

Second Supplementary Prospectus John Bridgeman Limited ACN 603 477 185

22 June 2015



1 Important Notice

This Second Supplementary Prospectus is dated 22 June 2015, and is supplementary to the original Prospectus dated 31 March 2015 (**Prospectus**) and Supplementary Prospectus dated 11 June 2015 issued by John Bridgeman Limited (**John Bridgeman**) and lodged with the Australian Securities and Investments Commission (**ASIC**).

This Second Supplementary Prospectus was lodged with ASIC on 22 June 2015. Neither ASIC nor National Stock Exchange of Australia Limited ABN 11 000 902 063 (**NSX**) take any responsibility for the contents of this Second Supplementary Prospectus.

Terms and abbreviations defined in the Prospectus and Supplementary Prospectus have the same meaning in this Second Supplementary Prospectus. This Second Supplementary Prospectus must be read together with the Prospectus and the Supplementary Prospectus. If there is any inconsistency between the Prospectus, the Supplementary Prospectus and this Second Supplementary Prospectus will prevail.

This Second Supplementary Prospectus and the Prospectus and Supplementary Prospectus are important documents that should be read in their entirety. If you have any questions regarding the Shares and Options being offered under the Prospectus as modified by the Supplementary Prospectus and this Second Supplementary Prospectus, you should seek professional advice.

It is important to note that new applications for Shares and Options (after the date of this Second Supplementary Prospectus), may only be made on the Application Form accompanying this Second Supplementary Prospectus. Applicants who have already applied for Shares and Options under the Prospectus do **not** need to lodge a new Application Form. Existing Applicants do, however, have the right to withdraw their application in certain circumstances (see section 6 below).

2 Extension of the Closing Date until 23 July 2015

The Closing Date of the Offer has been extended until 23 July 2015.

All references to the Closing Date in the Prospectus are amended by deleting the date '11 May 2015', and replacing it with the date '23 July 2015'.

The Company reserves the right to change the above new Closing Date, and in particular to close the Offer earlier or to further extend the Closing Date, if permitted by law, or to decide to withdraw or otherwise not to proceed with the Offer.



3 Listing on NSX

This Second Supplementary Prospectus contains information about the Directors of John Bridgeman Limited's decision to transfer the financial market to which John Bridgeman Limited has applied for listing from the ASX to the NSX.

As this development has resulted in a material change to the current Prospectus, shareholders are being invited to study the risk parameters outlined in section 4 below with a view to remaining as a shareholder.

Applicants have the right to withdraw their Application Form and be repaid their Application Monies as a result of the issue of the Supplementary Prospectus dated 11 June 2015. This right is described in the Supplementary Prospectus dated 11 June 2015.

3.1 Further Information

This Second Supplementary Prospectus provides further information in relation to the NSX.

NSX's rules are simple and principle-based, which dramatically reduces the work required to become and stay listed. Shorter and simpler rules and processes mean lower costs, less complexity and more management time spent actually managing and operating the business of John Bridgeman Limited.

NSX's fee structure and listing process is designed to offer companies real value for money. Its fees are the lowest in Australia.

Each company on the NSX is required to have a Nominated Adviser. NSX's Nominated Advisers cover a broad range of industries and specialities geographically spread throughout Australia. Advisers play a key role in supporting companies throughout the listing process and thereafter. Wellington Capital Limited is an authorised NSX Nominated Adviser and is the NSX Nominated Adviser for John Bridgeman Limited.

3.2 About NSX

NSX was established in 2000 and has become Australia's second largest listing stock exchange.

NSX is a small and medium enterprise focussed listing stock exchange. It offers a unique set of rules, processes, prices and a network clearly suited to small to medium enterprises and growth companies.

NSX is the holder of an Australian Market Licence issued by the Minister in accordance with Chapter 7 of the Corporations Act, exactly the same as the ASX.

NSX operates a regulated, transparent, orderly and highly efficient market. It operates the NASDAQ OMX trading system. Settlement occurs in CHESS, just like the ASX.



4 Risks associated with a listing on NSX

The Directors of John Bridgeman Limited and any person associated with John Bridgeman Limited do not guarantee the performance of John Bridgeman Limited, the performance of the Shares or Options offered under the Prospectus or the market price at which the Shares or Options may trade. The principle risk in applying to list on the NSX is:

4.1 Liquidity of the NSX

The level of liquidity on the NSX market has the potential to be lower than on larger, established markets. As a result, the number of investors willing to buy and sell securities at any particular time is potentially less. This is a factor that potential investors on the NSX market should take into account before investing.

5 Amendments to the Prospectus and Supplementary Prospectus

5.1 Key Dates and section 2.2 Important Dates

The Key Dates section and section 2.2 of the Prospectus are deleted and replaced with the following:

Key Dates

Event	Date						
Prospectus date	31 March 2015						
Supplementary Prospectus	11 June 2015						
Second Supplementary Prospectus	22 June 2015						
Offer opens	31 March 2015						
Offer closes	23 July 2015						
Anticipated date of allotment	27 July 2015						
Anticipated commencement of NSX trading	31 July 2015						
Shareholding statements expected to be dispatched	31 July 2015						
Exercise period for Options	The period from the date of issue of the Options to 31 March 2020						

All dates and times are subject to change and are indicative only. All times are AEST. The Company reserves the right to vary these dates and times without prior notice. It may close the Offer early, withdraw the Offer, or accept late applications. Applicants are encouraged to submit their Application Forms as soon as possible.



5.2 Section 2.6 Purpose of the Offer and utilisation of funds

The table in section 2.6 Purpose of the Offer and utilisation of funds in the Prospectus is deleted

and replaced with the following:

and replaced with the following:		
	Minimum Subscription \$3,200,000	Maximum Subscription \$7,000,000
Expenses of the Offer		
Legal fees	\$25,000	\$25,000
NSX Fees	\$49,302	\$53,579
ASIC Lodgement fees	\$2,290	\$2,290
Corporate Advisory fees	\$95,000	\$95,000
Estimated other expenses	\$25,000	\$25,000
Estimated non-recoverable GST	\$12,305	\$12,733
Total estimated expenses of the Offer	\$208,897	\$213,602
Total Funds raised	\$3,200,000	\$7,000,000
Cash on Hand	\$7,400	\$7,400
Less Expenses of the Offer	\$2,998,503	\$6,793,798
Minimum subscription in Henry Morgan Limited	\$1,499,252	\$3,396,899
Working capital available for investment purposes of the Company	\$1,499,251	\$3,396,899

5.3 Section 2.7 Shareholding structure

Section 2.7 of the Prospectus is deleted and replaced with:

The following table shows the shareholding structure of John Bridgeman Limited at the date of this Prospectus and on completion of the Offer:



Shareholder	Current Shares	Post Offe	er Shares	Post O	ffer %			
Director Shareholders		Minimum Subscription	Maximum Subscription	Minimum Subscription	Maximum Subscription			
Stuart McAuliffe	1,000	1,000	1,000	0.01%	0.01%			
Henry Avery Partners Pty Ltd ACN 167 471 436 (associate of Stuart McAuliffe)	549,000	549,000	549,000	5.18%	% 3.81%			
John Hawkins Pty Ltd ACN 604 689 910 (associate of Stuart McAuliffe)	of 5,000,000 5,000,000		5,000,000	47.17%	34.72%			
Other Sharehold	ers							
	1,850,000	000 1,850,000 1,850,00		17.45%	12.85%			
Offer Shares								
		3,200,000	7,000,000	30.19%	46.61%			
Total	7,400,000	10,600,000	14,400,000	100%	100%			
Options	14,960,000	18,160,000	21,960,000					
Total Shares on a fully diluted basis**	22,360,000	28,760,000	36,360,000					

^{**}The fully diluted number of Shares on issue following the Offer assumes that all Options have been exercised for the maximum number of Shares which can be issued under those Options.

All current Shareholders have entered into voluntary restriction agreements with the Company restricting them from dealing in the Shares and Options held by them at the date of this Prospectus, until the second anniversary of the date of admission of the Company to the Official List of the NSX. Details of these arrangements are set out in section 8.6.

In addition, the Company has agreed to enter into certain agreements for the issue of Options as part of its senior management remuneration packages. Details of these arrangements are set out in section 8.7 of the Prospectus.



5.4 Section 6.2 Pro-Forma Statements of Financial Position

Section 6.2 of the Prospectus is deleted and replaced with:

The Pro-forma Statements of Financial Position have been prepared for illustrative purposes only to show the financial position of the Company following completion of the Offer had it occurred on 31 March 2015, and may not actually reflect the position of the Company as at the date of the

Prospectus or at the conclusion of the Offer.

	Unaudited historical Statement of Financial Position as at 31 March 2015		rma Statements of s at 31 March 2015 Maximum Subscription \$7,000,000
Assets			
Receivable/Cash	\$7,400	\$2,998,503	\$6,793,798
Other assets	-	-	-
Liabilities	-	-	-
Net assets	\$7,400	\$2,998,503	\$6,793,798
Equity	\$7,400	\$2,998,503	\$6,793,798

A reconciliation of the Pro-forma Statements of Financial Position for cash is as follows:

Pro-forma Cash Position

	Minimum Subscription \$3,200,000	Maximum Subscription \$7,000,000
Proceeds of the Offer	\$3,200,000	\$7,000,000
Expenses of the Offer	(\$208,897)	(\$213,602)
Cash on hand	\$7,400	\$7,400
Estimated net cash position	\$2,998,503	\$6,793,798



These Pro-forma Statements of Financial Position have been prepared on the basis of the following assumptions:

- (a) application of the proposed accounting policies and notes to the accounts set out in Section 6.4 of the Prospectus dated 31 March 2015;
- (b) in the Pro-forma Statement of Financial Position entitled 'Minimum Subscription', reference is to subscription of 3,200,000 Securities by Applicants under this Prospectus;
- (c) in the Pro-forma Statement of Financial Position entitled 'Maximum Subscription' reference is to subscription of 7,000,000 Securities by Applicants under this Prospectus;
- (d) expenses of the Offer have been incurred and recognised as a reduction to the proceeds of the Offer. Details of the costs of the Offer are set out in section 5.2 of this document;
- (e) no oversubscriptions are accepted by the Company;
- (f) receipt of cash receivable (\$7,400) for initial equity subscription.

5.5 Section 6.3 Capital Structure

Section 6.3 of the Prospectus is deleted and replaced with:

The anticipated capital structure of John Bridgeman Limited on completion of the Offer before the exercise of Options is set out below:

	As at 23 July 2015	Minimum Subscription \$3,200,000	Maximum Subscription \$7,000,000
Number of Shares	7,400,000	10,600,000	14,400,000
Number of Options	14,960,000	18,160,000	21,960,000
Equity per Share	\$0.001	\$0.28288	\$0.47179



5.6 Section 9.4 Options

The table in section 9.4 of the Prospectus is deleted and replaced with the following:

Holder	No. of Shares held	No. of Options held	% of fully diluted securities after completion of the Offer at Minimum Subscription	% of fully		
Henry Avery Partners Pty Ltd (associate of Stuart McAuliffe)	549,000	549,000	4.30%	3.74%		
Stuart McAuliffe	1,000	4,441,000	17.37%	15.12%		
Simon Richardson atf Kamaruka Trust	Nil	1,040,000	4.07%	3.54%		
John McAuliffe	Nil	1,040,000	4.07%	3.54%		
Ross Patane	Nil	1,040,000	4.07%	3.54%		
John Hawkins Pty Ltd (associate of Stuart McAuliffe)	5,000,000	5,000,000	39.12%	34.06%		
Jan Holmes Pty Ltd atf Jan Holmes Superannuation Fund	1,350,000	1,350,000	10.56%	6 9.19%		
Elders FMC Pty Ltd	200,000	200,000	1.57%	1.36%		
Peter & Carolyn Aardoom atf Aardoom Superfund	150,000	150,000	1.17%	5 1.02%		
Prime Investment Management Services Pty Ltd atf Aardoom Family Trust		150,000	1.17%	1.02%		
TOTAL	7,400,000	14,960,000	87.47%	76.13%		



6 Options for Applicants

As at the date of this Second Supplementary Prospectus the Application Forms received are for 5,126,200 Shares and Options representing \$5,126,200.

Investors who have not previously lodged an Application Form

All new applications for Shares and Options will only be accepted using the Application Form attached to this Second Supplementary Prospectus. The Application Form attached to the Prospectus cannot be used.

Investors who have lodged an Application Form

Pursuant to the *Corporations Act 2001*, John Bridgeman Limited offers Applicants who have paid Application Moneys the option to withdraw their Application Form and be repaid their Application Moneys.

If Applicants do not wish to withdraw their Application Form, they do not need to take any action.

Any Applicant who has previously submitted an Application Form to the Company has a period of one month from the date of receipt of this Second Supplementary Prospectus to withdraw their Application Form by notice in writing to the Company. Any such notice must be in writing and receipted by John Bridgeman Limited by no later than 22 July 2015.

7 Consents

Each of the parties listed in section 9.6 of the Prospectus to the maximum extent permitted by law, expressly disclaim all liabilities in respect of, make no representations regarding, and take no responsibility for any statements in or omissions from, this Second Supplementary Prospectus, other than the reference to their name and the form and context in which they are named, and a statement or report included the Second Supplementary Prospectus with its consent as specified below.

Each of the parties listed below has given and has not, before lodgement of this Second Supplementary Prospectus with ASIC, withdrawn its written consent to the inclusion of the statements in this Second Supplementary Prospectus that are specified below and the form and context in which the statements appear:



- Mills Oakley has given, and has not withdrawn, its written consent to be named in this Second Supplementary Prospectus as lawyers to the Company in the form and context in which it is named;
- KPMG has given, and has not withdrawn, its consent to be named in this Second Supplementary Prospectus as Auditor in the form and context in which it is named;
- Link Market Services Limited has given, and has not withdrawn, its written consent to be named in this Second Supplementary Prospectus as share registrar in the form and context in which it is named;
- Wellington Capital Limited has given, and has not withdrawn, its written consent to be named in this Second Supplementary Prospectus as corporate advisor in the form and context in which it is named;
- Brett Heading has given, and has not withdrawn, his written consent to be named in this Second Supplementary Prospectus as special advisor in the form and context in which it is named.

8 Directors' Authorisation

This Second Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

The Directors believe that the Prospectus, when read together with the Supplementary Prospectus and this Second Supplementary Prospectus, contains all the information that would be required by sections 710 and 711 of the *Corporations Act*, and does not contain any material statement that is misleading or deceptive.

In accordance with section 720 of the *Corporations Act*, each Director has consented to the lodgement of this Second Supplementary Prospectus with ASIC, and has not withdrawn that consent prior to lodgement.

SIGNED for and on behalf of JOHN BRIDGEMAN LIMITED by:

Director



JOHN BRIDGEMAN LIMITED ACN 603 477 185 APPLICATION FORM

This is an Application Form for Shares (and free attaching Options) in John Bridgeman Limited (**Company**) on the terms set out in the Prospectus dated 31 March 2015, the Supplementary Prospectus dated 11 June 2015 and the Second Supplementary Prospectus dated 22 June 2015. Defined terms in the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus have the same meaning in this Application Form. You may apply for a minimum of 2,000 Shares and multiples of 100 Shares thereafter. This Application Form and your cheque or bank draft must be received by **5.00pm (AEST) on 23 July 2015**.

This Application Form is important. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus dated 31 March 2015, the Supplementary Prospectus dated 11 June 2015 and the Second Supplementary Prospectus dated 22 June 2015 contain information relevant to a decision to invest in the Securities of the Company and you should read the entire Prospectus, Supplementary Prospectus and Second Supplementary Prospectus carefully before applying for Securities.

The Company's Privacy Policy (**Privacy Policy**) also sets out important information relating to the collection, use and disclosure of all personal information that you provide to the Company. Please ensure that you and all relevant individuals have read the Privacy Policy carefully before submitting the Application Form. The Privacy Policy can be found on our website www.johnbridgeman.com.au.

To meet the requirements of the *Corporations Act 2001* (Cth), this Application Form must not be distributed to another person unless included in, or accompanied by the Prospectus dated 31 March 2015, the Supplementary Prospectus dated 11 June 2015 and the Second Supplementary Prospectus dated 22 June 2015. A person who gives another person access to this Application Form must, at the same time and by the same means, give the other person access to the Prospectus, the Supplementary Prospectus and the Second Supplementary Prospectus. The Company will send you a free paper copy of the Prospectus, Supplementary Prospectus and Second Supplementary Prospectus if you have received an electronic prospectus and you ask for a paper copy before the Prospectus expires 13 months from the date of the Prospectus.

PLEASE FOLLOW THE INSTRUCTIONS TO COMPLETE THIS APPLICATION FORM (SEE REVERSE) AND PRINT CLEARLY IN CAPITAL LETTERS USING BLACK OR BLUE PEN.

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Declaration

- Have read the Prospectus, Supplementary Prospectus and Second Supplementary Prospectus in full:
- ✓ Have read the Privacy Policy (available at <u>www.johnbridgeman.com.au</u> ir full:
- Have received a copy of the electronic Prospectus,
 Supplementary Prospectus and Second Supplementary Prospectus or a print out of it:
- ✓ Have this Application Form in accordance with the Prospectus, Supplementary Prospectus and Second Supplementary Prospectus and the instructions on the reverse of the Application Form and declare that all details and statements made by me/us are complete and accurate:

By submitting this Application Form with your Application Amount, I/we declare that I/we:

- Agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Privacy Policy (available at www.johnbridgeman.com.au;
- Where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company and have provided that individual with a copy of, or details as to where to obtain, the Privacy Policy;
- Acknowledge that once the Company accepts my/our Application Form, I/we may not withdraw it;

- Apply for the number of Shares that I/we apply for (or a lower number allocated in a manner allowed under the prospectus); Acknowledge that my/our
- Acknowledge that my/our application may be rejected by the Company in its absolute discretion;
 Authorise the Company and
- their respective officers and agents to do anything on my/our behalf necessary (including the completion and execution of document) to enable the Securities to be allocated to me/us;
- Am/are over 18 years of age;
 Agree to be bound by the
- constitution of the Company;
 Acknowledge that neither the
 Company nor any person or
 entity guarantees any particular
 rate of return on the Securities,
 nor do they guarantee the
 repayment of capital;
- Represent, warrant and agree that I/we am/are not in the United States or a US Person and am/.are not acting for the account or benefit of a US Person; and
- Represent, warrant and agree that I/we have not received this Prospectus and Supplementary Prospectus outside Australia and am/are not acting on behalf of a person resident outside Australia unless the Securities may be offered in my/our jurisdiction without contravention of the security laws of the jurisdiction or any need to register the Prospectus, Supplementary Prospectus or Second Supplementary Prospectus, the Securities or the Offer.

Guide to the Application Form

YOU SHOULD READ THE PROSPECTUS, SUPPLEMENTARY PROSPECTUS AND SECOND SUPPLEMENTARY PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form.

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Instructions

- A If applying for Shares insert the *number* of Share for which you wish to subscribe at Item A (not less than 2,000 Shares and then in multiples of 100 Shares). Multiply by A\$1.00 to calculate the total Application Amount for Shares and enter the A\$amount at Item B.
- C Write your *full name*. Initials are not acceptable for first names.
- D Enter your *postal address* for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- Enter your Australian *tax file number* (TFN) or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN/ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form.
- Complete *cheque details* as requested. Make your cheque payable to John Bridgeman Limited OFFER. Cross it and mark it 'Not negotiable'. Cheques must be in Australian currency, and cheques must be drawn on an Australian bank.
- G Enter your contact details so we may contact you regarding your Application Form or Application Monies.
- H Enter your *email address* so we may contact you regarding your Application Form or Application Amount or other correspondence.

Correct Form of Registrable Title

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <jd a="" c="" family="" smith=""></jd>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <est a="" c)<="" john="" lte="" smith="" td=""><td>John Smith (deceased)</td></est>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <smith a="" c="" investment=""></smith>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <j a="" c="" fund="" smith="" super=""></j>	John Smith Superannuation Fund

Lodgment

Mail your completed Application Form with your cheque(s) or bank draft attached to the following address:

Mailing and delivery address:

John Bridgeman Limited 144 Union Street

SPRING HILL QLD 4000

The Offer closes at 5.00pm (AEST) 23 July 2015

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Stuart McAuliffe on 1300 155 396.

Privacy Statement

John Bridgeman Limited advises that Chapter 2C of the Corporations Act requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold Shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form. Our privacy policy is available on our website (http://www.johnbridgeman.com.au).

The Corporations Act requires some of this information to be included in the Company's Shareholder and Option holder register, which will be accessible by the public. The Company will collect, use, hold, and disclose your personal information in accordance with the Privacy Policy. For more detail on how the Company collects, stores, uses and discloses your information, please refer to our Privacy Policy. Alternatively contact the Company and the Company will send you a copy. It is recommended that you obtain a copy of the Privacy Policy and read it carefully.