

T & D GIORGIO SUPERFUND PTY LTD

8 KENTISH ROAD
ELIZABETH DOWNS, SA, 5113 Australia
(ACN 604 341 871)

Circulating Resolution of Directors

Notice of circulating resolution

- 1 **Noted** that the requirements for notice of the circulating resolution have been satisfied.

Company registered

- 2 **Noted** that T & D GIORGIO SUPERFUND PTY LTD was registered under the *Corporations Act* and is deemed to have been registered in SA on 20/02/2015. A copy of the Certificate of Registration is attached to this resolution.

Directors

- 3 **Noted** that the following persons had been appointed in accordance with the Application for Registration of the Company signed by the applicant and dated 20 February 2015 as the first directors of the company.

TONY GIORGIO
DIANNE GIORGIO

Secretary

- 4 **Resolved** to appoint the following person as secretary of the company, and to receive and record the signed Consent to act as Secretary.

TONY GIORGIO

Public officer

- 5 **Resolved** to appoint TONY GIORGIO as public officer of the company, and to receive and record the signed Consent to act as Public Officer and to notify the Deputy Commissioner of Taxation of the appointment.

Managing director

- 6 **Resolved** to appoint TONY GIORGIO as managing director of the company, subject to a contract of employment to be drawn up by solicitors on the instructions of TONY GIORGIO.

Registered office

7 In accordance with the notification to the Australian Securities and Investments Commission, **resolved** that, as from the date of registration of the company, the registered office of the company is:

8 KENTISH ROAD
ELIZABETH DOWNS, SA 5113
Australia

Shareholders

8 **Noted** that the following, in accordance with the Application for Registration of the company signed by the applicant and lodged on 20/02/2015 are the first members of the company. Their shares are deemed to have been allotted on the date of registration.

TONY GIORGIO
DIANNE GIORGIO

9 **Resolved:**

- to record the names of the members in the Register of Members in accordance with the *Corporations Act*;
- to prepare numbered Share Certificates in the name of each member recording the number and type of shares allotted to that member; and
- to execute each Share Certificate in accordance with section 127(1) of the *Corporations Act*.

Register of option holders

10 **Resolved** to establish, and keep up to date, a register of option holders in accordance with sections 168(1)(b) of the *Corporations Act*.

Register of debenture holders

11 **Resolved** to establish, and keep up to date, a register of debenture holders in accordance with sections 168(1)(c) of the *Corporations Act*.

Financial records

12 **Resolved** to do everything necessary to establish, and keep up to date, the financial records of the company, as required by the *Corporations Act*.

Common seal

13 **Resolved** not to adopt a common seal.

Records

14 **Resolved** to notify the relevant authorities and update the company's records in relation to the business.

Signed as a true record:


Date: 20/2/2015

Signed by a majority of the directors of the company in accordance with the requirements of the company Constitution:



TONY GIORGIO

on 20/2/2015



DIANNE GIORGIO

on 20/2/2015

Share Certificate for Ordinary Shares

Certificate number	1		
Company name	T & D GIORGIO SUPERFUND PTY LTD	ACN	604 341 871
	The company is registered under the <i>Corporations Act 2001 (Cth)</i>		
Registered office	8 KENTISH ROAD ELIZABETH DOWNS, SA 5113		

This certifies that (subject to the company's Constitution) TONY GIORGIO of 8 KENTISH ROAD ELIZABETH DOWNS, SA 5113 is the registered holder of 2 **Ordinary** shares.

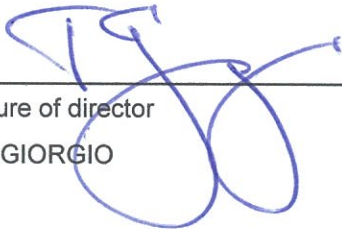
The shares are numbered 1 to 2 inclusive.

The total number of shares under this certificate is 2.

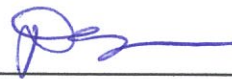
Issued on 20 February 2015.

Signed by

Signature of director
TONY GIORGIO



Signature of director
DIANNE GIORGIO



Share Certificate for Ordinary Shares

Certificate number	2		
Company name	T & D GIORGIO SUPERFUND PTY LTD	ACN	604 341 871
	The company is registered under the <i>Corporations Act 2001 (Cth)</i>		
Registered office	8 KENTISH ROAD ELIZABETH DOWNS, SA 5113		

This certifies that (subject to the company's Constitution) DIANNE GIORGIO of 8 KENTISH ROAD ELIZABETH DOWNS, SA 5113 is the registered holder of 2 **Ordinary** shares.

The shares are numbered 3 to 4 inclusive.

The total number of shares under this certificate is 2.

Issued on 20 February 2015.

Signed by



Signature of director
TONY GIORGIO



Signature of director
DIANNE GIORGIO

Consent to act as Public Officer

8 KENTISH ROAD
ELIZABETH DOWNS, SA 5113
Australia

To the directors

T & D GIORGIO SUPERFUND PTY LTD

ACN 604 341 871

Registered office 8 KENTISH ROAD
ELIZABETH DOWNS, SA 5113

I consent to act as public officer of T & D GIORGIO SUPERFUND PTY LTD with effect from the date of this consent.

My personal details are as follows:

Full name	TONY GIORGIO
Former given names and family names (if any)	
Usual residential address	8 KENTISH ROAD ELIZABETH DOWNS, SA 5113 Australia
Occupation	STOREMAN
Date of birth	10-11-1961
Place of birth	WOLLONGONG

Signature:

TONY GIORGIO



Date: 20/02/2015

T & D GIORGIO SUPERFUND PTY LTD

ACN 604 341 871

Register of Members

Register of shares issued to, and transferred by, a shareholder (based on Register of Shares allotted and Register of Shares transferred) (Section 169 *Corporations Act* 2001).

Name of shareholder, and ACN if applicable: TONY GIORGIO

Address: 8 KENTISH ROAD ELIZABETH DOWNS, SA 5113

Date	Allotment or transfer	Class of share	Certificate number	Serial numbers (from and to)	Shares acquired	Shares transferred	Balance held	Amount paid per share	Amount unpaid per share
20/02/2015	Allotment	Ordinary	1	1 to 2	2	-		1.00	0.00

T & D GIORGIO SUPERFUND PTY LTD

ACN 604 341 871

Register of Members

Register of shares issued to, and transferred by, a shareholder (based on Register of Shares allotted and Register of Shares transferred) (Section 169 *Corporations Act 2001*).

Name of shareholder, and ACN if applicable: DIANNE GIORGIO

Address: 8 KENTISH ROAD ELIZABETH DOWNS, SA 5113

Date	Allotment or transfer	Class of share	Certificate number	Serial numbers (from and to)	Shares acquired	Shares transferred	Balance held	Amount paid per share	Amount unpaid per share
20/02/2015	Allotment	Ordinary	2	3 to 4	2	-		1.00	0.00

(To be tabled at first meeting of directors)

To
T & D GIORGIO SUPERFUND PTY LTD
8 KENTISH ROAD
ELIZABETH DOWNS, SA, 5113

Consent to act as Director

I consent to act as director of T & D GIORGIO SUPERFUND PTY LTD with effect from the date of this consent.

My personal details are as follows:

Full name	TONY GIORGIO
Usual residential address	8 KENTISH ROAD
Town / State / Postcode	ELIZABETH DOWNS, SA 5113
Place of birth	WOLLONGONG
Date of birth	10-11-1961

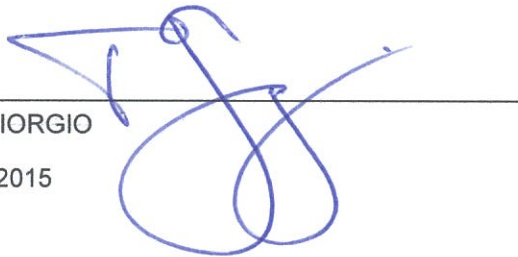
I give you notice of the following:

No Interests to declare.

Signed:

TONY GIORGIO

Date: 20 February, 2015



(To be tabled at first meeting of directors)

To
T & D GIORGIO SUPERFUND PTY LTD
8 KENTISH ROAD
ELIZABETH DOWNS, SA, 5113

Consent to act as Director

I consent to act as director of T & D GIORGIO SUPERFUND PTY LTD with effect from the date of this consent.

My personal details are as follows:

Full name	DIANNE GIORGIO
Usual residential address	8 KENTISH ROAD
Town / State / Postcode	ELIZABETH DOWNS, SA 5113
Place of birth	CAMPBELLTOWN
Date of birth	04-12-1959

I give you notice of the following:

No Interests to declare.

Signed:



DIANNE GIORGIO

Date: 20 February, 2015

(To be tabled at first meeting of directors)

To

T & D GIORGIO SUPERFUND PTY LTD
8 KENTISH ROAD
ELIZABETH DOWNS, SA, 5113

Consent to act as Secretary

I consent to act as secretary of T & D GIORGIO SUPERFUND PTY LTD with effect from the date of this consent.

My personal details are as follows:

Full name	TONY GIORGIO
Usual residential address	8 KENTISH ROAD
Town / State / Postcode	ELIZABETH DOWNS, SA 5113
Place of birth	WOLLONGONG
Date of birth	10-11-1961

Signed:

TONY GIORGIO



Date: 20 February, 2015

(To be signed and provided to company before Registration Application is submitted)

To the Directors
T & D GIORGIO SUPERFUND PTY LTD
8 KENTISH ROAD
ELIZABETH DOWNS, SA, 5113
Australia

Application for Shares

I apply for the allotment to me of the following shares in the capital of the company:

Type of shares	Number of shares	Amount paid per share	Amount unpaid per share	Total cost of shares
Ordinary	2	\$1.00	\$0.00	\$2.00

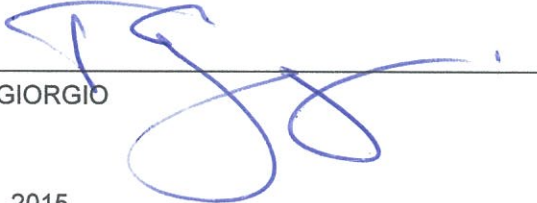
I will accept the shares allotted to me and will be bound by the company's Constitution.

I authorise the company to place my name on the Register of Members in respect of the shares.

My personal details are as follows:

Name of Shareholder	Usual residential address of Shareholder
TONY GIORGIO	8 KENTISH ROAD ELIZABETH DOWNS, SA 5113

Date: 20/2/2015

Signed: 
TONY GIORGIO

Date: 20 February, 2015

(To be signed and provided to company before Registration Application is submitted)

To the Directors
T & D GIORGIO SUPERFUND PTY LTD
8 KENTISH ROAD
ELIZABETH DOWNS, SA, 5113
Australia

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Type of shares	Number of shares	Amount paid per share	Amount unpaid per share	Total cost of shares
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I will accept the shares allotted to me and will be bound by the company's Constitution.

I authorise the company to place my name on the Register of Members in respect of the shares.

My personal details are as follows:

Name of Shareholder	Usual residential address of Shareholder
DIANNE GIORGIO	8 KENTISH ROAD ELIZABETH DOWNS, SA 5113

Date: 20/2/2015

Signed: 
DIANNE GIORGIO