



ASIC

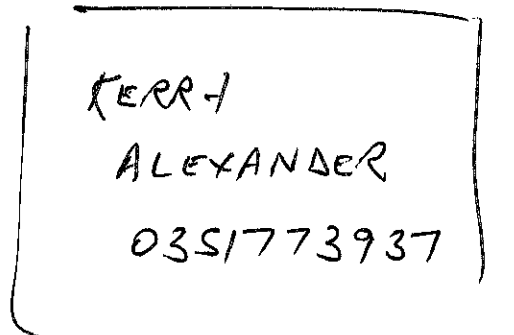
Australian Securities & Investments Commission

Sts Accounting Group
PO BOX 40
WINCHELSEA VIC 3241

14 - 22 Grey Street, Traralgon
PO Box 4000
Gippsland Mail Centre VIC 3841

Customer Inquiries: 1300 300 630
Facsimile: (03) 5177 3999
ASIC website: www.asic.gov.au

27 February 2018



Dear Sir/Madam,

**REID PROJECTS THE GATEWAY LIMITED
ACN 623 986 612
NOTIFICATION OF RESOLUTION RELATING TO SHARES**

The enclosed document, document number 030234349, was submitted to the Australian Securities and Investments Commission (ASIC) by you on behalf of this company on 23 February 2018. The document is returned because it has not been properly completed.

To assist us to accurately record the information from this document, we ask that you:

- show the full name and capacity of the person signing the form, and the date of signature.
- provide the date on which the resolution was passed or agreed.
- provide the text of the resolution that was passed or agreed to.
- ensure that all annexures are properly presented, identified, endorsed and signed, as prescribed by the Corporations Act 2001 and as described in the form guide.

When you have corrected the document as requested, please return it to this office with a copy of this letter by 20 March 2018. Your prompt action will help us to provide an accurate and up to date corporate database. If the document is not returned by the due date we will write to the company requesting the return of the document.



Notification of resolutions regarding shares

Use this form to notify ASIC of resolutions regarding shares

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

Company details

Company name
REID PROJECTS THE GATEWAY LIMITED

ACN/ABN
623 986 612

TRA

23 FEB 2018

Lodgement details

An image of this form will be available as part of the public register.

Who should ASIC contact if there is a query about this form?
ASIC registered agent number (if applicable)

MARTIN KAVANAGH

Firm/organisation

STS ACCOUNTING GROUP

Contact name/position description

ACCOUNTANT

Email address (optional)

martin@surftax.com.au

Postal address

PO BOX 40

Suburb/City

WINCHELSEA

Telephone number (during business hours)

03 5267 3241

State/Territory VIC

Postcode 3241

1 Subject(s) of the resolution

Tick one or more boxes.

- | | |
|-------------------------------------|--|
| <input type="checkbox"/> | Alteration to rights of issues or unissued shares (public companies only) |
| <input type="checkbox"/> | Convert shares into larger or smaller number (consolidation/subdivision).
Complete details of consolidation/subdivision at Attachment 1 |
| <input type="checkbox"/> | Calls may be limited to when company is externally administered |
| <input type="checkbox"/> | Reduction in share capital |
| <input type="checkbox"/> | Financial assistance by a company for acquiring shares in the company or holding company – approval by the company's own shareholders |
| <input type="checkbox"/> | Financial assistance by a company for acquiring shares in the company or holding company – approval by shareholders of listed holding company |
| <input type="checkbox"/> | Financial assistance by a company for acquiring shares in the company or holding company – approval by shareholders of the ultimate Australian holding company |
| <input checked="" type="checkbox"/> | Other Section number <input type="text"/> |

Brief description

REFER RESOLUTION
ATTACHED - REDP.

ASIC Internal
form code

A 246F(3) & (4)

B 254H(4)

C 254N(2)

E 256C

F 260B(7)

G 260B(7)

H 260B(7)

M

Date of resolution

Date of resolution

2 3, 0 2, / 8
[D] [D] [M] [M] [Y] [Y]

Tick one box

The resolution ☐ set out below

☐ in an annexure marked ☐ (show mark A, B etc)
was passed or agreed to as a special or ordinary resolution as required by the Corporations Act 2001.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

This form must be signed by a current officeholder of the company.

I certify that the information in this form and the attached sections of this form are true and complete.

Name _____

EMILY REID

~~Capacity~~

Director

☒ Company secretary

☐ Signature

Date signed _____

D	D	M	M	Y	Y
---	---	---	---	---	---

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 4000, Giesland Mail Centre VIC 3841

For more information

Web www.asic.gov.au

REID PROJECTS THE GATEWAY LIMITED
(ACN 623 986 612)

Notice of Extraordinary General Meeting

Proxy Form

Explanatory Memorandum

Date of Meeting: 23/02/2018

Place: TORQUAY

Time: 5:00 PM

This Notice of Extraordinary General Meeting should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Extraordinary General Meeting please do not hesitate to call the Company Secretary on +61 425 401 843.

REID PROJECTS THE GATEWAY LIMITED
(ACN 623 986 612)

Dear Shareholder,

The Directors of Reid Projects The Gateway Limited ("**Company**") have convened the Extraordinary General Meeting of Shareholders to be held on 23 / 102 / 2018 to obtain approval of the Shareholders for the issue of Redeemable Preference Shares in the Company.

The Directors of the Company ("**Directors**") are of the opinion that the proposed issue is in the best interests of the Company and its shareholders and accordingly recommend shareholders vote in favour of resolution 1.

Yours sincerely

EMILY REID

Chairman / Director

REID PROJECTS THE GATEWAY LIMITED
(ACN 623 986 612)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of members of Reid Projects The Gateway Limited ("**Reid**" or "**Company**") will be held at Torquay on 23/ 02/ 2018 at 5:00 pm.

The accompanying Explanatory Memorandum and Proxy Form provide additional information relating to matters to be considered at the meeting, and form part of this Notice of Extraordinary General Meeting.

Certain terms and abbreviations used in this Notice of Extraordinary General Meeting and the accompanying Explanatory Memorandum have defined meanings which are explained in the accompanying Explanatory Memorandum.

AGENDA

SPECIAL BUSINESS

1. RESOLUTION 1 – APPROVAL FOR ISSUE OF REDEEMABLE PREFERENCE SHARES

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

"That, pursuant to and in accordance with the Corporations Act and for all other purposes, approval is given to the Company to issue Redeemable Preference Shares, on the terms set out in the Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting."

BY ORDER OF THE BOARD

EMILY REID

Chairman

Dated: 23 February 2018

Voting Entitlement

For the purposes of regulation 7.11.37 of the Corporations Regulations, all Shares of the Company at the close of business on 23 February 2018 shall, for the purposes of determining voting entitlements at the Extraordinary General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

Proxies

A member entitled to attend and vote at the Extraordinary General Meeting of the Company may appoint a natural person as the member's proxy to attend and vote for the member at that meeting. If the member is entitled to cast 2 or more votes at the Extraordinary General Meeting the member may appoint not more than 2 proxies. Where the member appoints more than one proxy the member may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the member's votes. A proxy may, but need not be, a member of the Company.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by post to 15B/222 Fischer Street, Torquay 3228 not less than 48 hours prior to the time of commencement of the Extraordinary General Meeting in the place where the Extraordinary General Meeting is being convened.

For the convenience of members a Proxy Form is enclosed with this Notice of Extraordinary General Meeting.

REID PROJECTS THE GATEWAY LIMITED
(ACN 623 986 612)

PROXY FORM

The Company Secretary
Reid Projects The Gateway Limited

By delivery:

By post:

15B/222 Fischer street, TORQUAY, VIC 3228

I/We _____
of _____ being
a member/members of Reid Projects The Gateway Limited and entitled to
_____ votes in the Company, hereby appoint
_____ or failing him the Chairman of the
meeting as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting
of the Company to be held on 23 February 2018 and at any adjournment thereof in the manner
indicated below or, in the absence of indication, as he thinks fit. If 2 proxies are appointed, the
proportion or number of votes of this proxy is authorised to exercise is _____ % of the member's
votes. (An additional Proxy Form will be supplied by the Company, on request).

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the resolutions referred to in the notice convening the
Extraordinary General Meeting, as follows:

If you do not wish to direct your proxy how to vote, please place a mark in each of the boxes under
the heading "Chair". The Chair will be voting *for* the resolutions. By marking these boxes, you
acknowledge that the Chair may exercise your proxy even if he has an interest in the outcome of the
resolution and votes cast by him other than as proxy holder will be disregarded because of that
interest.

Resolution 1 Issue of Redeemable Preference Shares

For Against Abstain Chair

Authorised signature/s this section *must* be signed in accordance with the instructions overleaf to
enable your voting instructions to be implemented.

Contact Name

Contact Daytime Telephone

Date

Proxy Notes:

A member entitled to attend and vote at the Extraordinary General Meeting of the Company may
appoint a natural person as the member's proxy to attend and vote for the member at that meeting. If
the member is entitled to cast 2 or more votes at the Extraordinary General Meeting the member may
appoint not more than 2 proxies. Where the member appoints more than one proxy the member may
specify the proportion or number of votes each proxy is appointed to exercise.
If such proportion or number of votes is not specified each proxy may exercise half of the member's
votes. A proxy may, but need not be, a member of the Company.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

REID PROJECTS THE GATEWAY LIMITED
(ACN 623 986 612)

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of members in Reid Projects The Gateway Limited ("Reid" or "**Company**") in connection with the business to be conducted at the Extraordinary General Meeting of members to be held on 23 February 2018 ("**Meeting**").

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Extraordinary General Meeting.

This Explanatory Memorandum deals with the following special item of business to be considered at the Meeting:

- Approval for the issue of Redeemable Preference Shares in the Company (Resolution 1).

2. BRIEF HISTORY OF THE COMPANY AND BACKGROUND TO RESOLUTIONS 1

The Company was incorporated in 2018..

The Company's investment objective is to generate returns for investors by assisting the Main SPV, via provision of a loan from the Company, completing the purchase and securing the land, constructing and bring to market 92 Townhouses at 15 Dales Road, Warrnambool, VIC 3280 ("land") and their sale on the open market at the best possible price. Investors will receive a fixed Dividend of 30% (over 24 months) after the loan and associated interest owing by the Main SPV is repaid. The Redeemable Preference Shares will then be repurchased by the company (refer Section 18.3) thus giving investors participation in a Property Development project without the work required in it.

3. SUMMARY OF THE TERMS OF THE REDEEMABLE PREFERENCE SHARES

Set out below are the proposed terms for the issue of Redeemable Preference Shares:

TERMS OF ISSUE

1 THE SECURITY

1.1 FORM OF SECURITY

The Company Redeemable Preference Shares are fully paid shares in the capital of the Company and are issued by the Company under its Constitution and on the terms and

conditions set out in these Terms of Issue.

1.2 FACE VALUE AND ISSUE PRICE

Each of the Company's Redeemable Preference Shares will be issued by the Company as fully paid at an issue price of \$1.00. The Face Value shall be paid in full to the Company upon application.

1.3 QUOTATION

The Redeemable Preference Shares will not be quoted on an exchange.

1.4 REGISTRATION

Entries in the Register in relation to a Holder constitute conclusive evidence that the person so entered is the absolute owner of the Redeemable Preference Shares subject to correction for fraud or error. Except as required by law, the Company:-

- a) will treat the person entered in the Register as the absolute owner of that the Redeemable Preference Shares; and
- b) is not required to recognise:
 - a. a person as holding a security on any trust; or
 - b. any other interest in any security or any other right in respect of a security except an absolute right of ownership in the registered holder of a security, whether or not it has notice of the interest or right.

2 DIVIDEND POLICY

2.1 DIVIDEND CALCULATION

Subject to the Terms of Issue, the Holder on the relevant Record Date is entitled to receive on the Dividend Payment Date a dividend calculated using the following formula:

$$\text{Dividend} = \text{Issue Price per Redeemable Preference Share} \times \text{Number of Redeemable Preference Shares} \times X/100$$
 (X being the Dividend Rate)

2.2 DIVIDEND RATE

The Dividend Rate is fixed at 30% over the duration of the project (24 months).

2.3 NO FRANKING

Each dividend will be paid to Holders with no franking.

2.4 PAYMENT OF DIVIDEND

The Dividend is subject to:

- a) the Directors declaring the Dividend to be payable; and
- b) there being no legal impediment to the payment of the dividend.

Dividends shall be paid by direct credit to the bank account nominated by the Holder or by such other means as authorised by the Directors.

Dividends are payable in arrears on each Dividend Payment Date.

Dividends shall be paid in Australian dollars only and shall be free of any set off, deduction or counterclaim except as required by law.

2.5 CUMULATIVE DIVIDENDS

The entitlement of a Holder is to the payment of cumulative Dividends. If a Dividend is not paid in whole or part because of the provisions of any applicable law, the Company has a deferred liability to pay such Dividend. No interest accrues on any unpaid Dividends and the Holder has no claim or entitlement in respect of interest on any unpaid Dividends.

2.6 ROUNDING OF DIVIDEND CALCULATIONS

For the purposes of making any Dividend payment in respect of a Holder's total holding of the Company's Redeemable Preference Shares, any fraction of a cent will be disregarded. Dividend calculations shall be rounded to the nearest two decimal places.

2.7 RECORD AND PAYMENT DATES

A Dividend is only payable to those persons registered as Holders on the Record Date for that Dividend.

Dividends will be paid by the Company as determined by the Board.

2.8 WITHHOLDING OBLIGATIONS

The Company will be entitled to deduct from any Dividend the amount of any withholding or other tax, duty or levy required by law to be deducted in respect of such amount. If any such deduction is made and the amount of the deduction is accounted for by the Company

to the relevant revenue authority and the balance of the amount payable is paid by the Company to the Holder concerned, then the full amount payable to such Holder shall be deemed to have been duly paid and satisfied by the Company. The full amount required to be deducted to the relevant revenue authority shall be paid by the Company within the time allowed for such payment.

2.9 JOINT HOLDERS OF THE COMPANY'S REDEEMABLE PREFERENCE SHARES

Where two or more persons are registered as the joint holders of the Company's Redeemable Preference Shares then they are taken to hold the security as joint tenants with rights of survivorship, but the Company is not bound:

- a) to register more than three persons as joint holders; or
- b) to issue more than one certificate or holding statement in respect of the Company's Redeemable Preference Shares held.

If a Holder who owns a security jointly dies,

The Company will recognise only the survivor or survivors as being entitled to the Holder's interest in the security. Interest or other money payable in respect of the Company's Redeemable Preference Shares that is held jointly may be paid to the Holder whose name appears first on the Register.

If the Company's Redeemable Preference Shares are held jointly, and more than one Holder votes in respect of the same, only the vote of the Holder whose name appears first on the Register counts.

The joint holders of the Company's Redeemable Preference Shares are counted as a single holder for the purposes of calculating the number of Holders who have requisitioned a meeting.

2.10 DIVIDEND DECLARATION POLICY

It is the policy of the Company that the Directors will declare payment of a dividend to Holders of the Company's Redeemable Preference Shares after repayment by the Main SPV of the loan and associated interest, which is expected once the project is completed profitably, the Units are sold and the payment for the proceeds are received in full by the Main SPV, unless such a declaration would breach section 254T of the Corporations Act.

3 REPURCHASE OF SHARES BY COMPANY VIA CALL OPTION

3.1 GRANT OF CALL OPTION

The Company plans to pay back the Investors by buying back the Redeemable Preference Shares at the Price they were issued and paying any Dividend that was due till that day.

This repurchase is described as a CALL.

Each Subscriber grants to the Company an irrevocable CALL option for the Company or its nominees to buy the Redeemable Preference Shares held by the Subscriber.

3.1.1 REDEEMABLE PREFERENCE SHARE EXIT AMOUNT

The price for such a Buy back for a price equal to the total of the Redeemable Preference Share Subscription Price and the Redeemable Preference Share Dividend if pending. If a Redeemable Preference Share Dividend has already been paid prior to the date on which a call option exercise notice is given then the amount payable is equal to the Redeemable Preference Share Subscription Price plus any Dividend that may still may be pending. If no Dividend is pending then the repurchase price is equal to the original subscription price.

The total repayment is described as the Redeemable Preference Share Exit Amount.

3.2 EXERCISE OF CALL OPTION

3.2.1 EXERCISE

The Company may exercise the Call Option on any specific set of Redeemable Preference Shares at any time after the Company is entitled to issue a redemption notice in respect of Redeemable Preference Shares.

3.2.2 NOTICE OF EXERCISE

To exercise the Call Option, the Company must give the Redeemable Preference Shareholder an exercise notice by the Director of the Company. This may be done by posting the signed notice document on the Online Platform which is accessible to the Redeemable Preference Shareholder.

3.3 EXERCISE NOTICE IS IRREVOCABLE

An exercise notice is effective when it is posted on the Online platform provided it is exercised in accordance with this Deed and when given, is irrevocable.

3.4 CALL OPTIONS NOT INTERDEPENDENT

The Company can choose to exercise the call options at its discretion. The Company is not required to exercise the Call Option on all Redeemable Preference Shares at the same time or in any specific order.

3.5 EFFECT OF EXERCISE OF OPTIONS

If a Call Option is exercised, an agreement will be constituted between the Company and the Redeemable Preference Shareholder for the sale and purchase of the Redeemable Preference Shares held by the Redeemable Preference Shareholder free from all encumbrances.

3.6 COMPLETION

Completion of the sale and purchase must take place within 10 Business Days after the Shareholder gives the exercise notices or such earlier date nominated by the Company. At completion, the Redeemable Preference Shareholder must:

- (a) cause, deliver or cause to be delivered to the Company the Redeemable Preference Share certificate issued to it, him or her; and
 - (b) deliver a Redeemable Preference Share transfer form executed by or on behalf of the Redeemable Preference Shareholder;
 - (c) if necessary, procure a release from all registered and unregistered security holders in the form of a deed of release and an undertaking from registered security holders to amend the Personal Property Securities register by lodging a financing change statement in respect of the Redeemable Preference Shares registered in its, his or her name or evidence satisfactory to the Shareholder that the Redeemable Preference Shares are free from all encumbrances;
- and
- (d) the Company must pay the Redeemable Preference Share Exit Amount in Immediately Available Funds to the Redeemable Preference Shareholder on whose Redeemable Preference Shares the CALL option was exercised.

4 GENERAL RIGHTS ATTACHING TO REDEEMABLE PREFERENCE SHARES

4.1 RANKING

The Redeemable Preference Shares to be issued pursuant to this Prospectus will rank equally among themselves and ahead of existing ordinary shares with respect to any Dividend or Distributions payments.

4.2 VOTING RIGHTS

Redeemable Preference Shareholders have the right to receive notice of and to attend any meeting of Shareholders but will only be entitled to vote in the following circumstances:

1. On a proposal which affects the rights attached to Redeemable Preference Shares, to reduce the share capital of the Company, to wind up the Company or for the disposal of the whole of the property, business and undertaking of the Company;
2. During the winding up of the Company.

In circumstances where Redeemable Preference Shareholders are entitled to vote, they may cast one vote for each Redeemable Preference Share held. For such resolutions, Ordinary Shareholders and Redeemable Preference Shareholders will have the same voting rights. In addition, under the Corporations Act, any proposal that might affect the rights attached to Redeemable Preference Shares must be approved by special resolution (75% of votes cast) of Redeemable Preference Shareholders and a separate resolution passed by special resolution of both Ordinary Shareholders and Redeemable Preference Shareholders.

4.3 TRANSFER OF SHARES

A Shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by the Corporations Act for the purpose of facilitating transfers in shares or in any other usual form or in any form approved by the Directors.

The Directors may refuse to register any transfer of Shares, other than a market transfer..

4.4 MEETINGS AND NOTICE

Each Shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution of the Company or the Corporations Act.

4.5 WINDING UP

The Company has only issued two classes of Shares, Ordinary and Preference which all rank equally in the event of liquidation.

A liquidator may, with the authority of a special resolution of Shareholders divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders.

The liquidator can, with the sanction of a special resolution of the Company's Shareholders, vest the whole or any part of the assets in trust for the benefit of Shareholders as the liquidator thinks fit, but no Shareholder of the Company can be compelled to accept any Shares or other shares in respect of which there is any liability.

4.6 SHAREHOLDER LIABILITY

As the Shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

4.7 ALTERATION TO THE CONSTITUTION

The Constitution can only be amended by a special resolution passed by at least three quarters of Ordinary Shareholders present and voting at the general meeting. At least 28 days written notice, specifying the intention to propose the resolution as a special resolution, must be given.

4. GLOSSARY OF TERMS

In this Explanatory Memorandum and the Notice of Extraordinary General Meeting, the following expressions have the following meanings:

"ASIC" means the Australian Securities and Investments Commission;

"Business Day" has the meaning ascribed to that term in the Listing Rules;

"Company" or "Reid" means ;

"Constitution" means the Company's constitution;

"Corporations Act" means the Corporations Act 2001 (Cth);

"Extraordinary General Meeting" or "Meeting" means the annual general meeting of shareholders of GRP convened by this Notice;

"Notice" or "Notice of Extraordinary General Meeting" means the notice of extraordinary general meeting that accompanies this Explanatory Memorandum;

"Resolution" means a resolution referred to in the Notice of Extraordinary General Meeting;

"Share" means a fully paid ordinary share in the capital of Reid; and

"Special Resolution" means a special resolution referred to in the Notice of Extraordinary General Meeting.