

# Money3 Corporation Limited

ACN 117 296 143

**ASX Code: MNY**

## Option prospectus

**AN INVESTMENT IN THE COMPANY'S SECURITIES SHOULD BE CONSIDERED  
SPECULATIVE**

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

The Options (and Shares issued on exercise of the Options) offered pursuant to this Prospectus should be considered speculative.

## **Important Information:**

This Prospectus is dated 7 July 2014 and was lodged with ASIC on that date.

This Prospectus is for an offer of Options (to acquire continuously quoted securities), issued in accordance with section 713 of the Corporations Act. Pursuant to Section 713, where a company that is a disclosing entity for the purposes of the Corporations Act decides to make an offer of options to acquire continuously quoted securities, it is entitled to issue a prospectus for the issue of the Options with disclosure that is limited to certain transaction-specific information.

No Options will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Application will be made to the ASX within 7 days after the date of this Prospectus for permission for Options offered by this Prospectus to be listed for Official Quotation.

The proposed offer is that for every \$100 an Investor subscribes pursuant to the Bonds, the Investor will have the opportunity to receive fifty (50) Options. The Company expects to issue up to 15 million Options. No funds will be raised by the Company upon the issue of the Options in accordance with the terms of this Prospectus.

In preparing this Prospectus, regard has been had to the fact that ASX maintains a database of publically disclosed information about the Company and 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 professional advisors with whom potential investors may consult.

Various statements in this Prospectus constitute statements relating to intentions, future acts and events. Such statements are generally classified as forward looking statements and involve known and unknown risks, uncertainties and other important factors that could cause those future acts, events and circumstances to differ from the way or manner in which they are expressly or implicitly portrayed in this Prospectus.

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful. The distribution of this Prospectus in jurisdictions outside Australia or New Zealand may be restricted by law and any person into whose possession this Prospectus comes should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No person is authorised to give any information or to make any representation in connection with the Options issue or the Bonds that is not contained in this Prospectus. Any information or representation not contained in this Prospectus may not be relied upon as having been authorised by the Company in connection with the Options issue or the Bonds. Neither the Company nor any other person warrants the future performance of the Company or any return on any investment made under this Prospectus except as required by law and then only to the extent so required.

This Prospectus provides information to help Investors decide whether they wish to invest in the Company. Before deciding to invest in the Company, potential investors should read the entire Prospectus and in particular the technical information and the risk factors that could affect the future operations and activities of the Company. The Options issue described in this Prospectus does not take into account the investment objectives, financial situation and particular needs of the investor.

You should read this document in its entirety and, if in any doubt, consult with your professional advisors before deciding whether to apply for Options or to exercise Options before or on their expiry date of 15 May 2018. There are risks associated with an investment in Money3 Corporation Limited and the Options offered under this Prospectus should be regarded as a speculative investment. The Options offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends, the future value of the Options or the future value of any Shares issued upon exercise of any of the Options.

Certain abbreviations and other defined terms are used throughout this Prospectus. Details of the definitions and abbreviations used are set out in Section 9 of this Prospectus. All financial amounts shown in this Prospectus are expressed in Australian dollars unless otherwise stated.

This Prospectus may be viewed in electronic form online at the Company's website: [www.money3.com.au](http://www.money3.com.au). The information on the Company's website (outside the electronic Prospectus) does not form part of this Prospectus. Additional copies of the Prospectus are available at the registered office of the Company.

Any person may obtain a copy of this Prospectus or any of the documents referred to in section 8.1 free of charge by contacting the Company via email on: [C.Harris@money3.com.au](mailto:C.Harris@money3.com.au).

**Warning statement applicable to New Zealand investors:**

This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 and Regulations. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings—Australia) Regulations 2008.

This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 and Regulations (Australia) set out how the offer must be made. There are differences in how securities are regulated under Australian law. For example, the disclosure of fees for collective investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies, and compensation arrangements for New Zealand securities.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian securities is not the same as for New Zealand securities. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The offer may involve a currency exchange risk. The currency for the securities is not New Zealand dollars. The value of the securities will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If you expect the securities to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the securities are able to be traded on a securities market and you wish to trade the securities through that market, you will have to make arrangements for a participant in that market to sell the securities on your behalf. If the securities market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.

## 1. Corporate Directory

### Directors

Robert Bryant (Managing Director, Executive Director)  
Scott Baldwin (Executive Director)  
Vaughan Webber (Non Exec. Chairman)  
Christopher James Baldwin (Non Exec. Director)  
Bettina Evert (Non Exec. Director)  
Kang Hong Tan (Non Exec. Director)  
Craig Alan Harris (CFO and Company Secretary)

### Registered office

Level 1, 40 Graduate Road Bundoora Vic 3083

**Telephone** 1300 329 131

**Email** [loans@money3.com.au](mailto:loans@money3.com.au)

**Website** <http://www.money3.com.au/>

## 2. Indicative timetable

The indicative timetable\* for the Option issue is as follows:

Action	Date
Shareholder approval for the issue of the Options	26 June 2014
Distribution of Prospectus	7 July 2014
Closing Date for subscriptions under the Prospectus	21 July 2014
Expected date for allocation of Options and dispatch of holding statements	21 July 2014
Expected date for the Official Quotation of the Options on ASX	22 July 2014

*\* The above dates are indicative only. The Company reserves the right to vary the above dates without prior notice, which may have a consequential effect on other dates.*

### **3. Summary of key investment highlights and risks**

#### **3.1 Key investment highlights**

- Subject to Shareholder Approval, for every \$100 subscribed for Bonds, the Investor will offered the opportunity for no additional consideration to receive fifty (50) Options.
- The terms and conditions applicable to the Options are contained in the Option Terms (described in Section 7).
- You may elect (but there is no obligation) to exercise the Options (or any of them) at any time on or before 5:00 pm AEST on the Expiry Date and on exercise must pay \$1.30 per Option (resulting in the issue of 1 Share per exercised Option).
- No funds are raised on issue of the Options, however if all of the issued Options are exercised in full the Company will raise up to approximately \$19.5 million. Funds raised from the exercise of the Options will be applied as determined by the Board if and when the Options are exercised (if at all).

#### **3.2 Key investment risks**

- The market price of the Company's Shares may fluctuate and, if the market price of Shares is below \$1.30, it is unlikely that the Options will be exercised.
- Regardless of how many Options are exercised, it is likely the Company will need to raise further capital over the next three years to fund its current and future operations.
- If the Options are granted Official Quotation, the price at which you may trade these Options may fall as well as rise.
- If you exercise or sell an Option, this may have taxation consequences, depending on your particular circumstances. We suggest that you receive independent professional advice in respect of the effect on your personal tax position in receiving and ultimately exercising your Options.
- If you do not exercise the Options and other investors do, any existing Shareholding you have will be diluted to the extent other Investors exercise their Options.

The above provides a summary of the key investment highlights and risks only. You should read this Prospectus in full, including Section 6, which contains more detailed disclosure of the risks associated with the issue of the Options and an investment in the Company.

## 4. Option Issue

### 4.1 Options Issue background

There will be an ongoing requirement for the Company to have access to further capital as it develops and seeks to expand its business activities. The Company recently announced a Bonds Issue under which the Company raised \$30 million.

Under the terms of the Bond Issue the Company will offer on the terms of this Prospectus the holders of the Bonds the opportunity to take up 50 Options for every \$100 invested by the initial subscribers under the Bond Issue. At a general meeting held on 26 June 2014 shareholders approved the issue of the Options under this Prospectus (**Shareholder Approval**).

The exercise price of the Options is \$1.30, compared to the Share price (as at the date preceding the date of this Prospectus) of \$1.10.

The terms and conditions applicable to the Options are contained in the Option Terms in section 7 of the Prospectus.

In order for Options to be issued to an initial subscriber under the Bond Issue, an Application Form for the Options (as attached to this Prospectus) must be completed on behalf of that Bondholder and returned to the Company by 21 July 2014.

### 4.2 Use of funds raised

No funds will be raised from the issue of the Options. Funds raised from any exercise of the Options will be applied as determined by the Board as and when the Options are exercised (if at all).

If the maximum number of Options are issued (approximately 15 million) and all of these Options are exercised, it would result in addition funds for the Company of \$19.5 million from that exercise.

### 4.3 Allotment and Allocation

The Options will be allotted and granted as soon as practicable after the Closing Date and otherwise in accordance with the Listing Rules. Holding statements in relation to the Options will be despatched to Investors as soon as practicable and in accordance with the indicative timetable at the start of this Prospectus.

It is your responsibility to determine your Option allocation prior to trading in the Options (if the Options are granted Official Quotation). If you sell any Options before you receive your holding statement or allotment advice, you do so at your own risk.

### 4.4 ASX Official Quotation

The Company intends to apply for quotation of the Options (but not the Bonds) as an additional class of security in the Company on the Official List of the ASX within 7 days of the date of the Prospectus and in accordance with the Listing Rules. Please note this is subject to the Company (and the issue of the Options) satisfying the ASX requirements for quotation of an additional class of security, including that there are at least 50 holders of the Options.

### 4.5 CHESS

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

The Company will not issue Option certificates to Investors. Investors who are allotted Options under this Prospectus will be provided with a holding statement which sets out the number of Options

allotted to the Investors. Investors who elect to hold Options 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 Options allotted to the Investors under this Prospectus. For Investors who elect to hold their Options on the CHESS sub-register, the Company will issue an advice that sets out the number of Options allotted to the Investors under this Prospectus. At the end of the month of allotment, CHESS, acting on behalf of the Company, will provide Option Holders with a holding statement that confirms the number of Options held and any transactions during that month.

A holding statement (whether issued by CHESS or the Company) will also provide details of the applicable Holder Identification Number in the case of a holding on the CHESS sub-register or Reference Number in the 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 Option Holder at the end of any subsequent month during which the balance of that Option Holder's holding of Option changes.

An Option Holder may request a holding statement at any other time. However, a charge may be made by the Options Registry for additional statements.

#### **4.6 Prohibition on exceeding 20% voting power threshold**

You must have regard to and comply with the takeovers prohibition in section 606 of the Corporations Act (that is, the 20% voting power threshold), when exercising Options granted pursuant to this Prospectus. The Company expressly disclaims any responsibility for ensuring that you do not breach section 606 as a result of the exercise of the Options.

If you may be at risk of exceeding the 20% voting power threshold in section 606 or increasing your voting power from a position above 20% as a result of the acquisition of Shares following exercise of Options, you should seek professional advice before exercising Options.

#### **4.7 Directors' Discretion**

The Directors may at any time decide to withdraw this Prospectus. The Directors may make determinations in any manner they think fit in relation to any difficulties, anomalies or disputes. Any determinations by the Board will be conclusive and binding on all Investors and other persons to whom the determination relates.

#### **4.8 Enquiries**

If you have any questions regarding the Options Issue, or anything referred to in this Prospectus, please contact your financial advisor or the Company Secretary, on:

Telephone: 03 9093 8245

Fax: 03 9093 8227



## **5. Effect of the Options Issue on the Company**

### **5.1 Effect on financial position of the Company**

As stated above, the Company will not receive any funds on the grant of the Options. The financial impact on the Company, if Options were exercised on or prior to their Expiry Date, would be to receive additional capital cash inflows (before any costs associated with the exercise of those Options) of \$19.5 million (if the maximum number of Options 15 million are issued and exercised).

### **5.2 Effect on the capital structure of the Company**

To the extent that bondholders take up their respective offers for Options, the impact of that acceptance upon the capital structure of the Company will be to increase the number of issued options, but without any effect on the issued Share capital. To the extent that any Options are subsequently issued, the Share capital will increase by that exercise. The Company had no options to purchase Shares on issue prior to the Shareholder Approval.

## **6. Risk factors**

Investors should be aware that receiving and ultimately exercising the Options (and the Shares issued on exercise) involves a number of risks. A number of the general risks associated with the holding of investment securities are set out below. The major risk associated with any investment is that due to Option (if listed) and Share price changes, Investors may experience minor or substantial fluctuations in the value of their investment (represented by the Options) prior to, and subsequent to, the exercise date of the Options.

### **(a) Funding risk and general economic climate**

It is likely the Company will need to raise further capital over the next three years to fund its current and future operations – especially as effectively its cash is inventory in its financing activities. Further factors such as inflation, currency fluctuation, interest rates and supply and demand have an impact on operating costs, commodity prices and stock market prices, which are beyond the Company's control.

### **(b) Key Management**

The Directors are primarily responsible for overseeing the operations and the strategic management of the Company. There can be no assurance that there will be no detrimental impact on the Company if one or more of the Directors or key executives resign.

### **(c) Government Policy**

Money3 operates in a regulated environment and is subject to Government policy particularly on financing and loan operations. Further changes in government, monetary policy, taxation and laws (including those regulating the finance / money lending industry) can have a significant influence on the outlook for the Company and the return to investors. A change to government policies and legislation could have a material adverse effect on the Company or its operations.

### **(d) Increased Competition**

Competition may arise from a number of sources and may include companies with greater capital resources and breadth of expertise. Whilst the Company's Directors believe that the Company's industry knowledge reduces the impact of future competition, no assurances can be given that such competition will not adversely affect the performance of the Company.

### **(e) Speculative nature of investment**

The Options and any new Shares issued on the exercise of Options granted pursuant to this Prospectus should be considered speculative because of the nature of the Company's business. There are numerous risk factors involved. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company as a result of exercise of an Option carries no guarantee with respect to the payment of dividends, return of capital or price at which Shares will trade. Similarly, no guarantee can be given as to the value of the Options, including if they are granted Official Quotation, the price at which they will trade.

## 7. Terms and conditions of Options

### 7.1 Terms and conditions of Options

Each Option entitles the holder (**Option Holder**) to subscribe for and be issued one fully paid ordinary share (**Share**) in Money3 Corporation Limited ACN 117 296 143 (**Company**) on the following terms:

1. Subject to clause 2, each Option is exercisable at any time after the date on which the Option is issued (**Vesting Date**), until and including their expiry date, namely 4 years from the Vesting Date (**Expiry Date**). Any Options not exercised by the Expiry Date will automatically lapse on the Expiry Date.
2. The Options may be exercised for part or all of the Options issued by the Option Holder giving written notice in the form set out below (**Notice of Exercise**) to the Company at its registered office prior to the Expiry Date.
3. The exercise price for each Option (which is payable immediately on exercise) is the price of \$1.30 per Share (**Exercise Price**).
4. On receipt by the Company of the Notice of Exercise and payment of the Exercise Price, the Company must, within 2 Business Days and if the Shares are listed on the Australian Stock Exchange (**ASX**) within the time period prescribed by the Listing Rules of the ASX (**ASX Listing Rules**):
  - (a) allot to the Option Holder one Share in the Company for each Option exercised by the Option Holder;
  - (b) cause to be despatched to the Option Holder the relevant acknowledgement of issue, a holding statement or share certificate (as applicable) as soon as is reasonably practicable detailing the issue of the relevant Share/s; and
  - (c) issue (if applicable) a new holding statement (or option certificate) for the balance of the Options that remain unexercised.
5. Shares allotted on the exercise of Options will rank equally in all respects with the then existing issued ordinary fully paid shares in the capital of the Company (except in respect to any dividends which shall have been declared but not yet distributed before the actual exercise of an Option) and will be subject to the provisions of the Constitution of the Company.
6. The Options are transferable by an Option Holder on written notice to the Company, and where the Shares are quoted, in accordance with the ASX Listing Rules, provided that the Options cannot be transferred or assigned within 12 months after the Vesting Date except in accordance with the Corporations Act.
7. In the event of a pro rata issue of Shares by the Company, the Exercise Price for each Option will be adjusted in accordance with Listing Rule 6.22.2 of the ASX Listing Rules (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).
8. If any reorganisation (including consolidation, subdivision, reduction, return or cancellation) of the issued capital of the Company occurs before the expiry of any Options, the number of Options to which each Option Holder is entitled or the Exercise Price of his or her Options or both must be reorganised in accordance with the ASX Listing Rules applying to a reorganisation at the time of the reorganisation (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).
9. An Option does not confer the right to participate in new issues of capital offered to holders of Shares (**Rights Entitlement**) during the currency of the Options without exercising the Options. However, the Company will ensure that for the purpose of determining Rights Entitlements to any such issue, the Option Holder is to receive at least 5 business days written notice from the Company of the pending closing or record date and sufficient time for the

Option Holder to exercise the Options prior to that closing or record date in order to qualify for the participation in the Rights Entitlement.

10. If the Shares are listed for quotation on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation or listing of all Shares allotted on the exercise of any Options within 10 Business Days (as defined in the Listing Rules of the ASX) of allotment.
11. In the event of the liquidation of the Company, all unexercised Options will lapse upon the occurrence of that liquidation.
12. The Options do not provide any entitlement to dividends paid to ordinary shareholders.
13. The Options do not entitle the Option Holder to vote at any meeting of shareholders
14. to the extent that any of these Option Terms And Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Option Terms And Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms; and
15. these Terms and Conditions are governed by the laws of the State of Victoria. The parties submit to the non-exclusive jurisdiction of the courts of Victoria.

## **7.2 Rights attaching to Shares upon Exercise of Options**

The Shares issued upon exercise of the Options will rank equally in all respects with existing Shares. Full details of the rights attaching to Shares are set out in the Company's Constitution, a copy of which can be inspected, free of charge, at the Company's registered office during normal business hours. In exercising an Option, the Option Holder agrees that it and the Shares to issue upon that exercise are bound by the terms of the Constitution.

The following is a broad summary of the rights, privileges and restrictions attaching to all Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders.

### **(a) General Meetings and Notice**

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 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.

### **(b) Voting Rights**

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

- each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder entitled to vote has one vote; and
- on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder entitled to vote shall, in respect of each fully paid Share held by him or her, or in respect of which he or she is appointed a proxy, attorney or representative, have one vote for every fully paid Share, but in respect of partly paid Shares shall have a fraction of a vote equal to the proportion that the amount paid bears to the issue price of the Shares.

**(c) Dividend Rights**

While there is no guarantee of any dividends or distributions by the Company, the Directors may from time to time declare dividends in compliance with the Corporations Act.

Subject to the rights of persons entitled to Shares with special rights as to dividends (at present there are none), 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, 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 he or she 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 Shareholders.

**(e) Transfer of Shares**

Shares in the Company are freely transferable, subject to formal requirements, and so long as the registration of the transfer does not result in a contravention of or failure to observe the provisions of a law of Australia and the transfer is not in breach of the Corporations Act or the Listing Rules.

**(f) Variation of Rights**

The Company may, subject to the Corporations Act and with the sanction of a special resolution passed at a meeting of Shareholders, or with the written consent of the majority of Shareholders in the affected class, vary or abrogate the rights attaching to Shares.

## **8. Additional information**

### **8.1 Continuous disclosure and documents available for inspection**

The Company is listed on the ASX and its Shares are quoted on the ASX under the ASX code: **MNY**.

The Company is a "disclosing entity" for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations, which require it to disclose to ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

Copies of documents lodged with the ASIC (including the Constitution) in relation to the Company may be obtained from, or inspected at, an office of the ASIC.

Upon request, whilst this offer is open for acceptance the Company will provide you with a copy (free of charge) of

- (a) the Company's most recent annual financial report, namely the annual financial report for the year ending 30 June 2013 (**2013 Annual Report**);
- (b) the half yearly financial report for the 6 months ending 31 December 2014 as lodged with ASIC; and
- (c) all continuous disclosure notices given by the Company to since lodgement of the 2013 Annual Report.

### **8.2 Information excluded from continuous disclosure notices**

As at the date of this Prospectus, there is no information that has not been disclosed under the continuous disclosure requirements of the Listing Rules and which the Board considers that you or your professional advisers would reasonably require in order to assess the Company's assets and liabilities, financial position and prospects and the rights and liabilities attaching to the Options.

### **8.3 Taxation**

It is the responsibility of all Investors to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers before dealing in the Options or investing in Shares. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liability or responsibility in respect of the taxation consequences of the matters referred to above or any other taxation consequences connected with an investment in Options or Shares in the Company or dealing with an entitlement in this Options Issue.

### **8.4 Material Contracts**

The Company has not entered into any material contracts other than those which have been the subject of ASX announcements.

### **8.5 Electronic Prospectus**

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus. If you have not, please phone the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

### **8.6 Privacy disclosure**

The Corporations Act requires the Company to include information about each security holder (name, address and details of the securities held) in its public register. This information must remain

in the register even if you cease to be a security holder in the Company. Information contained in the Company's registers is also used to facilitate dividend payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

## 8.7 Further information

If you have any questions regarding the Bonds Issue or the Options Issue, or anything referred to in this Prospectus, please contact your financial advisor, The Company's Secretary or the Company's Share Registry, on:

- Company Secretary Mr Craig Harris: 03 9093 8245
- Link Market Services: Level 1 333 Collins Street, Melbourne VIC 3000. (T) 03 9615 9908 or (F) 03 9615 9921

The Company is unable to advise you on the suitability or otherwise of an investment in the Company, and for such advice you must contact your own independent professional adviser.

## 8.8 Authority of Directors

The Directors have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of Options pursuant to this Prospectus.

This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisors.

Each of the Directors of the Company has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

Dated 7 July 2014



By: .....  
**Mr Rob Bryant**  
**Managing Director**

## 9. Definitions

**\$** or **A\$** or **AUD** means references to dollar amounts in Australian currency;

**AEST** means Australian Eastern Standard Time;

**ASIC** means the Australian Securities and Investments Commission;

**ASX** means ASX Limited ACN 008 624 691;

**ASX Settlement** means ASX Settlement Pty Ltd ACN 008 504 532;

**ASX Settlement Operating Rules** means the operates rules of ASX Settlement from time to time;

**Bonds Issue** or **Bonds** means the issue of bonds by the Company as announced on 16 May 2014;

**Business Day** means a day that is not a Saturday, Sunday or a public holiday in Melbourne, Victoria;

**CHESS** has the meaning given to that term in the ASX Settlement Operating Rules;

**Company** means Money3 Corporation Limited ACN 117 296 143;

**Constitution** means the constitution of the Company;

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

**Directors** or **Board** means the board of directors of the Company;

**Exercise Price** means \$1.30 per Option;

**Expiry Date** means 5:00pm AEST on 16 May 2018;

**Listing Rules** means the listing rules of ASX;

**Official List** means the official list of ASX;

**Official Quotation** means official quotation of the Options on the Official List;

**Option** means an option to subscribe for one Share in the Company for the Exercise Price on or before the Expiry Date and issued under the terms set out in this Prospectus;

**Option Holder** means those parties holding Options to acquire Shares;

**Option Terms** means the terms and conditions of the Options, as specified in Section 7 above;

**Prospectus** means this prospectus as modified or varied by any supplementary prospectus made by the Company and lodged with ASIC from time to time;

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

**Share Registry** means the Company's register of Shareholders as maintained by Link Market Services Limited; and

**Shareholder** means a person who holds one or more Shares.



**Money3 Corporation Limited**  
**ACN 117 296 143**  
**APPLICATION FORM FOR OPTIONS OFFER**

**COMPLETE FULL NAME DETAILS (Please print clearly in CAPITAL LETTERS using black or blue ink)**

• **Applicant**

Applicant Name <input style="width: 95%;" type="text"/>	Company Number <input style="width: 95%;" type="text"/>
Contact <input style="width: 95%;" type="text"/>	

• **Applicant Contact Details**

Unit	<input style="width: 95%;" type="text"/>	Street No.	<input style="width: 95%;" type="text"/>	PO Box	<input style="width: 95%;" type="text"/>
Street Name	<input style="width: 95%;" type="text"/>				
Suburb/Town	<input style="width: 95%;" type="text"/>				
State	<input style="width: 95%;" type="text"/>	Postcode	<input style="width: 95%;" type="text"/>	Country	<input style="width: 95%;" type="text"/>
Work phone	<input style="width: 95%;" type="text"/>	Home Phone	<input style="width: 95%;" type="text"/>		
Fax number	<input style="width: 95%;" type="text"/>	Mobile	<input style="width: 95%;" type="text"/>		
Email address	<input style="width: 95%;" type="text"/>				

**Option Details**

Number of Option to be allotted to Applicant	<input style="width: 60%;" type="text"/>
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**Declaration**

**The Applicant declares and agrees that:**

- We declare that this application is completed and lodged according to the Prospectus dated 7 July 2014.
- We consent to the issue of the Options to us on the terms of the Prospectus dated 7 July 2014.
- We hereby authorise the Company to place our details on the register of Option holders in respect of the number of Options allotted to us.
- We understand that if any information on this form is not completed correctly, it may still be accepted. Any decision of the Directors as to whether to accept this form, and how to construe, amend or complete it shall be final.
- We declare that we have received a full and unaltered version of the Prospectus dated 7 July 2014.

**Signature**

**Print name**

**Director/Secretary/Sole Director (if applicable)**

**Date**

**Signature**

**Print name**

**Director/Secretary (if applicable)**

**Date**