

E-Debit Global Corp.
Form DEF 14C
July 27, 2012

SCHEDULE 14C INFORMATION

Information Statement Pursuant to Section 14(c) of the Securities Exchange Act of 1934

(Amendment No.)

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
- Definitive Information Statement

E-DEBIT GLOBAL CORPORATON
(Name of Registrant As Specified In Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
AND
MANAGEMENT INFORMATION STATEMENT

E-DEBIT GLOBAL CORPORATION

This information is provided in connection with the Annual Meeting of the Shareholders of the Corporation to be held on September 12, 2012 at 10:00 AM at the Corporate Head Office located at #12, 3620 – 29th Street N.E. Calgary, Alberta, T1Y 5Z8

We Are Not Asking You for a Proxy and You are Requested Not To Send Us a Proxy

July 16, 2012

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the "Meeting") of E-Debit Global Corporation (the "Corporation") will be held on September 12, 2012 at 10:00 a.m. at #12, 3620 – 29th Street N.E. Calgary, Alberta, T1Y 5Z8 for the following purposes:

1. to elect six (6) members of the Board of Directors for the ensuing year;
2. to appoint qualified US Auditors for the Corporation and to authorize the Directors to fix their remuneration
3. to appoint qualified Canadian Auditors for the Corporation and to authorize the Directors to fix their remuneration;
4. to amend the Articles of Incorporation to Increase the authorized common stock to ten billion (10,000,000,000) shares.
5. to approve the E-Debit Global Corporation 2012 Equity Incentive Plan.

Only holders of our common stock of record at the close of business on June 29, 2012 will be entitled to notice of and to vote at the Meeting or at any adjournment or adjournments thereof. We are mailing these meeting materials to shareholders beginning July 27, 2012.

DATED at Calgary, Alberta this 16th day of July 2012.

BY ORDER OF THE BOARD OF DIRECTORS

Douglas N. Mac Donald
President and Chief Executive Officer

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E-DEBIT GLOBAL CORPORATION

INFORMATION STATEMENT

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NON-REGISTERED HOLDERS

Only registered holders as of the record date of June 29, 2012 of shares of the Corporation's common stock (the "Common Shares") and holders of shares of the Corporation's preferred stock (the "Preferred Shares") or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting.

In many cases, Common Shares of the Corporation beneficially owned by a holder (a "Non-Registered Holder") are registered either:

(A) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered retirement savings plans, registered retirement income funds and registered educational savings plans and similar plans; or

(B) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

The Corporation has distributed copies of the Notice of Internet Access to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders.

Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder must obtain a proxy from their Intermediary. Non-Registered Holders should carefully follow the instructions of their Intermediaries.

QUORUM AND VOTING SHARES

The Corporation has fixed June 29, 2012 as the record date (the "Record Date") for the purpose of determining the shareholders entitled to receive the Notice of Meeting. As of June 29, 2012, there were 95,249,344 Common Shares issued and outstanding and 70,855,900 Preferred Shares issued and outstanding. Each Common Share and each Preferred Share carries the right to one (1) vote per share. All of the holders of the Preferred Shares have given their proxies to vote their Preferred Shares to the Corporation's Board of Directors.

Any shares that are registered at the close of business on the Record Date will entitle its holder or any proxy named by him or her to receive notice of and to vote at the Meeting and at any adjournment thereof. Shares may be voted for or be withheld from voting with respect to the election of directors and the appointment of auditors and the authorization of directors to fix their remuneration. On all other matters, the shareholders may vote for or against the proposal.

The Corporation will prepare an alphabetical list of shareholders entitled to vote as of the Record Date at the Meeting that shows the number of Common Shares and Preferred Shares held by each shareholder. The list of shareholders is available for consultation during usual business hours at the office of the Corporation's transfer agent and registrar, Holladay Stock Transfer Inc., located at 2939 North 67th Place, Suite "C", Scottsdale, Arizona 85251, and at the Meeting.

Unless otherwise indicated, the matters submitted to a vote at the Meeting must be approved by a majority of the aggregate of the votes cast by the holders of Common and Preferred Shares attending the meeting in person or by proxy. Fifty percent (50%) of the voting shares constitutes a quorum sufficient to carry on with the Meeting.

The Chairman of the Meeting may conduct the vote on any matter by a show of hands of shareholders and proxy holders present at the Meeting and entitled to vote thereat unless a ballot is demanded by a shareholder present at the Meeting or by a proxy holder entitled to vote at the Meeting or unless the Chairman declares that proxies representing not less than five percent (5%) of the shares entitled to be voted at the Meeting would be voted against what would otherwise be the decision of the Meeting on such matter.

PRINCIPAL HOLDERS, EXECUTIVE OFFICERS AND DIRECTORS

The following table sets forth information concerning the beneficial ownership of the Corporation's outstanding Common and Preferred stock as of June 29, 2012 for: each of its directors and executive officers individually; each person or group that it knows owns beneficially more than five percent (5%) of the Corporation's common stock; and all directors and executive officers as a group.

Rule 13d-3 under the Securities Exchange Act defines the term, "beneficial ownership". Under this rule, the term includes shares over which the indicated beneficial owner exercises voting and/or investment power. The rules also deem common stock subject to options currently exercisable or exercisable within sixty (60) days, to be outstanding for purposes of computing the percentage ownership of the person holding the options but do not deem such stock to be outstanding for purposes of computing the percentage ownership of any other person. The applicable percentage of ownership for each shareholder is based on 95,249,344 shares of common stock outstanding plus 70,855,900 preferred shares plus 11,739,286 option shares outstanding as of June 29, 2012. Except as otherwise indicated, the Corporation believes that the beneficial owners of the common stock listed below, based on information furnished by them, have sole voting and investment power over the number of shares listed opposite their names.

Name and Address of Beneficial Owner Officers and Directors	Number of Common Shares Owned (8)	Percentage of Common Shares Owned	Number of Preferred Shares Owned	Percentage of Preferred Shares Owned
Douglas N. Mac Donald (1) St. Albert, Alberta Canada	11,029,176	11.53%	16,378,975	23.12%
Robert L. Robins (2) Calgary, Alberta Canada	3,416,792	3.53%%	1,803,150	2.54%
Dr. Roy L. Queen (3) Kamloops, B.C. Canada	6,300,725	6.54%	6,630,750	9.36%
Bernd Reuscher (4) Edmonton, Alberta Canada	4,925,000	5.11%	12,834,675	18.11%
Kim Law (5) Calgary, Alberta Canada	4,355,532	4.448%	750,000	1.06%
Sonja Dreyer (6) Calgary, Alberta Canada	2,604,830	2.70%	1,390,550	1.96%
Jack (John) Thomson (7) Kingston, Ontario Canada	3,475,120	3.56%	937,500	1.32%
Total shares owned by Officers and Directors	37,432,176	37.42%%	40,725,600	57.48%

(1) Doug Mac Donald 27,408,152 Shares

1,810,000 preferred shares are held in the name of Douglas Mac Donald; 6,250,000 common shares are held in the name of Douglas Mac Donald 2,750,000 preferred shares are held in the name of Mr. Mac Donald's wife Patricia Mac Donald; 3,000,100 preferred shares are held in the name of Mac Donald Venture Corp. of which Mr. Mac Donald is the sole officer and Director; 3,326,500 preferred shares are held in the name of 797320 Alberta Ltd. of which Mr. Mac Donald is the sole officer and Director; 2,687,510 common shares are held in the name of 723352 Alberta Ltd. of which Mr. Mac Donald is the sole officer and Director, 1,791,900 preferred shares are held in the name of 723352 Alberta Ltd. of which Mr. Mac Donald is the sole officer and Director, 366,666 of these shares are held in the form of a Directors Option giving Mr. Mac Donald the right to purchase up to 366,666 shares granted in 2010 at 0.20 per share with an expiry date of August 14, 2015, Doug Mac Donald is part owner of 989939 Alberta Ltd. with a share position of 3,293,075 preferred shares. *(50% is owned by Doug Mac Donald and 50% is owned by Bernd Reuscher, 1,725,000 Common shares are held in the name of Mac Donald & Associates Gaming Specialists Inc., of which Mr. Mac Donald is the sole officer and Director. and 407,400 Preferred shares are held in the name of Mac Donald & Associates Gaming Specialists Inc., of which Mr. Mac Donald is the sole officer and Director.

(2) Bob Robins 5,219,942 Shares

1,900 preferred shares are held in the name of Robins Nest Holdings Inc.; 800,000 preferred shares are held in the name of Bob Robins; 1,001,250 preferred shares are held in the name of Robert L. Robins; 1,835,839 common shares are held in the name of Robert L. Robins, 1,214,286 of these shares are held in the form of stock options giving Mr. Robins the right to purchase up to 1,214,286 shares for \$0.014 per share until January 14, 2015. 366,666 of these shares are held in the form of a Directors Option giving Mr. Robins the right to purchase up to 366,666 shares granted in 2010 at 0.20 per share with an expiry date of August 14, 2015.

(3) Dr. Roy Queen 12,931,475 Shares

6,055,950 preferred shares are held in the name of Dr. Roy L. Queen; 5,148,700 common shares are held in the name of Dr. Roy L. Queen 52,025 common shares are held in the name of Drin Holdings Ltd., which is solely owned by Dr. Queen and 574,800 preferred shares are held in the name of Transural Inc., which is solely owned by Dr. Queen and 1,100,000 of these shares are held in the form of a Directors Option giving DR. Queen the right to purchase up to 1,100,000 shares granted in 2010 at 0.20 per share with an expiry date of August 14, 2015.

(4) Bernd Reuscher 17,759,675 Shares

2,479,100 preferred shares are held in the name of Bernd Reuscher; 3,825,000 common shares are held in the name of Bernd Reuscher. 7,062,500 preferred shares are held in the name of MBR Venture Corp. of which Mr. Reuscher is the sole officer and Director, Bernd Reuscher is part owner of 989939 Alberta Ltd. with a preferred share position of 3,293,075 shares. *(50% is owned by Bernd Reuscher and 50% is owned by Doug Mac Donald) and 1,100,000 of these shares are held in the form of a Directors Option giving Mr. Reuscher the right to purchase up to 1,100,000 shares for \$0.20 per share with an expiry date of August 14, 2015.

(5) Kim Law 5,105,532 Shares

1,488,865 common shares and 750,000 preferred shares are held in the name of Kim Law, and 2,500,000 of these shares are held in the form of stock options giving Mr. Law the right to purchase up to 2,500,000 shares for \$0.014 per share until January 26, 2015. 366,666 of these shares are held in the form of a Directors Option giving Mr. Law the right to purchase up to 366,666 shares granted in 2010 at 0.20 per share with an expiry date of August 14, 2015.

(6) Sonja Dreyer 3,995,380 Shares

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1,504,830 common shares are held in the name of Sonja Dreyer, 15,500 Preferred shares are held in the name of Sonja Dreyer, 1,375,050 preferred shares are in 1035760 Alberta Ltd, a numbered Company wholly owned by Ms Dreyer, and 1,100,000 of these shares are held in the form of stock options giving Ms. Dreyer the right to purchase up to 1,100,000 shares for \$0.014 per share until January 26, 2015.

(7) Jack (John) Thomson 4,412,620 Shares

937,500 preferred shares are held in the name of John Thomson and 1,050,120 common shares are held in the name of Jack Thomson, 1,325,000 of these shares are held in the form of stock options giving Mr. Thomson the right to purchase up to 1,325,000 shares for \$0.014 per share until January 26, 2015 and 1,100,000 of these shares are held in the form of a Directors Option giving Mr. Thomson the right to purchase up 1,100,000 shares for \$0.20 per share with an expiry date of August 14, 2015.

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PROPOSAL NUMBER ONE

ELECTION OF DIRECTORS

For the upcoming fiscal year, management of the Corporation proposes the election of six (6) directors. Management of the Corporation does not contemplate that any of the nominees will be unable or for any reason will be unwilling to serve as a director. The election of the directors will be based on a plurality of votes, with the nominees receiving the most votes becoming members of the Board for the ensuing year. Each director will hold office until the next annual meeting of shareholders or until his successor is duly elected, unless he resigns or his office becomes vacant by removal, death or other causes. The following table states the name of each of the persons proposed to be nominated for election as director, all other positions and offices with the Corporation now held by such person, his or her principal occupation and the name and principal business of the person or company in which any such employment is carried on and the year in which such person became a director of the Corporation.

Name	Age	Title	Term of Service
Douglas N. Mac Donald	63	Director, President, CEO	07/98 to present
Robert L. Robins	71	Director/V.P./Sec. Treasurer	07/98 to present
Kim Law	45	Director/CFO/V.P. of Finance	CFO/VP - 6/99 to present Director – 8/02 to present
Dr. Roy Queen	68	Director	12/98 to present
Bernd Reuscher	69	Director	04/02 to present
Jack (John) Thomson	83	Director	10/04 to present

Mr. Douglas N. Mac Donald – Chief Executive Officer, President and Director

Mr. Mac Donald is one of the original founders of E-Debit Global Corporation. Retiring in March 1995 after twenty-five (25) years of service with the Royal Canadian Mounted Police, Mr. Mac Donald formed Mac Donald Gaming Specialists Inc. and Mac Donald Venture Corporation. Since 1998, Mr. Mac Donald has devoted his time to our development and the development of our subsidiary companies. Mr. Mac Donald is presently the Corporation's President, Chief Executive Officer ("CEO") and a member of the Board of Directors.

Mr. Robert L. Robins – Vice President and Director

Mr. Robins retired as a member of the Calgary Police Service in 1991 after serving in the Homicide and Criminal Intelligence Units. Prior to his employment with the Police Service, Mr. Robins was a member of the Canadian Armed Forces serving with U.N. Peace Keeping in the Middle East and NATO in Europe. After retiring from the Police Service, Mr. Robins was employed by Alberta Family & Social Services Fraud Investigation. Mr. Robins has a total of thirty-eight (38) years of experience in various levels of government, including federal, provincial and municipal. Mr. Robins acts the Corporation's Vice President and Director of Security and Compliance.

