ADG Global Supply Limited
(ABN 16 082 341 197)

ENTITLEMENT ISSUE PROSPECTUS

For a pro rata non-renounceable entitlement issue of one (1) Share for every five (5) Shares held by Shareholders at an issue price of $0.07 per Share to raise up to approximately $1,348,807 together with one free new listed Option for every two new Shares issued exercisable at $0.15 on or before 31 March 2011 (**Offer**).

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Securities offered by this Prospectus should be considered as speculative.

TABLE OF CONTENTS

1. SUMMARY OF IMPORTANT DATES AND IMPORTANT NOTES

TIMETABLE AND IMPORTANT DATES*

ASX announcement of entitlement issue	11 November 2009
Lodgement of Prospectus and Appendix 3B	13 November 2009
Notice to Shareholders	17 November 2009
Ex Date	18 November 2009
Record Date for determining Shareholder entitlements	24 November 2009
Despatch of Prospectus and Entitlement & Acceptance forms	25 November 2009
Offer opens	25 November 2009
Closing Date of Offer (5pm WST)	9 December 2009
Securities quoted on a deferred settlement basis	10 December 2009
Notify ASX of under-subscriptions	14 December 2009
Dispatch date/ Shares entered into Shareholders' security holdings	17 December 2009
Normal trading starts	18 December 2009

* These dates are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act, the ASX Listing Rules and other applicable laws, to vary the dates of the Offer, including extending the Closing Date or accepting late applications, either generally or in particular cases, without notifying you. You are encouraged to submit your application as soon as possible. Any extension of the Closing Date will have a consequential effect on the date of the issue of the Shares and Options. The Offer does not require the approval of Shareholders.

IMPORTANT NOTES

Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisors.

This Prospectus is dated 13 November 2009 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus.

The expiry date of the Prospectus is 12 November 2010 (**Expiry Date**). No Shares or Options will be allotted or issued on the basis of this Prospectus after the Expiry Date.

Applications for Shares and Options offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form which accompanies this Prospectus.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

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 of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

The Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and the Corporations Regulations 2001. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings – Australia) Regulations 2008.

The Offer and the content of the Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act sets out how the Offer must be made.

There are differences in how securities are regulated under Australian law.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies, and compensation arrangements for New Zealand securities.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to the Offer. If you need to make a complaint about the Offer, please contact the Securities Commission, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian securities is not the same as for New Zealand securities.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The Offer may involve a currency exchange risk. The currency for the Securities is not New Zealand dollars. The value of the Securities will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If you expect the Securities to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

As noted in the Prospectus at Section 4.6, the Company will apply to the ASX for quotation of the Shares and Options offered under this Prospectus. If quotation is granted, the Shares and Options offered under this Prospectus will be able to be traded on the ASX. If you wish to trade the Securities through that market, you will have to make arrangements for a participant in that market to sell the Securities on your behalf. As the ASX does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the Securities and trading may differ from securities markets that operate in New Zealand.

No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

ELECTRONIC PROSPECTUS

Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Entitlement and Acceptance Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

2. CORPORATE DIRECTORY

Directors

D J Schwartz, Chairman
A Greathead, Managing Director
D A Craig
J Mancini

Company Secretary

D Hassiotis

Registered Office

17 Oxleigh Drive,
Malaga, WA 6090
Australia

Telephone: +61 (0) 8 9249 7599
Facsimile: +61 (0) 8 9249 7699

General Enquiries:

Telephone: +61 (0) 8 9249 7599
Facsimile: +61 (0) 8 9249 7699
Website: www.adgglobalsupply.com

Lead Manager*

Australian Stockbroking & Advisory Services Ltd
trading as Minc Stockbroking

Level 4, 109 St Georges Terrace
Perth WA 6000
PO Box 2534, Perth WA 6000
Telephone: +61 (0) 8 6364 9600
Facsimile: +61 (0) 8 9322 7749

Share Registry*

Registries Limited
Level 7, 207 Kent Street
Sydney, NSW 2000
Australia

Telephone: 1300 737 760

Solicitors

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
PERTH WA 6000

Auditor*

PKF Chartered Accountants & Business Advisers
Level 7, BGC Centre, 28 The Esplanade
Perth, WA 6000
Australia

ASX Code: ADQ

*These parties have been included for information purposes only. They have not been involved in the preparation of this Prospectus.

3. CHAIRMAN'S LETTER

Dear Shareholder

ADG Global Supply Limited ("the Company") is pleased to offer its shareholders the opportunity to participate in a pro rata non renounceable entitlement issue of one (1) Share for every five (5) Shares held by Shareholders at an issue price of 7 cents per Share to raise up to approximately $1,348,807 (before expenses) together with one free new listed Option for every two new Shares issued exercisable at $0.15 on or before 31 March 2011 (**Offer**).

Over the past nine months, the Company has undertaken a significant amount of restructuring activity to combat the effects of the Global Financial Crisis including the implementation of a number of senior management changes, the introduction of wide ranging cost reduction measures, and the roll-out of a comprehensive relationship management strategy including a new interactive website, a new CRM system and the recruitment of a number of new business relationship managers.

In addition, the Company has re-negotiated its banking facilities and settled in Shares the deferred consideration payable to the vendors of ADG Global Supply Pty Ltd, completing the acquisition of that subsidiary by the Company.

Some of the funds raised in this Offer will be used for the partial repayment of bank debt, with the balance used for working capital purposes. Both measures will strengthen the Company's working capital position and enable it to better exploit emerging business opportunities.

The details of the Offer are described in this Prospectus. You should have received a personalized Entitlement and Acceptance Form with this Prospectus but if you are in any doubt, please contact the Share Registry.

There is a facility for the Directors to place any shortfall resulting from this Offer ("**Shortfall Offer**"). Any non-shareholders who are interested in participating in the Shortfall Offer should check this Prospectus for details.

Please note that the Closing Date for acceptances is 5.00pm WST on Monday 9 December, 2009. If you wish to participate in this Offer it is essential that your completed Entitlement and Acceptance Application Form is received by the Company's Share Registry by this time.

I would like to take this opportunity to thank all Shareholders for your continued support and we look forward to further progress with the Company's commercial development.

Yours faithfully,

D J Schwartz

Chairman

Perth, 13 November 2009

4. DETAILS OF THE OFFER

4.1 Offer

By this Prospectus, the Company offers for subscription approximately 19,268,675 new Shares and approximately 9,634,337 new listed Options pursuant to a pro-rata non-renounceable entitlement issue to Shareholders of one (1) new Share for every five (5) Shares held on the Record Date at an issue price of $0.07 per Share together with one (1) free new listed Option for every two (2) new Shares issued. Fractional entitlements will be rounded up to the nearest whole number.

The Options issued will be exercisable at $0.15 on or before 31 March 2011.

Based on the capital structure of the Company (and assuming no existing Options are exercised prior to the Record Date), the maximum number of Shares to be issued pursuant to the Offer is approximately 19,268,675. The Offer will raise approximately $1,348,807. The purpose of the Offer and the use of funds raised are set out in Section 5 of this Prospectus.

The Company currently has no Options on issue as at the date of this Prospectus but has agreed to issue 6,915,094 Options subject to shareholder approval as part of a placement of Shares completed and announced to the ASX on 13 November 2009. The Options are on the same terms as the Options offered under this Prospectus. In addition, the Company has agreed, subject to shareholder approval, to issue Minc Stockbroking with 849,222 Options on the same terms as part remuneration for acting as lead manager for the placement.

4.2 How to Accept the Offer

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Prospectus. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Offer as follows:

(a) if you wish to accept your Entitlement in full:

  (i) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided; and

  (ii) attach your cheque for the amount indicated on that relevant Entitlement and Acceptance Form or pay via Bpay by following the instructions set out on the Entitlement and Acceptance Form; or

(b) if you only wish to accept part of your Entitlement:

  (i) fill in the number of Securities you wish to accept in the space provided on the Entitlement and Acceptance Form; and

  (ii) attach your cheque for the appropriate application monies (at $0.07 per Share) or pay via Bpay by following the instructions set out on the Entitlement and Acceptance Form; or

(c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "**ADG Global Supply Limited – Trust Account**" and crossed "**Not Negotiable**".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry no later than 5.00pm WST on the Closing Date at one of the following addresses:

BY HAND

Registries Limited
Level 7, 207 Kent Street
Sydney, NSW 2000
Australia

BY MAIL

Registries Limited
GPO Box 3993
Sydney, NSW 2001
Australia

No brokerage or stamp duty is payable by Applicants in respect of their Applications for Shares under this Prospectus. The amount payable on Application will not vary during the Offer Period and no further amount is payable on allotment.

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

4.3 Minimum Subscription and Oversubscriptions

There is no minimum subscription under this Prospectus. There is no provision for oversubscriptions.

4.4 Underwriting

The Offer is not underwritten.

4.5 Shortfall

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall. Shareholders who wish to apply for Shares above their Entitlement can complete the Shortfall section of their Entitlement and Acceptance Form attached to the back of this Prospectus and return it, together with a cheque for the value of those Shortfall Shares (at $0.07 per Share) to the Company.

The issue price of any Shares offered pursuant to the Shortfall Offer shall be $0.07 being the price at which the Entitlement has been offered to Shareholders pursuant to this Prospectus. The Shortfall shall be placed at the discretion of the Company. The Company reserves the right to allot to an applicant a lesser number of Shortfall Shares than the number for which the applicant applies, or to reject an application, or to not proceed with placing the Shortfall.

4.6 Australian Securities Exchange Listing

Application for official quotation by ASX of the Shares and Options offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If approval is not obtained from ASX before the expiration of 3 months after the date of issue of the Prospectus, (or such period as modified by the ASIC), the Company will not issue any Shares and Options and will repay all application monies for the Securities within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the Shares and/or Options is not to be taken in any way as an indication of the merits of the Company or the Securities now offered for subscription.

4.7 Allotment of Shares and Options

Shares and Options issued pursuant to the Offer will be allotted as soon as practicable after the Closing Date and in accordance with the ASX Listing Rules. The Company will allot the Shares and Options on the basis of a Shareholder's Entitlement. Where the number of Shares and Options issued is less than the number applied for, or where no allotment is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Closing Date.

Pending the allotment and issue of the Shares and Options or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

4.8 Entitlement and Acceptance Form and Shortfall Application Forms are binding

A completed and lodged Entitlement and Acceptance Form or Shortfall Application Form, together with the application monies for the number of Securities applied for, cannot be withdrawn and constitutes a binding application for the number of Securities specified in the Entitlement and Acceptance Form or Shortfall Application Form on the terms set out in this Prospectus. The Entitlement and Acceptance Form and Shortfall Application Form do not need to be signed to be binding.

If the Entitlement and Acceptance or Shortfall Application Form is not completed correctly, the Company, in its absolute discretion, can reject it or treat it as valid. The Company's decision as to whether to accept or reject an Entitlement and Acceptance Form or Shortfall Application Form or how to construe, amend or complete it is final.

4.9 Rights and liabilities attaching to Shares issued under the Offers

All Shares issued pursuant to the Offer will, from the time they are issued, rank pari passu with all the Company's existing Shares. The rights and liabilities attaching to Shares and Options issued under the Offer are set out in Section 6 of this Prospectus.

4.10 Overseas Shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Securities these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Securities will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

Shareholders resident in New Zealand should consult their professional advisors as to whether any government or other consents are required, or other formalities need to be observed, to enable them to exercise their Entitlements under the Offer.

4.11 Taxation Implications

The Directors do not consider that it is appropriate to give Applicants advice regarding the taxation consequences of applying for Securities under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation consequences. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Applicants. Potential Applicants should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Securities offered pursuant to this Prospectus.

4.12 Clearing House Electronic Sub-Register System (CHESS) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company will apply to ASX to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares and Options allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

4.13 Privacy Act

If you complete an application for Shares and Options, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

4.14 Withdrawal of Offer

The Company, reserves the right not to proceed with the Offer at any time before the issue of the Securities to Shareholders. If the Offer does not proceed, the Company will return all application monies, without interest, as soon as practicable after giving notice of its withdrawal.

4.15 Enquiries

Shareholders with queries in relation to the Offer may contact the Company Secretary, Demetrius Hassiotis on +61 8 9249 7599.

5. PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

The purpose of the Offer is to raise approximately $1,348,807 (before expenses). The proceeds of the Offer are planned to be used in accordance with the table set out below in the event that the Offer is fully subscribed:

Proceeds of the Offer	**$**
Repayment of debt	500,000
Working Capital	821,797
Expenses of the Offer	27,010
Total	**1,348,807**

Notes:

1. Refer to Section 8.5 of this Prospectus for further details relating to the estimated expenses of the Offer.
2. In the event funds of less than $1,348,807 are raised, the funds allocated to working capital will be reduced before reduction in debt repayment.
3. In the event of any Shortfall, the Expenses of the Offer will be increased by the payment of a fee to Minc Stockbroking of 6% (plus GST) of any Shortfall funds raised by Minc Stockbroking.

5.2 Effect of the Offer

The principal effect of the Offer (assuming the Offer is fully subscribed) will be to:

(a) increase the cash reserves by approximately $821,797 immediately after completion of the Offer after deducting the estimated expenses of the Offer, and the repayment of debt of $500,000; and

(b) increase the number of Shares on issue from 96,343,374 to approximately 115,612,049 Shares following completion of the Offer; and

(c) increase the number of Options on issue from nil prior to the date of this Prospectus to approximately 9,634,337 Options following completion of the Offer. The new Options offered pursuant to the Offer will be a new class of Options listed on the ASX under an ASX code to be advised.

5.3 Consolidated Balance Sheet

The audited Balance Sheet as at 30 June 2009 and the unaudited Pro Forma Balance Sheet as at 30 June 2009 shown on the following page have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position. They have been prepared on the assumption that all Shares and Options pursuant to the Offer in this Prospectus are issued.

The Balance Sheets have been prepared to provide Shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

Audited Consolidated Balance Sheet and unaudited Pro Forma Balance Sheet as at 30 June 2009

	Note	30 June 2009 Audited Actual $	30 June 2009 Unaudited Pro-Forma $
ASSETS			
Current Assets			
Cash and cash equivalents	1	1,010,063	2,630,129
Trade and other receivables		6,512,157	6,512,157
Inventories		6,489,199	6,489,199
Other financial assets		56,365	56,365
Total Current Assets		14,067,784	15,687,850
Non-Current Assets			
Other financial assets		-	-
Deferred tax asset		803,199	803,199
Property, plant and equipment		570,016	570,016
Intangible assets		7,933,296	7,933,296
Total Non-Current assets		9,306,511	9,306,511
TOTAL ASSETS		**23,374,295**	**24,994,361**
LIABILITIES			
Current liabilities			
Trade and other payables		6,811,355	6,811,355
Income tax payable		-	-
Interest-bearing loans and borrowings		7,017,357	6,517,357
Provisions		286,172	286,172
Total Current Liabilities		14,114,884	13,614,884
Non-Current Liabilities			
Deferred tax liabilities		148,748	148,748
Interest bearing loans and borrowings		221,780	221,780
Provisions		727,670	727,670
Total Non-Current Liabilities		1,098,198	1,098,198
TOTAL LIABILITIES		**15,213,082**	**14,713,082**
NET ASSETS/(LIABILITIES)		**8,161,213**	**10,281,279**
EQUITY			
Contributed equity	2	38,556,585	40,676,651
Accumulated losses		-30,395,372	-30,395,372
TOTAL EQUITY		**8,161,213**	**10,281,279**

Notes

1 **Cash**

Balance at 30/06/09	1,010,063
Funds raised from Placement 13 November 2009	849,222

Expenses of the Placement	(50,953)
Funds raised pursuant to Offer	1,348,807
Expenses of the Issue	(27,010)
Debt Repayment	(500,000)
Closing Balance	2,630,129

2 **Contributed Equity**

Issued Capital at 30 Jun 2009	38,556,585
Issues pursuant to Placement	849,222
Expenses of Placement	(50,953)
Issue pursuant to this Prospectus	1,348,807
Expenses of this Issue	(27,010)
Closing Balance	40,676,651

Based on full take up of Entitlements

The pro-forma balance sheet has been prepared to reflect the financial position of the Company as if completion of the Offer had occurred at 30 June2009.

5.4 Effect on Capital Structure

A comparative table of changes in the capital structure of the Company as a consequence of the Offer is set out below, assuming that the Offer is fully subscribed.

Shares	**Number**
Shares on issue at date of Prospectus	96,343,374
Shares offered pursuant to the Offer	19,268,675
Total Shares on issue after completion of the Offer	**115,612,049**

Options	**Number**
Options offered pursuant to the Offer[1]	9,634,337
Total Options on issue after completion of the Offer[2]	**9,634,337**

Notes:

1. Quoted exercisable at $0.15 each on or before 31 March 2011.

2. In addition, the Company has agreed to issue a further 6,915,094 listed Options exercisable at $0.15 each on or before 31 March 2011, subject to shareholder approval, as part of the placement completed and announced to the ASX on 13 November 2009. The Company has also agreed, subject to shareholder approval, to issue Minc Stockbroking with 849,222 listed Options on the same terms as part remuneration for acting as lead manager to the placement.

6. RIGHTS AND LIABILITIES ATTACHING TO THE SHARES AND OPTIONS

6.1 Terms of Shares

The following is a summary of the more significant rights and liabilities attaching to Shares to be issued pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

6.1.1 General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

6.1.2 Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

(a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

(c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

6.1.3 Dividend Rights

The Directors may from time to time declare and pay or credit a dividend in accordance with the Corporations Act. Subject to any special right as to dividends attaching to a share, all dividends will be declared and paid according to the proportion which the amount paid on the Share is to the total amount payable in respect of the Shares (but any amount paid during the period in respect of which a dividend is declared only entitles the Shareholder to an apportioned amount of that dividend as from the date of payment). The Directors may from time to time pay or credit to the Shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company.

6.1.4 Winding-Up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability. Where an order is made for the winding up of the Company or it is resolved by special resolution to wind up the Company, Shares classified by ASX as restricted securities at the time of the commencement of the winding up shall rank in priority after all other Shares.

6.1.5 Transfer of Shares

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the Listing Rules.

6.1.6 Variation of Rights

Under Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

6.2 Terms of Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) Each Option gives the Option Holder the right to subscribe for one Share. To obtain the right given by each Option, the Option Holder must exercise the Options in accordance with the terms and conditions of the Options.

(b) The Options will expire at 5.00 pm (WST) on 31 March 2011 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) The amount payable upon exercise of each Option will be $0.15 (**Exercise Price**).

(d) The Options held by each Option Holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion. Where less than 1,000 Options are held, all Options must be exercised together.

(e) An Option Holder may exercise their Options by lodging with the Company, before the Expiry Date:

    (i) a written notice of exercise of Options specifying the number of Options being exercised; and

(ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;

(**Exercise Notice**).

(f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

(g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

(h) The Options are transferable.

(i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.

(j) The Company will apply for quotation of the Options on ASX.

(k) If at any time the issued capital of the Company is reconstructed, all rights of an Option Holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(l) There are no participating rights or entitlements inherent in the Options and Option Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Option Holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(m) Other than pursuant to term (n), an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

(n) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issues of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Option Holder would have received if the Option had been exercised before the record date for the bonus issue.

7. RISK FACTORS

Applicants should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Shares. Potential Applicants should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares and Options.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

7.1 Economic Risks

Factors such as inflation, currency fluctuations, interest rates, supply and demand, industrial disruption, government policy and legislation, have an impact on operating costs, commodity prices, the parameters in which the Company may operate and stock market prices. Factors that may be beyond the control of the Company include:

(a) general economic conditions in Australia and overseas, in particular, inflation rates, interest rates, exchange rates, commodity supply and demand factors;

(b) financial failure or default by a participant in any contractual relationship to which the Company is, or may become, a party;

(c) insolvency or other managerial failure by any of the contractors used by the Company in its activities; and

(d) intellectual property and trademark disputes.

These as well as other conditions can affect the Company's future possible revenues and price of its Securities.

7.2 Market Conditions

The market price of the Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and offshore resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

7.3 Security Investments

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of companies. These factors may materially affect the market price of the Securities regardless of the Company’s performance.

7.4 Additional Requirements for Capital

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its investments, the Company may require further financing in addition to amounts raised in the Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and reduce its research and development programmes as the case may be.

7.5 Reliance on Key Personnel and Need to Attract Qualified Staff

The Company is dependent on its management, the loss of whose services could materially and adversely affect the Company and impede the achievements of its objectives.

There can be no assurance that the Company will be able to attract or retain sufficiently qualified personnel on a timely basis or retain its key management personnel.

7.6 Uncertainty of Future Profitability

Factors that will determine the Company's profitability are its ability to manage its costs, to execute its development and growth strategies, economic conditions in the markets the Company operates, competitive factors and regulatory developments. Accordingly, the extent of future profits, if any, and the time required to achieve a sustained profitability is uncertain. Moreover, the level of such profitability cannot be predicted.

7.7 Potential Acquisitions

As part of its business strategy, the Company may make acquisitions of or significant investments in complementary companies, products or technologies, although no such acquisitions or investments are currently planned. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies.

7.8 General Risks

The value of the Company's Securities is affected by a number of general factors which are beyond the control of the Company and its Directors.

Factors such as inflation, currency fluctuation, interest rates, supply and demand and industrial disruption have an impact on operating costs, commodity prices, local and international economic conditions and general investor sentiment.

The Company's Share price can be afflicted by these factors which are beyond the control of the Directors.

7.9 Competition

The Company's current and future potential competitors include companies with substantially greater resources to develop similar and competing products. There is no assurance that competitors will not succeed in developing services and products that have higher customer appeal.

7.10 Distribution Arrangements

The Company has to date appointed distribution agents to act for it in the distribution of its products to retail outlets.

Until it reaches an optimum size to commence wholesaling directly to retailers, the success of the Company's operation depends on the Company's ability to maintain existing, and secure new, distribution arrangements on favourable terms.

No assurance can be given that the Company will be able to successfully negotiate new distribution arrangements on favourable terms or at all. No assurance can be given that the Company will be able to continue selling its products under the existing distribution arrangements.

The Directors are unable to predict the risk of financial failure or default by a distribution agent which the Company has appointed or may appoint in the future.

7.11 International Operations

International sales and operations are subject to a number of risks, including:

- potential difficulties in enforcing agreements and collecting receivables through foreign local systems;
- potential difficulties in protecting intellectual property;
- increases in costs for transportation and shipping; and
- restrictive governmental actions, such as imposition of trade quotas, tariffs and other taxes.

Any of these factors could materially and adversely affect the Company's business, results of operations and financial condition.

7.12 Risk of Product Liability & Uninsured Risks

The Company's business exposes it to potential product liability risks that are inherent in the research and development, manufacturing, marketing and use of its products. It will be necessary for the Company to secure sufficient levels of insurance to cover various product liability risks in the course of maintaining its business.

However, there can be no assurance that adequate or necessary insurance coverage will be available at an acceptable cost or in sufficient amounts, if at all, or that product liability or other claims would not materially and adversely affect the business or financial condition of the Company.

7.13 Development

There is a risk that development of new products will require costs beyond those budgeted and even if developed there is no guarantee that the products can be successfully commercialised and exploited.

7.14 Foreign Exchange

The Company currently has some of its products manufactured in China which is paid for in United States Dollars.

In the future a proportion of the Company's revenues, cash inflows, other expenses, capital expenditure and commitments may be denominated in foreign currencies.

To comply with Australian reporting requirements the income, expenditure and cash flows of the Company will need to be accounted for in Australian dollars. This will result in the income, expenditure and cash flows of the Company being exposed to the fluctuations and volatility of the rate of exchange between other currencies and the Australian dollar, as determined in international markets.

Furthermore, the Company has decided to not put in place any hedges in relation to foreign exchange. This may result in the Company being exposed to exchange rate risk, which may have an adverse impact on the profitability and/or financial position of the Company.

7.15 Inability to Meet Customer Demand

For any number of reasons the Company may not, from time to time, have an adequate supply of products to meet customer demand which may cause it to be unable to fill orders or to lose sales. Such inability to meet customer demand from time to time may arise if the Company's sales growth accelerates substantially or in the event that its distribution and retail network grows substantially.

The Company anticipates that it will be in a better position to manage and mitigate this risk upon successful completion of the Offer.

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus.

Therefore, the Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Securities.

8. ADDITIONAL INFORMATION

8.1 Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in Section 111AC of the Corporations Act) for the purposes of Section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a "transaction specific prospectus". In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

(a) it is subject to regular reporting and disclosure obligations;

(b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and

(c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

    (i) the financial statements of the Company for the financial year ended 30 June 2009 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;

    (ii) any half year financial statements of the Company lodged with ASIC since the lodgement of the last financial statements for the year ended 30 June 2009 lodged with ASIC before the issue of this Prospectus; and

    (iii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in Section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

The Company has lodged the following announcements with ASX since the lodgement of the 2008 audited financial statements:

Date	**Description of Announcement**
13/11/2009	Completion of placement and new entitlements issue timetable
11/11/2009	Placement and Non-Renounceable Issue
11/11/2009	Appendix 3B - A Greathead Issue
09/11/2009	ASIC 484 forms
09/11/2009	Trading Halt
06/11/2009	Results of Meeting
06/11/2009	Chairman`s Address to Shareholders
28/10/2009	Appendix 4C – quarterly
07/10/2009	ASIC Form 484 Lodgement - Previous share buy-backs
07/10/2009	Exclusive Agreement to Distribute Greyflow Systems
02/10/2009	Amended Annual Report FY 2009 (ignore previous version)

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website www.adgglobalsupply.com.

8.2 Directors' interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

(a) the formation or promotion of the Company;

(b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer pursuant to this Prospectus; or

(c) the Offer pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or Offer pursuant to this Prospectus.

Directors' interests in securities of the Company at the date of this Prospectus are:

Name	Shares	Options	Entitlement Shares	Entitlement Options
D J Schwartz	3,104,328	-	620,866	310,433
A Greathead	10,700,403	-	2,140,081	1,070,040
J Mancini	2,192,500	-	438,500	219,250
D A Craig	100,000	-	20,000	10,000

Notes:

1. Each of the Directors has indicated that it is their present intention to subscribe for their full Entitlement under the Offer. They reserve the right to change their intention.

The Constitution of the Company provides that the non-executive Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the Directors and in default of agreement then in equal shares. Directors, companies associated with the directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

If any of the Directors are called upon to perform extra services or make any special exertions on behalf of the Company or its business, the Directors may remunerate this Director in accordance with such services or exertions, and this remuneration may be either in addition to or in substitution for the remuneration provided in the form of directors' fees.

The Company paid to the Directors a total of $321,877 the year ended 30 June 2008 and $626,275 for the year ended 30 June 2009. The Directors have been paid fees totalling $208,502 from the end of the previous financial year until the date of this Prospectus.

The table below sets out the expected annual remuneration payable to the Directors for the current financial year, inclusive of directors' fees and consultancy fees.

Director	Current Financial Year
D J Schwartz	$56,100
A Greathead	$272,935
D A Craig	$38,250

J Mancini	$194,954

8.3 Interests and Consents of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no expert, underwriter, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

(a) the formation or promotion of the Company; or

(b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of securities pursuant to this Prospectus; or

(c) the Offer of securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any expert, underwriter, promoter or any other 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, or to any firm in which any of those persons is or was a partner, or to any company with which any of those persons is or was associated, for services rendered by that person, or by the firm or the company, in connection with the formation or promotion of the Company or the Offer pursuant to this Prospectus.

Pursuant to Section 716 of the Corporations Act, Steinepreis Paganin has given, and has not withdrawn its consent to being named as Solicitors to the Company in the Corporate Directory of this Prospectus in the form and context in which it is named. Steinepreis Paganin has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus. Steinepreis Paganin act as solicitors to the Company and have received approximately $82,700 for their services in the past 2 years. Steinepreis Paganin will be paid approximately $10,000 for services in relation to this Prospectus.

Pursuant to Section 716 of the Corporations Act, Australian Stockbroking & Advisory Services Ltd trading as Minc Stockbroking (**Minc Stockbroking**) has given, and has not withdrawn, its consent to being named as the Lead Manager to the Offer in the Corporate Directory of this Prospectus in the form and context in which it is named. Minc Stockbroking has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus. Minc Stockbroking will be paid a cash fee of 6% (plus GST) of the amounts raised under the Shortfall. Minc Stockbroking acted as Lead Manager for the placement completed on 13 November 2009 and is being paid a fee of approximately $42,500 (plus GST) and will be issued, subject to shareholder approval, with 849,222 Options on the same terms as the Options offered under this Prospectus.

Pursuant to Section 716 of the Corporations Act, PKF Chartered Accountants & Business Advisers (**PKF**) has given, and has not withdrawn its consent to being named as Auditors to the Company in the Corporate Directory of this Prospectus in the form and context in which it is named, and the inclusion of the Company's audited balance sheet in Section 5.3 of this Prospectus in the form and context in which it is included. PKF has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus other than as set out above. PKF has been paid approximately $146,525 for services to the Company in the last 2 years.

8.4 Legal Proceedings

There is no material litigation, arbitration or proceedings pending against or involving the Company as at the date of this Prospectus.

8.5 Estimated Expenses of Offer

In the event that the Offer is fully subscribed, the estimated expenses of the Offer are as follows:

	$
ASIC fees	2,010
ASX fees	5,000
Legal expenses	10,000
Printing and other expenses	10,000
Total	**27,010**

Notes:

1. In the event of any Shortfall, the Expenses of the Offer will be increased by the payment of a fee to Minc Stockbroking of 6% (plus GST) of any Shortfall funds raised by Minc Stockbroking.

8.6 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market sale prices of the Company's Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest: $0.11 on 16 October 2009

Lowest: $0.07 on 11 September 2009

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was $0.10 on 12 November 2009.

8.7 Electronic Prospectus

Pursuant to Class Order 00/044, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the application form. If you have not, please phone the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an application form from a person if it has reason to believe that when that person was given access to the electronic application form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

9. AUTHORITY OF DIRECTORS

9.1 Directors' Consent

Each of the Directors of ADG Global Supply Limited has consented to the lodgement of this Prospectus with the ASIC in accordance with Section 720 of the Corporations Act

Dated the 13 day of November 2009

Signed for and on behalf of
ADG Global Supply Limited
David Schwartz
Chairman

10. DEFINITIONS

Applicant means a Shareholder who applies for Securities pursuant to the Offer.

ASIC means the Australian Securities and Investments Commission.

ASTC Settlement Rules means the settlement rules of the securities clearing house which operates CHESS.

ASX means the ASX Limited (ACN 008 624 691).

Board means the board of Directors unless the context indicates otherwise.

Business Day means a day on which trading takes place on the stock market of ASX.

Closing Date means the closing date of the Offer, being 5.00pm (WST) on 9 December 2009 (unless extended).

Company means ADG Global Supply Limited (ABN 16 082 341 197).

Constitution means the Company's Constitution as at the date of this Prospectus.

Corporations Act means the *Corporations Act 2001*(Cth).

Directors means the directors of the Company at the date of this Prospectus.

Dollar or "**$**" means Australian dollars.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Offer.

Entitlement Issue means the issue of Shares and Options offered by this Prospectus.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

Listing Rules or **ASX Listing Rules** means the Listing Rules of the ASX.

Offer means the offer pursuant to the Prospectus of one (1) Share for every five (5) Shares held by Shareholders at the Record Date at an issue price of $0.07 per Share together with one free new listed Option for every two new Shares issued exercisable at $0.15 on or before 31 March 2011.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official List means the official list of ASX.

Opening Date means 25 November 2009.

Option means an option to acquire a Share.

Prospectus means this prospectus.

Quotation and **Official Quotation** means official quotation on ASX.

Record Date means 5.00pm (WST) on 24 November 2009.

Related Corporation has the meaning given to that term in the Corporations Act.

Securities means Shares and Options.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Shortfall means those Securities under the Offer not applied for by Shareholders under their Entitlement.

Shortfall Application Form means the shortfall application form attached to or accompanying this Prospectus.

Shortfall means those Securities under the Offer not applied for by Shareholders under their Entitlement.

Shortfall Application Form means the shortfall application form attached to or accompanying this Prospectus.

Shortfall Offer means the offer as described in Section 4.5.

WST means Western Standard Time.