

PROSPECTUS NON-RENOUNCEABLE RIGHTS ISSUE

Tymlez Group Limited
ACN 622 817 421

For a non-renounceable entitlement issue of one (1) Share for every eight (8) Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.044 (4.4 cents) per Share, together with one (1) free-attaching Class D Option exercisable at \$0.065 (6.5 cents) on or before 31 December 2023 for every one (1) Share subscribed for, to raise up to approximately \$802,302 before expenses (**Rights Offer**).

This Prospectus includes an offer to Eligible Shareholders to subscribe for any Shortfall Securities (**Shortfall Offer**) and a further offer to investors to subscribe for any Shortfall Securities in respect of which valid applications have not been received under the Shortfall Offer (**Shortfall Placement**).

IMPORTANT INFORMATION

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

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

Contents

1. Corporate Directory	1
2. Timetable	2
3. Important Notes	3
4. Letter to Shareholders	5
5. Key Details of Offer	6
6. Application for Shares	11
7. Purpose and Effect of the Offer	14
8. Rights and Liabilities attaching to Securities	21
9. Risk Factors	25
10. Additional Information	30
11. Directors' Authorisation	40
12. Definitions	41

1. Corporate Directory

Directors

Mr Reinier Van Der Drift (Executive Director, CEO)
Mr Jitze Jongsma (Executive Director, CFO)
Mr Justyn Stedwell (Interim Non-Executive Director)
Mr Niv Dagan (Interim Non-Executive Director)

Company Secretary

Mr Justyn Stedwell

Registered Address

Level 1, Unit 1B,
205 Johnston Street
Fitzroy VIC 3065, Australia

ASX Code

TYM

Legal Advisors to the Company

Moray & Agnew Lawyers
Level 6, 505 Little Collins Street,
Melbourne VIC 3000, Australia

Auditor*

HLB Mann Judd (Vic) Partnership
Level 9, 575 Bourke Street,
Melbourne VIC 3000, Australia

Lead Manager

CoPeak Pty Ltd ACN 607 161 900
(trading as Peak Asset Management ABN 81 891 265 739)
Level 39, 55 Collins Street
Melbourne VIC 3000, Australia

Share Registry*

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000, Australia

**This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus.*

2. Timetable

Announce Rights Offer and lodge Appendix 3B with ASX	Friday, 6 December 2019
Lodge Prospectus with ASIC and ASX	Friday, 6 December 2019
Notice sent to securityholders	Monday, 9 December 2019
“Ex” date	Tuesday, 10 December 2019
Record Date for determining Entitlements	Wednesday, 11 December 2019
Prospectus and personalised Application Forms dispatched to Eligible Shareholders	Friday, 13 December 2019
Last day to extend Offer Closing Date*	Friday, 20 December 2019
Offer Closing Date*	Friday, 27 December 2019
Shares quoted on a deferred settlement basis*	Monday 30 December 2019
ASX notified of under subscriptions and Appendix 2A lodged*	Thursday, 2 January 2020
Issue date of Securities and dispatch of holding statements*	Monday, 6 January 2020
Quotation of Securities issued under the Rights Offer	Tuesday, 7 January 2020

**The Directors may extend the Offer Closing Date by giving at least 3 Business Days’ notice to ASX prior to the Offer Closing Date. As such, the date the Securities are expected to commence trading on ASX may vary. The Directors also reserve the right not to proceed with the Offer (or any part of it) at any time prior to allotment. In that event, any application money received will be returned without interest.*

3. Important Notes

This Prospectus is dated 6 December 2019. A copy of this Prospectus was lodged with ASIC on 6 December 2019. Neither ASIC, ASX nor their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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.

It is important that investors read this Prospectus carefully and in full and seek professional advice where necessary before deciding to subscribe for Shares in the Company. The Securities the subject of this Prospectus should be considered highly speculative.

Applications for Securities can only be made pursuant to the original Entitlement and Acceptance Form or Shortfall Application Form attached to and forming part of this Prospectus.

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.

3.1 Risk Factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware of are set out in section 9 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 Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

3.2 Forward-Looking Statements

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 invests 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 management. We cannot and do 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 does not intend 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 the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in section 9.

3.3 Defined terms and abbreviations

Terms and abbreviations used in this Prospectus are defined in section 12 of this Prospectus. All financial amounts shown in this Prospectus are expressed in Australian dollars unless otherwise stated.

3.4 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, Mr Justyn Stedwell on +61 (3) 9191 0135.

3.5 Investment decisions

The information contained in this Prospectus is not financial product advice and is not intended to be relied on as advice. The Offer contained in this Prospectus does not take into account the investment objectives, financial situation and particular needs of any Applicant. Before deciding to invest in the Company, potential investors should read the entire Prospectus and in particular the risk factors that could affect the future operations and activities of the Company and consult their professional advisers. An investment in the Securities should be considered speculative.

3.6 Disclaimer

This Prospectus has been prepared by the Company. No party other than the Company has authorised or caused the issue of this Prospectus or takes responsibility for, or makes any statements, representations or undertakings in, this Prospectus.

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

No person named in this Prospectus guarantees the Company's performance or any return on investment made pursuant to this Prospectus. Any references to information on the Company's website are provided for convenience only. No document or other information included on the Company's website is incorporated by reference into this Prospectus.

4. Letter to Shareholders

Dear Shareholder,

On behalf of the Board of Tymlez Group Limited ACN 622 817 421 (**Company**), I am pleased to invite you to participate in a non-renounceable pro-rata 1-for-8 rights issue offer to Eligible Shareholders of Shares at an issue price of \$0.044 (4.4 cents) each, together with one (1) free-attaching Class D Option exercisable at \$0.065 (6.5 cents) on or before 31 December 2023 for every one (1) Share subscribed for and issued, to raise a total of approximately \$802,302 (before expenses) (**Rights Offer**).

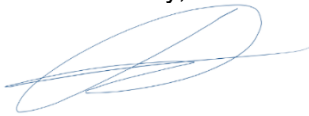
The Rights Offer will only be made to Eligible Shareholders registered at the Record Date who will be sent an Application Form, which will be accompanied by this Prospectus. To accept your Entitlement under the Rights Offer, you will need to complete the Application Form in accordance with the instructions on the Application Form and as outlined in this Prospectus.

Funds raised pursuant to the Rights Offer will be applied towards general working capital requirements of the Company and the expenses of the Offer. For further details on the proposed use of funds, please refer to section 7.1 of this Prospectus.

This Prospectus includes further details of the Offer, the effect of the Offer on the Company, and a statement of the risks associated with investing in the Company. This is an important document and should be read in its entirety. If you have any doubts or questions in relation to the Prospectus you should consult your professional advisors to evaluate whether or not to participate in the Offer.

On behalf of the Board, I encourage you to consider this investment opportunity and thank you for your ongoing support.

Yours faithfully,



Reinier Van Der Drift
Executive Director

5. Key Details of Offer

5.1 The Rights Offer

The Company is making a non-renounceable pro-rata offer of Shares to Eligible Shareholders (**Rights Offer**).

Eligible Shareholders are entitled to apply for one (1) Share for every eight (8) Shares held on the Record Date at an issue price of \$0.044 (4.4 cents) together with one (1) free-attaching Class D Option exercisable at \$0.065 (6.5 cents) on or before 31 December 2023 for every one (1) Share subscribed for and issued. Fractional entitlements will be rounded up to the nearest whole number.

The Company currently has on issue the following securities:

- (a) 145,873,153 Shares;
- (b) 1,320,000 unlisted Options exercisable at \$0.35 and expiring on 15 March 2021; and
- (c) 2,000,000 unlisted Options exercisable at \$0.35 and expiring on 11 December 2022.

In addition to such securities on issue:

- (a) Tyhold holds the right to be issued the Tyhold Deferred Shares, being up to an additional 8,000,000 Shares subject to the achievement of relevant milestones;
- (b) the Company intends to issue the Private Placement Options, being 15,068,182 Class D Options, to investors who subscribed for Shares under the Private Placement;
- (c) pursuant to the Mandate, the Lead Manager holds the right to be issued the Lead Manager Options, being up to 2,000,000 Class D Options, subject to the achievement of relevant milestones.

Based on the capital structure of the Company as at the date of this Prospectus and assuming other Shares are not issued (including on the exercise of Options or issue of the Tyhold Deferred Shares) prior to the Record Date, a maximum of 18,234,144 Shares and 18,234,144 Class D Options will be issued pursuant to this Rights Offer to raise up to \$802,302 (before expenses). No funds will be raised from the issue of the Class D Options.

As at the date of this Prospectus the Company has 3,480,000 unlisted Options on issue all of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to section 7.4.2 for information on the exercise price and expiry date of the Options on issue.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue as at the date of this Prospectus. Please refer to section 8.1 for further information regarding the rights and liabilities attaching to Shares.

All of the Class D Options will be issued on the terms and conditions set out in section 8.2 of this Prospectus. All the Shares issued on exercise of the Class D Options will rank equally with the Shares on issue as at the date of this Prospectus.

The purpose of the Rights Offer and the intended use of funds raised are set out in section 7.1 of this Prospectus.

5.2 Eligibility and Rights

The Offer is made to Eligible Shareholders only.

All Shareholders with a registered address in Australia or New Zealand who are registered as the holder of Shares at 7.00 pm AEDT on the Record Date are Eligible Shareholders. The Offer is not extended to Shareholders who do not meet this criteria.

Holders of Options may participate in the Rights Offer if they exercise their Options, become the registered holders of Shares before the Record Date and are resident in Australia or New Zealand.

The number of Securities to which an Eligible Shareholder is entitled is shown on each Eligible Shareholder's Application Form accompanying this Prospectus. Fractional Entitlements will be rounded up to the nearest whole number.

To apply for Securities under the Offer, an Eligible Shareholder must complete their Application Form and lodge it with payment of the relevant application monies by no later than 5.00 pm AEST on the Offer Closing Date. Please refer to section 5.7 for further information about applying for Securities under the Offer.

An entitlement to participate in the Offer will lapse if an Eligible Shareholder does not accept their Entitlements by the Offer Closing Date. In the event Eligible Shareholders do not take up their full Entitlement, any Securities not applied for will form part of the Shortfall Offer as described in section 5.8.

The Company reserves the right (in its sole discretion) to:

- (a) reject any Application that it believes comes from a person who is not an Eligible Shareholder; and
- (b) reduce the number of Securities allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claim to be entitled to participate in the Offer proves to be false, exaggerated or unsubstantiated.

The Directors reserve the right not to proceed with the whole or any part of the Offer at any time prior to the allotment of Securities. In that event, relevant Application Monies will be refunded without interest.

5.3 Offer Opening Date and Offer Closing Date

The Offer opens for acceptances on the Offer Opening Date and all acceptances and payments must be received by the Share Registry by the Offer Closing Date.

Subject to compliance with the ASX Listing Rules and the Corporations Act (as relevant), the Company reserves the right to close the Offer early or to extend the Offer Closing Date.

The Directors may at any time decide to withdraw this Prospectus and the Offer of Securities made under this Prospectus in which case, the Company will return all Application Monies (without interest) within 28 days of giving such notice of withdrawal.

5.4 Minimum Subscription

There is no minimum subscription for the Offer.

5.5 Underwriting

The Offer is not underwritten.

5.6 Non-Renounceable Offer

The Entitlement to the Securities under the Offer is non-renounceable. Accordingly, there will be no trading rights on the ASX (or any other exchange) and you may not dispose of your Entitlements to subscribe for Securities under the Offer to any other party. If you do not take up your Entitlement to Securities under the Offer by the Offer Closing Date, the Offer to you will lapse, you will receive no benefit and your interest in the Company may be diluted.

Please refer to sections 7.4 and 7.5 of this Prospectus for details of the effect of the Offer on the capital structure and control of the Company respectively.

5.7 Rights and Liabilities of Securities

The Shares offered under this Prospectus and on the exercise of the Class D Options will be fully paid and will rank equally with existing Shares on issue.

Each Class D Option is exercisable at \$0.065 on or before 23 December 2023.

A summary of the rights and liabilities attaching to the Shares and the Class D Options is set out in section 8.

5.8 Shortfall

The Rights Offer is not underwritten. Any Securities under the Rights Offer that are not applied for will comprise the Shortfall Securities. The Offer to issue the Shortfall Securities, as described below, are separate Offer under this Prospectus.

Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer. The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Offer Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.044 (4.4 cents), being the price at which Shares are offered under the Rights Offer.

Eligible Shareholders who subscribe for their full Entitlement will also have the opportunity to apply for any Shares forming part of the Shortfall Offer at the same issue price of \$0.044 (4.4 cents) per Share, with one (1) free-attaching Class D Option exercisable at \$0.065 (6.5 cents) on or before 31 December 2023 for every one (1) Share subscribed for and issued.

Eligible Shareholders wishing to subscribe for any Shortfall Securities (**Shortfall Securities Applicants**) must apply for the Shortfall Securities at the same time as they apply for Securities under their Entitlement by completing the appropriate section of their Shortfall Application Form. There is no limit on the number of Shortfall Securities that Shortfall Securities Applicants may apply for; however applications for Shortfall Securities will only be satisfied to the extent that there are Shortfall Securities available to Shortfall Securities Applicants.

There is no guarantee of the number of Shortfall Securities (if any) that will be available to Shortfall Securities Applicants and the allocation of those Shortfall Securities (if any) among Eligible Shareholders will be at the discretion of the Directors. In the event that there are no Shortfall Securities, the Application Monies relating to the Shortfall Securities will be returned to the Shortfall Securities Applicants, as soon as practicable following the Offer Closing Date without interest.

In the event that Applications from Shortfall Securities Applicants exceed the number of Shortfall Securities, those Applications will be scaled back in a manner determined by the Directors in their absolute discretion.

It is an express term of the Offer that applicants for Shortfall Securities will be bound to accept a lesser number of Shortfall Securities allocated to them than applied for if so allocated.

Application Monies relating to the Shortfall Securities applied for by but not allocated to Eligible Shareholders will be returned to those Shortfall Securities Applicants as soon as practicable following the Offer Closing Date without interest.

Shortfall Securities will not be issued to any Shortfall Securities Applicants if, in the view of the Directors, to do so would increase that applicant's voting power in the Company above 19.9% or otherwise result in a breach of the ASX Listing Rules, the Corporations Act or any other applicable law.

Shortfall Placement

If any Shortfall Securities remain after the Offer Closing Date, the Directors reserve the right to place any Shortfall Securities not allocated under the Shortfall Offer on the same terms as those offered under the Rights Offer (**Shortfall Placement**) to any parties selected by the Directors within three months after the Offer Closing Date in accordance with the Corporations Act and the ASX Listing Rules. Shortfall Securities will be issued under the Shortfall Placement at a price not less than the issue price of the Shares under the Rights Offer.

Shortfall Securities will not be issued to any applicant under the Shortfall Placement if, in the view of the Directors, to do so would increase that applicant's voting power in the Company above 19.9% or otherwise result in a breach of the ASX Listing Rules, the Corporations Act or any other applicable law.

5.9 Ineligible Shareholders

This Offer does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. In particular, the Offer is not being made to Shareholders on the Record Date who have a registered address outside Australia or New Zealand (**Ineligible Shareholders**). Neither the Prospectus nor the Application Form constitutes an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

In making the decision to not extend the Offer to Ineligible Shareholders, the Company has taken into account:

- (a) the small number of Shareholders outside Australia and New Zealand;
- (b) the number and value of Shares that would be offered to Shareholders outside Australia and New Zealand; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

The Company is not required to determine whether or not any registered Eligible Shareholder is holding Shares on behalf of persons who are resident outside Australia or New Zealand, (including nominees, custodians and trustees) or the identity or residence of any beneficial owners of Shares. Any Eligible Shareholders holding Shares on behalf of persons who are resident outside Australia or New Zealand are responsible for ensuring that any dealing with Securities issued under the Offer do not breach the laws and regulations in the relevant overseas jurisdiction and should seek independent professional advice and observe any applicable restrictions relating to the taking up or Entitlements or the distribution of this Prospectus or the Application Form.

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions.

New Zealand

The Securities are not being offered 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 the Securities is being made in reliance on the transitional provisions of the *Financial Markets Conduct Act 2013* (New Zealand) and the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. It is not product disclosure statement, investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement, investment statement or prospectus under New Zealand law is required to contain.

Custodians and Nominees

Custodian and nominees may not distribute this document, and may not permit any beneficial shareholder to participate in the Offer, in any country outside Australia except, with the consent of the Company, to beneficial shareholders in certain other countries where the Company may determine it is lawful and practical to make the Offer.

No Nominee

No nominee has been appointed for Ineligible Shareholders under section 615 of the Corporations Act and the Company has not sought relief from the application of section 606 of the Corporations Act to the issue or acquisition of Securities under the Offer. As such, Eligible Shareholders will not be able to rely on the exception for rights issues in item 10 of section 611 of the Corporations Act.

Accordingly, when an Eligible Shareholder applies for some or all of its Entitlement, it must have regard to the takeovers prohibition in section 606 of the Corporations Act (that is, the 20% voting power threshold).

Any Eligible Shareholder who may be at risk of exceeding the restrictions on acquiring a relevant interest in voting Shares in the Company under section 606 of the Corporations Act as a result of applying for any Securities should seek professional advice before completing and returning an Application Form. The Company expressly disclaims any responsibility for ensuring that you do not breach section 606 of the Corporations Act as a result of applying for any Securities.

6. Application for Shares

6.1 Acceptance of Offer – Eligible Shareholders only

Your acceptance of the Offer must be made on the Application Form accompanying this Prospectus. Other than as set out in paragraph (c) below, your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Offer as follows:

- (a) if you wish to accept your **full** Entitlement:
 - (i) complete the Application Form; and
 - (ii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency or arrange payment by BPAY®, for the amount indicated on the Application Form; or
- (b) if you only wish to accept **part** of your Entitlement:
 - (i) fill in the number of Securities you wish to accept in the space provided on the Application Form; and
 - (ii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency or arrange payment by BPAY®, for the appropriate application monies (at \$0.044 per Share); or
- (c) if you wish to apply for your **full** Entitlement in full **and** apply for additional Securities (which will be issued at the sole discretion of the Company, scaled back to the extent required and not issued to the extent that any Applicant will increase their holding to an amount in excess of 19.9% of all the Shares on issue on completion of the Offer):
 - (i) complete the Application Form, filling in the details in the spaces provided;
 - (ii) fill in the number of Securities you wish to apply for over and above your Entitlement in the space provided on the Application Form; and
 - (iii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency or arrange payment by BPAY®, for the appropriate application monies (at \$0.044 per Share); or
- (d) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

6.2 Lodging Application Form – payment by cheque or bank draft

Other than Eligible Shareholders making payment by BPAY®, completed Application Forms together with cheques or bank drafts for the Application Monies must be mailed or delivered to:

By hand delivery:

Tymlez Group Limited – Rights Issue
Level 5
126 Phillip Street
Sydney NSW 2000

By post:

Tymlez Group Limited – Rights Issue
C/- Automic Group
GPO Box 5193
Sydney NSW 2001

All cheques must be drawn on an Australian bank cheque or bank draft made payable in Australian currency to “Tymlez Group Limited” and crossed “Not Negotiable”.

The Application Forms do not need to be signed to be binding. If an Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the Application Form as valid and how to construe, amend or complete the Application Form is final.

Your completed Application Form and cheque must reach the Share Registry no later than 5.00 pm AEST on the Offer Closing Date.

6.3 Applications by Eligible Shareholders – payment by BPAY®

For Eligible Shareholders wishing to make payment by BPAY®, payment should be made according to the instructions set out on the Application Form using the BPAY® Biller Code and Customer Reference Number shown therein. Payments via BPAY® can only be made by a holder of an account with an Australian financial institution that supports BPAY® transactions.

The reference number shown on each Application Form (**Reference Number**) is used to identify an Eligible Shareholder's holding. For Eligible Shareholders who have multiple holdings, they will have multiple Reference Numbers. They must use the Reference Number to pay for each holding separately. Failure to do so may result in an underpayment. If payment is made by BPAY® for less than an Eligible Shareholder's full Entitlements, the remaining Entitlements will form part of the Shortfall.

Please note that should you pay by BPAY®:

- (a) you do not need to submit the Application Form but are taken to have made the declarations on that Application Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Securities which is covered in full by your Application monies.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by no later than 5.00 pm AEST on the Offer Closing Date. 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.

Any Application Monies received for more than your final allocation of Securities (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any Application Monies received or refunded.

6.4 ASX listing

The Securities issued under the Offer are expected to be issued and holding statements despatched as soon as practicable after the Offer Closing Date, in accordance with the ASX Listing Rules and the timetable set out in section 2 of this Prospectus. Securities to be issued under the Shortfall Offer and/or Shortfall Placement will be issued on a progressive basis. No issue of Securities will be made until the ASX grants Official Quotation for the relevant Securities.

Application for Official Quotation of the Shares offered pursuant to this Offer will be made within seven (7) days from the date of this Prospectus. The fact that ASX may grant Official Quotation to such Shares is not to be taken in any way as an indication of the merits of the Offer or an interest in the Company.

If the ASX does not grant Official Quotation of the Shares offered pursuant to this Offer within three (3) months after the Prospectus Date (or such period as varied by ASIC), the Shares will not be allotted and Application Monies will be refunded (without interest) within the time prescribed under the Corporations Act.

The Company will also apply for Official Quotation of the Class D Options offered under the Offer within seven (7) days from the date of this Prospectus. The Class D Options will

therefore form a quoted class of securities. Any such application for quotation will be subject to the satisfaction of the ASX requirements for quotation and the Company makes no guarantee that any such application for quotation will be successful. If the application for quotation is unsuccessful, the Class D Options will remain unlisted but otherwise will remain on the same terms and conditions.

It is an Applicant's responsibility to determine their holdings before trading in Securities. Any person who sells Securities before receiving confirmation of their holding will do so at their own risk.

The Directors reserve the right not to proceed with the whole or any part of the Offer (or either of them) at any time before the allotment of Securities. In that event, relevant Application Monies will be refunded without interest.

6.5 Issue and Allotment of Securities

Securities issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and the timetable set out in section 2 of this Prospectus.

Pending the allotment and issue of the Securities or payment of refunds under this Prospectus, all Application Monies will be held in a trust account until the Securities are issued. The trust account established by the Company for this purpose will be solely used for handling Application Monies. Any interest earned on the Application Monies will be for the benefit of, and will remain the sole property of, the Company and will be retained by the Company whether or not the issue of Securities takes place. Applications and Application Monies may not be withdrawn once they have been received by the Company.

Holding statements for Securities issued under the Offer will be mailed in accordance with the ASX Listing Rules and the timetable set out in section 2 of this Prospectus.

6.6 Discretions

Without limiting the other powers and discretions set out in this Prospectus, the Directors (or their delegate for this purpose) may implement the Offer in the manner they think fit and settle any difficulty, anomaly or dispute which may arise either generally or in a particular case in connection with, or by reason of, the operation of the Offer or a matter in this Prospectus, as they think fit, whether generally or in relation to any Shareholder, any Shares or Options, and the determination of the Directors (or their delegate) is conclusive and binding on all relevant Shareholders and other persons to whom the determination relates.

6.7 Brokerage

Investors will not pay brokerage as a subscriber for Securities under an Offer.

6.8 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, Mr Justyn Stedwell on +61 (3) 9191 0135.

7. Purpose and Effect of the Offer

7.1 Purpose of the Offer

The purpose of the Offer is raise up to approximately \$802,302 before expenses of the Offer. No funds will be raised from the issue of the Class D Options.

The funds raised from the Offer are planned to be used in accordance with the table below.

Funds	\$	%
Funds raised under the Offer	\$802,302	100%
Total	\$802,302	100%
Items of Expenditure	\$	%
Working capital	\$755,886	90.48%
Expenses of the Offer ¹	\$76,416	9.52%
Total	\$802,302	100%

Notes:

1. Please refer to section 10.11 for further details relating to the estimated expenses of the Offer.

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.

7.2 Effect of the Offer on the financial position of the Company

The principal effect of the Offer, assuming all Entitlements are accepted and other Shares are not issued prior to the Record Date (including on the exercise of Options or issue of the Tyhold Deferred Shares), will be to:

- (a) increase the cash reserves and issued paid up capital by up to approximately \$802,302 immediately after completion of the Offer (prior to deducting the estimated expenses of the Offer);
- (b) increase the total number of Shares on issue from 145,873,153 as at the date of this Prospectus to up to 164,107,297 Shares following completion of the Offer; and
- (c) increase the total number of Options on issue from 3,320,000 as at the date of this Prospectus to up to 38,622,326 Options following completion of the Offer (including the issue of the Private Placement Options and the Lead Manager Options).

7.3 Pro-Forma Balance Sheet

The unaudited balance sheet as at 30 September 2019 and the unaudited pro-forma balance sheet as at 30 September 2019 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The unaudited pro-forma balance sheet has been prepared assuming all Entitlements are accepted and other Shares are not issued (including on the exercise of Options or issue of the Tyhold Deferred Shares) prior to the Record Date and including expenses of the Offer.

The unaudited 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 an abbreviated form, insofar as it does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

	Tymlez Group Limited 30/9/19	Proforma transactions	Impact of Offer	Total proforma
	A\$	A\$	A\$	A\$
Current assets				
Cash and cash equivalents (1)	1,073,465	535,457	802,302	2,411,224
Trade and other receivables (2)	109,703	93,332	6,406	209,441
Other assets	49,305	0	0	49,305
Total current assets	1,232,473	628,789	808,708	2,669,970
Non-current assets				
Property plant and equipment	88,687	0	0	88,687
Right-of-use asset	508,530	0	0	508,530
Intangible assets	2,092,436	0	0	2,092,436
Total non-current assets	2,689,653	0	0	2,689,653
Total assets	3,922,126	628,789	808,708	5,359,623
Current liabilities				
Trade and other payables (3)	818,301	(101,703)	83,737	800,335
Lease liability	86,565	0	0	86,565
Total current liabilities	904,866	(101,703)	83,737	886,900
Non-current liabilities				
Lease liability	430,227	0	0	430,227
Total non-current liabilities	430,227	0	0	430,227
Total liabilities	1,335,093	(101,703)	83,737	1,317,127
Net Assets	2,587,033	730,492	724,971	4,042,496
Equity				
Issued capital (4)	14,487,114	655,733	680,871	15,823,718
Reserves (5)	(5,849,714)	38,036	44,100	(5,767,578)
Accumulated losses (6)	(6,050,367)	36,723	0	(6,013,644)
Total equity	2,587,033	730,492	724,971	4,042,496

Note 1: Cash and cash equivalents

	\$
Unaudited as at 30 September 2019	1,073,465
<i>Pro forma transactions:</i>	
Payment of trade payables (a)	(122,543)
Proceeds from issue of shares via private placement (b)	658,000
Pro-forma transactions subtotal	535,457
Proceeds from shares issued under the Offer (h)	802,302
Impact of offer subtotal	802,302
Closing balance	2,411,224

Note 2 – Trade & other receivables

	\$
Unaudited as at 30 September 2019	109,703
<i>Pro forma transactions:</i>	
Capital raising cost for private placement (c)	3,846

GST receivable (d)	89,486
Pro-forma transactions subtotal	93,332
GST on capital raising costs incurred (cash settlement) (i)	6,406
Impact of offer subtotal	6,406
Closing balance	209,441

Note 3 – Trade & other payables

	\$
Unaudited as at 30 September 2019	818,301
<i>Pro forma transactions:</i>	
Payment of trade payables (a)	(150,043)
Capital raising cost for private placement (c)	48,340
Pro-forma transactions subtotal	(101,703)
Capital raising costs incurred (cash settlement) (i)	83,737
Impact of offer subtotal	83,737
Closing balance	800,335

Note 4 – Issued capital

	\$
Unaudited as at 30 September 2019	14,487,114
<i>Pro forma transactions:</i>	
Issue of shares in settlement of trade payables (a)	27,500
Issue of shares via private placement (b)	658,000
Capital raising cost for private placement (c)	(44,494)
GST adjustment (d)	58,827
Options issued to lead manager as share based payment for private placement (g)	(44,100)
Pro-forma transactions subtotal	655,733
Shares issued under the Offer (h)	802,302
Capital raising costs incurred (cash settlement) (i)	(77,331)
Options issued to lead manager as share based payment for transaction costs (j)	(44,100)
Impact of offer subtotal	680,871
Closing balance	15,823,718

Note 5 – Reserves

	\$
Unaudited as at 30 September 2019	(5,849,714)
<i>Pro forma transactions:</i>	
Employee share options issued to Jitze Jongsma (e)	752
Lapsed options - Rodney Hannington and Daniel Dickens (f)	(6,816)
Options issued to lead manager as share based payment for private placement (g)	44,100
Pro-forma transactions subtotal	38,036
Options issued to lead manager as share based payment for transaction costs (j)	44,100
Impact of offer subtotal	44,100
Closing balance	(5,767,578)

Note 6 – Accumulated losses

	\$
Unaudited as at 30 September 2019	(6,050,367)
<i>Pro forma transactions:</i>	
GST adjustment (d)	30,659
Employee share options issued to Jitze Jongsma (e)	(752)
Lapsed options - Rodney Hannington and Daniel Dickens (f)	6,816
Pro-forma transactions subtotal	36,723
Pro forma total	(6,013,644)

7.4 Effect of Offer on capital structure

The effect of the Rights Offer on the capital structure of the Company, assuming all Entitlements are accepted, and other Shares are not issued (including on the exercise of the Options or issue of the Tyhold Deferred Shares) prior to the Record Date, is set out below.

7.4.1 Shares

Shares	Amount
Shares currently on issue	145,873,153 ¹
Shares offered pursuant to the Rights Offer	18,234,144 ²
Total Shares on issue upon completion of the Offer	164,107,297³

Notes:

- This includes:
 - 72,322,460 Shares subject to escrow expiring on 24 December 2020; and
 - 125,000 Shares subject to escrow expiring on 10 April 2021.
- This number may vary due to rounding of Entitlements and may increase as a result of the rounding up of Shares offered under the Rights Offer.
- This assumes that no Options are exercised and that the performance milestones for the issue of the Tyhold Deferred Shares are not satisfied before completion of the Rights Offer. The Company notes that the performance milestones attaching to the Tyhold Deferred Shares have not been satisfied as at the date of this Prospectus. For clarity, those performance milestones are set out in section 3.10 of the Company's Replacement Prospectus released to the market on 6 November 2018 and are replicated below:
 - 2,000,000 Shares will be issued upon Tymlez Holding generating total accumulated revenue of at least \$2,000,000 prior to 13 February 2021;
 - 2,000,000 Shares will be issued upon Tymlez Holding generating total accumulated revenue of at least \$3,000,000 prior to 13 February 2021;
 - 2,000,000 Shares will be issued upon Tymlez Holding generating total accumulated revenue of at least \$4,000,000 prior to 13 February 2021;
 - 2,000,000 Shares will be issued upon Tymlez Holding generating total accumulated revenue of at least \$5,000,000 prior to 13 February 2021;

While there is currently no certainty as to whether these performance milestones will be satisfied, if they are satisfied the number of Shares on issue will increase by 8,000,000 Shares.

7.4.2 Options

Options	Amount
Options currently on issue	
Unlisted Options exercisable at \$0.35 on or before 11 December 2022	2,000,000
Unlisted Options exercisable at \$0.35 on or before 15 March 2021	1,320,000 ¹
Total Options on issue as at the date of this Prospectus	3,320,000
Options to be issued	

Class D Options offered pursuant to the Rights Offer	18,234,144 ²
Private Placement Options	15,068,182
Lead Manager Options	2,000,000 ³
Total Options on issue upon completion of the Offer	38,622,326

Notes:

1. *These represent Options issued under the Company's employee share option plan.*
2. *This number may vary due to rounding of Entitlements and may increase as a result of the rounding up of Shares offered under the Rights Offer.*
3. *As noted in section 10.4, the Company has agreed to issue up to 2,000,000 Class D Options to the Lead Manager subject to the achievement of relevant milestones.*

7.5 Effect of Offer on control of the Company

The potential effect that the issue of Shares under the Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors including the level of Eligible Shareholder participation in the Offer, which Eligible Shareholders participate, the extent of any Shortfall Securities, which Eligible Shareholders apply and are issued Shortfall Securities.

If Eligible Shareholders take up their Entitlement under the Rights Offer in full, Eligible Shareholders will not be diluted (subject to treatment of fractional entitlements). If Eligible Shareholders do not exercise their Entitlement under the Rights offer, or only exercise part of their Entitlement, they will be diluted.

Ineligible Shareholders will have their holdings diluted by the Rights Offer. The extent of any dilution will depend on the level of participation in the Rights Offer.

It is not possible for the Directors to predict the final level of participation and Shortfall under the Rights Offer, or the identity of Eligible Shareholders who will subscribe for their Entitlement. The Directors are also unable to state with certainty the identity of any prospective subscribers under the Shortfall, or the total number of Shortfall Securities which will or can be placed.

The potential effect of the Entitlement Offer on the control of the Company is as follows:

- (a) If all Eligible Shareholders take up their full Entitlement, there would be no significant effect on the control of the Company, as the Rights Offer is made pro-rata and in that case no Entitlements would lapse or revert to the Shortfall.
- (b) If Eligible Shareholders do not take up their full Entitlements under the Rights Offer, then the interests of those Eligible Shareholders will be diluted.
- (c) The proportional interests of Ineligible Shareholders will be diluted because those Ineligible Shareholders are not entitled to participate in the Rights Offer.

Given no nominee has been appointed for Ineligible Shareholders under section 615 of the Corporations Act, Eligible Shareholders will not be able to rely on the exception for right issues in item 10 of section 611 of the Corporations Act. Accordingly, when an Eligible Shareholder applies for some or all of its Entitlement, it must have regard to the takeovers prohibition in section 606 of the Corporations Act (that is, the 20% voting power threshold).

Any Shortfall Securities will be issued on the basis that no person will be issued Shortfall Securities if such issue will result in their voting power in the Company increasing beyond that allowed by the takeovers prohibition in section 606 of the Corporations Act.

For illustrative purposes, the below table* shows the change in percentage ownership of all Shares on issue if an Eligible Shareholder with the number of Shares in the left column does not accept all its Entitlements but all other Eligible Shareholders take up their Entitlements and the Shortfall is fully subscribed.

Eligible Shareholder	Record Date		Entitlements	Completion of Offer	
	Shares	%		Shares	%
Shareholder 1	500,000	0.34%	50,000	500,000	0.30%
Shareholder 2	1,000,000	0.69%	100,000	1,000,000	0.61%
Shareholder 3	5,000,000	3.43%	500,000	5,000,000	3.06%
Shareholder 4	10,000,000	6.86%	1,000,000	10,000,000	6.14%

*Notes:

- The table assumes that the Rights Offer, Shortfall Offer and/or Shortfall Placement are fully subscribed.
- The table assumes that other Shares are not issued (including the Tyhold Deferred Shares or on the exercise of existing Options) prior to the Record Date.
- The dilutionary effect shown in the table above is the maximum percentage on the assumption that those Entitlements which are not accepted are fully subscribed through the issue of Shortfall Securities under the Shortfall Offer and the Shortfall Placement. In the event all Entitlements are not accepted and some or all of the resulting Shortfall Securities are not subsequently subscribed for or placed through the Shortfall Offer or the Shortfall Placement, the dilutionary impact for each Eligible Shareholder not accepting their Entitlement would be a lesser percentage.

A substantial number of new Options, being the Class D Options, may be issued pursuant to this Offer. While the initial issue of the Class D Options will not dilute the present interests of existing Shareholders, if holders of the Class D Options subsequently choose to exercise the Class D Options issued to them, this may affect the overall holding of existing Shareholders.

The substantial holders of the Company are listed below in section 7.6 of this Prospectus. As these holders are eligible to receive Shares with free-attaching Class D Options, it may affect their overall percentage shareholding in the Company. The final percentage interests held by Shareholders of the Company is entirely dependent upon the extent to which the Eligible Shareholders participate in the Offer and subsequently exercise the Options issued pursuant to the Offer.

7.6 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, those persons, which (together with their Associates) have a relevant interest in 5% or more of the Shares on issue are set out in the table below.

Substantial Shareholder	Shares	Voting Power ¹	Entitlement	Amount ²
Tyhold 2 B.V.	65,404,233	44.84%	8,175,529	\$359,723

Notes:

1. Rounded to the nearest decimal place.
2. This represents voting power calculated as at the date of this Prospectus.

In the event all Entitlements are accepted there will be no change to the identity of the substantial holders on completion of the Offer.

8. Rights and Liabilities attaching to Securities

8.1 Rights Attaching to Shares

The following is a summary of the more significant rights attaching to the Shares (being the underlying securities). This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. If Applicants require more detailed advice regarding the rights and liabilities of Shareholders, they should seek independent legal advice.

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

(a) General meetings

Each Shareholder is entitled to receive notice of all general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the ASX Listing Rules.

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

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

(b) Voting rights

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

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder will, in respect of each fully paid Share held by that Shareholder, or in respect of which that Shareholder is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the Corporations Act, the Directors may from time to time declare such dividends as appear to the Directors to be justified by the profits of the Company.

Subject to the rights of persons entitled to securities with special rights as to dividends, all dividends are paid in the proportion that the amounts paid on those Shares bear to the issue price of the Shares.

(d) Winding up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as the liquidator considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of security holders.

The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued 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.

(f) **Transfer of Shares**

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

(g) **Future increase in capital**

The issue of any Shares is under the control of the Directors. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without 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.

(h) **Variation of rights**

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of security holders or with the written consent of the majority of security holders in the affected class, vary or abrogate the rights attaching to the securities (including Shares).

(i) **Alteration of Constitution**

The Constitution can only be amended by a special resolution passed by at least 75% of Shareholders present (in person, by proxy, attorney or representative) and voting at the general meeting.

8.2 Rights and liabilities attaching to Class D Options

(a) **Entitlement**

Subject to paragraph (n), each Class D Option entitled the holder to subscribe for one (1) Share upon exercise of the Class D Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Class D Option will be \$0.065 (**Exercise Price**).

(c) **Expiry Date**

Each Class D Option will expire at 5.00 pm AEST on 31 December 2023 (**Expiry Date**). Class D Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Class D Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Class D Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Class D Option Certificate (**Notice of Exercise**) and payment of the Exercise Price for each Class D Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Class D Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares in exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Class D Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the Official List of the ASX at the time, apply for Official Quotation of Shares issued pursuant to the exercise of the Class D Options.

If a notice delivered under paragraph (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued in exercise of the Class D Options rank equally with the then issued Shares of the Company.

(i) **Quotation of Shares issued on exercise**

If the Company is admitted to the Official List at the relevant time, application will be made by the Company to ASX for Official Quotation of the Shares issued upon the exercise of the Class D Options.

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Class D Options and holders will not be entitled to participate in new issues of capital offered to

Shareholders during the currency of the Class D Options without exercising the Class D Options.

(l) **Change in Exercise Price**

The Class D Options do not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Class D Options can be exercised.

(m) **Transferability**

The Class D Options are transferable subject to any restriction or escrow arrangements imposed by the ASX or under applicable Australian securities laws.

(n) **Bonus Issues**

If prior to the Expiry Date, the Company makes a bonus issue of Shares to Shareholders, then the holders of Class D Options, upon the exercise of such Options, would be entitled to have issued to them, in addition to Shares which would otherwise be issued to them upon the exercise of the Class D Options, the Shares which would have been issued under that bonus issue (**Bonus Shares**) if, on the record date applicable to the Bonus Shares, they had been registered as the holder of the Shares to be issued to them upon exercise of the Options. Such Bonus Shares will be paid by the Company out of profits or reserves in the same manner as was applied in relation to the bonus issue and upon issue will rank equally in all respects with the Bonus Share.

9. Risk Factors

9.1 Introduction

An investment in the Company is not risk free and should be regarded as speculative.

There are specific risks which relate directly to the Company's activities. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares and the underlying Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed and do not take into account the individual circumstances of Shareholders.

The Directors strongly recommend potential Applicants to consider the risk factors described below, together with information contained elsewhere in this Prospectus and consult with their professional advisers before deciding whether to apply for Shares under this Prospectus.

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

9.2 Specific Risks

(a) Sufficiency of Funding

At the date of this Prospectus the Company is not cash flow positive, meaning the Company is reliant on raising funds from investors in order to continue its operations. Although the Directors consider that the Company will, on completion of the Offer, have enough working capital to carry out its stated objectives, there can be no assurance that such objectives can be met without further funding. The Company has limited financial resources and may need to raise additional funds from time to time to finance the complete development and commercialisation of its products and services and meet its other longer term objectives. The Company may never achieve profitability and its ability to raise additional funds will be subject to, among other things, factors beyond the control of the Company and its Directors, including cyclical factors affecting the economy and the share markets generally. The Directors can give no assurance that future funds can be raised by the Company on favourable terms, if at all.

(b) Business Strategy risk

The Company's future growth and financial performance is dependent on its ability to successfully execute its business strategy. This will be impacted by a number of factors, including the Company's ability to:

- achieve further sales of licences for the Tymlez Platform through additional marketing activities in existing markets in which the Tymlez Business operates as well as in markets that the Company will expand into;
- successfully maintain and develop further marketing channels for sales licences for the Tymlez Platform, whether via the software suppliers, system integrators and/or value added resellers;
- successfully commercialise the Tymlez Platform as well as to continue to innovate and successfully commercialise new products, enhancements or functionalities that are appealing to customers; and
- comply with regulatory requirements (if any) applicable to the Tymlez Business.

(c) **Going Concern risk**

The Company's reviewed interim financial statements for the period ended 30 June 2019 contained a note emphasising uncertainty around the Company's ability to continue as a 'going concern' in the event the Company is unable to secure sufficient funding from a capital raising. Notwithstanding the 'going concern' note, the Directors believe that there are reasonable grounds to believe that the Company will be able to continue as a going concern. However, in the event that the Offer is not completed successfully or is delayed, there is significant uncertainty as to whether the Company can meet its commitments to its creditors and continue as a going concern, which is likely to have a material adverse effect on the Company's activities.

(d) **Reliance on flagship Tymlez Platform product**

The Company's business model depends on the Company's ability to continue to ensure that its customers are satisfied with the Tymlez Platform. There is a risk that the Company fails to maintain the Tymlez Platform adequately, or that updates may introduce errors and performance issues, causing customer satisfaction in the Tymlez Platform to fall. Customer satisfaction may also fall as a result of real or perceived reductions in functionality, product quality, reliability, cost-effectiveness and customer support for the Tymlez Platform, or a failure to accommodate and reflect changes and development in technology and in the commercial, compliance and regulatory environment. Any of these factors may result in reduced usage, loss of customers, damage to the Company's reputation, an inability to attract new customers or potentially claims for compensation.

The Company's future revenue and growth also depends on its ability to develop enhancements and new features and functionalities for the Tymlez Platform so that it continues to meet customer needs, attract new customers and generate additional revenue from increased usage. There is a risk that the development and introduction of new features and functionalities does not result in a successful outcome due to competition or economic and market conditions. The failure to successfully develop new product features and functionalities may materially adversely impact the Company's future operations and financial performance.

(e) **Risk of operating in foreign jurisdictions**

The Group operates across multiple jurisdictions. In particular the Group's main operating subsidiary, Tymlez Holding, is incorporated and domiciled in The Netherlands. Tymlez Holding will therefore be subject to the laws applicable to companies incorporated in The Netherlands and consequently the Company will be subject to the risks of conducting operations in a foreign jurisdiction. This includes risks relating to difficulty in enforcing contracts in The Netherlands, changes to or uncertainty in the Dutch legal and regulatory regime, including in relation to taxation and foreign investment and practices of Dutch government and regulatory authorities. The Group will also be exposed to such multijurisdictional risks in any existing (e.g. USA) and new territories in which the Group maintains operations from time to time, as well as any other issues in foreign jurisdictions in which the Company may operate.

(f) **Foreign sales**

As at the date of this Prospectus, all of the Group's sales are transacted in foreign currencies, namely in USA dollars (US\$) and Euros (€). Notwithstanding that the Group intends to establish Australian operations following successful completion of the Offer, it is envisaged that a majority of the Group's sales will be international sales. Therefore the Group will be subject to a number of risks inherent in selling and operating abroad which could adversely affect the Group's ability to increase or maintain foreign sales. These include, but are not limited to, risks regarding:

- currency exchange rate fluctuations;

- local and international economic and political conditions;
- disruptions of capital and trading markets;
- accounts receivable collection and longer payment cycles;
- difficulties in staffing and managing foreign operations;
- potential hostilities and changes in diplomatic and trade relationships;
- restrictive governmental actions (such as restrictions on the transfer or repatriation of funds and trade protection measures, including export duties and quotas and customs duties and tariffs);
- changes in legal or regulatory requirements;
- the laws and policies of Australia and other countries affecting trade, foreign investment and loans, and import or export licensing requirements; and
- tax laws.

Changes in circumstances or market conditions resulting from these risks may restrict the Company or its subsidiaries' ability to operate in an affected region and/or adversely affect the profitability of the Company or its subsidiaries' operations in that region.

(g) Key personnel risk

The Group's performance reflects, to a large extent, the efforts and abilities of its senior management team, in particular Mr Reinier Van Der Drift, who is the executive director and CEO of the Company and co-founder of the Tymlez Business. While, in most cases these executives are party to an employment contract with the Group, under the terms of these contracts each executive is permitted to terminate their contract upon a certain notice period. Currently, the Group employs a highly experienced and dedicated senior management team; however, its disbandment may have a material adverse impact on the operating and financial performance of the Group.

(h) Taxation

Given that the Group will consist of foreign subsidiaries, the Group will be subject to various forms of taxation including but not limited to PAYG, GST and resident and non-resident withholding tax. Any increase, change in the application, or introduction of a new tax in Australia and/or internationally could materially affect the performance and financial position of the Company.

(i) Contractual Risk

The Company has contractual obligations and rights with respect to a number of agreements it is a party to. These agreements may include provisions which allow for termination (for convenience or otherwise). Additionally, no assurance can be given that all agreements will be fully performed by all contracting parties and that the Company will be successful in securing compliance with the terms of each agreement by the relevant third party. If a contracting party were to breach a material agreement or terminate a material agreement, this could have an adverse impact on the Company's business, operations and financial performance.

(j) Security breach and data privacy

The Tymlez Platform may involve the storage and transmission of the Company's customers' confidential and proprietary information. Hacking or exploitation of some unidentified vulnerability in the Tymlez Platform or the Group's databases could lead to loss, theft or corruption of data. This could render the Tymlez Platform unavailable

for a period of time or unauthorised disclosure of data, with associated reputational damage, claims by users and regulatory scrutiny and fines.

Although the Company has strategies and protections in place to try and minimise security breaches and to protect data, these strategies might not be successful. In that event, disruption to the Tymlez Platform and unauthorised disclosure of users' data could adversely impact the Group's reputation and performance.

(k) **Dilution risk**

The capital structure of the Company will be impacted by the number of Shares issued pursuant to the Offer. Shareholders' respective holding of Shares will also be diluted to the extent that the Company undertakes further capital raising activities and issues securities in the Company under such capital raisings.

The Company may issue up to an additional 8,000,000 Shares upon achievement of the relevant milestones pursuant to the Tyhold Deferred Shares. Furthermore, following completion of the Offer, the Company is anticipated to have 38,622,326 Options on issue, which result in the issue of up to an additional 38,622,326 Shares. Thus, the issue of additional Shares pursuant to the Tyhold Deferred Shares and/or the exercise of Options will further dilute the shareholdings of Shareholders.

9.3 Industry Risks

(a) **Emerging Technology**

Blockchain technology has a limited history, with its first use in 2009. The risks relating to blockchain technology, include its unregulated nature, the lack of precedence in relation to its operation and limited knowledge by established markets.

Additionally, the technology surrounding blockchain technology may be rendered obsolete by new inventions and technologies, which would adversely impact the Company. The market for internet-related products is characterised by continued rapid evolution in technology, evolving industry standards, changes in customer needs, heavy competition and frequent new products being developed.

(b) **Research and Development**

The Company's future success depends on its ability to enhance existing products and features as well as develop new products. Failure to innovate or anticipate market demands may result in the Company ceasing to maintain a competitive and relevant position in a rapidly changing environment.

When the Company introduces new products, enhancements, and features (if any) there is a risk that there will be unforeseen costs attached to these initiatives or they will not perform as expected or not be received favourably by clientele. A failure to successfully develop new products may adversely affect the Company's financial position and prospects.

(c) **Availability of IT staff**

The Company relies on employees with specialist IT skills in order to develop and maintain its products and services. Any shortage of availability of these skills in the IT employment market could impair the development of the Company's products and business and the rate of such development. Such shortage could also cause wage inflation, which may impact on the Company's profitability.

(d) **Reliance on core information technology and other systems**

The availability of the Tymlez Platform is dependent upon the performance, reliability and availability of IT and communication systems. This includes core technologies

such as computer servers and back-end processing systems. These systems may be adversely affected by a number of factors including major events such as acts of terrorism or war, or a breakdown in utilities such as electricity and fibre optic cabling. There are also internal and external factors that may adversely affect those systems and technologies such as natural disasters, misuse by employees or contractors or other technical issues. The Company's insurance policies may not cover loss or damage suffered as a result of a system failure. The Company is also reliant on continued access to the internet and on parties that provide a hosting platform for applications created on the Tymlez Platform.

(e) **Protection of technology rights**

The Company relies on its intellectual property and trade secrets, which include information relating to the development of its technology and integration with its customers. There can be no assurance that any intellectual property which the Company or the entities it deals with, may have an interest in now or in the future will afford the Group commercially significant protection of technologies, or that any of the projects that may arise from technologies will have commercial applications.

Although the Company will implement all reasonable endeavours to protect the Group's interests in intellectual property, held through its subsidiaries and otherwise, there can be no assurance that these measures have been, or will be sufficient.

9.4 General risks

(a) **Economic risks and market conditions**

Factors, such as, but not limited to, world economic conditions, political instability, stock market trends, interest rates, exchange rates, inflation levels, commodity prices, industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes may all have an adverse impact on our revenues, operating costs, profit margins and Share price. These factors are beyond the control of the Company and the Company cannot predict how they will impact its business.

(b) **Additional requirements for capital**

Further funds will be required for the Company to complete its current programs and achieve its current objectives. Until the Company develops or acquires an income producing asset, it will be dependent on its cash resources and the ability of the Company to obtain future equity or debt funding.

Additional equity financing may be dilutive to Shareholdings and debt financing, if available, may involve restrictions on financing and operating activities. There are no assurances that additional financing will be available on terms acceptable to us, or at all.

If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations.

(c) **Implications of Chapter 6 of the Corporations Act**

Shareholders may be prevented from acquiring Shares under this Prospectus where to do so would contravene the takeovers prohibition in section 606 of the Corporations Act. Section 606 prohibits a person from acquiring a "relevant interest" (as defined in the Corporations Act) in issued voting shares in a listed company if, because of the transaction, that person's or someone else's voting power in the listed company increases from 20% or below to more than 20% or from a starting point that is above 20% and below 90%, unless an exception applies. There are various exceptions to the general prohibition. However, there is no guarantee that an exception would be available in the relevant circumstances and, even if an exception was potentially available, there is a risk that the exception could not be relied upon without significant cost or delay.

10. Additional Information

10.1 Continuous disclosure obligations

This is a Prospectus for the offer of continuously quoted securities and options to acquire continuously quoted securities (as defined in the Corporations Act) of the Company and is issued pursuant to section 713 of the Corporations Act as a transaction specific prospectus. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offering prospectus.

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Further, as an ASX-listed company whose Shares are quoted on the ASX under the code 'TYM', the Company is subject to the ASX Listing Rules which require it to immediately notify the ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of Shares, subject to certain exceptions.

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 prospectus 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 enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of the ASX Listing Rules as applicable from time to time which apply to disclosing entities and which require the Company to notify ASIC of information available to the stock market conducted by ASX, from the date of the Company's admission to the Official List of the ASX.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, an office of ASIC during normal office hours; and
- (c) the Company will provide a copy of each of the following documents, free of charge, to any person on request from the Prospectus Date until the Offer Closing Date:
 - (i) the annual financial report of the Company for the financial year ended 31 December 2018, being the annual financial report of the Company most recently lodged with ASIC before the issue of this Prospectus; and
 - (ii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act in the period from lodgement of the annual financial report referred to in paragraph (i) above until the lodgement of this Prospectus with ASIC.

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

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report for the financial year ended 31 December 2018 (on 29 March 2019) and before the lodgement of this Prospectus with ASIC are set out in the table below:

Date	Description of Announcement
05/12/2019	Initial Director's Interest Notice
04/12/2019	Initial Director's Interest Notice
04/12/2019	Initial Director's Interest Notice
03/12/2019	Final Director's Interest Notice
03/12/2019	Final Director's Interest Notice
03/12/2019	Appendix 3B
02/12/2019	Board Changes – Skip Middleton to Join Board of Advisors
18/11/2019	Section 708AA Notice
18/11/2019	Final Director's Interest Notice
18/11/2019	Issue of Shares under Private Placement
18/11/2019	Reinier van der Drift appointed CEO of TYMLEZ
15/11/2019	Amended Appendix 3B
15/11/2019	Appendix 3B
06/11/2019	Tymlez Selected by Vrije Universiteit of Amsterdam
01/11/2019	Private Placement Successfully Completed to raise \$700,000
30/10/2019	Trading Halt
29/10/2019	Company Update
29/10/2019	Quarterly Activities Report and Appendix 4C
25/10/2019	Company Update and Investor Call
09/10/2019	Appendix 3B
25/09/2019	TYMLEZ Blockchain Solutions Platform available in Australia
19/09/2019	TYMLEZ Blockchain solution now available on SAP HANA
18/09/2019	Release of Securities from Escrow
30/08/2019	Half Yearly Report and Accounts
26/08/2019	Company Presentation

31/07/2019	Quarterly Activities Report and Appendix 4C
28/05/2019	Change of Directors' Interest Notices
22/05/2019	Appendix 3B
14/05/2019	Results of Meeting
14/05/2019	AGM Presentation
29/04/2019	Quarterly Activities Report and Appendix 4C
26/04/2019	Appendix 3B
23/04/2019	Tymlez selected to join Australian Blocktrade mission to USA
15/05/2019	Operations Update Investor Call – Transcription
12/04/2019	Notice of Annual General Meeting/Proxy Form
12/04/2019	Operations Update Investor Call – Audio Recording Available
09/04/2019	Investor Presentation
29/03/2019	Appendix 4G & Corporate Governance Statement

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal business hours. The announcements are also available through the Company's website <https://www.tymlez.com/>.

10.2 Litigation

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

10.3 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 the ASX.

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

	Price	Date
Highest	\$0.068	23 September 2019
Lowest	\$0.041	5 November 2019
Last	\$0.058	29 November 2019

*Source: www.asx.com.au

10.4 Private Placement

Pursuant to the Private Placement announced by the Company on 1 November 2019, the Company has issued a total of 15,068,182 Shares to investors on terms identical to the terms of the Rights Issue being at an issue price \$0.044 (4.4 cents) per Share, together

with one (1) free-attaching Class D Option exercisable at \$0.065 (6.5 cents) on or before 31 December 2023 for every one (1) Share subscribed for.

Accordingly, the Company will also issue an additional 15,068,182 Class D Options to investors who subscribed for Shares under the Private Placement ("**Private Placement Options**"). The Company intends to issue and seek quotation of the Private Placement Options as soon as practicable following completion of the Rights Issue and the issue and quotation of Class D Options offered under the Rights Issue.

10.5 Material Agreements

10.5.1 Mandate

The Company has entered into a mandate with the Lead Manager pursuant to which, amongst other things, the Company appoints the Lead Manager as lead manager in respect of the Private Placement and the Offer ("**Mandate**").

Subject to completion of the Private Placement and the Offer, the Company has agreed to pay the Lead Manager a capital raising fee of 6% (excl GST) of the total amount raised by the Lead Manager under the Private Placement and the Offer.

Additionally, pursuant to the Mandate, the Lead Manager is entitled to be issued up to 2,000,000 Class D Options ("**Lead Manager Options**") subject to the Lead Manager achieving the following performance milestones:

- (a) the Lead Manager is entitled to be issued 1,000,000 Class D Options subject to the Company raising at least \$700,000 under the Private Placement; and
- (b) the Lead Manager is entitled to be issued 1,000,000 Class D Options subject to the Company raising at least \$500,000 under the Offer.

The remainder of the terms and conditions of the Mandate are considered to be on market standard terms.

Investors should note that Mr Niv Dagan, director of the Company, is the sole director and shareholder of the Lead Manager. Accordingly, Mr Dagan may have an interest in the fees and securities payable to the Lead Manager pursuant to the Mandate.

10.6 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed director holds or has held within the two (2) years preceding the lodgement of this Prospectus any interest in:

- (a) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (b) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) and no other benefit has been given or agreed to be given to any Director or proposed director or to any entity in which such a Director or proposed Director is a partner or director, either to induce them to become, or to qualify as, a Director or otherwise for services rendered by them or by the entity in connection with the formation or promotion of the Company or the Offer.

10.7 Interests of Directors in Shares

The relevant interests of each Director, or former Director (if such Director resigned less than 6 months before the issue of this Prospectus) in the Shares of the Company held either directly or through their Associates as at the date of this Prospectus, together with their respective Entitlement, and current proposed intentions with respect to their Entitlements, are set out in the table below. This table includes Shares that are held both directly and indirectly through their Associates.

Director	Existing Shares ¹		Rights Offer Entitlement		Proposed extent of acceptance of Entitlement
	Shares	Voting Power	Entitlement ²	Application Monies ³	
Directors					
Reinier Van Der Drift	65,404,233 ^{4, 5}	44.84%	8,175,529	\$359,723	Nil
Jitze Jongsma	Nil	Nil	Nil	Nil	N/A
Niv Dagan ⁶	5,911,082	4.05%	738,885	\$32,510	Nil
Justyn Stedwell	Nil	Nil	Nil	Nil	N/A
Former Directors					
Michael Reh ⁷	65,404,233 ^{4, 5}	44.84%	8,175,529	\$359,723	Nil
Rodney Hannington ⁷	Nil	Nil	Nil	Nil	N/A
Daniel Dickens ⁷	400,000	0.27%	50,000	\$2,200	Nil
Total	71,715,315	49.16%	8,964,414	\$394,434	Nil

Notes

1. Assumes no Options currently held are exercised prior to the Record Date for the Rights Offer. As all existing Options on issue are currently out of the money, it is unlikely that any Options will be exercised for the purposes of increasing the holders' Entitlement under the Rights Offer.
2. This number may vary due to rounding of Entitlements and may increase as a result of the rounding up of Shares offered under the Rights Offer.
3. Rounded to the nearest decimal place.
4. This relates to the 65,404,233 Shares held by Tyhold, a company which is controlled and owned in equal proportions by former Executive Director Mr Michael Reh and current Executive Director Mr Reinier Van Der Drift. Mr Reh and Mr Van Der Drift are both considered to have a relevant interest in 100% of the Shares held by Tyhold.
5. In addition to the Shares held, Tyhold is entitled to be issued up to 8,000,000 Tyhold Deferred Shares subject to the achievement of certain milestones. This amount therefore assumes that the performance milestones for the issue of the Tyhold Deferred Shares to Tyhold are not satisfied before completion of the Rights Offer. As the performance milestones attaching to the Tyhold Deferred Shares have not been satisfied as at the date of this Prospectus, it is unlikely that any of the Tyhold Deferred Shares will be issued prior to the Record Date and therefore increasing any Mr Michael Reh's and Mr Reinier Van Der Drift's Entitlements under the Rights Offer. For more information on the performance milestones attaching to the Tyhold Deferred Shares, please refer to Section 7.4.1 of this Prospectus.
6. Mr Dagan's securities in the Company are held directly and through his related entities, 10 Bolivianos Pty Ltd, and Freedom Trader Pty Ltd. In addition, as sole director and shareholder of the Lead Manager, Mr Dagan may have an interest in the Lead Manager Options to be issued to the Lead Manager (or its Associates) pursuant to the Mandate. For a summary of the key terms of the Mandate, please refer to Section 10.5.1 of this Prospectus.
7. Mr Michael Reh resigned as a Director on 18 November 2019, while Mr Daniel Dickens and Mr Rod Hannington resigned as Directors on 29 November 2019.

10.8 Interests of Directors in Options

The relevant interests of each Director or former Director (if such Director resigned less than 6 months before the issue of this Prospectus) in the Options of the Company held either directly or through their Associates as at the date of this Prospectus, together with their respective Entitlement, and current proposed intentions with respect to their Entitlements, are set out in the table below. This table includes Options that are held both directly and indirectly through their Associates.

Director	Existing Options	Rights Offer Entitlement ¹	Proposed extent of acceptance of Entitlement
Directors			
Reinier Van Der Drift	150,000 ²	8,175,529	Nil
Jitze Jongsma	90,000 ²	Nil	N/A
Niv Dagan³	1,050,000 ⁴	738,885	Nil
Justyn Stedwell	10,000 ²	Nil	N/A
Former Directors			
Michael Reh⁵	150,000 ²	8,175,529	Nil
Rodney Hannington⁵	Nil	Nil	N/A
Daniel Dickens⁵	Nil	50,000	Nil
Total	1,450,000	8,964,414	Nil

1. This number may vary due to rounding of Entitlements and may increase as a result of the rounding up of Shares offered under the Rights Offer.
2. These Options are unlisted options exercisable at \$0.35 and expiring on 15 March 2021.
3. Mr Dagan's securities in the Company are held directly and through his related entities, 10 Bolivianos Pty Ltd, and Freedom Trader Pty Ltd. In addition, as sole director and shareholder of the Lead Manager, Mr Dagan may have an interest in the Lead Manager Options to be issued to the Lead Manager (or its Associates) pursuant to the Mandate. For a summary of the key terms of the Mandate, please refer to Section 10.5.1 of this Prospectus.
4. These Options are unlisted options exercisable at \$0.35 and expiring on 11 December 2022. Additionally, as a subscriber under the Private Placement, Mr Dagan is entitled to be issued 1,022,740 Private Placement Options for nil consideration. For a summary of the key terms of the Private Placement, please refer to Section 10.4 of this Prospectus.
5. Mr Michael Reh resigned as a Director on 18 November 2019, while Mr Daniel Dickens and Mr Rod Hannington resigned as Directors on 29 November 2019.

10.9 Remuneration of Directors

The Constitution provides that the Directors may be paid for their services as Directors. The cash remuneration payable to each current Director by the Group is as follows:

Director	Amount ¹
Reinier Van Der Drift	€150,000 per annum ²
Jitze Jongsma	€150,000 per annum ³
Niv Dagan	\$33,000 per annum ⁴
Justyn Stedwell	\$12,000 per annum ⁵

Notes:

1. The amounts are exclusive of superannuation.
2. As disclosed in section 9.7 of the Company's Replacement Prospectus dated 6 November 2018, Tymlez Holding has entered into a consulting agreement with Fergil B.V., being an entity controlled by Mr Reinier Van Der Drift, for the provision of such services required for the proper management of the Tymlez Business. In connection with such agreement, Mr Van Der Drift has been appointed as an Executive Director of the Company and is entitled to a monthly fee of €12,500.
3. This reflects fees payable by the Group to Mr Jongsma for services provided as CFO to the Group.
4. As sole director and shareholder of the Lead Manager, Mr Dagan may have an interest in the fees payable to the Lead Manager (or its Associates) pursuant to the Mandate. For a summary of the key terms of the Mandate, please refer to Section 10.5.1 of this Prospectus.
5. In addition to this amount, Justyn Stedwell receives fees of \$33,000 per annum for company secretarial services provided to the Company.

10.10 Director Indemnity Deeds

The Company has entered into a deed of indemnity with each of the Directors. Under such deeds, the Company has undertaken, subject to the restriction in the Corporations Act, to indemnify all Directors against all losses or liabilities incurred by each director in their capacities as Directors of the Company.

10.11 Cash Expenses of the Offer

In the event that all Entitlements are accepted, the total cash expenses of the Offer are estimated to be approximately \$76,416 (excl GST) as follows:

Expense	Amount
ASIC lodgement fees	\$3,206
ASX listing fees	\$5,072
Lead Manager fees (cash) ^{1, 2}	\$48,138
Legal fees	\$10,000
Prospectus printing and postage	\$10,000
Total	\$76,416

Notes:

1. This constitutes a 6% capital raising fee of all funds raised under the Offer. In addition to this amount, the Lead Manager is also entitled to receive the Lead Manager Options pursuant to the Mandate. For more information on the terms of remuneration payable to the Lead Manager under the Mandate, please refer to section 10.5.1 of this Prospectus.
2. Mr Niv Dagan, who is a director of the Company, is the sole director and shareholder of the Lead Manager.

10.12 Interests of experts and advisers

Other than as disclosed in this Prospectus:

- (a) all other persons 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 do not have, and have not had in the two (2) years before the Prospectus Date, any interest in:
 - (i) the formation or promotion of the Company;
 - (ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
 - (iii) the Offer; and
- (b) amounts have not been paid nor agreed to be paid (in cash or Shares or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the Offer.

The Lead Manager has been appointed as the lead manager in respect of the Offer and will be paid such fees as are outlined at section 10.4.1 for services provided in connection with the Offer. The Lead Manager has received (or is entitled to receive) approximately \$475,782 (including GST) in fees from the Group for services provided over the period two (2) years prior to the date of this Prospectus. The Lead Manager (and its nominees) has also received 6,492,315 fully paid ordinary shares and 2,000,000 Options for the provision of such services.

Moray & Agnew Lawyers has acted as solicitors to the Company in relation to the Offer and is entitled to be paid approximately \$10,000 (excluding GST and disbursements) for services provided in connection with the Offer. In addition, Moray & Agnew Lawyers has received (or is entitled to receive) approximately \$122,391 in fees from the Company for services provided over the period two (2) years prior to the Prospectus Date.

10.13 Consents

The Lead Manager has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as the lead manager of the Offer in the form and context in which it is named.

Moray & Agnew Lawyers has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its consents to be named in this Prospectus as the Company's solicitors in the form and context in which it is named.

The Lead Manager and Moray & Agnew Lawyers:

- (a) did not authorise or cause the issue of this Prospectus;
- (b) does not make, or purport to make any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this section; and
- (c) to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this prospectus with consent of that party as specified in this section.

10.14 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 phone the Company on +61 (3) 9191 0135 and the Company will send you, for free,

either a hard copy or a further electronic copy of the Prospectus or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at <https://www.tymlez.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.

10.15 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 potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

10.16 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company currently operates an electronic issuer-sponsored register and an electronic CHES sub-register. The two sub-registers together will comprise the Company's register of Shares.

The Company will not issue certificates. Applicants who are allotted Shares under this Prospectus will be provided with a transaction confirmation statement which sets out the number of Shares allotted to the Applicant. Applicants who elect to hold Shares on the issuer-sponsored sub-register will be provided with a holding statement (similar to a bank account statement) which sets out the number of Shares allotted to the Shareholder under this Prospectus. For Applicants who elect to hold their Shares on the CHES sub-register, the Company will issue an advice that sets out the number of the Shares allotted to the Applicant under this Prospectus. At the end of the month of allotment, CHES, acting on behalf of the Company, will provide those Shareholders with a holding statement that confirms the number of Shares held and any transactions during that month.

A holding statement (whether issued by CHES or the Company) will also provide details of the applicable Holder Identification Number in case of a holding on the CHES sub-register or Reference Number in case of a holding on the issuer-sponsored sub-register. Following distribution of these initial holding statements, a holding statement will also be provided to each Shareholder at the end of any subsequent month during which the balance of that Shareholder's holding of securities in the Company changes.

A Shareholder may request a holding statement at any other time. However, a charge may be imposed by the Share Registry for additional statements.

10.17 Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Share Registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

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

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth), 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.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process the application.

10.18 Taxation

The Directors do not consider that it is appropriate to give potential Applicants advice regarding the taxation consequences of applying for Securities under this Prospectus as it is not possible to provide a comprehensive summary of the possible taxation positions of potential Applicants. The Company, its advisers and officers do not accept any responsibility or liability for any taxation consequences to potential Applicants in relation to the Offer. Shareholders should therefore consult their own professional taxation advisers to obtain advice in relation to the taxation laws and regulations applicable to their personal circumstances. The Company cannot, and does not, offer any advice to Shareholders relating to taxation implications.

10.19 Alteration of Terms or Withdrawal of the Offer

The Company reserves the right, at its discretion, to vary, suspend or withdraw the Offer at any time, subject to the Corporations Act, the ASX Listing Rules and any other law or regulation to which the Company is subject. Any variation, suspension or cancellation does not give rise to any liability on the part of, or any action against, the Company or any Director and will be binding on all Shareholders.

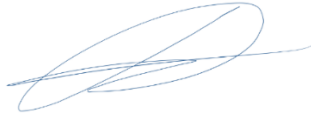
10.20 Governing Law

The Offer and the contracts arising due to acceptance by Shareholders of the Offer are governed by the law in force in Victoria, Australia.

11. 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 consent to the lodgement of this Prospectus with ASIC.



Reinier Van Der Drift
Executive Director
For and on behalf of
Tymlez Group Limited

6 December 2019

12. Definitions

\$ or A\$	means Australian dollars.
€	means Euros.
AEST	means Australian Eastern Standard Time.
Applicant	means a Shareholder who applies for Shares pursuant to the Rights Offer or a Shareholder or other party who applies for Shortfall Securities pursuant to the Shortfall Offer.
Application Form	means the Entitlement and Acceptance Form or Shortfall Application Form as the context requires.
Application Monies	means monies received by the Company from Applicants with respect to the Application Form.
ASIC	means the Australian Securities and Investments Commission.
ASX	means Australian Stock Exchange Limited ACN 008 624 691 or the Australian Securities Exchange (as the context requires).
ASX Listing Rules	means the listing rules of ASX as at the date of this Prospectus.
ASX Settlement Operating Rules	means the settlement rules of the securities clearing house which operates CHESS.
Board	means the Board of Directors of the Company unless the context indicates otherwise.
Business Day	means a day that is not a Saturday, Sunday or a public holiday in Melbourne, Victoria.
Class D Option	means a Class D Option issued on the terms set out in section 8.2.
Company	means Tymlez Group Limited ACN 622 817 421, being a company incorporated in Victoria, Australia.
Constitution	means the Constitution of the Company as may be amended from time to time.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means one or more directors of the Company.
Eligible Shareholder	means a Shareholder who has a registered address in Australia or New Zealand as at the Record Date.
Entitlement	means the entitlement of a Shareholder who is eligible to participate in the Rights Offer.
Entitlement and Acceptance Form	means the entitlement and acceptance form either attached to or accompanying this Prospectus.
Group	means the group of companies which operate the Tymlez Business, comprising the Company, Tymlez Holding, Tymlez Netherlands, Tymlez Germany, Tymlez Properties and Tymlez USA.
Lead Manager	means CoPeak Pty Ltd ACN 607 161 900 (trading as Peak Asset Management ABN 81 891 265 739), a corporate authorised representative (#1249050) of Equity Underwriters Pty Ltd (AFSL

#244040) and whose sole director and shareholder is Mr Niv Dagan, a director of the Company.

Lead Manager Options	means the up to 2,000,000 Class D Options to be issued to the Lead Manager pursuant to the Mandate.
Mandate	means the mandate entered into between the Company and Lead Manager for the engagement of the Lead Manager to provide services in relation to the Private Placement and the Offer, the key terms of which are summarised in Section 10.5.1 of this Prospectus.
Offer	means the Rights Offer, the Shortfall Offer and/or the Shortfall Placement, as the context requires.
Offer Closing Date	means 27 December 2019 or such earlier or later date as the Directors may determine.
Official List	means the list of securities permitted to Official Quotation.
Official Quotation	means official quotation by ASX in accordance with the ASX Listing Rules.
Option	means an option to acquire Shares in the Company.
Optionholder	means a holder of Options in the Company.
Private Placement	means the private placement completed and announced by the Company on 1 November 2019, the key terms of which are summarised in Section 10.4 of this Prospectus.
Private Placement Options	means the Class D Options to be issued under the Private Placement, as referred to in Section 10.4 of this Prospectus.
Prospectus	means this prospectus dated 6 December 2019 and which was lodged with ASIC on that date.
Prospectus Date	means the date of this Prospectus.
Record Date	means 11 December 2019.
Rights Offer	means the non-renounceable rights issue the subject of this Prospectus.
Securities	means the Shares and the Class D Options offered pursuant to the Entitlement.
Share	means a fully paid ordinary share in the capital of the Company.
Share Registry	means Automic Pty Ltd (trading as Automic).
Shareholder	means a holder of Shares.
Shortfall	means the Shares not applied for under the Rights Offer (if any) and offered under the Shortfall Offer and/or the Shortfall Placement (as the context requires).
Shortfall Application Form	means the shortfall application form either attached to or accompanying this Prospectus.
Shortfall Offer	means the offer of Shortfall Securities under the 'Shortfall Offer' on the terms and conditions set out in section 5.8.

Shortfall Securities	means those Securities issued pursuant to the Shortfall.
Shortfall Placement	means the offer of Shortfall Securities under the 'Shortfall Placement' on the terms and conditions set out in section 5.8.
Tyhold	means Tyhold 2 B.V., being a company incorporated in the Netherlands which is wholly owned by Mr Michael Reh and Mr Reinier Van Der Drift in equal proportions. Mr Van Der Drift is the executive director of the Company, while Mr Reh is a former executive director of the Company.
Tyhold Deferred Shares	means up to 8,000,000 Shares to be issued to Tyhold subject to the achievement of the relevant performance milestones as summarised in section 7.4.1 of this Prospectus.
Tymlez Business	means the software development business which provides businesses with a scalable blockchain software solution platform that enables them to develop, deploy and manage distributed blockchain applications in their business and organisations.
Tymlez Germany	means Tymlez GmbH, being a company incorporated in Germany.
Tymlez Holding	means Tymlez Holding B.V., being a company incorporated in The Netherlands.
Tymlez Netherlands	means Tymlez B.V., being a company incorporated in The Netherlands.
Tymlez Platform	means the Company's flagship blockchain solution platform, which is a customisable interface supported by blockchain technology, from which individual applications can be developed.
Tymlez Properties	means Tymlez Properties B.V., being a company incorporated in The Netherlands.
Tymlez USA	means Tymlez Inc, being a company incorporated in the USA.