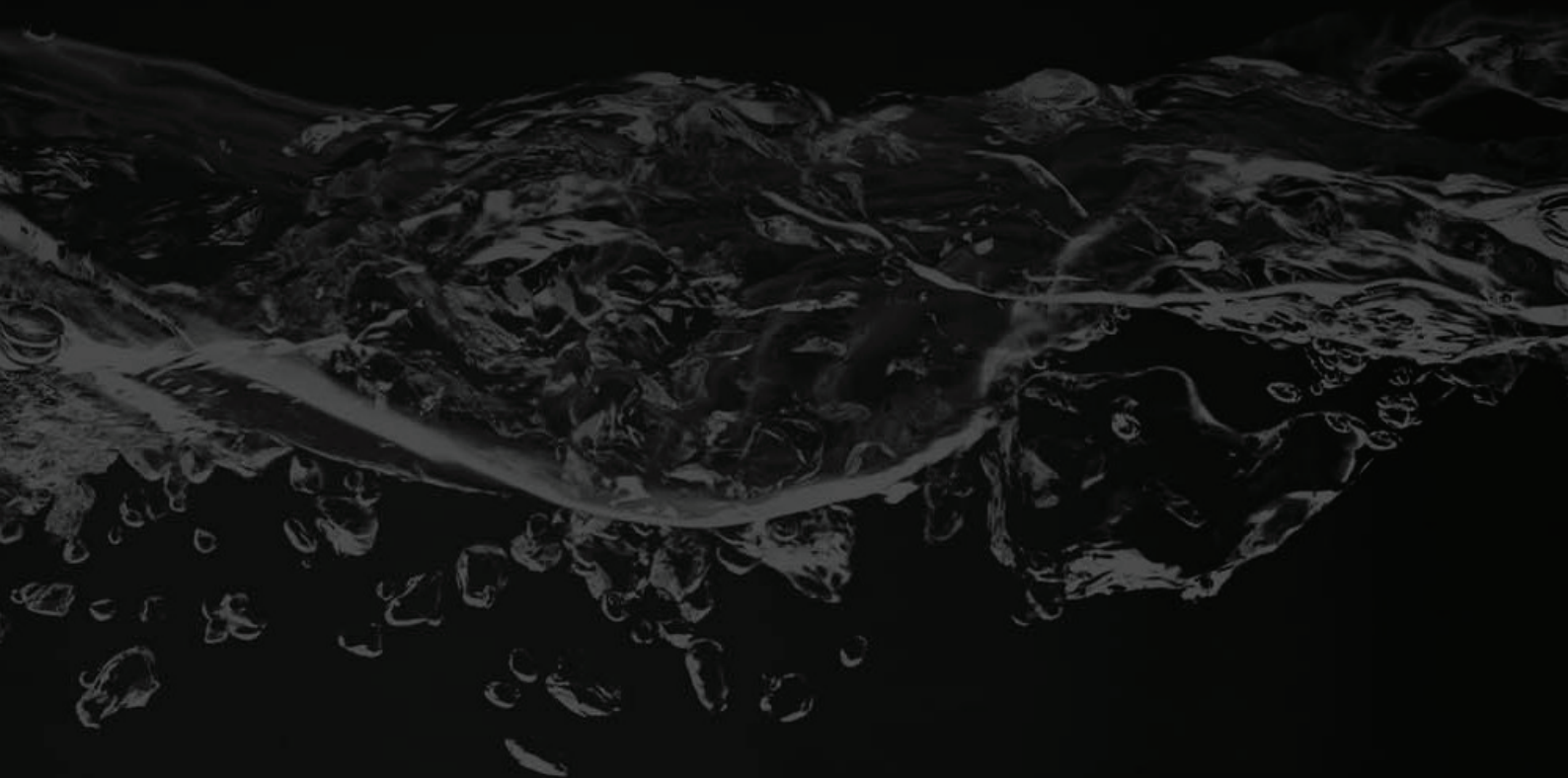


JOHN.BRIDGEMAN



## PROSPECTUS

JOHN BRIDGEMAN LIMITED ACN 603 477 185

For the offer of 3,200,000 Shares at an Offer Price of \$1.00 per Share to raise a minimum of \$3,200,000 with attaching Options on a 1 for 1 basis.

Over subscriptions for up to a further 2,000,000 Shares with attaching Options on a 1 for 1 basis may be accepted.

## Important Notices

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Some terms used in this Prospectus are defined in the Glossary.

This replacement Prospectus is dated 31 March 2015, and a copy of this Prospectus was lodged with ASIC on that date. It replaces the Original Prospectus lodged with ASIC on 16 March 2015. The Company applied to the official list of ASX and for the quotation of its Shares and Options on ASX within seven days of the Original Prospectus. Neither ASIC or ASX takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No Shares will be allotted or transferred on the basis of this Prospectus after the expiry date. This Prospectus expires at 5pm AEST on 13 months after the date of this Prospectus. This Prospectus has been issued primarily to include further explanation of the investment profile and investment strategy of the Aliom Managed Futures Fund No 1.

The Offer is available to Australian residents in each state and territory of Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law. Seek advice on and observe any restrictions. This Prospectus is not an Offer in any place where, or to any person to whom, it would not be lawful to make the Offer.

No person is authorised to give any information or make representations about the Offer, which is not contained in this Prospectus. Information or representations not contained in this Prospectus must not be relied on as authorised by the Company, or any other person, in connection with the Offer.

This Prospectus provides information for investors to decide if they wish to invest in John Bridgeman Limited. Read this document in its entirety. Examine the assumptions underlying the financial forecasts and the risk factors that could affect the financial performance of John Bridgeman Limited. Consider these factors carefully in light of your personal financial circumstances. Seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest. The Offer does not take into account the investment objectives, financial situation or needs of particular investors.

This Prospectus is available electronically at [www.johnbridgeman.com.au](http://www.johnbridgeman.com.au). The Application Form attached to the electronic version of this Prospectus must be used within Australia. Electronic versions of this Prospectus should be downloaded and read in their entirety. Obtain a paper copy of the Prospectus (free of charge) by telephoning 1300 155 396. Applications for Shares may only be made on the Application Form attached to this Prospectus or in its paper copy form downloaded in its entirety from [www.johnbridgeman.com.au](http://www.johnbridgeman.com.au).

Under the Corporations Act John Bridgeman Limited must not process Application Forms during the seven day period after the date of lodgement of this Prospectus with ASIC. This period has been extended by ASIC for a further seven days. This exposure period enables the Prospectus to be examined by market participants. Application Forms received during the exposure period will not be processed until after the expiry of that period. No preference will be given to Application Forms received during the exposure period.

Monetary amounts shown in this Prospectus are expressed in Australian dollars unless otherwise stated. Photographs used in this Prospectus without descriptions are only for illustration. The people shown are not endorsing this Prospectus or its contents. Diagrams used in this Prospectus may not be drawn to scale. The assets depicted in photographs in this Prospectus are not assets of the Company unless otherwise stated.

**THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY**

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## Corporate directory

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### Company

John Bridgeman Limited  
144 Union Street  
SPRING HILL QLD 4000

### Directors

John McAuliffe  
Ross Patane  
Stuart McAuliffe  
Simon Richardson

### Company Secretary

Mary-Anne Greaves

### Solicitors to the Offer

Mills Oakley Lawyers  
Level 14, 145 Ann Street  
BRISBANE QLD 4000  
[www.millsoakley.com.au](http://www.millsoakley.com.au)

### Share Registry

Link Market Services Limited  
Level 15, 324 Queen Street  
BRISBANE QLD 4000  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

### Auditor

KPMG  
Riparian Plaza  
Level 16, 71 Eagle Street  
BRISBANE QLD 4000  
[www.kpmg.com/au](http://www.kpmg.com/au)

## Key Dates

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Event	Date
Prospectus date	31 March 2015
Expiry of exposure period	30 March 2015
Offer opens	31 March 2015
Offer closes	11 May 2015
Anticipated date of allotment	15 May 2015
Anticipated commencement of ASX trading	18 May 2015
Shareholding statements expected to be dispatched	18 May 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.

## Letter from the Chairman

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Dear Investor

On behalf of the Board, it gives me great pleasure to offer you this opportunity to invest in John Bridgeman Limited.

John Bridgeman Limited was established on 8 January 2015 with a view to offering investors an opportunity to acquire shares in an Investment Management Company.

The business objectives of John Bridgeman Limited include:

- building a diversified investment management business growing funds under management over the medium and long term;
- investing in unlisted and Listed Investment Companies which the Board of John Bridgeman Limited believes will provide opportunities for moderate to high investment returns over the medium to long term;
- growing a diversified income stream uncorrelated to traditional equity market investments through management fees received from managing the investments of third parties (such as Henry Morgan Limited and the Aliom Managed Futures Fund No 1) as well as returns from direct investment in listed and unlisted structures;
- providing investors with exposure to global markets through the Company's own investments; and
- providing a low cost management company where key personnel are rewarded with long term Options linked to the Share price of John Bridgeman Limited to ensure the Board, key management and Shareholders' interests are all aligned.

Concurrently, the Company intends to act as the Investment Management Company in respect of wholesale funds for institutional and high net worth clients. For example, the Company will provide investment management services to Henry Morgan Limited, an unlisted investment company which specialises in multi-strategy investment management with the aim of achieving above average returns over the medium to long term. John Bridgeman Limited will also invest a minimum of 50% of the capital raised under this Prospectus in Henry Morgan Limited. Henry Morgan Limited will trade both long and short positions in global markets across products such as share indices, equities, bonds, interest rates, currencies and commodities.

The founding Managing Director of John Bridgeman Limited is Stuart McAuliffe. Stuart has previously undertaken the role of Investment Manager for the Aliom Managed Futures Fund No 1, a wholesale fund for sophisticated investors. John Bridgeman Limited, through Stuart, has entered into a Deed of Assignment and Consent to become the new Investment Management Company for the Aliom Managed Futures Fund No 1.

Stuart brings multistrand skills in investment strategy, systems development, valuation and forecasting modelling and high level trading techniques. Stuart has an academic background specializing in index design and assessment, and in the development of complex short and medium term valuation and forecasting models and indicators. An investment in John Bridgeman Limited is an investment in the skills and experience of its Board and particularly its Managing Director, Stuart McAuliffe.

Entities associated with myself and Stuart McAuliffe intend to jointly subscribe for a minimum of \$1,000,000 in Shares under this Prospectus.

Through this Prospectus, the Company is inviting investors to subscribe for a minimum of 3,200,000 Shares with attaching Options on a 1 for 1 basis, at an Offer Price of \$1.00 per Share. If the minimum amount is raised the value of all Shares on issue at the Offer Price will be \$10,600,000 on completion of the Offer.

The funds raised by this Offer will provide John Bridgeman Limited with working capital to support its growth strategy through its investment in unlisted and Listed Investment Companies. An ASX listing will provide John Bridgeman Limited with access to equity capital markets, facilitate corporate transactions by the issue of shares, give employees an opportunity to participate in the ownership of the Company and provide liquidity for existing shareholders.

This Prospectus contains detailed information about the Company's operations, financial performance, experienced management team and future plans. It also outlines the potential risks associated with this investment. I encourage you to read this document carefully before making your investment decision.

I look forward to welcoming you as a Shareholder.

Yours faithfully



John McAuliffe  
Chairman  
John Bridgeman Limited

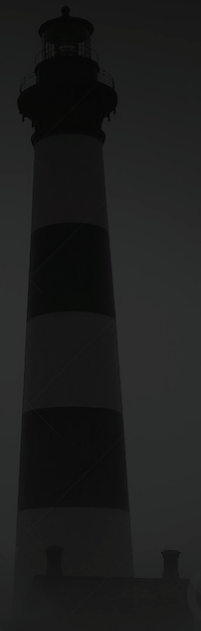
## 1 Glossary

AEST	Australian Eastern Standard Time.
Applicant	a person or entity who submits an Application Form.
Application Form	an application form attached to this Prospectus.
Application Money	the money received by the Company pursuant to the Offer, being the Offer Price multiplied by the number of Shares applied for.
ASIC	Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
ASX Settlement	ASX Settlement Pty Ltd ACN 008 504 532.
ASX Settlement Operating Rules	The ASX Settlement Operating Rules, being the operating rules of the Settlement Facility for the purposes of the Corporations Act.
Board	the board of directors of the Company.
CHES	Clearing House Electronic Subregister System, operated by ASX Settlement.
Closing Date	the date on which the Offer closes, being 11 May 2015 or another date nominated by the Company.
Company or John Bridgeman Limited	John Bridgeman Limited ACN 603 477 185.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Deed of Assignment and Consent	the agreement pursuant to which the Company is appointed as the Investment Management Company for Aliom Managed Futures Fund No 1. See section 8.3.
Directors	the directors of the Company.
Director Shareholders	the parties associated with each of the Directors as noted in section 9.8.
Exercise Price	the exercise price of an Option. See section 9.4 of this Prospectus for further details.
Investment Manager	initially the Managing Director or the person appointed to that position by the Company from time to time.
Investment Management Company	means John Bridgeman Limited.
Listed Investment Company	a company which is listed on the ASX or a similar exchange, which invests in listed Australian or international shares and equities.
Management Services Agreement	the agreement pursuant to which the Company is appointed as the Investment Management Company for Henry Morgan Limited. See section 8.5.
Maximum	\$5.2 million



Subscription	
Minimum Subscription	\$3.2 million
Listing Rules	listing rules of ASX.
Offer	the offer of Shares and attaching Options under this Prospectus.
Offer Price	\$1.00 per Share.
Option	an option to acquire a Share in John Bridgeman Limited, the terms of which are described in section 9.4 of this Prospectus.
Option Holder	the holder of an Option.
Option Period	the period from the date of issue of the Options to 31 March 2020.
Original Prospectus	the original prospectus issued by the Company and lodged with ASIC on 16 March 2015.
Personnel	employees and professional services contractors of John Bridgeman Limited.
Prospectus	this prospectus.
Quotation Date	the date on which Shares and attaching Options are granted quotation on ASX.
Securities	the Shares and Options offered under this Prospectus.
Settlement Facility	has the meaning specified in the ASX Settlement Operating Rules.
Shareholders	holders of shares in John Bridgeman Limited.
Shares	fully paid ordinary shares in John Bridgeman Limited.
Subscription Agreement	The agreement pursuant to which the Company agrees to invest in Henry Morgan Limited. See section 8.4 for further details.
Us or we	the Company.
You	the investors under this Prospectus.

# INVESTMENT OVERVIEW



## 2 Investment Overview

### 2.1 Offer highlights

	Minimum Subscription \$3,200,000	Maximum Subscription \$5,200,000
Offer Price per Share	\$1.00	\$1.00
Exercise Price per Option	\$1.10	\$1.10
Number of Shares with attaching Options offered under this Prospectus	Shares 3,200,000 Options 3,200,000	Shares 5,200,000 Options 5,200,000
Total number of Shares and Options on issue following the Offer	Shares 10,600,000 Options 18,160,000	Shares 12,600,000 Options 20,160,000
Amount to be raised under the Offer	\$3,200,000	\$5,200,000
Value of Shares on issue at close of the Offer at the Offer Price	\$10,600,000	\$12,600,000

### 2.2 Important dates

Event	Date
Prospectus date	31 March 2015
Expiry of exposure period	30 March 2015
Offer opens	31 March 2015
Offer closes	11 May 2015
Anticipated date of allotment	15 May 2015
Anticipated commencement of ASX trading	18 May 2015
Shareholding statements expected to be dispatched	18 May 2015

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 to accept late applications.

## 2.3 Investment Summary

Question	Answer	Section
Who is the Issuer of this Prospectus?	John Bridgeman Limited ACN 603 477 185	sections 4 and 5
What is the business of the Company?	<p>The business objectives of John Bridgeman Limited include:</p> <ul style="list-style-type: none"> <li>▪ building a diversified investment management business growing funds under management over the medium and long term;</li> <li>▪ investing in unlisted and Listed Investment Companies which the Board of John Bridgeman Limited believes will provide opportunities for moderate to high investment returns over the medium to long term;</li> <li>▪ growing a diversified income stream uncorrelated to traditional equity market investments through management fees received from managing the investments of third parties (such as Henry Morgan Limited and the Aliom Managed Futures Fund No 1) as well as returns from direct investment in listed and unlisted structures;</li> <li>▪ providing investors with exposure to global markets through the Company's own investments; and</li> <li>▪ providing a low cost management company where key personnel are rewarded with long term Options linked to the Share price of John Bridgeman Limited to ensure the Board, key management and Shareholders' interests are all aligned.</li> </ul>	section 4
How does the Company operate?	<p>John Bridgeman Limited will commence with mandates to provide investment management services for two companies. The first of these opportunities is the Aliom Managed Futures Fund No 1, an existing fund for wholesale clients only and currently managed by Stuart McAuliffe (the Managing Director of John Bridgeman Limited). The second opportunity is to manage an unlisted investment company called Henry Morgan Limited. Both of these opportunities will focus on investments in global equity market indices, currency and fixed income derivatives seeking to take advantage of imbalances in global market valuations. John Bridgeman will also aim to generate profits through the investment of the Company's own capital.</p> <p>In addition to these two opportunities, the Company will also hold substantial capital. The benefit of this is that it will allow the Company to invest this capital, and if successful, achieve targeted outperformance. Further, it will allow John Bridgeman Limited to invest in other entities such as unlisted and Listed Investment Companies.</p>	sections 4 and 5
What are the key	The key strengths of the Company may be summarised as	section 4

Question	Answer	Section
strengths of the Company?	<p>follows:</p> <ul style="list-style-type: none"> <li>▪ The Managing Director of the Company has extensive experience in investing in global securities, and in managing entities which invest in Australian and global markets. Stuart McAuliffe will be able to apply his experience and skills as he will be responsible for the investment management strategies and services to be provided by the Company.</li> <li>▪ In its capacity as an Investment Management Company for Henry Morgan Limited the strategy used is very scalable given the deep liquidity in the markets in which the Investment Management Company intends to invest in. Deeply liquid markets include developed market equity indices, government bonds, major currencies and major commodities including oil and gold that have the highest volume of any global markets and very tight bid/ask spread generally of one point/pip. This allows the Investment Manager to enter and exit positions without significant impact on market flows and most investments can be executed within seconds of giving the order.</li> <li>▪ The Managing Director of the Company has extensive experience in assessing investment opportunities across a global market through their previous roles and career. These skills enable the provision of investment services to create diversity for the Company and ultimately for investors.</li> <li>▪ The Managing Director and senior management have a strong focus on risk management. See section 4.7 for further details.</li> <li>▪ A Board which consists of experienced individuals with previous skills and history obtained through funds management, and incentives which will align their interests with those of Shareholders.</li> </ul>	
What risks are involved with an investment in the Company	<p>An investment in the Company is subject to certain risks, both general and specific, including stockmarket and economic conditions, and specific risks associated with trading futures contracts. Key risks associated with an investment in John Bridgeman Limited are described in detail in section 7. Prospective investors should read this entire Prospectus, including section 7, before deciding whether or not to invest.</p> <p>Key risks specific to the Company's business model include:</p> <p>Dependence on key personnel</p> <p>The Company depends on the talent and experience of its key management personnel as its primary asset. Should any of its key personnel leave, this may have a negative impact on the Company's performance.</p> <p>Financial market volatility</p> <p>A fall in global or local equity markets, global or local bond markets or a lack of change in the value of the Australian dollar against other major currencies may discourage investors from moving money in and out of equity markets.</p>	section 7

Question	Answer	Section
	<p>This may have a negative effect on the price at which the Company's securities trade.</p> <p>No operating or performance history of the Company</p> <p>The Company has only recently been incorporated and to date has undertaken little business activity. There is a risk that the Company's investment objectives will not be achieved.</p> <p>Strategy, model and research risk</p> <p>The Company's investment approach is based on the experience of its Investment Manager, research into past data, and the application of that research to the development of mathematical models that attempt to forecast returns, risk, correlation and transaction costs. There is a risk that the investment management systems implemented by the Company may not be profitable and the Company may suffer a loss.</p> <p>Derivatives, short selling and market risk</p> <p>There are various risks associated with investing via instruments such as derivatives. Risks associated with using derivatives include the value of the derivative failing to move in line with the underlying asset, potential illiquidity of the derivative, failure of the Company to meet payment obligations as they arrive, regulatory and counter-party risk.</p> <p>In relation to short-selling, though the Company does not engage in short selling physical assets, it may hold short futures provisions. In taking short positions, the Company bears the risk of an increase in price of the underlying investment under which the short position is taken. Such an increase could lead to a substantial loss.</p> <p>Changes in the prices of futures positions held by the Company may result in loss of principal or large movements in the share price of the Company within short or long periods of time.</p>	
Directors and key personnel	<p>The Board consists of:</p> <p>John McAuliffe (Chairman and Non-Executive Director)</p> <p>Ross Patane (Non-Executive Director)</p> <p>Stuart McAuliffe (CEO and Executive Director)</p> <p>Simon Richardson (Executive Director)</p> <p>Each member of the Board has experience in the funds management/investment industry. In particular, Stuart McAuliffe, the Managing Director, has significant experience in this type of investment management business.</p> <p>In addition to the Board, key executives include:</p> <p>Mary-Anne Greaves (Company Secretary)</p>	section 5
Interests, key benefits and related party transactions	<p>The Company has agreements with each of its Directors and key personnel.</p> <p>Further information on material agreements are set out in section 8.</p> <p>The Company has entered into a Subscription Agreement</p>	section 8

Question	Answer	Section
	<p>agreeing to invest a minimum of 50% of the amount raised under this Prospectus to subscribe for shares in Henry Morgan Limited, an unlisted investment company.</p> <p>The Company has entered into a Management Services Agreement with Henry Morgan Limited for the provision of investment management services.</p> <p>Stuart McAuliffe is a director and shareholder of both John Bridgeman Limited and Henry Morgan Limited. Simon Richardson and Ross Patane are directors of both John Bridgeman Limited and Henry Morgan Limited.</p> <p>The Company has also entered into a Deed of Assignment and Consent whereby the Company is appointed as the Investment Management Company for the Aliom Managed Futures Fund No 1. Simon Richardson, an executive director of John Bridgeman Limited and Henry Morgan Limited, is the sole director of the trustee of Aliom Managed Futures Fund No 1, AMFF Pty Ltd ACN 159 440 196.</p> <p>Further details about these related party agreements are set out in section 8.3, 8.4 and 8.5.</p>	
Options	<p>Applicants during the initial Offer Period will receive one Option for nil consideration for every Share allotted to them. The exercise period for the Options is the period from the date of issue of the Options to 31 March 2020.</p>	section 9.4

#### 2.4 Key terms of the Offer

What is the Offer?	<p>The Offer is an initial public offer of a minimum of 3,200,000 Shares, with attaching Options on a 1 for 1 basis, in John Bridgeman Limited.</p> <p>John Bridgeman Limited has made application to list on ASX within 7 days of lodging the Original Prospectus with ASIC and in the event John Bridgeman Limited is admitted to the official list of ASX, you will be able to trade your Shares and Options on ASX.</p>	section 3
Why is the Offer being made?	<p>The purpose of the Offer is to:</p> <p>Raise capital for the Company to invest in unlisted and Listed Investment Companies, such as Henry Morgan Limited, and to provide working capital to support the Company's growth strategy. An ASX listing will provide John Bridgeman Limited with access to equity capital markets, facilitate corporate transactions by the issue of shares and/or options and give employees an opportunity to participate in the ownership of the Company.</p>	sections 2.6 and 4
How will the funds be used?	<p>The Company intends to use the funds from the Offer following official quotation of the Company's shares on ASX to invest the major proportion in Henry Morgan Limited, an unlisted investment company and provide working capital as and where needed. Further details regarding the application of funds, depending on the amount raised under the Offer, are set out in section 2.6 of this Prospectus.</p>	sections 2.6 and 4.1
What is the Issue Price of the Shares?	<p>The Shares are being issued at \$1.00 per Share with attaching Options on a 1 for 1 basis.</p>	section 2.1 and 3.1
What rights	<p>The Shares will rank equally in all respects with the shares held by the</p>	sections 3.2

and liabilities attach to the Shares?	existing shareholders. The rights and liabilities attaching to all shares are detailed in the Company's constitution.	and 8.2																																				
What are the terms that attach to the Options?	The terms of the Options are set out in section 9.4 of this Prospectus.	section 9.4																																				
Is the Offer underwritten?	The Offer is not underwritten.	section 3.7																																				
What is the Company's financial position?	<p>John Bridgeman Limited was incorporated on 8 January 2015. The Company's financial position is set out in detail in section 6 of this Prospectus.</p> <p>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 and may not actually reflect the position of the Company as at the date of the Prospectus or at the conclusion of the Offer.</p> <table border="1"> <thead> <tr> <th></th> <th></th> <th colspan="2">Unaudited Pro-Forma Statements of Financial Position as at 11 May 2015</th> </tr> <tr> <th></th> <th>Unaudited historical Statement of Financial Position as at 31 March 2015</th> <th>Minimum Subscription \$3,200,000</th> <th>Maximum Subscription \$5,200,000</th> </tr> </thead> <tbody> <tr> <td>Assets</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Cash</td> <td>\$7,400</td> <td>\$2,983,501</td> <td>\$4,979,438</td> </tr> <tr> <td>Other assets</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Liabilities</td> <td>-</td> <td>-</td> <td>-</td> </tr> <tr> <td>Net assets</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Equity</td> <td>\$7,400</td> <td>\$2,983,501</td> <td>\$4,979,438</td> </tr> <tr> <td>NTA</td> <td>\$0.001</td> <td>\$0.28146</td> <td>\$0.39519</td> </tr> </tbody> </table>			Unaudited Pro-Forma Statements of Financial Position as at 11 May 2015			Unaudited historical Statement of Financial Position as at 31 March 2015	Minimum Subscription \$3,200,000	Maximum Subscription \$5,200,000	Assets				Cash	\$7,400	\$2,983,501	\$4,979,438	Other assets	-	-	-	Liabilities	-	-	-	Net assets				Equity	\$7,400	\$2,983,501	\$4,979,438	NTA	\$0.001	\$0.28146	\$0.39519	section 6
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How is income of the Company derived?	<p>John Bridgeman Limited's principal business is investment management services. John Bridgeman Limited expects to receive income initially from two opportunities being:</p> <ul style="list-style-type: none"> <li>provision of investment management services to both Aliom Managed Futures Fund No 1 and Henry Morgan Limited; and</li> <li>investment of its own capital in order to generate profits for the Company.</li> </ul>	Section 4.1 and 4.10																																				



	Income of the business can be increased through the provision of additional investment management services to other funds or unlisted and Listed Investment Companies.	
What are the Directors to be paid?	The Directors will receive the following directors' fees for the first year: John McAuliffe \$40,000 Ross Patane \$40,000 Simon Richardson \$40,000 Stuart McAuliffe Nil	Section 9.8
Will I receive dividends on my Shares?	The Board does not intend to pay any dividends to Shareholders during the first year of operation. In determining the level of any dividends the Directors will consider the level of income received by the Company, its anticipated expenses and its investment intentions. The ultimate payment of a dividend will be at the discretion of the Board.  The Company gives no assurances about the payment of dividends, the extent of payout ratios, or the future level of franking of dividends.	section 6.5
How do I participate in the Offer?	To participate in the Offer, please complete the Application Form attached to this Prospectus and return it with payment of the Application Money before 11 May 2015.	section 3.5
How do I calculate the Application Monies payable if I wish to participate in the Offer?	The Application Monies are calculated by multiplying the number of Shares you wish to apply for by the Offer Price of \$1.00 per Share.	section 3.5 Application Form
What is the minimum number of Shares for which I can apply?	Applications under the Offer must be for a minimum of 2,000 Shares (total cost of \$2,000) and then in multiples of 100 Shares (\$100).	section 3.5
Further questions	If you have questions in relation to the Offer, please contact Stuart McAuliffe on 1300 155 396.	section 3.5

## 2.5 ASIC Regulatory Guide 240 – Benchmarks

The Company will invest at least 50% of the funds raised under this Offer in Henry Morgan Limited, an unlisted public investment company. Henry Morgan Limited would be classified as a 'hedge fund' in accordance with ASIC's Regulatory Guide 240. As John Bridgeman Limited will be investing at least 50% of the funds raised under this Offer in Henry Morgan Limited, John Bridgeman Limited reports below on the benchmarks set out in ASIC's Regulatory Guide 240 on a 'look-through' basis, as if it applied to John Bridgeman Limited.

The following table sets out a summary of the disclosure ASIC requires for hedge funds, the key features of the Company and a guide to where more detailed information can be found in this Prospectus. A copy of ASIC Regulatory Guide 240 dated October 2013 (as may be amended, supplemented or replaced from time to time) is available from [www.asic.gov.au](http://www.asic.gov.au).

ASIC Regulatory Guide 240 – Benchmarks	
Valuation of non-exchange traded assets	<p>This benchmark addresses whether valuations of the Company's non-exchange traded assets are provided by an independent administrator or an independent valuation service provider. This benchmark is not relevant to the Company as all of its assets are either exchange traded or cash.</p>
Periodic reporting	<p>This benchmark addresses whether the Company provides periodic disclosure of certain key information on an annual and monthly basis. This benchmark is not met as the Company is not able to provide all the information specified by this benchmark. The table in Section 4.13 of this document sets out the information that will be provided, how often it is available and where it can be accessed and also the information that will not be provided.</p> <p>For the purposes of ASIC's Regulatory Guide 240:</p> <p>John Bridgeman Limited will provide the following information to investors on an annual basis:</p> <ul style="list-style-type: none"> <li>▪ the derivatives counterparties engaged by the Fund.</li> </ul> <p>John Bridgeman Limited will provide the following information to investors on a monthly basis:</p> <ul style="list-style-type: none"> <li>▪ current total net asset value of John Bridgeman Limited (subject to indicative tax estimates);</li> <li>▪ the net return on the Company's assets after fees, costs and taxes (subject to indicative tax estimates);</li> <li>▪ any changes (including changes in related party status) to any of the Company's key service providers; and</li> <li>▪ any material change in the Company's risk profile, strategy and any change in the individuals playing a key role.</li> </ul>

ASIC Regulatory Guide 240 – Disclosure Principles	
Investment strategy	<p>Company objective</p> <p>The Company aims to generate long-term total returns from a specialised managed futures strategy.</p> <p>Investment strategy</p> <p>The Company will be actively managed and will invest in exchange-traded futures contracts, exchange-traded forward contracts and cash. A reference in this Prospectus to ‘futures’ includes exchange-traded futures contracts and exchange-traded forward contracts.</p> <p>Derivatives (in this case, futures) will be used for investment purposes and are key to the investment strategy of the Company in seeking to generate profits for the Company.</p> <p>The Company intends to trade in global futures markets worldwide, across categories such as share indices, bonds, interest rates, currencies and commodities.</p> <p>The Company will take both long and short positions in futures.</p> <p>The Company is managed in accordance with certain investment guidelines. Refer to section 4 of this Prospectus for further information.</p>
The Investment Manager	<p>Stuart McAuliffe, Managing Director of John Bridgeman Limited, has been appointed as the Investment Management Company to manage the Company’s futures exposure. John Bridgeman Limited is the appointed Investment Management Company for Henry Morgan Limited to manage Henry Morgan Limited’s futures exposure and the cash investments of the company.</p> <p>Refer to section 4.6 of this Prospectus for further information.</p>
Company structure	<p>John Bridgeman Limited may appoint service providers to assist in the ongoing operation, management and administration of the Company.</p> <p>The key service providers to the Company are:</p> <ul style="list-style-type: none"> <li>▪ Stuart McAuliffe, the managing director and Investment Manager of the Company;</li> <li>▪ ABN AMRO Clearing – clearer for investments; and</li> <li>▪ KPMG Australia, the auditor of the Company.</li> </ul> <p>Refer to section 9.7 of this Prospectus for further information.</p>
Valuation, location and custody of	<p>Valuation of the Company’s assets</p> <p>The Company’s assets will normally be valued at their most recent market</p>

ASIC Regulatory Guide 240 – Disclosure Principles	
assets	<p>value, using independent pricing sources where available for the particular asset type and in accordance with industry standards. Futures are generally valued by reference to the exchange settlement price. Cash is valued at its face value with the addition of accrued interest.</p> <p>Location and custody of the Company's material assets</p> <p>The Company will invest in futures and cash. The Company intends to trade in global futures markets worldwide, across categories such as share indices, bonds, interest rates, currencies and commodities. The material assets of the Company may be located in any jurisdiction worldwide.</p> <p>The cash holdings of the Company may only be invested in bank accounts with Australian authorised deposit taking institutions or such other cash or cash equivalent investments as determined by John Bridgeman Limited from time to time.</p> <p>Westpac Banking Corporation will be the Company's banking partner.</p>
Liquidity of assets	<p>As at the date of this Prospectus, John Bridgeman Limited reasonably expects to be able to realise at least 90% of the Company's assets under normal market conditions, at the value ascribed to those assets in calculating the Company's net asset value, within 5 trading days.</p> <p>Refer to section 4.2 of this Prospectus for further information.</p>
Leverage	<p>Trading in futures is key to the Company's investment strategy. Leverage is inherent in futures trading as futures contracts generally provide a much larger exposure to the underlying assets with a relatively small initial outlay. The buyer and seller of a futures contract is only required to pay an initial cash deposit, known as initial margin when entering into a futures contract. The amount of the initial margin is generally set by the futures exchange, and may vary from time to time according to the volatility of the market. Variation margin is an amount that is paid to cover an unfavourable move in the futures position, or an amount that is received for a favourable move in the futures position.</p> <p>The Company does not have a maximum anticipated or allowed level of leverage. John Bridgeman Limited will manage risk by analysing volatility across markets, ensuring margins used remain below 50% of capital, diversifying across futures markets and by taking a mixture of long and short positions.</p> <p>Investors should note that there are risks associated with the use of leverage similar to those set out in section 7. Refer to section 7 of this Prospectus for further information.</p>
Derivatives	<p>The derivatives used by the Company are limited to exchange-traded futures contracts and exchange-traded forward contracts. No over the counter (OTC) derivatives will be traded.</p> <p>All of the Company's derivatives counterparties will be subjected to regulations governed by relevant exchanges. However, investments made</p>

ASIC Regulatory Guide 240 – Disclosure Principles	
	by the Company will be subject to counterparty risks. For example, if a counterparty to a contract with the Company fails to perform its contractual obligations, then the Company may suffer a loss that will reduce the net asset value of the Company. John Bridgeman Limited will seek to minimise counterparty risk by selecting counterparties that in the Company's reasonable opinion are appropriate for the transactions being undertaken.
Short-selling	<p>The Company will not engage in short-selling physical assets but may hold short futures positions. Long and short positions in futures are key to the Company's investment strategy.</p> <p>In taking short positions, the Company bears the risk of an increase in price of the underlying investment over which the short position is taken. Such an increase could lead to a substantial loss.</p> <p>The Company will manage the risks of short positions by:</p> <ul style="list-style-type: none"> <li>▪ controlling the futures position sizes in each market;</li> <li>▪ diversifying across futures markets; and</li> <li>▪ taking a mixture of long and short positions.</li> </ul> <p>Refer to section 7 of this Prospectus for further information.</p>
Redemptions	This benchmark is not relevant to the Company.

## 2.6 Purpose of the Offer and utilisation of funds

The Company has entered into a Subscription Agreement to subscribe a minimum of 50% of the funds raised under this Prospectus for shares in Henry Morgan Limited. Balance funds raised under this Prospectus will be used for working capital and investment purposes of the Company.

The expenses of the Offer will be paid from the funds raised under this Prospectus. These expenses include legal, accounting and advisory fees and other costs associated with the marketing of the Offer and the production of Offer documentation.

The expenses to be paid by the Company have been estimated at \$223,899 assuming the minimum subscription is achieved, and \$227,962 assuming the maximum subscription is achieved. A breakdown of these expenses for both the minimum subscription of \$3,200,000 and the maximum subscription of \$5,200,000 is provided below (excluding GST):

## Section 2 – Investment summary

	Minimum Subscription \$3,200,000	Maximum Subscription \$5,200,000
Expenses of the Offer		
Legal fees	\$25,000	\$25,000
ASX Fees	\$86,609	\$90,672
ASIC Lodgement fees	\$2,290	\$2,290
Corporate Advisory fees	\$85,000	\$85,000
Estimated other expenses	\$25,000	\$25,000
Total estimated expenses of the Offer	\$223,899	\$227,962
Total Funds raised	\$3,200,000	\$5,200,000
Less Expenses of the Offer	\$2,976,101	\$4,972,038
Minimum subscription in Henry Morgan Limited	\$1,488,051	\$2,486,019
Working capital available for investment purposes of the Company	\$1,488,050	\$2,486,019

The Company has sufficient working capital to carry out its objectives, detailed in this Prospectus. The Company does not currently intend to raise additional funds within the first two years following quotation of the Company's Shares on ASX.

### 2.7 Shareholding structure

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 Offer Shares		Post Offer %	
		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%	4.36%
John Hawkins Pty Ltd ACN 604 689 910 (associate of Stuart McAuliffe)	5,000,000	5,000,000	5,000,000	47.17%	39.68%
Other Shareholders					
	1,850,000	1,850,000	1,850,000	17.45%	14.68%
Offer Shares					
		3,200,000	5,200,000	30.19%	41.27%
Total	7,400,000	10,600,000	12,600,000	100%	100%
Options	7,560,000	18,160,000	20,160,000		
Total Shares on a fully diluted basis**	14,960,000	28,760,000	32,760,000		

\*\*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 ASX. 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.

## 2.8 Summary only

This summary is not intended to provide full details of the investment opportunity. Investors must read this Prospectus in full to make an informed investment decision.

If you have questions in relation to the Offer, please contact Stuart McAuliffe on 1300 155 396.

# DETAILS OF THE OFFER





## 3 Details of the Offer

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### 3.1 Description of the Offer

This Prospectus offers 3,200,000 Shares with attaching Options on a 1 for 1 basis, to raise up to \$3,200,000. Applicants will receive an Option for nil consideration, for each Share they acquire under the Offer.

Oversubscriptions of up to a further 2,000,000 Shares with attaching Options on a 1 for 1 basis, at an Offer Price of \$1.00 each to raise up to a further \$2,000,000 may be accepted.

The minimum subscription under the Offer is \$3,200,000, through the issue of 3,200,000 Shares with attaching Options on a 1 for 1 basis, at an issue price of \$1.00 per Share. The Company will not issue any Shares or Options pursuant to this Prospectus until the minimum subscription is satisfied. Should the minimum subscription not be reached within 4 months from the date of this Prospectus, the Company will either repay the Application Monies to the Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their applications and be repaid their Application Monies. No interest will be paid on these monies.

Applicants who have questions in relation to the Offer should contact the Company on 1300 155 396.

### 3.2 Rights attaching to Shares

The Shares will rank equally in all respects with the shares held by the existing Shareholders. The rights and liabilities attaching to all shares are detailed in the Company's constitution. A summary of the major provisions of the constitution is set out in section 8.2.

### 3.3 Rights attaching to Options

The terms of the Options are summarised in section 9.4.

### 3.4 Timetable

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, including the right to close the Offer early, to withdraw the Offer, or to accept late Applications.

### 3.5 How to apply for Shares

Applications may only be made on the Application Form attached to or accompanying this Prospectus or in its paper copy form as downloaded in its entirety from [www.johnbridgeman.com.au](http://www.johnbridgeman.com.au). Detailed instructions on how to complete the Application Form are set out on the reverse of the Application Form.

The Offer Price is \$1.00 per Share with attaching Options on a 1 for 1 basis. Applications must be for a minimum of 2,000 Shares (\$2,000) and then in multiples of 100 Shares (\$100).

In order to apply, Applicants should complete a paper copy of the Application Form (the Company will not accept Application Forms electronically) and send it, with payment in Australian currency, by the Closing Date to:

Post or deliver:  
John Bridgeman Limited  
144 Union Street  
SPRING HILL QLD 4000

Cheques or bank drafts must be made payable to 'John Bridgeman Limited – Share Offer' and should be crossed and marked 'Not Negotiable'.

Applicants with questions on how to complete the Application Form, or who require additional copies of the Prospectus, should contact 1300 155 396 or visit the website [www.johnbridgeman.com.au](http://www.johnbridgeman.com.au) to download a copy of the Prospectus.

### 3.6 Allocation of Shares

The Company will allocate Shares with attaching Options on a 1 for 1 basis to Applicants under the Offer at its discretion.

The Company may allocate all, or a lesser number, of Shares for which an application has been made, accept a late application or decline an application. Where applications are scaled back, there may be a different application of the scale-back policy to each Applicant.

Where no allocation is made to a particular Applicant or the number of Shares allocated is less than the number applied for by an Applicant, surplus Application Monies will be returned to that Applicant. No interest will be paid on refunded Application Monies. Any interest earned on Application Monies is the property of the Company.

Successful Applicants will be notified in writing of the number of Shares allocated to them as soon as possible after the Closing Date. It is the responsibility of Applicants to confirm the number of Shares allocated to them prior to trading in Shares. Applicants who sell Shares before they receive notice of the Shares allocated to them do so at their own risk.

If the Company's application for admission to ASX is denied, or for any reason this Offer does not proceed, all Application Monies will be refunded in full without interest.

### 3.7 Underwriting

The Offer is not underwritten.

### 3.8 Validity of Application Forms

An Application Form may only be distributed with, attached to or accompany a complete and unaltered copy of this Prospectus.

By completing and lodging an Application Form received with this Prospectus, the Applicant represents and warrants that the Applicant has personally received a complete and unaltered copy of this Prospectus prior to completing the Application Form.

The Company will not accept a completed Application Form if it has reason to believe the Applicant has not received a complete copy of the Prospectus or it has reason to believe that the Application Form has been altered or tampered with in any way.

An Application Form is an irrevocable acceptance of the Offer.

### 3.9 ASX listing

An application has been made to ASX within seven days after the date of the Original Prospectus for the Company to be admitted to ASX, and for official quotation of the Shares. Acceptance of the application by ASX is not a representation by ASX about the merits of the Company or the Shares. Official quotation of Shares, if granted, will commence as soon as practicable after the issue of initial shareholding statements to successful Applicants.

It is expected that trading of the Shares on ASX will commence on or about 18 May 2015.

If permission is not granted for official quotation of the Shares and Options on ASX within three months of the date of this Prospectus, all Application Monies received will be refunded without interest as soon as practicable in accordance with requirements of the Corporations Act.

### 3.10 CHESS

The Company has also applied for the Shares and Options to participate in CHESS. Applicants who are issued Shares and Options under this Offer will receive securityholding statements in lieu of security certificates. These set out the number of Shares and Options issued to each successful Applicant.

The securityholding statement will also provide details of the securityholder's HIN (in the case of a holding on the CHESS sub-register) or SRN (in the case of a holding on the issuer sponsored sub-register).

In future Shareholders need to quote their HIN or SRN, as applicable, in all dealings with a stockbroker or the Share Registry. Further statements will be provided to Shareholders showing changes in their shareholding during a particular month. Additional statements may be requested at any time, although the Company reserves the right to charge a fee.

### 3.11 Withdrawal

The Company reserves the right to withdraw the Offer, at any time before the allotment of Shares. If the Offer does not proceed, Application Monies will be refunded. No interest will be paid on any Application Monies refunded as a result of the withdrawal of the Offer.

### 3.12 Taxation considerations

The taxation consequences of an investment in the Company will depend upon the investor's particular circumstances. Investors should make their own enquiries about the taxation consequences of an investment in the Company. If you are in doubt as to the course you should follow, you should consult your accountant, stockbroker, lawyer or other professional adviser.

### 3.13 Foreign selling restrictions

No action has been taken to register or qualify the Shares or the Offer in any jurisdiction outside Australia, or otherwise to permit a public offering of the Shares outside Australia.

The Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, such an offer or invitation would be unlawful. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Each Applicant warrants and represents that:

- (a) the Applicant is an Australian citizen or resident in Australia, is located in Australia at the time of the application and is not acting for the account or benefit of any person in the United States or any other foreign person; and
- (b) the Applicant will not offer or sell the Shares in the United States or in any other jurisdiction outside Australia or to a United States person, except in transactions exempt from registration under the *US Securities Act 1933* as amended, and in compliance with all applicable laws in the jurisdiction in which the Shares are offered and sold.

#### 3.14 Broker fees

The Company may pay a brokerage fee for applications made through brokers. The brokerage fee payable by the Company will range from 3% - 5% of the application amount.

JOHN BRIDGEMAN LIMITED -  
THE BUSINESS



## 4 John Bridgeman Limited - the business

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### 4.1 Overview of business model

John Bridgeman Limited is a newly established company in the investment management industry.

#### Objectives

The objectives of John Bridgeman Limited include:

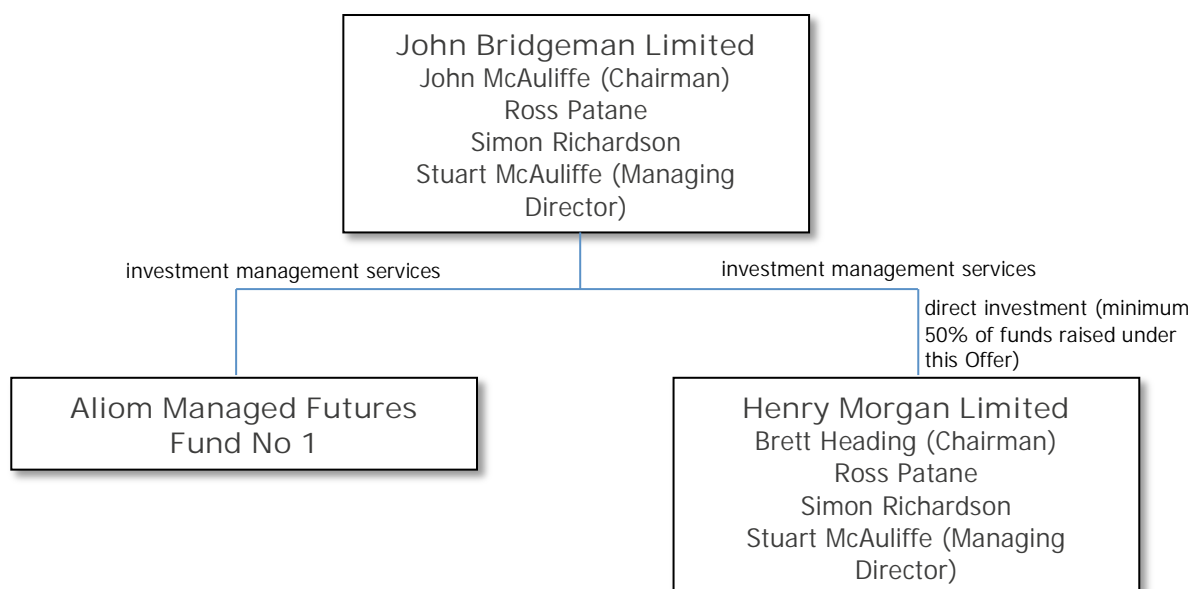
- building a diversified investment management business growing funds under management over the medium and long term;
- investing in unlisted and Listed Investment Companies which the Board of John Bridgeman Limited believes will provide opportunities for moderate to high investment returns over the medium to long term;
- growing a diversified income stream uncorrelated to traditional equity market investments through management fees received from managing the investments of third parties (such as Henry Morgan Limited and the Aliom Managed Futures Fund No 1) as well as returns from direct investment in listed and unlisted structures;
- providing investors with exposure to global markets through the Company's own investments; and
- providing a low cost management company where key personnel are rewarded with long term Options linked to the Share price of John Bridgeman Limited to ensure the Board, key management and Shareholders' interests are all aligned.

John Bridgeman Limited will commence with mandates to provide investment management services for two companies. The first of these opportunities is the Aliom Managed Futures Fund No 1, an existing fund for wholesale clients only and currently managed by Stuart McAuliffe (the Managing Director of John Bridgeman Limited). The second opportunity is to manage an unlisted investment company called Henry Morgan Limited. Both of these opportunities will focus on investments in global equity market indices, currency and fixed income derivatives seeking to take advantage of imbalances in global market valuations. John Bridgeman will also aim to generate profits through the investment of the Company's own capital. Refer to the table below for potential earning sources.

## Section 4 – John Bridgeman Limited the business

Description of activity	Potential earning sources
Investment management services for Henry Morgan Limited	2% of funds under management (monthly); 23% of profits after fees (quarterly with high water hurdles)
Investment management services for Aliom Managed Futures Fund No 1 (a fund for wholesale and sophisticated investors only)	Refer to section 8.3 for fee information.
Investment in Henry Morgan Limited (minimum 50% of capital raised under this Prospectus)	Capital gains from investment; Dividends received.

These potential earning sources may be described in diagrammatic form as follows:



There is no guarantee that the Company will achieve its performance objectives, produce returns that are positive, or compare favourably against its peers. Many factors can negatively impact John Bridgeman Limited's ability to generate returns from its investment process (for example, loss of key Personnel). There is significant competition among quantitative investment managers and John Bridgeman Limited's ability to deliver returns that have a low correlation with global aggregate equity markets and other market participants is dependent on its ability to employ an investment system that is simultaneously profitable and differentiated from those employed by other managers. To the extent that John Bridgeman Limited is not able to develop a sufficiently differentiated investment system, the Company's investment objective may not be met. The growth in assets managed in accordance with similar investment strategies may result in the Company and other market participants inadvertently buying and selling the same or similar investments simultaneously, which may reduce liquidity and exacerbate market movements. The Company may then be subject to an increased risk of suffering substantial losses.

John Bridgeman Limited has entered into an agreement with AMFF Pty Ltd as the Trustee of the Aliom Managed Futures Fund No 1 appointing John Bridgeman Limited as Investment Management Company for the Aliom Managed Futures Fund No 1 by way of the assignment of

the previous agreement. Fees earned by Stuart McAuliffe's entity and the trustee under the previous agreement for the management of the Aliom Managed Futures Fund No 1 for the past 2 financial years are set out below:

Type of fee	Financial year ended 30 June 2013	Financial year ended 30 June 2014
Management fee	\$3,402	\$13,036
Performance fee	\$51,001	\$182,048

The formula for calculation of the above fees will remain the same for John Bridgeman Limited, and details on the Deed of Assignment and consent are set out in section 8.3 of this Prospectus.

#### Products and Services

John Bridgeman Limited's principal business is investment management services. The investment strategies employed by John Bridgeman Limited may assist investors in achieving capital growth, uncorrelated returns and hedging strategies to protect capital. The Managing Director and Investment Manager, Stuart McAuliffe, has a strong track record of outperformance against market benchmarks (refer to section 4.5). Investment management is a scalable business model. If successful, it will allow John Bridgeman Limited to increase revenue through the fees it will earn whilst only marginally increasing costs if funds under management increase.

#### Investing John Bridgeman Limited's capital

As discussed above, in addition to fee income from management and performance fees, John Bridgeman Limited will also hold substantial capital. The benefit of this is that it will allow the Company to invest this capital and, if successful, achieve targeted outperformance. Further, it will allow John Bridgeman Limited to seed other entities.

### 4.2 Investment Process

As noted in section 4.1, the Company's principal business is investment management services, being the investment of funds under management for itself and third parties. Critical to the success of the business is long term outperformance of the capital the Company manages against relevant benchmarks. Therefore, the Company is focussed on outperforming benchmarks and achieving absolute returns. The Investment Manager recognises that the investing landscape is changing and will continue to be very different from historical dynamics. The long credit cycle and expanding populations have been replaced with contracting credit and aging and contractionary demographics in key markets.

This has significantly changed the risk reward profile across equities, real estate, bonds, currencies and commodities. However, it also provides opportunities for investment returns, as specific asset classes should continue to be re-priced accordingly. The Investment Manager believes the opportunities will be global and accordingly the Company will not limit itself geographically or by asset class as capital allocations will play out across the spectrum of financial markets.

The Investment Manager's investment philosophy is to focus on three key areas:

- (a) trends;
- (b) events; and
- (c) prevailing conditions.



The Investment Manager's philosophy is global. The Investment Manager believes that identifying the interdependency of trends and changes across equity, bond, currency and commodity markets is a superior way to capture upside and hedge downside. Planning and preparation around key principles allows the management team to take advantage of opportunities when they are presented, 'and of all avenues of seeing opportunity, none is greater than the unexpected'<sup>1</sup>.

The Investment Manager's investment strategy is to utilise tools to provide high returns while limiting volatility and drawdowns where possible. The goal is to both identify market direction and to capture the volatility around the trend to enhance returns. To achieve this the Company will use a staged investment process:

- (a) identification of value based on fundamental analysis;
- (b) identification of existing trends;
- (c) identification of prevailing conditions;
- (d) analysis of international money flow;
- (e) analysis of the actions of policy makers; and
- (f) portfolio allocation.

This will allow the Investment Manager to invest in markets globally that are believed to offer the best risk and reward characteristics over the medium term. To invest successfully it is important to weight the portfolio towards the most favourable factors whilst maintaining a level of diversity and hedging.

However, to enhance returns the Investment Manager will use his past experience to seek to capture short-term volatility to enter, exit and frequently re-enter the same positions. Once a trend is identified, the Investment Manager will seek to maximise the return by trading the volatility around that trend line.

Once capital has been allocated to an investment, the Investment Manager constantly reassesses the investment based on the following process:

- (a) portfolio allocation;
- (b) assessment of changes in market dynamics;
- (c) consideration of key events;
- (d) changes in markets that are leading indicators; and
- (e) market extremes.

Returns in markets are necessarily volatile, occurring with rapid moves usually interspersed with periods of little change or activity. With many market participants forced to focus on the short term, the Company will also participate in long-term investing which is a space with a relatively small number of competitors.

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<sup>1</sup> The Art of War, Sun Tzu, translated by Thomas Cleary, Shambhala Publications, 2003

As at the date of this Prospectus, John Bridgeman Limited reasonably expects to be able to realise at least 90% of the Company's assets under normal market conditions, at the value ascribed to those assets in calculating the Company's net asset value, within 5 trading days.

#### 4.3 Investment Management industry

John Bridgeman Limited has the opportunity to capitalize on the rapid growth of the Australian funds management industry by offering both listed and unlisted structures to investors, meeting high demand for global investing, high growth and absolute return strategies. Initially, John Bridgeman Limited intends to manage a wholesale absolute return fund (Aliom Managed Futures Fund No 1) and to invest in, and provide investment management services to, Henry Morgan Limited, an unlisted investment company which may become a Listed Investment Company.

Australia has one of the largest and fastest growing funds management sectors in the world supported by a number of secular factors:

- (a) Australia's government mandated superannuation scheme, with planned progressive increase from 9% of income to 12%;
- (b) a world-class regulatory environment and advanced business and IT infrastructure;
- (c) a relatively affluent population with high savings rates and high standards of education; and
- (d) an increasingly globalized world and access to international markets.

Superannuation savings are above \$1.7 trillion and the investment management industry's assets under management has grown by a compound annual growth rate of 11.9% since 1992 (Source: Reserve Bank of Australia, Statistical Tables, B18 Managed Funds). While investment funds management have grown rapidly in Australia, significant gaps exist in large market segments. John Bridgeman Limited management believe that the investment world has changed markedly over the last forty years and investors may not be well served by traditional strategies that do not take into account the globalized nature of investment and the changed economic backdrop characterized by slower rates of economic growth, disinflation and changing demographics.

John Bridgeman Limited has identified a number of key areas that have limited competition. The opportunity for the Company is to develop and offer a variety of structures, including both listed investment companies and wholesale funds to institutional and professional investors, meeting strong demand for funds management delivering growth, global exposure and risk hedging. John Bridgeman Limited management has both the skills and a Managing Director with an established track record, to expand further in the following market segments (refer to section 4.5 for an overview of past performance of the Managing Director as manager of the Aliom Managed Futures Fund No 1):

- (a) Growth - John Bridgeman Limited has the opportunity to expand based on its Investment Manager's reputation with investors and its Managing Director's track record for high returns (refer to section 4.5). To achieve investment objectives and retirement goals, many Australians will require capital growth in their portfolios. John Bridgeman Limited has the opportunity to expand based on the reputation of its Managing Director with investors for high capital growth returns. John Bridgeman Limited offers the strong track record of its Managing Director, high-level skills and a globalized, diversified investment strategy to provide growth potential to both investors in the Company and parties to whom the Company provides investment management services. The Company may build on this reputation for growth strategies and also offer single strand structures in global equities generally and specific offerings in geographical locations, such as the USA, China and India. (Refer to (c) below). Overtime the Company may invest its own capital in

these other single strand structures and will seek to provide investment management services to such parties.

However it is important to note that past performance is not necessarily indicative of future performance, and there is no guarantee the Managing Director will achieve high returns in the future.

- (b) Absolute return - An absolute return investment strategy refers to strategies that are not necessarily correlated with other equity market returns or the returns from other traditional asset classes. John Bridgeman Limited's Managing Director and Investment Manager, Stuart McAuliffe, has a history of high returns through the identification of appropriate times to take exposure to equities, bonds, currencies, derivatives including futures, commodities and options through managing the Aliom Managed Futures Fund No 1. While employing the strategy such structures may also hold large amounts of cash or take short positions to hedge exposure to markets in times of volatility or increased risk. John Bridgeman Limited has the opportunity to expand its offering of absolute return strategies to investors seeking to diversify their portfolios and reduce exposure to traditional investment classes.
- (c) Single strand - A single strand strategy generally has a narrower focus allowing an investor to select a strategy that may fit a gap in their current portfolio. John Bridgeman Limited has the opportunity to offer equity market strategies focused on specific geographic areas including the USA, Europe and Asia and may decide to focus on specific nations including Japan, China and India.
- (d) Special situations - A special situations investment strategy is an alternative investment strategy focusing on the identification of an upcoming event and making investments to profit from the expected event if correctly interpreted. The Investment Manager may hold cash for a period while waiting for opportunities to emerge and then quickly move to attempt to capitalize on events or changed conditions. John Bridgeman Limited's Investment Manager has a history of capitalizing on key events and policy changes through his past management of the Aliom Managed Futures Fund No 1. On a macro level, market share has been shaken by numerous events and changes in conditions and trends due to changing and experimental central bank policy and geopolitical events. The Investment Manager seeks to profit from these situations.
- (e) Risk hedging - Risk hedging strategies may use diversification across asset classes, derivatives and relatively large cash allocations. These strategies may be important in times of increased volatility and uncertainty. John Bridgeman Limited's management believe that the investment world is likely to be characterized by higher volatility, particularly as central banks adjust policy in the years ahead. John Bridgeman Limited is positioned to offer investors skills in risk hedging to insulate portfolios in times of stress.
- (f) High conviction - A high conviction strategy generally refers to a fund holding the Investment Manager's 'best ideas'. The high conviction structure uses a concentrated portfolio in an attempt to increase returns. However, if incorrect then losses may be magnified. John Bridgeman Limited is particularly well placed to offer this type of structure in the future as the investment strategy is global and across asset classes allowing a wide choice to identify 'best ideas' and then adapt the portfolio over time.
- (g) Strategic alliances - John Bridgeman Limited may have the opportunity to offer services to other fund management groups, fund-of-fund managers, insurance companies, superannuation groups and financial planners. John Bridgeman Limited's management believes that there is strong demand for professional investment management and this is likely to increase as the savings and superannuation pool of funds in Australia increases over times.

The above strategies are specific investment strategies that the Company may offer investors. When designing their portfolios, investors may choose to invest in one or more strategies for diversification while meeting their long term objectives.

#### 4.4 Rationale for Global Macro Strategies

When investing client capital or John Bridgeman Limited's own capital for investment purposes, the Investment Manager will employ a global macro strategy to identify attractive fundamental valuation across investment classes including equities, bonds, currencies and commodities.

An investing strategy is the driving force behind investor returns. The Managing Director believes that the most effective way to generate returns, remain liquid and protect downside risk is to employ a global macro investing strategy. Global macro investing strategies utilise fundamental information and economic theory on key inputs including economic growth, inflation, interest rates, currency movements, global imbalances and changes in commodity prices to formulate forecasts and trends for different investment markets. The major difference with many funds management businesses is that this is a 'top down' strategy where the investor takes a global high level view of events and conditions and then chooses investment markets likely to benefit from the environment identified. This is quite different to a fund management business with a strategy more consistent with a 'bottom up' view attempting to pick stocks that appear undervalued on historical metrics and ignoring larger global market forces. The Managing Director believes that a powerful investing strategy requires a global approach because markets are interdependent with the actions of investors, central bankers, consumer and policy makers having flow on effects, actions and reactions. A global macro strategy can be a very powerful strategy providing the following benefits:

- a more effective means of identifying both opportunity and risk on a global basis as markets are interrelated with changes often flowing from currency and bond markets to equities and commodities;
- allows for a fundamental view to be expressed broadly through multiple markets including equities, bonds, currencies and commodities;
- allows for speed of action as investments are made generally in deeply liquid markets. Speed is critical in a volatile market when news is moving swiftly around the globe and sentiment can change quickly; and
- allows the investment strategy to utilise market volatility to attempt to capture greater profits by entering and exiting positions over short time frames as markets move up and down around a trend.

There are a number of clear rationales for investing in a global macro hedge fund strategy including:

- enabling diversity for investor portfolios largely limited to Australian markets due to difficulty in accessing global markets;
- returns from traditional investment classes are trending downwards reflected in lower bond yields and lower average equity market returns. A global macro strategy seeks to benefit from market inefficiency in investment classes not readily available to Australian investors; and
- the investment strategy is very scalable and liquid as themes are expressed in deeply liquid markets including the major global equity indices, currency, commodity and bond markets.

#### 4.5 Investment Manager for Aliom Managed Futures Fund No 1

John Bridgeman Limited has entered into an agreement with AMFF Pty Ltd the Trustee of the Aliom Managed Futures Fund No 1 appointing John Bridgeman Limited as Investment Management Company for the Aliom Managed Futures Fund No 1 by way of the assignment of the previous agreement. Further details in relation to the Deed of Assignment and Consent are set out in section 8.3.

The Aliom Managed Futures Fund No 1 was established in 2012. Its authorised investments include the following assets:

- exchange-listed contracts;
- Australian, Asian, European & US futures markets;
- 60+ futures markets (diversification);
- equity Indices e.g. Hang Seng Index;
- fixed Income e.g. Eurodollar & US T-notes;
- commodities e.g. Gold & Natural Gas;
- base metals e.g. Copper; and
- currencies e.g. Japanese Yen.

##### Investment Strategy

The investment strategy of the Aliom Managed Futures Fund No 1 comprises the following four key decision areas:

- investment idea generation;
- investment decision making;
- monitoring the investment; and
- exiting an investment.

##### Investment Idea Generation

The Investment Management Company uses fundamental analysis to determine appropriate valuations for equities, bonds, currencies and commodities. This fundamental analysis utilizes top down assessment of macroeconomic trends covering key economic measures including inflation, economic growth, employment, credit spreads and business and consumer sentiment. The fundamental analysis also uses bottom up assessment of valuation using historical comparisons of valuations over similar historical cycle including price earnings ratios, price to book ratios, purchasing power parity, inflation adjusted commodity prices and the relationship between bond prices and inflationary expectations.

The Investment Management Company will then go further to identify existing trends. This involves a technical approach that looks at all markets to identify where clear bull and bear market trends appear. The Investment Management Company then identifies situations where a fundamental undervaluation or over valuation exists and a trend is also favourable.

The Investment Management Company also considers prevailing conditions. In recent times the primary influences over prevailing market conditions have been either or both central bank action or government reforms. For example, the move upwards in Chinese equities, from March 2014, was supported by significant government reforms and the Bank of China easing credit conditions. Similarly, reforms in India strongly supported the Indian stock market in 2014. There are wider effects including currency moves due to quantitative easing policies from central banks.

The Investment Management Company selects only liquid investment markets which include the major stock market indices, the major currency crosses, developed market government bonds and the major commodities, primarily crude oil, natural gas and gold.

#### Investment Decision Making

Decisions regarding investments will take into account valuation and opportunities identified in the ideas generation stage, then consider them from various angles.

This fundamental valuation provides absolute valuations and also relative valuations that assist diversification strategies and hedging for risk management. The idea generation phase provides an extensive and flexible range of opportunities where the Investment Management Company is not constrained by asset class. For example, a macroeconomic situation that appeared to support higher economic growth in the United States could be approached in a number of different ways.

Higher USA growth may support prices in growth stocks including technology stocks, or inequities generally. However, the Investment Management Company may, for example, invest in the US currency as that may be likely to appreciate. Further, stronger USA growth may support the stock markets of Canada and Mexico, substantial trade partners, and the Investment Management Company may select these markets given more favourable valuations. Higher USA growth may also encourage the Investment Management Company to review any bond market holdings. The purpose of the example is to demonstrate that any fundamental idea will have multiple forms of expression in an interdependent global economy. Selecting the most favourable valuations across investment classes may contribute to performance.

#### Monitoring Investment Decisions

The investment process does not stop once an investment decision has been made and it has been allocated to the portfolio. Monitoring the portfolio is key to out-performance due to the volatility of markets. In other words, markets will usually move higher and lower around the trendline and allow the Investment Management Company to attempt to identify favourable entry and exit points. To achieve this, the Investment Management Company continues to monitor fundamental valuations and macroeconomic factors. Additionally, the Investment Management Company studies key events, which may affect investments including policy changes, key data including inflation and employment, election events and geopolitical concerns including war and terrorism.

The Investment Management Company also uses traditional momentum, trend following and overbought/oversold indicators to identify entry and exit points. A core position is an investment that meets the criteria of fundamental valuation and trend support. A core position may be held for a short time from days to longer periods of years. Usually, strong trends last for years and the Investment Management Company will hold an investment for longer periods, but still add to or reduce position size given changing market dynamics.

The Investment Management Company also attempts to hedge risk in periods of volatility by exiting positions or alternatively entering short positions to hedge against long core positions. To achieve this, the Investment Management Company believes that changes in leading market indicators provide warning signs of market stress. The Investment Management Company is

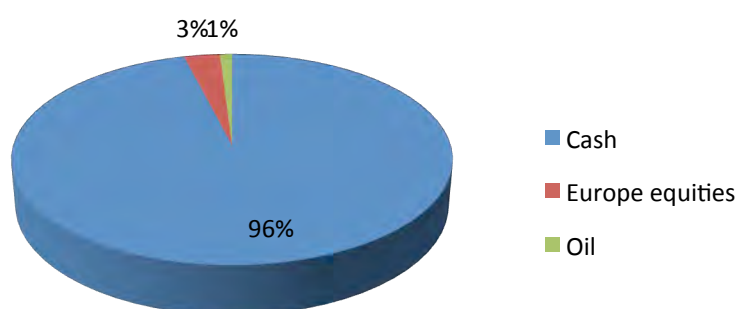
active in currency exchange primarily to hedge currency risk, but also to observe increased volatility as the Investment Management Company believes that the first signs of stress appearing along the risk curve appear first in the currency markets.

### Exiting an Investment

There are three primary reasons for exiting an investment. Firstly, an investment may have reached overvaluation and is no longer favourably priced to deliver an expected reward versus risk. Secondly, an investment may no longer hold relative value. In other words, another alternative investment would replace the investment in the portfolio. For example, a favourable view of global equities may use relative valuation considerations to sell US equities and replace them with European or Japanese equities. Thirdly, investments may be sold if macroeconomic stress causes volatility to rise significantly and the Investment Management Company perceives an elevated risk.

### Investment Profile of Aliom Managed Futures Fund No 1

The Aliom Managed Futures Fund No 1 currently holds the following investments:

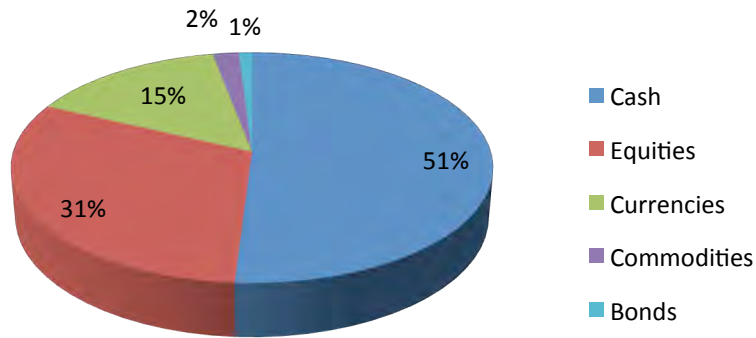


The Aliom Managed Futures Fund No 1 holds a minimum 50% cash position at all times, in other words, at least 50% of the portfolio is held in cash allowing flexibility and to hedge against risk. The Investment Management Company believes there are currently signs of a short-term stock market top and potentially higher levels of volatility. Therefore, shorter term holding periods and higher cash levels are appropriate until a perceived attractive entry point is identified.

Typically a portfolio in an environment characterised by reasonable levels of economic growth and a generally bullish stock market backdrop would still be 50% in cash with the balance in, for example, a portfolio of currencies, particularly high yield currencies. This is the most common environment primarily because expansions are far longer than recessionary periods, which are usually short and acute.

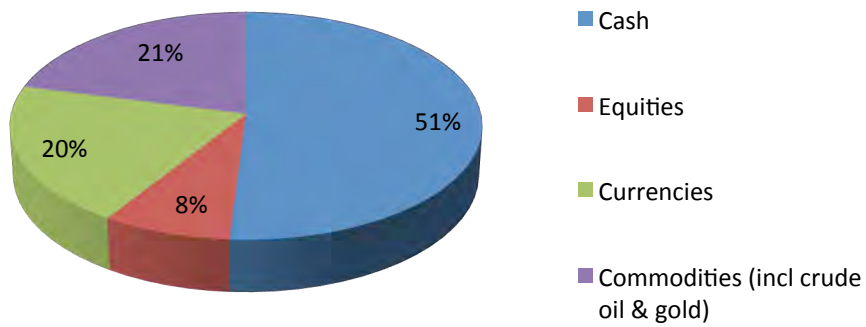
In the following circumstances, the portfolio is likely to be:

*Stable to bullish economic environment*



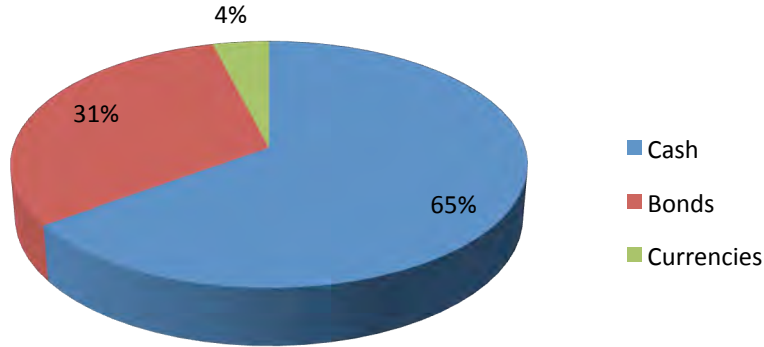
The Investment Management Company will maintain flexibility and monitor situations. A higher inflationary environment may result in significant portfolio changes with a greater allocation to commodities and less to equities, which may not perform well if interest rates were to rise.

*Rising Inflation Environment*

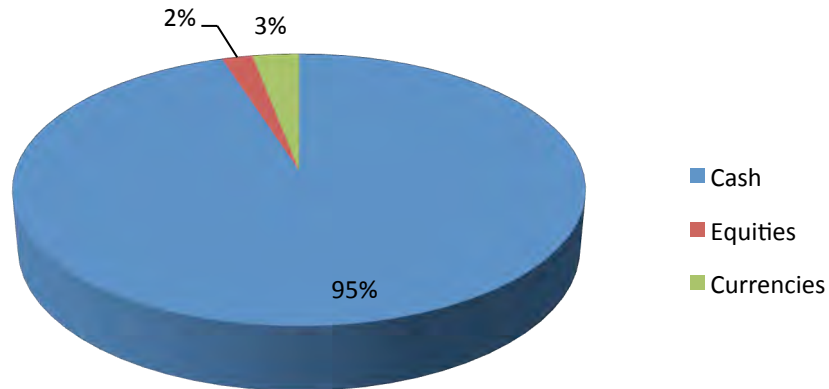




A recessionary environment or a time of acute financial stress, if recognised by the Investment Management Company, may have a portfolio which comprises:



In an environment that is unclear, a large cash position, up to 100%, is held until appropriate opportunities are identified. These circumstances are not uncommon, particularly in times when volatility may be rising and asset valuations may be full. In this environment, which may only be short term, a portfolio may include:



The objective of the Aliom Managed Futures Fund No 1 is to outperform the Barclay Global Macro Index utilising developed equity market indices, currency and fixed-income derivatives. The Aliom Managed Futures Fund No 1 seeks to take advantage of imbalances in global market valuations where the expectations of the market differ from the underlying fundamentals.

The Aliom Managed Futures Fund No 1 is for sophisticated investors only.

Stuart McAuliffe has been the investment manager of the Aliom Managed Futures Fund No 1 through his own personal entity. Stuart is now the Managing Director of John Bridgeman Limited

and pursuant to the Deed of Assignment and Consent will continue to manage the Aliom Managed Futures Fund No1 in his capacity as Managing Director of the Company.

Stuart brings multistrand skills in investment strategy, systems development, valuation and forecasting modelling and high level trading techniques. Stuart has an academic background specializing in index design and assessment, and in the development of complex short and medium term valuation and forecasting models and indicators.

An investment strategy for the Aliom Managed Futures Fund No 1 which relies upon an absolute return investment strategy will continue to be implemented. The strategy is designed to maximise profitability from both rising and falling markets and targets positive absolute returns over the medium to long term from global markets. The Aliom Managed Futures Fund No 1 is a wholesale fund targeted at sophisticated investors such as institutional and professional investors.

The Managing Director, Stuart McAuliffe, has been the investment manager of the Aliom Managed Futures Fund No 1 for the past 3 years and has achieved annualised returns of approximately 109.63% over this period. (By way of comparison, the average ASX return during this period was 13.58%).

However, it is important to note that the value of investments can go up and down. Past performance is not necessarily indicative of future performance. The fact that relatively high returns have been achieved in the past does not guarantee that the same or similar returns will be achieved in the future.

#### Recent Performance

The table below shows the recent performance of the Aliom Managed Futures Fund No 1 (AMFF).

	<b>AMFF<sup>1</sup></b>
2012/13*	177.54%
2013/14	126.45%
2014/15	7.40% <sup>2</sup>
Inception	575.08%
Annualised	109.63%

<sup>1</sup> Based on averaged funds under management over the investment period of approximately \$1 million

<sup>2</sup> Based on the period from 1 July 2014 to 31 January 2015. As the majority of assets were held in cash during this period, the returns were lower than those of previous periods, when investments were made in other asset classes. Cash was held as likely future volatility and risk is measured through the currency markets. This has recently been elevated, justifying larger cash holding while opportunities emerge.

\*Since 01/08/12

The Aliom Managed Futures Fund No 1 has always held a diversified portfolio across equities, bonds, commodities and currencies. While investments have performed quite well across the board, higher gains have been generated primarily from equities and currencies. The reasons for this is because those asset classes generally have both volatility and trending characteristics – that is greater returns can be captured by trading around the prevailing trend to capture profits from volatility.

The Aliom Managed Futures Fund No 1 has been able to achieve relatively high returns through the identification of undervalued assets and trend changes, including moves in:

- Japanese equities from 8500 points in October 2012 to 15900 points in May 2013;
- NASDAQ 100 equities from 2700 points in January 2013 to 4100 points in September 2014;
- Short Australian dollar from \$1.03 in March 2013 to \$0.92 in August 2013;
- Long Euro Stoxx 50 from 2700 points in August 2013 to 3200 points in September 2014;
- Long Chinese stocks from 9700 points from March 2014 to 10800 points in October 2014;
- Long German stocks from 7600 points in January 2013 to 10000 points in June 2014;
- Long Gold from \$1,180 in January 2014 to \$1,300 in May 2014; and
- Long 10 year government bonds from 3% in January 2014 to 2.0% in September 2014.

At all times, a diversified portfolio has been managed without concentrating risk in one specific investment class or sub class.

Total assets in the Aliom Managed Futures Fund No 1 at the end of each reporting period is set out below:

	<b>Financial year ended 30 June 2013</b>	<b>Financial year ended 30 June 2014</b>
Aliom Managed Futures Fund No 1	\$519,961	\$1,115,566

#### 4.6 Investment Manager for Henry Morgan Limited

Henry Morgan Limited was established in December 2014 and is currently an unlisted investment company. Henry Morgan Limited and John Bridgeman Limited have a number of common directors being Ross Patane, Simon Richardson and Stuart McAuliffe.

John Bridgeman Limited has entered into a Management Services Agreement with Henry Morgan Limited for the provision of investment management services. Further details in relation to the agreement and the fees John Bridgeman Limited will receive are set out in section 8.5.

Henry Morgan Limited will focus on investing in global markets through instruments including equities, equity indices, bonds, currencies and commodities with an aim to achieve above average returns over the medium to long term. The investment strategy will mirror the strategy of the Aliom Managed Futures Fund No 1 relying on analysing global economic conditions to identify short, medium and long term trends.

John Bridgeman Limited will assist Henry Morgan Limited to identify and invest in both long and short investment opportunities where the Investment Manager believes significant valuation discrepancies exist between current trading prices and the underlying intrinsic value of the asset

class. All markets invested in will be characterised by deep liquidity, exchange regulation and limited counter-party credit risk due to centralised clearing of contracts.

Henry Morgan Limited will invest in exchange-traded derivatives (futures), cash and cash equivalents. The futures contracts may have exposure to the following underlying assets:

- Australian listed equities;
- International listed equities;
- Australian government bonds;
- International government bonds;
- Australian corporate bonds;
- International corporate bonds;
- Commodities; and
- Currencies.

Henry Morgan Limited intends to trade in global markets worldwide across the following five broad categories:

	Examples of markets traded may include but are not limited to those listed below
Share indices	<ul style="list-style-type: none"> <li>▪ S&amp;P 500 (US)</li> <li>▪ ASX (SFE) SPI 200 (Australia)</li> <li>▪ DJ EuroStoxx</li> <li>▪ Hang Seng (Hong Kong)</li> </ul>
Bonds	<ul style="list-style-type: none"> <li>▪ US Treasury 10 year and 5 year Notes</li> <li>▪ Australian Commonwealth 10 year and 3 year Bonds</li> <li>▪ Japanese Government Bonds</li> </ul>
Interest Rates	<ul style="list-style-type: none"> <li>▪ Australian Bank Bills</li> <li>▪ Euribor</li> <li>▪ Eurodollar</li> </ul>
Currencies	<ul style="list-style-type: none"> <li>▪ Australian Dollar</li> <li>▪ Japanese Yen</li> <li>▪ British Pound</li> </ul>
Commodities (meats, grains, energies, base metal and precious metals)	<ul style="list-style-type: none"> <li>▪ Sugar</li> <li>▪ Crude oil</li> <li>▪ Aluminium</li> <li>▪ Gold</li> </ul>

## Derivatives

The use of derivatives is key to Henry Morgan Limited's investment strategy. The company will take both long and short positions in futures markets, which provide returns linked to movements in particular underlying investments, such as share indices, bonds, interest rates, currencies, and commodities.

The derivatives to be used by the company are limited to exchange-traded futures contracts.

Henry Morgan Limited may use spot foreign exchange contracts from time to time to mitigate currency risk by converting foreign currency holdings back to Australian dollars. However, the company is not hedged to Australian dollars.

## Futures

As noted above, Henry Morgan Limited may invest in futures with exposure to various asset classes. Futures are contracts to buy or sell a particular asset on a specified future date at an agreed price. Futures provide returns linked to movements in the underlying investments, such as share indices, bonds, interest rates, currencies and commodities.

Futures traded on an exchange are standardised, interchangeable and generally liquid (that is, they are readily bought and sold), valued in real time and can be inexpensive to trade when compared to the underlying investments. This means that futures are an efficient way of accessing markets.

## Clearing Services

Henry Morgan Limited plans to use ABN AMRO Clearing for its clearing services. ABN AMRO Clearing has its head office in the Netherlands and is one of the world's largest clearers with over 16 million trades a day cleared and finalised and cover over 85 of the world's leading exchanges. A portion of Henry Morgan Limited's funds will be held in ABN AMRO at any point in time to cover margin requirements.

## Leverage

Leverage is inherent in futures trading. When you trade a futures contract, you do not pay, or receive, the full value of the contract at the time of trade. Instead, both the buyer and seller of a futures contract pays an initial cash deposit in order to enter into the futures contract. This initial deposit is called the futures margin. Futures may achieve large exposure to an asset class with a relatively small initial outlay. The use of leverage can lead to larger losses as well as larger gains.

John Bridgeman Limited, as the Investment Manager for Henry Morgan Limited will continuously monitor any leverage with a view to minimising losses with no more than 50% of the capital balance invested in the futures market.

## 4.7 Risk Management

John Bridgeman Limited has robust systems and processes in place to manage the business' operational risks, including those related to investments in global markets.

The main aspect of the risk management strategy comes from the Investment Manager's philosophy. This philosophy is based on understanding, in great detail, an investment opportunity's investment metrics, a thorough understanding of the operating market and the risk associated with the investment. This information is cross checked via unlisted and listed market participants, competitors and industry experts, to gain a thorough and diverse information base

for informed and well timed decisions. Effective risk management depends on a range of factors including diversification of investments and other factors as outlined in section 4.8 below.

#### 4.8 How does John Bridgeman Limited monitor futures trading risk?

John Bridgeman Limited manages the risk of its futures trading through a number of measures including:

- diversifying across differing futures markets;
- investing in a mixture of long and short positions;
- controlling the futures positions in each market to reflect John Bridgeman Limited's assessment of volatility risk;
- all markets invested are deeply liquid generally allowing efficient entry and exit levels;
- 24 hour monitoring of positions;
- maintaining no more than 50% capital balance invested in the futures market; and
- all execution outsourced to external brokers reducing John Bridgeman Limited's execution risk.

There is no guarantee the above measures will mitigate all of the risks associated with futures trading. Refer to section 7.3 for other specific risks related to the business of John Bridgeman Limited.

#### 4.9 Performance

John Bridgeman Limited was established in January 2015 and to date has only undertaken this capital raising. Accordingly it does not have any significant operating or performance history. Its financial position is set out in section 6 of this Prospectus.

#### 4.10 Expansion opportunities

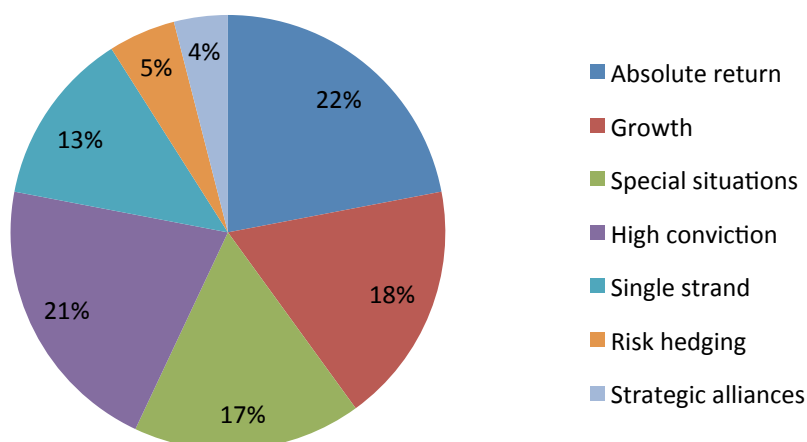
##### *Increased investment funds under management*

In relation to the Company's provision of investment management services to third parties, one of the primary reasons that investment funds management is an attractive businesses model is that it is scalable. That means that unlike other businesses, revenue can be grown without a similar growth in expenses. To achieve this end, the Company intends to invest in unlisted and Listed Investment Companies in the short term. The parameters for selection of investment opportunities include absolute return, high conviction, single strand equity, growth and hedged fund types.

##### *New investment funds*

When providing investment management services to third parties, the Managing Director of John Bridgeman Limited, Stuart McAuliffe, has high level experience and a record of strong outperformance investing in global markets. An opportunity exists to offer specialist, focussed structured offerings in specific equity, bond and currency markets allowing investors to diversify their portfolios through investing in John Bridgeman Limited and to gain exposure to specific global markets.

The Investment Manager intends to implement the following general asset allocation, however asset allocation remains at the discretion of the Board:



#### 4.11 Finance

Stuart McAuliffe, the Managing Director of John Bridgeman Limited has funded the establishment and operation of the Company to date through his own funds.

The ongoing operations of the Company, and the costs related to this Offer as set out in section 2.6, will be funded from funds raised under this Prospectus, and the anticipated revenue of the Company.

#### 4.12 Benefits of ASX Listing

The Board believes that seeking admission to the Official List of the ASX is in the best interests of the Company, as it is likely to provide the Company with specific advantages including:

- (a) transparency – public disclosure enables the Company to continue to build a reputation for absolute performance and risk management;
- (b) profile – an ASX listing raises the Company's profile nationally and internationally increasing business opportunities;
- (c) alignment of interests with the senior executives – senior executives are major Shareholders and will be entitled to out-of-the-money Options, strongly aligning interests with Shareholders. An out-of-the-money Option refers to an Option that has a strike price above the current share price;
- (d) valuation – a transparent daily Share and Option market price enables a continuous valuation of the Company;
- (e) access to capital – the Company may seek expansion opportunities if earnings accretive opportunities appear. Opportunities may arise to acquire or invest in other funds management groups;
- (f) liquidity – investors are able to buy and sell Shares and Options through the ASX;

- (g) expansion opportunities – a listing positions the Company for national and international expansion opportunities to utilise its investment funds management skills over larger funds under management;
- (h) permanent capital – the capital of the Company is permanent, in that Shareholders are not able to withdraw their investment from the Company, enabling the Company to pursue long-term capital growth.

#### 4.13 Keeping you informed

To keep you up to date on your investment in the Company, the Company will provide or make available:

- transaction confirmations;
- transaction statements at least annually;
- an annual tax statement for Australian resident investors to assist in completing tax returns; and
- an annual financial report.

For the purposes of ASIC Regulatory Guide 240, the following will be made available or distributed to Shareholders:

Type of information	Is the information available?	How often this information will be available?	Where can this information be accessed?
The actual allocation to each asset type	<p>The actual allocation to each asset type will be available (for example currencies, equity indices, cash bond allocations).</p> <p>The percentage of the Company's net asset value used as margin (for futures contracts) will be available to investors.</p> <p>The allocation to each underlying asset type invested in by the Investment Management Company for third parties and those invested in by the Company itself, is considered proprietary to John Bridgeman Limited and public disclosure of such information could adversely impact the performance of the Company. Accordingly, it will not be made publicly available.</p>	Monthly	John Bridgeman Limited website <a href="http://www.johnbridgeman.com.au">www.johnbridgeman.com.au</a>
The liquidity profile	The liquidity profile will not be	Not applicable	Not applicable



Section 4 – John Bridgeman Limited the business

of the Company's assets (that is, the estimated time required to sell an asset at the value ascribed to that asset in the Company's most recently calculated net asset value)	<p>available.</p> <p>The liquidity profile of the Company's assets is considered proprietary to John Bridgeman Limited.</p> <p>John Bridgeman Limited reasonably expects to realise at least 90% of its assets under normal market conditions at the value ascribed to those assets within 5 trading days.</p>		
The maturity profile of the Company's liabilities	Not applicable.	Not applicable	Not applicable
The Company's leverage ratio (after taking into account the leverage embedded in the assets of the Company, other than listed equities and bonds)	<p>The leverage ratio will not be available.</p> <p>The margin to equity ratio will be made available to investors.</p>	Monthly	John Bridgeman Limited website <a href="http://www.johnbridgeman.com.au">www.johnbridgeman.com.au</a>
The derivatives counterparties engaged by the Company	Yes	Annually	John Bridgeman Limited annual financial statements.
Any changes (including changes in related party status) to any of the Company's key service providers	Yes	Monthly	John Bridgeman Limited website <a href="http://www.johnbridgeman.com.au">www.johnbridgeman.com.au</a>
The Company's current total net asset value	Yes	Monthly	<p>John Bridgeman Limited website <a href="http://www.johnbridgeman.com.au">www.johnbridgeman.com.au</a></p> <p>Any material change in Net Asset Value intra day will be updated on the Company's website.</p>
The redemption	Not applicable.	Not applicable	Not applicable.

value of a Share in the Company			
The net return of John Bridgeman's assets after fees, costs and taxes (indicative pending annual tax advice)	Yes	Monthly	John Bridgeman Limited website <a href="http://www.johnbridgeman.com.au">www.johnbridgeman.com.au</a>
Any material change in the Company's risk profile, strategy and change in the individuals playing a key role	Yes	Monthly	John Bridgeman Limited website <a href="http://www.johnbridgeman.com.au">www.johnbridgeman.com.au</a> and ASX

#### 4.14 ASIC Regulatory Guide 240 – Benchmarks

The Company, through the provision of investment management services, will predominantly invest in a diversified portfolio of small to large cap Australian listed securities, and securities in respect of which listing has been proposed. Cash, cash equivalents, convertible notes and derivatives may also be included.

In relation to derivatives, these are used by the Investment Manager for the dominant purpose of more efficiently gaining or reducing an economic exposure, through the use of exchange-traded derivatives, to the underlying reference assets of those derivatives. The Investment Manager's practice is to use derivatives only on a temporary basis, so that they are general closed out within a 90 day period. Long positions may be held at certain times.

It is the aim of the Company to provide a mixture of capital growth with income. This aim is not a forecast. It is merely an indication of what the Company aims to achieve on the assumption that markets remain relatively stable through the term of the investment. The Company may not be successful in meeting this objective. Returns are not guaranteed.

The Company will invest at least 50% of the funds raised under this Offer in Henry Morgan Limited, an unlisted public investment company. Henry Morgan Limited may be classified as a 'hedge fund' in accordance with ASIC's Regulatory Guide 240. As John Bridgeman Limited will be investing at least 50% of the funds raised under this Offer in Henry Morgan Limited, John Bridgeman Limited reports below on the benchmarks set out in ASIC's Regulatory Guide 240 on a 'look-through' basis, as if it applied to John Bridgeman Limited.

The following table sets out a summary of the disclosure ASIC requires for hedge funds, the key features of the Company and a guide to where more detailed information can be found in this Prospectus. A copy of ASIC Regulatory Guide 240 dated October 2013 (as may be amended, supplemented or replaced from time to time) is available from [www.asic.gov.au](http://www.asic.gov.au).

ASIC Regulatory Guide 240 – Benchmarks	
Valuation of non-exchange traded assets	This benchmark addresses whether valuations of the Company's non-exchange traded assets are provided by an independent administrator or an independent valuation service provider. This benchmark is not relevant to the Company as all of its assets will be either exchange traded or cash.
Periodic reporting	<p>This benchmark addresses whether the Company provides periodic disclosure of certain key information on an annual and monthly basis. This benchmark is not met as the Company is not able to provide all the information specified by this benchmark. The table in Section 4.13 of this document sets out the information that will be provided, how often it is available and where it can be accessed and also the information that will not be provided.</p> <p>For the purposes of ASIC's Regulatory Guide 240:</p> <p>John Bridgeman Limited will provide the following information to investors on an annual basis:</p> <ul style="list-style-type: none"> <li>▪ the derivatives counterparties engaged by the Fund.</li> </ul> <p>John Bridgeman Limited will provide the following information to investors on a monthly basis:</p> <ul style="list-style-type: none"> <li>▪ current total net asset value of John Bridgeman Limited (subject to indicative tax estimates);</li> <li>▪ the net return on the Company's assets after fees, costs and taxes (subject to indicative tax estimates);</li> <li>▪ any changes (including changes in related party status) to any of the Company's key service providers; and</li> <li>▪ any material change in the Company's risk profile, strategy and any change in the individuals playing a key role.</li> </ul>

ASIC Regulatory Guide 240 – Disclosure Principles	
Investment strategy	<p>Company objective</p> <p>The Company aims to generate long-term total returns from a specialised managed futures strategy.</p> <p>Investment strategy</p> <p>The Company will be actively managed and invest in exchange-traded futures contracts, exchange-traded forward contracts and cash. A reference in this Prospectus to 'futures' includes exchange-traded futures contracts and exchange-traded forward contracts.</p> <p>Derivatives (in this case, futures) will be used for investment purposes and</p>

ASIC Regulatory Guide 240 – Disclosure Principles	
	<p>are key to the investment strategy of the Company in seeking to generate profits for the Company.</p> <p>The Company intends to trade in global futures markets worldwide, across categories such as share indices, bonds, interest rates, currencies and commodities.</p> <p>The Company will take both long and short positions in futures.</p> <p>The Company will be managed in accordance with certain investment guidelines. Refer to section 4.2 of this Prospectus for further information.</p>
The investment manager	<p>Stuart McAuliffe, Managing Director of John Bridgeman Limited, has been appointed as the Investment Manager to manage the Company's futures exposure. John Bridgeman Limited is the appointed Investment Management Company for Henry Morgan Limited to manage Henry Morgan Limited's futures exposure and the cash investments of the company.</p> <p>Refer to section 4.6 of this Prospectus for further information.</p>
Company structure	<p>John Bridgeman Limited may appoint service providers to assist in the ongoing operation, management and administration of the Company.</p> <p>The key service providers to the Company are:</p> <ul style="list-style-type: none"> <li>▪ Stuart McAuliffe, the managing director and investment manager of the Company;</li> <li>▪ ABN AMRO Clearing – clearer for investments; and</li> <li>▪ KPMG Australia, the auditor of the Company.</li> </ul> <p>Refer to section 9.7 of this Prospectus for further information.</p>
Valuation, location and custody of assets	<p>Valuation of the Company's assets</p> <p>The Company's assets will normally be valued at their most recent market value, using independent pricing sources where available for the particular asset type and in accordance with industry standards. Futures are generally valued by reference to the exchange settlement price. Cash is valued at its face value with the addition of accrued interest.</p> <p>Location and custody of the Company's material assets</p> <p>The Company will invest in futures and cash. The Company can be expected to trade in global futures markets worldwide, across categories such as share indices, bonds, interest rates, currencies and commodities. The material assets of the Company may be located in any jurisdiction worldwide.</p> <p>The cash holdings of the Company may only be invested in bank accounts with Australian authorised deposit taking institutions or such other cash or cash equivalent investments as determined by John Bridgeman Limited from time to time.</p>

ASIC Regulatory Guide 240 – Disclosure Principles	
	Westpac Banking Corporation will be the Company's banking partner.
Liquidity of assets	<p>As at the date of this Prospectus, John Bridgeman Limited reasonably expects to be able to realise at least 90% of the Company's assets under normal market conditions, at the value ascribed to those assets in calculating the Company's net asset value, within 5 trading days.</p> <p>Refer to section 4.2 of this Prospectus for further information.</p>
Leverage	<p>Trading in futures is key to the Company's investment strategy. Leverage is inherent in futures trading as futures contracts generally provide a much larger exposure to the underlying assets with a relatively small initial outlay. The buyer and seller of a futures contract is only required to pay an initial cash deposit, known as initial margin when entering into a futures contract. The amount of the initial margin is generally set by the futures exchange, and may vary from time to time according to the volatility of the market. Variation margin is an amount that is paid to cover an unfavourable move in the futures position, or an amount that is received for a favourable move in the futures position.</p> <p>The Company will not have a maximum anticipated or allowed level of leverage. John Bridgeman Limited will manage risk by analysing volatility across markets, ensuring margin used remains below 50% of capital, diversifying across futures markets and by taking a mixture of long and short positions.</p> <p>Investors should note that there are risks associated with the use of leverage similar to those set out in section 7. Refer to section 7 of this Prospectus for further information.</p>
Derivatives	<p>The derivatives used by the Company will be limited to exchange-traded futures contracts and exchange-traded forward contracts. No over the counter (OTC) derivatives will be traded.</p> <p>All of the Company's derivatives counterparties will be subjected to regulations governed by relevant exchanges. However, investments made by the Company will be subject to counterparty risks. For example, if a counterparty to a contract with the Company fails to perform its contractual obligations, then the Company may suffer a loss that will reduce the net asset value of the Company. John Bridgeman Limited will seek to minimise counterparty risk by selecting counterparties that in the Company's reasonable opinion are appropriate for the transactions being undertaken.</p>
Short-selling	<p>The Company will not engage in short-selling physical assets but may hold short futures positions. Long and short positions in futures are key to the Company's investment strategy.</p> <p>In taking short positions, the Company will bear the risk of an increase in price of the underlying investment over which the short position is taken. Such an increase could lead to a substantial loss.</p> <p>The Company will manage the risks of short positions by:</p>

ASIC Regulatory Guide 240 – Disclosure Principles	
	<ul style="list-style-type: none"> <li>▪ controlling the futures position sizes in each market;</li> <li>▪ diversifying across futures markets; and</li> <li>▪ taking a mixture of long and short positions.</li> </ul> <p>Refer to section 7 of this Prospectus for further information.</p>
Redemptions	This benchmark is not relevant to the Company.

# OWNERSHIP, MANAGEMENT AND CORPORATE GOVERNANCE



## 5 Ownership, management and corporate governance

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### 5.1 Board

Stuart McAuliffe BA MEd Grad Dip Legal Studies  
Managing Director

Mr Stuart McAuliffe was appointed as Managing Director in January 2015.

Stuart has over 25 years experience investing in global equity, bond, currency and commodity markets. He has pioneered innovative research into the correlation and causation between different global equity and currency markets over short, medium and long term time periods. As the senior executive responsible for investments, he uses a 'layered' approach combining multiple time frame fundamental analysis with short term technical trading patterns to maximise returns while managing risk.

In 2012, Stuart was the founding investment manager for the Aliom Managed Futures Fund No 1, a wholesale investor fund, targeting absolute returns above average equity returns. He has since averaged 148% average annual return before fees (107.49% after fees, with average fees 2% of capital and 23% of performance). Refer to section 4.5.

However, it is important to note that the value of investments can go up and down. Past performance is not necessarily indicative of future performance. The fact that relatively high returns have been achieved in the past does not guarantee that the same or similar returns will be achieved in the future.

Using both contrarian strategies and traditional trend following methods, Stuart correctly identified directional trend and timing for entry into many recent key investment themes including the Japanese equity bull market, the high point for the Australian dollar, the multi-year upward trend in technology stocks and the 2014 surge in Chinese stocks out of their long term bear market. High returns were achieved with tight risk control, a willingness to hold cash while awaiting key opportunities and active management of investments over the holding period to maximise returns.

Stuart is of the belief that great investment decisions are derived from an in depth understanding of historical forces. Stuart's Bachelor Degree was a Bachelor of Arts from University of Queensland earning a double major in Modern History and a Major in Ancient History. Courses focused on military strategy including the campaigns of Julius Caesar, Napoleon and General George Patton and he credits this early training as the basis for his innovative future strategies and tactics in investment markets.

As an Associate Professor at Bond University, Stuart has lectured nationally and internationally in the fields of economic forecasting, valuation modelling, financial structures and risk management. His specialisations included the short to long term effects of central bank policy and the pricing of extreme valuations at market peaks and troughs. He has designed and developed proprietary indices measuring economic leading indicators and their probable effects on equity and real estate markets.



John McAuliffe AM, LAPI, FAIB, ACTCB  
Chairman

Mr McAuliffe was appointed as Chairman of the Board in March 2015.

John was awarded the Order of Australia in June 2007 for service to the community particularly through executive roles in the areas of health care and public housing management, and to the property valuation industry.

John has a strong relationship with both Federal and State Governments and Secretaries and Directors General. He was a senior bureaucrat in the Federal Government until 2000 and was also called upon to provide advice on a range of issues. As Chairman of the Brisbane Housing Company he regularly meets with both Federal and State Ministers on housing issues and has provided advice to Andrew Fraser when he was the Treasurer, on stock transfer of the Government's Housing portfolio. John is also working on a range of other confidential matters with the Government.

In 1989 John was awarded the Kenneth Campbell Memorial Award for professional excellence and outstanding service to The Australian Institute of Valuers and Land Economists.

Since 1966 John has been a senior lecturer (part-time) at the Queensland University of Technology for Land Valuation, Investment Theory and Land Studies in the Built Environment and the Surveying School. Those lectures involve students in the degree courses in Building, Quantity Surveying and Land Surveying. John has also lectured for 15 years at the University of Queensland on Property Valuation and during this period also lectured to valuation students in the degree course at the Gatton Agricultural College and to Diploma students in Brisbane. John wrote the correspondence papers for the final year valuation students.

John was previously the Chairman of the board of the Holy Spirit Hospital, Brisbane and Mater Health Services, Brisbane. He is a former member of the board of the Mount Olivet Hospital and is chairman of Brisbane Housing Company, Multicap, Catholic Property, Brisbane and Freedom Aged Care and a director of Holy Cross Laundry and Lady Bowen Trust.

John's other qualifications include:

Life Fellow of the Australian Institute of Valuers and Land Economists;

Fellow of the Australian Institute of Building – Chartered Builder;

Associate Papua New Guinea Institute of Valuers and Land Administrators;

Registered Valuer, Queensland and New South Wales;

Registered Valuer, Papua New Guinea;

Associate Central Technical College Brisbane – Diploma in Building and Diploma in Quantity Surveying; and

Member Real Estate Institute of Queensland.

## Section 5 - Ownership, management and corporate governance

Ross Patane BBus, ACA, MAICD, FFin  
Non-Executive Director

Mr Ross Patane was appointed as a Director in March 2015.

Ross is a chartered accountant with in excess of 25 years' experience in providing business reconstruction, asset securitisation, corporate advisory, property advisory and wealth management services.

Ross is presently the Chief Executive of a leading accounting and financial services business in South Queensland and Managing Principal of the Brisbane office. He is also a member of the Global Corporate Advisory group and Property Advisory Committee of that business. Ross is the non-executive Chairman of Qbiotics, a leading Queensland biotechnology company, and was appointed by the Queensland Government to be a Member of the Board of Trustees of the Queensland Art Gallery and Gallery of Modern Art (QAGAMO) and is the chair of the QAGOMA Audit and Risk Committee. He has held a number of positions as director or non-executive director of AFSL licensees and responsible entities and as a member of compliance committees pursuant to the Corporations Act.

Ross brings a strong commercial and strategic focus to complex transactions, drawing on years of experience as the lead advisor in mergers and acquisitions, valuations, due diligence, structured finance deals, investment management, equity raising and debt and equity capital markets transactions, with details knowledge and understanding of corporate governance, corporate finance and financial markets.

Ross's qualifications include:

Bachelor of Business (Accounting);

Associate of the Institute of Chartered Accountants in Australia;

Fellow of the Financial Services Institute of Australasia; and

Associate of the Australian Institute of Company Directors.

Simon Richardson BEcon, BComm  
Executive Director

Mr Simon Richardson was appointed as an executive director in January 2015.

Simon is responsible for overseeing business operations, risk management and compliance across the John Bridgeman group.

Simon has had over 20 years of diverse national and international business experience across a range of industries including financial services, property and media. He commenced his career in Brisbane with KPMG Chartered Accountants where he gained experience in audit and business advisory roles across a range of national and multi-national companies. While at KPMG he successfully attained membership into the Institute of Chartered Accountants and also completed a secondment to KPMG's operations in the United Kingdom.

Simon continued his career overseas where he joined a major international investment and education group listed on the London Stock Exchange. He served in a broad range of commercial and financial roles gaining experience in most major European and Asian markets while spending time living in London and Hong Kong. Upon returning to Australia he served in roles with Lend Lease Australia as well as a leading structured finance & investment firm.

In 2006, Simon was a founding partner in establishing the Sydney based Aliom group, which has become one of the leading proprietary futures trading business in Australia and includes trading academies in Sydney and Melbourne providing opportunities for the next generation of traders. The Aliom group also consists of broking and funds management operations providing 24 hour global access for traders and clients. He has overall responsibility for business operations and strategy, compliance and risk management functions across the Aliom group and has extensive experience with regulatory requirements of the ASX, ASIC and other regulatory authorities.

Simon has a number of private investments including interests in a Queensland based hotel group and is a Director of GravityFit Pty Ltd ACN 130 293 793 which provides educational training courses and equipment to the Physiotherapy and personal training markets in Australia, Asia and Europe.

He attended Brisbane Grammar School and holds Bachelor of Commerce and Economic degrees from the University of Queensland.

### 5.2 Executive team

Mrs Mary-Anne Greaves LL.B, ACIS, AGIA  
Company Secretary

Mrs Greaves was appointed as Company Secretary in January 2015.

She is Executive Director/General Counsel and Company Secretary of Wellington Capital Limited, a boutique funds management and corporate advisory firm. She has experience in funds management, capital raisings and listing of public companies on various stock exchanges including the ASX and the NSX.

Mary-Anne is a Lawyer and has a particular focus in the property and finance industries. She is also a Real Estate Agent and has 16 years of experience in finance and property in various roles with Bendigo Bank Limited and Northern Building Society Limited.

Mary-Anne has led numerous due diligence assignments and has a strong interest in the area of corporate governance. She is a Chartered Secretary and is an Associate of Chartered Secretaries and Administrators Australia.

### 5.3 Special Advisor to the Company

The Company has appointed Mr Brett Heading as a special advisor to the Company. Mr Heading adds value to the operations of the Company through his experience across a number of areas including capital raising, ASX listed company requirements and project management.

Brett Heading BCom, LL.B (Hons)  
Special Adviser

Mr Brett Heading was appointed as special adviser to the Company in March 2015.

Brett is an experienced corporate lawyer and has a depth of experience extending across mergers and acquisitions, capital raising, Takeovers Panel, Government and ASX listed company board positions.

Brett has been in legal practice for 36 years. He has spent 27 years specialising in corporate advisory (mergers and acquisitions, capital raising, ASX listings, advising boards of listed and unlisted public companies).

## Section 5 - Ownership, management and corporate governance

Brett has practical and extensive experience as a long term former member of the Takeovers Panel and the Board of Taxation.

For over 10 years, Brett also served as a member of the Legal Committee of the Corporations & Markets Advisory Committee.

Over his career, Brett has been lead legal adviser on ASX listings of many household names in Queensland including Wide Bay Building Society, Northern Building Society, Mackay Building Society, Technology One, Peplin, Alchemia, Cardno, Ausenco, Wilson HTM and Corporate Travel Management.

Brett currently holds the following public company directorships:

- Chairman – Unity Pacific Ltd (ASX)
- Director – Empire Oil & Gas NL (ASX)
- Director – Invion Limited (ASX)
- Director – Peanut Company of Australia Limited (unlisted)

### 5.4 Responsibility of the Board

The Board is responsible for the overall operation and stewardship of John Bridgeman Limited and is responsible for its overall success and long-term growth and corporate governance. The Board will act in the best interests of Shareholders to ensure the business of John Bridgeman Limited is properly managed.

The Board has formally adopted corporate governance policies which are designed to encourage Directors to focus their attention on accountability, risk management and ethical conduct.

The Board has adopted the following corporate governance policies (to take effect upon commencement of trading on the ASX), each having been prepared having regard to the ASX Recommendations and which are available on the Company's website at [www.johnbridgeman.com.au](http://www.johnbridgeman.com.au).

### 5.5 Board of Directors

The Board is responsible for the corporate governance of the Company. The Board develops strategies for the Group, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance process are to:

- (a) maintain and increase Shareholder value;
- (b) ensure a prudential and ethical basis for the Group's conduct and activities; and
- (c) ensure compliance with the Group's legal and regulatory objectives.

Consistent with these goals, the Board assumes the following responsibilities:

- (d) developing initiatives for profit and asset growth;
- (e) reviewing the corporate, commercial and financial performance of the Group on a regular basis;
- (f) acting on behalf of, and being accountable to, the Shareholders; and

- (g) identifying business risks and implementing actions to manage those risks and corporate systems to assure quality.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully informed basis.

## 5.6 Composition of Board

The election of Board members is subject primarily to the wishes of Shareholders in general meeting. However, subject to that consideration, the Company is committed to the following principles:

- (a) the Board is to comprise Directors with a blend of skills, experience and attributes appropriate for the Group and its business; and
- (b) the principal criterion for the appointment of new Directors is their ability to add value to the Group and its business.

No formal nomination committee or procedures have been adopted for the identification, appointment and review of the Board membership. However, an informal assessment process, facilitated by the Chairman in consultation with the Company's professional advisors, has been committed to by the Board.

### Independent professional advice

Subject to the Chairman's approval (not to be unreasonably withheld), the Directors, at the Company's expense, may obtain independent professional advice on issues arising in the course of their duties.

### Remuneration arrangements

The remuneration of an executive Director will be decided by the Board, without the affected executive Director participating in that decision making process.

The total maximum remuneration of non-executive Directors is the subject of a Shareholder resolution in accordance with the Company's Constitution, the Corporations Act and the Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Group of the respective contributions by each non-executive Director.

The Board may award additional remuneration to non-executive Directors who are called upon to perform extra services or make special exertions on behalf of the Company.

In addition, a Director may be paid fees or other amounts (i.e. subject to any necessary Shareholder approval, non-cash performance incentives such as Options) as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

## 5.7 External audit

The Company in general meeting is responsible for the appointment of the external auditors of the Group, and the Board from time to time will review the scope, performance and fees of those external auditors.

#### 5.8 Audit and risk management committee

The Company has adopted an audit committee charter. Due to the size and nature of activities, the function of the audit and risk management committee will be undertaken by the full Board.

#### 5.9 Identification and management of risk

The Board's collective experience will enable accurate identification of the principal risks that may affect the Group's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.

#### 5.10 Ethical standards

The Board is committed to the establishment and maintenance of appropriate ethical standards.

#### 5.11 Trading Policy

The Board has adopted a policy which sets out the circumstances in which Directors and employees of the Company may deal in:

- (a) the Company securities, which includes any Shares in the Company, debentures (including convertible notes) issued by the Company, units of Shares in the Company and options to acquire or subscribe for Shares in the Company; and
- (b) other financial products, which includes any shares, options, derivatives (including market index derivatives), debentures any other financial product able to be traded of any company, trust or other organisation, local domestic and international, in which the Company invests or proposes to invest,

with the objective that no Director or employee will contravene the requirements of the Corporations Act, the ASX Listing Rules or any other applicable law.

The purpose of this policy is designed to protect the reputation of the Company and to ensure that such reputation is maintained or perceived to be maintained by persons external to the Company.

An overriding principle of the policy is that following ASX listing, Directors and employees who possess non-public price sensitive information must not deal in the Company's securities.

#### 5.12 Shareholder Communication Policy – Continuous disclosure

The Company's objective is to promote effective communication with its Shareholders at all times. The Company is committed to:

- (a) ensuring that Shareholders and the financial markets are provided with full and timely information;
- (b) complying with continuous disclosure obligations contained in the Listing Rules and the Corporations Act in Australia; and
- (c) communicating effectively with its shareholders and making it easier for Shareholders to communicate with the Company.

To promote effective communication with Shareholders and encourage effective participation at general meetings, information will be communicated to Shareholders:

## Section 5 - Ownership, management and corporate governance

- (a) through the release of information to the market via the ASX;
- (b) through the distribution of the annual report and notices of annual general meeting;
- (c) through Shareholder meetings and investor relations presentations;
- (d) through letters and other forms of communications directly to Shareholders; and
- (e) by posting relevant information on the Company's website at [www.johnbridgeman.com.au](http://www.johnbridgeman.com.au).

Refer to section 4.13 for further information on how the Company will keep investors informed.

### 5.13 ASX Corporate Governance Principles and Recommendations

The Company is seeking listing and quotation of its Shares and Options on the ASX. The ASX Corporate Governance Council has developed and released its ASX Corporate Governance Principles and Recommendations (ASX Recommendations) for Australian listed entities in order to promote investor confidence and to assist companies in meeting stakeholder expectations. The recommendations are not prescriptions, but guidelines.

However, under the ASX Listing Rules, the Company will be required to provide a statement in its annual report disclosing the extent to which it has followed the recommendations during each reporting period. Where the Company does not follow a recommendation, it must identify the recommendation that has not been followed and give reasons for not following it.

The Company intends to comply with the ASX Recommendations from the time of its Listing, with the following exceptions.

Recommendation	Reason
1.5 – gender diversity	Due to the size of the Board the Company cannot comply with gender diversity at this stage of its operations. Gender diversity will be considered annually by the Board.
2.1 – Nomination Committee	Due to the size of the Board the Company has not established a Nomination Committee at this stage.
2.4 – Majority independent directors	The Board does not have a majority of independent directors. Two directors are independent and two directors are executive directors. The Board will consider the composition of the Board annually.
4.1 – Audit Committee	Due to the size of the Board the Company has not established an Audit Committee at this stage.
7.1 – Risk Management Committee	Due to the size of the Board the Company has not established a Risk Management Committee at this stage.

Section 5 - Ownership, management and corporate governance

7.3 – Internal Audit	Due to the size of the Company the Board has not established an internal audit function.
8.1 – Remuneration Committee	Due to the size of the Board the Company has not established a Remuneration Committee at this stage.



# FINANCIAL INFORMATION



## 6 Financial information

### 6.1 Overview

The proceeds from the Offer (net of the Offer expenses) will be used for investment opportunities that meet John Bridgeman Limited's objectives as set out in section 4.1.

John Bridgeman Limited will have relatively low ongoing operational costs. Ongoing expenditure will include printing costs associated with the annual report, annual audit fees, Directors' fees, administration fees, share registry services fees, accounting fees and legal fees. The Company will also incur minor office expenses including stationery and postage costs. The Company does not expect that these costs will vary or increase significantly from year to year as these costs relate mainly to fulfilling its ongoing reporting obligations.

The Company has, and will have, enough working capital to carry out its stated objectives.

### 6.2 Pro-Forma Statements of Financial Position

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 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	Unaudited Pro-Forma Statements of Financial Position as at 11 May 2015	
		Minimum Subscription \$3,200,000	Maximum Subscription \$5,200,000
Assets			
Cash	\$7,400	\$2,983,501	\$4,979,438
Other assets	-	-	-
Liabilities	-	-	-
Net assets			
Equity	\$7,400	\$2,983,501	\$4,979,438
NTA	\$0.001	\$0.28146	\$0.39519

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 \$5,200,000
Initial issue subscribers	\$7,400	\$7,400
Proceeds of the Offer	\$3,200,000	\$5,200,000
Expenses of the Offer	\$223,899	\$227,962
Estimated net cash position	\$2,983,501	\$4,979,438

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

- application of the proposed accounting policies and notes to the accounts set out in this Section;
- 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;
- in the Pro-forma Statement of Financial Position entitled 'Maximum Subscription' reference is to subscription of 5,200,000 Securities by Applicants under this Prospectus;
- expenses of the Offer have been paid and recognised as a reduction to the proceeds of the Offer. Details of the costs of the Offer are set out in section 2.6;
- no oversubscriptions are accepted by the Company.

### 6.3 Capital Structure

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

	As at 11 May 2015	Minimum Subscription \$3,200,000	Maximum Subscription \$5,200,000
Number of Shares	7,400,000	10,600,000	12,600,000
Number of Options	7,560,000	18,160,000	20,160,000

### 6.4 Proposed Accounting Policies

A summary of significant accounting policies, which have been adopted in the preparation of the Pro-forma Statement of Financial Position, set out in section 6.2, and will be adopted and applied in preparation of the Financial Statements for John Bridgeman Limited for the year ended 30 June 2015 and subsequent years, is set out below:

### Basis of preparation of accounts

The financial statements are general purpose financial statements prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Board and the Corporations Act 2001.

Australian Accounting Standards include Australian Equivalents to International Financial Reporting Standards. Compliance with AIFRS will ensure that the financial report of John Bridgeman Limited complies with International Financial Reporting Standards.

The Statements are prepared from the records of the Company on an accrual basis. They are based on historical costs and do not take into account changing money values.

### Investments

All investments are initially recognised at cost, being the fair value of the consideration given and including acquisition charges associated with the investment. After initial recognition, investments which are classified as available for sale are measured at fair value.

John Bridgeman Limited does not hold any securities for short term trading purposes. Therefore, the investment portfolio is with gains or losses being recognised as a separate component of equity until the investment is derecognised or until the investment is determined to be impaired, at which time the cumulative gain or loss previously reported in equity recognised in profit or loss. The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the balance sheet date. For investments in unlisted unit trusts, fair value is determined by reference to redemption value. Derecognition of investments on disposal of an investment the gain or loss on the net proceeds received less the original purchase cost of the investment is recorded through the statement of comprehensive income.

### Impairment of investments

If there is objective evidence that an investment is impaired, an amount comprising the difference between its cost (net of any principal repayment and amortisation) and its current fair value, less an impairment loss previously recognised in the income statement, is transferred from equity to the income statement.

Changes in market value will be recorded directly in the Asset Revaluation Reserve, after deducting a provision for potential capital gains tax. When shares, securities and other investments are disposed of, the balance in the Asset Revaluation Reserve relating to the disposed share, security or other investment is transferred to the Capital Profits Reserve.

Investments are valued as follows:

- Securities and rights to them listed on a financial market – valued at the market value as quoted on the relevant exchange.
- Securities which are not listed on a financial market – valued at directors' valuation.
- Derivative financial instruments – all derivatives are brought to account at market value and the resulting profit or loss is recognised in the Statement of Financial Performance.

#### Revenue recognition

- Trading income – profits and losses realised from the sale of investments and unrealised gains and losses on investments held at market value are included in the Statement of Financial Performance in the year they are incurred.
- Dividend income – dividends and distributions are brought to account on the date that the shares or units are traded 'ex-dividend'.
- Interest income – interest income is recognised as it accrues, taking into account the effective yield on the financial asset.
- Other income – other revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and when the revenue can be reliably measured.
- Realised foreign exchange gains or losses.

#### Capital Structure Policy and Capital Management

John Bridgeman Limited may borrow from time to time to enhance potential Shareholder returns. The level of borrowings will be limited to 20% of the total assets of the Company at the time of borrowing. The Company may pledge any scrip it holds against any borrowings it may obtain within this 20% limit.

#### 6.5 Dividend policy

The Board does not intend to pay a dividend to Shareholders during the first year of operation. In determining the level of any dividends the Directors will consider the level of income received by the Company, its anticipated expenses and its investment intentions. The ultimate payment of a dividend will be at the discretion of the Board.

# RISK FACTORS



## 7 Risk factors

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### 7.1 Factors influencing success and risk

#### Introduction

This section identifies the areas that Board believes to be the major risks associated with an investment in John Bridgeman Limited.

The John Bridgeman Limited business is subject to risk factors, both specific to its business activities, and risks of a general nature. Individually, or in combination, these might affect the future operating performance of John Bridgeman Limited and the value of an investment in the Company. There can be no guarantee that John Bridgeman Limited will achieve its stated objectives or that any forward looking statements or forecasts will eventuate. An investment in the Company should be considered in light of relevant risks, both general and specific. Each of the risks set out below could, if it eventuates, have a material adverse impact on John Bridgeman Limited's operating performance and profits, and the market price of the Shares.

Before deciding to invest in the Company, potential investors should:

- (a) read the entire Prospectus;
- (b) consider the assumptions underlying the financial statements, the sensitivity analysis and the risk factors that could affect the financial performance of John Bridgeman Limited;
- (c) review these factors in light of their personal circumstances; and
- (d) seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

### 7.2 General investment risks

General factors that may affect the market price of Shares or Options include:

- economic conditions in both Australia and internationally;
- investor sentiment and local and international share market conditions;
- changes in interest rates and the rate of inflation;
- variations in commodity prices;
- the global security situation and the possibility of terrorist disturbances;
- changes to government regulation, policy or legislation;
- changes which may occur to the taxation of companies as a result of changes in Australia and foreign taxation laws;
- changes to the system of dividend imputation in Australia;
- changes in exchange rates; and

- the nature of competition in the industry in which the Company operates.

#### Share market investments

Prior to the Offer there has been no public market for the Shares or Options. It is important to recognise that, once the Shares and Options are quoted on ASX, their price might rise or fall and they might trade at prices below or above the Offer Price. There can also be no assurance that an active trading market will develop for the Shares or Options.

There is a risk that Shares and Options will fall in value over short or extended periods. Historically, shares have outperformed other traditional asset classes over the long term. Share markets tend to move in cycles, and individual share prices may fluctuate and under perform other asset classes over extended periods. Investors in the Company are exposed to this risk through both their holding in Shares and Options and then by way of the securities in which the Company will invest.

#### General economic conditions

John Bridgeman Limited's operating and financial performance is influenced by a variety of general economic and business conditions including the level of inflation, interest rates and government fiscal, monetary and regulatory policies. Prolonged deterioration in general economic conditions, including an increase in interest rates, could be expected to have a corresponding adverse impact on the Company's operating and financial performance.

#### Accounting Standards

Australian accounting standards are set by the Australian Accounting Standards Board (AASB) and are outside the Directors' and John Bridgeman Limited's control. Changes to accounting standards issued by AASB could materially adversely affect the financial performance and position reported in John Bridgeman Limited's financial statements.

#### Taxation risks

A change to the current taxation regime in Australia or overseas may affect John Bridgeman Limited and its Shareholders. Personal tax liabilities are the responsibility of each individual investor. John Bridgeman Limited is not responsible either for taxation or penalties incurred by investors.

### 7.3 Specific investment risks

There are also a number of specific risk factors that are related to the Company, including, but not limited to:

- the Company failing to identify suitable opportunities;
- the success of the investment funds managed by the Company, given the record levels at which stock markets, commodity markets and investment markets generally are trading at present;
- the ability of the Company to attract funds under management;
- the performance of specific entities in which the Company invests;
- the levels of dividend payments made by entities in which the Company invests;
- the market liquidity of any listed entities in which the Company invests;



- the success of the investment philosophy and investment objectives of the Company;
- whether investors agree with, and support, the strategies adopted by the Company;
- the level of any borrowing undertaken by the Company and consequent interest charges;
- the continuing involvement of Stuart McAuliffe in the management of the Company; and
- the ability of the Company to attract and retain key employees.

Please note that these risks will vary in importance from time to time. All of the risks are real and should be considered very carefully before deciding whether to invest in the Company.

#### Reliance on Company Officers

The success and profitability of the Company in part will depend upon the ability of the senior executive team to invest in securities that have the ability to generate a return for the Company.

Due to the investment strategy focusing on long and short positions in global markets the generation of returns by the Company is more reliant on the skill of the Investment Manager than for traditional funds managers, as traditional strategies often primarily reflect the return of an underlying asset class.

The Company is exposed to the risk that the senior executive team may cease to manage the assets of the Company. The ability to continue to manage the assets of the Company in accordance with this Prospectus and the Corporations Act is dependent on its key personnel.

#### Dependence upon key personnel

John Bridgeman Limited depends on the talent and experience of its Personnel as its primary asset. Should any of its key personnel leave John Bridgeman Limited, this may have a negative impact on John Bridgeman Limited. It may be difficult to replace them, or to do so in a timely manner or at comparable expense. Additionally, any key Personnel of the Company who leave to work for a competitor may adversely impact the Company.

In summary, John Bridgeman Limited's ability to attract and retain Personnel will have a direct correlation upon its ability to deliver its project commitments and achieve forecast revenues. Additionally, increases in recruitment, wages and contractor costs may adversely impact upon the financial performance of the Company.

#### Growth

There is a risk that the Company may be unable to manage its future growth successfully. The ability to hire and retain skilled Personnel as outlined above may be a significant obstacle to growth.

#### Intellectual property

The Company's ability to leverage its innovation and expertise depends upon its ability to protect its intellectual property, technology and information systems and any improvements to it. Such intellectual property (which may include mathematical formulas) may not be capable of being legally protected, it may be the subject of unauthorized disclosure or unlawfully infringed, or the Company may incur substantial costs in asserting or defending its intellectual property rights.

#### Financial Market Volatility

A fall in global or local equity markets, global or local bond markets or lack of change in the value of the Australian dollar against other major currencies may discourage investors from moving money into or out of equity markets. This may have a negative effect on the price at which Shares and Options trade and the value of the Company's assets.

#### Derivatives Risk

Risks associated with using derivatives include the value of the derivative failing to move in line with the underlying asset, potential illiquidity of the derivative, the Company not being able to meet payment obligations as they arise, regulatory risk and counterparty risk (this is where the counterparty to the derivative contract cannot meet its obligations under the contract). The Company employs derivatives for investment, hedging, leverage and investment implementation and exit purposes.

General risks such as liquidity and counterparty or market risks can be magnified by the use of derivatives because of the leverage effect they exert on the Company. The Company manages this risk by maintaining adequate cash and physical asset cover for derivative positions and also by regularly monitoring derivative positions and only entering into transactions with reputable counterparties via recognised exchanges where possible. If the Company enters into any derivative transaction with any other counterparty, it will seek to ensure the counterparty is creditworthy and viable.

The Company will predominately employ exchange-traded derivatives, but may use over the counter derivatives if considered appropriate and prudent.

#### Short Selling Risk

The Company does not engage in short-selling physical assets but may hold short futures positions. In taking short positions, the Company bears the risk of an increase in price of the underlying investment over which the short position is taken. Such an increase could lead to a substantial loss.

Refer to section 4.7 on how John Bridgeman Limited manages risk.

#### Key Personnel Options

It could be argued that the Options granted to key Personnel as detailed in this Prospectus may create an incentive for the key personnel to make investments on behalf of the Company that are riskier and more speculative than would be the case in the absence of a fee based on the performance of the Company, which adds to the risk and volatility of markets.

The Investment Manager, Stuart McAuliffe, will have a significant shareholding in John Bridgeman Limited and Henry Morgan Limited aligning interests with Shareholders and reducing potential conflicts of interest. The overall investment guidelines are also subject to Board approval.

#### Effect of Key Personnel Options on Other Investors

The Options issued to key Personnel under this Prospectus will generally be dilutive to the value of the Shares and Options on issue. This is because the Company's assets are divided over a larger number of Shares and Options. Similarly, should some or all of the Options issued to key personnel be exercised, this will generally be dilutive to the returns available to be distributed to the Shareholders of the Company as the returns will be divided over a larger number of Shares.

Additional details on the Options issued to key personnel are set out in section 8.7 and 8.9.

### Dependence on Key Contracts

In the event the Management Services Agreements to manage the Aliom Managed Futures Fund No 1 and Henry Morgan Limited were terminated this would have a material detrimental effect on the income of the Company. In these circumstances, the Board of John Bridgeman Limited would assess alternate options including investment of John Bridgeman Limited's own capital directly in global markets, seeking other investment mandates or returning cash to Shareholders if that was in the best interests of Shareholders.

### Manager Risk

There is no guarantee that the Company will achieve its performance objectives, produce returns that are positive, or compare favourably against its peers. Many factors can negatively impact John Bridgeman Limited's ability to generate returns from its investment process (for example, loss of key Personnel). There is significant competition among quantitative investment managers and John Bridgeman Limited's ability to deliver returns that have a low correlation with global aggregate equity markets and other market participants is dependent on its ability to employ an investment system that is simultaneously profitable and differentiated from those employed by other managers. To the extent that John Bridgeman Limited is not able to develop a sufficiently differentiated investment system, the Company's investment objective may not be met. The growth in assets managed in accordance with similar investment strategies may result in the Company and other market participants inadvertently buying and selling the same or similar investments simultaneously, which may reduce liquidity and exacerbate market movements. The Company may then be subject to an increased risk of suffering substantial losses.

### Concentration Risk

Concentration risk is the risk that poor performance in a particular market may significantly affect the Company. Although the Company can invest in many markets at any given time, it may only be invested in a small number of markets. Generally, the fewer markets in which the Company invests, the greater the overall volatility of the Company. This may result in large movements in the Share price of the Company within short periods of time.

### No operating or performance history of the Company

The Company has only recently been incorporated and to date has undertaken little business activity. Please refer to section 6 for unaudited pro forma statements of financial position in respect of the Company.

The information in this Prospectus about the investment objectives of the Company are not forecasts, projections or the result of any simulation of future performance. There is a risk that the Company's investment objectives will not be achieved.

### Foreign Exchange Risk

The investments of the Company may include overseas investments that will be subject to exchange rate volatility, which will generally not be hedged by the Company. There is a risk that adverse movements in exchange rates could reduce the value of the assets of the Company.

### Default Risk

Issuers or entities upon which the Company's investments depend may default on their obligations, for instance by failing to make a payment due when due. Such parties can include futures exchanges, derivatives counterparties, brokers (including clearing brokers), foreign exchange counterparties and, deposit taking banks. Default on the part of an issuer or counterparty could result in a financial loss to the Company.

### Regulatory and legal Risk

Governments or regulators may pass laws, create policy, or implement regulation that affects the Company or the assets of the Company. Such initiatives impact either a specific transaction type or market, and may be either country specific or global. Such changes may result in the Company failing to achieve its investment objectives. Similarly laws taxation and corporate and regulatory laws may change in the future, affecting investors' rights and investment returns.

### Liquidity Risk

Investments may be difficult or impossible to sell, either due to factors specific to that investment, or to prevailing market conditions. Liquidity risk may mean that an asset is unable to be sold or the Company's exposure is unable to be rebalanced within a timely period and at a fair price.

In addition, rapid liquidation of positions during adverse market conditions (eg a market crash) is likely to lead to greater losses than would be the case under 'normal' market conditions.

### Market Risk

Changes in the prices of futures positions held by the Company may result in loss of principal or large movements in the Share price of the Company within short or long periods of time. Global and local economic, financial, political, technological and environmental factors can drive changes in the prices of futures positions. It is not possible to predict the occurrence or magnitude of these and other potentially relevant factors. Different factors may affect the price of individual futures positions, particular asset classes (such as shares, bonds, interest rates, currencies and commodities) or futures positions generally at different times.

### Leverage Risk

Leverage risk arises when the Company takes on positions that are greater in size than its assets. The Company will take leveraged positions with the aim of increasing returns which can also lead to increased losses. Leverage arises in the Company through taking both long and short futures positions which are larger in size than the net asset value of the Company. While this process forms a key part of the investment strategy, it may mean that gains and losses may be significantly greater than those in a Company that is not leveraged. The Company employs significant leverage and this may result in a loss of some or all of the Company's capital.

### Strategy, Model and Research Risk

John Bridgeman Limited's investment approach is based on the Investment Manager's experience and research into past data and the application of that research to the development of mathematical models that attempt to forecast returns, risk, correlation and transaction costs. Many of these models are trend following models that attempt to identify and exploit reality but they may be incomplete and/or flawed and there is an inherent risk that any forecasts derived from them may be inaccurate, particularly if the research or models are based on, or incorporate, inaccurate assumptions or data. Assumptions or data may be inaccurate from the outset or may become inaccurate as a result of many factors such as, changes in market structure, increased government intervention in markets or growth in assets managed in accordance with similar investment strategies. In particular, such factors may make the Investment Manager's trend following models less effective because they may lessen the prospect of identified trends occurring or continuing in the future. As a result of the foregoing, the investment system implemented by the Company may not generate profitable trading signals and the Company may suffer a loss.

### Collateral Risk

The Company enters into derivatives arrangements that require it to deliver collateral to the derivative counterparty through the futures exchange. As such, the Company may be exposed to certain risks in respect of that collateral including, the Company:

- will be required to post initial margin/collateral to the derivative counterparty via the futures exchange in the form of cash. The Company will need to have sufficient liquid assets to satisfy this obligation;
- may from time to time, if the value of the derivative arrangements move against it, be required to post variation margin/collateral with the derivatives counterparty via the futures exchange on an ongoing basis. The Company will need to have sufficient liquid assets to satisfy such calls, and in the event it fails to do so, the counterparty may have a right to terminate such derivatives arrangements; and
- may be subject to the credit risk of the counterparty and the futures exchange. In the event the counterparty or futures exchange becomes insolvent at a time it holds margin/collateral posted with it by the Company, the Company will be an unsecured creditor and will rank behind other preferred creditors.

### Authorised Representative

John Bridgeman Limited is an authorised representative of Aliom Pty Ltd 123 876 291 an Australian Financial Services Licensee No. 323182. As an authorised representative John Bridgeman Limited is permitted to undertake securities trading and funds management activities.

There is a risk that changes to the regulatory framework or decisions of the Australian Securities and Investments Commission may result in Aliom Pty Ltd losing its Australian Financial Services Licence. The directors of Aliom Pty Ltd may also decide to cancel its licence or no longer authorise the Company to be its authorised representative. This would mean that John Bridgeman Limited would cease to be an authorised representative of Aliom Pty Ltd and may not be able to undertake the activities that it currently does.

The Company is confident that it will be in a position to be an authorised representative of an Australian Financial Services Licensee, whether that be Aliom Pty Ltd or another licensee.

## 7.4 Consideration of risks

Before deciding to subscribe for Shares and Options, Investors should consider whether Shares and Options are a suitable investment. Investors should carefully consider the risks involved with an investment in the Company and obtain advice from an accountant or other professional adviser.

Investors are strongly advised to regard any investment in the Company as a long-term proposition and to be aware that, as with any equity investment, substantial fluctuations in the value of their investment may occur.

## 8 Material agreements

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### 8.1 Key documents

The Board considers that certain agreements relating to John Bridgeman Limited are significant to the Offer, the operations of John Bridgeman Limited or may be relevant to investors. A description of material agreements or arrangements, together with a summary of the more important details of each of these agreements is set out below.

### 8.2 Constitution

The following is a summary of the key provisions of the Company's constitution:

#### Shares

The Directors are entitled to issue and cancel Shares in the capital of the Company, grant Options over unissued shares and settle the manner in which fractions of a Share are to be dealt with. The Directors may decide the persons to whom and the terms on which Shares are issued or Options are granted as well as the rights and restrictions that attach to those Shares or Options.

The constitution also permits the issue of preference shares on terms determined by the Directors.

#### Variation of class rights

The rights attached to any class of Shares may, unless their terms of issue state otherwise, only be varied with the consent in writing of members holding at least 75 per cent of the Shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of Shares of that class.

#### Share certificates

Subject to the requirements of the Corporations Act, the ASX Listing Rules or the ASX Settlement Operating Rules, the Company need not issue share certificates if the Directors so decide.

#### Calls

The Directors may, from time to time, call upon Shareholders for unpaid monies on their shares. If such a call is made, Shareholders are liable to pay the amount of each call in the manner, at the time and at the place specified by the Board. Calls may be made payable by instalments.

A call is deemed to have been made when a Directors' resolution passing the call is made or on such later date fixed by the Board. A call may be revoked or postponed at the discretion of the Directors.

#### Forfeiture

The Company may forfeit Shares in relation to any call or other amount payable in respect of Shares which remains unpaid following any notice to that effect sent to a Shareholder. Forfeited Shares become the property of the Company and the Directors may sell, reissue or otherwise dispose of the Shares as they think fit.

### Share transfers

Shares may be transferred by any method permitted by the Corporations Act, the ASX Listing Rules or the ASX Settlement Operating Rules or by a written transfer in any usual form or in any other form approved by the Directors. The Directors may refuse to register a transfer of Shares where it is permitted to do so by the ASX Listing Rules or the ASX Settlement Operating Rules.

### General Meetings

Each Shareholder, Director, ASX and such other person (including the auditor), as set out in the Constitution, are entitled to receive notice of and attend any general meeting of the Company. Two Shareholders must be present to constitute a quorum for a general meeting and no business may be transacted at any meeting except the election of a chair and the adjournment of the meeting, unless a quorum is present.

### Voting rights

Subject to any rights or restrictions attached to any Shares or class of shares, on a show of hands each Shareholder present has one vote, and on a poll, one vote for each fully paid Share held, and for each partly paid Share, a fraction of a vote equivalent to the proportion to which the Share has been paid up. Voting may be in person or by proxy, attorney or representative. The Chairman does not have a casting vote.

### Remuneration of Directors

Each Director is entitled to such remuneration from the Company for his or her services as decided by the Directors but the total amount provided to all Directors for their services as Directors must not exceed in aggregate the amount fixed by the Company in general meeting (see Section 9.8). The remuneration of a Director (who is not an executive Director) must not include a commission on, or a percentage of, profits or operating revenue.

Remuneration may be provided in such manner that the Directors decide, including by way of non-cash benefits. Directors who devote special attention to the business of the Company or who otherwise perform services which are outside their ordinary duties as directors may be paid extra remuneration.

### Interests of Directors

A Director who has a material personal interest in a matter that is being considered by the Board must not be present at a meeting while the matter is being considered nor vote on the matter, unless the Corporations Act allows otherwise.

### Election of Directors

There must be a minimum of three Directors and the maximum number of Directors may not be more than 10 unless the Company in general meeting resolves otherwise.

Where required by the Corporations Act or ASX Listing Rules, the Company must hold an election of directors each year. The number of Directors to retire is decided having regard to the composition of the Board at the date of the notice calling the Company's annual general meeting. No Director, other than the managing director, may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.

With respect to the retirement of Directors, the Directors longest in office since last being elected must retire. If a number of Directors were elected on the same day, the Directors to retire shall (in default of agreement between them) be determined by ballot.

#### Dividends

If the Directors determine that a final or interim dividend is payable, it will (subject to the terms of issue on any Shares or class of Shares) be paid on all Shares proportionate to the amount for the time being paid on each Share. Dividends may be paid by cash, electronic transfer or any other method as the Board determines.

The Directors may capitalise and distribute the whole or part of the amount from time to time standing to the credit of any reserve account or otherwise available for distribution to Shareholders. Such capitalisation and distribution must be in the same proportions which the Shareholders would be entitled to receive if distributed by way of a dividend.

Subject to the ASX Listing Rules, the Directors may pay a dividend out of any fund or reserve or out of profits derived from any particular source.

#### Proportional takeover bids

The Company may prohibit registration of transfers purporting to accept an offer made under a proportionate takeover bid unless a resolution of the Company has been passed approving the proportional takeover bid in accordance with the provisions of the Constitution.

The rules in the Constitution relating to proportional takeover bids will cease on the third anniversary of the adoption of the Constitution or unless renewed by a special resolution of Shareholders.

#### Indemnities and insurance

The Company must indemnify current and past Directors and other executive officers ('Officers') of the Company on a full indemnity basis and to the full extent permitted by law against all liabilities incurred by the Officer as a result of their holding office in the Company or of a related body corporate.

The Company may also, to the extent permitted by law, purchase and maintain insurance, or pay or agree to pay a premium for insurance, for each Officer against any liability incurred by the Officer as a result of their holding office in the Company or of a related body corporate.

### 8.3 Deed of Assignment and Consent - Investment Management Agreement

John Bridgeman Limited is party to a Deed of Assignment and Consent dated 13 March 2015 in relation to assignment of an Investment Management Agreement whereby the Company is appointed as the Investment Management Company for the Aliom Managed Futures Fund No 1.

John Bridgeman Limited is entitled to a performance fee based on gross income and asset value of the Aliom Managed Futures Fund No 1, each quarter ending on the last day of March, June, September and December.

The performance fee is calculated as follows:

$$PF = 0.75 \times (0.235 \times PFRA)$$

where: PF is the performance fee for the relevant calendar month;



PFRA is the performance fee reference amount for the relevant quarter calculated in accordance with the following formula:

$$[AR + CV) - (PV - AWA + AAM) - C];$$

where:

AR is the gross income of the Aliom Managed Futures Fund No 1 for the relevant quarter;

CV is the gross asset value of the Aliom Managed Futures Fund No 1 as at the date of calculation of the performance fee (but for the avoidance of doubt disregarding the amount of any gross income for that quarter included in AR);

PV is the gross asset value of the Aliom Managed Futures Fund No 1 as at the commencement date in the case of the first quarter and thereafter as at the last date of the previous quarter in which the calculation of the performance fee was made (after having deducted any performance fee for that previous quarter);

AWA is the aggregate withdrawal amount (as defined in the constitution for the Aliom Managed Futures Fund No 1) paid by the Trustee to existing Unit Holders during that quarter; and

AAM is the amount of application monies accepted by the Trustee during that quarter for the issue of Units in the Aliom Managed Futures Fund No 1; and

C is the aggregate underperformance of the Aliom Managed Futures Fund No 1 prior to that quarter that has not been recovered prior to that quarter, where:

- underperformance in a quarter occurs where, and to the extent that,  $(PV - AWA + AAM)$  is greater than  $(AR + CV)$  and the aggregate underperformance is the sum of the underperformance that has occurred in previous quarters; and
- underperformance is recovered where, and to the extent that,  $(AR + CV)$  is greater than  $(PV - AWA + AAM)$  in a quarter after an aggregate underperformance has accrued,

Which, for the avoidance of doubt, is zero if there has not been any underperformance or if all the underperformance that has occurred has been recovered,

provided that PF is deemed to be zero for any quarter where PF as calculated in accordance with the above formula is a negative amount.

The agreement commences on the date that John Bridgeman Limited is admitted to the Official List of the ASX and does not have a termination date. The agreement remains in force until such time as:

- (a) the Trustee gives John Bridgeman Limited not less than 5 business days' written notice of termination; or

- (b) John Bridgeman Limited gives the Trustee not less than 20 business days' written notice of termination,

or such lesser period of notice as the parties agree.

The parties to the agreement are related parties as:

- (a) Simon Richardson is a director of John Bridgeman Limited and is also a director of Aliom Pty Limited, the Manager of the Aliom Managed Futures Fund No 1;
- (b) Stuart McAuliffe is managing director of John Bridgeman Limited and is also a director of FMC Group Pty Ltd, the assignor under the Deed of Assignment and Consent.

#### 8.4 Subscription Agreement

John Bridgeman Limited is party to a Subscription Agreement dated 10 March 2015 whereby the Company has committed to subscribe for securities in Henry Morgan Limited, an unlisted investment company.

John Bridgeman Limited will, upon the completion of a successful capital raising under this Prospectus, use the funds raised to invest in Henry Morgan Limited. A minimum of 50% of the total funds raised under this Prospectus will be used to subscribe for such securities.

Three directors of John Bridgeman Limited and Henry Morgan Limited are the same, being Ross Patane, Simon Richardson and Stuart McAuliffe and as such this is a related party transaction. The Subscription Agreement is based on arms-length terms, between unrelated parties.

#### 8.5 Management Services Agreement with Henry Morgan Limited

John Bridgeman Limited is party to a Management Services Agreement dated 12 March 2015 whereby the Company is appointed as the Investment Management Company for Henry Morgan Limited.

Under this agreement John Bridgeman Limited is agreeing to provide management services to Henry Morgan Limited, including assuming responsibility for achieving Henry Morgan Limited's investment policy.

John Bridgeman Limited will be entitled to the following fees:

- (a) a management fee of 2.0% per annum (plus GST) calculated and paid monthly in arrears based on the net tangible assets of Henry Morgan Limited; and
- (b) a performance fee paid quarterly in arrears, the terms of which are outlined below:
  - (i) the performance fee is calculated and accrued quarterly using the following formula:
 

performance fee = 23% x the Investment Return at the end of the last day of the relevant quarter.
  - (ii) Investment Return means the percentage by which the Mark to Market Value at the end of the last day of the relevant quarter exceeds the Mark to Market Value at the end of the last day of the quarter immediately prior to the relevant quarter, excluding any additions to or reductions in equity in Henry Morgan Limited during the relevant quarter including dividend reinvestments, new issues,

the exercise of share options, share buy-backs, payment of dividends and the payment of tax.

- (iii) Mark to market Value means the market value of the portfolio calculated after estimated taxes.

The agreement commences on the date of the agreement and has an initial term of 5 years unless the ASX grants a waiver of Listing Rule 15.16, for a longer period of 10 years in which case the initial term of the agreement will be the longer period of ten years.

Subject to the continued operation and effect of Listing Rule 15.16 made by the ASX, the agreement may continue beyond the initial term if the board resolves that Henry Morgan Limited should agree to a certain extended period (not exceeding five years), and if John Bridgeman Limited also agrees to such extended period.

The parties to the agreement are related parties as Simon Richardson, Stuart McAuliffe and Ross Patane are directors of both John Bridgeman Limited and Henry Morgan Limited.

## 8.6 Voluntary restriction agreements

ASX Listing Rules require certain holders of Shares and Options as at the date of this Prospectus to enter into restriction agreements in a form consistent with the Listing Rules, which restrict the ability of those Shareholders to dispose of, create any security interest in or transfer effective ownership or control of, the restricted Shares.

A summary of the anticipated restriction arrangements is set out below:

Holder	No. of Shares subject to escrow (estimated)	% of escrowed Shares after completion of the Offer at minimum subscription	No. of Options subject to escrow (estimated)	% of fully diluted securities after completion of the Offer at minimum subscription
Henry Avery Partners Pty Ltd (associate of Stuart McAuliffe)	549,000	5.19%	549,000	4.29%
Stuart McAuliffe	1,000	0.01%	4,440,000	17.37%
Taxonomy Pty Ltd	Nil	Nil	1,040,000	4.06%
Brett & Helen McAuliffe atf Brett & Helen McAuliffe Family Trust	Nil	Nil	320,000	1.25%
Simon Richardson atf Kamaruka Trust	Nil	Nil	1,040,000	4.06%

Holder	No. of Shares subject to escrow (estimated)	% of escrowed Shares after completion of the Offer at minimum subscription	No. of Options subject to escrow (estimated)	% of fully diluted securities after completion of the Offer at minimum subscription
Tetue Pty Ltd (associate of John McAuliffe)	Nil	Nil	1,040,000	4.06%
Wonate One Pty Ltd (associate of Ross Patane)	Nil	Nil	1,040,000	4.06%
John Hawkins Pty Ltd (associate of Stuart McAuliffe)	5,000,000	47.17%	5,000,000	39.12%
Jan Holmes Pty Ltd atf Jan Holmes Superannuation Fund	1,350,000	12.73%	1,350,000	10.56%
Elders FMC Pty Ltd	200,000	1.89%	200,000	1.56%
Peter & Carolyn Aardoom atf Aardoom Superfund	150,000	1.42%	150,000	1.17%
Prime Investment Management Services Pty Ltd atf Aardoom Family Trust	150,000	1.42%	150,000	1.17%
TOTAL	7,400,000	69.83%	14,960,000	92.73%

If oversubscriptions are received and accepted, the escrowed Shares and securities will represent a lower percentage of total Shares and fully diluted securities than the percentages shown in the above table.

These restrictions will terminate on the second anniversary of the date of admission of the Company to the Official List of the ASX. However, these restrictions may be released early to enable a Shareholder to accept an offer under a takeover bid in relation to their Shares, provided holders of not less than 50% of the Shares not subject to the restrictions then on issue have accepted the takeover bid or to enable the Shares of the Shareholder to be transferred or cancelled as part of a merger by scheme of arrangement under Part 5.1 of the Corporations Act.

The execution of the restriction agreement may give the Company a 'relevant interest' in these Shares for the purposes of the Corporations Act. ASIC has made a declaration modifying Chapter 6 of the Corporations Act so that the voluntary escrow arrangements described above do not give rise to a relevant interest for the Company in respect of the escrowed Shares for the purposes of the takeover provisions in Chapter 6.

#### 8.7 Executive service contracts

The Company has entered into an Employment Agreement with Managing Director, Stuart McAuliffe. The terms of the appointment are as follows:

Position: Managing Director

Commencement Date: 1 March 2015

Remuneration: \$250,000 per annum plus superannuation (waived by the Employee for the first year of employment)

Options Package: The Executive must be an employee to be able to access the options package. The Options are exercisable at any time from the date of issue to 31 March 2020 and may be issued to an entity nominated by the Executive:

STRIKE PRICE	NO. OF OPTIONS
\$1.20	610,000
\$1.50	610,000
\$2.20	1,610,000
\$3.50	1,610,000
<b>TOTAL</b>	<b>4,440,000</b>

The Company has entered into an Employment Agreement with Executive Director, Simon Richardson. The terms of the appointment are as follows:

Position: Executive Director

Commencement Date: 1 March 2015

Remuneration: \$125,000 per annum plus superannuation (waived by the Employee for the first year of employment)

Options Package: The Executive must be an employee to be able to access the options package. The Options are exercisable at any time from the date of issue and 31 March 2020 and may be issued to an entity nominated by the Executive:

STRIKE PRICE	NO. OF OPTIONS
\$1.20	310,000
\$1.50	310,000
\$2.20	210,000
\$3.50	210,000
<b>TOTAL</b>	<b>1,040,000</b>

Refer to section 9.4 for the calculation of percentage of security holdings assuming that holders of Options do not subscribe for and receive further Shares under the Offer.

#### 8.8 Deeds of indemnity and access

The Company has entered into standard deeds of indemnity and access with the Directors.

The Company has undertaken, consistent with the Corporations Act, to indemnify each Director in certain circumstances and to maintain Directors' and Officers' insurance cover in favour of the director for seven years after the Director has ceased to be a Director.

The Company has further undertaken with each Director to maintain a complete set of the Company's board papers and to make them available to the Director for seven years after the Director has ceased to be a Director.

#### 8.9 Executive option plan

An Options Package has been offered to the Chairperson and Non-Executive Director as follows:

Mr John McAuliffe - Chairman

Options Package:

The Options are exercisable at any time from the date of issue to 31 March 2020 and may be issued to an entity nominated by the Option holder:

STRIKE PRICE	NO. OF OPTIONS
\$1.20	310,000
\$1.50	310,000
\$2.20	210,000
\$3.50	210,000
<b>TOTAL</b>	<b>1,040,000</b>

Mr Ross Patane – Non-Executive Director

Options Package:

The Options are exercisable at any time from the date of issue to 31 March 2020 and may be issued to an entity nominated by the Option holder:

STRIKE PRICE	NO. OF OPTIONS
\$1.20	310,000
\$1.50	310,000
\$2.20	210,000
\$3.50	210,000
<b>TOTAL</b>	<b>1,040,000</b>

As part of their employment contracts Managing Director, Stuart McAuliffe and Executive Director, Simon Richardson have been offered the Option Package as set out in section 8.7 above.

Refer to section 9.4 for the calculation of percentage of security holdings assuming that holders of Options do not subscribe for and receive further Shares under the Offer.

8.10 Finance facilities

The Company has no external finance facilities place.

8.11 Documents available for inspection

Copies of the following documents are available for inspection during normal office hours at the registered office of the Company for 13 months after the date of this Prospectus:

- (a) the constitution of John Bridgeman Limited;
- (b) the material agreements referred to in section 8; and
- (c) the consents to the issue of this Prospectus.

## 9 Additional information

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### 9.1 Recent transactions

The Company was established in January 2015 with an issued capital of 1,000 ordinary Shares. A further issue of Shares was undertaken on 12 February 2015 to the Managing Director and other third party Shareholders.

There are currently 7,400,000 ordinary Shares on issue. Further information about the current Shareholding structure of the Company is set out in section 2.7.

### 9.2 Rights attaching to Shares

The rights attaching to Shares in John Bridgeman Limited are set out in the Constitution and summarised in section 8.2 of this Prospectus.

### 9.3 Shareholding qualifications

Directors are not required under the Constitution to hold any Shares.

### 9.4 Options

For each Share issued under the Offer, subscribers will receive one Option to subscribe for a Share. A summary of the terms attaching to these Options is as follows:

#### Expiry Date

The Options expire on 31 March 2020.

#### Option Period

The period from the date of issue of the Options to 31 March 2020.

#### Shares Issued on Option Exercise

Shares issued on the exercise of the Options rank equally in all respects with the then existing issued shares in the capital of the Company. From the date of issue, Shares are subject to the provisions of the Constitution.

#### Exercise Price

The Exercise Price is \$1.10 for each Option.

#### Exercise of Options

The Options are exercisable wholly or in part by execution and lodgement with the Company of a notice of exercise and payment of the Exercise Price during the Option Period.

The notice of exercise must set out the number of Options which the optionholder wishes to exercise.



#### Quotation

The Options will be quoted on ASX.

#### Transferability

The Options may be transferred at any time in accordance with the *Corporations Act*, the Listing Rules, ASX Market Rules and ASTC Settlement Rules.

#### Holding Statement

A holding statement will be issued for the Options and a copy of the terms and conditions will be forwarded to the optionholder. On the reverse side of the terms and conditions there will be a notice of exercise that is to be completed when exercising the Options. If there is more than one Option on a holding statement and those Options are exercised in part, the Company will issue another holding statement for the balance of the Options held and not yet exercised.

#### No Participation in New Issues

An optionholder does not have the right to participate in new issues of securities offered to Shareholders prior to the exercise of the Options.

#### Reorganisation

In the event of any reconstruction of the issued capital of the Company the number of Options or the Exercise Price or both are to be reconstructed (as appropriate) in accordance with the Listing Rules and in a manner which does not result in any benefits being conferred on optionholders which are not conferred on Shareholders and (subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of the Shareholders approving the reconstruction of capital) in all other respects the terms for the exercise of Options remain unchanged.

#### Non-Recognition of Equitable Interests

The Company is entitled to treat the registered holder of an Option as the absolute holder of that Option and is not bound to recognise any equitable or other claim to, or interest in, that Option on the part of any person other than the registered holder, except as ordered by a Court of competent jurisdiction or as required by statute.

As at the date of this Prospectus the Company has on issue 14,960,000 Options with 7,400,000 exercisable at \$1.10 per Option and 7,560,000 Options, exercisable at \$1.20, \$1.50, \$2.20 and \$3.50 until 31 March 2020. The Options are expected to be listed and application will be made to ASX for quotation of these Options.

The Company believes that the maximum individual equity ownership likely to result from the exercise of any of the existing holdings of Options would be 43.4% based on the minimum subscription being raised under this Offer. The percentage would be 40.27% based on the maximum subscription level.

Holder	No. of Shares held	No. of Options held	% of fully diluted securities after completion of the Offer at minimum subscription	% of fully diluted securities after completion of the Offer at maximum subscription
Henry Avery Partners Pty Ltd (associate of Stuart McAuliffe)	550,000	550,000	4.30%	3.99%
Stuart McAuliffe	Nil	4,440,000	17.37%	16.11%
Simon Richardson atf Kamaruka Trust	Nil	1,040,000	4.07%	3.77%
John McAuliffe	Nil	1,040,000	4.07%	3.77%
Ross Patane	Nil	1,040,000	4.07%	3.77%
John Hawkins Pty Ltd (associate of Stuart McAuliffe)	5,000,000	5,000,000	39.12%	36.28%
Jan Holmes Pty Ltd atf Jan Holmes Superannuation Fund	1,350,000	1,350,000	10.56%	9.80%
Elders FMC Pty Ltd	200,000	200,000	1.57%	1.45%
Peter & Carolyn Aardoom atf Aardoom Superfund	150,000	150,000	1.17%	1.09%
Prime Investment Management Services Pty Ltd atf Aardoom Family Trust	150,000	150,000	1.17%	1.09%
TOTAL	7,400,000	14,960,000	87.47%	81.12%

This calculation assumes that holders of Options do not subscribe for and receive further Shares under the Offer.

## 9.5 Litigation

Litigation may arise from time to time in the course of the Company's business. As at the date of this Prospectus, the Company is not involved in any legal proceedings and the current Directors are not aware of any legal proceedings pending or threatened against the Company.

## 9.6 Consents and disclaimers of responsibility

None of the parties referred to below has made any statement that is included in this Prospectus or any statement on which a statement made in this Prospectus is based, except as specified below. Each of the parties referred to below, to the maximum extent permitted by law, expressly disclaims, and takes no responsibility for, any part of this Prospectus, other than the reference to its name and a statement included in this Prospectus with the consent of that party, as specified below.

Mills Oakley has given, and has not withdrawn, its written consent to be named 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 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 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 as corporate adviser in the form and context in which it is named.

Brett Heading has given, and has not withdrawn, his consent to be named a special adviser in the form and context in which he is named.

## 9.7 Interests of experts and advisers

Except as set out in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus:

- (a) has any interest or has had any interest during the last two years, in the formation or promotion of John Bridgeman Limited, or in property acquired or proposed to be acquired by John Bridgeman Limited in connection with its formation or promotion, or the Offer of the Shares; and
- (b) no amount has been paid or agreed to be paid, and no benefit has been given, or agreed to be given, to any such person in connection with the services provided by the person in connection with the formation or promotion of John Bridgeman Limited, or the Offer of the Shares.

Mills Oakley has acted as legal adviser to the Company in relation to the Offer and has been involved in undertaking due diligence enquiries and providing legal advice in relation to the Offer. Mills Oakley will be paid an amount of \$25,000 in respect of these services.

KPMG has acted as Independent Auditor to the Company. KPMG will be paid an estimated fee of \$20,000 (GST exclusive) in respect of the audit of the financial report for the year ended 2015. Further amounts may be paid to KPMG in accordance with their normal time-based charges.

Wellington Capital Limited has acted as Corporate Adviser to the Company. Wellington Capital Limited will be paid an estimated fee of \$85,000 (GST exclusive) in respect of the provision of corporate advisory services.

## 9.8 Interests of Directors

Other than set out above or elsewhere in this Prospectus:

- (a) no Director or proposed Director of John Bridgeman Limited has, or has had in the two years before lodgement of this Prospectus, any interest in the formation or promotion of John Bridgeman Limited, or the Offer of Shares, or in any property proposed to be acquired by John Bridgeman Limited in connection with information or promotion of the Offer of the Shares; and
- (b) no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given, to any Director or proposed Director of John Bridgeman Limited either to induce him or her to become, or to qualify him or her as a Director, or otherwise for services rendered by him or her in connection with the promotion or formation of John Bridgeman Limited or the Offer of Shares.

### Shareholdings

The Directors of the Company or their associates have a beneficial interest in the following Shares and Options in the Company at the date of this Prospectus:

Director	Shareholder	Shares	Options
Stuart McAuliffe	Henry Avery Partners Pty Ltd ACN 167 471 436	550,000	3,630,000*
	John Hawkins Pty Ltd ACN 604 689 910	5,000,000	5,000,000
Simon Richardson	Simon Richardson atf Kamaruka Trust	Nil	1,040,000**
John McAuliffe	Tetue Pty Ltd ACN 010 881 222	Nil	1,040,000***
Ross Patane	Wonate One Pty Ltd ACN 102 211 754	Nil	1,040,000****

\*includes 3,080,000 Options to be issued as part of Stuart McAuliffe's remuneration package.

\*\*includes 1,040,000 Options to be issued as part of Simon Richardson's remuneration package.

\*\*\*includes 1,040,000 Options to be issued as Director's options.

\*\*\*\*includes 1,040,000 Options to be issued as Director's options.

The Directors intend to apply for further Shares under the Offer. Entities associated with Stuart McAuliffe and John McAuliffe intend to jointly subscribe for a minimum \$1,000,000 under the Offer.

### Transactions with related parties

The Directors are entitled to receive the fees and benefits set out below, or elsewhere in this Prospectus. In addition, the Company has agreed to provide the indemnity referred to in section 8.8 and have entered into the Subscription Agreement as set out in section 8.4, the Deed of Assignment and Consent set out in section 8.3 and the Management Services Agreement as set out in section 8.5.

The Deed of Assignment and Consent is an agreement between related parties as:

- (a) Simon Richardson is a director of John Bridgeman Limited and is also a director of Aliom Pty Limited, the Manager of the Aliom Managed Futures Fund No 1;
- (b) Stuart McAuliffe is managing director of John Bridgeman Limited and is also a director of FMC Group Pty Ltd, the assignor under the Deed of Assignment and Consent.

The Management Services Agreement is an agreement between related parties as:

- (a) Simon Richardson is a director of John Bridgeman Limited and is also a director of Henry Morgan Limited;
- (b) Stuart McAuliffe is managing director of John Bridgeman Limited and is also a director of Henry Morgan Limited;
- (c) Ross Patane is a director of John Bridgeman Limited and is also a director of Henry Morgan Limited.

Aliom Pty Ltd ACN 123 876 291 may be engaged by John Bridgeman Limited as a broker. Simon Richardson is a director of both John Bridgeman Limited and Aliom Pty Ltd.

### Payments to Directors

The constitution of John Bridgeman Limited provides that the Directors as a whole (other than the managing Director or an executive Director) may be paid or provided remuneration for their services the total amount of value of which must not exceed an aggregate maximum, with that sum to be divided amongst the Directors as they agree. The constitution of the Company further provides that the remuneration of an executive Director may from time to time be fixed by the Directors.

The maximum aggregate amount which has been approved by John Bridgeman Limited's shareholders for payment to the Directors (other than the managing Director and executive Directors) is \$200,000 per annum. The current directors' fees (plus statutory superannuation) are:

John McAuliffe (Chairman)	\$40,000 per annum;
Ross Patane (non executive director)	\$40,000 per annum;
Simon Richardson (executive director)	\$40,000 per annum; and
Stuart McAuliffe (managing director)	Nil

The Managing Director, Mr Stuart McAuliffe's remuneration is \$250,000 per annum (waived for first year from the date of employment).

As an executive director in addition to the directors fees set out above, Simon Richardson's remuneration is \$125,000 per annum (waived for the first year from the date of employment), exclusive of superannuation. Further details regarding the employment arrangements with the executive Directors are summarised in section 8.7 and 8.9.

#### 9.9 Expenses of the Offer

The total estimated expenses of the Offer payable by the Company including ASX and ASIC fees, accounting fees, legal fees, share registry fees, printing costs, public relations costs and other miscellaneous expenses are estimated to be approximately \$223,899 at the minimum subscription level, and \$227,962 at the maximum subscription level.

#### 9.10 Electronic Prospectus

This Prospectus is available in electronic form at [www.johnbridgeman.com.au](http://www.johnbridgeman.com.au) . Any person receiving this Prospectus electronically will, on request, be sent a paper copy of the Prospectus by John Bridgeman Limited free of charge during the period of the Offer.

Applications must be made by completing a paper copy of the Application Form. John Bridgeman Limited will not accept Application Forms electronically.

The Application Form may only be distributed attached to a complete and unaltered copy of the Prospectus. The Application Form included with this Prospectus contains a declaration that the investor has personally received the complete and unaltered Prospectus prior to completing the Application Form.

John Bridgeman Limited will not accept a completed Application Form if it has reason to believe that the Applicant has not received a complete paper copy or electronic copy of the Prospectus or if it has reason to believe that the Application Form or electronic copy of the Prospectus has been altered or tampered with in any way.

While John Bridgeman Limited believes that it is extremely unlikely that during the period of the Offer the electronic version of the Prospectus will be tampered with or altered in any way, John Bridgeman Limited cannot give any absolute assurance that this will not occur. Any investor in doubt about the validity or integrity of an electronic copy of the Prospectus should immediately request a paper copy of the Prospectus directly from John Bridgeman Limited or a financial adviser.

#### 9.11 Privacy

When applying for Shares in the Company, Applicants will be asked to provide personal information to John Bridgeman Limited directly, and through the share registry, such as name, address, telephone and fax numbers, tax file number and account details. The Company and the share registry collect, hold and use that personal information to assess Applications, provide facilities and services to Applicants and undertake administration. Access to information may be disclosed by the Company to its agents and service providers on the basis that they deal with such information under the *Privacy Act 1988* (Cth). Incomplete applications may not be processed. Under the *Privacy Act 1988* (Cth), Applicants may request access to their personal information held by or on behalf of the Company by contacting the share registry.

9.12 Authorisation

This Prospectus is issued by the Company. Each Director has consented to the lodgement of the Prospectus with ASIC.

Dated 31 March 2015

A handwritten signature in black ink, reading "J. J. McAuliffe". The signature is written in a cursive style with a long horizontal stroke at the end.

John McAuliffe  
Chairman

# 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. Defined terms in the 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 11 May 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 contains information relevant to a decision to invest in the Securities of the Company and you should read the entire 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](http://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. 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 Company will send you a free paper copy of the 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.**

<b>A</b>	<b>Number Of Shares you are applying for</b>		<b>B</b>	<b>Total amount payable</b>
	X \$1.00 per Share	=	\$	
<i>Minimum of 2,000 Shares to be applied for and thereafter in multiples of 100 Shares</i>				

<b>C</b>	<b>Write the name(s) you wish to register the Securities in (see reverse for instructions)</b>
	Applicant # 1
	Applicant # 2 or <Account Designation>
	Applicant # 3 or <Account Designation>

<b>D</b>	<b>Write your postal address her</b>
	Number/Street
	Suburb/Town
	State
	Postcode

<b>E</b>	<b>Enter your Tax File Number(s), ABN, or exemption category</b>
	Applicant # 1
	Applicant # 2
	Applicant # 3

<b>F</b>	<b>Cheque payment details - ✎ PIN CHEQUE(S) HERE</b>	<i>Please ENTER details of the cheque(s) that accompany this application</i>
	Name of drawer of cheque	Cheque no.
	BSB no.	Account no.
	Cheque Amount A\$	

<b>G</b>	<b>Contact telephone number (daytime/work/mobile)</b>

<b>H</b>	<b>Email address</b>



**Declaration**

- ✓ Have read the prospectus in full;
- ✓ Have read the Privacy Policy (available at [www.johnbridgeman.com.au](http://www.johnbridgeman.com.au) in full);
- ✓ Have received a copy of the electronic Prospectus or a print out of it;
- ✓ Have this Application Form in accordance with the 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](http://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 application may be rejected by the Company in consultation with the Lead Manager 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 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, the Securities or the Offer.

## Guide to the Application Form

### YOU SHOULD READ THE 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.

**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.
- E 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.
- F 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 Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	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) 11 May 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.



JOHN.BRIDGEMAN