

Notice of Meeting and Explanatory Statement

Contango Global Growth Limited
ACN 617 281 268

Date: Tuesday, 26 June 2018
Time: 10:00 am
Location: Taylor Collison
Level 10
167 Macquarie Street
Sydney NSW 2000

Key dates

Latest time and date for lodgment of completed Proxy Form	10:00am on Sunday, 24 June 2018
Time and date for determining eligibility to vote at Meeting	10:00am on Sunday, 24 June 2018
Time and date of Meeting	10:00am on Tuesday, 26 June 2018

Contango Global Growth Limited
ACN 617 281 268

NOTICE OF MEETING

Notice is given that a general meeting of the members of Contango Global Growth Limited (**Company**) will be held on Tuesday, 26 June 2018 at 10:00am at Taylor Collison, Level 10, 167 Macquarie Street, Sydney NSW 2000 (**Meeting**).

Information on the business to be considered at the Meeting is contained in the Explanatory Statement, which should be read together with, and forms part of, this Notice of Meeting. The Proxy Form also form part of this Notice of Meeting.

Please read this Notice of Meeting carefully and attend the Meeting. If you are unable to attend the Meeting but eligible to vote at it, please consider appointing a proxy to attend on your behalf. You may direct your proxy on how to vote on each Resolution by marking the appropriate box on the enclosed Proxy Form. Shareholders who intend to appoint the Chairman as proxy (including appointment by default) should have regard to the Voting and Proxy Instructions included in this Notice.

BUSINESS OF THE MEETING

Resolution 1 – Change the Company name and Constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

That with effect from the day on which ASIC alters the details of the Company's registration:

- (a) the name of the Company be changed to WCM Global Growth Limited; and*
- (b) the Constitution of the Company be amended by deleting the words "Contango Global Growth Limited" and replacing them with the words "WCM Global Growth Limited" on the cover page, on the top of page 1 and in the definition of Company at section 1.1.*

By order of the Board

Hari Morfis
Company Secretary

Dated: 25 May 2018

IMPORTANT NOTICES

1. Voting and proxy instructions

1.1 Quorum

The Constitution provides that a quorum for the Meeting is three Shareholders.

1.2 Voting entitlement

For the purposes of the Meeting and in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the Shareholders entitled to vote at the Meeting will be those persons who are recorded on the Company's register of Shareholders at 10:00 am on Sunday, 24 June 2018. Share transfers registered after that time will be disregarded in determining the Shareholders entitled to vote at the Meeting.

On a poll, Shareholders will have one vote for every Share held. Holders of options, if any, are not entitled to vote in respect of those options. In the case of joint holders of Shares, if more than one holder votes at the Meeting, only the vote of the first named of the joint holders in the Company's register of Shareholders will be counted.

1.3 Majority required for Resolution 1

Resolution 1 will be passed as a special resolution if more than 75% of the votes validly cast on that resolution (either in person or by proxy, attorney or corporate representative) are in favour of that resolution.

1.4 Proxies

- (a) Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint:
 - (1) one proxy (if the Shareholder is entitled to one vote); or
 - (2) one or two proxies (if the Shareholder is entitled to more than one vote).
- (b) The person or persons appointed may, but need not necessarily be, a Shareholder.
- (c) Where two proxies are appointed, each proxy should be appointed to represent a specified portion or number of the Shareholder's voting rights (failing which each appointee will be entitled to cast half the Shareholder's votes, in which case any fraction of votes will be disregarded).
- (d) Where a Shareholder appoints two proxies, on a show of hands, neither proxy may vote if more than one proxy attends and, on a poll, each proxy may only exercise votes in respect of those Shares or voting rights the proxy represents.
- (e) The Proxy Form must be signed by the Shareholder (or, in the case of a joint holding, by each joint holder) or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.
- (f) If a Proxy Form is signed under a power of attorney on behalf of a Shareholder, then either the original power of attorney, or a certified copy of it, must be lodged with the Proxy Form (before the deadline for appointment of proxies), unless the power of attorney has already been sighted by the Company or its share registrar.
- (g) A proxy may decide whether or not to vote on any item of business or other motion at the Meeting, except where the proxy is required by law or the Constitution to vote or abstain from voting in their capacity as proxy. If the proxy's appointment directs the proxy how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If the proxy's appointment does not direct the proxy how to vote on an item of business or any other motion at the Meeting, the proxy may vote as he or she thinks fit on that item or motion.
- (h) If the same person (such as the Chairman) is appointed as proxy for two or more Shareholders and those Shareholders have specified different ways for the proxy to vote on an item of business, then the proxy is not entitled to vote (as proxy) on a show of hands on that item.
- (i) The appointment of one or more proxies will not preclude a Shareholder from attending the Meeting and voting personally. If the Shareholder votes on Resolution 1, the proxy or proxies must not vote as the Shareholder's proxy on that resolution.
- (j) Proxies may be appointed using the enclosed Proxy Form. Detailed instructions for appointing a proxy are provided on the back of the Proxy Form.
- (k) Proxy appointments (and any necessary supporting document) must be received by the Company **no later than 48 hours before the commencement of the Meeting (i.e. by 10:00 am on Sunday, 24 June 2018)**. Proxies received after this deadline will not be effective for the Meeting.

- (l) Proxy appointments may be lodged in any of the following ways:

Lodgment with the Company's share registrar	
By mail	Contango Global Growth Limited C/- Computershare Investor Services Limited GPO Box 242 Melbourne VIC 3000
Custodian Voting	For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.
By facsimile	Computershare Investor Services Limited 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By online voting	By visiting www.investorvote.com.au and following the instructions and information provided on the enclosed proxy form

1.5 Appointment of corporate representatives

A body corporate that is a Shareholder and is entitled to attend and vote at the Meeting, or that has been appointed as proxy of a Shareholder entitled to attend and vote at the Meeting, may appoint an individual to act as its representative at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative must bring to the Meeting adequate evidence of his/ her appointment, including any authority under which the appointment is signed, unless that evidence has previously been provided to the Company's share registrar.

1.6 Appointing the Chairman as your proxy

The Proxy Form accompanying this Notice of Meeting contains detailed instructions regarding how to complete the Proxy Form if a Shareholder wishes to appoint the Chairman as the Shareholder's proxy. You should read those instructions carefully.

The Chairman intends to exercise all available proxies by voting in favour of Resolution 1 on the Notice of Meeting.

If you do not wish to give the Chairman such a directed proxy, you should ensure that a box other than the 'For' box is clearly marked in relation to Resolution 1 on the Proxy Form.

1.7 Undirected proxies

If you return your Proxy Form but do not nominate a proxy, the Chairman will be your proxy and will vote on your behalf as you direct on the Proxy Form. If your nominated representative does not attend the Meeting then your proxy will revert to the Chairman and the Chairman will vote on your behalf as you direct on the Proxy Form.

If a proxy is not directed how to vote on Resolution 1, the proxy (including, if applicable, the Chairman) may vote, or abstain from voting, as he/she thinks fit.

If you appoint the Chairman as your proxy (including appointment by default) and do not direct the Chairman how to vote on Resolution 1, the Chairman will vote your proxy in favour of that resolution even if the Chairman has an interest in the outcome of that resolution and votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

Contango Global Growth Limited

ACN 617 281 268

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared to assist Shareholders in understanding the business of the Meeting and Resolution 1 set out in the Notice of Meeting.

This Explanatory Statement accompanies and forms part of the Notice of Meeting and should be read by Shareholders in conjunction with the Notice of Meeting.

The Directors recommend that Shareholders read this Explanatory Statement before making any decisions in relation to Resolution 1. If you are in doubt as to what you should do, you should consult your legal, investment or other professional adviser.

A number of terms used in this document are defined in the Glossary in section 6 of this Explanatory Statement.

This Explanatory Statement is dated 25 May 2018.

2. RESOLUTION 1 - CHANGE OF COMPANY NAME AND CONSTITUTION

It is proposed that the Company change its name from Contango Global Growth Limited to WCM Global Growth Limited. WCM Global Growth Limited better reflects that WCM Investment Management is the appointed investment advisor executing the WCM Quality Global Growth investment strategy on behalf of the Company.

The Board has approved this change of name subject to the approval of Shareholders. The changes to the Company's Constitution are to reflect the change in the Company's name.

If this special resolution is approved, the proposed name change of the Company will be lodged with ASIC, with the resolution to take effect upon ASIC providing confirmation that the Company's registration details have been changed.

The Company will also request that ASX change the Company's ASX listing code from CQG to WQG after the change of name takes effect. The ASX listing code WQG has been reserved by the Company.

The Board unanimously recommends that shareholders vote in favour of Resolution 1.

3. FURTHER INFORMATION

3.1 No other material information

Except as set out in this Explanatory Statement, in the opinion of the Directors, there is no other information that is reasonably required by Shareholders in order to decide whether or not it is in the Company's interests to pass Resolution 1, and is known to the Company or any of its Directors.

3.2 Authorisation

The Notice of Meeting and this Explanatory Statement have been approved by a resolution passed by the Directors.

3.3 Responsibility

The Notice of Meeting and this Explanatory Statement have been prepared by the Company under the direction and oversight of the Directors.

3.4 Forward-looking statements

Some of the statements appearing in this Explanatory Statement may be in the nature of forward-looking statements. Actual events or results may differ materially from the events or results expressed or implied in any forward-looking statement and those deviations are both normal and to be expected.

None of the Company, any of its officers or any person named in this Explanatory Statement or involved in its preparation makes any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any events or results expressed or implied in any forward-looking statement, and you are cautioned not to place undue reliance on those statements.

The forward-looking statements in this Explanatory Statement reflect views held only at the date of this document. The Company has no obligation to disseminate, after the date of this Explanatory Statement, any updates or revisions to those statements to reflect any change in expectations in relation to those statements, or any change in events, conditions or circumstances on which those statements are based, unless it is required under the Corporations Act to update or correct this document or to do so pursuant to its continuous disclosure obligations under the ASX Listing Rules and/or the Corporations Act.

3.5 Times

All times referred to in the Notice of Meeting and this Explanatory Statement are **Australian Eastern Standard Time**.

4. GLOSSARY

In this Explanatory Statement, unless the context otherwise requires, the following terms will have the following meanings:

ASIC means the Australian Securities and Investments Commission.

ASX means, as the case requires, ASX Limited ACN 008 624 691 or the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the listing rules of ASX.

Board means the board of directors of the Company.

Chairman means the chairman of the Meeting.

Company means Contango Global Growth Limited ACN 617 281 268.

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Directors means the directors of the Company.

Explanatory Statement means this explanatory statement (as amended or supplemented from time to time) annexed to and forming part of the Notice of Meeting.

Meeting means the extraordinary general meeting of Shareholders to be held on Tuesday, 26 June 2018 at 10:00am am at Taylor Collison, Level 10, 167 Macquarie Street, Sydney, New South Wales, 2000.

Notice of Meeting or **Notice** means the notice of meeting convening the Meeting.

Resolution 1 means the resolution set out in the Notice of Meeting, an explanation of which is set out in this Explanatory Statement.

Shareholders means holders of the Shares and **Shareholder** means any one of those Shareholders.

Shares means fully paid ordinary shares in the Company and **Share** means any one of those shares.

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 181614

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:00am on Sunday, 24 June 2018**

How to Vote on the Item of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on the item your vote will be invalid.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Contango Global Growth Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Contango Global Growth Limited to be held at Taylor Collison, Level 10, 167 Macquarie Street, Sydney NSW 2000 on Tuesday, 26 June 2018 at 10:00am and at any adjournment or postponement of that meeting.

STEP 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolution 1 Change of Company Name and Constitution

	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /