



**Moralltach**  
*Global*

Moralltach Global PLC  
ARBN 613 805 173

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**Notice of Annual General Meeting**  
Explanatory Memorandum  
Proxy Form

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Date of Meeting: May 31<sup>st</sup>, 2017

Time of Meeting: 11:00 am (Maltese Time)

Location of Meeting: 36 Archbishop Street  
Valletta, VLT 1447, Malta

**NOTICE IS HEREBY GIVEN** that the General Meeting of Moralltach Global PLC (the "Company") will be held at 36 Archbishop Street, Valletta, VLT 1447, Malta No 5-3 on Wednesday, May 31<sup>st</sup>, 2017 at 11:00 am to transact the following matters:

**Item No. 1:** *Financial Reporting*

To receive the audited financial statements for the period ended 31 December 2016 together with the reports of the Directors and the Company's Auditor.

**Item No. 2: *Election of Richard Barry***

To approve as an ordinary resolution, the election of Richard Barry who resigned as a director pursuant to clause 18.4 of the Articles of Association and being eligible offers himself for election.

**Item No. 3: *Election of John K Brennan***

To approve as an ordinary resolution, the election of John K Brennan who resigned as a director pursuant to clause 18.4 of the Articles of Association and being eligible offers himself for election.

**Item No. 4: *Election of Tomas Brennan***

To approve as an ordinary resolution, the election of Tomas Brennan who resigned as a director pursuant to clause 18.4 of the Articles of Association and being eligible offers himself for election.

**Item No. 5: *Election of Robert M. Bryniak***

To approve as an ordinary resolution, the election of Robert M. Bryniak who resigned as a director pursuant to clause 18.4 of the Articles of Association and being eligible offers himself for election.

**Item No. 6: *-Election of Nick Linnane***

To approve as an ordinary resolution, the election of Nick Linnane who resigned as a director pursuant to clause 18.4 of the Articles of Association and being eligible offers himself for election.

**Item No. 7: *Election of Pat Noone***

To approve as an ordinary resolution, the election of Pat Noone who resigned as a director pursuant to clause 18.4 of the Articles of Association and being eligible offers himself for election.

**Item No 8: *To Issue CDIs***

To approve as an ordinary resolution, for the purposes of Listing Rule 6.25 of the Listing Rules of the National Stock Exchange of Australia Ltd and for all other purposes that the Directors be authorised to issue up to 154,494,894 fully paid Ordinary Shares and Chess Depository Instruments (CDIs) representing Ordinary Shares in the period from the date of the meeting until 31 December 2017 at a price no lower than a 15% discount to the prevailing market price per security.

**Item No 9: *Company Stock Option Plan***

To approve as an ordinary resolution for the purposes of Listing Rule 6.25 of the Listing Rules of the National Stock Exchange of Australia Ltd., that the Directors be authorised to implement an Company Stock Options Plan allowing stock options for employees, Directors and Consultants up to a total of 25,000,000 Chess Depository Instruments (CDIs) representing Ordinary Shares a minimum strike price based on prevailing market for a period of up to 5 years from the date of grant.

**DATED 27 April 2017**  
**BY ORDER OF THE BOARD**



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**ANDREW DAVID BRISTOW**

**Proxies**

Members entitled to vote may attend the general meeting in person or by proxy. A proxy form for the meeting is attached. Proxy forms must be completed and signed by a member wishing to appoint a proxy. Proxies must be lodged at Moralltach Global PLC, Suite 214, Level 2, 33 Lexington Drive Bella Vista NSW 2153 or at the following electronic address [Highgatecorporateadvisors@gmail.com](mailto:Highgatecorporateadvisors@gmail.com) at least 48 hours prior to the meeting.

**CDI HOLDERS**

Holders of Chess Depository Instruments (CDIs) are invited to attend but are not entitled to vote personally at the Annual General Meeting. Chess Depositing Nominees Pty Ltd (CDN) holds legal title to the Company's shares for and behalf of the CDI holders as the beneficial owners of the Company's shares held by CDN CDI holders should direct CDN on how to vote with respect of the resolutions described in the Notice of Meeting. CDN must exercise its right to vote by proxy at the Annual General Meeting in accordance with the Directions of CDI holders. A form of Direction to CDN is attached and must be lodged at at Moralltach Global PLC, Suite 214, Level 2, 33 Lexington Drive Bella Vista NSW 2153 or at the following electronic address [Highgatecorporateadvisors@gmail.com](mailto:Highgatecorporateadvisors@gmail.com) at least 72 hours prior to the meeting.

## Explanatory Notes

### Explanatory Note to Item No. 1: *Financial Reporting*

The financial report, directors' report and auditor's report for the Company for the year ended 30 June 2016 is laid before this meeting. These reports were also lodged with the NXS on April 10<sup>th</sup>, 2017 and are accessible on their website at ([http://www.nsx.com.au/about/nsx\\_reports](http://www.nsx.com.au/about/nsx_reports)).

There is no requirement in the Company's Constitution for security holders to approve those reports. However, The Chairman will allow a reasonable opportunity for security holders to ask questions or make comments about those reports and the business and operations of the Company.

### Explanatory Notes to Item No. 2 to 7: *Election of Directors*

The re-appointment of the following individuals as Directors of the Company is being proposed. Each director returns in accordance with article 18.4 of the Company's Articles of Association and being eligible offer themselves for election.

- **Richard Barry** – as one of the founders of Moralltach, Richard's business and banking experience has proved invaluable in the early life of the Company, and will continue to be a major asset to the Company. Richard presently holds directly or indirectly 35,000,000 ordinary shares or 5% of the Company's shares outstanding.
- **John K. Brennan** – as one of the founders of Moralltach Global PLC., he is a well-respected and highly regarded property developer and entrepreneur with more than 30 years' experience in the business, with extensive exposure to the property market in Ireland. John presently holds directly or indirectly 282,250,000 ordinary shares or 40% of the Company's shares outstanding.
- **Tomas Brennan** - He has been involved with Moralltach for the past year and a half, taking on responsibility for analyzing performance of the housing market in Ireland, assessing business investment opportunities in real estate and liaising with Moralltach's clients. Tomas presently holds directly or indirectly 5,600,000 ordinary shares or 0.8% of the Company's shares outstanding.
- **Robert M. Bryniak, Mission, British Columbia, Canada** – brings over 35 years of business experience to Moralltach, with extensive experience leading start up companies and working with Boards throughout North America and the Middle East. Robert presently holds 7,000,000 ordinary shares or 1% of the Company's shares outstanding.
- **Nick Linnane** - He is a Chartered Accountant and has considerable experience advising businesses of all sizes. He has been a Fellow of the Institute of Chartered Accountants of Ireland (FCA) since 1988. Robert presently holds 7,000,000 ordinary shares or 1% of the Company's shares outstanding. Nick presently holds 7,000,000 ordinary shares or 1% of the Company's shares outstanding.

- **Pat Noone** - He is an accomplished Engineer who will bring specific knowledge to the board in the Green Energy area. Pat is considered the foremost authority of knowledge in this area in Ireland and throughout the United Kingdom. Pat presently holds 3,500,000 ordinary shares or 0.5% of the Company's shares outstanding.

**Explanatory Note to Item No. 8: *Share and CDI Issuance***

Pursuant to NSX Listing Rules 6.25 the Directors cannot issue more than 15% of the number of securities on issue in any 12-month period without shareholder approval. The Company has agreed with NSX that the Company will not dispose of Treasury Stock or issue shares in a 12-month period greater than a combined 15% of the number of securities on issue in any 12-month period without Shareholder approval. Based on the number of shares on issue as at the date of this notice the Company could only issue or sell as Treasury Stock, 82,568,266 in the next 12 months. The approval of this resolution will permit the Company to issue or sell as Treasury Stock up to a total of 154,494,894 Ordinary Shares and the CDIs representing them between the date of the meeting and 31 December 2017 being the end of the current financial year.

Shareholder approval to exceed the 15% is being sought to allow the Company to pursue share investments in projects and other activities that are in the best interests of, and provide the maximum overall returns to, its shareholders. The Company plans to aggressively pursue such investments throughout the remainder of 2017. Restricting share issuance to 15% may preclude the Company from pursuing some projects with significant returns on a timely basis.

There were no new shares and related CDIs issued from the Company's date of listing on the NSX to date. As reported in the Company's Information Memorandum, there are a total 704,950,000 shares and options outstanding. The maximum dilutionary impact of the issue of 154,494,894 new shares would be 17.97%. However, if the Company were to sell 154,494,894 shares held as Treasury Stock there will be no dilutionary effect. The Board's current intention is to sell Treasury Stock but seeks to retain the flexibility of issuing new shares. If fully subscribed, the 154,494,894 would represent 21.91% of the Company's shares.

The issue of new shares or sale of Treasury Stock will be at no more than a 15% discount to the then prevailing market price.

The Company may seek to issue shares and related under this placement for either:

- a) a cash issue price. In this case, the Company may use the funds for working capital or for other corporate purposes; or
- b) non-cash consideration, such as for the acquisition of new assets or investments, subject to any applicable NSX requirements.

In either case, the cash issue price or the value of the non-cash consideration must comply with the minimum issue price noted above.

**Explanatory Note to Item No. 9: *Company Stock Option Plan***

The Stock Option Plan applies to all employees of the company, consultants and members of the Board and is designed to motivate and retain directors, officers and key employees and other service providers, and to align their interests with those of the Company's shareholders.

Management seeks the approval of shareholders to implement such a plan in the form of stock options. Options are non-transferable, are outstanding for a maximum period of 5 years, subject to earlier termination if an optionee ceases to be an eligible participant and are granted at an exercise price no lower than the closing market price on the day prior to the grant.

All new options issued related to service would subject to a 6-month vesting period. The maximum number of Chess Depository Instruments (CDIs) representing those Ordinary Shares is 25,000,000, which represents approximately 3.5% of the total float of 704,950,000 shares in the Company.

If Item No. 8 is approved, the allocation of stock options prior to 31 December 2017 will be part of the 154,494,894 shares approved in Item 8, resulting in no further dilution of the Company's shares. The Options shall be exercisable at anytime within 5 years of the date of grant (subject to any trading black-out imposed by the Company) at the market price at the date of grant.

Approval of the Company Stock Option Plan requires the affirmative vote of a majority of the votes cast at the meeting other than votes cast at the meeting attaching to CDIs representing those ordinary shares beneficially owned by insiders of the company or their associates. To the best of the Company's knowledge, as at the date hereof, insiders and their associates own 361,736,600 CDIs representing approximately 51.3% of the issued and outstanding common shares. Insiders and their associates are required to refrain from voting on the resolution of the Company Stock Option Plan.

The following table effective for year-ends on or after December 31, 2016 sets forth all share based-awards and option-based awards granted by the Company and its subsidiaries. The table covers all such share or option-based awards outstanding as of the most recently completed year-end for each of the non-executive individuals comprising the Board of Directors and Executive Management of the Company.

<b>Executive and/or Director</b>	<b>Share Option</b>	<b>Strike Price</b>	<b>Expiry From Issue Date</b>
<b>Robert Bryniak,</b> Chairman of the Board	150,000	€2.25	4 years
	100,000	€2.50	4 years
<b>John Brennan,</b> Chief Executive Officer and Co-Chair of the Board	600,000	€2.25	4 years
	350,000	€2.50	4 years
<b>Nick Linnane,</b> Chief Financial Officer	500,000	€2.25	4 years
	250,000	€2.50	4 years

<b>Richard Barry,</b> Chief Operating Officer	500,000	€2.25	4 years
	250,000	€2.50	4 years
<b>Pat Noone,</b> Chief Technology Officer	500,000	€2.25	4 years
	250,000	€2.50	4 years
<b>Tomas Brennan,</b> Vice President, Business Development	500,000	€2.25	4 years
	250,000	€2.50	4 years
<b>Kevin Flynn,</b> Vice President, Investor Relations and Corporate Affairs	500,000	€2.25	4 years
	250,000	€2.50	4 years
<b>Total Options Granted:</b>	4,950,000		

# PROXY FORM

Moralltach Global Plc

c/- Highgate Corporate Advisors Suite 214, Level 2, 33 Lexington Drive  
BELLA VISTA NSW 2153  
Australia  
[highgatecorporateadvisors@gmail.com](mailto:highgatecorporateadvisors@gmail.com)

I, \_\_\_\_\_

of \_\_\_\_\_

being a member of Moralltach Global Plc (the "Company")

Number of Shares to which this proxy represents \_\_\_\_\_

## SECTION A

**APPOINT** \_\_\_\_\_ of \_\_\_\_\_ or failing him/her the Chairman of the meeting as my proxy to vote on my behalf at the General Meeting of the Company to be held on the 31<sup>st</sup> day of May 2017 and at any adjournment of the meeting. The proxy so appointed shall represent all my voting rights except those (if any) specified in Section B below.

## SECTION B (Do not complete unless you wish to appoint two proxies)

I further appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote on my behalf at the said meeting and at any adjournment of the meeting. The proxy appointed by this section B shall represent my voting rights in respect of \_\_\_\_\_ shares.

DATED 2017

Signed by: \_\_\_\_\_

- Corporate members shall execute the proxy under seal or by signature of a duly appointed officer or attorney. If not executed under seal proof of authority to sign the proxy must be submitted.

Should you desire to direct your proxy how to vote please insert "X" in the appropriate box against each item below, otherwise your proxy may vote as he thinks fit or abstain from voting in respect of that item.

## Business Item

	<i>For</i>	<i>Against</i>	<i>Abstain</i>
2. ELECTION OF DIRECTOR - Richard Barry	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. ELECTION OF DIRECTOR - John K Brennan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. ELECTION OF DIRECTOR - Tomas Brennan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. ELECTION OF DIRECTOR - Robert m Bryniak	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. ELECTION OF DIRECTOR - Nick Linnane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. ELECTION OF DIRECTOR - Pay noone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. APPROVAL TO ISSUE ADDITIONAL CDI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. COMPANY STOCK OPTION PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>