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GUNYANG SKI LODGE LIMITED  
ACN 110 585 656

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## Gunyang

### Share Certificates and Sale Process

Dear Shareholders

We are aware of several shareholders in Gunyang Ski Lodge are looking to divest their shares. The challenge for shareholders looking to sell is their ability to connect with the “open market” where “willing sellers and willing buyers” can agree a price that enables a deal and share transfer to be completed. The Board does not take a lead role in the sale process. So we have outlined the process, a copy of which can be found on the website. Full details of the requirements for a sale or transfer are in the **Constitution** (Rule 10.5). The relevant section is below for your convenience.

#### **Confirm Address**

New Share Certificates are going to be issued to all shareholders in the following weeks, in order to facility this process can you please confirm that your mailing address accurate on the booking system. If this address is not correct can you please update it on the booking system or advise Danielle at [booking@gunyang.com.au](mailto:booking@gunyang.com.au) by no later than **Friday 6th March 2020**.

#### **Gunyang Sale/Transfer**

**Before the sale process commences** - all subscription fees and any outstanding monies owed to Gunyang must be paid to ensure a smooth and timely sale. Please advise the Company Secretary of your intention to sell your shares by emailing [Gunyang@gunyang.com.au](mailto:Gunyang@gunyang.com.au)

**Connecting with the open market** - you can contact Mountain High Real Estate in Thredbo - Phone 026457 6597 ask to speak with Michelle - [michelle@fsre.com.au](mailto:michelle@fsre.com.au) . Their process is as follows:

- Summary of the offering - what share are you selling and a description of the offering.
- Marketing - the place the share on their website.
- Enquiries - any enquiry that they receive they simply put the parties in contact with each other to see if a deal can be agreed.
- Cost - they simply look for a finders fee which is to be discussed with the seller.

**Once a deal is agreed.** - The buyer and seller need to complete the Share Transfer Form and submit it to the Company Secretary for Board approval. The board will review and look

to approve the share transfer in the next Board Meeting, the Board meet 11 times a year, so please allow up to 2 months for this process to be completed.

### **Constitution Excerpt**

Shares - pre-emption rules re transfer and/or transmission: (rule 10.5)

(a) A shareholder may only sell shares that are deemed to be full parcel at the time of sale. (A full parcel was set at 14,000 shares at the time of initial issue).

(b) Any shares to be offered for sale must first be advised to the Company Secretary before being offered for sale.

(c) A completed share transfer form shall be signed and dated by the vendor and the purchaser, and lodged at the company's registered office (see Preamble), and shall state, in accordance with rule 10.10:

(i) the name, registered number and jurisdiction of the company;

(ii) the full names and addresses of the vendor and purchaser;

(iii) the number and distinctive numbers of the shares to be transferred; and

(iv) the price per share paid or payable.

(d) Accompanying the share transfer form should be a letter from the purchaser, addressed to the directors:

(i) requesting the directors consider and, if appropriate, approve the transfer of shares (in accordance with rule 13.18);

(ii) providing any relevant details to confirm that the purchaser is an acceptable person (in accordance with rule 13.18); and

(iii) confirming that any fee payable on registration of the transfer has been paid (in accordance with rule 10.9).

(e) No shareholder may transfer their shares without the prior approval of a resolution of directors. The directors may refuse to register a transfer shares in the company for any reason including, for example, any outstanding levies or debts are owed to Gunyang by the vendor (in accordance with rule 10.6).

(f) Following a meeting of directors, the Company Secretary will advise the purchaser and vendor of the resolution of the Board of Directors, and confirm that the transfer has been recorded in the company's register of members.

(g) A person transferring shares remains the holder of the shares until the transfer is registered and the name of the person to whom they are being transferred is entered in the register of members in respect of the shares (in accordance with rule 10.7).

We trust that this information is helpful to any parties that are looking to transact their shares. There are other channels available to sell memberships. Shareholders are welcome to use these to secure buyers, but please remember the formal board sign-off process is critical.

As always, please call me if there are any items you would like to discuss.

Yours sincerely,

**JOHN QUINN**

Dated 24 February 2020