

# MOBECOM LIMITED

ACN 125 688 940

## CLEANSING PROSPECTUS

For an offer of two (2) New Shares at an issue price of \$0.23 per share to raise up to \$0.46 (before expenses) (**Offer**). The Offer is made to investors to be identified and invited by the Company only and may not be assigned or transferred to any other party.

This Prospectus has been prepared primarily for the purpose of Section 708A(11) of the *Corporations Act* to remove any trading restrictions on the secondary sale of securities that may be issued by the Company prior to the Closing Date, including the Placement Shares.

### **Important information**

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisors without delay. **The Shares offered by this Prospectus should be considered highly speculative.**

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## IMPORTANT DATES AND NOTICES

### Timetable and important dates

Action	Date
Lodgement of Prospectus with ASIC and ASX	27 June 2018
Opening Date	27 June 2018
Allotment of Placement Shares	27 June 2018
Closing Date*	27 June 2018
Allotment of New Shares pursuant to the Offer	27 June 2018

***\*The Company reserves the right to extend the Closing Date or close the Offer early without notice, in its absolute discretion.***

### General

This Prospectus is dated 27 June 2018. A copy of this Prospectus was lodged with the ASIC on 27 June 2018. Neither ASIC or ASX takes any responsibility for the contents of this Prospectus.

This Prospectus is a transaction-specific prospectus for an offer of continuously quoted securities, as defined in the *Corporations Act*. It has been prepared in accordance with section 713 of the *Corporations Act*, which allows the issue of a concise prospectus in relation to an offer of continuously quoted securities, and therefore does not contain the same level of disclosure as an initial public offering prospectus.

In preparing 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 their professional advisors. The Prospectus is intended to be read in conjunction with information about the Company which is publicly available and has been notified to ASX. Therefore, this Prospectus does not include all information generally required to be included in a document of this type.

The Offer is only available to those who are personally invited to accept the Offer. Applications for New Shares offered pursuant to this Prospectus can only be submitted on an original application form which accompanies this Prospectus.

### Exposure Period

This Company is listed on the ASX and its Shares are quoted on the ASX. Accordingly, no exposure period applies to this Prospectus under the *Corporations Act*.

### Expiry Date

No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

### Investment Advice

This Prospectus does not take into account your financial circumstances, financial objectives or particular needs (including your financial or taxation issues). Therefore, this Prospectus does not constitute investment advice. You should obtain professional investment advice before subscribing for New Shares under this Prospectus.

**Additional Copies of Prospectus**

Additional copies of this Prospectus are available at the registered office of the Company.

The *Corporations Act 2001* (Cth) prohibits any person from passing onto another person an Application Form unless it is attached to or accompanied by the complete and unaltered version of this Prospectus.

**Restrictions on Offer**

This Prospectus 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. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the New Shares, or otherwise to permit a public offering of the New Shares, in any jurisdiction outside Australia and the Offer is not an offer or invitation in any jurisdiction where, or to any person whom, such an offer or invitation would be unlawful.

**Application Forms**

Applications for New Shares can only be made pursuant to the Application Form attached to and forming part of this Prospectus. The *Corporations Act* prohibits any person from passing the Application Form to any other person unless it is attached to, or accompanied by, a complete and unaltered version of the Prospectus.

The Application Form contained in this Prospectus contains a declaration that the Applicant has personally received the complete and unaltered Prospectus prior to completing the Application Form.

**Risk Factors**

Potential investors should be aware that subscribing for New Shares in the Company involves a number of risks, and investors should refer to the Risk Factors in Section 2 of the Prospectus before subscribing for New Shares. An investment in the Company should be considered highly speculative and investors should consider consulting their professional advisors before applying for New Shares pursuant to this Prospectus.

**Definitions**

Please refer to the Glossary in Section 6 of this Prospectus for terms and abbreviations used in parts of this Prospectus.

**Forward looking statements**

Various statements in this Prospectus constitute statements relating to intentions, future acts and future events. Such statements are generally classified as forward looking statements and involve known and unknown risks, uncertainties and other important factors that could cause those future acts, events and circumstances to differ from the way implicitly portrayed within this Prospectus. These risks, uncertainties and other factors include, but are not limited to, the matters described in Section 2 ('Risk Factors'). The Company gives no assurance that the anticipated results, performance or achievements expressed or implied in those forward looking statements will be achieved. Except to the extent required by law, the Company has no intention to update or review forward-looking statements or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus.

**Statements of Past Performance**

This Prospectus includes information regarding the past performance of the Company. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

**Privacy**

If you apply for New Shares you will provide personal information to the Company and the Share Registry. This enables your Application to be assessed, you to be registered as the holder of New Shares, to enter you in the Company's register of members and to enable the Company to contact you. The Company may from time to time be required to disclose your personal information to the Australian Taxation Office, other government agencies or as required by law. The Company and the Share Registry may disclose your personal information to its agents and service providers as authorised by the Privacy Act (1988) (Cth) or for purposes required by the Listing Rules or *Corporations Act*. You may access your personal information by contacting the Share Registry and may request corrections to such personal information.

**Miscellaneous**

The financial amounts in this Prospectus are expressed in Australian dollars unless stated otherwise. Items displayed in photographs in this Prospectus are not necessarily assets owned by the Company. The inclusion of photographs supplied by persons or entities other than the Company does not constitute an endorsement or recommendation by those persons or entities of New Shares offered under this Prospectus.

## **CORPORATE DIRECTORY**

### **Directors of the Company**

Mr Rod Walker (Non Exec. Chairman)  
Mr Neil Joseph (Managing Director)  
Mr David Fisher (Non Exec. Director)  
Mr Todd Ruppert (Non Exec. Director)

### **Company Secretary**

Anne Adaley

### **Registered Office Address**

Suite 2, Level 7  
10 Bridge Street  
Sydney NSW 2000

### **Principal Office**

Suite 2, Level 7  
10 Bridge Street  
Sydney NSW 2000

### **ASX Code:**

MBM

### **Contact Details**

Telephone: (02) 9922 6988  
Facsimile: (02) 9922 6966  
Webpage: <http://mobecom.co>

### **Solicitors to the Company**

Holding Redlich Lawyers  
Level 8, 555 Bourke St  
Melbourne VIC 3000

### **Auditors**

HLB Mann Judd Assurance (NSW) Pty Ltd  
Level 19, 207 Kent Street  
Sydney NSW 2000

### **Share Registry**

Boardroom Pty Ltd  
Level 12, 255 George St  
Sydney NSW 2000

## 1. SECTION 1: DETAILS OF THE OFFER

### 1.1 The Offer

By this Prospectus, the Company invites investors to apply for a total of two (2) New Shares at \$0.23 per New Share to raise up to \$0.46 (before expenses).

All New Shares issued pursuant to this Prospectus shall rank equally with all Shares on issue at the date of this Prospectus.

### 1.2 Purpose of the Offer

On 20 June 2018 the Company announced that it had received firm commitments for a placement of 8,331,198 Shares, and the Company confirms that it now has firm commitment for a placement of 8,331,198 Shares (**Placement Shares**) each at an issue price of \$0.23, to raise \$1,916,175.54 before costs and the Company proposes to, subject to shareholder approval, issue 5,554,131 free attaching unlisted options (**Placement Options**), to investors acquiring Placement Shares, (**Placement**). The \$0.23 price represents a 1.7% discount to the 5-day volume weighted average price of the Company's shares at 10 May 2018, being the last day on which the shares of the Company were traded. The Placement Options will be issued for nil consideration on a 2 Placement Options per 3 Shares acquired basis. Each Placement Option entitles the holder to acquire 1 Share in the Company by issuing a notice to the Company. Each Placement Option expires on 30 June 2020 and has a strike price of \$0.29.

This Prospectus has been issued to facilitate secondary trading of the Placement Shares as they will be issued without disclosure to investors under Part 6D.2 of the *Corporations Act*. A prospectus is required under the *Corporations Act* to allow persons who were issued Shares the subject of this Prospectus to on-sell those Shares within 12 months of issue.

As the *Corporations Act* restricts trading in securities which are issued without a prospectus, the purpose of this Offer is to allow the holders of the Placement Shares to trade them without restriction. The Company is not issuing the Placement Shares for the purpose of the persons to whom they are issued selling or transferring their Shares or interests in those Shares within 12 months of issue, but this Prospectus allows them to do so should they wish.

Therefore the purpose of this Prospectus is to:

- (a) make the Offer; and
- (b) ensure that the on-sale of the Placement Shares does not breach section 707(3) of the *Corporations Act* by relying on the secondary trading provisions in section 708A(11) of the *Corporations Act*.

The trading of the Company's shares had previously been suspended from 11 May 2016 until the re-commencement of trading on 17 October 2017 and then again from 14 May 2018 to 20 June 2018. Accordingly, the Company has been suspended for more than 5 days during the past 12 months and therefore cannot rely on section 708A(5) of the *Corporations Act* to enable sale offers without disclosure to investors.

### 1.3 Placement Shares

The Company has undertaken the Placement to certain sophisticated and professional investors. As at the date of this Prospectus, the Company has received applications for 8,331,198 Shares at an issue price of \$0.23 per Share from such investors to raise \$1,916,175.54 before costs.



The Placement Shares will be issued for the purpose of providing the Company with additional working capital to assist the growth of the Company and the Company's progress towards a commercial launch of airBux in 2018.

Section 708A(11) of the *Corporations Act* provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
  - (i) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
  - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities are issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

This Prospectus has been prepared pursuant to section 708A(11)(b) primarily to remove any secondary sales restrictions on the sale of the Placement Shares, as section 708A(11)(b)(i) removes secondary sale transactions where this Prospectus is lodged with ASIC prior to or after the day on which the Placement Shares were issued but before the day on which the Placement Shares are offered for sale.

#### 1.4 Pro-Forma Statement of Financial Position

	Mobecom 31 December 2017 (Reviewed) <sup>1</sup>	Pro-Forma Adjustments <sup>3</sup>	Pro-Forma (Unaudited) <sup>4</sup>
	AUD	AUD	AUD
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	1,862,331	1,627,992	3,490,323
Trade and other receivables	1,890,555	-	1,890,555
Other assets	121,692	-	121,692
<b>Total current assets</b>	<b>3,874,578</b>	<b>1,627,992</b>	<b>5,502,570</b>
<b>Non-current assets</b>			
Plant & equipment	43,220	-	43,220
Intangible assets	137,768	-	137,768
<b>Total non-current assets</b>	<b>180,988</b>	<b>-</b>	<b>180,988</b>
<b>Total assets</b>	<b>4,055,566</b>	<b>1,627,992</b>	<b>5,683,558</b>

<b>Liabilities</b>			
<b>Current liabilities</b>			
Trade and other payables	2,628,368	-	2,628,368
Other liabilities	107,446	-	107,446
Borrowings	245,171	-	245,171
Provisions	476,415	-	476,415
<b>Total current liabilities</b>	<b>3,457,400</b>	<b>-</b>	<b>3,457,400</b>
<b>Non-current liabilities</b>			
Other payables	780,166	-	780,166
Borrowings	941,360	(52,249)	889,111
Provisions	107,639	-	107,639
<b>Total non-current liabilities</b>	<b>1,829,165</b>	<b>(52,249)</b>	<b>1,776,916</b>
<b>Total liabilities</b>	<b>5,286,565</b>	<b>(52,249)</b>	<b>5,234,316</b>
<b>Net assets</b>	<b>(1,230,999)</b>	<b>1,680,241</b>	<b>449,242</b>
<b>Equity</b>			
Issued capital	14,292,148	3,001,205	17,293,353
Other equity	1,200,000	(1,200,000)	-
Reserves	460,074	-	460,074
Accumulated losses	(17,183,221)	(120,964)	(17,304,185)
<b>Total equity</b>	<b>(1,230,999)</b>	<b>1,680,241</b>	<b>449,242</b>

**Notes:**

1. Column 1 represents the statement of financial position (reviewed) of Mobecom Limited as at 31 December 2017.
2. Column 2 represents pro forma adjustments required to reflect material or significant events since 31 December 2017 and after the conduct of this Offer and related transactions as set out below.
3. Column 3 represents the pro forma consolidated statement of financial position (unaudited) of the Company after the conduct of this Offer and related transactions disclosed in this Prospectus.

**Basis of preparation**

The above pro forma statement of position has been prepared in accordance with ASIC Regulatory Guide to Disclosing Non-IFRS financial information (issued December 2011).

The pro forma statement of financial position has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of the business.

The pro forma statement of financial position is based on the reviewed statements of financial position as at 31 December 2017 of Mobecom (being the most recently reviewed statement of financial position issued by Mobecom), and have then been adjusted to reflect the material events and transactions since 31 December 2017, as set out below.

The pro-forma adjustments (column 2), and accordingly the pro-forma statement of financial position (column 3) do not reflect the operating costs incurred by the Mobecom Group from 1 January 2018 to the date of this Prospectus.

### Pro forma adjustments to the Statement of Financial Position

1. Issue of 2 Shares at \$0.23 each to raise \$0.46 (before costs of Offer).
2. Issue of 8,331,198 Placement Shares at \$0.23 each to raise \$1,916,175.54 (noting that the Company proposes to issue 5,554,131 free attaching options, which are subject to shareholder approval at the next General Meeting of Shareholders expected to be held in July 2018), less capital raising fee of the Placement of \$114,970.53 and other estimated costs amounting to \$16,750 which have been expensed to the statement of profit or loss and other comprehensive income. If Shareholder approval is obtained for the issue of the free attaching options, the Company will determine the fair value of those options at the time they are issued.
3. On 28 December 2017, the Company completed a private placement to sophisticated investors to raise \$1,200,000 at \$0.32 per share (**December 2017 Placement**). The December 2017 Placement comprised 3,750,000 fully paid ordinary shares at an issue price of \$0.32 per share. The Placement Shares were allotted and issued on 15 January 2018 under the Company's annual 15% placement capacity under Listing Rule 7.1.
4. The Company paid \$156,463 to Marley Holdings Pty Limited of which \$52,249 (paid 19 January 2018) was a repayment of an outstanding loan including interest and \$104,214 (paid 14 February 2018) was a repayment of final interest on convertible notes.

### Additional information

The Company also advises that it has issued 4,346,768 unlisted options over ordinary shares at an exercise price of \$0.26 per option to staff under the IOP. The options expire on 31 December 2020 and vest in three tranches as set out below. It is estimated that these options have a fair value of \$552,909 which will be amortised over the vesting period.

Vesting date 01-Nov-18	Vesting date 01-Jul-19	Vesting date 01-Jul-20	Total Number of Options
1,434,432	1,434,432	1,477,904	4,346,768

### 1.5 The Effect of the Offer and Placement Shares on the Capital Structure of the Company

The effect of the Offer and Placement Shares on the Company's capital structure is set out below:

	Number of Shares	Number of Options (Unlisted)
Balance as the date of this Prospectus	169,766,619	10,795,499
Placement Shares and Options	8,331,198	5,554,131*
Offer	2	N/A
IOP Unlisted Options	N/A	4,346,768
<b>Balance after the Offer and Placement (if fully subscribed)</b>	<b>178,097,819</b>	<b>20,696,398</b>

\*Subject to shareholder approval, see section 1.2 for further information.

## 1.6 Minimum Subscription

The Minimum Subscription for the Offer is two (2) Shares.

## 1.7 Opening and Closing Dates

Subscription for Offer will open on 9.00am AEST on the Opening Date and remain open until 5.00pm AEST on the Offer Closing Date.

The Opening Date and Offer Closing Date are subject to the right of the Directors to either close the Offer at an earlier time and date or to extend the Offer Closing Date without prior notice.

## 1.8 Applications for New Shares – How to Apply

Applications for New Shares offered by this Prospectus may only be made on the Application Form attached to and forming part of this Prospectus. Please read the instructions on the Application Form carefully before completing it.

The relevant funds must be paid at any time after the issue of the Prospectus and on or before the applicable closing date by electronic funds transfer as follows:

Beneficiary Name:	Mobecom Limited – Share Offer Account
Beneficiary Bank:	NAB
BSB:	086-492
A/C:	18-474-2390
Swift Code:	NATAAU3302S

Completed Application Forms must be sent to the Company by post or delivered to:

Mobecom Limited  
C/- PAC Partners Pty Ltd  
Level 9, 56 Pitt St  
Sydney NSW 2000

No brokerage or stamp duty is payable by Applicants.

An Application for New Shares may be accepted in full, for any lesser number, or rejected by the Directors. If any Application is rejected, in whole or in part, the relevant Application monies will be returned without interest.

## 1.9 Application Monies Held on Trust

All Application monies received for the New Shares offered under this Prospectus will be held in trust in a bank account established solely for the purpose of depositing application monies received pursuant to this Prospectus until the New Shares are allotted. Application monies will be returned (without interest) if the New Shares are not allotted.

## 1.10 Issue of New Shares

- (a) The issue of New Shares pursuant to the Offer will take place following the Closing Date. Application monies shall be held in a separate subscription account until the New Shares are issued. Any interest accruing on the application monies shall be for the benefit of the Company and shall be retained by the Company.
- (b) Where the number of New Shares issued is less than the number applied for, surplus monies shall be returned by cheque following the Closing Date and, where no issue of New

Shares is made, all monies tendered shall be returned by the Company by cheque following the Closing Date.

### **1.11 ASX Listing**

Application for Official Quotation of the New Shares issued pursuant to this Prospectus shall be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the New Shares offered pursuant to this Prospectus before the expiry of 3 months after the date of this Prospectus, or such other period as varied by ASIC, the Company shall not issue any New Shares and shall repay all application monies for the New Shares within the period prescribed by the *Corporations Act* and without interest.

### **1.12 Foreign Selling Restrictions and Overseas Applicants**

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

The Company has not taken any action to register or qualify the New Shares the subject of the Offer, or otherwise to permit a public offering of the New Shares, in any jurisdiction outside Australia.

It is the responsibility of any applicant for New Shares that is based in a foreign jurisdiction (outside Australia) to ensure compliance with all laws of any foreign jurisdiction that are relevant and applicable to their Application. The return of a properly completed Application Form will be taken by the Company to constitute a representation and warranty that there has been no breach any application foreign jurisdiction laws and that all necessary approvals and consents have been obtained.

### **1.13 Company's Constitution and Rights attaching to New Shares**

The Constitution sets out the internal rules of the Company. The section below summarises the material provisions of the Constitution, including the rights and liabilities attached to Shares. This summary is not intended to constitute an exhaustive statement of the rights and liabilities of Shareholders. Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours. The Shares to be issued under this Prospectus will rank equally with the existing Shares.

#### **Issue of Shares**

The issue of Shares by the Company is under the control of the Board of Directors, subject to the *Corporations Act*, ASX Listing Rules and any rights attached to any special class of shares.

#### **Transfer of Shares**

Pursuant to the Constitution, a Shareholder may transfer a Share as provided by an ASX Settlement Transfer or any other method of transferring shares introduced by ASX or operated in accordance with the ASX Settlement Operating Rules or Listing Rules, or an instrument in writing approved by the Directors.

The Company participates in the share registration and transfer system known as CHESS, which is operated by ASX under the Security Clearing House Business Rules. Under CHESS, the Company may issue holding statements in lieu of share certificates. The Company is not permitted to charge any fee for registering a transfer of shares. The Directors may refuse to register a transfer of Shares only if the

refusal would not contravene the *Corporations Act* or the Listing Rules or breach any escrow agreement entered into by the Company under the ASX Listing Rules.

### **Variation of Shares**

The rights attached to any class of Shares may, unless their terms of issue state otherwise, be varied or cancelled with the written consent of 75% of the holders of issued shares of the affected class, or authorised by a special resolution passed at a separate meeting of the holders of the shares of the affected class.

### **Meetings of members (General meetings)**

The Directors may call a meeting of members whenever they think fit.

Members may call a meeting in accordance with the *Corporations Act*. The Constitution contains provisions prescribing the content requirements for notices of meetings sent to Members. All Members are entitled to attend. A quorum for a general meeting is two (2) Members who are eligible to vote at the general meeting.

The Company will hold an annual general meeting in accordance with the *Corporations Act* and the Listing Rules.

### **Voting rights**

Subject to any rights or restrictions for the time being attached to any Shares or class of shares of the Company, each Shareholder, whether present in person or by proxy, attorney or representative at a meeting of Shareholders, has one vote on a show of hands and one vote on a poll for each fully paid share held and a fraction of a vote for each partly paid share, equivalent to the proportion paid up on that share. Resolutions of members will be decided by a show of hands unless a poll is demanded.

### **Directors**

The business of the Company is to be managed by or under the direction of the Directors. The Company must have at least three (3) Directors and not more than nine (9). The Board may appoint a person to be a Director at any time, but any such Director must retire at the next annual general meeting (at which meeting he or she may be eligible for election as director).

The Company in general meeting may elect Directors by ordinary resolution.

At each annual general meeting, one-third of the Directors shall retire, provided that no directors but a managing director may hold office for a period in excess of three (3) years or until the third annual general meeting following their appointment, whichever is longer, without submitting themselves for re-election.

### **Winding Up**

On a winding up of the Company a liquidator may, with the sanction of a special resolution of the Shareholders, divide among the Shareholders the property of the Company in proportion to the Shares held by them. The liquidator may determine how the division is to be carried out as between the members or different classes of members.

### **1.14 Dividend Policy**

Dividends are payable out of the Company's profits and are declared by the Directors. There is no current proposal to pay a dividend.

### **1.15 Allotment**

Acceptance of an Application by the Company creates a legally binding contract between the Applicant and the Company for the number of New Shares for which the Application is accepted.

The Company will allot and issue the New Shares offered by this Prospectus as soon as possible after the grant of quotation of the New Shares offered under this Prospectus.

Following the allotment and issue of the Shares, statements illustrating Applicants' shareholdings in the Company will be despatched. It is the responsibility of Applicants to determine their allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

### **1.16 CHES**

The Company will apply to CHES, the Clearing House Electronic Subregister System (**CHES**) operated by ASX Settlement and Transfer Corporation Pty Ltd (ACN 008 504 532), a wholly owned subsidiary of ASX. This is regulated by the Listing Rules and Security Clearing House Business Rules.

Under this system, the Company will not issue certificates to investors. Instead, shareholders will receive a statement of their holdings in the Company.

If an investor is broker sponsored, ASIC will send the broker a CHES statement. The CHES statement will set out the number of securities allotted to each investor under the Prospectus, give details of the investor's Holder Identification Number and give the Participant Identification Number of the sponsor.

If an investor is registered on the issuer sponsored subregister, their statement will be dispatched by the Share Registry and will contain the number of securities allotted under the Prospectus and the investor's Security holder Reference Number and their Sponsor Issuer Number.

A CHES statement or Issuer Sponsored Statement will routinely be sent to investors at the end of any calendar month during which the balance of their holding changes. An investor may request a statement at any other time. However, a charge may be made for additional statements.

### **1.15 Professional Advice**

The Directors recommend that potential investors, when making an informed assessment of what will be the assets and liabilities, financial position, profits and losses and prospects of the Company should read this Prospectus in its entirety.

Potential investors who have any questions about investing in the Company or are in any doubt about any matter relating to the Offer, should seek the advice of their professional advisers.

### **1.17 Taxation**

As it is not possible for the Company to provide individual taxation advice to each potential investor applying for New Shares under this Prospectus, the Directors consider that it is not appropriate to provide advice regarding the taxation consequences for each investor applying for New Shares pursuant to this Prospectus, or the taxation consequences of the Company conducting the Offer. Potential investors who have any questions about the taxation implications of the Offer should consult their professional taxation advisors. Please note that the Company and its officers do not accept any responsibility or liability for any taxation consequences resulting from participation in the Offer.

### **1.18 Withdrawal**

The Company may at any time decide to withdraw this Prospectus and the Offer in which case the Company will return all Application monies without interest at the earliest practicable time.



## 2. SECTION 2: RISK FACTORS

There are a number of risk factors that may have a material adverse effect on the Company's future operating and financial performance.

The Mobecom Group's underlying business model and the sustainability of such business model are arguably unproven. Therefore, the Shares to be issued pursuant to this Prospectus are to be considered a speculative investment.

The following summary explains some of the risks associated with investment in the Company and which may impact upon the financial performance of the Mobecom Group and the Company. This section refers to risks which are specific to the Company and the industry and jurisdiction in which it operates, and also details general investment risks which may affect the Company and an investment in the Company. However, potential investors should read this Prospectus in its entirety and consult their professional advisers before applying for Shares under this Prospectus. The list of risk factors outlined here are not exhaustive.

Neither the Company, nor its Directors nor any of its professional advisers give any form of guarantee on future dividends, return on capital or the price at which the Shares might trade on ASX.

Investors should carefully consider the non-exhaustive list of risks associated with investing in the Company that are outlined below, and consult with their professional advisers before making an investment in the Company.

### 2.1 Company-Specific Risk Factors

#### **Risks specific to an investment in the Company**

##### **(a) Crowded space**

The Company, through the Mobecom Group, has developed a range of software platforms and mobile applications that can be utilised as customer relationship management platforms. The Company competes with other companies in a mature market place. Some of these competitors have greater financial and human resource capability than the Company, and as a result may be in a better position to compete and provide services. Although the Mobecom Group has developed a comprehensive and proprietary technology portfolio, there is no guarantee that this value proposition will provide the Company with a competitive advantage over its competitors. There is no assurance that the activities of existing competitors or the entrance of new competitors will not adversely affect the Company's operating results and financial performance, or that the Mobecom Group and the Company will be able to keep up with technological developments or fluctuating market conditions as effectively as their competitors. Any adverse impact to the Mobecom Group's operating results and financial performance is likely to have a similarly adverse effect to the financial performance and operating results of the Company.

##### **(b) New entrants and existing competitors replicate the Company platform**

The Mobecom Group business model requires extensive merchant networks and consumer adoption to be successful. While the Mobecom Group aims to be a dominant supplier of consumer engagement technologies in the three regions in which it presently operates, there is no assurance that a competitor with significant financial resources cannot copy what the Mobecom Group has done or bring an alternative product to the market. If new entrants or existing competitors replicate the Mobecom Group's platforms, the financial performance of the Company is likely to be adversely affected.

(c) **Privacy regulations**

The Mobecom Group takes consumer privacy very seriously and has strategies and protections in place to minimise security breaches and to protect data. However, there is no guarantee that these security measures could be not breached. If consumer privacy is breached, the Company may suffer reputational damage or be subject to an action from consumers or regulatory authorities, which is likely to impact the Company's financial results.

(d) **Data security**

The Mobecom Group has strategies and protections in place to minimise security breaches and to protect data. However, there is no guarantee that these security measures could not be breached. If the Mobecom Group's security measures are breached or the programs are subject to any form of cyber-attacks, then consumers may stop using the products, and the Company may suffer significant reputational damage.

(e) **Management and staff**

The Mobecom Group's operational success depends on the continuing efforts and retention of its management team and staff. If the Mobecom Group and Company is not able to attract and retain new team members, the business may be adversely affected.

(f) **Intellectual Property**

The Company, through the Mobecom Group, has developed and owns all of its products and software. The Company has copyright protection over its products and software, but none of these are patentable. These products are complex and work across a number of internet, smart phone platforms and software operating systems and so are difficult to recreate; but this will not prevent others from copying the Company's solutions. If the Company's intellectual property rights cannot be protected, have not been protected adequately or are not protected, competitors may utilise the Company's intellectual property, which may adversely affect the Company's ability to compete effectively in the market and the Company's financial performance.

While the Company has not, to the best of its knowledge, infringed any third parties' intellectual property rights, the Company may, in the future, face intellectual property infringement claims or litigation. If third parties claim involvement in developing the technology used in the Company's products, or if the Company infringes third party intellectual property, the Company's operations and financial performance may be adversely affected.

(g) **Third party platforms**

The Mobecom Group's products are reliant on stable internet and 3 and 4G mobile services.

The Company's performance is therefore dependent on the ability of its staff and products to continue to develop and operate on these platforms. Any changes in these platforms and operating systems may adversely affect the Company's ability to deliver services.

(h) **Dependence on the internet**

The successful continuation of the Mobecom Group's various product offerings will depend to an extent on the continued use of the internet as a communications and commerce platform. A delay in the development or adoption of new standards and protocols may cause the internet to become a less viable business tool due to its failure to meet activity, security, reliability, ease of access, cost and quality of service requirements of consumers.

Viruses and similar programs may harm the performance and acceptability of the internet as a business tool. If the internet does not remain a widespread communications medium regularly used for business and commerce, the demand for the Mobecom Group's products and services would be significantly reduced, impacting the Company's financial performance.

**(i) Retention of customers**

As well as attracting new customers, the Mobecom Group must also retain existing customers to maintain its current cash flows and operations. As with any business, the Company faces the risk of losing customers to competitors.

**(j) Sovereign risk**

The Mobecom Group's activities are subject to certain risks associated in operating in foreign countries, including South Africa and Singapore. These risks may include economic, social or political instability or change, hyperinflation or instability and changes of law affecting foreign ownership, taxation, working conditions, repatriation of income or return of capital and labour relations as well as government regulations that may require the employment of local staff or contractors or require other benefits to be provided to local residents. The risk of terrorism activities is a real risk in most jurisdictions in the world, and may affect the international operations of the Company.

**(k) Foreign exchange risk**

As a globally focused company, the Company (through the Mobecom Group) will be exposed to currency price fluctuations between Australia and Singapore, Australia and South Africa (and/or Australia and any other jurisdiction in which the Company operates its business going forward, including United States, the United Kingdom and South Korea). The Company's potential exposure relates to foreign exchange rate fluctuations and foreign exchange charges which may result in the price of the Company's securities to fluctuate for reasons unrelated to the Company's financial condition or performance.

**(l) Material agreement risk**

The success of the Mobecom Group's proposed future strategy is reliant on counterparty performance under the material contracts to which the Company (or other Mobecom Group companies) are a party. The Company is substantially dependent on these counterparties continuing to perform and fulfil their obligations under their relevant arrangements with the Company or its subsidiaries. Further, due to the nature of existing contracts, some contracts are terminable at short notice. This means there is a possibility that existing contracts, and therefore existing revenue streams may disappear from the Company business at short notice.

**(m) Risk of Software Errors**

If the Company fails to identify bugs, operating errors or other defects in this software products, these products may not perform properly, causing reputational damage. If the Company identifies errors in its software products, the Company may need to provide updates or software patches to correct these errors, which may be costly and time consuming.

**(n) Ongoing product development, operation, maintenance and support**

The Company may need to invest in continued product development and innovation to retain its current user base and engage new users. Regulatory changes, technological advances and competitor activity may also require the Company to develop new products or update existing products. Any increase in operating costs, maintenance costs or support costs may diminish

revenues or may lead to delays in introducing new products to the market, which may adversely affect the Company's financial and business performance.

## **2.2 General Investment Risks**

Some of the general risks of investment which are considered beyond the control of the Company and the Mobecom Group are as follows:

### **(a) The state of Australian and international economies**

A downturn in the Australian and/or the international economy may negatively impact the performance of the Mobecom Group, which in turn may negatively impact the value of securities in the Company. Any deterioration in local economic conditions in Australia or wider regional economic conditions may have an adverse effect on the performance of the Company. The Company's revenues may be negatively influenced by changes in regional or local economic variables and consumer confidence in Australia and internationally. Unemployment rates, levels of personal disposable income and regional or local economic conditions may adversely affect consumer spending, decreasing demand for the Mobecom Group's products.

### **(b) Changes to Government Policies and Legislative changes**

Government policy and legislative changes which are outside the control of the Company may also have a negative impact on the financial performance of the Company.

### **(c) Movements in local and international stock markets**

The price of stocks in a publicly listed company can be highly volatile and the value of a company's securities can be expected to fluctuate depending on various factors, including stock market sentiment, government policies, investor perceptions, economic conditions and market conditions which affect the technology industry. It is therefore possible that the Company's securities will trade at below the offer price.

### **(d) The Company's on-going funding requirements**

Further funding may be required by the Company to develop the Mobecom Group's business model and commercial activities. There is no guarantee that the Company will be able to raise the additional required funding on a timely basis, on favourable terms or that such further funding will be sufficient to enable the Company to implement its planned commercial strategy. 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 or scale back its research and development activities and its marketing activities, as the case may be, which may inhibit growth and development opportunities for the Mobecom Group and adversely affect the business and financial condition of the Company and its performance. Further, the Company may not be able to maintain access to capital markets in order to fund unforeseen expenditure or to undertake further development of the Mobecom Group's business.

### **(e) Investment Speculative**

The Company is an early-stage company. The profitability and sustainability of the Company's business model is therefore uncertain and an investment in the Company therefore constitutes a speculative investment.

**(f) Potential Acquisitions**

As part of its business strategy, the Company or other entities in the Mobecom Group may make acquisitions or significant investments in other companies or enterprises. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies or enterprises. Further, there is no guarantee that the Company will make any future acquisitions.

**(g) Insurance Risk**

The Company may, where economically practicable and available, endeavour to mitigate some business risks by procuring relevant insurance cover. However, such insurance cover may not always be available or economically justifiable and the policy provisions and exclusions may render a particular claim by the Company outside the scope of the insurance cover. While the Company will undertake all reasonable due diligence in assessing the creditworthiness of its insurance providers there will remain the risk that an insurer defaults in the legitimate claim by the Company under an insurance policy. Insurance against all risks associated with the Company's business operations is not always available and where available the cost may be prohibitive.

**(h) Reliance on Key Personnel**

Senior management and key personnel of the Company shall direct the Company's operations and provide strategic management. However, if key employees cease to be employed there may be a detrimental impact to the Company.

**(i) Force Majeure Risk**

Force majeure events, such as riot, war, invasion, act of foreign enemies, hostilities (whether war be declared or not), acts of terrorism, requisition or compulsory acquisition by any governmental or competent authority, earthquakes, flood, fire or other physical natural disaster and strikes or industrial disputes at a national level, may adversely affect the Company's operations.

**(j) Shareholder Dilution**

In the future, the Company may opt to issue shares or other securities in connection with further capital raisings or acquisitions. While any future issues of securities will be subject to the ASX Listing Rules and any applicable laws, shareholders' existing shareholdings in the Company may be diluted as a result of any such future issue of securities.

### 3. SECTION 3: BOARD AND MANAGEMENT

#### 3.1 Board and Management

The Board consists of:

- Mr Neil Joseph (Executive Director);
- Mr Todd Ruppert (Non Executive Director)
- Mr David Fisher (Non Executive Director); and
- Mr Rod Walker (Non Executive Chairman).

The Company Secretary is Ms Anne Adaley.

For further information about the Board and management of the Company, please refer to the Company's ASX announcements and its 2017 Annual Report.

#### 3.2 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director and no firm in which a Director is a partner, has an interest in the promotion or in property proposed to be acquired by the Company in connection with its formation or promotion. Other than as set out below or elsewhere in this Prospectus no amounts have been paid or agreed to be paid (in cash or shares or otherwise) to any Director or any firm in which any 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 which he is a partner in connection with the formation or promotion of the Company.

#### 3.3 Holdings of Directors

As at the date of this Prospectus, the Directors (and their respective associates) have a relevant interest in the Securities of the Company as described in the 'Pre-Offer' Column in the table below.

Director	Pre-Offer	Post-Offer
<b>Mr Neil Joseph</b>	27,773,834 Ord Shares 1,695,000 unlisted options	27,773,834 Ord Shares 1,695,000 unlisted options
<b>Mr Todd Ruppert</b>	2,500,000	2,500,000
<b>Mr David Fisher</b>	Nil	Nil
<b>Mr Rod Walker</b>	1,241,118	1,241,118
<b>Total:</b>	<b>31,514,952 Ord Shares</b> <b>1,695,000 unlisted options</b>	<b>31,514,952 Ord Shares</b> <b>1,695,000 unlisted options</b>

As announced to the ASX on 28 December 2017, David Fisher intends to subscribe to 312,500 Shares in the Company at a price of 32 cents per Share, i.e. an aggregate investment of \$100,000. The terms of this subscription is the same as the terms of the placement which took place on 15 January 2018. The Company intends to seek the approval of the shareholders of the Company at the Company's next general meeting (currently anticipated to be held no later than 2 months from the date of this Prospectus).

### 3.4 Payment of Directors' Fees

In accordance with the Constitution, the Shareholders have approved an aggregate amount of up to \$400,000 per annum to be paid as non-executive Directors' fees. Payment of Directors' fees will be in addition to payments to Directors in any employment or consultancy capacity.

Mr Neil Joseph, Executive Director currently receives an annual salary of \$300,000 (excluding superannuation) for his role as the Executive Director of the Company and is entitled to a short-term cash incentive of \$141,750 under the Company's Bonus Scheme.

All of the current Directors were appointed to the Board on 11 October 2017.

The Directors have received, or are entitled to receive the following remuneration (plus statutory superannuation guarantee payment, where applicable), for the period from their appointment until the date of this Prospectus:

	Remuneration for year ended 30 June 2017	Remuneration for year ending 30 June 2018 <sup>1</sup>
<b>Mr Neil Joseph (Executive Director)</b>	Nil	\$225,000
<b>Mr Todd Ruppert (Non-Executive Director)</b>	Nil	\$45,000
<b>Mr David Fisher (Non-Executive Director)</b>	Nil	\$45,000
<b>Mr Rod Walker (Non-Executive Chairman)</b>	Nil	\$75,000

1. Remuneration for the year ending 30 June 2018 reflects fees or salary paid or payable for the period from 11 October 2017 to 30 June 2018.

## 4. SECTION 4: ADDITIONAL INFORMATION

### 4.1 Transaction Specific Prospectus

The Company is listed on ASX and its Shares are quoted on ASX.

Therefore, pursuant to Section 111AC of the *Corporations Act*, the Company is a disclosing entity for the purpose of section 713 of the *Corporations Act*, and is subject to regular reporting and disclosure obligations. As a listed company, the Company is required to continuously disclose all information to the market that a reasonable person would expect to have a material effect on the value or price of the Company's securities. All price-sensitive information will be released through the ASX before it is disclosed to market participants and shareholders, and the distribution of non-price sensitive information will also be managed through the ASX.

This Prospectus is a "transaction specific prospectus" and has been prepared in accordance with section 713 of the *Corporations Act*. The information in this Prospectus principally concerns the terms and conditions of the Offer and the information reasonably necessary to make an informed assessment of the effect of the Offer on the Company and the rights and liabilities attaching to the New Shares offered pursuant to this Prospectus.

As a transaction specific prospectus, this Prospectus does not contain the same level of disclosure as an initial public offering prospectus. In particular, when 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 any professional advisers whom potential investors may consult. Potential applicants under this Prospectus should have regard to other publicly available information when making a decision about whether to invest under this Prospectus.

Having made reasonable enquiries, the Company believes that it has complied with the continuous disclosure requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of specified events or matters at the time at which they arose for the purpose of making such information available to the securities 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 ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC;
- (c) the Company 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 Annual Report for the financial year ended 30 June 2017;
  - (ii) and its Half-Year Report for the 6 months ended 31 December 2017; and
  - (iii) all documents used to notify ASX of information relating to the Company under the provisions of the Listing Rules since the Company lodged its most recent Annual Report on 15 September 2017 and before lodgement of this Prospectus with ASIC.



The Company will also provide a copy of the Annual Report for the period ended 30 June 2016 free of charge upon request.

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

#### 4.2 ASX Information and Share Information

The ASX Announcements that the Company has made during the 12 month period up to the date of this Prospectus are set out below:

Date	Announcement Title
20-Jun-18	Reinstatement to Official Quotation
20-Jun-18	Capital Raise and Lakeba Strategic Partnership
14-May-18	Suspension from Official Quotation
10-May-18	Trading Halt
30 April	Company Update and Appendix 4C Quarterly Report
28-Feb-18	Appendix 4D and Half Year Financial Report
23-Feb-18	Mobecom Investor Presentation February 2018
21-Feb-18	R&D Rebate
8-Feb-18	Response to Appendix 4C Query
31-Jan-18	Company Update and Appendix 4C Quarterly Report
30-Jan-18	Mobecom Implements Global SPV Plan
16-Jan-18	Mobecom implements Blockchain in 2018
15-Jan-18	Appendix 3B
15-Jan-18	Cleansing Prospectus
28-Dec-17	Capital Raising
22-Dec-17	Mobecom signs Commercial Agreement with Vodacom
4-Dec-17	Strategic Commercial airBux Agreement with NETS executed
30-Nov-17	Results of Meeting
30-Nov-17	Mobecom signs Exclusive Global tech agreement with Spur Corp
13-Nov-17	Change of address
30-Oct-17	Notice of Annual General Meeting/Proxy Form
27-Oct-17	Change of address
24-Oct-17	Investor Presentation
17-Oct-17	Mobecom recommences trading with material contract upgrade
12-Oct-17	Initial Director's Interest Notice
12-Oct-17	Initial Director's Interest Notice
12-Oct-17	Initial Director's Interest Notice
12-Oct-17	Initial Director's Interest Notice
12-Oct-17	Final Director's Interest Notice
12-Oct-17	Final Director's Interest Notice
12-Oct-17	Final Director's Interest Notice
12-Oct-17	Change of Director's Interest Notice
12-Oct-17	Change of Director's Interest Notice
12-Oct-17	Change of Director's Interest Notice
11-Oct-17	Completion of capital raising & acquisition of CSB Engage

9-Oct-17	WAIVER FROM LISTING RULE 14.7
15-Sep-17	Appendix 4G
15-Sep-17	Annual Report to shareholders
16-Aug-17	Second Supplementary Prospectus
2-Aug-17	SUPPLEMENTARY PROSPECTUS
31-Jul-17	Quarterly Activities and Cashflow Report
20-Jul-17	Replacement Prospectus
30-Jun-17	Prospectus
2-Jun-17	Change of Company Name

The ASX Announcements are available through the Company's website or on the Company's ASX announcements page. Alternatively, the Company's file is available for inspection at ASX during office hours.

### 4.3 Highest and Lowest Prices 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 prices of Shares in the Company on the ASX in the 6-month period prior to the date of this Prospectus, and the respective dates of those sales are set out below:

	High (\$)	Low (\$)	Volume Weighted Average (\$)
One month	\$0.240	\$0.200	\$0.225
Three months	\$0.421	\$0.200	\$0.23
Six months	\$0.591	\$0.200	\$0.23

The closing price for the shares on 10 May 2018 (the last day on which the shares of the Company were traded) was \$0.24.

The Offer price of \$0.23 represents a 1.7% discount per share to the 5-day volume weighted average price of the Company's shares on 10 May 2018.

No Options are listed.

#### 4.4 Details of Substantial Holders

The Shareholders holding more than 5% of Shares on issue as at the date of this Prospectus and upon completion of the Offer are set out in the table below:

Name	Shares held prior to completion of the Offer and Placement	Percentage shareholding prior to completion of the Offer and Placement	Shares held following completion of the Offer and Placement	Percentage shareholding following completion of the Offer and Placement
Hotazel Holdings Pty Ltd	27,358,272	16.115%	27,358,272	15.361%
Mr Christopher Lister Lawrance	19,172,424	11.293%	19,172,424	10.765%
Mr Aubrey John Sonnenberg	12,472,992	7.347%	12,472,992	7.003%
Whatsnxt Pte Ltd	9,669,763	5.696%	9,669,763	5.429%
Marley Holdings Pty Ltd	8,751,451	5.155%	8,751,451	4.914%
<b>Total Securities of Substantial Holders</b>	<b>77,424,902</b>	<b>45.607%</b>	<b>77,424,902</b>	<b>43.473%</b>
<b>Total of Securities</b>	169,766,619		178,097,819	

#### 4.5 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules and which is required to be set out in this Prospectus.

#### 4.6 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the *Corporations Act* in issuing Shares under this Prospectus.

#### 4.7 Corporate Governance

The Company reports on its compliance with the ASX Corporate Governance Principles and Recommendations (Third Edition) in its annual reports and, where the Company's practices do not comply with the Corporate Governance Principles and Recommendations, the Company is working towards compliance. For copies of the Company's corporate governance policies and charters, please visit the Company's registered office or the Company's website.

#### 4.8 Interests of Experts and Advisers

Except as disclosed below or elsewhere in this Prospectus, no expert, advisor nor any firm of which such expert or advisor is a partner, has or has had any interest in the formation or promotion of, or in any property proposed to be acquired by, the Company in connection with its formation or promotion or the Offer, and no amounts have been paid (in cash or shares or otherwise), or agreed to be paid, to any expert or advisor or to any firm in which such expert or advisor is a partner for services rendered by him/her or the firm in connection with the promotion or formation of the Company or the Offer.

Professional fees payable to Holding Redlich for work done in relation to this Prospectus are approximately \$4,430 (excl. GST).

#### 4.9 Litigation

Other than the matter disclosed below, the Company is not involved in any litigation, arbitration or other legal proceedings and the Directors are not aware of any threatened or pending litigation or arbitration against the Company.

The Company has previously received a demand for unpaid fees from a supplier in the Congo who had contracted with a subsidiary of the Company in 2011 to build certain mining infrastructure (but had not completed the work) despite being paid. The Company is of the view that no such debt exists and has also obtained legal advice with respect to this matter confirming the view of the directors. The Company does not intend to take any action with respect to this matter as it considers the claim to be baseless.

#### 4.10 Expenses of the Offer

The estimated expenses of the Offer and the Placement are \$131,721 (excluding GST), as set out in the table below. All expenses of the Offer and the Placement will be borne by the Company.

Expense	\$
ASIC Fees	\$2,320
Legal Fees	\$4,430
Capital raising fee (PAC Partners)	\$114,971
Financial services	\$10,000
<b>Total</b>	<b>\$131,721</b>

#### 4.11 Consents and Disclaimers

Holding Redlich have given and have not, before lodgement of this Prospectus, withdrawn their written consent to being named in this Prospectus as solicitors to the Company in the form and context in which they are named. Holding Redlich did not authorise or cause the issue of this Prospectus and do not accept any liability to any person in respect of any false or misleading statement in, or omission from, any part of this Prospectus.

#### 4.12 Directors' Statement

The Directors state that they have made all reasonable enquiries and have reasonable grounds to believe that any statements by the Directors in this Prospectus are true and not misleading and that in respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiry and have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given the consent required by section 716 of the *Corporations Act* to the issue of this Prospectus and have not withdrawn that consent, before lodgement of this Prospectus with the ASIC.

This Prospectus is prepared on the basis that:

- (a) certain matters may be reasonably expected to be known to professional advisers of any kind with whom Applicants may reasonably be expected to consult; and

- (b) Information is known to Applicants or their professional advisers by virtue of any Acts or laws of the Commonwealth of Australia or any State of Australia.

## **5. SECTION 5: DIRECTORS' AUTHORISATION**

In accordance with section 720 of the *Corporations Act*, the lodgement and issue of this Prospectus has been consented to and authorised by each of the Directors.

Signed for and on behalf of the Company



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**Neil Joseph**  
Executive Director

Dated: 27 June 2018

## 6. SECTION 6: GLOSSARY OF TERMS

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

“\$” means Australian dollars;

“AEST” means Australian Eastern Standard Time;

“Applicant” means a person who submits an Application;

“Application” means a valid application to subscribe for Shares under this Prospectus;

“Application Form” or “Application Forms” means the application form that is attached to and forms part of this Prospectus;

“ASIC” means Australian Securities and Investments Commission;

“ASX” means Australian Stock Exchange Limited (ACN 008 624 691);

"ASX Listing Rules" means the listing rules of ASX as at the date of this Prospectus;

"Auditor" means the Company’s auditor, being HLB Mann Judd Assurance (NSW) Pty Ltd;

"Board" means the Board of Directors of the Company unless the context indicates otherwise;

“CHESS” means ASX Clearing House Electronic Subregister System;

"Company" means Mobecom Limited (ACN 125 688 940);

"Constitution" means the Constitution of the Company as at the date of issue of this Prospectus;

"Corporations Act" means the *Corporations Act 2001* (Cth);

"Directors" means the board of directors of the Company as it is constituted from time to time;

"IOP " means the Company’s Incentive Option Plan, a copy of which was lodged with the ASX on 16 October 2017;

"Issuer Sponsored" means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS;

“Mobecom Group” means:

- CSB Engage Pte Ltd (201133493R), a company incorporated in Singapore;
- CSB Engage (Aus) Pty Ltd (ACN 169 438 957), a company incorporated in Australia;
- Onit Media Asia Pte Ltd (201027028G), a company incorporated in Singapore;
- CSB Engage SA Pty Ltd (2009/022981/07), a company incorporated in South Africa;
- LifelQ Pte Ltd (201217917D), a company incorporated in Singapore;
- Onit Media Pty Ltd (ACN 149 162 087), a company incorporated in Australia;
- Mobecom (Australia) Pty Ltd (ACN 144 569 872), a company incorporated in Australia;
- LifelQ Pty Ltd (ACN 160 164 198), a company incorporated in Australia;

- Waratah (No 1) Pty Ltd (ACN 149 390 189), a company incorporated in Australia;
- Waratah Resources Gabon S.A, a company incorporated in Gabon; and
- airBux Australia Pty Ltd (ACN 609 644 895), a company incorporated in Australia;

**"Mobecom"** means Mobecom Limited;

**"New Shares"** means the ordinary shares to be issued under this Prospectus;

**"Offer"** means the offer made by this Prospectus to subscribe for up to two (2) New Shares at \$0.23 per Share;

**"Offer Closing Date"** means 27 June 2018 or such earlier or later date as the Directors may determine;

**"Official Quotation"** means official quotation by ASX in accordance with the ASX Listing Rules;

**"Opening Date"** means 27 June 2018 or as varied by the Directors;

**"Option"** means an option to acquire one Share.

**"Placement Shares"** means 8,331,198 Shares;

**"Prospectus"** means this prospectus dated 27 June 2018 and which was lodged with ASIC on 27 June 2018;

**"Share"** means a fully paid ordinary share in the capital of the Company;

**"Shareholder"** means a holder of Shares in the Company; and

**"Share Registry"** means Boardroom Pty Ltd.

## 7. Section 7: APPLICATION FORM

### PART 1 – DETAILS OF OFFER AND DECLARATION

**Entity** Mobecom Limited

**Description of Offer** Placement of ordinary fully paid shares

**Declaration** By returning this CARD Form, You confirm (for the benefit of the Offeror and each of its Affiliates):

- Your irrevocable agreement to acquire your Allocation on the terms of this Confirmation and to the extent applicable, the Master ECM Terms (“Terms”) available on the AFMA website at:  
<http://www.afma.com.au/standards/documentation.html>;
- You have read and understood and agree to be bound by the Terms, including without limitation the Acknowledgments, Warranties, Undertakings and Foreign Jurisdiction Representations, as applied by and incorporated by reference into this Confirmation and any selling restrictions; and
- You understand Your settlement obligations.

### PART 2 - DETAILS OF ALLOCATION

**Bidder Name**

**Contact Name**

**Code**

**Email**

	<b>Number</b>	<b>Total Amount</b>
<b>Price per Share \$0.23</b>	Shares	\$

### PART 3 – Settlement & Payment (Payment Required by 27 June 2018):

#### Details of Settlement - Company Sponsored (Issuer)

Beneficiary Name: Mobecom Limited – Share Offer Account  
 Beneficiary Bank: NAB  
 BSB: 086-492  
 A/C: 18-474-2390  
 Swift Code: NATAAU3302S  
 Ref: Cleansing ProspJune18

The Terms apply to this Confirmation of Allocation. Capitalised terms used but not defined in this document have the meaning given to them in the Terms.

#### Execution (by an authorised signatory)

**Signature:**

**Title:**

**Name:**

**Date:**

Form

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of

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**THIS FORM MUST BE RETURNED AS SOON AS POSSIBLE BUT BY NO LATER THAN 4.30pm (SYDNEY TIME), 27 June 2018 VIA EMAIL TO Anne Adaley <anne.adaley@mobecom.co>**