



CLEANSING PROSPECTUS

Tymlez Group Limited
ACN 622 817 421

OFFER

For an offer of two (2) Quoted Options, exercisable at \$0.065 on or before 31 December 2023 (**Offer Options**) at an issue price of \$0.05 per Offer Option to raise \$0.10 (before expenses) (**Offer**)

CLEANSING

This Prospectus has been prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Options issued prior to the date of this Prospectus, including without limitation the Private Placement Options and the Lead Manager Options. Please refer to section 4.3 of this Prospectus for further details.

The Offer is made to investors to be identified and invited by the Company only and may not be assigned or transferred to any other party

UNDERWRITING

The Offer is not underwritten

IMPORTANT INFORMATION

This Prospectus is a transaction specific prospectus for an offer of options to acquire 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 advisors to whom potential investors may consult.

This document is important and should be read in its entirety. Please read the instructions in this document and on the accompanying Application Form regarding acceptance of this Offer which will be provided by the Company to invited investors. 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.

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1. Corporate Directory

Directors

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

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

Lodgement Prospectus with ASIC and ASX	30 January 2020
Offer Opening Date	31 January 2020
Offer Closing Date	31 January 2020
Allotment of Options pursuant to the Offer	31 January 2020

**The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Offer Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act or the ASX Listing Rules. This may include extending the Offer or accepting late acceptances either in general or in particular cases.*

3. Important Notes

This Prospectus is dated 30 January 2020. A copy of this Prospectus was lodged with ASIC on 30 January 2020. 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. Within seven (7) days of the date of this Prospectus, the Company will make an application to ASX for the Offer Options offered pursuant to this Prospectus to be admitted for quotation on ASX.

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 the Offer Options offered pursuant to this Prospectus can only be made pursuant to the original Application Form which will be provided by the Company to invited investors.

This Prospectus is a transaction specific prospectus for an offer of options to acquire 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.

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

The Offer is only available to those who are personally invited to accept the Offer. Applications for the Offer Options offered pursuant to this Prospectus can only be submitted on an original Application Form which will be provided by the Company to invited investors.

3.1 Risk Factors

Potential investors should be aware that subscribing for the Offer Options offered pursuant to this Prospectus involves a number of risks. The key risk factors of which investors should be aware of are set out in section 7 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 Offer Options 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 the Offer Options 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 7.

3.3 Defined terms and abbreviations

Terms and abbreviations used in this Prospectus are defined in section 10 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.

3.7 Publicly Available Information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer.

3.8 Expiry Date

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

3.9 Additional Copies of Prospectus

Additional copies of this Prospectus are available at the registered office of the Company during the Offer Period. The Corporations Act prohibits any person from passing onto

another person an Application Form unless it is attached to or accompanied by the complete and unaltered version of this Prospectus.

3.10 Electronic Prospectus

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

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

3.11 Restriction on Offers

No action has been taken to permit the offer of Options under this Prospectus in any jurisdiction other than Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws.

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

3.12 Application Forms

Please read the instructions in this Prospectus and on the accompanying Application Form regarding the acceptance of the Offer. By returning an Application Form or lodging an Application Form with your stockbroker or otherwise arranging for payment for the Offer Options in accordance with the instructions on the Application Form, you acknowledge that you have received and read this Prospectus, you have acted in accordance with the terms of the relevant offer detailed in this prospectus and you agree to all the terms and conditions as detailed in this Prospectus. Applications for Offer Options can only be made pursuant to the Application Forms provided by the Company to invited investors. The Corporations Act prohibits any person from passing onto another person an Application Form unless it is attached to or accompanied by the complete and unaltered version of this Prospectus.

The Application Form provided by the Company to invited investors contains a declaration that the Applicant has personally received the complete and unaltered Prospectus prior to completing the Application Form.

3.13 Statements of Past Performance

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

3.14 Privacy

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

personal information by contacting the Share Registry and may request corrections to such personal information.

3.15 Miscellaneous

All references in this Prospectus to \$, AUD or dollars are references to Australian currency, unless otherwise stated. All references to time in this Prospectus relate to the time in Melbourne, Victoria. Items displayed in photographs in this prospectus are not necessarily assets owned by the Company. The inclusion of photographs supplied by persons or entities other than the Company does not constitute an endorsement or recommendation by those persons or entities of the Offer Options offered under this Prospectus.

4. Key Details of Offer

4.1 The Offer

By this Prospectus, the Company is making offers to investors identified by the Directors for up to two (2) Quoted Options (**Offer Options**), exercisable at \$0.065 on or before 31 December 2023 to raise \$0.10 (before expenses).

All of the Offer Options will rank equally with the Company's existing Quoted Options. A high-level summary of the material rights and liabilities attaching the Quoted Options is set out in section 6.1 of this Prospectus.

All Shares issued on exercise of the Quoted Options will rank equally with the Shares then on issue. A summary of the rights and liabilities attaching to the Shares is set out in section 6.2 of this Prospectus.

Application Forms will only be provided by the Company to invited investors. All recipients of the Offer Options will be sophisticated or professional investors (within the meaning of sections 708(8) and 708(11) of the Corporations Act, respectively), however no Offer Options will be issued under the Offer to Directors, related parties of the Company or any other person if the issue would be in breach of the takeover prohibition in section 606 of the Corporations Act or the ASX Listing Rules.

4.2 Background

The Company seeks to issue:

- (a) 15,068,182 Quoted Options (**Private Placement Options**) as free attaching options issued on the basis of one (1) Private Placement Option for each share issued to investors under the Private Placement announced by the Company on 1 November 2019; and
- (b) up to 2,000,000 Quoted Options (**Lead Manager Options**) to the Peak, subject to the satisfaction of relevant performance milestones, in consideration for services provided by Peak in the Non-Renounceable Rights Issue announced by the Company on 6 December 2019. For more information on the Lead Manager Options, please refer to the prospectus issued by the Company and announced to the market on 6 December 2019.

The Private Placement Options and the Lead Manager Options will be issued without disclosure under Part 6D.2 of the Corporations Act and the Company is unable to lodge a 'cleansing notice' under section 708A(5)(e) of the Corporations Act as the Private Placement Options and the Lead Manager Options are not in a class of securities that has been continuously quoted for a period of at least three (3) months (quotation of the Quoted Options was achieved on 6 January 2020).

A prospectus is therefore required under the Corporations Act to enable the Private Placement Options and the Lead Manager Options to be on-sold within 12 months of their issue.

4.3 Purpose of the Offer and this Prospectus

The Company is seeking to raise only a nominal amount of \$0.10 (before expenses) under the Offer and accordingly, the purpose of this Prospectus is not to raise capital. The Directors intend to apply the proceeds from the Offer to expenses of the Offer.

The purpose of this Offer and this Prospectus is primarily to remove any secondary sale restrictions that may be attached to, and facilitate future secondary trading of, the Private Placement Options and the Lead Manager Options in accordance with section 708A(11)(b) of the Corporations Act.

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

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

The Company did not issue the Private Placement Options or the Lead Manager Options with the purpose of the holders of such Options selling or transferring those Options, or granting, issuing or transferring interests in those Options within 12 months of the issue, but this Prospectus provides them the ability to do so should they so wish.

This Prospectus has also been issued to provide information on the Offer being made under this Prospectus as required by the Corporations Act.

4.4 Offer Opening Date and Offer Closing Date

The Offer opens for acceptances on the Offer Opening Date and all acceptances for Offer Options and payments must be received by the Share Registry by p.m. AEDT on 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.

4.5 Minimum Subscription

There is no minimum subscription for the Offer.

4.6 Oversubscription

No oversubscription for the Offer will be accepted by the Company.

4.7 Allotment of Offer Options and Application Monies

Offer Options will be issued only after all Application monies have been received and ASX has granted Official Quotation for the Offer Options. It is expected that Offer Options will be issued on 31 January 2020 and trading of the Offer Options on ASX is expected to commence on 31 January 2020. Holding statements for the Offer Options will be dispatched as soon as practicable after their issue.

The Directors will determine the allottees of all the Offer Options in their sole discretion. The Directors reserve the right to reject any Application or to allow any Applicant fewer Offer Options than the number applied for.

Where the number of Securities allotted is less than the number applied for, the surplus monies (in excess of \$2) will be returned by cheque as soon as practicable after the Offer Closing Date (without interest).

4.8 Underwriting

The Offer is not underwritten.

4.9 Rights and Liabilities of Options

The Offer Options will be fully paid and will rank equally with the existing Quoted Options on issue. The Shares to be issued upon the exercise of the Offer Options will be fully paid and will rank equally with the existing Shares on issue.

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

A high-level summary of the rights and liabilities attaching to the Offer Options is set out in section 6.

4.10 Applications for Offer Options

This Offer is being extended to investors who are invited by the Company to subscribe for Offer Options and is not open to the general public. The Company may determine in its discretion whether to accept any or all Applications.

Applications for Offer Options can only be made on the relevant original Application Form attached to or accompany this Prospectus. Please read the instructions on the Application Form carefully before completing it.

All Applications must be completed in accordance with the detailed instructions on the Application Form and be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Tymlez Group Limited – Cleansing Issue" and may be lodged at any time after the issue of the Prospectus and on or before the applicable Closing Date as follows:

By hand delivery:

Tymlez Group Limited – Cleansing Issue
C/- Automic Group
Level 5
126 Phillip Street
Sydney NSW 2000

By post:

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

No brokerage or stamp duty is payable by Applicants.

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

4.11 Application Monies Held on Trust

All Application Monies received for the Offer will be held in trust in a bank account established solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the Offer Options are allotted. Application Monies will be returned (without interest) if the Offer Options are not allotted.

4.12 Official Quotation

Application for Official Quotation of the Offer Options issued pursuant to this Prospectus shall be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the Offer Options offered pursuant to this Prospectus before the expiry of 3 months after the date of this Prospectus, or such other period as varied by ASIC, the

Company shall not issue any Offer Options and shall repay all application monies for the Offer Options within the period prescribed by the Corporations Act and without interest. The fact that the ASX may grant Official Quotation to the Offer Options is not to be taken in any way as an indication of the merits of the Company or the Offer Options now offered for subscription.

4.13 Allotment

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

The Company will allot and issue the Offer Options offered by this Prospectus as soon as possible after the grant of Official Quotation of the Offer Options offered under this Prospectus.

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

4.14 CHESS

The Company will apply to CHESS, the Clearing House Electronic Sub-Register System (CHESS) operated by ASX Settlement and Transfer Corporation Pty Ltd (ASTC), a wholly owned subsidiary of ASX. This is regulated by the Listing Rules and Security Clearing House Business Rules.

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

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

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

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

4.15 Foreign Selling Restrictions and Overseas Applicants

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

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

It is the responsibility of any applicant for Offer Options that is based in a foreign jurisdiction (outside Australia) to ensure compliance with all laws of any foreign jurisdiction that are relevant and applicable to their Application. The return of a properly completed Application Form will be taken by the Company to constitute a representation and warranty that there

has been no breach any application foreign jurisdiction laws and that all necessary approvals and consents have been obtained.

4.16 Dividend Policy

The Directors may pay any interim and final dividends as, in their judgement, the financial position of the Company justifies. Subject to any rights attaching to Shares, the Directors may fix the amount, time for payment and method of payment of a dividend. However, the Company does not intend to declare and pay any dividends in the immediately foreseeable future.

Investors should be aware that no guarantee is given by the Company or the Directors as to the performance of the Company or as to the timing or amount of any dividend payment.

4.17 Professional Advice

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

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

4.18 Taxation

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

4.19 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.

4.20 Withdrawal

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

4.21 Enquiries

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

5. Use of Funds and Effect of the Offer

5.1 Use of Funds Raised

The Company intends to apply the nominal funds raised under the Offer (up to \$0.10) to meet the expenses of the Offer. The expenses of the Offer in excess of the funds raised under the Offer will be met by the Company's cash reserves.

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

The principal effect of the Offer will be to:

- (a) increase the cash reserves and issued paid up capital by up to approximately \$0.10 immediately after completion of the Offer (before expenses of the Offer); and
- (b) increase the total number of Options on issue from 5,230,505 as at the date of this Prospectus to up to 22,298,689 Options following completion of the Offer (and including the issue of the Private Placement Options and the Lead Manager Options).

5.3 Effect of the Offer on the Company's Balance Sheet

Expenses of the Offer are expected to be approximately \$6,206 comprising ASIC fees and legal costs.

The financial effect of the Offer is minimal; the expenses of the Offer in excess of the Application Monies received for the Offer Options (which is approximately \$0.10), will be met by the Company's cash reserves, with the result that the Company's cash reserves will decrease by approximately \$6,206.

A pro forma statement of financial position showing the financial effect of the Offer on the Company's Balance Sheet has not been included in this Prospectus as the issue of up to two (2) Offer Options pursuant to this Prospectus will not have a material impact on the Company's financial position.

5.4 Effect of Offer on capital structure

Assuming no further Shares are issued, the effect of the Offer on the capital structure of the Company upon completion of the Offer, is set out below

5.4.1 Shares

As no Shares are offered under this Prospectus, the Offer will not have any effect on the share capital structure of the Company.

5.4.2 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
Quoted Options exercisable at \$0.065 on or before 31 December 2023	1,910,505
Total Options on issue as at the date of this Prospectus	5,230,505
Options to be issued	

Offer Options	2
Private Placement Options	15,068,182
Lead Manager Options	2,000,000
Total Options to be issued	17,068,184
Total Options on issue upon completion of the Offer and issue of the Private Placement Options and the Lead Manager Options	22,298,689

Notes:

1. These represent Options issued under the Company's employee share option plan.

5.5 Effect of Offer on control of the Company

The Company will not issue the Offer Options to Directors, related parties of the Company or any other person if the issue would breach the takeover prohibition in section 606 of the Corporations Act. The potential dilutionary effect of the Offer is ~0%.

6. Rights and Liabilities attaching to Offer Options

6.1 Rights and liabilities attaching to Offer Options

(a) **Entitlement**

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

(b) **Exercise Price**

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

(c) **Expiry Date**

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

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Offer Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Offer Option Certificate (**Notice of Exercise**) and payment of the Exercise Price for each Offer 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 Offer 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 Offer 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 Offer 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 Offer 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 Offer Options.

(j) **Reconstruction of capital**

If at any time, the issued capital of the Company is reconstructed, all rights of an Offer 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 Offer Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Offer Options without exercising the Offer Options.

(l) **Change in Exercise Price**

The Offer 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 Offer Options can be exercised.

(m) **Transferability**

The Offer 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 Offer 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 Offer 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 Offer 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.

6.2 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.

7. Risk Factors

7.1 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.

7.2 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.

7.3 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.

7.4 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.

8. Additional Information

8.1 Continuous disclosure obligations

This is a Prospectus for the offer of 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 and Options 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
22/01/2020	Ceasing to be a substantial holder
02/01/2020	Rights Issue Results and Shortfall Notification
20/12/2019	Government Grant to Develop Swarm-Learning
10/12/2019	Section 708A Notice
10/12/2019	TYMLEZ Platform is LIVE on Google Cloud Marketplace
09/12/2019	Letter to Securityholders – Rights Issue
06/12/2019	Appendix 3B – Rights Issue
06/12/2019	Non-Renounceable Rights Issue
06/12/2019	Rights Issue Prospectus
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/>.

8.2 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.

8.3 Market Price of Shares

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

Shares

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	\$0.057	26 November 2019, 29 November 2019, 2 December 2019
Lowest	\$0.035	20 January 2020
Last	\$0.039	28 January 2020

*Source: www.asx.com.au

8.4 Substantial holders

Those persons which (together with their Associates) have a relevant interest in 5% or more of the Share on issue in the Company as at the date of this Prospectus are set out below:

Substantial Shareholder	Shares	%
Tyhold 2 B.V. ¹	65,404,233	44.29%

Notes:

1. Tyhold is 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.

8.5 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:

- the formation or promotion of the Company;
- any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- 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.

8.5.1 Disclosure relating to Niv Dagan

Niv Dagan is the sole director and shareholder of CoPeak Pty Ltd ACN 607 161 900 (trading as Peak Asset Management ABN 81 891 265 739) (**Peak**), who acted as Lead Manager to the Company in relation to:

- the initial public offering of shares in the Company offered under the Company's replacement prospectus dated 6 November 2018; and
- the non-renounceable pro-rata rights issue undertaken by the Company and announced to the ASX on 6 December 2019.

Accordingly, Mr Dagan has an interest in the Securities of the Company as disclosed in sections 8.6 and 8.7 below which were issued or may be issued to Mr Dagan (or his Associated) individually and in his capacity as sole director and shareholder of Peak.

8.6 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, are set out in the table below. This table includes Shares that are held both directly and indirectly through their Associates.

Director	Shares ¹	
	Shares	Voting Power
Directors		
Reinier Van Der Drift	65,404,233 ^{2, 3}	44.26%
Jitze Jongsma	Nil	Nil
Niv Dagan ⁴	5,911,081	4.00%
Justyn Stedwell	Nil	Nil
Former Directors		
Michael Reh ⁵	65,404,233 ^{2, 3}	44.26%
Rodney Hannington ⁵	Nil	Nil
Daniel Dickens ⁵	400,000	0.27%
Total	71,715,314	48.53%

Notes

1. Assumes no Options currently held are exercised prior to the Prospectus Date.
2. 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.
3. 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. For more information on the performance milestones attaching to the Tyhold Deferred Shares, please refer to section 3.10 of the Company's replacement prospectus dated 6 November 2018.
4. Mr Dagan's securities in the Company are held directly and through his related entities, 10 Bolivianos Pty Ltd, and Freedom Trader Pty Ltd.
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.

8.7 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 Offer Options of the Company held either directly or through their Associates as at the date of this Prospectus are set out in the table below. This table includes Options that are held both directly and indirectly through their Associates.

Director	Existing Options
Directors	
Reinier Van Der Drift	150,000 ¹
Jitze Jongsma	90,000 ¹
Niv Dagan ²	1,050,000 ^{1,3}
Justyn Stedwell	10,000 ¹
Former Directors	
Michael Reh ⁴	Nil
Rodney Hannington ⁴	Nil
Daniel Dickens ⁴	Nil
Total	1,300,000

1. These Options are unlisted options exercisable at \$0.35 and expiring on 15 March 2021.
2. 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 Peak, Mr Dagan may have an interest in the Lead Manager Options to be issued to Peak (or its Associates) pursuant to the Mandate.
3. In addition to such Options, Niv (and his related entities) are entitled to be issued 1,022,740 of the Private Placement Options, which the Company seeks to issue on 31 January 2020.
4. 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.

8.8 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
Justyn Stedwell	\$12,000 per annum ⁴

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. In addition to this amount, Justyn Stedwell receives fees of \$33,000 per annum for company secretarial services provided to the Company.

8.9 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.

8.10 Cash Expenses of the Offer

The expenses of the Offer are estimated to be approximately \$6,206 (excl GST) as follows:

Expense	Amount
ASIC lodgement fees	\$3,206
Legal fees	\$3,000
Total	\$6,206

8.11 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.

Moray & Agnew Lawyers has acted as solicitors to the Company in relation to the Offer. The Company estimates that it will pay Moray & Agnew Lawyers approximately \$3,000 (excluding GST and disbursements) for services provided in connection with the Offer.

8.12 Consents

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.

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.

8.13 Electronic prospectus

Pursuant to ASIC Class Order 00/44, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and an electronic Application Form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic Application Form, subject to compliance with certain conditions.

If you have received this prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company 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.

8.14 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.

8.15 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.

8.16 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.

8.17 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.

8.18 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.

8.19 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.

8.20 Directors' Statement

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

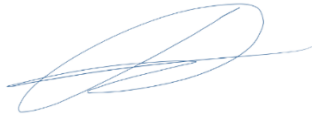
This Prospectus is prepared on the basis that:

- (a) certain matters may be reasonably expected to be known to professional advisors of any kind with whom Applicants may reasonably be expected to consult; and
- (b) information is known to Applicants or their professional advisors by virtue of any Acts or laws of the Commonwealth or Australia or any State of Australia.

9. 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**

30 January 2020

10. Definitions

\$ or A\$	means Australian dollars.
€	means Euros.
AEDT	means Australian Eastern Daylight Savings Time.
Applicant	means a person that applies for the Offer Options under the Offer using an application Form pursuant to this Prospectus.
Application Form	means the application form attached to or accompanying this Prospectus.
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.
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.
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 Options	means the Options to be issued to Peak (or its nominees), as referred to in section 4.2 of this Prospectus.
Offer	means the offer made by this Prospectus to investors to be identified by the Directors of the Offer Options.
Offer Closing Date	means 31 January 2020.
Offer Opening Date	means 31 January 2020 or such earlier or later date as the Directors may determine.
Offer Options	means the two (2) Quoted Options offered to invited Applicants under this Prospectus.
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.
Peak	means CoPeak Pty Ltd ACN 607 161 900 (trading as Peak Asset Management ABN 81 891 265 739) and whose sole director and shareholder is Mr Niv Dagan, a director of the Company.
Private Placement Options	means the Options to be issued under the Private Placement, as referred to in section 4.2 of this Prospectus.
Prospectus	means this prospectus dated 30 January 2020 and which was lodged with ASIC on that date.
Prospectus Date	means the date of this Prospectus.
Quoted Options	means an Option with the terms as set out in section 6 of this Prospectus.
Securities	means the Shares and/or the Options on issue in the Company, or as the context requires.
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.
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.
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.