAuliffe, Chairman, Non Executive Director	1,040,000 quoted Options exercisable and vesting at various strike prices	1,040,000 quoted Options exercisable and vesting at various strike prices	10 March 2015	Nil: Non Executive incentive plan	N/A
Wonate One Pty Ltd	Ross Patane, Non Executive Director	1,040,000 quoted Options exercisable and vesting at various strike prices	1,040,000 quoted Options exercisable and vesting at various strike prices	10 March 2015	Nil: Non Executive incentive plan	N/A