

**VAULT INTELLIGENCE LIMITED**  
**ACN 145 040 857**

---

**SHARE PURCHASE PLAN PROSPECTUS**

---

For an offer of up to 40,000,000 Shares at an issue price of A\$0.03 per Share to raise up to A\$1,200,000 (before expenses) (**SPP Offer**).

This Prospectus also contains an offer of up to 10,000 Shares at an issue price of A\$0.03 per Share to raise up to A\$300 (the **Cleansing Offer**). The Cleansing Offer is included primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date of the Cleansing Offer.

**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 advisers without delay.  
**The Shares offered by this Prospectus should be considered highly speculative.**

# Important notices

## Offers

This Prospectus is issued by Vault Intelligence Limited ACN 145 040 857 (**Vault** or the **Company**) and contains the SPP Offer and the Cleansing Offer. The SPP Offer provides each Eligible Shareholder with the opportunity to subscribe for up to A\$15,000 worth of New Shares on the terms and conditions set out in this Prospectus.

The Cleansing Offer is an offer of Shares to specific parties on invitation from the Directors. The Cleansing Offer is being made primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date of the Cleansing Offer.

## Lodgement

This Prospectus is dated 26 April 2017 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus. No Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

## No investment advice

It is important that you read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered highly speculative.

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. Some of the more material risks associated with an investment in the Company are set out in the Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the New Shares in the future.

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for New Shares under this Prospectus.

## Disclaimer and forward looking statements

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering 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.

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.

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as

at the date of this Prospectus, are expected to take place. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and our management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise 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, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6 of this Prospectus.

## Foreign jurisdictions

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, 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 of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

## Website

No document or information included on the Company's website is incorporated by reference into this Prospectus.

## Privacy

Refer to section 7.11 for important information about how your personal information will be treated.

## Defined terms and abbreviations

Defined terms and abbreviations used in this Prospectus, unless otherwise specified, have the meaning given to them in Section 9. Unless otherwise specified or implied, reference to times in this Prospectus are references to the time in Perth, Western Australia. References to "A\$" or "dollars" in this Prospectus are, unless otherwise specified or implied, a reference to the lawful currency of the Commonwealth of Australia.

## Questions

If you have any questions in relation to the Offers or how to complete the Application Form, please call the Company Secretary, Mr Lloyd Flint, on + 61 8 9388 6020.

## Key Dates

Indicative timetable*	
Record Date identifying shareholders entitled to participate in the SPP Offer	13 April 2017
Announcement of SPP Offer	18 April 2017
Lodgement of Prospectus	26 April 2017
Opening Date of Cleansing Offer	5 May 2017
Closing Date of Cleansing Offer	5 May 2017
Opening Date of SPP Offer	5 May 2017
Closing Date of SPP Offer	19 May 2017
Issue of Shares pursuant to SPP Offer	24 May 2017

*\* The above dates are indicative only and may change without notice. The Company reserves the right to bring forward or extend the Closing Date of either Offers at any time after the Opening Date without notice. The Company also reserves the right not to proceed with the SPP Offer or the Cleansing Offer.*

## Index

<b>1</b>	<b>Investment Overview</b>	<b>4</b>
<b>2</b>	<b>The SPP Offer</b>	<b>6</b>
<b>3</b>	<b>The Cleansing Offer</b>	<b>14</b>
<b>4</b>	<b>Purpose and effect of the Offers</b>	<b>16</b>
<b>5</b>	<b>Rights attaching to Shares</b>	<b>21</b>
<b>6</b>	<b>Risk Factors</b>	<b>23</b>
<b>7</b>	<b>Additional information</b>	<b>30</b>
<b>8</b>	<b>Directors' authorisation</b>	<b>36</b>
<b>9</b>	<b>Glossary</b>	<b>37</b>
	<b>Corporate Directory</b>	<b>39</b>

# 1 Investment Overview

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Shares.

<b>What is the SPP Offer?</b>	The SPP Offer set out in Section 2 of this Prospectus enables Eligible Shareholders to apply to purchase up to A\$15,000 worth of Shares in the Company at A\$0.03 per Share, without paying any brokerage or other charges.	<b>See Section 2 and the Application Form</b>
<b>What is the Cleansing Offer?</b>	<p>The Cleansing Offer set out in Section 3 of this Prospectus will only be extended to specific parties on invitation from the Directors.</p> <p>The Cleansing Offer is included in this Prospectus primarily for the purpose of removing any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date of the Cleansing Offer.</p>	<b>See Section 3</b>
<b>Am I eligible to participate in the SPP Offer?</b>	<p>In regards to the SPP Offer, Eligible Shareholders are those persons who:</p> <ul style="list-style-type: none"><li>• were registered holders of Shares as at 5.00pm (AWST) on 13 April 2017 (being the record date for the SPP Offer); and</li><li>• whose registered address was in Australia or New Zealand.</li></ul> <p>Custodians holding Shares on behalf of one or more beneficial holders should refer to Section 2.14.</p>	<b>See Sections 2.4 and 2.14</b>
<b>Do I have to participate?</b>	No. Participation in the SPP Offer is optional.	<b>See Section 2.1</b>
<b>Can I transfer my entitlement to participate?</b>	No. You cannot transfer your right to purchase New Shares under the SPP Offer to anyone else.	<b>See Section 2.7</b>
<b>What is the maximum investment for each Shareholder pursuant to the SPP Offer?</b>	<p>The maximum investment for each Shareholder that is not a Custodian is A\$15,000. If you receive more than one offer (eg due to multiple registered holdings), you may only apply for a maximum of A\$15,000 of New Shares in aggregate across those offers.</p> <p>Custodians may apply for a maximum of A\$15,000 on New Shares on behalf of each beneficial holder. Custodians should refer to Section 2.14 for more details.</p>	<b>See Sections 2.7 and 2.14</b>
<b>How much will be raised from the SPP Offer</b>	<p>The SPP Offer will raise approximately A\$1.2 million, before expenses.</p> <p>The SPP Offer is being undertaken to provide funding for the continued development of the Company's business model and strategy. The effect of the SPP Offer on the Company is outlined in Section 4.</p>	<b>See Sections 2.1 and 4</b>

<b>What are the key risks of a subscription under the SPP Offer?</b>	<p>New Shares offered pursuant to this Prospectus should be considered speculative and an investment in the Company is subject to a range of risks, including (but not limited to):</p> <ul style="list-style-type: none"> <li>• risks relating to attracting and retaining customers using the Company's products;</li> <li>• risks relating to the distribution and usability of the Company's products, which may depend upon factors outside of the Company's control;</li> <li>• risks relating to managing key business relationships with channel partners and resellers who are involved in promoting the Company's products;</li> <li>• risks relating to the retention of key personnel involved in the development and distribution of the Company's products;</li> <li>• risks relating to appropriately managing the rapid growth of the Company's business; and</li> <li>• risks relating to the protection of the Company's intellectual property.</li> </ul> <p>Further detail regarding the Directors' assessment of the key risks relating to an investment in the Company is set out in Section 6.</p>	<b>See Section 6</b>
<b>How do I accept the SPP Offer?</b>	<p>If you wish to take up all or part of your Entitlement, you must either:</p> <ul style="list-style-type: none"> <li>• complete and return the personalised Application Form to the Share Registry together with a cheque or bank draft for the full application amount so that it is received by the Share Registry by no later than 5.00pm (AWST) on the Closing Date of the SPP Offer; or</li> <li>• pay the full application amount via BPAY® by no later than 5.00pm (AWST) on the Closing Date of the SPP Offer.</li> </ul> <p>Shareholders who reside in New Zealand should note that payment cannot be made in New Zealand dollars. Eligible Shareholders located in New Zealand must arrange for payment to be made in Australian dollars.</p>	<b>See Sections 2.7 to 2.10</b>
<b>When will I receive my shares?</b>	<p>New Shares are expected be allotted to Eligible Shareholders who participate in the SPP Offer on 24 May 2017. Holding statements/confirmation advices are expected to be sent to successful applicants shortly after allotment.</p>	<b>See Section 2.16</b>
<b>When can I trade allocated shares?</b>	<p>You can trade New Shares issued to you under the SPP Offer after they have been allotted to you. However, you should confirm your shareholding before trading any New Shares you believe you have acquired under the SPP Offer.</p>	<b>See Section 2.16</b>
<b>Who should I contact if I have further questions?</b>	<p>Any questions concerning the SPP Offer should be directed to Mr Lloyd Flint, Company Secretary, on + 61 8 9388 6020.</p>	

## 2 The SPP Offer

### 2.1 The SPP Offer

Pursuant to this Prospectus, the Company invites each Eligible Shareholder to apply for up to A\$15,000 worth of New Shares (being up to 500,000 New Shares at an issue price of A\$0.03 per New Share (**SPP Offer Price**)), to raise up to a total of A\$1,200,000 (before expenses) (the **SPP Offer**).

All of the New Shares offered under this Prospectus will rank equally with the existing Shares on issue as at the date of this Prospectus. The material rights and liabilities attaching to the New Shares are set out in Section 5 of this Prospectus.

The purpose of the SPP Offer, and the intended use of funds raised pursuant to the SPP Offer, are set out in Section 4.1.

As trading in the Company's Shares has been suspended for more than 5 trading days in the last 12 months, the Company is unable to rely on the relief granted by ASIC Class Order 09/425 (**Class Order**) to make the SPP Offer without the issue of a disclosure document. Accordingly, one of the primary purposes for issuing the Prospectus is to make the SPP Offer to Eligible Shareholders. The SPP Offer is otherwise consistent with the requirements of the Class Order.

ASX has also granted a waiver from the requirements of Listing Rules 7.1 and 10.11 to enable the Company to undertake the share purchase plan (and for related parties of the Company to participate in the share purchase plan) without the prior approval of the Company's shareholders. The waiver was required as technically the SPP Offer does not satisfy the exemptions to those rules as a result of trading in the Company's shares being suspended for more than 5 trading days in the last 12 months (such that the SPP Offer cannot be made in reliance on the Class Order).

### 2.2 SPP Offer Price

On 18 April 2017, the Company announced a placement of 50,000,000 Shares at an issue price of A\$0.03 to raise a total of A\$1,500,000 (before expenses) (**Placement**). Eligible Shareholders are being offered the opportunity to acquire New Shares at the same price as investors were offered Shares under the Placement.

The SPP Offer Price represents a discount of:

- (a) 14.3% to the Company's closing Share price on ASX of \$0.035 on 7 April 2017 (being the last day on which a trade in Shares occurred before the details of the SPP Offer were announced); and
- (b) 9.2% to the VWAP of Shares over the five day period of 3 April 2017 to 7 April 2017 (being the last day on which a trade in Shares occurred before the details of the SPP Offer were announced).

The SPP Offer Price is fixed, regardless of any changes in the market price of Shares during the SPP Offer Period.

### 2.3 SPP Offer Period

The SPP Offer opens on 5 May 2017 and is scheduled to close at 5.00pm (AWST) on 19 May 2017 (**SPP Offer Period**). The Company reserves the right to extend the SPP Offer, or to close the SPP Offer early, at any time by making an announcement to the ASX.

### 2.4 Shareholders eligible to participate in SPP Offer

Only Eligible Shareholders may participate in the SPP Offer.

'Eligible Shareholders' for the purposes of the SPP Offer are Shareholders:

- (a) who were registered holders of Shares as at 5.00pm (AWST) on the Record Date; and
- (b) whose registered address was in Australia or New Zealand.

The Company has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside Australia (and its external territories) and New Zealand to participate in the SPP Offer.

If you are the only registered Shareholder of a holding of Shares, but you receive more than one SPP Offer (for example, because you hold Shares in more than one capacity), you may only apply for one parcel of New Shares with a value of up to A\$15,000 (which may be subject to scale back in accordance with Section 2.8). Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under Section 2.11(l) by one joint holder will be effective in respect of the other joint holder(s).

The Company reserves the right to reject any application for New Shares under this Prospectus to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

Participation in the SPP Offer is optional and is subject to the terms and conditions relating to the SPP Offer set out in this Prospectus.

## 2.5 Minimum subscription

There is no minimum subscription.

## 2.6 Oversubscriptions

No oversubscriptions will be accepted by the Company.

## 2.7 Applications

An application under the SPP Offer must be made on the Application Form accompanying the Prospectus.

Pursuant to the SPP Offer, Eligible Shareholders may apply for a maximum of A\$15,000 worth of New Shares. Eligible Shareholders may participate by selecting one of the following options (**SPP Application Amount**) to purchase New Shares under the SPP Offer:

	<b>SPP Application Amount</b>	<b>Number of New Shares which may be applied for</b>
<b>Offer A</b>	A\$15,000	500,000
<b>Offer B</b>	A\$12,500	416,666
<b>Offer C</b>	A\$10,000	333,333
<b>Offer D</b>	A\$7,500	250,000
<b>Offer E</b>	A\$5,000	166,666
<b>Offer F</b>	A\$2,500	83,333

The above table summarises the New Shares that would be issued for different application amounts (assuming there is no scale back of applications). Where the amount applied for results in a fraction of a Share, the number of New Shares issued will be rounded down to the nearest whole number.

Any application moneys received for more than an applicant's final allocation of New Shares (only where the amount is A\$1.00 or greater) will be refunded, without interest.

Eligible Shareholders may apply for the SPP Offer by following the procedures set out in either Section 2.9 or Section 2.10. Applications pursuant to the SPP Offer must only be made by those Eligible Shareholders invited to make an application under the SPP Offer.

The SPP Offer is non-renounceable, which means that Eligible Shareholders may not transfer their rights to any New Shares offered under the SPP Offer.

You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY®.

If you require assistance in completing an Application form, please contact the Company's share registry on +61 1300 794 682 or the Company Secretary on +61 9388 6020.

## **2.8 Scale back**

The Company does not intend to raise more than A\$1,200,000 under the SPP Offer. If applications for more than A\$1,200,000 are received, the Company intends to scale back applications equally on a pro rata basis.

Applications under the SPP Offer will be allocated at the absolute discretion of the Company and the final allocation decision will be at the sole discretion of the Board.

If the scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allocated will be rounded down to the nearest whole number of New Shares.

If the Company scales back an Application or purported application, the Company will promptly return to the Shareholder the relevant application monies, without interest, following allotment of the New Shares.

## **2.9 Payment by cheque/bank draft**

Payment for any New Shares applied for pursuant to the SPP Offer must be made in Australian dollars. Payment cannot be made in New Zealand dollars. Eligible Shareholders located in New Zealand must arrange for payment to be made in Australian dollars.

For payment by cheque or bank draft, please follow the instructions on the Application Form. All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Vault Intelligence Limited – SPP Offer" and crossed "Not Negotiable".

Your completed Application Form and cheque must reach the Company's share registry by no later than 5.00pm (AWST) on the Closing Date of the SPP Offer.

## **2.10 Payment by BPAY®**

For payment by BPAY®, please follow the instructions on the Application Form.

You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Application Form but are taken to have made the declarations in that Application Form; and
- (b) if you do not pay an amount equal to one of the SPP Application Amounts set out in the table in Section 2.7, you will be deemed to have applied for the SPP Application Amount that is the next lowest compared to your payment. In this event, the additional application monies will be refunded promptly, and without interest, following the Allotment Date.



**It is your responsibility to ensure that your BPAY® payment is received by the Company's share registry by no later than 5.00pm (AWST) on the Closing Date of the SPP Offer. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.**

Do not forward cash. Receipts for payments will not be issued.

No interest will be paid on any application monies received or refunded.

## **2.11 Effect of making an application**

If you apply for New Shares under the SPP Offer, you:

- (a) will be deemed to have represented and warranted that you are an Eligible Shareholder, you have read and understood the SPP Offer terms and conditions set out in this Prospectus, you subscribe for New Shares in accordance with those terms and conditions and you agree to be bound by the Company's constitution as in force from time to time;
- (b) authorise the Company to correct or amend your Application Form as contemplated by Section 2.17;
- (c) acknowledge that the market price of Shares may rise or fall between the date of this Offer and the Allotment Date and that the price you pay for New Shares pursuant to this Prospectus may exceed the market price of the Shares on the Allotment Date;
- (d) accept the risk associated with any refund that may be dispatched to you at your address as shown on the share register;
- (e) are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured;
- (f) acknowledge that in accordance with relevant New Zealand securities law, a person who, on the Record Date, was registered as a holder of Shares with a New Zealand address but has subsequently disposed of their Shares, is not eligible to participate in the SPP Offer. This SPP Offer is being made to New Zealand resident Shareholders pursuant to the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016;
- (g) acknowledge that to the extent you hold Shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any application complies with all applicable foreign laws (see Section 2.20 for further information);
- (h) acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia (and its external territories), and accordingly, the New Shares purchased under the SPP Offer may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
- (i) represent and warrant that you are not a US Person, and are not applying under the SPP Offer for or on behalf of a US Person;
- (j) represent and warrant that you have not and will not send any materials relating to the Offer to any person in the United States that is, or is acting for the account or benefit of, a US Person;

- (k) acknowledge that you have not been provided with investment advice or financial product advice by the Company or the Share Registry and have made your own enquiries before making an investment decision; and
- (l) certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the Offer or any similar arrangement with the Company in the 12 months prior to your application, exceeds A\$15,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s).

## 2.12 Shortfall

Subject to any underwriting of the SPP Offer that may be put in place, the Company reserves the right to place any shortfall under the SPP Offer in accordance with its share issue capacity under the Listing Rules.

## 2.13 Not underwritten

The SPP Offer is not underwritten. However, the Directors reserve the right to obtain an underwriter at any stage in accordance with the Corporations Act and the Listing Rules.

## 2.14 Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in the Class Order (refer below) (**Custodian**)), you may apply for up to the maximum of New Shares for each beneficiary for whom you act as custodian provided you annex to your Application Form a certificate to the Company (**Custodian Certificate**) with the following information:

- (a) that you held Shares in the Company on behalf of one or more other persons (each a **Participating Beneficiary**) at 5.00pm (AWST) on the Record Date who have subsequently instructed you to apply for New Shares under the SPP Offer on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;
- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (d) the dollar amount of New Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;
- (e) that the application price for New Shares applied for under the SPP Offer for each Participating Beneficiary for whom you act plus the application price for any other Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the SPP Offer referred to in this Prospectus in the prior 12 months, does not exceed A\$15,000;
- (f) that a copy of this Prospectus was given to each Participating Beneficiary; and
- (g) where you hold Shares on behalf of a beneficiary indirectly through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of the SPP Offer, and consistent with the Class Order, you are a 'Custodian' if you are a registered holder that:

- (1) holds an Australian financial services licence that allows you to perform custodian or depository services or operate IDPS accounts;
- (2) is exempt from the requirement to hold an Australian financial services licence by virtue of ASIC Class Order 14/1000 or ASIC Class Order 14/1001, or by relying on the Australian financial services licence of your master custodian under regulation 7.1.06(k) of the Corporations Regulations 2001 (Cth);

- (3) is a trustee of a self-managed superannuation fund;
- (4) is a trustee of superannuation master trusts;
- (5) is a responsible entity of an IDPS-like scheme; or
- (6) is noted on the Company's register of members as holding the shares on account of another person.

By submitting an Application Form on behalf of a Participating Beneficiary, you certify that you are the Custodian for the Participating Beneficiary and that the above information in this Section 2.14 and the information contained in the Application Form is true and correct as at the date of the application.

If you hold Shares as a trustee or nominee for another person or persons, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings apply (see Section 2.4 above).

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's share registry on +61 1300 794 682 during normal business hours before the SPP Offer closes.

The Company reserves the right to reject any application for Shares under this Prospectus to the extent that it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

## **2.15 ASX listing**

Application for Official Quotation of the New Shares offered pursuant to this Prospectus will be made within 7 days of the date of this Prospectus.

If the New Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by the ASIC, the Company will not issue any New Shares and will repay all application monies for the New Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

## **2.16 Issue**

The issue of New Shares pursuant to the SPP Offer will take place as soon as practicable after the Closing Date of the SPP Offer. The Company expects that the New Shares will be allotted on 24 May 2017 (**Allotment Date**). Holding statements are expected to be dispatched by 25 May 2017. Subject to confirmation from ASX, you can trade your New Shares after the Allotment Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Allotment Date before trading any New Shares you believe you have acquired under the SPP Offer.

Pending the issue of the New Shares 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.

## **2.17 Defects in applications**

If an Application Form is not completed correctly or if the accompanying payment is the wrong amount, the Company may, in its absolute discretion, still treat the Application Form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

## **2.18 Refunds**

Refunds pursuant to the SPP Offer may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made.

If a refund is made, payment will be by cheque mailed to your address as shown on the Company's share register. You will not receive any interest on funds refunded to you. Any refund made to you is dispatched at your own risk.

## **2.19 Costs of participation**

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares under the SPP Offer.

## **2.20 Applicants outside Australia**

The distribution of this Prospectus outside of Australia (and its external territories) may be restricted by law.

This SPP 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 all overseas jurisdictions in which Shareholders reside, having regard to the number of overseas Shareholders, the number and value of those Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the SPP Offer is not being extended, and New Shares will not be issued, to Shareholders with a registered address which is outside of Australia or New Zealand or any other jurisdiction where the Company is not satisfied that it is lawfully able to make such an offer or issue this Prospectus without being required to take any further action in the relevant jurisdiction concerned.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand) (**FMC Act**). The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- (a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- (b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- (c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- (d) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- (e) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Shareholders resident in Australia or New Zealand holding Shares on behalf of residents overseas are responsible for ensuring that applying for Shares under the Offers does not breach regulations in the relevant overseas jurisdiction.

The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all applicable approvals and consents have been obtained.

## **2.21 Modification and termination of the SPP Offer**

The Company may modify or terminate the SPP Offer at any time including closing the SPP Offer early.

The Company will notify the ASX of any modification to, or termination of, the SPP Offer. The omission to give notice of any modification to, or termination of, the SPP Offer or the failure of ASX to receive such notice will not invalidate the modification or termination.

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the SPP Offer, whether generally or in relation to any participant or application, and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

The Company reserves the right to waive strict compliance with any provision of the terms and conditions of this Prospectus. The powers of the Company under this Prospectus may be exercised by the Directors or any delegate of the Directors.

## **2.22 Enquiries**

Any questions concerning the SPP Offer should be directed to Mr Lloyd Flint, Company Secretary, on + 61 8 9388 6020.

## **3 The Cleansing Offer**

### **3.1 The Cleansing Offer**

Pursuant to this Prospectus, the Company is also inviting investors identified by the Directors to apply for up to 10,000 New Shares at an issue price of A\$0.03 per New Share, to raise up to A\$300 (before expenses) (the **Cleansing Offer**).

The Cleansing Offer will only be extended to specific parties on invitation from the Directors. Application forms will only be provided by the Company to these parties.

One of the purposes of this Prospectus is to remove any trading restrictions that may otherwise apply to Shares issued by the Company prior to the Closing Date of the Cleansing Offer (including prior to the date of this Prospectus) in accordance with section 708A(11) of the Corporations Act.

### **3.2 Minimum subscription**

There is no minimum subscription in relation to the Cleansing Offer.

### **3.3 Oversubscriptions**

No oversubscriptions will be accepted by the Company in relation to the Cleansing Offer.

### **3.4 Not underwritten**

The Cleansing Offer is not underwritten.

### **3.5 Applications**

Applications for New Shares under the Cleansing Offer must only be made by investors at the direction of the Company and using the application form provided by the Company to the investors invited to participate in the Cleansing Offer. By completing such an application form, you will be taken to have declared that all details and statements made by you are complete and accurate and that you have received personally the application form together with a complete and unaltered copy of the Prospectus.

Payment for New Shares must be made in full at the issue price of A\$0.03 per New Share.

Completed application forms and accompanying cheques, made payable to "Vault Intelligence Limited" and crossed "Not Negotiable", must be mailed or delivered to the address set out on the application form by no later than the Closing Date of the Cleansing Offer.

The Company reserves the right to close the Cleansing Offer early.

### **3.6 ASX listing**

Application for Official Quotation by ASX of the New Shares will be made within 7 days after the date of this Prospectus. If the New Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by the ASIC, the Company will not issue any New Shares and will repay all application monies for the New Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

### **3.7 Issue**

The issue of New Shares pursuant to the Cleansing Offer will take place as soon as practicable after the Closing Date of the Cleansing Offer. Pending the issue of the New Shares 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.

The Directors will determine the recipients of all the New Shares under the Cleansing Offer. The Directors reserve the right to reject any application or to allocate any applicant fewer New Shares than the number applied for. Where the number of New Shares issued is less than the number applied for, or where no issue is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Closing Date of the Cleansing Offer. Interest will not be paid on moneys refunded.

The Company's decision on the number of New Shares to be allocated to an applicant under the Cleansing Offer will be final.

### **3.8 Defects in Applications**

If an application form is not completed correctly or if the accompanying payment is the wrong amount, the Company may, in its discretion, still treat the application form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

### **3.9 Applicants outside Australia**

The distribution of this Prospectus outside of Australia (and its external territories) may be restricted by law.

The Cleansing 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.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up New Shares under the Cleansing Offer on the basis of this Prospectus. The return of a duly completed application form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

### **3.10 Enquiries**

Any questions concerning the Cleansing Offer should be directed to Mr Lloyd Flint, Company Secretary, on + 61 8 9388 6020.

## 4 Purpose and effect of the Offers

### 4.1 Purpose of the Offers

The primary purpose of the SPP Offer is to raise up to A\$1,200,000 (before expenses).

The funds raised from the SPP Offer are planned to be used, together with the A\$1.5 million raised from the Placement, to further accelerate the growth of the Company's range of products and to enhance the sales and account management components of the Company's business.

The table below shows the expected use of funds raised from the SPP Offer and the Cleansing Offer. The table also shows the potential impact on planned expenditure if the SPP Offer is not fully subscribed and the Company does not place any shortfall under the SPP Offer.

<b>Purpose:</b>	<b>SPP Offer fully subscribed (A\$)</b>	<b>SPP Offer 50% subscribed (A\$)</b>	<b>SPP Offer 25% subscribed (A\$)</b>
Marketing and sales activities	200,000 (16.66%)	100,000 (16.66%)	50,000 (16.66%)
Expansion of digital marketing capabilities	400,000 (33.33%)	200,000 (33.32%)	75,000 (24.98%)
Additional support services and product development	500,300 (41.68%)	250,300 (41.70%)	125,300 (41.73%)
Overseas distribution opportunities specifically in China and Asia	100,000 (8.33%)	50,000 (8.33%)	50,000 (16.65%)
<b>Total funds raised</b>	<b>1,200,300 (100%)</b>	<b>600,300 (100%)</b>	<b>300,300 (100%)</b>

Refer to Section 7.7 of this Prospectus for further details relating to the estimated expenses of the Offers.

On completion of the SPP Offer, the Board believes that the Company will have sufficient working capital to achieve these objectives.

The above table is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

The amount raised by the Cleansing Offer is considered to be nominal. The Cleansing Offer is included primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date of the Cleansing Offer (including prior to the date of this Prospectus).

### 4.2 Effect of the Offers

The principal effect of the Offers, assuming the maximum number of New Shares are issued and no Options are exercised prior to the completion of the SPP Offer, will be to:

- (a) increase the Company's cash reserves by A\$1,122,800 (after deducting for the estimated expenses of the Offers and assuming none of the application monies are spent during the SPP Offer Period) immediately after completion of the SPP Offer; and
- (b) increase the number of Shares on issue from 690,226,065 (including the 50,000,000 Shares issued under the Placement) as at the date of this Prospectus to 730,236,065 Shares following completion of the Offers (assuming the SPP Offer is fully subscribed).



### 4.3 Pro forma balance sheet

The audit reviewed balance sheet and the unaudited pro-forma balance sheet for the Company as at 31 December 2016 have been prepared on the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming the maximum number of New Shares offered under this Prospectus are issued and including expenses of the Offers.

The pro-forma balance sheet has been prepared to provide investors 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 abbreviated form, insofar as it does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

<b>Vault Intelligence Limited</b>		<b>Audit reviewed Consolidated 31 December 2016</b>	<b>Pro forma Consolidated 31 December 2016</b>
	Notes	A\$	A\$
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	2	1,762,953	3,775,053
Trade and other receivables		194,807	194,807
Stock on hand		6,241	6,241
<b>TOTAL CURRENT ASSETS</b>		<b>1,964,001</b>	<b>3,976,101</b>
<b>NON-CURRENT ASSETS</b>			
Intangible assets		1,269,326	1,269,326
Plant and equipment		127,039	127,039
<b>TOTAL NON-CURRENT ASSETS</b>		<b>1,396,365</b>	<b>1,396,365</b>
<b>TOTAL ASSETS</b>		<b>3,360,366</b>	<b>5,372,466</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	3	261,413	241,413
Bank overdraft		215,026	215,026
Borrowings		78,557	78,557
Taxes payable		39,027	39,027
Employee entitlements		163,678	163,678
Deferred revenue		677,423	677,423
Other		-	-
<b>TOTAL CURRENT LIABILITIES</b>		<b>1,435,124</b>	<b>1,415,124</b>
<b>NON-CURRENT LIABILITIES</b>			
Borrowings		-	-
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>-</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>		<b>1,435,124</b>	<b>1,415,124</b>
<b>NET ASSETS</b>		<b>1,925,242</b>	<b>3,957,342</b>
<b>EQUITY</b>			
Contributed Equity	4	12,152,457	14,700,557
Reserves		319,550	319,550
Accumulated losses	5	(10,546,765)	(11,062,765)
<b>TOTAL EQUITY</b>		<b>1,925,242</b>	<b>3,957,342</b>

**Notes:****1. Actual and Proposed Transactions to Arrive at Pro-forma Unaudited Consolidated Statement of Financial Position**

Actual and proposed transactions adjusting the 31 December 2016 audit reviewed consolidated Statement of Financial Position of the Company in the pro-forma consolidated Statement of Financial Position of the Company are as follows:

- a. The Placement of 50,000,000 Shares which completed on 26 April 2017 and raised approximately A\$1,425,000 after expenses
- b. The issue of 40,000,000 New Shares under the SPP Offer at an issue price of \$0.03 each to raise up to \$1,200,000 before costs;
- c. The issue of 10,000 New Shares at an issue price of \$0.03 each under the Cleansing Offer;
- d. Estimated expenses of the Offers of \$77,500; and
- e. Estimated operational expenses from 31 December 2016 to the date of this Prospectus of approximately \$536,000.

**2. Cash and Cash Equivalents**

	Audit reviewed Consolidated 31 December 2016 A\$	Pro forma Consolidated 31 December 2016 A\$
Cash at bank and in hand	1,762,953	1,762,953
a. Placement completed 26 April 2017 which raised A\$1,425,000 after expenses	-	1,425,000
b. Funds raised from the issue of 40,000,000 New Shares under the SPP Offer at an issue price of \$0.03 each	-	1,200,000
c. Funds raised from the issue of 10,000 New Shares at an issue price of \$0.030 under the Cleansing Offer;	-	300
d. Estimated expenses of the Offers;	-	(77,500)
e. Estimated net trading cashflow movement Material creditors and operational expenses from 31 December 2016 to the date of Prospectus.	-	(536,000)
Pro forma balance	1,762,953	3,775,053

**3. Trade and other payables**

	Audit reviewed Consolidated 31 December 2016 A\$	Pro forma Consolidated 31 December 2016 A\$
Trade and other payables	261,413	261,413
e. Estimated net trading cashflow movement Material creditors and operational expenses from 31 December 2016 to the date of Prospectus	-	(20,000)
Pro forma balance	261,413	241,413

**4. Contributed equity**

	Audit reviewed Consolidated 31 December 2016 A\$	Pro forma Consolidated 31 December 2016 A\$
Fully paid ordinary shares: 640,226,065	12,152,457	12,152,457

a. Issue of 50,000,000 Shares pursuant to the Placement completed 26 April 2017 which raised A\$1,425,000 after expenses	-	1,425,000
b. Issue of 40,000,000 New Shares at an issue price of \$0.03 each under the SPP Offer	-	1,200,000
c. Issue of 10,000 New Shares at an issue price of \$0.03 under the Cleansing Offer	-	300
d. Estimated expenses of the offer	-	(77,500)
Pro forma balance : 730,236,065 Shares	12,152,457	14,700,557

#### 5. Accumulated losses

	Audit reviewed Consolidated 31 December 2016 A\$	Pro forma Consolidated 31 December 2016 A\$
Accumulated losses	(10,546,765)	(10,546,765)
a. Estimated net trading cashflow movement Material creditors and operational expenses from 31 December 2016 to the date of Prospectus	-	(516,000)
Pro forma balance	(10,546,765)	(11,062,765)

## 4.4 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming the maximum number of New Shares are issued, is set out below.

	Number
<b>Shares:</b>	
- Shares on issue pre-Placement <sup>1</sup>	640,226,065
- Shares issued under the Placement	50,000,000
- New Shares to be issued pursuant to the SPP Offer	40,000,000
- New Shares to be issued pursuant to the Cleansing Offer	10,000
<b>Total Shares on completion of the Offers (undiluted)<sup>2</sup></b>	<b>730,236,065</b>
<b>Options:<sup>3</sup></b>	
- Options on issue as at the date of this Prospectus	62,300,000
- Options to be issued pursuant to the SPP Offer	Nil
- Options to be issued pursuant to the Cleansing Offer	Nil
<b>Total Options on completion of the Offers</b>	<b>62,300,000</b>
<b>Total Shares on completion of the Offers (fully diluted)<sup>2</sup></b>	<b>792,536,065</b>

**Notes:**

- <sup>1</sup> Includes 292,903,488 escrowed Shares. Further details of the Company's escrowed securities on issue are detailed below, with the escrow restrictions being imposed by ASX as part of the Company's re-compliance with Chapters 1 and 2 of the Listing Rules during 2016.

Securities	Escrow period	Number of security holders	Escrowed securities
Shares	12 months from 1 July 2016	13	27,130,649
Shares	24 months from 1 July 2016	15	265,772,839
Options	24 months from 1 July 2016	5	2,300,000
Options	24 months from 1 July 2016	4	20,000,000
Options	24 months from 1 July 2016	9	25,000,000

- <sup>2</sup> The above figures assume that no further Shares or other securities are issued prior to the issue of New Shares under the Offers and that the SPP Offer is fully subscribed. Shareholders should note that due to rounding of entitlements under the SPP Offer, among other things, the exact number of New Shares to be issued will not be known until completion of the SPP Offer.

- <sup>3</sup> The Company has 62,300,000 Options on issue as detailed below. The Company has no other securities on issue that are convertible into Shares.

Unquoted Options exercisable at A\$0.04 each on or before 22 June 2019	2,300,000
Unquoted Options exercisable at A\$0.04 each on or before 22 June 2019	20,000,000
Unquoted Options exercisable at A\$0.025 each on or before 22 June 2019	25,000,000
Unquoted Options exercisable at A\$0.04 each on or before 5 August 2019	12,000,000
Unquoted Options exercisable at A\$0.06 each on or before 5 August 2019	2,000,000
Unquoted Options exercisable at A\$0.10 each on or before 5 August 2019	1,000,000

## 4.5 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, the following persons (together with their associates) have a relevant interest in 5% or more of the Shares on issue:

Mr David Moylan	80,174,839	12.52%
Mr Wayne Ackers	64,429,909	10.06%
Bluespire Capital Pty Ltd	45,012,475	7.03%

## 5 Rights attaching to Shares

Full details of the rights attaching to Shares are set out in the Company's Constitution, a copy of which can be inspected, free of charge, at the Company's registered office during normal business hours.

The following is a broad summary of the rights, privileges and restrictions attaching to all Shares under the Constitution (including the New Shares). This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders:

### 5.1 General meeting and notices

Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act or the Listing Rules.

### 5.2 Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of the Company, every holder of fully paid ordinary shares present in person or by an attorney, representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per share on a poll.

A person who holds a share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share.

Where there are 2 or more joint holders of a share and more than one of them is present at a meeting and tenders a vote in respect of the share, the Company will count only the vote cast by the member whose name appears first in the Company's register of members.

### 5.3 Variation of Rights

Unless otherwise provided by the Constitution or by the terms of issue of a class of shares, the rights attached to the shares in any class may be varied or cancelled only with the written consent of the holders of at least three-quarters of the issued shares of the affected class, or by special resolution passed at a separate meeting of the holders of the issued shares of the affected class.

### 5.4 Shareholder liability

As the Shares issued pursuant to this Prospectus will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

### 5.5 Dividends

The Directors may from time to time determine dividends to be distributed to members according to their rights and interests. The Directors may fix the time for distribution and the methods of distribution. Subject to the terms of issue of shares, the Company may pay a dividend on one class of shares to the exclusion of another class.

Each share carries the right to participate in the dividend in the same proportion that the amount for the time being paid on the share (excluding any amount paid in advance of calls) bears to the total issue price of the share.

### 5.6 Winding up

Subject to the rights of holders of shares with special rights in a winding-up, if the Company is wound up, members will be entitled to participate in any surplus assets of the Company in proportion to the percentage of the capital paid-up or credited as paid up on the shares when the winding up begins.

## **5.7 Transfer of Shares**

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of 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.

## **5.8 Future increases in capital**

The allotment and issue of any new Shares is under the control of the Directors of the Company. Subject to the restrictions on the issue or grant of securities in the Listing Rules, the Constitution and the Corporations Act (and without limitation affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

## **5.9 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.

## **5.10 Alteration of Constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least 75% of Shareholders present and entitled to vote at a general meeting.

## **6 Risk Factors**

### **6.1 Introduction**

An investment in the New Shares offered under this Prospectus should be considered speculative because of the nature of the Company's business. This Section identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed.

Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which Shares will trade. There can be no guarantee that the Company will achieve its stated objectives or that any forward looking statement will eventuate.

The selection of risks contained in this Section has been based on an assessment of a combination of the probability of the risk occurring and the impact of the risk if it did occur. The assessment is based on the knowledge of the Directors as at the date of this Prospectus, but there is no guarantee or assurance that the importance of risks will not change or other risks will not emerge. Additional risks not presently known to the Company, or if known, not considered material, may also have an adverse impact.

Potential investors should read the entire Prospectus and consult their professional advisers before deciding whether to apply for New Shares.

### **6.2 Risks specific to Vault**

#### **(a) Failure to retain and attract customers**

Customers may not seek to renew their contracts when they expire if any existing or new competitor introduces a competing product which is perceived by customers to be superior to Vault Products or Vault introduces a product, or makes changes to its Vault Products, that are not well received by customers. There is also the risk that Vault may fail to maintain its current customer service standards or may not develop product offerings that meet its customers' future requirements. A failure by Vault to retain and attract customers could have an adverse impact on Vault's business, operations and financial performance.

While Vault has been operating for 10 years and the Vault Platform has been available to customers for 8 years, Vault Apps have only been commercialised recently (becoming available to users in New Zealand in April 2016). While Vault has a high customer retention rate in relation to the use of the Vault Platform (currently in excess of 95%), no assurances can be given that Vault Apps will achieve commercial viability through the successful retention of users and implementation of Vault's business plan to increase customer and user numbers.

#### **(b) Product distribution and usability**

Product distribution and usability of Vault Products depend upon various factors outside the control of Vault including (but not limited to) device operating systems, mobile device design and operation and platform provider standards.

Vault has developed Vault Apps as a cloud hosted solution externally or on the customer's premises, to be accessed from a number of internet access platforms, mobile and desktop devices and software operating systems. Vault is dependent on the ability of Vault Apps to operate on such devices and operating systems. Vault cannot control the maintenance, upkeep and continued supply of effective service from external suppliers in these areas. Any changes in such platforms, operating systems or devices

that adversely affect the functionality of Vault Apps or give preferential treatment to competitive products could adversely affect usage of Vault Apps.

(c) Product development, maintenance and support

Vault's strategy involves the introduction of new product offerings or the expansion into other markets. There is a risk that these strategies may result in unforeseen delay in the introduction of such products which may have an impact on Vault's brand and reputation.

The retention and growth by Vault of its customer base is dependent on continued product development and innovation, and the level of maintenance and customer support. Vault may need to invest more on these matters than anticipated due to competitor activity, technological advances or regulatory changes.

This increased investment could lead to reduced return on Vault Products as well as delays in introducing product innovations to the market. This may impact on Vault's brand and reputation, business and financial performance. Further, there is no guarantee that investment in product development will generate returns. A decline in customer service delivery may also adversely impact on Vault's brand and reputation.

(d) Operating system changes

Vault uses third party operating systems with the providers of these systems regularly updating their systems. It is possible that when these updates occur, one or more of them could cause some Vault Products to not operate as efficiently as before. This may require Vault to change the code on its system which may take some time to remedy.

(e) Faults with products and/or services

Vault Products contain complicated programming. While Vault has taken care to ensure that they do not, Vault Products may either now or in the future contain errors, bugs or vulnerabilities. Any errors, bugs or vulnerabilities discovered could result in (among other consequences) damage to the Vault brand, loss of users, loss of channel partners or resellers, fall in revenues or liability for damages, any of which could adversely affect the Vault business and operating results.

(f) Reliance on access to internet

In some instances, Vault will depend on the ability of its users to access the internet. Access is provided by various classes of entities in the broadband, mobile data and internet access marketplace. Should any of these entities disrupt, restrict or affect the cost of access to Vault Products, usage of Vault Products may be negatively impacted.

(g) Sufficiency of funding

Vault's business strategy will require substantial expenditure and there can be no guarantees that the Company's existing cash reserves, funds raised by the Offers and funds generated over time by Vault's business will be sufficient to successfully achieve all of the Company's objectives. Further, funding of projects may be required by the Company to support the ongoing activities and operations of Vault, including the need to develop new services or enhance its existing service, enhance its operating infrastructure and to acquire complementary businesses and technologies.

Accordingly, the Company may need to engage in equity or debt financing to secure additional funds. If the Company is unable to use debt or equity to fund expansion after utilising the net proceeds of the Offers and existing working capital, there can be no assurance that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all.



Any additional equity financing may be dilutive to existing Shareholders and any debt financing, if available, may involve restrictive covenants, which limit the Company's operations and business strategy. If the Company is unable to raise capital if and when needed, this could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

(h) Risk of dilution

If the maximum number of New Shares offered under this Prospectus are issued and no Options are exercised, the number of Shares on issue will increase by 40,010,000. In addition, the Company recently completed the Placement, which resulted in the Company issuing 50,000,000 Shares. The result of these issues is that the total Shares on issue in the Company will increase from 640,226,065 (being the number of Shares on issue before the Placement) to 730,236,065. This means that each Share will represent a significantly lower proportion of the ownership of the Company.

It is not possible to predict what the value of the Company or a Share will be following completion of the Offers and the Directors do not make any representation as to such matters. The last trading price of Shares on ASX prior to this Prospectus being lodged may not be a reliable indicator as to the potential trading price of Shares after implementation of the Offers.

(i) Maintenance of key relationships with channel partners and resellers

Vault relies on relationships with key business channel partners and resellers which enable it to continue to promote Vault Products. A failure to maintain relationships could result in a withdrawal of support, which in turn could impact Vault's business and prospects.

Failure by a channel partner or reseller to promote the Vault Products, may result in it affecting the user's perception of Vault Products which in turn could impact the adoption of Vault Products by a user or potential customer.

Similarly, Vault will rely on developing relationships with channel partners and resellers when it enters new markets outside of Australia and New Zealand to enable it to promote Vault Products in those markets. A failure to develop these relationships could be detrimental to Vault's ability to expand into new markets, which in turn could impact Vault's business and prospects.

(j) Management of growth

There is a risk that the Company will not be able to manage rapid growth of the Vault business. The capacity of the Company to properly implement and manage business growth may affect its operations and prospects.

(k) Reliance on key personnel

The success of Vault, including its ability to effectively execute its business strategy, depends to a significant extent on its key personnel, in particular the senior management team. These individuals have extensive experience in, and knowledge of, the industry in which Vault operates. Changes that adversely affect Vault's ability to retain key personnel or an inability to recruit or retain suitable replacement or additional personnel could materially affect the Company's business, operational performance and financial results.

(l) Competition

Vault operates in a competitive market. The factors that may affect the competitive advantage of Vault include awareness of its brand, the loyalty of and its relationship with its customers, the scope and features of its product offerings and its level of product innovation.

There is a risk that existing or new competitors could gain market share through product innovation, price discounting or aggressive marketing campaigns. Competition may also come from providers of complementary products or services offering products similar to those of Vault. In addition, Vault could lose customers and market share if it fails to adapt to technological and regulatory changes or customer expectations at the same rate as its competitors.

(m) Fee risks

Vault charges licence fees to its customers for use of Vault Products. There is a risk that Vault may not be able to maintain its revenue per customer. This may occur, for example, due to price discounting by competitors or if customers do not perceive value in Vault Products. Vault may also need to reduce the level of its fees as a result of a strategy to grow market share.

(n) Regulatory changes and compliance with regulation

Changes to laws, regulations, standards and practices applicable to an industry in which Vault operates (for example, regulatory changes applicable to the administration of environment, health and safety matters, or changes to practices) may have an impact on Vault's business.

If Vault fails to adequately respond to such changes, including by making such changes to its product offerings as required, or does not do so as effectively as its competitors, its business, operations and financial performance may be materially adversely affected.

A failure to comply with applicable regulation may result in Vault incurring a penalty (such as a fine), censure which restricts the normal conduct of business, an obligation to pay compensation, the need to give a written undertaking to comply or receiving a direction to comply. In some cases, a regulator may cancel or suspend the relevant licence or registration or undertake proceedings against Vault.

(o) Customer service

Users may need to engage with Vault's customer service personnel in certain circumstances, such as if they have a question about Vault Products or if there is a dispute between a customer and Vault. Vault needs to recruit and retain staff with interpersonal skills sufficient to respond appropriately to customer services requests. Poor customer service experiences may result in the loss of users. If Vault loses key customer service personnel, fails to provide adequate training and resources for customer service personnel, or if the computer systems relied on by customer service personnel are disrupted by technological failures, this could lead to adverse publicity, litigation, regulatory inquiries and/or a decrease in users, all of which may negatively impact on the Company's prospects.

Vault also sells Vault Products through channel partners and resellers, and is therefore dependent on the channel partners' and resellers' customer service departments for the end user's customer service experience. Poor experiences may result in adverse publicity, litigation, regulatory enquiries and reduce the use of Vault Products. If this occurs, it may negatively affect the revenues of the Company.

(p) Arrangements with third party suppliers

Vault relies on some third party suppliers and counterparties to maintain and support its technology platform and to provide continued access to its platform and data to its customers.

Vault could face business disruption, reputational damage and significant additional costs if:

- (i) any of its third party providers should suffer outages which results in disruption to service to Vaults' technology platform;

- (ii) any of its third party providers fail to perform their obligations to Vault as contracted for whatever reason; or
- (iii) its arrangements with such providers are terminated or altered in any way that is detrimental to Vault or the functioning and features of Vault Products, and Vault is not able to find alternative sources of supply of the relevant product or service on commercially reasonable terms on a timely basis.

Similarly, Vault will rely on developing relationships with such third party suppliers and counterparties when it enters new markets outside of Australia and New Zealand to enable it to maintain and support its technology platform and to provide continued access to its platform and data to its customers in those markets. A failure to develop these relationships could be detrimental to Vault's ability to expand into new markets, which in turn could impact Vault's business and prospects.

(q) Data loss or corruption and security breaches

Vault provides its products online through its technology platform. Cyber attacks or exploitation of some unidentified vulnerability in Vault's technology platform could lead to loss, theft or corruption of data. This could render the platform unavailable for a period of time while data is restored. It could also lead to unauthorised disclosure of customers' data, resulting in reputational damage, claims from customers and their clients and regulatory scrutiny and fines. This could adversely affect the Company's revenue and financial performance. Although Vault has strategies and protections in place to minimise security breaches and to protect data, these strategies might not be successful.

(r) Insurance cover

The Company faces various risks in connection with Vault and may lack adequate insurance coverage or may not have the relevant insurance coverage. Vault maintains insurance coverage for management liability, statutory liability, employer's liability, privacy protection, as well as professional indemnity, cyber liability, public and product liability. Vault reviews its insurance requirements periodically. If Vault incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, the Company's financial position and financial performance may be adversely affected.

(s) Disruption to Vault Products

There is a risk of disruption to Vault Products for reasons which may include, without limitation:

- failure in the design and construction of Vault Products (including inability of Vault's technology platform to handle an increase in customers, or errors and omissions in the performance of tasks or functions on the platform); and
- a force majeure event that affects the systems of either Vault or its suppliers, including interruption by fire, natural disaster, power loss, telecommunications failures, terrorist attacks, internet failures, computer viruses or other events beyond Vault's control.

Although Vault has strategies in place to minimise the risk of such disruption, these strategies may not be successful. The unavailability of Vault Products could lead to reputational damage and have an adverse impact on Vault's relationships with its customers, and its business, operations and financial performance.

(t) Protection of intellectual property

Vault's business is heavily dependent on its ability to maintain its rights to the intellectual property in the Vault Products and Vault's technology platform. Vault relies on laws relating to trade secrets, copyright (including in or relating to its software products) and

trade marks to assist in protecting its proprietary rights. However, there is a risk that unauthorised use or copying of Vault's software, data, technology or trademarks may occur. Monitoring unauthorised use of Vault's intellectual property is difficult and may require significant resources. Vault may be unable to detect unauthorised use of its intellectual property rights. In addition, there may be a risk that the validity, ownership or use of intellectual property relating to Vault's business is challenged by third parties.

Vault may be required to incur significant costs and expenses in protecting its intellectual property rights or defending claims by third parties for infringement of intellectual property rights. If Vault is not successful in any such litigation or claims, it may be required to pay damages and costs to third parties. In addition, if any such claims result in Vault being unable to continue to use any of its key intellectual property, and it is unable to find a cost-effective alternative, then this may materially adversely impact on Vault's reputation, business, operations and financial performance. Moreover, whether or not litigation is successful, Vault's involvement in litigation could result in significant cost and expense to Vault and cause a distraction to management.

There is also the risk that if Vault develops new intellectual property in the future, it may not be able to obtain adequate legal protection for such intellectual property. Competitors may also be able to independently develop intellectual property and technologies similar to that of Vault, without infringing any of its intellectual property or other proprietary rights. This may adversely affect the Company's competitiveness, revenue and financial performance.

### **6.3 General Risks**

#### **(a) Potential acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, complementary companies or assets. Any such transactions will be accompanied by risks commonly encountered in making such acquisitions.

#### **(b) Market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- introduction of tax reform or other new legislation;
- interest rates and inflation rates;
- changes in investor sentiment toward particular market sectors or generally;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and technology 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.

For New Zealand based shareholders, the SPP Offer may also involve a currency exchange risk. Shares trade on ASX in Australian dollars, not New Zealand dollars. Accordingly, the value of Shares in New Zealand dollars will go up or down according to changes in the Australian dollar : New Zealand dollar exchange rate. These fluctuations may be significant.

(c) Economic and government risks

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the environment, health & safety (EHS) software market including, but not limited to, the following:

- general economic conditions in jurisdictions in which the Company operates;
- changes in government policies, taxation and other laws in jurisdictions in which the Company operates;
- the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology and EHS software sector;
- movement in, or outlook on, interest rates, inflation rates and currency exchange rates in jurisdictions in which the Company operates; and
- natural disasters, social upheaval or war in jurisdictions in which the Company operates.

(d) Taxation

There is the potential for changes to Australia's and New Zealand's tax laws. Any current rates of taxes imposed on Vault is likely to affect returns to Shareholders. An interpretation of taxation laws by the relevant tax authority that is contrary to Vault's view of those laws may increase the amount of tax to be paid. Vault obtains external expert advice on the application of tax laws to its operations.

In addition, an investment in Shares involves tax considerations which may differ for each Shareholder. Investors are encouraged to obtain professional tax advice in connection with any investment in the Company.

(e) Litigation

The Company is exposed to the risk of actual or threatened litigation or legal disputes in the form of customer claims, intellectual property claims, personal injury claims, employee claims and other litigation and disputes. If any claim was successfully pursued it may adversely impact the financial performance, financial position, cash flow and the price of Shares.

(f) Investment risk

An investment in the New Shares to be issued pursuant to this Prospectus should be considered speculative. They carry no guarantee as to payment of dividends, return of capital or the market value of Shares. The prices at which an investor may be able to trade the Shares may be above or below the price paid for the Shares. Prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

## 7 Additional information

### 7.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

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

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, a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on a 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 3 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 of the SPP Offer:
  - (i) the annual financial report most recently lodged by the Company with the ASIC;
  - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
  - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the Listing Rules as referred to in section 674(1) of

the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

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.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

<b>Date</b>	<b>Description of Announcement</b>
21/04/2017	LNK: Change of Perth Address for Shareholder Purposes
18/04/2017	Reinstatement to Official Quotation
18/04/2017	New major customer, Successful Placement, Key user milestone
12/04/2017	Voluntary Suspension Update
12/04/2017	Voluntary Suspension
10/04/2017	Trading Halt
21/03/2017	Techknow Investor Presentation
28/02/2017	Appendix 4D and Half Year Accounts
24/02/2017	Vault develops Asian operations with strategic partner
06/02/2017	Change of Company Details
31/01/2017	Quarterly business update and Appendix 4C
08/12/2016	Vault announces Strategic China Partnership
07/12/2016	Change of Director's Interest Notice
07/12/2016	Expiry of unlisted options
30/11/2016	Results of Meeting
30/11/2016	AGM Presentation
14/11/2016	Change in substantial holding
10/11/2016	Change in substantial holding
10/11/2016	Change in substantial holding
10/11/2016	Change of Director's Interest Notice x2
09/11/2016	Vault hits recurring revenue milestone as growth accelerates
28/10/2016	Quarterly report and Appendix 4C 30 September 2016

26/10/2016	Notice of Annual General Meeting/Proxy Form
19/10/2016	Appendix 4G and Corporate Governance Statement
19/10/2016	Annual Report to shareholders

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 at [www.vaultintel.com](http://www.vaultintel.com).

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.

### 7.3 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, lowest and last 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:

	(A\$)	Date
Highest	0.038	20 March 2017
Lowest	0.029	18 April 2017
Last	0.030	24 April 2017

### 7.4 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offers; or
- (c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
  - (i) the formation or promotion of the Company; or
  - (ii) the Offers.

Directors are not required under the Company's Constitution to hold any Shares to be eligible to act as a director. The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Director	Shares	4c Options expiring 22 June 2019	4c Options <sup>1</sup> expiring 22 June 2019	4c Options <sup>2</sup> expiring 22 June 2019
Robert Kirtlan	8,451,804	500,000	2,500,000	-
Trent Innes	2,071,701	-	5,000,000	-



Samuel Smart	7,904,456	500,000	2,500,000	-
David Moylan	80,174,839	-	5,000,000	5,000,000

**Notes:**

1. Subject to vesting hurdles of achieving audited revenue of A\$4.0m in a year.
2. Subject to vesting hurdles of achieving audited revenue of A\$6.0m in a year.

**Director Remuneration**

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is determined by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the Listing Rules, as applicable. Currently, total directors' fees to be paid to all non-executive Directors are not to exceed A\$300,000 per annum. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors:

Director	Year ended 30 June 2015	Year ended 30 June 2016	Year ended 30 June 2017 (Proposed) <sup>3</sup>
Robert Kirtlan	A\$36,000	A\$51,850 <sup>1</sup>	A\$67,000
Trent Innes	-	A\$7,000	A\$34,727
Samuel Smart	A\$15,000	A\$71,849 <sup>2</sup>	A\$34,191
David Moylan	-	A\$246,014	A\$260,306

**Notes:**

1. Mr Kirtlan's annual remuneration for 2016 includes A\$4,850 for options vesting during the year.
2. Mr Smart's annual remuneration for 2016 includes A\$4,850 for options vesting during the year.
3. Expected remuneration for the full 2016/17 financial year. Excludes the vesting portion of any options.

## 7.5 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) 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;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

## 7.6 Consents

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of the party as specified in this Section.

Link Market Services Limited has given its written consent to being named as the share registry to the Company in the form and manner in which it is named in this Prospectus. Link Market Services Limited has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

PricewaterhouseCoopers has given its written consent to being named as the auditor to the Company in the form and manner in which it is named in this Prospectus.

PricewaterhouseCoopers has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

## 7.7 Expenses of the Offers

The total expenses of the Offers (excluding GST) are estimated to be approximately A\$77,500 (excluding GST) as follows:

	<b>SPP Offer fully subscribed A\$</b>	<b>SPP Offer 50% subscribed A\$</b>	<b>SPP Offer 25% subscribed A\$</b>
Legal expenses	45,000	45,000	45,000
ASIC	2,500	2,500	2,500
Quotation	10,000	5,000	2,500
Printing, mail and related services	15,000	15,000	15,000
Other	5,000	5,000	5,000
<b>Total</b>	<b>77,500</b>	<b>72,500</b>	<b>70,000</b>

The estimated expenses will be paid out of the Company's existing working capital.

## 7.8 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of possible outcomes that it is not possible to prepare a reliable best estimate forecast or projection without such information being unduly speculative.

## **7.9 Electronic Prospectus**

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 contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of this Prospectus or both. Alternatively, you may obtain a copy of this Prospectus from the website of the Company at [www.vaultintel.com](http://www.vaultintel.com).

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.

## **7.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship**

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Shares issued 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 CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation.

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.

## **7.11 Privacy statement**

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including 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 share registry.

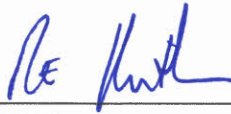
You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating 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.

## 8 Directors' authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



---

Mr Robert Kirtlan

**Chairman**

**For and on behalf of**

**VAULT INTELLIGENCE LIMITED**

## 9 Glossary

**A\$** means an Australian dollar.

**Allotment Date** means the date specified in Section 2.16 (unless the Closing Date of the SPP Offer is extended).

**Application Form** means the application form attached to or accompanying this Prospectus relating to the SPP Offer.

**ASIC** means Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

**ASX Settlement Operating Rules** means the settlement rules of the securities clearing house which operates CHESS.

**AWST** means Western Standard Time as observed in Perth, Western Australia.

**Board** means the board of Directors as constituted from time to time.

**Class Order** has the meaning given to that term in Section 2.1.

**Cleansing Offer** means the offer of up to 10,000 Shares at an issue price of A\$0.03 per Share to raise up to A\$300 under this Prospectus.

**Closing Date** means the relevant date set out in the indicative timetable in the “Key Dates” timetable set out on page 3 of this Prospectus for the closing of the SPP Offer or the Cleansing Offer, as applicable (subject to the Company reserving the right to extend the Closing Date or close the Offers early).

**Company** or **Vault** means Vault Intelligence Limited (ACN 145 040 857).

**Constitution** means the constitution of the Company.

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

**Custodian** has the meaning given to that term in Section 2.14.

**Custodian Certificate** has the meaning given to that term in Section 2.14.

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

**Eligible Shareholder** has the meaning given in Section 2.4.

**Listing Rules** means the official listing rules of ASX.

**New Shares** means the shares offered pursuant to the SPP Offer and/or the Cleansing Offer (as applicable).

**Offer Price** has the meaning given in Section 2.1 being the price per New Share.

**Offers** means both the Cleansing Offer and the SPP Offer.

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

**Option** means an option to acquire a Share.

**Placement** has the meaning given to that term in Section 2.2.

**Prospectus** means this prospectus.

**Record Date** means the date set out in the “Key Dates” timetable set out on page 3 of this Prospectus.

**Section** means a section of this Prospectus.

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

**Shareholder** means a holder of one or more Shares.

**SPP Application Amount** has the meaning given to that term in Section 2.7.

**SPP Offer** has the meaning given to that term in Section 2.1.

**SPP Offer Period** has the meaning given to that term in Section 2.3.

**SPP Offer Price** has the meaning given to that term in Section 2.1.

**US Person** means a “U.S. person” as defined in Regulation S under the US Securities Act of 1933.

**Vault Apps** means applications or application programs designed by Vault from time to time.

**Vault Platform** means the integrated computer information system designed by Vault to provide environment, health & safety services to Vault users.

**Vault Products** means all products designed by Vault from time to time, or any one of them (as the case may be), including Vault Apps and the Vault Platform.

**VWAP** means the volume weighted average price per Share.

# Corporate Directory

## **Directors**

Robert Kirtlan  
Non-Executive Chairman

Trent Innes  
Non-Executive Director

Samuel Smart  
Non-Executive Director

David Moylan  
Managing Director

## **Company Secretary**

Lloyd Flint

## **ASX Code**

VLT

## **Registered Office**

Suite 5  
12-20 Railway Road  
Subiaco WA 6008

Telephone: + 61 8 9388 6020

Facsimile: +61 8 9388 6020

Email: [info@vaultintel.com](mailto:info@vaultintel.com)

Website : [www.vaultintel.com](http://www.vaultintel.com)

## **Share Registry**

Link Market Services Limited  
Central Park, Level 4  
152 St Georges Terrace, Perth WA 6000  
T: + 61 8 9211 6670  
E: [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)

## **Auditor**

PricewaterhouseCoopers  
Brookfield Place  
125 St Georges Terrace  
Perth WA 6000