

This Prospectus is issued by
My ATM Holdings Ltd
(ACN 141 509 426)
(to be renamed iWebGate Limited)
to acquire
iWebGate Technology Limited
(ACN 108 728 472)

For an offer of 37,500,000 Shares at an issue price of \$0.40 per Share to raise \$15,000,000 (**Public Offer**).

The Public Offer is subject to a Minimum Subscription requirement to raise at least \$5,000,000 and oversubscriptions of up to a further 12,500,000 Shares to raise up to a further \$5,000,000 so that the maximum which can be raised under this Prospectus is \$20,000,000.

For an offer of 5,000,000 Shares to the Facilitators (Facilitation Offer).

For an offer of 465,972,916 Shares to the Vendors (**Vendor Offer**) as part of the acquisition of all of the shares in iWebGate Technology Limited.

This is a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the Listing Rules and to satisfy ASX requirements for re-listing following a change to the nature and scale of the Company's activities.

The Offers are subject to conditions - see Section 1.3 for further information.

The Offers are not underwritten.

For an additional offer of up to 6,250,000 Incentive Options to the Incoming Directors and eligible employees under the Employee Incentive Plan. See Section 8.13 for further information.

IMPORTANT NOTICE

This is an important document and investors should read the document in its entirety and are advised to consult with their professional advisors before deciding whether to apply for securities pursuant to this Prospectus. Any investment in the Company under this Prospectus should be considered speculative in nature.

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IMPORTANT INFORMATION

This Prospectus is dated 18 September 2014 and was lodged with ASIC on that date. ASIC, ASX and their respective officers do not take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Within 7 days of the date of this Prospectus, the Company will make an application to ASX for the Shares offered pursuant to the Prospectus to be admitted for quotation on ASX.

Securities will not be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

Persons wishing to apply for Shares pursuant to the Offers must do so using the relevant Application Form attached to or accompanying this Prospectus. Before applying for Shares potential investors should carefully read the Prospectus so that they can make an informed assessment of:

- (a) the rights and liabilities attaching to the Shares;
- (b) the assets and liabilities of the Company; and
- (c) the Company's financial position and performance, its profits and losses, and its prospects.

Investors should carefully consider these factors in light of their own personal financial and taxation circumstances.

Any investments in the Company should be considered speculative. Refer to Section 6 of this Prospectus for details relating to risk factors. Applicants should read this document in its entirety and persons considering applying for Shares pursuant to the Prospectus should obtain professional advice from an accountant, stockbroker, lawyer or other advisor before deciding whether to invest.

No person is authorised to give any information or to make any representation in relation to the Offers which is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by the Company or the Directors in relation to the Offers.

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intents', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events, as at the date of this Prospectus, are expected to take place, but there is no guarantee that such will occur as anticipated or at all given that many of the events are outside the Company's control.

Accordingly, the Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur. Further, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

FOREIGN JURISDICTIONS

The Offers of Shares made pursuant to this Prospectus are not made to persons or places to which, or in which, it would not be lawful to make such an offer of securities. No action has been

taken to register the Offers under this Prospectus or otherwise permit the Offers to be made in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws.

In particular, the Shares have not been, and will not be, registered under the US Securities Act and may only be offered or sold:

- (a) in the United States to "qualified institutional buyers", as defined under Rule 144A of the US Securities Act, in transactions exempt from, or not subject to, the registration requirements of the US Securities Act; and
- (b) outside the United States in "offshore transactions" in compliance with Regulation S under the US Securities Act and applicable local law.

CONDITIONAL OFFERS AND CONSOLIDATION.

The Offers are conditional on the events described in Section 1.3. If these events do not occur, the Offers will not proceed and investors will be refunded their application monies without interest.

Unless otherwise indicated, all references to Shares of the Company as set out in this Prospectus are on the basis that the Consolidation, for which Shareholders' approval was received at the General Meeting, has occurred.

Please refer to Section 1.3 for further details on the conditions attaching to the Offers.

The Offers remain conditional on, amongst other things, completion taking place under the Sale and Purchase Agreement.

CHANGE IN ACTIVITIES AND SUSPENSION FROM TRADING

The Company is currently listed on ASX. In accordance with the Listing Rules, its Shares were suspended from trading on ASX prior to the General Meeting held on 17 September 2014. At the General Meeting, the Shareholders approved the change in the nature of scale of the Company's activities as a consequence of the Proposed Transaction. The Company's Shares may not be reinstated to ASX. For further information see Section 1.4. Further details associated with the risks associated with the change in the nature and scale of the Company's activities are set out in Section 6.

WEBSITE - ELECTRONIC PROSPECTUS

In addition to issuing the Prospectus in printed form, a read-only version of the Prospectus is also available on the Company's website, www.myatmholdings.com.au. Applications cannot be made online. 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 passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus. The Company reserves the right not to accept an Application Form if it has reason to believe that when that person was given access to the Application Form it was not provided together with the Prospectus.

RISKS

Before deciding to invest in the Company, potential investors should read the entire Prospectus and in particular, in considering the prospects of the Company potential investors should consider the risk factors that could affect the financial performance and assets of the Company. Investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues). The Shares offered by this Prospectus should be considered speculative. Refer to Section 6 for details relating to risk factors.

EXPOSURE PERIOD

In accordance with Chapter 6D of the Corporations Act, this Prospectus is subject to an Exposure Period of 7 days from the date of lodgement of the Prospectus with ASIC. This period may be extended by ASIC for a further period of 7 days.

The purpose of the Exposure Period is to enable the Prospectus to be examined by market participants prior to the raising of the funds. Such examination may result in the identification of deficiencies in this Prospectus. If this Prospectus is found to be deficient, Application Forms received during the Exposure Period will be dealt with in accordance with Section 724 of the Corporations Act. Application Forms received during the Exposure Period will not be processed until the expiry of the Exposure Period. Preference will not be conferred upon Application Forms received in the Exposure Period.

MISCELLANEOUS

Photographs used in this Prospectus are for illustration only and should not be interpreted to mean that the assets or items shown in them are owned by the Company or that people depicted are employees of the Company. In particular, the photograph on the front cover of this Prospectus does not depict a meeting of the Company's clients or employees. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

All references to "\$", "AUD", "dollar" and "cents" are references to Australian currency unless otherwise stated. All references to "US\$" are references to United States of America currency unless otherwise stated. All references to time relate to the time in Perth, Western Australia.

A number of terms and abbreviations used in this Prospectus have defined meanings which appear in Section 10.

CORPORATE DIRECTORY

CURRENT DIRECTORS

Adam Sierakowski – Non-executive Chairman KC Ong – Non-executive Director Richard Wolanski – Non-executive Director

PROPOSED DIRECTORS

Adam Sierakowski – Non-executive Chairman Timothy Gooch – Chief Executive Officer (USA) Mark Harrell – Managing Director (Asia Pacific)

COMPANY SECRETARY

Nicki Farley

REGISTERED OFFICE

Level 24, 44 St Georges Terrace PERTH WA 6000

SHARE REGISTRY

Computershare Investor Services Pty Limited Level 5, 115 Grenfell Street ADELAIDE SA 5000

AUDITOR

BDO Audit (WA) Pty Ltd 38 Station Street SUBIACO WA 6008

CORPORATE ADVISOR

Trident Capital Level 24, 44 St Georges Terrace PERTH WA 6000

SOLICITORS

Price Sierakowski Corporate Level 24, 44 St Georges Terrace PERTH WA 6000

INVESTIGATING ACCOUNTANTS

BDO Corporate Finance (WA) Pty Ltd 38 Station Street SUBIACO WA 6008

INTELLECTUAL PROPERTY EXPERT

Madderns Patent & Trade Mark Attorneys 4/19 Gouger Street ADELAIDE SA 5000

ASX CODE

MYA

WEBSITE

www.myatmholdings.com.au

KEY OFFER DETAILS

KEY FINANCIAL DATA RELATING TO THE OFFER

Offer price per Share	40 cents
Shares to be offered pursuant to the Public Offer	
assuming Minimum Subscription	12,500,000
assuming Full Subscription	37,500,000
assuming Full Oversubscription	50,000,000
Cash raised under the Public Offer (before expenses)	
assuming Minimum Subscription	\$5,000,000
assuming Full Subscription	\$15,000,000
assuming Full Oversubscription	\$20,000,000
Shares to be offered pursuant to the Facilitation Offer	5,000,000
Cash proceeds of the Facilitation Offer	Nil
Shares to be offered pursuant to the Vendor Offer	465,972,916
Cash proceeds of the Vendor Offer	Nil
Total number of Existing Shares on issue before the Offers	461,441,424
Total number of Shares on issue before the Offers (post-Consolidation)	115,360,356
Total number of Shares on issue following the Offers	
assuming Minimum Subscription	598,833,272
assuming Full Subscription	623,833,272
assuming Full Oversubscription	636,333,272

INDICATIVE TIMETABLE

Dates shown in the table below are indicative only and may be varied. The Company reserves the right to vary the Opening Date and the Closing Dates without prior notice, which may have a consequential effect on the other dates. **Applicants are therefore urged to lodge their Application Forms as soon as possible.**

INDICATIVE TIMETABLE	
General Meeting	17 September 2014
Lodgement of this Prospectus with ASIC	18 September 2014
Opening Date for the Offers	25 September 2014
Closing Date for the Offers	9 October 2014
Dispatch of Statements of Shareholding	16 October 2014
Expected date for Shares to commence trading on ASX	21 October 2014

CHAIRMAN'S LETTER

Dear Investor

On behalf of the Directors of My ATM Holdings Limited ("Company"), I am pleased to present this Prospectus to you. This Prospectus will enable the Company to raise funds to satisfy one of the conditions to completing its acquisition of iWebGate Technology Limited ("iWebGate").

iWebGate is a technology company which has patented software that increases the security and functionality for the transfer of information. Its software is next generation award winning security which reduces the costs, complexity and risk of making network services available externally.

iWebGate's software platform provides a range of virtual network services between a primary-private network and all other internal and external networks including the internet. This virtual network platform moves the centrepiece for connecting networks from perimeter firewalls to a new independent network environment. In a world of mounting cyber security threats the potential application of the iWebGate software platform is not just timely but truly global. Further information regarding the iWebGate business is contained in Section 4 of the Prospectus.

At the Company's General Meeting held on 17 September 2014, Shareholders approved the acquisition of iWebGate (including approval for the issue of Shares to the iWG Vendors) and several other resolutions to give effect to the change in direction of the Company. This change in direction is to grow the business of the Company by commercialising iWebGate's computer networking products in both Australia and overseas.

This Prospectus seeks to raise \$15 million (with the ability to accept oversubscriptions raising up to \$20 million, and a minimum subscription requirement to raise \$5 million). Funds raised will be used for the deployment of iWebGate's software, marketing and business development, working capital and to pay the costs of the Offers and the iWebGate acquisition. The Offers are subject to various conditions, summarised in Section 1.3 of this Prospectus. Details of the risks of an investment of this type are contained in Section 6. Investors should obtain professional investment advice before deciding to invest.

I ask you to consider the terms of the Offers contained in this Prospectus and look forward to welcoming you as a shareholder of the Company. If you are an existing Shareholder, I thank you for your support to date and invite you to increase your investment to take advantage of the Company's new direction.

Yours faithfully

Adam Sierakowski Chairman

18 September 2014

INVESTMENT OVERVIEW

This Section is a summary only and is not intended to provide full information for investors intending to apply for Shares offered by this Prospectus. The Prospectus should be read and considered in its entirety. The Shares offered under this Prospectus carry no guarantee in respect of return of capital, return on investment, payment of dividends and the Directors cannot guarantee the future value of the Shares.

1. INTRODUCTION

Question	Response	More info.
Who is the Company and what does it do?	My ATM Holdings Limited (ACN 141 509 426) is an Australian incorporated company listed on ASX (Company).	Section 4
	The Company is in the business of renting automatic teller machines (ATMs) from ATM owners and installing and maintaining these ATMs in small to medium enterprises in both urban and remote locations across Australia.	
What is the Proposed Transaction?	The Company intends to acquire 100% of the fully paid ordinary shares in iWebGate. iWebGate is an unlisted company which has developed patented software that increases the security and functionality for the transfer of	Section 4
	information. Its software is next generation, award winning security which significantly reduces the costs, complexity and risk of making network services available externally. Following completion of the Proposed Transaction, the Company will look to significantly increase the commercialisation of the iWebGate product via engaging strategic channel partners and key customers plus increasing its marketing activities.	
What is the Company's strategy?	The Company's strategy is to focus on iWebGate's business, and increase the commercialisation of iWebGate's product in both Australia and overseas via engaging strategic channel partners and key customers, while increasing its marketing activities.	Section 4
	Following completion of the Proposed Transaction, the Company's strategic objective will be to create a scalable sales and distribution framework to commercialise the iWebGate product. It is intended that this will provide the Company with the commercial foundation to achieve its vision of becoming a worldwide leader in computer networking technology.	
What activity has the	The Group plans to grow its business through the commercialisation of iWebGate's product in both	Section 4

Who are the Company's Directors? Adam Sierakowski (Non-Executive Chairman) Richard Wolanski (Non-Executive Director) KC Dennis Ong (Non-Executive Director) The Company intends to appoint the following Incoming Directors as directors of the Company following completion of the Offers: Timothy Gooch (Executive Director) Mark Harrell (Executive Director) It is intended that Mr Wolanski and Mr Ong will resign from the Board following the appointment of the Incoming Directors.	
KC Dennis Ong (Non-Executive Director) The Company intends to appoint the following Incoming Directors as directors of the Company following completion of the Offers: Timothy Gooch (Executive Director) Mark Harrell (Executive Director) It is intended that Mr Wolanski and Mr Ong will resign from the Board following the appointment of the Incoming Directors.	
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resign from the Board following the appointment of the Incoming Directors.	
Information about the background and experience	
Information about the background and experience of each Director and of key management personnel is set out in Section 2.	
What is the business model? The Company's business model has historically been the operation, management and maintenance of numerous ATM's at various sites across Australia. See Chairman Letter and Section 4	's
Following completion of the acquisition of iWebGate, the Company's primary focus will be on the iWebGate business and iWebGate's business model, which is generally to:	
engage strategic business partners;	
identify and work with aligned key industry sectors; and	
align itself with original equipment manufacturers (OEM) opportunities.	
What is the financial position of the Company is currently listed on ASX and its financial history, including its 2014 annual report is available from its website (www.myatmholdings.com.au).	I 6
iWebGate was incorporated on 20 June 2006 and as at 30 June 2014, the iWG Group has:	
• cash balance of \$539,368;	
 total assets of \$820,509; 	
 net deficit of \$3,005,314; and 	
shareholders' equity of (\$3,005,314).	

	The above financial information as at 30 June 2014 is based on the audited financial statements of iWebGate. It should be noted that the business of iWebGate is yet to be fully commercialised and the bulk of its revenues to date have been significantly focussed towards the research and development of its products. Therefore, there is a certain amount of uncertainty in relation to the business of iWebGate in light of its limited financial history. iWebGate has also not complied with its financial reporting obligations having failed to lodge audited accounts for the financial years ended 30 June 2007 to 30 June 2013 (inclusive) within the time required. Technically, this failure to lodge the financial reports means that iWebGate is in breach of its financial reporting requirements under Chapter 2M of the Corporations Act. For further information, see Section 6, and in particular Sections 6.1(a), 6.1(e) and 6.1(f). iWebGate has recently lodged its audited accounts for the financial years ended 30 June 2012, 30 June 2013 and 30 June 2014. Further financial information regarding the Company and iWebGate is considered in the Investigating Accountant's Report in Section 5 of this Prospectus.	
What benefits will be paid to Directors?	The Directors will be paid remuneration as directors and/or executives of the Company following the Company being re-admitted to the Official List of ASX. • As Non-Executive Chairman, Mr Adam	Section 8.1
	Sierakowski will be paid \$7,000 per month inclusive of statutory superannuation.	
	As executive Director, Mr Timothy Gooch will be paid US\$250,000 per annum inclusive of statutory superannuation and allowances of up to US\$90,000 in connection with Mr Gooch's relocation to the United States.	
	As executive Director, Mr Mark Harrell will be paid \$210,000 per annum inclusive of statutory superannuation and allowances of up to \$6,800.	
	Messrs Gooch and Harrell will also be issued with Incentive Options.	
	For further information on the Directors' interests, please refer to Section 8.1.	
What fees and benefits are being paid to other	The Company will pay various service providers who have assisted with the preparation of the	Section 8.5

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persons?	documentation required to enable the Company to prepare this Prospectus. These persons include accountants, solicitors and corporate advisors.	
	The Company has also agreed to issue Facilitation Shares to the Facilitators.	
	Full details of the amounts paid, or to be paid are included at Section 8.5.	
To what extent will the Company follow the corporate governance recommendations set by the ASX Corporate Governance Council?	A statement disclosing the extent to which the Company intends to follow the corporate governance recommendations set by the ASX Corporate Governance Council is included at Section 2.5.	Section 2.5
What important contracts have the	The Company is party to the following material contracts:	Section 8.2
Company and iWebGate entered into?	 Employment agreement with the Group's Chief Executive Officer, Mr Timothy Gooch; 	
into.	 Employment agreement with the Group's Managing Director Asia Pacific, Mr Mark Harrell; 	
	iWebGate Sale and Purchase Agreement;	
	the Loan Agreements; and	
	Deeds of access, indemnity and insurance.	
	iWebGate is party to the following material contracts:	
	Strategic Capital Management Mandate;	
	 the Loan Agreements; and 	
	the iWebGate Shareholder Loans.	
	For information on Directors' interests in the material contracts, please refer to Section 8.1.	
What is the effect of the Proposed Transaction and the Offers on the Company?	The Proposed Transaction will provide the Company with cash and reserves with which to grow its business through the commercialisation of iWebGate's products in both Australia and overseas.	Sections 1 and 4
	The capital structure of the Company will be impacted by the number of Shares issued pursuant to the Offers. Existing Shareholders will hold 19.26% of the total Shares on issue if \$5,000,000 is raised under this Prospectus, 18.49% if \$15,000,000 is raised under this Prospectus and 18.13% if \$20,000,000 is raised under this Prospectus (assuming that they do not participate in the Public Offer). Accordingly, the issue of	

	Shares under the Prospectus will have a significant dilutionary effect on the Company's existing Shareholders, including subscribers under the Prospectus. The future of the Company will be dependent on many things, some of which are outside of the control of the Company. Specifically in relation to the funds raised under the Prospectus, the future growth of the Company will be dependent on the Company's ability to commercialise the iWebGate product both within and outside of Australia.	
Will the Company pay dividends?	The Company does not expect to pay dividends in the near future.	Section 1.13
Will the Shares be quoted?	An application will be made to the ASX for readmission of the Company to the Official List of ASX and for official quotation of the Shares being offered pursuant to this Prospectus.	Section 1.4
Will any Shares be escrowed?	Subject to the Company being re-admitted to the Official List, a significant portion of the Shares on issue following completion of the Proposed Transaction will be classified by ASX as Restricted Securities and will be required to be held in escrow.	Section 1.9
When will I know if my Application was successful?	A holding statement confirming your allocation under the Offers will be sent to you if your Application is successful. Holding statements are expected to be issued on or about 16 October 2014.	Section 1.10
How can I obtain further advice?	By speaking to your accountant, stockbroker or other professional adviser. If you require assistance or additional copies of this Prospectus, please contact the Company on +61 8 6211 5099.	
Contact details	For further details, see the Corporate Directory at the beginning of this Prospectus.	Corporate Directory

2. THE OFFERS

Question	Response	More info.
What are the Offers?	By this Prospectus, the Company is undertaking three conditional offers of Shares as follows:	Section 1.1
	 Public Offer – an offer inviting the general public to apply for up to 37,500,000 Shares at an issue price of \$0.40 per Share to raise up to \$15,000,000 before expenses of the Public Offer. The Minimum Subscription to be raised 	

under the Public Offer is \$5,000,000. Oversubscriptions of up to 12,500,000 Shares at an issue price of \$0.40 per Share to raise a further \$5,000,000 may be accepted at the Directors' discretions. The maximum amount that may be raised under the Public Offer (assuming Full Oversubscription) \$20,000,000; Facilitation Offer - an offer of a total of 5,000,000 Shares to the Facilitators, made up as follows: 2,500,000 Shares to Trident (and/or its nominee(s)) at a deemed issue price of \$0.04 each: and o 2,500,000 Shares to SCM (and/or its nominee(s)) at a deemed issue price of \$0.04 each. Vendor Offer - an offer of a total of 465,972,916 Shares to the Vendors at a deemed issue price of \$0.04 each, as part consideration for the Company acquiring 100% of the issued capital of iWebGate. The Offers are conditional upon the satisfaction of the conditions referred to in Section 1.3. The Prospectus also relates to an offer of up to 6,250,000 Incentive Options to the Incoming Directors and eligible employees under the Employee Incentive Plan. For further information see Section 8.13. How will funds raised The funds raised by the Public Offer (before Sections 1.7 and under the Offers be expenses) will be up to \$15 million (or \$5 million if 8.9. the Minimum Subscription is achieved, or up to \$20 used? million assuming Full Oversubscriptions, before costs associated with the Offer), which the Company intends to use for: payment of the expenses of the Offers; payment for sales and marketing; repayment of the Shareholder Loans; and general working capital. There are no funds being raised by the Facilitation Offer or the Vendor Offer. The Shares issued pursuant to the Vendor Offer and the Facilitation Offer are to be issued pursuant to the Share Sale Agreement. For further information, see Section 8.2(d).

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What are the key dates of the Offers?	Lodgement of this Prospectus with ASIC: 18 September 2014	Key Offer Details
	Opening Date for Offers: 25 September 2014	
	Closing Date for Offers: 9 October 2014	
	Dispatch of Statements of Shareholding: 16 October 2014	
	Expected date for Shares to commence trading on ASX: 21 October 2014	
	The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offers early without notice.	
What is the Offer	The Public Offer Price is \$0.40 per Share.	Section 1
Price?	No price is payable to subscribe for Shares under the Vendor Offer or the Facilitation Offer.	
What rights and liabilities are attached to the Shares being	All Shares issued under the Offers will rank equally with Existing Shares on issue on the terms set out in Section 8.6.	Section 1
offered?	A summary of the rights and liabilities attaching to the Shares is set out at Section 8.6.	
Is the Public Offer underwritten?	No, the Public Offer is not underwritten. However, the Company has reserved the right to pay a fee of up to 6% of the value of the Shares to the holders of an AFS (Australian Financial Services) licence in respect of Shares placed to their clients under the Public Offer.	Section 1.1(e)
How do I apply for Shares under the Public Offer?	All Application Forms must be completed in accordance with the instructions set out in the Application Form and must be accompanied by a cheque in Australian dollars for the full amount of the application being the number of Shares applied for multiplied by 40 cents per Share. Cheques must be made payable to "My ATM Holdings Limited" and should be crossed "Not Negotiable".	Sections 1.5 and 11.
How do I apply for Shares under the Vendor Offer or the Facilitation Offer?	All Application Forms must be completed in accordance with the instructions accompanying the Application Form.	Sections 1.5, 12 and 13
Where do I send the Application Form?	Applications Forms should be delivered to My ATM Holdings Limited c/- Trident Capital, Level 24, 44 St Georges Tce, Perth, Western Australia 6000 or mailed to My ATM Holdings Limited, c/- Trident Capital, PO Box Z5183, St Georges Terrace,	Sections 1.5, 11, 12 and 13

	PERTH WA 6000.	
	Completed Application Forms (and cheques in the case of the Public Offer Application Form) must be received before 5.00 pm WST on the Closing Date.	
Can I speak to a representative about the Offers?	Questions relating to the Offers can be directed to the Company on +61 8 6211 5099.	Section 1.15

3. KEY RISK FACTORS

Question	Response	More info.
What are the key risks of investing in Shares in the Company?	The list below is a summary of some of the key risks associated with investing in the Company. A more comprehensive list of risks is set out in Section 6.	Section 6
	Commercialisation risk iWebGate is now in the process of commercialising its product. Following completion of the Proposed Transaction, the Company will look to do this by (amongst other things) attracting re-sellers of iWebGate's product who can attract significant enduser customers to purchase iWebGate's product. There is a risk that the Company will not be able to successfully commercialise iWebGate's product, including by not being able to attract sufficient number or size of re-sellers to commercialise its products, or by re-sellers not being able to attract sufficient end-user customers.	Section 6.1(a)
	Limited trading history The business of iWebGate is yet to be fully commercialised and the bulk of its revenues to-date have been as a result of private investment and Australian Government Research and Development funding, Commercialisation Australia funding and Export market and Development funding. Further, iWebGate's efforts in the past have been significantly focused towards the research and development of its product. There is therefore greater uncertainty in relation to the business of iWebGate and investors should consider iWebGate's prospects in light of its limited financial history. In addition, there is no guarantee that the Company will be able to successfully commercialise iWebGate's product (see above in relation to Commercialisation Risk) and if it is unable to do so it will not be able to realise revenues or profits in the future.	Section 6.1(e)

Financial reporting risk iWebGate has not complied with its financial reporting obligations having failed to lodge audited accounts for the financial years ended 30 June 2007 to 30 June 2013 (inclusive). Investors should be aware that this breach may attract liability under the Corporations Act, and ASIC may take enforcement action against iWebGate in respect of past breaches and/or the past breaches may affect iWebGate's operations going forward. iWebGate has recently lodged its audited accounts with ASIC for the financial years ended 30 June 2012, 30 June 2013 and 30 June 2014.	Section 6.1(f)
Protection of intellectual property rights The Company believes that, following completion of the Proposed Transaction, iWebGate's intellectual property rights such as its trademarks and patents are important to the Group's future success and competitive position. There is a risk that third parties may in the future attempt to challenge the ownership and/or validity of iWebGate's intellectual property rights. The business of iWebGate is also at risk of third parties copying or counterfeiting the "iWebGate" brand which could result in potential revenue loss. The Company may need to resort to litigation in the future to enforce the Group's intellectual property rights which could result in substantial costs and a diversion of its resources.	Section 6.1(r)
Change in nature and scale of activities and conditionality of the Offers There is a risk that the Company may not be able to meet the requirements of ASX of re-complying with Chapters 1 and 2 of the Listing Rules for requotation on the ASX. If the conditions of the Offer are not satisfied or the Company does not receive conditional approval for re-quotation on the ASX then the Company will not proceed with the Offer.	Section 6.1(s)
No recent profit It is not possible to evaluate the Company's prospects based on past performance and since the Company intends to continue investing in the development of its technology, the Directors anticipate making further losses in the foreseeable future.	Section 6.1(t)

Future capital needs	Section 6.1(u)
Pending the development or commercialisation of the Company's technology, the Company will require additional funding via debt, the issue of equity or a combination of both to finance the majority of its estimated capital expenditure in order to develop the Company's technology. If the Company is unable to obtain additional financing it may be required to reduce the scope of its operations and/or expenditure, or enter into joint venture arrangements, which may adversely affect the Company's business.	
Unforseen expenditure risk	Section 6.1(v)
Unforseen expenditure may need to be incurred in the development or commercialisation of the Company's technology. If such expenditure is in excess of the amount budgeted, this may adversely affect the expenditure proposals of the Company.	
Liquidity and dilution risk	Section 6.1(w)
The issue of the Shares under both the Vendor Offer and the Facilitation Offer will have a dilutionary effect on Shareholders, including subscribers to the Public Offer.	
iWebGate reliance on key management	Section 6.1(x)
The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these personnel cease their employment, or that an appropriately qualified replacement will be available for engagement by the Company as and when required.	
Contractors and contractual disputes	Section 6.1(y)
The operations of the Company will require the involvement of a number of third parties, including suppliers, contractors and customers. Financial failure, insolvency, default on performance or delivery, or any managerial failure by such third parties may have a material impact on the Company's operations and performance.	

Gove	ernment policy changes and legal risk	Section 6.1(z)
Gove by th in rel secu adve finan introd exist in ex interp legal	ernment action or policy changes (in particular, e government of the United States of America) ation to aspects such as access to internet rity, export restrictions, and taxation may rsely affect the Company's operations and cial performance. Furthermore, the duction of new legislation or amendments to ing legislation by governments, developments isting common law, or the respective pretation of the legal requirements in any of the jurisdictions which govern the Company's	
adve	ations or contractual obligations, could impact rsely on the financial performance of the	
Com	pany and the valuation of its Shares.	

4. OFFER STATISTICS

Offer Price	\$0.40 per Share (for the Public Offer)				
	Minimum Subscription	Full Subscription	Full Oversubscription		
Number of Existing Shares currently on issue	461,441,424	461,441,424	461,441,424		
Number of Shares on issue before the Offers (post-Consolidation)	115,360,356	115,360,356	115,360,356		
Number of Shares offered pursuant to the Public Offer	12,500,000	37,500,000	50,000,000		
Number of Shares offered pursuant to the Facilitation Offer	5,000,000	5,000,000	5,000,000		
Number of Shares offered pursuant to the Vendor Offer	465,972,916	465,972,916	465,972,916		
Total number of Shares on issue following the Offers	598,833,272	623,833,272	636,333,272		
Total proceeds from the Offers (before costs)	\$5,000,000	\$15,000,000	\$20,000,000		

^{*}In addition, up to 6,250,000 Incentive Options may also be issued under this Prospectus. For further information see Section 8.13.

1. DETAILS OF THE OFFERS

1.1 THE PUBLIC OFFER

By this Prospectus, the Company invites applications for up to 37,500,000 Shares at a price of \$0.40 per Share to raise funds of up to \$15 million. The Minimum Subscription to be raised under the Public Offer is \$5 million, with provision for oversubscriptions to raise up to a maximum of \$20 million upon Full Oversubscription.

The Shares to be issued pursuant to the Public Offer are of the same class and will rank equally in all respects with the Existing Shares in the Company. A summary of the rights and liabilities attaching to Shares is set out in Section 8.6 of the Prospectus.

- (a) Who may apply: The general investing public.
- (b) **Conditional offer**: The Public Offer is conditional as set out in Section 1.3.
- (c) **Minimum subscription**: The Minimum Subscription for the Public Offer is 12,500,000 Shares at an issue price of \$0.40 per Share to raise \$5,000,000. If the Minimum Subscription of the Public Offer has not been achieved within four (4) months after the date of this Prospectus, no Shares will be issued to applicants under the Public Offer and all Application Monies will be returned without interest in accordance with the Corporations Act.
- (d) **Oversubscriptions**: Oversubscriptions of up to 12,500,000 Shares at an issue price of \$0.40 per Share to raise a further \$5,000,000 may be accepted at the Directors' discretion. The maximum amount that may be raised under the Public Offer (assuming Full Oversubscription) is \$20,000,000.
- (e) **Not underwritten**: The Public Offer is not underwritten.
- (f) **How to apply**: Applications for Shares under the Public Offer can only be made on the Public Offer Application Form contained at the back of this Prospectus. The Public Offer Application Form should be completed in accordance with the instructions set out on the back of the form. Please refer to Section 1.5 for payment and Public Offer Application Form lodgement details.
- (g) **Minimum application amount**: Applications under the Public Offer must be for a minimum of 5,000 Shares (\$2,000) and then in increments of 500 Shares (\$200). No brokerage, stamp duty or other costs are payable by applicants. Refer to Section 1.5 below for payment and lodgement details.
- (h) Issue of Shares and allocation policy: The Directors will determine the allottees of all the Shares to be issued under the Public Offer in their sole discretion. The Directors reserve the right to reject any application or to issue a lesser number of Shares than that applied for. If the number of Shares allocated is less than that applied for, or no issue is made, the surplus Application Monies will be refunded without interest as soon as practicable after the Closing Date. Subject to ASX granting approval for quotation of the Shares, the issue of Shares will occur as soon as practicable after the Closing Date (subject to all conditions to the Public Offer being satisfied and ASX granting conditional approval to list the Company on the Official List). Statements of shareholding will be dispatched as required by ASX. It is the responsibility of applicants to determine their allocation prior to trading in the

Shares. Applicants who sell the Shares before they receive their statement of shareholding will do so at their own risk.

- (i) Application Monies held on trust: The Application Monies for Shares to be issued pursuant to the Public Offer will be held on trust in a separate bank account until the Shares are issued. Applicants in the Public Offer whose Applications are not accepted, or who are issued a lesser dollar amount of Shares than the amount applied for, will be sent a refund (without interest) of all or part of their Application Monies as soon as practicable after the Closing Date. All interest earned on Application Monies (including those which do not result in allotment of Shares) will be retained by the Company.
- (j) Closing Date: 5.00pm (Perth time) on Thursday, 9 October 2014 (unless the Public Offer is extended or closed early). The Company reserves the right to extend the Public Offer or close the Public Offer early without notice.

1.2 VENDOR OFFER AND FACILITATION OFFER

The Prospectus also includes the Vendor Offer and the Facilitation Offer.

The Shares to be issued pursuant to the Vendor Offer and the Facilitation Offer are of the same class and will rank equally in all respects with the Existing Shares in the Company. A summary of the rights and liabilities attaching to Shares is set out in Section 8.6 of the Prospectus.

- (a) **Who may apply**: The Vendor Offer may only be accepted by the iWG Vendors. The Facilitation Offer may only be accepted by the Facilitators.
- (b) **Conditional offer**: The Vendor Offer and the Facilitation Offer are both conditional as set out in Section 1.3.
- (c) **How to apply**: Applications for Shares under the Vendor Offer can only be made on the Vendor Offer Application Form contained at the back of this Prospectus. Applications for Shares under the Facilitation Offer can only be made on the Facilitation Offer Application Form contained at the back of this Prospectus. Both Application Forms should be completed in accordance with the instructions set out on the back of the forms. Please refer to Section 1.5 for Application Form lodgement details.
- (d) Issue of Shares: Subject to ASX granting approval for quotation of the Shares, the issue of Shares will occur as soon as practicable after the Closing Date (subject to all conditions to the Vendor Offer and the Facilitation Offer (as the case may be) being satisfied and ASX granting conditional approval to list the Company on the Official List). Statements of shareholding will be dispatched as required by ASX. It is the responsibility of applicants to determine their allocation prior to trading in the Shares. Applicants who sell the Shares before they receive their statement of shareholding will do so at their own risk.
- (e) **Application monies**: No Application Monies are payable under the Vendor Offer of the Facilitation Offer.
- (f) Closing Date: 5.00pm (Perth time) on Thursday, 9 October 2014 (unless the Vendor Offer or the Facilitation Offer (as the case may be) are extended or closed early). The Company reserves the right to extend the Vendor Offer and/or the

Facilitation Offer or close the Vendor Offer and/or the Facilitation Offer early without notice.

1.3 CONDITIONAL OFFERS

The Offers under this Prospectus are conditional upon a number of events occurring as follows:

- (a) the Minimum Subscription under the Prospectus being achieved;
- (b) ASX providing the Company with a list of conditions which, when satisfied, will result in ASX reinstating the Shares to quotation on ASX upon satisfaction of Chapters 1 and 2 of the Listing Rules and such conditions being reasonably acceptable to the Company and the Founding Vendors; and
- (c) completion taking place under the Sale and Purchase Agreement. A summary of the Sale and Purchase Agreement and a description of the conditions precedent to completion under the Sale and Purchase Agreement is set out in Section 8.2 of this Prospectus.

If the conditions above are not satisfied, the Offers will not proceed and investors will be refunded their Application Monies. In addition, the offer of Incentive Options, as further described in Section 8.13, would also not proceed.

1.4 RE-COMPLIANCE WITH CHAPTERS 1 AND 2 OF THE LISTING RULES

At the General Meeting, the Company obtained Shareholder approval for, amongst other things, a change in nature and scale of its activities. To give effect to these changes, ASX requires the Company to re-comply with Chapters 1 and 2 of the Listing Rules. This Prospectus is issued to assist the Company to re-comply with these requirements.

Trading in the Company's Shares was suspended from 17 September 2014 (the date of the General Meeting) and will not be reinstated until satisfaction of the conditions to the Offers and ASX approving the Company's re-compliance with Chapters 1 and 2 of the Listing Rules.

There is a risk that the Company may not be able to meet the requirements for re-quotation on the ASX. In the event the conditions to the Offers are not satisfied or the Company does not receive conditional approval for re-quotation on ASX then the Company will not proceed with the Offers and will repay all Application Monies received.

The Company will apply to ASX no later than seven (7) days from the date of this Prospectus for ASX to grant official quotation to the Shares issued pursuant to this Prospectus.

If the Shares are not admitted to quotation within three (3) months after the date of this Prospectus, no Shares will be issued. Application Monies will be refunded in full without interest in accordance with the Corporations Act.

Neither ASX nor ASIC take responsibility for the contents of this Prospectus. The fact that ASX may grant official quotation to the Shares issued pursuant to this Prospectus is not to be taken in any way as an indication by ASX as to the merits of the Company or the Shares.

1.5 PAYMENT AND LODGEMENT DETAILS

The details provided in this Section relate to the Application Form.

All Application Forms must be completed in accordance with the instructions accompanying the Application Form and the Public Offer Application Form must be accompanied by a cheque in Australian dollars for the full amount of the application being 40 cents per Share. Cheques must be made payable to "My ATM Holdings Limited" and should be crossed "Not Negotiable". All Application Monies will be paid into a trust account.

Completed Application Forms and in the case of the Public Offer Application Form, cheques must be received by the Company before 5.00pm WST on the Closing Date.

Applicants are urged to lodge their Application Forms as soon as possible, as the Offer may close early without notice.

Delivered to:

My ATM Holdings Limited C/- Trident Capital Level 24, 44 St Georges Terrace PERTH WA 6000

Mailed to:

My ATM Holdings Limited C/- Trident Capital PO Box Z5183, St Georges Terrace PERTH WA 6000

An original, completed and lodged Application Form for Shares (together with a cheque for the Application Monies in the case of the Public Offer Application Form), constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in each Application Form. The Application Form does not need to be signed to be valid. If the Application Form is not completed correctly or if the accompanying payment is for the wrong amount, it may be treated by the Company as valid. The Directors' decision as to whether to treat such an application as valid and how to construe amend or complete the Application Form is final however an applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque for the Application Monies.

It is the responsibility of Applicants outside Australia to obtain all necessary approvals for the allotment and issue of the Shares pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

1.6 PURPOSE OF THE OFFERS

The principal purpose of the Public Offer is to fund:

- (a) sales and marketing activities;
- (b) repayment of the Shareholder Loans;
- (c) general working capital; and

(d) expenses of the Offers.

The purpose of the Vendor Offer is to issue the consideration payable to the iWG Vendors under the Sale and Purchase Agreement, being Shares. The purpose of the Facilitation Offer is to issue Shares to the Facilitators as consideration for facilitating the Proposed Transaction.

1.7 PROPOSED APPLICATION OF FUNDS RAISED

Funds raised from the Public Offer are intended to be applied as follows:

Proposed Application of funds raised						
	Minimum Subscription (\$5,000,000)		Full Subscription (\$15,000,000)		Full Oversubscription (\$20,000,000)	
	Amount (\$)	%	Amount (\$)	%	Amount (\$)	%
Expenses of the Offers	589,097	11.8	1,218,695	8.1	1,523,538	7.6
Sales and marketing	1,725,000	34.5	5,175,000	34.5	6,900,000	34.5
Corporate and administration	462,000	9.2	1,385,000	9.2	1,847,000	9.2
Travel and other	140,000	2.8	420,000	2.8	560,000	2.8
Loan repayments	866,000	17.3	2,100,000	14.0	2,100,000	10.5
Working capital	1,217,903	24.4	4,701,305	31.4	7,069,462	35.4
Total	5,000,000	100.0	15,000,000	100.0	20,000,000	100.0

The Directors are satisfied that upon completion of the Public Offer, the Company will have sufficient working capital to meet its stated objectives as outlined in Section 1.6.

The use of further equity funding or share placements will be considered by the Directors where it is appropriate to the Company's needs.

It is also possible that future acquisitions that may be contemplated may exceed the current or projected financial resources of the Company and it is expected that these acquisitions would be funded by project finance and/or equity issues (subject to shareholder approvals).

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

1.8 CAPITAL STRUCTURE

Set out in the table below is a summary of the capital structure of the Company before and after completion of the Offers under this Prospectus, on a post-Consolidation basis.

CAPITAL STRUCTURE						
	Minimum Subscription		Full Subso	scription Full Oversubscript		scription
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Shares on issue (being existing Shares on a post- Consolidation basis) ¹	115,360,356	19.26	115,360,356	18.49	115,360,356	18.13
Shares now offered pursuant to the Public Offer	12,500,000	2.09	37,500,000	6.01	50,000,000	7.85
Shares now offered pursuant to the Facilitation Offer	5,000,000	0.83	5,000,000	0.80	5,000,000	0.79
Shares now offered pursuant to the Vendor Offer	465,972,916	77.82	465,972,916	74.70	465,972,916	73.23
Total Shares on issue at the completion of the Offers ²	598,833,272	100	623,833,272	100	636,333,272	100

- 1. The Directors expect that a substantial portion of the Shares on issue following completion of the Offers will be subject to escrow (see Section 1.9).
- 2. In addition, the Company may issue up to 6,250,000 Incentive Options pursuant to the offer contemplated by Section 8.13. If the Incentive Options are exercised, it will result in up to a further 6,250,000 Shares on issue.

1.9 RESTRICTED SECURITIES

Pursuant to the Listing Rules, securities issued to promoters, seed capitalists and vendors of classified assets may have escrow restrictions placed on them. Such securities may be required to be held in escrow for up to 24 months and may not be transferred, assigned or otherwise disposed of during that period. At this stage it is expected that a total of 311,384,005 Shares on issue as at the completion of the Offers under this Prospectus are expected to be subject to the restricted securities provisions as follows:

- (a) 3,375,032 Shares issued to iWG Vendors will be classified as restricted securities for a period of 12 months from the date of original issue of the iWebGate shares to which they relate (ie. from December 2013) under paragraph 2 of Appendix 9B of the Listing Rules;
- (b) 293,290,138 Shares issued to iWG Vendors who are related parties and promoters of iWebGate will be classified as restricted securities for a period of 24 months from the date of official quotation of the securities of the Company under paragraph 1 of Appendix 9B of the Listing Rules;

- (c) 9,718,835 Shares issued to iWG Vendors who are related parties and promoters of iWebGate and transferred to various unrelated parties will be classified as restricted securities for a period of 24 months from the date of official quotation of the securities of the Company under paragraph 10 of Appendix 9B of the Listing Rules; and
- (d) 5,000,000 Shares to be issued to the Facilitators will be classified as restricted securities for a period of 24 months from the date of official quotation of the securities of the Company under paragraph 1 of Appendix 9B of the Listing Rules.

ASX may determine further escrow restrictions once the Company lodges its application for quotation of the Shares. The Company will announce to the ASX full details (number and duration) of the Shares required to be held in escrow prior to the Shares re-commencing trading on ASX.

1.10 CHESS AND ISSUER SPONSORSHIP

The Company will apply to ASX to participate in CHESS. The Company will operate an electronic CHESS sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of shares. The Company will not issue certificates to shareholders. Rather, holding statements (similar to bank statements) will be dispatched to shareholders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for shareholders who elect to hold shares on the CHESS sub-register) or by the Company's Share Registry (for shareholders who elect to hold their shares on the issuer sponsored sub-register). The statements will set out the number of Shares allotted under the Prospectus and provide details of a shareholder's Holder Identification Number (for shareholders who elect to hold shares on the CHESS sub-register) or Shareholder Reference Number (for shareholders who elect to hold their shares on the issue sponsored sub-register). Updated holding statements will also be sent to each shareholder following the month in which the balance of their shareholding changes, and also as required by the Listing Rules or the Corporations Act.

1.11 RISKS

As with any share investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 6 of this Prospectus. The Shares on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, applicants should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

1.12 OVERSEAS INVESTORS

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 to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit a public offering of Shares in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals for the issue to them of Shares offered pursuant to this Prospectus.

1.13 DIVIDENDS

The Company does not expect to pay dividends in the near future.

1.14 PRIVACY DISCLOSURE

Persons who apply for Shares pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for Shares, to provide facilities and services to shareholders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for Shares will not be processed. In accordance with privacy laws, information collected in relation to specific shareholders can be obtained by that shareholder through contacting the Company or the Share Registry.

1.15 ENQUIRIES

This document is important and should be read in its entirety. Persons who are in any doubt as to file course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay.

Questions relating to the Offer can be directed to the Company on (08) 6211 5099.

Questions relating to the completion of the Application Forms can be directed to the Share Registry on 1300 850 505.

2. DIRECTORS AND SENIOR MANAGEMENT

The Directors of the Company collectively have significant experience in the corporate sectors. Brief summaries of the Directors and Advisors profiles are set out below.

2.1 COMPOSITION OF BOARD OF DIRECTORS FOLLOWING RE-ADMISSION

Following re-admission of the Company to the Official List, the Board of the Company is to be made up of:

- Adam Sierakowski as Non-Executive Chairman;
- Tim Gooch as Executive Director and Chief Executive Officer United States of America; and
- Mark Harrell as Executive Director and Managing Director of the Asia Pacific Region.

2.2 EXISTING DIRECTOR PROFILES

Adam Sierakowski, Chairman

Mr Sierakowski is a lawyer and director of the legal firm Price Sierakowski. He has over 20 years of experience in legal practice, much of which he spent as a corporate lawyer consulting and advising on a range of transactions to a variety of large private and listed public entities.

Mr Sierakowski is a director of Trident Management Services Pty Ltd and Trident Capital Pty Ltd.

Mr Sierakowski is currently a director of ASX listed companies Kinetiko Energy Limited (Non-Executive Chairman), Narhex Life Sciences Limited (Non-Executive Director) and Coziron Resources Limited (Non-Executive Chairman). He was previously a director of Carnavale Resources Limited (Non-Executive Chairman), Triangle Energy Limited (Non-Executive Director) and Stirling Biofuels International Limited (Non-Executive Director). He is a member of the Australian Institute of Company Directors and the Association of Mining Exploration Companies.

Mr Sierakowski will remain as Non-Executive Chairman of the Company following the Company's re-admission to the Official List.

KC Dennis Ong, Non-executive Director

Mr Ong is a director of Trident Management Services Pty Ltd.

He is an alumni from Deakin University, Victoria, holding a Bachelor of Commerce degree and is Certified Practicing Accountant. Mr Ong has over 25 years of diverse experience in financial management and business advisory to corporations in Australia and South-East Asia.

Mr Ong is currently a director of ASX listed companies Windimurra Vanadium Limited (Non-Executive Director), Cell Aquaculture Limited (Non-Executive Director) and Reclaim Industries Limited (Non-Executive Director).

Mr Ong will resign following the appointment of the Incoming Directors.

Richard Wolanski, Non-executive Director

Mr Wolanski is a Chartered Accountant and his qualifications include a Bachelor of Commerce from the University of Western Australia. Mr Wolanski has extensive professional experience in both Australia and international finance industries. He has provided corporate, strategic and financial advisory assistance to public companies in Australia, Singapore and the United Kingdom.

Mr Wolanski is currently domiciled in Singapore in his current role as Finance Director of Aviation Plc (LSE: AVAP). Mr Wolanski has significant corporate experience during his career serving in a range of Executive Director, Chief Financial Officer and Company Secretary roles.

Mr Wolanski will resign following the appointment of the Incoming Directors.

2.3 INCOMING DIRECTOR PROFILES

Tim Gooch, incoming Executive Director, and Chief Executive Officer United States of America

Before founding iWebGate in 2004, Mr Gooch had 8 years' experience as an entrepreneur with expertise in designing software and owned and operated healthcare and software development companies. As a founding partner of iWebGate his experience and responsibilities included strategic and innovative design concepts, overseeing research and development projects, business plan, marketing and sales strategy, overseeing corporate policies and commercial transactions, investor relations, and strategic partner alliances.

Mr Gooch holds a Bachelor of Science from the University of Western Australia.

Mr Gooch has not previously served as a director of a company listed on ASX.

Mark Harrell, incoming Executive Director, and Managing Director Asia Pacific Region

Before joining iWebGate in 2005, Mr Harrell had over 8 years' experience as a Chief Information Officer for a company called WorldMark Pty Ltd. Previous experience includes managing online education programs throughout Asia and developing sophisticated automated finance programs developed in Australia and used internationally. Mr Harrell also has strong business intelligence and information systems experience along with operational and project management skills.

Mr Harrell also has numerous qualifications including Microsoft Certified Systems Engineer, Microsoft Certified Professional and Oracle Certified Professional.

Mr Harrell has not previously served as a director of a company listed on ASX.

Messrs Gooch and Harrell are directors of iWebGate. As noted in Section 7.1(f), iWebGate has not complied with its financial reporting obligations, having failed to lodge audited accounts for the financial years ended 30 June 2007 to 30 June 2013 (inclusive). Technically, this failure to lodge the financial reports means that iWebGate is in breach of its financial reporting requirements under Chapter 2M of the Corporations Act and ASIC.

iWebGate has recently lodged its audited accounts for the financial years ended 30 June 2012, 30 June 2013 and 30 June 2014.

2.4 SENIOR MANAGEMENT TEAM

Charlie Gargett Chief Technology Officer

With expertise in systems architecture, network architecture, software design and development, and defensive and strategic security, Mr Gargett brings wide-ranging knowledge and experience to his role at iWebGate.

As Chief Technology Officer, Mr Gargett is responsible for every aspect of product design and development, including research, architecture, structural integration, security and patents.

Prior to co-founding iWebGate, Mr Gargett owned and operated a successful Australian technical services and consulting firm.

Steven Salsberg Chief Administration Officer (USA)

With a proven track record in developing and commercializing new technology, Mr. Salsberg is responsible for iWebGate's North American operations, as well as providing support for the company's global channel development.

Prior to joining iWebGate, Mr Salsberg held key positions in six technology start-ups, including: Chairman of Global Access Advisors; Chief Executive Officer of TASP Inc; Chief Executive Officer of BCD Inc; Chief Executive Officer of Builder Connect; and Co-Founder and Chief Administration Officer of Digital Edge Technologies.

Mr Salsberg holds a BA and Jurist Doctorate, is a member of the New York and New Jersey Bar Associations, was Vice Chairman of GROW NYC, and was ICT Committee Chair of American Sustainable Business.

Tony Mazza Chief Operations Officer (USA)

As Chief Operations Officer (USA), Mr Mazza plays an integral role in driving iWebGate's growth and expansion in North America. Equipped with strong skills in business analysis and process improvement, his key responsibilities include systems integration management, user acceptance testing, thought leadership, sales support, staff development and more.

Prior to joining iWebGate in 2012, Mr Mazza led several large scale installations at Fortune 50 companies. He held previous roles as Senior Managing Director for a Government Consulting operation; Senior Vice President at a mid-sized DC technology company; Chief Operating Officer and Co-Founder of a technology firm which build and installed fixed income trading solutions; and was a Partner at a New York City law firm.

Mr Mazza holds a BA, MS and JD and is a licensed US Attorney (New York, Federal District and United States of America Supreme Courts).

Andrew Sutherland Sales & Marketing

Mr Sutherland focuses on the company's sales in the Asia-Pacific region. He brings a range of sales and marketing experience to his role, having previously held senior positions at companies such as Visy Industries and Fairfax Media.

Prior to co-founding iWebGate, Mr Sutherland owned and operated a successful managed IT services firm. A skilled communicator and relationship manager, Mr Sutherland holds a Business Administration degree from Swinburne University.

Kim Mettam Corporate Strategy & Business Development

Mr Mettam joined iWebGate in 2006 and is responsible for strategy and governance as well as fostering both business and government relationships. Previously, Mr Mettam was a senior executive at Alcoa and Charles Taylor Consulting, chaired various industry groups and a responsible officer for mutual managers registered with ASIC. He was also part of a panel that conducted an inquiry into an Industry / Statutory Authority on behalf of the Western Australian Government.

Mr Mettam holds a Master's Degree in Industrial Relations from the University of Western Australia, and a Bachelor's Degree in Business (Management) from Curtin University.

John Czwartacki Chief Communications Officer (USA)

With more than 25 years of professional communications experience, including a decade as a senior executive with Verizon Communications. Mr Czwartacki is recognized as among the nation's top communication professionals in the US. Mr Czwartacki has also served senior policymakers in two administrations in both the US House of Representatives and Senate.

Yair Dickmann Commercial Representative

As a commercial representative, Mr Dickmann is responsible for evaluating new technology products and services for the company. He has previously worked as a consultant for a variety of technology companies, and has project managed the establishment of call centres throughout Europe and Asia.

Bob Street Vice President Sales, Asia Pacific

Mr Street has previously been in channel recruitment and management. He has held a variety of senior sales and general management roles for companies ranging from multi nationals to start ups. Having worked in the Asia region for approximately 20 years, introducing Australian companies into new markets ranging from integration projects, to high level strategic consulting assignments, Mr Street has worked in most aspects of the IT industry.

2.5 CORPORATE GOVERNANCE

The Board is responsible for establishing the Company's corporate governance framework, they key features of which are set out in this Section 2.5. In establishing its corporate governance framework, the Board has referred to the 3rd edition of the ASX Corporate Governance Councils' Corporate Governance Principles and Recommendations.

In accordance with ASX Listing Rule 1.1 Condition 13, the corporate governance statement set out in this Section 2.5 discloses the extent to which the Company intends to follow the recommendations as at the date of reinstatement of the Company's securities to quotation on ASX. The Company will follow each recommendation where the Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where the Company's corporate governance practices will follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. In compliance with the "if not, why not" reporting regime, where, after due consideration, the Company's corporate governance practices will not follow a recommendation, the Board has explained its reasons for not following the recommendation and disclosed what, if any, alternative practices the Company will adopt instead of those in the recommendation.

The following governance-related documents can be found on the Company's website at www.myatmholdings.com.au, under the section marked "Corporate Governance":

- (a) Board Charter;
- (b) Board Performance Evaluation Policy;
- (c) Code of Conduct;
- (d) Audit Committee Charter;
- (e) Remuneration and Nomination Committee Charter:
- (f) Security Trading Policy;
- (g) Continuous Disclosure Policy;
- (h) Shareholder Communication and Investor Relations Policy;
- (i) Risk Committee Charter;
- (j) Risk Management Policy; and
- (k) Diversity Policy.

Principle 1: Lay solid foundations for management and oversight

Recommendation 1.1

The Company has established the respective roles and responsibilities of its Board and management, and those matters expressly reserved to the Board and those delegated to management, and has documented this in its Board Charter.

The responsibilities of the Board include but are not limited to:

- (a) setting and reviewing strategic direction and planning;
- (b) reviewing financial and operational performance;
- (c) identifying principal risks and reviewing risk management strategies; and
- (d) considering and reviewing significant capital investments and material transactions.

In exercising its responsibilities, the Board recognises that there are many stakeholders in the operations of the Company, including employees, shareholders, co-ventures, the government and the community.

The Board has delegated responsibility for the business operations of the Company to the Chief Executive Officer and the management team. The management team, led by the Chief Executive Officer is accountable to the Board.

Recommendation 1.2

The Company undertakes appropriate checks before appointing a person, or putting forward to shareholders a candidate for election as a director and provides shareholders with all material information in its possession relevant to a decision on whether or not to elect a director.

The checks which are undertaken, and the information provided to shareholders, are set out in the Company's Remuneration and Nomination Committee Charter.

Recommendation 1.3

The Company has a written agreement with each of Mr Sierakowski (Non-Executive Chairman) and the Incoming Directors and senior executives setting out the terms of their appointment. The material terms of any employment, service or consultancy agreement the Company, or any of its child entities, has entered into with its Chief Executive Officer, any of its directors, and any other person or entity who is a related party of the Chief Executive Officer or any of its directors will be disclosed in accordance with ASX Listing Rule 3.16.4 (taking into consideration the exclusions from disclosure outlined in that rule).

Recommendation 1.4

The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Company Secretary is responsible for the application of best practice in corporate governance and also supports the effectiveness of the Board by:

- (a) ensuring a good flow of information between the Board, its committees, and Directors;
- (b) monitoring policies and procedures of the Board;
- (c) advising the Board through the Chairman of corporate governance policies; and
- (d) conducting and reporting matters of the Board, including the despatch of Board agendas, briefing papers and minutes.

Recommendation 1.5

The Company has a Diversity Policy, the purpose of which is:

 to outline the Company's commitment to creating a corporate culture that embraces diversity and, in particular, focuses on the composition of its Board and senior management; and (b) to provide a process for the Board to determine measurable objectives and procedures which the Company will implement and report against to achieve its diversity goals.

The Board intends to set measurable objectives for achieving diversity, specifically including gender diversity, which will be disclosed in the Company's corporate governance statement for the financial year ended 30 June 2015, and will review the effectiveness and relevance of these measurable objectives on an annual basis.

The respective proportions of men and women on the Board, in senior executive positions and across the whole organisation will be disclosed by the Company in each corporate governance statement.

Recommendation 1.6

The Chief Executive Officer will be responsible for evaluating the performance of the Company's senior executives in accordance with the process disclosed in the Company's Process for Performance Evaluations, which is currently being developed by the Board.

The Chair will be responsible for evaluating the performance of the Company's Chief Executive Officer in accordance with the process disclosed in the Company's Process for Performance Evaluations, which is currently being developed by the Board.

The Company will report on whether an evaluation of its Chief Executive Officer and senior executives has taken place in the relevant reporting period in each of its corporate governance statements.

Recommendation 1.7

The Chair will be responsible for evaluating the performance of the Board, Board committees and individual directors in accordance with the process disclosed in the Company's Board performance evaluation policy.

This policy is to ensure:

- (a) individual Directors and the Board as a whole work efficiently and effectively in achieving their functions;
- (b) the executive Directors and key executives execute the Company's strategy through the efficient and effective implementation of the business objectives; and
- (c) committees to which the Board has delegated responsibilities are performing efficiently and effectively in accordance with the duties and responsibilities set out in the board charter.

This policy will be reviewed annually.

The Company will report on whether an evaluation of the Board, its committees and individual directors has taken place in the relevant reporting period, and whether the process was in accordance with the process disclosed, in each of its corporate governance statements.

Principle 2: Structure the board to add value

Recommendation 2.1

Due to the size of the Board, the Company does not have a separate nomination committee. The roles and responsibilities of a nomination committee are currently undertaken by the Board.

The duties of the full Board in its capacity as a nomination committee are set out in the Company's Remuneration and Nomination Committee Charter which is available on the Company's website.

When the Board meets as a remuneration and nomination committee is carries out those functions which are delegated to it in the Company's Remuneration and Nomination Committee Charter. Items that are usually required to be discussed by a Remuneration and Nomination Committee are marked as separate agenda items at Board meetings when required.

The Board has adopted a Remuneration and Nomination Committee Charter which describes the role, composition, functions and responsibilities of a Nomination Committee and is disclosed on the Company's website.

Recommendation 2.2

The mix of skills and diversity which the Board is looking to achieve in its composition is:

- (a) a broad range of business experience; and
- (b) technical expertise and skills required to discharge duties.

Recommendation 2.3

The Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the Principles and Recommendations.

Currently the Board is structured as follows:

- (a) Adam Sierakowski (Chairman);
- (b) KC Ong (Non-executive Director); and
- (c) Richard Wolanski (Non-executive Director).

Messrs Ong and Wolanski will resign following the Company's reinstatement to the Official List and Messrs Gooch and Harrell, both of whom are not independent executive directors, will be appointed to the Board. The Chairman is a director and shareholder of Blue Saint Pty Ltd, which is a substantial shareholder of the Company and is a director and shareholder of Trident, a provider of material professional services, and accordingly, is also not independent (see further at Sections 8.1 and 8.4).

Messrs Sierakowski and Ong have been directors of the Company since 23 July 2012. Mr Wolanski has been a director of the Company since 1 August 2012.

Recommendation 2.4

Currently, the Board considers that membership weighted towards technical expertise is appropriate at this stage of the Company's operations. Accordingly, the Board does not have any independent directors.

Recommendation 2.5

As noted above, Mr Sierakowski is not an independent Chairman. Mr Sierakowski is considered to be the most appropriate person to Chair the Board because of his public company experience.

Recommendation 2.6

It is a policy of the Company, that new Directors undergo an induction process in which they are given a full briefing on the Company. Where possible this includes meetings with key executives, tours of the premises, an induction package and presentations.

In order to achieve continuing improvement in Board performance, all Directors are encouraged to undergo continual professional development. Specifically, Directors are provided with the resources and training to address skills gaps where they are identified.

Principle 3: Act ethically and responsibly

Recommendation 3.1

The Company is committed to promoting good corporate conduct grounded by strong ethics and responsibility. The Company has established a Code of Conduct (**Code**), which addresses matters relevant to the Company's legal and ethical obligations to its stakeholders. It may be amended from time to time by the Board, and is disclosed on the Company's website.

The Code applies to all Directors, employees, contractors and officers of the Company.

The Code will be formally reviewed by the Board each year.

Principle 4: Safeguard integrity in corporate reporting

Recommendation 4.1

Due to the size of the Board, the Company does not have a separate Audit Committee. The roles and responsibilities of an audit committee are undertaken by the Board.

The full Board in its capacity as the audit committee is responsible for reviewing the integrity of the Company's financial reporting and overseeing the independence of the external auditors. The duties of the full Board in its capacity as the audit committee are set out in the Company's Audit Committee Charter which is available on the Company's website.

When the Board meets as an audit committee is carries out those functions which are delegated to it in the Company's Audit Committee Charter. Items that are usually required to be discussed by an Audit Committee are marked as separate agenda items at Board meetings when required.

The Board is responsible for the initial appointment of the external auditor and the appointment of a new external auditor when any vacancy arises. Candidates for the

position of external auditor must demonstrate complete independence from the Company through the engagement period. The Board may otherwise select an external auditor based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the Board.

The Board has adopted an Audit Committee Charter which describes the role, composition, functions and responsibilities of the Audit Committee and is disclosed on the Company's website.

Recommendation 4.2

Before the Board approves the Company financial statements for each financial period it will receive from the Chief Executive Officer and the Chief Financial Officer or equivalent a declaration that, in their opinion, the financial records of the Company for the relevant financial period have been properly maintained and that the financial statements for the relevant financial period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company and the consolidated entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Recommendation 4.3

Under section 250RA of the Corporations Act, the Company's auditor is required to attend the Company's annual general meeting at which the audit report is considered, and does not arrange to be represented by a person who is a suitably qualified member of the audit team that conducted the audit and is in a position to answer questions about the audit. Each year, the Company will write to the Company's auditor to inform them of the date of the Company's annual general meeting. In accordance with section 250S of the Corporations Act, at the Company's annual general meeting where the Company's auditor or their representative is at the meeting, the Chair will allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor (or its representative) questions relevant to the conduct of the audit; the preparation and content of the auditor's report; the accounting policies adopted by the Company in relation to the preparation of the financial statements; and the independence of the auditor in relation to the conduct of the audit. The Chair will also allow a reasonable opportunity for the auditor (or their representative) to answer written questions submitted to the auditor under section 250PA of the Corporations Act.

Principle 5: Make timely and balanced disclosure

Recommendation 5.1

The Company is committed to:

- (a) ensuring that shareholders and the market are provided with full and timely information about its activities:
- (b) complying with the continuous disclosure obligations contained in the Listing Rules and the applicable sections of the Corporations Act; and
- (c) providing equal opportunity for all stakeholders to receive externally available information issued by the Company in a timely manner.

The Company has adopted a Disclosure Policy, which is disclosed on the Company's website. The Disclosure Policy sets out policies and procedures for the Company's compliance with its continuous disclosure obligations under the ASX Listing Rules, and addresses financial markets communication, media contact and continuous disclosure issues. It forms part of the Company's corporate policies and procedures and is available to all staff.

The Company Secretary manages the policy. The policy will develop over time as best practice and regulations change and the Company Secretary will be responsible for communicating any amendments. This policy will be reviewed by the Board annually.

Principle 6: Respect the rights of security holders

Recommendation 6.1

The Company provides information about itself and its governance to investors via its website at www.myatmholdings.com.au. The Company is committed to maintaining a Company website with general information about the Company and its operations and information specifically targeted at keeping the Company's shareholders informed about the Company. In particular, where appropriate, after confirmation of receipt by ASX, the following will be posted to the Company website:

- (a) relevant announcements made to the market via ASX;
- (b) media releases;
- (c) investment updates;
- (d) Company presentations and media briefings;
- (e) copies of press releases and announcements for the preceding three years; and
- (f) copies of annual and half yearly reports including financial statements for the preceding three years.

Recommendation 6.2

The Company has a Shareholder Communication and Investor Relations Policy which aims to ensure that Shareholders are informed of all major developments of the Company. The policy is disclosed on the Company's website.

Information is communicated to Shareholders via:

- (a) reports to Shareholders;
- (b) ASX announcements;
- (c) annual general meetings; and
- (d) the Company website.

This Shareholder Communication and Investor Relations policy will be formally reviewed by the Board each year. While the Company aims to provide sufficient information to Shareholders about the Company and its activities, it understands that Shareholders may have specific questions and require additional information. To ensure that Shareholders can obtain all relevant information to assist them in exercising their rights as Shareholders, the Company has made available a telephone number and relevant contact details (via the website) for Shareholders to make their enquiries.

Recommendation 6.3

The Board encourages full participation of Shareholders at meetings to ensure a high level of accountability and identification with the Company's strategies and goals.

However, due to the size and nature of the Company, the Board does not consider a policy outlining the policies and processes that it has in place to facilitate and encourage participating at meetings of shareholders to be appropriate at this stage.

Recommendation 6.4

Shareholders are given the option to receive communications from, and send communication to, the Company and its share registry electronically. To ensure that shareholders can obtain all relevant information to assist them in exercising their rights as shareholders, the Company has made available a telephone number and relevant contact details (via the website) for shareholders to make their enquiries.

Principle 7: Recognise and manage risk

Recommendation 7.1

Due to the size of the Board, the Company does not have a separate Risk Committee. The Board is responsible for the oversight of the Company's risk management and control framework.

When the Board meets as a risk committee is carries out those functions which are delegated to it in the Company's Risk Committee Charter. Items that are usually required to be discussed by a Risk Committee are marked as separate agenda items at Board meetings when required.

The Board has adopted a Risk Committee Charter which describes the role, composition, functions and responsibilities of the Risk Committee and is disclosed on the Company's website.

The Board has adopted a Risk Management Policy, which is disclosed on the Company's website. Under the policy, responsibility and control of risk management is delegated to the appropriate level of management within the Company with the Chief Executive Officer having ultimate responsibility to the Board for the risk management and control framework.

The risk management system covers:

- (a) operational risk;
- (b) financial reporting;
- (c) compliance / regulations; and
- (d) system / IT process risk.

A risk management model is also being developed and will provide a framework for systematically understanding and identifying the types of business risks threatening the Company as a whole, or specific business activities within the Company.

Recommendation 7.2

The Board will review the Company's risk management framework annually to satisfy itself that it continues to be sound, to determine whether there have been any changes in the material business risks the Company faces and to ensure that the Company is operating within the risk appetite set by the Board.

Arrangements put in place by the Board to monitor risk management include, but are not limited to:

- (a) monthly reporting to the Board in respect of operations and the financial position of the Company; and
- (b) quarterly rolling forecasts prepared;

Recommendation 7.3

The Company does not have, and does not intend to establish, an internal audit function. To evaluate and continually improve the effectiveness of the Company's risk management and internal control processes, the Board relies on ongoing reporting and discussion of the management of material business risks as outlined in the Company's Risk Management Policy.

Recommendation 7.4

Given the speculative nature of the Company's business, it will be subject to general risks and certain specific risks. These are outlined in detail in Section 6.

The Company will identify those economic, environmental and/or social sustainability risks to which it has a material exposure, and disclose how it intends to manage those risks in each of its corporate governance statements.

Principle 8: Remunerate fairly and responsibly

Recommendation 8.1

Due to the size of the Board, the Company does not have a separate remuneration committee. The roles and responsibilities of a remuneration committee are currently undertaken by the Board.

The duties of the full board in its capacity as a remuneration committee are set out in the Company's Remuneration and Nomination Committee Charter which is available on the Company's website

When the Board meets as a remuneration committee is carries out those functions which are delegated to it in the Company's Remuneration and Nomination Committee Charter. Items that are usually required to be discussed by a Remuneration Committee are marked as separate agenda items at Board meetings when required.

The Board has adopted a Remuneration and Nomination Committee Charter which describes the role, composition, functions and responsibilities of the Remuneration Committee and is disclosed on the Company's website.

Recommendation 8.2

Details of the Company's policies on remuneration will be set out in the Company's "Remuneration Report" in each Annual Report published by the Company. This disclosure will include a summary of the Company's policies regarding the deferral of performance-based remuneration and the reduction, cancellation or clawback of the performance-based remuneration in the event of serious misconduct or a material misstatement in the Company's financial statements.

Recommendation 8.3

The Company's Security Trading Policy includes a statement on the Company's policy on prohibiting participants in the Company's Employee Incentive Plan entering into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the Employee Incentive Plan.

Security Trading Policy

In accordance with ASX Listing Rule 12.9, the Company has adopted a trading policy which sets out the following information:

- (a) closed periods in which directors, employees and contractors of the Company must not deal in the Company's securities;
- (b) trading in the Company's securities which is not subject to the Company's trading policy; and
- (c) the procedures for obtaining written clearance for trading in exceptional circumstances.

The Company's Security Trading Policy is available on the Company's website.

3. INDUSTRY OVERVIEW

3.1 INTRODUCTION

The computer and networking market continues to grow globally, fuelled by the growth in enterprise computing and the proliferation of mobile communications devices.

The global network security market is experiencing constant growth as a result of the growing virtualisation of servers leading to adoption of newer network security solutions. There is also an increasing use of network security solutions by small and medium-sized businesses. The growing complexity of the IT infrastructure is the major challenge faced by the network security market, which is affecting the growth rate of the industry. Another major factor contributing to the growth of the network security industry is the rising demand for mobility that is necessitating improved security solutions for protecting laptops, tablets, and smart phones from malwares and cyber-attacks. As there is an increase in complexity of the IT infrastructure, more robust and complete solutions are required to ensure safety of networks.

Most firms connected to the internet are aware of vulnerability of data to cyber-attacks, which encourages the need for network security tools. Many government offices and private firms are implementing appropriate network security technologies and procedures to maintain confidentiality of information in order to avoid making that information vulnerable to threats.

Firewalls have been used to separate computer networks since the internet first emerged. The problems with this conventional architecture, now over 25 years old, include fundamental security weaknesses and collaborative barriers for optimal connectivity. What was given less consideration is the impact on private network infrastructure caused by an increase of interconnecting users, applications and devices.

iWebGate has created a software platform that installs a virtual network of services between a primary/private network and all other internal and external networks including the internet.

Deployed in the cloud or locally installed, iWebGate's Virtual Services Platform moves the centrepiece for connecting networks from perimeter firewalls to a new independent network environment. This avoids directly exposing the primary network services, delivering an uplift in cyber security, collaborative capabilities and new business opportunities for organisations and networks of all sizes.

3.2 OVERVIEW OF THE NETWORK MARKET

Network management broadly refers to the subject of managing a computer network through a combination of software and hardware to monitor and secure a computer network. Network management contributes in identifying the devices present in a network, monitoring the performance of a device and tracking the performance indicators, network management covers the security, reliability and performance of a network. The network management market across the globe is expected to continue to grow as it provides functionalities in performance and security management.

The key drivers of this market include increasing focus on technology evolution, increasing user requirements and increased network security breaches. Some of the factors restraining the market growth are the time consuming process of installation and the complexity in the methodology involved. The opportunities for the network management

market include optimisation of business operations through network management tools and opportunities in small and medium enterprises.

For example, an IPsec (internet protocol security) or SSL (secure sockets layer) virtual private network (VPN) is the extension of a private network that encompasses links across shared or public networks like the internet. These traditional VPN services allow users or corporations to connect to remote servers or to other companies over a public internet, while maintaining presumed secure communications. In all of these cases, the secure connection appears to the user as a private network communication, despite the fact that this communication occurs over a public network. The nature of the intermediate internet is irrelevant to the user because it appears as if the data is being sent over a dedicated private link.

Traditional VPN technology is designed to address issues surrounding the current business trend toward increased telecommuting and widely distributed global operations, where users must be able to connect to central resources and communicate with each other.

In combination with security and performance issues, current VPN solutions struggle providing the necessary scalability and flexible administration required to meet connectivity demands. Therefore, it makes sense to enhance legacy infrastructure with agile Peer-to-Peer (P2P) and cloud-based technologies so businesses can improve communications and efficiencies. With a P2P cloud service solution, IT supply chains are disrupted, with internet service providers (ISPs) now capable of directly providing a remote networking solutions to hundreds of thousands enterprise customers.

Server virtualisation is defined as the conversion of one physical server into several individual and isolated virtual spaces that can be taken up by multiple users as per their respective requirements. In recent years, server virtualisation has grown with key providers including VMware, Citrix and Microsoft. Server virtualisation underpins the growth in cloud infrastructure.

Network virtualisation is defined as a fully functioning network in a software container, independent of underlying hardware. It can be categorized as either external virtualisation, combining many networks or parts of networks into a virtual unit, or internal virtualisation, providing network-like functionality to software containers on a single network server.

However, virtualisation does not stop at the server or network level. iWebGate delivers a new form of virtualisation technology - the virtualisation of network services. Deploying a network of virtual services in front of an existing network creates a significant improvement in security and commercial capabilities for organisations of all sizes. iWebGate's Virtual Services Platform (VSP) provides the market with a commercially available software product enabling small, medium and large organisations to rapidly install virtual services in and around their existing on-premise and cloud networks.

3.3 COMPETITIVE LANDSCAPE

iWebGate has developed a product that brings an innovative standard to interconnecting computer networks – the Virtual Services Platform (VSP). Although each of the services with iWebGate's VSP has competing solutions, IT professionals are often confronted with a number issues when making their choice, including:

(a) the cost and complexity is often very high to setup and maintain and grows exponentially when more services are added to a network environment;

- (b) most other solutions are not designed with DMZ security in mind (i.e. they are implemented using a weak traditional network architecture);
- (c) they are standalone solutions, not designed to seamlessly integrate with other services (i.e. they fail to adhere to the principle of protecting and/or servicing the whole);
- (d) most off-the-shelf network services do not support multi-tenant capabilities; restricting users from providing these services to other networks and users (i.e. as-a-service) from a single installation;
- (e) they often work off a common operating system with shared administration rights and/or require the use of many virtual servers; not only adding substantial cost and complexity but also creating a security weakness and audit point.

Companies including Vidder and Unisys offer a "stealth" security product designed to prevent attackers reaching internal networks or what they can't see. iWebGate's technology also adopts this "defence-in-depth" principle but with rapid speed of deployment, ease of use and affordability plus the ability to provision nearly anything as-a-service for many organisations/networks from a single platform. This puts iWebGate's channel partners in control, and enables them to provide highly scalable, rapidly deployable and revenue generating solutions to customers from the IT infrastructure of their choice.

3.4 TRENDS AND KEY DRIVERS

iWebGate introduces an innovative step forward in virtualisation for organisations and networks of all sizes. Ideal for cloud and on-premise environments, this new category of virtualisation enhances cyber security and network capabilities by providing an easy to install and manageable software solution, iWebGate creates a virtual layer between trusted and non trusted networks.

As large enterprise organisations continue to harden their defences against data breaches, attackers are shifting their focus to a more numerous and less protected target, for example, the small to midsize business. Attackers are also targeting users, applications and devices (e.g. point of sale systems) connecting to prize networks and data.

There are an increasing number of incidents, sources, and variations of data breaches. Trying to approach this growing number of incidents using the same techniques may not be effective.

Infrastructure as a Service (laaS) providers, large organisations and small to medium enterprises (SMEs) remain relatively poorly equipped to collaboratively support the large array of users, applications and devices engaging with their IT ecosystems. As a result, there is a continual and significant transfer of assets (e.g. data, active user accounts, contact information, money) to third party cloud hosted applications and network providers.

iWebGate addresses a gap in the market where connectivity is being challenged by the rapid rate of increase in the number of diverse users, applications and devices operating over a 25 year old architecture.

What was built to cater for a global system of interconnected computer networks has not been able to adequately adapt to the security challenges presented by modern day hackers and the costs associated with this activity.

The growth in laptops, personal computers, tablets and hand held devices is set to increase driven predominantly by mobile connectivity. The challenges to the existing infrastructure and architecture have potential to be overwhelming. The security and collaborative attributes associated with iWebGate's product and affiliated Virtual Invisible Networking (VIN – a patent-backed service included with the VSP) capabilities represent a unique opportunity for the Company.

3.5 MARKET OUTLOOK

The IT market continues to grow globally, fuelled by growth in enterprise computing and the proliferation of mobile communications devices. Cloud services, cyber security and mobility continue to be dominating influences on many sectors of the IT market.

iWebGate's Virtual Services Platform provides organisations with the **glue** to work across all of these areas. The movement to cloud services either partially or wholly has only just begun with many companies likely to begin their migration to the cloud. This movement provides iWebGate with more opportunities to provide its VSP to these migrating companies.

Internet security is also expected to be an increased market focus with the continuing growth of external accessibility to corporate networks and infrastructures. This increased focus provides an opportunity for iWebGate to provide their security solutions via the VSP.

4. COMPANY AND BUSINESS OVERVIEW

4.1 OVERVIEW OF IWEBGATE

iWebGate is an unlisted company with 32 shareholders, and is the holder of certain intellectual property rights as described in Sections 4.8, 4.9 and 7.

iWebGate was founded in 2004 to provide networking and internet security systems and to produce an affordable and scalable solution to simplify and secure remote access and file transfer for clients. Through dealing with an array of customer frustrations and issues, the founders of iWebGate were able to identify a significant global problem; the current method of connecting to the internet is based on old architecture that doesn't adopt principles we use in our physical world to protect valuable assets.

iWebGate was engaged in extensive research and development (R&D) activities between 2005 and 2013. This included sales and support services to early adopting customers who provided valuable feedback during the R&D phase of the business. iWebGate conducted significant market research and technical development working with a core group of pilot clients to achieve a significant step forward with its technology platform and further access market needs. iWebGate has developed an innovative means of securely networking computers whilst simultaneously enhancing network connectivity capabilities. iWebGate's product effectively re-purposes the use of firewalls, and represent a significant advancement for virtualisation technology – the virtualisation of network services.

iWebGate's product is available and ready for use by small, medium and large organisations, as they can be adapted for use in various commercial contexts. The product is currently being sold and is generating revenues in Australia.

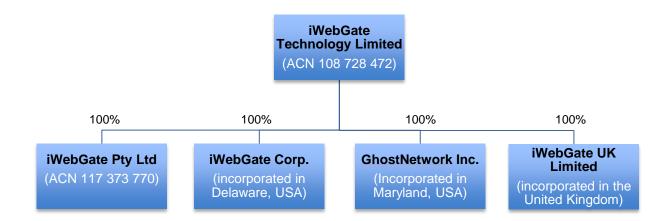
iWebGate has been funded to date from private investment and Australian Government Research & Development funding, Commercialisation Australia funding, and Export Market & Development Grant funding.

Following completion of the Proposed Transaction, the Company will look to significantly increase the commercialisation of iWebGate's product via engaging strategic channel partners and key customers plus increasing its marketing activities. The Company's objective will be to create a scalable sales and distribution framework to commercialise iWebGate's product. This will be intended to provide the Company with the commercial foundation to achieve its vision of becoming a worldwide leader in computer networking technology.

iWebGate's intellectual property for its product is described in Sections 4.8, 4.9 and 7.

4.2 CORPORATE STRUCTURE OF THE IWG GROUP

The corporate structure of the iWG Group is as follows:



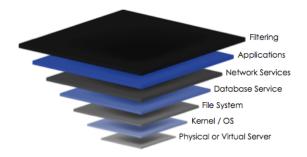
The iWG Group comprises iWebGate Technology Limited, which has developed the iWG product and holds the patents over the intellectual property, and 4 100% owned subsidiaries that have been established to commercialise the iWebGate product worldwide.

The commercialisation of the iWebGate product will be undertaken through iWebGate Pty Ltd in the Australia Asia Pacific region, iWebGate Corp and GhostNetwork Inc in the United States of America, and iWebGate UK Limited will be used for the Europe Middle East and Africa regions.

4.3 OVERVIEW OF IWEBGATE'S PRODUCT

iWebGate has created a **software** product called a Virtual Services Platform (VSP).

The VSP is a broad range of multi-tenant network services securely integrated on a single operating system without using server virtualisation technology. Coupled with the VSP are new connection capabilities including VIN (Virtual Invisible Networking), which **effectively renders a range of Virtual Private Network technologies obsolete** due to significantly improved performance, ease of setup and security.



Virtual Service Platform (VSP) Software Architecture

In simple terms, the VSP is a comprehensive secure network of services with special connectivity technologies and collaborative features in one software product.

Once installed, this software instantly deploys a "virtual network of services" in a *single* physical or virtual server, making it adaptable to both local and cloud network environments of all sizes.

This innovation is known as a Virtual Services Platform and it establishes an extremely secure and highly collaborative environment between existing networks and other potentially dangerous networks like the internet.

Firewalls are universally used to separate computer networks. This traditional architecture has been the status quo since the internet first emerged. However, in today's connected world, this 'old' architecture faces increasing security challenges and collaborative barriers for most computer network environments – including the internet.

This new independent network environment creates an advanced layer of security outside of trusted/private networks. It acts as a filter and containment area, whilst at the same time, providing an organisation with a highly scalable and collaborative space.

As an additional network of services between a private network and all other internal and external networks like the internet, the VSP seamlessly creates an extremely capable 'third zone'.



Third Zone – New Centrepiece for Network Connectivity

Establishing this third zone transforms the centrepiece for connectivity from firewalls to a purpose-built network of services. Existing security products are re-purposed around an advanced layer of security now acting as an effective filter and containment area that changes the characteristic of connections between primary networks from direct to indirect.

Unlike firewalls or conventional proxies, iWebGate's VSP simultaneously delivers a highly scalable and collaborative space enabling customers to instantly become as-a-service providers with significantly increased agility, efficiency and ease of use.

4.4 PRIOR DELIVERY MODELS

iWebGate has developed three methods of delivering its product to customers as follows:

(a) iWebGate as-a-platform

Resellers of iWebGate's product have the ability to provision their own complete "iWebGate Platform" in less than 20 minutes using iWebGate's cloud infrastructure environments with Amazon Web Services, RackSpace and other infrastructure as-a-service such as internet service providers and data centres.

(b) iWebGate as-a-service

Once resellers establish dedicated platforms, they can provide subscription-based features to many end-user customers as-a-service from every platform deployed, due to multi-tenancy and advanced networking. This solution is for small companies (e.g. with less than 20 users) who have a need for services and features but lack the desire or internal resources to manage a dedicated iWebGate platform.

(c) Custom Install

Upon request, customers can obtain a copy of iWebGate's software and install it on their preferred infrastructure of choice; e.g. cloud and/or on-premise. This solution is suitable for infrastructure as-a-service providers, original equipment manufacturers (such as firewall manufacturers or software developers), large organisations and government.

All three product options are currently available in the United States of America and Asia Pacific regions and can be purchased by completing an online form, proceeding to set-up and link to existing network, and selecting features. iWebGate's product can be set-up by a computer user with average computer skills and does not require IT experts.

4.5 PRICING

iWebGate has two off-the-shelf pricing models available being (1) standard pricing and (2) enterprise pricing. The Company intends to continually review and adjust the pricing based on market demand. Additionally, customised pricing models are also available.

iWebGate will receive revenue from:

- (a) platform establishment fees;
- (b) ongoing licensing fees on a per user / per service / per annum model;
- (c) transactional based fees for third party technologies integrated with the VSP; and/or
- (d) customisation development and integration fees (where applicable).

These pricing models and affiliated back-end licensing systems have been developed to support the commercial needs of the wider market.

4.6 MARKETING AND PROMOTION

iWebGate is currently working with external parties in Australia and the United States of America for channel strategies (including advertising and communications) to engage strategic partners. Following completion of the Proposed Transaction, the Company is also planning on employing people with channel partner experience to assist building the Company's channel and product adoption rates.

The Company plans on working closely with channel partners to provision product and support material to coincide with the partners' marketing and promotion strategies.

4.7 COMPETITIVE STRENGTHS

iWebGate has created a Virtual Services Platform (**VSP**). The next step forward in virtualisation is now commercially available for the mass market.

iWebGate's award winning and patented technologies provide software defined perimeter / next generation DMZ security and advanced connectivity capabilities for every network whilst simultaneously enabling organisations of all sizes to become as-a-service providers with efficient deployment, ease of use and affordability.

iWebGate's VSP also delivers many advances in business opportunities including:

- (a) disruption of the traditional supply chain for many IT products by enabling anyone to become the "as-a-Service provider"
- (b) replacing firewall-based VPN technologies with an attractive alternative;
- (c) strategic thought leadership by enabling channel partners to extend product and service offerings beyond what *they* thought possible.

4.8 BUSINESS STRATEGIES

As iWebGate provides a paradigm shift for interconnecting networks, every computer network is a potential customer. iWebGate has adopted a "one to many to many strategy" to service the size of the global market potential. This means that, following completion of the Proposed Transaction, the Company will target channel partners and distributors who can provide subscription-based features to many end-customers, thus achieving a more rapid and greater market use than the Company going direct to end-users. The following channels have been identified:

(a) Infrastructure as-a-Service (laaS) Providers

- (i) Internet Service Providers (ISPs)
- (ii) Data Centres

(b) Original equipment manufacturers

- (i) Firewall Manufacturers
- (ii) Software Developers

(c) **Distributers & resellers**

- (i) Cloud, Mobility & Network Managed Service Providers
- (ii) Value Added Distributors and Resellers
- (iii) Solution Architects and System Integrators

Channel partners and distributors have the ability to provision their own complete iWebGate platform in less than 20 minutes. This can be done using *their* preferred infrastructure of choice (cloud and/or on-premise).

Once channel partners and distributors establish dedicated platforms, they can provide subscription-based features to many end-customers as-a-service from every platform deployed (due to multi tenancy and advanced networking).

Importantly, the iWebGate VSP renders no existing infrastructure, including other security products, redundant. Existing infrastructure is repurposed around iWebGate's Virtual Network of Services.

The Directors believe this indirect to market approach, in conjunction with flexible pricing models, will enable iWebGate to quickly scale and generate growth.

4.9 OVERVIEW OF IWEBGATE'S INTELLECTUAL PROPERTY

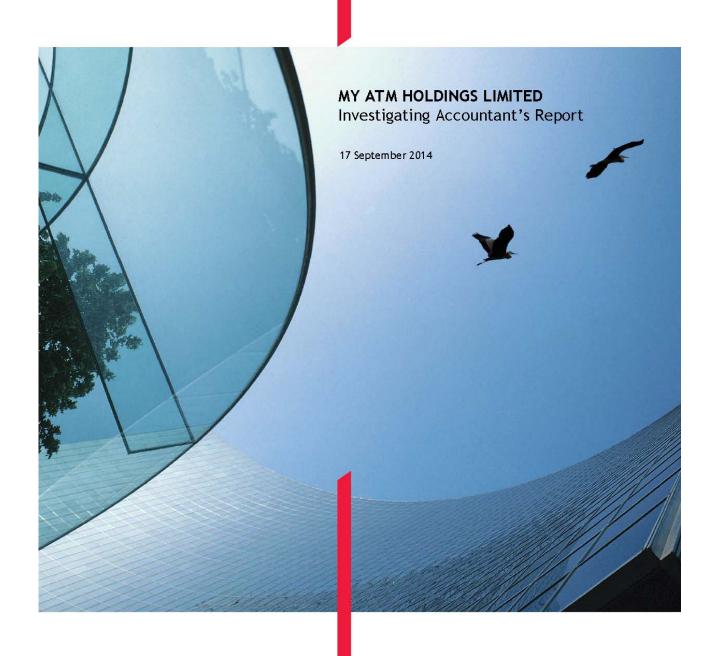
iWebGate is the owner of intellectual property which relates to computer networking technology. This technology means that iWebGate can provide its customers with an affordable system of networking computers with increased security from online threats as well as enhanced functionality.

iWebGate has a granted patent in the United States of America and pending patent applications in Australia, China, Europe (region), as well as further patent applications in the United States of America and a pending provisional patent application in Australia. In addition, iWebGate has a portfolio of registered domain names. For further details of iWebGate's intellectual property, see Section 7.

4.10 PROTECTION OF INTELLECTUAL PROPERTY RIGHTS

The iWG Group's intellectual property rights consist mainly of patents, domain names and a trade mark, and these are critical to the success of the Business. A report on the iWG Group's intellectual property rights is included at Section 7. The iWG Group seeks to protect its intellectual property rights by registering those rights as required in relevant jurisdictions. The iWG Group has not experienced any infringement or counterfeiting of its intellectual property rights however the Company would not hesitate to report such instances to the relevant authorities and/or otherwise take action against the infringing parties.

5.	INVESTIGATING ACCOUNTANT'S REPORT				







Tel: +61 8 6382 4600 Fax: +61 8 6382 4601 www.bdo.com.au 38 Station Street Subiaco, WA 6008 PO Box 700 West Perth WA 6872 Australia

17 September 2014

The Directors My ATM Holdings Limited Level 24, 44 St Georges Terrace Perth WA 6000

Dear Sirs

INVESTIGATING ACCOUNTANT'S REPORT

1. Introduction

We have been engaged by My ATM Holdings Ltd ("My ATM" or "the Company") to prepare this Investigating Accountant's Report ("Report") on the historical financial information and pro forma historical financial information of My ATM and the acquisition of iWebgate Technology Limited ('IWG') for inclusion in the Prospectus. Broadly, the Prospectus will offer

- (a) up to 37,500,000 shares at an issue price of \$0.40 per share to raise \$15,000,000, with a minimum subscription of at least 12,500,000 shares at an issue price of \$0.40 per share to raise at least \$5,000,000, and with provision to accept oversubscriptions of up to 50,000,000 shares at an issue price of \$0.40 per share to raise up to \$20,000,000; ("the Offer")
- (b) 5,000,000 shares to the Facilitators;
- (c) 465,972,916 shares to the iWebGate Vendors; and
- (d) up to 6,250,000 Incentive Options to the Incoming Directors and eligible employees under the iWebGate Employee Incentive Plan."

The Offer is subject to a minimum subscription level of \$5 million.

Expressions defined in the Prospectus have the same meaning in this Report.

Scope

Historical financial information

You have requested BDO Corporate Finance (WA) Pty Ltd ("BDO") to review the following historical financial information of My ATM included in the Prospectus:

- The Statement of Financial Performance for the period ended 30 June 2014;
- The Statement of Financial Position as at 30 June 2014; and

(collectively the "historical financial information").

The historical financial information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and My ATM's adopted accounting policies. The historical financial information has been extracted from the financial statements of My ATM for the year ended 30 June 2014, the extractions were audited by BDO Audit (WA) Pty Ltd in accordance with the Australian Auditing Standards, the audit of the statutory annual report is yet to be finalised due to items of disclosure being finalised that do not impact the financial position or financial performance. BDO Audit issued an unmodified opinion, however included an emphasis of matter in relation to going concern, on the extractions from the financial statements for the purposes of the Investigating Accountants Report.

The historical financial information is presented in the Appendices to this report in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act* 2001.

Pro Forma historical financial information

You have requested BDO to review the pro forma historical statement of financial position as at 30 June 2014 for My ATM referred to as the 'pro forma historical financial information'.

The pro forma historical financial information has been derived from the historical financial information of My ATM, after adjusting for the effects of any subsequent events described in section 7 and the pro forma adjustments described in section 8. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in section 7 and section 8, as if those events or transactions had occurred as at the date of the historical financial information. Due to its nature, the pro forma historical financial information does not represent the company's actual or prospective financial position.

Background

My ATM Holdings Limited is an Australian incorporated company listed on the ASX. The Company rents ATM from owners and installs and maintains these ATM's in small to medium enterprises across Australia. The Company was incorporated on 15 January 2010.

Director's responsibility

The directors of My ATM are responsible for the preparation of the historical financial information and pro forma historical financial information, including the selection and determination of pro forma adjustments made to the historical financial information and included in the pro forma historical financial information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of historical financial information and pro forma historical financial information that are free from material misstatement, whether due to fraud or error.

5. Our responsibility

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

6. Conclusion

Historical financial information

Based on our review, nothing has come to our attention which would cause us to believe the historical financial information as set out in the Appendices to this report does not present fairly, in all material aspects, the financial performance for the year ended 30 June 2014 or the financial position as at 30 June 2014 in accordance with the stated basis of preparation as described in section 2.

Pro-forma historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the pro forma historical financial information is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in section 2.

7. Subsequent Events

The pro-forma statement of financial position reflects the following events that have occurred or may occur subsequent to the period ended 30 June 2014:

- The acquisition of iWebgate Technology Limited;
- The issue of 10 million shares on 2 September 2014 at 10 cents per share; and
- The issue of 5,000,000 Facilitator Shares

Apart from the matters dealt with in this Report, and having regard to the scope of our Report, to the best of our knowledge and belief, no other material transactions or events outside of the ordinary business of the Company have come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

8. Assumptions Adopted in Compiling the Pro-forma Statement of Financial Position

The pro-forma statement of financial position post issue is shown in Appendix 2. This has been prepared based on the audited financial statements as at 30 June 2014, the subsequent events set out in section 7, and the following transactions and events relating to the issue of Shares under this Prospectus:

- The issue of 12.5 million Shares at an offer price of \$0.40 each to raise \$5 million before costs of \$589,097 pursuant to the Prospectus, based on the minimum subscription;
- The issue of 37.5 million Shares at an offer price of \$0.40 each to raise \$15 million before costs of \$1,218,695 pursuant to the Prospectus, based on the maximum subscription;

- The issue of 50 million Shares at an offer price of \$0.40 each to raise \$20 million before costs of \$1,523,538 pursuant to the Prospectus, based on over subscription; and
- The repayment of \$865,694 to Talks One Pty Ltd under the Sale and Purchase Agreement.

9. Disclosures

BDO Corporate Finance (WA) Pty Ltd is the corporate advisory arm of BDO in Perth. Without modifying our conclusions, we draw attention to the Prospectus, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

Neither BDO Corporate Finance (WA) Pty Ltd nor BDO, nor any director or executive or employee thereof, has any financial interest in the outcome of the proposed transaction except for the normal professional fee due for the preparation of this Report.

Consent to the inclusion of the Investigating Accountant's Report in the Prospectus in the form and context in which it appears, has been given. At the date of this Report, this consent has not been withdrawn.

Yours faithfully

BDO Corporate Finance (WA) Pty Ltd

Allen flyens

Adam Myers

Director

APPENDIX 1

My ATM

STATEMENT OF FINANCIAL PERFORMANCE

		Company
		2014
_		\$
Revenue Interest revenue	2	- 2E 204
	Z	25,306
Cost of sales	_	
Gross profit		25,306
Director fees		(114,000)
Legal fees		(180,419)
Administration expenses		(255,530)
Corporate advisory expense		(220,000)
Finance costs	3	(487)
Loss before income tax		(745,130)
Income tax expense	4 _	
(Loss) for the year from continuing operations		(745,130)
(Loss) for the year	_	(745,130)
Other comprehensive income:	_	
(Loss) attributable to members of the parent entity	_	(745,130)
Total comprehensive (loss) attributable to members of		
the parent entity	_	(745,130)

This statement of financial performance shows the historical financial performance of Company and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 4 and the prior year financial information set out in Appendix 5. Past performance is not a guide to future performance.

APPENDIX 2

My ATM

STATEMENT OF FINANCIAL POSITION

				Minimum	Minimum	Maximum	Maximum	Over	Over
		30 June 2014	30 June 2014	Subscription	Subscription	Subscription	Subscription	Subscription	Subscription
		My ATM	Iwebgate	Pro-forma	Pro-forma	Pro-forma	Pro-forma	Pro-forma	Pro-forma
	Note	Audited	Audited	adjustments	historical	adjustments	historical	adjustments	historical
Current assets									
Cash and cash equivalents	2	510,658	539,368	4,545,209	5,595,235	13,915,611	14,965,637	18,610,768	19,660,794
Trade and other receivables	2	141,481	243,227	4,545,209	384,708	13,915,011	384,708	16,610,766	384,708
Other current assets			243,227	-					
Loan receivable	3	23,860		(4 600 000)	23,860	(4.600.000)	23,860	(4 600 000)	23,860
	3_	1,600,000	700 505	(1,600,000)	740	(1,600,000)	45.074.005	(1,600,000)	20.0/0.2/2
Total current assets	-	2,275,999	782,595	2,945,209	6,003,803	12,315,611	15,374,205	17,010,768	20,069,362
Non Current assets									
Property, plant and equipment		¥	20,130		20,130	*	20,130		20,130
Other			17,784		17,784		17,784		17,784
Total non current assets	_		37,914	-	37,914	-	37,914	-	37,914
Total assets		2,275,999	820,509	2,945,209	6,041,717	12,315,611	15,412,119	17,010,768	20,107,276
Current liabilities									
Trade and other payables		132,477	147,588		280,065		280,065		280,065
Total current liabilities		132,477	147,588	1.5	280,065		280,065		280,065
Non Current liabilities									
Borrowings	4		3,678,235	(2,465,694)	1,212,541	(2,465,694)	1,212,541	(2,465,694)	1,212,541
Total non current liabilities	7-		3,678,235	(2,465,694)	1,212,541	(2,465,694)	1,212,541	(2,465,694)	1,212,541
Total liabilities	-	132,477	3,825,823	(2,465,694)	1,492,606	(2,465,694)	1,492,606	(2,465,694)	1,492,606
Total habiteres	-	132,477	3,023,023	(2,403,074)	1,472,000	(2,403,074)	1,472,000	(2,403,074)	1,472,000
Net assets		2,143,522	(3,005,314)	5,410,903	4,549,111	14,781,305	13,919,513	19,476,462	18,614,670
Equity									
Issued capital	5	4,086,490	2,782,407	5,289,849	12,158,746	14,660,251	21,529,148	19,355,408	26,224,305
Retained earnings / (accumulated losses)	6	(1,942,968)	(5,787,721)	121,054	(7,609,635)	121,054	(7,609,635)	121,054	, 60
Total equity	-	2,143,522	(3,005,314)	5,410,903	4,549,111	14,781,305	13,919,513	19,476,462	

The pro-forma statement of financial position after Issue is as per the statement of financial position before Issue adjusted for any subsequent events and the transactions relating to the issue of shares pursuant to this Prospectus. The statement of financial position is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 4 and the prior year financial information set out in Appendix 5.

APPENDIX 3

My ATM

NOTES TO AND FORMING PART OF THE HISTORICAL FINANCIAL INFORMATION

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of the historical financial information included in this Report have been set out below.

a) Basis of preparation of historical financial information

The historical financial information has been prepared in accordance with the recognition and measurement, but not all the disclosure requirements of the Australian equivalents to International Financial Reporting Standards ("AIFRS"), other authoritative pronouncements of the Australian Accounting Standards Board, Australian Accounting Interpretations and the Corporations Act 2001.

The financial information has also been prepared on a historical cost basis, except for derivatives and available-forsale financial assets that have been measured at fair value. The carrying values of recognised assets and liabilities that are hedged are adjusted to record changes in the fair value attributable to the risks that are being hedged. Non-current assets and disposal group's held-for-sale are measured at the lower of carrying amounts and fair value less costs to sell.

b) Going Concern

The historical financial information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business

The ability of the Company to continue as a going concern is dependent on the success of the fundraising under the Prospectus. The Directors believe that the Company will continue as a going concern. As a result the financial information has been prepared on a going concern basis. However should the fundraising under the Prospectus be unsuccessful, the entity may not be able to continue as a going concern. No adjustments have been made relating to the recoverability and classification of liabilities that might be necessary should the Company not continue as a going concern.

c) Income tax

The income tax expense (benefit) for the year comprises current income tax expense (benefit) and deferred tax expense (benefit).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates that have been enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well unused tax losses.

Current and deferred income tax expense (benefit) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in when management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income tax legislation and the anticipation that the Company will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

d) Leases

Leased payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

e) Impairment of assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of profit or loss and other comprehensive income.

f) Financial instruments

Initial recognition and measurement: Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the company commits itself to either the purchase or sale of the asset (i.e. trade date accounting is adopted). Financial instruments are initially measured at fair value plus transaction costs except where the instrument is classified "at fair value through profit or loss" in which case transaction costs are expensed to the profit or loss immediately.

Classification and subsequent measurement: Financial instruments are subsequently measured at either fair value, amortised cost using the effective interest rate method or cost. Fair value represents the amount for which an asset could be exchanged, or a liability settled, between knowledgeable willing parties. Where available, quoted prices in an active market are used to determine fair value.

The Company does not designate any interest in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial instruments.

Loans and receivables: Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Financial liabilities: Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

Fair value: Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

Impairment: At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired.

g) Employee benefits

Provision is made for the Company's liability for employee benefits arising from services rendered by employees to reporting date. Employee benefits that are expected to be settled within one year are measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year are measured at the present value of the estimated future cash outflows to be made for those benefits. Those cash flows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows.

Superannuation contributions: Employees may nominate their own superannuation fund into which the Company pays superannuation contributions. The Company currently contributes 9% of employee's salary to each employee's nominated fund or where a fund is not nominated by an employee, to a superannuation fund chosen by the Company.

h) Provisions

Provisions are recognised when the Company has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

i) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits held with banks, other short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in values and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities in the statement of financial position.

j) Revenue

Revenue is measured at the fair value of the consideration received or receivable. Revenue from the sale of ATM's is recognised upon receipt of the funds as the minimum guarantee return to investors is payable from this date. Revenue in respect of the deployment of machines is recognised in the period in which the service is provided.

Interest revenue is recognised using the effective interest rate method, which, for floating rate financial assets, is the rate inherent in the instrument.

All revenue is stated net of goods and services tax (GST).

k) Trade and other receivables

Trade receivables are measured on initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method, less any allowance for impairment. Trade receivables are generally due for settlement within periods ranging from 15 days to 30 days.

I) Trade and other payables

Trade and other payables represent the liability outstanding at the end of the reporting period for goods and services received by the Company during the reporting period which remains unpaid.

m) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Tax Office (ATO). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated in the statement of financial position inclusive of GST.

The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing and financing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

n) Transaction costs on the issue of equity instruments

Transaction costs arising from the issue of equity instruments are recognised directly in equity as a reduction of the proceeds of the equity instruments to which the costs relate. Transaction costs are the costs that are incurred directly in connection with the issue of those equity instruments and which would not have been incurred had those instruments not been issued.

o) Comparative figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

p) Earnings per Share

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding of the effects of all dilutive potential ordinary shares, which comprise share options.

q) Segment Reporting

A segment is a distinguishable component of the Company that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

NOTE 2: CASH

	\$
My ATM Balance at 30 June	510,658
Iwebgate balance acquired	539,368
Funds from shares issued on 2 September 2014	1,000,000
Less repayment to Talks One Pty Ltd	(865,694)
Funds raised for the issue of shares (minimum raising)	5,000,000
Less capital raising costs (minimum raising)	(589,097)
Pro forma balance (minimum subscription)	5,595,235
Balance above	
Additional cash raised under the maximum subscription	10,000,000
Less additional capital raising costs under the maximum subscription	(629,598)
Pro forma balance (maximum subscription)	14,965,637
Balance above	
Additional cash raised under over subscription	5,000,000
Less additional capital raising costs under the over subscription	(304,843)
Pro forma balance (over subscription)	19,660,794

NOTE 3: LOAN RECEIVABLE

	\$
My ATM Balance at 30 June	1,600,000
Iwebgate balance eliminated on consolidation	(1,600,000)
Pro forma balance	-
NOTE 4: BORROWINGS	
	\$
My ATM Balance at 30 June	-
Iwebgate balance acquired	3,678,235
My ATM balance eliminated	(1,600,000)
Less repayment to Talks One Pty Ltd	(865,694)
	1,212,541

NOTE 5: ISSUED CAPITAL

	\$	Number*
My ATM Balance at 30 June	4,086,490	115,360,356
Acquisition of Iwebgate 30 June balance	2,782,407	-
Shares issued under 2 September 2014 placement	1,000,000	10,000,000
Elimination of My ATM balance via reverse acquisition	(4,086,490)	
Reverse acquisition value of share capital issued	3,765,436	465,972,916
Facilitation shares issued	200,000	5,000,000
Shares issued (minimum raising)	5,000,000	12,500,000
Capital raising costs (minimum raising)	(589,097)	
Pro forma balance (minimum raising)	12,158,746	608,833,272
Balance above		
Additional cash raised under the maximum subscription	10,000,000	25,000,000
Less additional capital raising cost under the maximum subscription	(629,598)	-
Pro forma balance (maximum subscription)	21,529,148	633,833,727
Balance above		
Additional cash raised under over subscription	5,000,000	12,500,000
Less additional capital raising cost under the over subscription	(304,843)	
Pro forma balance (over subscription)	26,224,305	646,333,727

^{*}the opening balance of shares on issue is post consolidation

NOTE 6: RETAINED EARNINGS/(ACCUMULATED LOSSES)

	\$
My ATM Balance at 30 June	(1,942,968)
iWebgate balance acquired	(5,787,721)
Elimination of My ATM balance via reverse acquisition	1,942,968
Cost of listing (reverse acquisition accounting)	(1,621,914)
Facilitation shares issued	(200,000)
Pro forma balance	(7,609,635)

NOTE 7: AQUISITION ACCOUNTING

The acquisition of iWebgate has been treated as a reverse acquisition and has been provisionally accounted for. These details have been determined for the purposes of the pro-forma adjustments as at 30 June 2014, however will require re-determination as at the successful acquisition date which may result in changes to the values set

out. Based on the ownership interests under the acquisition agreement the value of the shares as at the announcement of the transaction for My ATM to acquire their resulting interest in iWebgate is \$3,765,436. After eliminating share capital and retained earnings this results in a cost of listing of \$1,621,914.

NOTE 8: RELATED PARTY DISCLOSURES

Transactions with Related Parties and Directors Interests are disclosed in the Prospectus.

NOTE 9: COMMITMENTS AND CONTINGENCIES

At the date of the report no material commitments or contingent liabilities exist that we are aware of, other than those disclosed in the Prospectus.

APPENDIX 5

iWebgate

CONSOLIDATED HISTORICAL FINANCIAL INFORMATION

IWebGate Technology Limited Consolidated Statement of profit or loss and other comprehensive income For the year ended 30 June 2014

	Consol	Consolidated		
	2014	2013		
	\$	\$		
Revenue				
Sales	492,017	750,564		
Grants	1,070,882	1,255,160		
Interest	6,432	23,045		
	1,569,331	2,028,769		
Expenses				
Sales, Marketing, Travel	(628,378)	(706,788)		
Admin, Office, Corporate	(278,070)	(353,780)		
Development & Commercialisation	(2,299,202)	(2,092,152)		
Finance costs	(252,855)	(165,696)		
Exchange rate movements	(10,259)			
	(3,468,765)	(3,318,416)		
(Loss) before income tax expense	(1,899,434)	(1,289,647)		
Income tax expense		-		
(Loss) after income tax expense for the year	(1,899,434)	(1,289,647)		
Total comprehensive (loss) for the year	_ (1,899,434)_	(1,289,647)		

IWebGate Technology Limited Consolidated Statement of financial position As at 30 June 2014

		Consolidated		
	Note	2014 \$	2013 \$	
Assets				
Current assets				
Cash and cash equivalents	2	539,368	326,026	
Trade and other receivables	3	243,226	499,507	
Total current assets		782,595	825,533	
Non-current assets				
Property, plant and equipment	4	20,130	36,305	
Other	5	17,784	22,469	
Total non-current assets		37,915	58,774	
Total assets		820,509	884,307	
Liabilities				
Current liabilities				
Trade and other payables	6	147,588	172,962	
Borrowings				
Total current liabilities		147,588	172,96	
Non-current liabilities				
Borrowings	7	3,678,235	1,967,224	
Total non-current liabilities		3,678,235	1,967,224	
Total liabilities		3,825,823	2,140,186	
Net assets deficit		(3,005,314)	(1,255,879	
Equity				
Issued capital	8	2,782,407	2,632,40	
Retained losses	9	(5,787,721)	(3,838,287	
Total equity		(3,005,314)	(1,255,879	

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6. RISK FACTORS

As with any share investment, there are risks involved. This Section 6 identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its shareholders are exposed. Potential investors should read the entire Prospectus and consult their professional advisors before deciding whether to apply for Shares.

6.1 SPECIFIC RISKS

(a) Commercialisation risk

iWebGate is now in the process of commercialising its product. Following completion of the Proposed Transaction, the Company will look to do this by (amongst other things) attracting re-sellers of iWebGate's product who can attract significant end-user customers to purchase iWebGate's product. There is a risk that the Company will not be able to successfully commercialise iWebGate's product, including by not being able to attract sufficient number or size of re-sellers to commercialise the product, or by re-sellers not being able to attract sufficient end-user customers.

(b) Competition and new technologies

The industry in which iWebGate is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively, or negatively affect the operating and financial performance of the Company's projects and business, including the iWebGate projects and business. For instance, new technologies could overtake the advancements made by iWebGate's product. In that case, the Company's revenues could be adversely affected.

(c) Special reputational risks

iWebGate operates in an online and fast-changing environment. Negative publicity can spread quickly, whether true or false. Disgruntled customers posting negative comments about iWebGate in public forums may have a disproportionate effect on iWebGate's reputation and its ability to earn revenues. Additionally, complaints by such users can lead to additional regulatory scrutiny and a consequential increase compliance burden in responding to regulatory inquiries. This could negatively impact on iWebGate's profitability.

(d) Hosting provider disruption risks

iWebGate relies on multiple hosting providers, including but not limited to Amazon Web Services, RackSpace, Telstra and Vocus (Infrastructure Provider) to maintain continuous operation of its services. Should the Infrastructure Provider suffer outages, for example due to catastrophic destruction of infrastructure following a natural disaster, access to iWebGate services may also be disrupted. If the Infrastructure Provider ceases to offer its services to iWebGate and iWebGate is unable to obtain a replacement Infrastructure Provider quickly, this could also lead to disruption of access to iWebGate services.

Unavailability of iWebGate services would lead to a loss of revenue while iWebGate is unable to provide its services. Further, particularly in the case of prolonged outages, such disruptions could have a material adverse impact on iWebGate's reputation. This could hinder iWebGate's ability to retain existing customers or attract new customers which would have a material adverse impact on iWebGate's growth.

(e) Limited trading history

The business of iWebGate is yet to be fully commercialised and the bulk of its revenues to-date have been as a result of private investment and Australian Government Research and Development funding, Commercialisation Australia funding and Export market and Development funding. Further, iWebGate's efforts in the past have been significantly focused towards the research and development of its product. There is therefore greater uncertainty in relation to the business of iWebGate and investors should consider the Company's prospects in light of its limited financial history. In addition, there is no guarantee that the Company will be able to successfully commercialise iWebGate's product (see above in relation to Commercialisation Risk) and if it is unable to do so it will not be able to realise revenues or profits in the future.

(f) Financial reporting risk

iWebGate has not complied with its financial reporting obligations having failed to lodge audited accounts when required for the financial years ended 30 June 2007 to 30 June 2013 (inclusive). Technically, this failure to lodge the financial reports means that iWebGate is in breach of its financial reporting requirements under Chapter 2M of the Corporations Act and ASIC. Shareholders should be aware that this breach may attract liability under the Corporations Act and ASIC may take enforcement action against iWebGate in respect of the past breaches and/or the past breaches may affect iWebGate's operations going forward. iWebGate has recently lodged its audited accounts with ASIC for the financial years ended 30 June 2012, 30 June 2013 and 30 June 2014. However, iWebGate has not since lodged or prepared audited accounts for previous financial years.

(g) Reliance on key personnel

The recent development of the business of iWebGate has been in large part due to the talent, effort, experience and leadership of its senior management team, in particular the leadership of iWebGate's Chief Executive Officer (USA), Mr Timothy Gooch and Managing Director, (Asia and Pacific), Mr Mark Harrell. Although the Company has entered into a 5 year employment contract with Mr Gooch, and a 3 year employment contract Mr Harrell (both of which are subject to the successful completion of the Proposed Transaction; for further information see Section 8.2(e)). there is no assurance that such contracts will not be terminated or will be renewed on the expiry of their term. Both Mr Gooch and Mr Harrell have minimum employment periods of 5 years and 3 years, respectively. If either of their contracts are terminated within these periods, then the Company may be forced to pay that person for the remainder of their minimum period of employment with the Company. Furthermore, neither Mr Gooch nor Mr Harrell are subject to non-compete clauses after their employment with the Company has ended. This could mean that, after finishing their employment with the Company, either person could seek employment elsewhere in a competing company. In addition, there is no assurance that Mr Gooch or Mr Harrell, or senior management would remain healthy and able to

continue in their current roles. If such contracts were terminated or breached, or if the relevant employees were no longer to continue in their current roles, iWebGate (and/or the Company) would need to employ alternative staff, and iWebGate's operations and business would be adversely affected.

(h) Data loss, theft or corruption

iWebGate provides its services through online and on-premise deployments. Hacking or exploitation of some unidentified vulnerability of iWebGate services could lead to a loss, theft or corruption of data.

This could render iWebGate services unavailable for a period of time whilst systems and data are restored. It could also lead to unauthorised disclosure of users' data with associated reputational damage, claims by users and regulatory scrutiny and fines. Although iWebGate has strategies and protections in place to try to minimise security breaches and to protect data these strategies might not be successful. In that event, disruption to iWebGate services and unauthorised disclosure of user data could negatively impact upon iWebGate's revenues and profitability.

(i) Hacker attacks

To some extent, iWebGate relies upon the availability of its website to provide services to customers and attract new customers. Hackers could render the website unavailable through a disrupted denial of service or other disruptive attacks.

Although iWebGate has strategies in place to minimise such attacks, these strategies may not be successful. Unavailability of the website could lead to a loss of revenues whilst iWebGate is unable to provide its services. Further, it could hinder iWebGate's abilities to retain existing customers or attract new customers, which would have a material adverse impact on iWebGate's growth.

(j) Domain name risk

To some extent, iWebGate's business depends on customers being attracted to its website. iWebGate has registered a domain name in Australia for the purposes of its website. However, should iWebGate not renew or otherwise lose control of its domain name, it would lose all website traffic direct to that domain. This would adversely affect iWebGate's revenue.

(k) Attracting customers to iWebGate's website

To some extent, iWebGate's revenues depend on sufficient customers being attracted to its website. The amount of visitors to its website directly affects its sales of the product. Various factors can affect the level of web traffic arriving at iWebGate's website including:

- (i) Marketing and promotions: if iWebGate's marketing and promotion efforts are not effective this will manifest itself in a lack of customers visiting the iWebGate website.
- (ii) Brand damage: should iWebGate suffer from reputational damage, web traffic could be affected.

(iii) Search engine traffic: search engines such as Google, direct significant traffic to the iWebGate website. Should these search engines make changes to their algorithms and procedures that direct this traffic, iWebGate could see a substantial drop in customers visiting its website. For example, Google regularly updates the algorithms that determine the ranking of results it returns for any given search term. The Company will attempt to follow Google's guidelines and online best practice to maintain the flow of traffic to the iWebGate website, but such changes could adversely affect the traffic to the iWebGate website.

A decline in traffic to iWebGate's website could lead to a decline in iWebGate's ability to attract customers. This could adversely affect the Company's revenue.

(I) Customer service risk

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

(m) Risks associated with the regulatory environment

iWebGate's main operating entities are based in Australia and subject to Australian laws and regulations. For example, iWebGate is required to comply with the Corporations Act 2001 (Cth) and the Competition and Consumer Act 2010 (Cth). However the Company also intends to increase its operations in international jurisdictions such as the United States of America and Europe. Users, competitors, members of the general public or regulators could allege breaches of the legislation in the relevant jurisdictions, for example, if they considered an advertisement to be misleading or deceptive. This could result in remedial action or litigation, which could potentially lead to the Group being required to pay compensation or a fine. The Group's operations may become subject to regulatory requirements, such as licensing and reporting obligations, which would increase the costs and resources associated with its regulatory compliance. Any such increase in the costs and resources associated with regulatory compliance could impact upon the Company's profitability. In addition, if regulators took the view that a Group company had failed to comply with regulatory requirements, this could lead to enforcement action resulting in public warnings, infringement notices or the imposition of a pecuniary This could lead to significant reputational damage to the Group and penalty. consequent impact upon its revenue.

Following completion of the Proposed Transaction, the Company intends to offer iWebGate's product throughout the world and has users of those services in international jurisdictions including the United States of America. Regulatory changes could see the Group being required to hold a licence in some of these jurisdictions or otherwise comply with local regulations. The Company is not aware of any licence requirements currently required in the jurisdictions it intends to offer

iWebGate's product. This could preclude the Company from offering certain services in these jurisdictions until such a licence has been obtained, or may require the Company to comply with a range of regulatory requirements. Any such increase in the costs and resources associated with the regulatory compliance in these jurisdictions could impact upon the Company's profitability.

(n) Foreign exchange risks

iWebGate's costs and expenses in the United States of America are in US\$. Accordingly, the depreciation and/or the appreciation of the US\$ relative to the Australian currency would result in a translation loss on consolidation which is taken directly to shareholder equity. Any depreciation of the US\$ relative to the Australian currency may result in lower than anticipated revenue, profit and earning. iWebGate will be affected on an ongoing basis by foreign exchange risks between the Australian dollar and the US\$, and the Company will have to monitor this risk on an ongoing basis. iWebGate does not have any currency hedging policies in place at present and the Company will review and adopt any hedging of currencies as the business grows.

(o) Future capital needs

Further funding of projects may be required by the Company to support its ongoing activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Company and consequently its performance.

(p) Liability claims

iWebGate's product is sold predominantly within Australia and the United States of America. iWebGate may be exposed to liability claims if its product is faulty and/or causes harm to its customers. As a result, the Company may have to expend significant financial and managerial resources to defend against such claims. The Company believes that such liability claim risks will increase as new technology is introduced to the market to circumvent sub-security systems such as included within iWebGate's product. If a successful claim is made against the Group, the Group may be fined or sanctioned and its reputation and brand may be negatively impacted, which could materially and adversely affect its reputation, business prospects, financial condition and results of operation.

(q) Insurance coverage

iWebGate faces various risks in connection with its business and may lack adequate insurance coverage or may not have the relevant insurance coverage. iWebGate maintains insurance coverage for its employees (as required by law in Australia), as well as professional indemnity, product liability and third-party liability insurance in Australia, however iWebGate does not maintain business interruption insurance or insurance against claims for certain property damage or other liabilities in Australia as well as various insurances in other jurisdictions. The Company will need to review the Group's insurance requirements and obtain relevant insurances covering each jurisdiction it operates in as required. If the Group incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, its financials may be adversely affected.

(r) Protection of intellectual property rights

The Company believes that iWebGate's intellectual property rights such as trademarks and patents are important to its success and competitive position and recognises the importance of registering patents and trademarks related to the iWebGate product and brand. The Company is not aware of any material violations or infringements of iWebGate's intellectual property rights. However, third parties may in the future attempt to challenge the ownership and/or validity of iWebGate's intellectual property rights. In addition, the business of iWebGate is subject to the risks of third parties counterfeiting the "iWebGate" brand or otherwise infringing intellectual property rights. Such unauthorised use of the "iWebGate" brand in counterfeit products could not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities. The Company may not always be successful in securing protection for the Group's intellectual property rights, in preventing the production and sale of counterfeit products or preventing other infringements of its intellectual property rights.

Protections offered by foreign jurisdictions in respect of intellectual property may not be as effective as in Australia. The Company may need to resort to litigation in the future to enforce the Group's intellectual property rights. Any such litigation could result in substantial costs and a diversion its resources. The Company's failure to protect and enforce the Group's intellectual property rights could have a material adverse impact on its reputation, business and results of operations.

(s) Change in nature and scale of activities and conditionality of the Offers

As part of the Company's change in nature and scale of activities, ASX will require the Company to re-comply with Chapters 1 and 2 of the Listing Rules. This Prospectus is issued to assist the Company to re-comply with these requirements. There is a risk that the Company may not be able to meet the requirements of ASX for re-quotation on the ASX. In the event that the conditions of the Offer are not satisfied or the Company does not receive conditional approval for re-quotation on ASX then the Company will not proceed with the Offer and will repay all Application Monies received.

(t) No recent profit

Since its inception, iWebGate has incurred losses and has been heavily reliant on government grants for its revenue. It is therefore not possible to evaluate iWebGate's prospects based on past performance.

(u) Additional requirements for capital

The Directors believe that the Company will have sufficient funds from the Offer to meet the objectives outlined in Section 1.7.

Additional funding if required may be raised by the Company via debt, the issue of equity or a combination of debt and equity. Any additional equity financing will dilute Shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities

(v) Unforseen expenditure risk

Expenditure may need to be incurred in the development or commercialisation of the iWebGate's technology that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

(w) Liquidity and Dilution Risk

There are currently 461,441,424 Existing Shares on issue with between 2.09% and 7.86% of the total Shares on issue following admission the Official List being offered to the public pursuant to this Prospectus. Upon reinstatement of the Company's securities to quotation on ASX, it is expected that a significant portion of the Shares on issue will be subject to escrow restrictions imposed by the Listing Rules. Some investors may consider that there is an increased liquidity risk as a large portion of the issued capital may not be able to be traded freely for a period of up to 24 months. For further information on potential restrictions to be imposed by ASX see Section 1.4.

(x) iWebGate reliance on key management

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel.

In particular, the Company intends that the day-to-day management of:

- (i) iWebGate's operations in the United States of America will be the responsibility of existing and future senior management and key personnel, including Tim Gooch, who has the experience and knowledge required to manage development and commercialisation in the United States of America; and
- (ii) iWebGate's operations in the Asia Pacific Region will be the responsibility of existing and future senior management and key personnel, including Mark Harrell, who has the experience and knowledge required to manage development and commercialisation in the Asia Pacific Region.

There can be no assurance given that there will be no detrimental impact on the Company if one or more of these personnel cease their employment. Further, there can be no assurance that appropriately qualified senior management and key personnel will be available for engagement by the Company as and when required and on terms acceptable to the Company.

(y) Contractors and contractual disputes

The operations of the Company will require the involvement of a number of third parties, including suppliers, contractors and customers. With respect to these third parties, and despite applying best practice in terms of pre-contracting due diligence, the Directors are unable to completely avoid the risk of:

(i) financial failure or default by a participant in any joint venture to which the Company or its subsidiaries may become a party;

- (ii) insolvency, default on performance or delivery, or any managerial failure by any of the operators and contractors used by the Company or its subsidiaries in its activities; or
- (iii) insolvency, default on performance or delivery, or any managerial failure by any other service providers used by the Company or its subsidiaries or operators for any activity.

Financial failure, insolvency, default on performance or delivery, or any managerial failure by such third parties may have a material impact on the Company's operations and performance. Whilst best practice pre-contracting due diligence is undertaken for all third parties engaged by the Company, it is not possible for the Company to predict or protect itself completely against all such risks.

(z) Government policy changes and legal risk

Government action or policy changes (in particular, by the government of the United States of America) in relation to aspects such as access to internet security, export restrictions, and taxation may adversely affect the Company's operations and financial performance.

The Company's operations in the United States of America and other countries will be governed by a series of laws and regulations in those countries. Breaches or non-compliance with these laws and regulations could result in penalties and other liabilities. These may have a material adverse impact on the financial position, financial performance, cash flows, growth prospects and share price of the Company.

These laws and regulations may be amended from time to time, which may also have a material adverse impact on the financial position, financial performance, cash flows, growth prospects and share price for the Company. The legal and political conditions of the United States of America and other countries (as may be or become relevant to the Company) and any changes thereto are outside the control of the Company.

The introduction of new legislation or amendments to existing legislation by governments, developments in existing common law, or the respective interpretation of the legal requirements in any of the legal jurisdictions which govern the Company's operations or contractual obligations, could impact adversely on the assets, operations and, ultimately, the financial performance of the Company and the value of its Shares. In addition, there is a commercial risk that legal action may be taken against the Company in relation to commercial matters.

6.2 GENERAL RISKS

(a) **Investment risk**

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

(b) Share market

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance.

Share market conditions are affected by many factors including but not limited to the following:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) mineral price fluctuations;
- (v) changes in investor sentiment toward particular market sectors;
- (vi) the demand for, and supply of, capital;
- (vii) terrorism or other hostilities; and
- (viii) other factors beyond the control of the Company.

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the technology including, but not limited to, the following:

- (i) general economic conditions in Australia and its major trading partners;
- (ii) changes in Government policies, taxation and other laws;
- (iii) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology sector;
- (iv) movement in, or outlook on, interest rates and inflation rates; and
- (v) natural disasters, social upheaval or war in Australia or overseas.

(c) Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect of the taxation consequences of subscribing for Shares under this Prospectus.

7.	INTELLECTUAL PROPERTY EXPERT'S REPORT

Patent & Trade Mark Attorneys Level 4, 19 Gouger Street Adelaide SA 5000 Australia GPO Box 2752 Adelaide SA 5001 Australia Phone: +61 8 8311 8311 Fax: +61 8 8311 8300 mail@madderns.com.au madderns.com.au

ABN 98 056 210 140

BY EMAIL

16 September 2014

My ATM Holdings Limited Level 24, St Martin's Tower 44 St George's Terrace Perth WA 6000

Attention: The Board of My ATM Holdings Limited

Dear Sirs

Intellectual Property Report for Prospectus for My ATM Holdings Limited

Our Ref: 43422M

As requested, we provide the following Intellectual Property Report for inclusion in a prospectus to be issued by My ATM Holdings Limited ("MYA").

We have been advised that MYA proposes to acquire 100% of the shares in iWebgate Technology Ltd ("IWG"). This Report provides details of Intellectual Property owned by IWG.

Overview of Intellectual Property

Intellectual property (IP) represents creations of the mind or intellect that can be legally owned. IP laws provide IP creators and/or owners with exclusive rights. Common IP rights include patents, trade marks, copyright, designs, trade secrets, circuit layouts, and plant breeder's rights. Domain names are not IP rights as such, because registering a domain name does not give the domain name owner any ownership rights over that name. However, they do provide the owner with the right to prevent others from using a domain name and, therefore, are an important part of an IP portfolio.

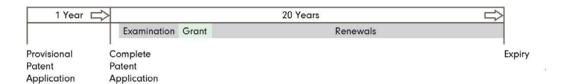
1. Patents

Patents can be used to protect devices, substances, methods or processes which are new, inventive and useful ("inventions"). A patent provides a limited period of monopoly (generally 20 years) during which the patent owner has a right to take legal action against those who exploit the invention covered by the patent without their authority.

1.1. The Patent Process

A flow chart showing the typical steps for obtaining a patent are shown below. $\ensuremath{\mathtt{JWH,KB}}$

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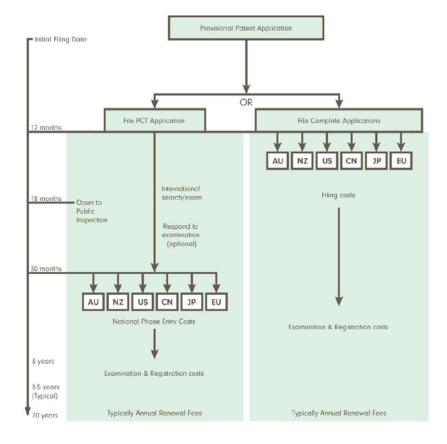
Provisional Patent Applications

The first step in obtaining patent rights is the filing of a patent specification and application. For Australians this is typically an Australian provisional patent application or a provisional patent application in the USA. The date of filing the provisional patent application is called the priority date. In Australia and the USA the provisional patent application lasts exactly 12 months.

Complete Patent Applications

For patent protection to extend beyond the initial 12 month period of the provisional patent application, it is necessary to file a complete patent application in each country of interest within the 12 month priority period to take advantage of the priority date. The complete patent application filed in each country takes the priority date of the provisional patent application as the earliest effective filing date in that country or region.

There are two ways this can be achieved as shown in the following Figure.



"Convention" filings on a country-by-country basis

Complete patent applications can be filed on an individual basis in each country of interest. Each application has to be filed before the expiration of the 12 month priority period provided by the provisional patent application.

International Patent Application (PCT)

It is possible to delay filing complete patent applications in individual countries of interest for up to a further 18 months by filing a Patent Cooperation Treaty (PCT) application before the end of the 12 month priority period provided by the provisional patent application. A PCT application is sometimes referred to as an international application.

A PCT application is effectively a bundle of complete patent applications covering all of the countries that are signatories to the PCT. At the date of writing the PCT covers 148 countries, including most of the major markets such as Australia, New Zealand, USA, Canada, Europe, Japan, China, India and Brazil. The PCT makes it possible to seek patent protection for an invention simultaneously in each of these countries instead of filing separate national or regional patent applications.

A PCT application is filed in one of the major patent offices in one language and only one set of fees needs to be paid. For Australians, the PCT application is typically filed at the Australian Patent Office. Once the PCT application is filed, a prior art search is conducted by an International Searching Authority to identify prior art documents which are documents that were published before the priority date and which may have an influence on whether the invention is patentable. A non-binding opinion on the potential patentability of the invention is also provided.

A patent is not granted on a PCT application. Rather, the granting of patents remains under the control of the national or regional patent offices at the end of the PCT procedure (30 months from the priority date in most countries). Specifically, patents need to be pursued directly before the national (or regional) patent office of each country in which patent protection is required by converting the PCT application into a complete patent application in each country of interest in what is called the "national phase". The complete patent application in each country of interest has the priority date and filing date of the PCT application and each application is then treated as an individual patent application in the country in which it is filed.

Complete Patent Applications - Examination

Typically, each country in which a complete patent application is filed will conduct an examination to determine whether the claimed invention meets the patentability requirements of that country. These requirements typically require that the claimed invention must be for patentable subject matter, the definition of which varies from country to country. The claimed invention must also be novel - that is new when compared with information which was published or publicly used anywhere prior to the priority date.

The claimed invention must also be non-obvious (have an inventive step) - that is, it must cover an advance in the art which is more than plain and simple to a person skilled in the particular art of the invention.

During the examination process an Examiner will review the complete patent application to determine whether it meets the patentability requirements of the particular country. If the

complete patent application is a national phase application of a PCT application the Examiner may take into account any documents cited as a result of the search conducted during the PCT process. The Examiner may also conduct additional searches. If the complete patent application was filed directly in the country the Examiner will almost always conduct their own prior art searches. Usually, one or more objections may be raised in an examination report and the patent applicant then has an opportunity to respond to those objections. It is not uncommon for a response to involve a narrowing amendment(s) to the claims of the patent application. There may be more than one round of examination report and response. Hopefully, at the end of the examination process the Examiner is satisfied that the patent application meets the patentability requirements and the application is accepted.

Complete Patent Applications - Acceptance and Grant

Once an application is accepted it is usually advertised to the public as having been accepted. In many countries there is a period of time (e.g. 3 months) during which third parties can review the patent application and oppose the granting of the patent ("opposition"). If a patent application is opposed the patent office then normally has to hear arguments from both parties and then decide whether or not to grant a patent.

If no opposition is filed, or an opposition is filed but is not successful, the patent application will proceed to a granted patent. The patent offices of many countries charge an acceptance or grant fee which needs to be paid before a patent application proceeds to grant. The granting of a patent is a significant event in the patent process. A patent can only be asserted once it is granted. Therefore, the granting of a patent provides the patentee with the right to take court action against parties that may be infringing the patent. Such an action is not generally possible whilst the patent application is still pending (i.e. prior to grant). The validity of a granted patent can be challenged by third parties but in some countries a granted patent is presumed valid and, therefore, the burden on third parties to prove invalidity can be high.

Patent Term and Renewals

The term of a patent is 20 years in most countries. The 20 year term is calculated from the filing date of the complete patent application or the filing date of the PCT application if the application is a national phase application of a PCT application. In some countries, the term of the patent can be extended for a further period of time under limited circumstances and if the patented invention is for a specific technology. For example, the term of patents in the USA can be extended by the United States Patent and Trademark Office as a result of delays on their part in processing the patent application in a timely manner.

Most countries require regular payment (e.g. annually) of renewal fees in order for a patent to remain in force.

2. Domain Names

A domain name is an online address on the internet. Domain names are formed by the rules and procedures of the Domain Name System (DNS).

The right to use a domain name is delegated by domain name registrars who are accredited by the Internet Corporation for Assigned Names and Numbers (ICANN). In addition to ICANN, each Top-Level Domain (TLD) is maintained and serviced technically by an administrative organisation operating a registry. A registry is responsible for maintaining the database of names registered within the TLD it administers.

Domain names are licensed for a two-year period. If a domain name registration is not renewed the licence is cancelled and the domain name becomes available for registration by others.

3. Other

Other forms of IP, such as trade secrets and copyright could be owned by IWG but it is beyond the scope of this report to determine whether such rights do exist or to comment on them.

4. Patent Portfolio

Details of individual members of the IWG patent portfolio are provided in **Schedule 1** of this Report. We obtained the details of patent families 1 and 2 from information provided to us on behalf of MYA and also from searches of patent databases. We verified the status of the patents and patent applications in patent families 1 and 2.

4.1. Patent Family 1 - Method for Multiple Concurrent Virtual Networks

This is a family consisting of a granted patent in the USA and pending patent applications in Australia, China, Europe (region) as well as a further patent application in the USA.

This patent family originated with the filing of provisional patent application 61/309,875 in the USA on 3 March 2010. International (PCT) patent application PCT/AU2011/000247 was filed on 3 March 2011 and claimed priority from the provisional patent application. The international patent application was published as WO2011/106849 on 9 September 2011. The patent applications in Australia, China and Europe are national phase applications derived from the international patent application.

Separately to the international patent application, a complete patent application was filed in the USA claiming priority from provisional patent application 61/309,875. The complete patent application passed through examination and was granted on 24 December 2013. Just prior to the grant date, a continuation-in-part patent application was filed in the USA. The continuation-in-part patent application is based on the granted patent and is currently pending. A continuation-in-part application may be filed in order to obtain patent protection for embodiments of the invention that were not specifically disclosed in the parent patent application. Alternatively, a continuation-in-part patent application may be filed in order to keep a patent application pending in the USA. This can be beneficial because it is easier to amend a pending patent application than it is to amend a granted patent. A continuation-in-part application is a separate patent application and a patent granted on the continuation-in-part application expires when the parent patent expires.

Provided renewal fees are paid the patent in the USA is due to expire in May 2031.

Patents granted on the patent applications in Australia, China, and Europe will expire on 3 March 2031 provided that all renewal fees are paid. A patent granted on the pending patent application in the USA will expire in March 2031 at the earliest.

This patent family is generally directed to a system of multiple concurrent virtual networks. A representative claim is claim 1 of the Australian patent application:

A system of multiple concurrent virtual networks, comprising:

a plurality of virtual networks operatively coupled to a plurality of virtual network interfaces (VNIs);

a virtual network controller (VNC) in operative communication with the VNIs; and an operating system operatively coupled with the VNC via a single port connection;

wherein the VNC is configured to:

allow the virtual networks to be transported on top of a physical network; and facilitate communication between the operating system and the virtual networks concurrently via the single port connection.

Claim 1 of the granted patent in the USA recites:

A system, comprising: a virtual network controller (VNC) configured to establish a router link with a virtual router; and a plurality of virtual network interfaces (VNIs) of a plurality of virtual private networks (VPNs) in operative communication with the VNC, the VNC being directly coupled to an operating system; wherein the VNC is configured to: establish a single port communication link with the VPNs via a single port, the single port being coupled to the operating system; facilitate concurrent transport of the VPNs on top of a physical network; and facilitate communication between the operating system and the VPNs via the single port to achieve layering of the VPNs by software-implementation.

4.2. Patent Family 2 – Method and System for Digital Communication Security Using Computer Systems

This family comprises a single pending patent application in the USA (US publication no. 20110131648). The patent application was filed on 30 November 2010 and claims priority from US provisional patent application 61/265,196 that was filed in the USA on 30 November 2009. The patent application was published on 2 June 2011 and is currently undergoing examination by the United States Patent and Trademark Office. No other patent applications appear to have been filed.

A patent granted on the pending patent application will expire in November 2030 at the earliest.

Claim 1 of the patent application recites:

A system for network security, comprising: a protected network comprising at least one protected server; and a virtual network comprising at least one virtual server; wherein the at least one virtual server is a ghost of the at least one protected server and is configured to: receive a data packet; run an inspection of the received data packet; and send at least a portion of the inspected data packet to the protected network, in response to the data packet passing the inspection.

5. Domain Name Portfolio

Details of individual members of the iwebgate domain name portfolio are provided in **Schedule 2** of this Report. We obtained the details of these domain name registrations from MYA. We have not verified the status of any of the domain name registrations.

6. Scope of Report

This report has been prepared at the request of MYA and Madderns will be paid at commercial rates for the preparation of the report.

Madderns consents to the inclusion of this report in the prospectus for MYA.

This report is concerned with patents and domain names and does not address other forms of IP that IWG may own.

Information regarding the patents and patent applications listed in Schedule 1 was obtained from information provided to us on behalf of MYA. We checked the status of the patents and patent applications provided in Schedule 1. The statuses shown in Schedule 1 are correct as at the date of this report.

Information regarding the domain names listed in Schedule 2 was obtained from MYA. A patent may only be validly granted to the inventor(s) or to a person (including a legal person) who has entitlement to the invention from the inventors by way of assignment, employment contract, or other contractual means. We have not investigated the inventorship or the chain of title for any of the patents or patent applications listed in Schedule 1.

We have not reviewed or commented on the validity or otherwise of the patents or domain names listed in Schedules 1 and 2. Patents/patent applications and domain names can be challenged by third parties on a variety of grounds and this may result in amendment of the scope of the patents/patent applications or invalidation of patents/patent applications and domain names.

Patent owners have the right to prevent unauthorised exploitation of the invention by third parties but a patent does not give the owner the right to exploit the invention without infringing any earlier IP rights (including patents) of another party.

Yours faithfully MADDERNS

/JeffHolman/

JEFF HOLMAN
Partner

Enc

Schedule 1

Patent Family 1 – System and Method for Multiple Concurrent Virtual Networks							
Country	Assignee or Patent Applicant	Official No.	Filing Date	Status	Date of Grant		
Australia	IWG	AU2011223511	3 Mar 2011	Pending - under examination			
China	IWG	CN 102859926	3 Mar 2011	Pending - under examination			
Europe	IWG	EP 2543157	3 Mar 2011	Pending - under examination			
USA	IWG	US8615014	2 Mar 2011	Granted	24 Dec 2013		
USA	IWG	USSN 14/139,594	23 Dec 2013	Pending - awaiting examination			

Patent Family 2 – Method and System for Digital Communication Security Using Computer Systems						
Country	Assignee	Official No.	Filing Date	Status		
USA	IWG	US20110131648	30 Nov 2009	Pending - under examination		

Schedule 2

URL		
IWEBGATE.COM	GHOSTNETWORK.COM	DMZINABOX.COM
3CLOUDZ.NET	3ZANALYTICS.COM	3ZAPPLICATIONS.COM
3ZAPPS.COM	3ZAUTH.COM	3ZAUTHENTICATE.COM
3ZAUTHENTICATION.COM	3ZBRIDGE.COM	3ZCHAT.COM
3ZCLOUD.COM	3ZCLOUD.NET	3ZCLOUDS.COM
3ZCONNECT.COM	3ZDESKTOP.COM	3ZDMZ.COM
3ZEMAIL.COM	3ZENDPOINT.COM	3ZEXCHANGE.COM
3ZFACTOR.COM	3ZFILES.COM	3ZGATEWAY.COM
3ZIOT.COM	3ZMEETING.COM	3ZMESSAGE.COM
3ZNETS.COM	3ZNETWORK.COM	3ZNETWORKS.COM
3ZONENETWORKS.COM	3ZONEPLATFORM.COM	3ZONES.COM.AU
3ZONES.NET	3ZONES.NET.AU	3ZONEWORKS.COM
3ZPASSWORD.COM	3ZPHONE.COM	3ZPLATFORM.COM
3ZPLATFORMS.COM	3ZPROXY.COM	3ZREPORTS.COM
3ZSCAN.COM	3ZSCANNING.COM	3ZSECURITY.COM
3ZSERVER.COM	3ZSERVICES.COM	3ZSHAREPOINT.COM
3ZSMS.COM	3ZSUPPORT.COM	3ZTRAINING.COM
3ZVIN.COM	3ZVINS.COM	3ZVIRTUAL.COM
3ZVIRTUALNETWORKS.COM	3ZVOIP.COM	3ZVPN.COM
AWSAAS.COM	AWSDMZ.COM	AWSGAAS.COM
AWSGATEWAY.COM	AWSGHOSTNETWORK.COM	CLOUD3Z.COM
CLOUD3Z.NET	CLOUDZ3.COM	CLOUDZ3.NET
CONNECTRDP.COM	CONNECTVNC.COM	DECOYNET.COM
DECOYNETS.COM	DIDNETWORKS.COM	FIREDECOY.COM
FRONTENDNET.COM	FRONTENDNETS.COM	FRONTENDNETWORK.COM
FRONTENDNETWORKS.COM	FRONTNETS.COM	GATEWAYANYWHERE.COM
GHOSTWALL.COM	GHOSTWALL.NET	INDEPTHNETS.COM
INDEPTHNETWORKS.COM	INETWORXS.COM	INETWORXS.NET
LINKMYMEETING.COM	LINKMYOFFICE.COM	LINKMYRDP.COM
LINKMYSSH.COM	LINKMYVNC.COM	LINKMYWORK.COM
LINKTOMYMEETING.COM	LINKTOMYOFFICE.COM	LINKTOMYWORK.COM
LINKUPHOME.COM	LINKUPOFFICE.COM	NETCLOUDWORKS.COM
NETCLOUDWORX.COM	NETINFRONT.COM	NETSINDEPTH.COM
NETSINFRONT.COM	NETWORKSINFRONT.COM	NETZY.COM
PLATFORMANYWHERE.COM	RDPANYWHERE.COM	RDPLINK.COM
RDPMYHOME.COM	RDPMYOFFICE.COM	RDPPLATFORM.COM
SSHMYHOME.COM	SSHMYOFFICE.COM	SSHPLATFORM.COM
VINZONES.COM	VINZONES.NET	VIRTUAL3Z.COM
VIRTUAL3Z.NET	VNCLINK.COM	VNCMYHOME.COM

VNCMYOFFICE.COM	VNCPLATFORM.COM	VNPLATFORM.COM
VNZONES.COM	VNZONES.NET	WHOISSTEVENSALSBERG.COM
Z3BRIDGE.COM	Z3CONNECT.COM	Z3DMZ.COM
Z3FILES.COM	Z3GATEWAY.COM	Z3PLATFORM.COM
Z3PROXY.COM	Z3REPORTS.COM	Z3SECURITY.COM
Z3SMS.COM	Z3TRAINING.COM	Z3VIN.COM
Z3VOIP.COM	Z3VPN.COM	ZONE3NETWORKS.COM
ZONE3PLATFORM.COM	ZOOGLEFLEX.COM	

8. ADDITIONAL INFORMATION

8.1 DISCLOSURE OF INTERESTS AND REMUNERATION

Other than as set out below or elsewhere in this Prospectus no Director or Incoming Director has or has had, within two years before lodgement of this Prospectus with ASIC:

- (a) any interest in the formation or promotion of the Company; or in any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Offer; or in the Offer; and
- (b) no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director or Incoming Director, either to induce him to become, or to qualify him as a Director or Incoming Director, or otherwise, for services rendered by him in connection with the formation or promotion of the Company or the Offer.

Shareholding qualifications

The Directors are not required to hold any Shares under the constitution of the Company.

Existing Directors' security holdings

Set out in the table below are details of the Existing Directors' relevant interests in the Shares of the Company as at the date of this Prospectus, and following completion of the Proposed Transaction assuming Minimum Subscription, Full Subscription and Full Oversubscription.

	Existing Shares		Minimum Subscription		Full Subscription		Full Oversubscription	
Interests of the Directors and their related parties	Number of Existing Shares	% of Existing Shares	Maximum number of Shares	Maximum % of Shares	Maximum number of Shares	Maximum % of Shares	Maximum number of Shares	Maximum % of Shares
Adam Sierakow- ski ¹	40,500,000	8.78%	43,000,000	7.18%	43,000,000	6.89%	43,000,000	6.76%
KC Ong	-	0%	0	0%	0	0%	0	0%
Richard Wolanski	6,000,000	1.30%	6,000,000	1.00%	6,000,000	0.96%	6,000,000	0.94%
TOTAL	46,500,000	10.08%	49,000,000	8.18%	49,000,000	7.85%	49,000,000	7.70%

¹ Adam Sierakowski holds these Existing Shares indirectly through two entities, both of which he is a director and shareholder of, being Blue Saint Pty Ltd (being a substantial shareholder as set out in Section 8.4) and IML Holdings Pty Ltd. In addition, Adam Sierakowski is also a director and shareholder of Trident Capital, which will receive 2,500,000 Shares under the Facilitation Offer (being a maximum of 0.42% of all Shares, assuming Minimum Subscription) and also receives ongoing payments in exchange for

corporate advisory and office services as further detailed in Section 8.2(f). Adam Sierakowski is also a director and shareholder of Trident Management Services which provides company secretarial, financial accounting and invoicing services to the Company, as further described at Section 8.2(g).

Incoming Directors' security holdings

Set out in the table below are details of the Incoming Directors' relevant interests in the Shares of the Company as at the date of this Prospectus, and following completion of the Proposed Transaction assuming Minimum Subscription, Full Subscription and Full Oversubscription.

	Existing	Shares	Minimum Subscription		Full Subscription		Full Oversubscription	
Interests of the Directors and their related parties	Number of Existing Shares	% of Existing Shares	Maximum number of Shares	Maximum % of Shares	Maximum number of Shares	Maximu m % of Shares	Maximum number of Shares	Maximum % of Shares
Tim Gooch	-	0%	88,422,284	14.77%	88,422,284	14.17%	88,422,284	13.90%
Mark Harrell	-	0%	29,592,161	4.94%	29,592,161	4.74%	29,592,161	4.65%
TOTAL	-	0%	118,014,445	19.71%	118,014,445	18.92%	118,014,445	18.55%

Directors Remuneration

The Constitution provides that each Director is entitled to such remuneration from the Company as the Directors decide, but the total amount provided to all non-executive directors must not exceed in aggregate the amount fixed by the Company in a general meeting. The aggregate remuneration for all non-executive directors has been set at an amount of \$500,000 per annum under clause 62 of the Company's Constitution. The Directors have resolved that non-executive director's fees will be \$7,000 per month for the Chairman, inclusive of statutory superannuation contributions. The remuneration of the executive Directors will be fixed by the Board via service agreements, details of which are provided in Section 8.2(e) of this Prospectus for Mr Tim Gooch and Mr Mark Harrell.

8.2 SUMMARY OF MATERIAL CONTRACTS

Set out below is a summary of the material contracts to which iWebGate and or the Company are party.

iWebGate agreements

(a) SCM Mandate

SCM Equities Pty Ltd (**SCM**) entered into a mandate agreement with iWebGate on 8 November 2013, which was replaced by an agreement dated 1 March 2014, pursuant to which SCM acts as iWebGate's corporate adviser in connection with the funding and strategic requirements for the iWG Group (**Assignment**).

The mandate is for a six month period, unless SCM's engagement is terminated or the Assignment is successfully completed.

As compensation for SCM's services hereunder, iWebGate agreed to pay SCM as follows:

Stage 1

SCM charges a monthly mandate fee of \$15,000 plus GST during the six month period (Mandate Fee).

Stage 2

SCM will charge a 6% (plus GST) capital raising fee (**Capital Raising Fee**) on the raising of all capital for iWebGate by SCM under the mandate. Any fees raised through SCM that are payable to any third party organisations are not in addition to this amount and fees required for third party disbursements will come from the existing 6% fee.

Travel and any out of pocket expenses must be approved by iWebGate in advance for amounts over \$2,000.00. All pre-approved expenses will be reimbursed within 30 days of request.

SCM's engagement under the mandate may be terminated at any time, with or without cause, by either iWebGate or SCM upon written notice. In the event of any termination of SCM's engagement under the mandate, SCM will continue to be entitled to the fees and expenses that become payable under the mandate prior to termination.

If iWebGate completes a \$2 million capital raising (as contemplated by the first mandate agreement with SCM) within 3 months after early termination, then iWebGate must pay SCM the Mandate Fee and the Capital Raising Fee unless at the time of termination SCM suffers an insolvency event or has failed to carry out, or breached its obligations under the mandate agreement.

SCM and iWebGate mutually indemnify each other (and their directors, officers, employees and associated parties) against certain losses arising out of their performance of the mandate which occur as a result as a result of a material breach of the mandate by the other party, except in the case of fraud, gross negligence or breach of the mandate by the indemnified parties. The indemnity remains in force until the earlier of the engagement's completion, or 18 months from 1 March 2014. SCM's liability under the mandate is limited to the amount of fees received by SCM pursuant to the mandate. Neither SCM nor iWebGate may settle any action or judgement concerning an indemnity unless with the prior written consent of the other party or otherwise where such settlement includes an unconditional release of any person entitled to be indemnified from any losses arising out of any such action or judgement.

The agreement contains additional provisions considered standard in agreements of this nature.

(b) Loans from the Company

iWebGate has entered into three loans with the Company. These are loans by the Company on the same terms, and the Company considers each of the loans to be on arm's-length terms. Accordingly, Shareholder approval for the loans was not sought.

The loans from the Company to iWebGate are respectively for the amounts of \$1,000,000, \$600,000 and \$1,000,000. Interest of 7% per annum on the loans accrues monthly and is calculated on the last day of each calendar month following the date on which the agreement was signed (in each case). The loans are repayable within 2 years of the agreement in each case (subject to the Proposed Transaction not proceeding) on the following dates:

- \$1,000,000 repayable on 27 December 2015;
- \$600,000 repayable on 31 December 2014; and
- \$1,000,000 repayable on 1 August 2016.

The loans are repayable in the event that the Proposed Transaction does not proceed or an event of default occurs. Where the Proposed Transaction does not proceed or an event of default occurs, the Company and iWebGate have agreed that the Company may register a first-ranking security in respect of all overdue monies. In the event that the Proposed Transaction does proceed, iWebGate will become wholly-owned by the Company and the loans will no longer be repayable. The agreements contain additional provisions considered standard in agreements of this nature.

(c) iWebGate Shareholder Loans

iWebGate has entered into five separate loan agreements on substantially the same terms and conditions, which were assigned to, respectively with Talks One Pty Ltd as trustee for Gooch Family Trust (an associate of Mr Timothy Gooch; for more information see Section 2.3) and Mr Mark Harrell as trustee for Harrell Family Trust (an associate of Mr Mark Harrell; for more information See Section 2.3), The Sutherland Family Company Pty Ltd as trustee for The Swan Trust, Charles Dunelm Gargett and Katherine Jennifer Gargett, and Anthony John Gooch as trustee for The Gooch Family Trust (collectively, the **Lenders**). Each of the Lenders are associated with an iWebGate employee (**iWebGate Employee**).

Pursuant to the agreements, the Lenders provided ongoing facilities to iWebGate as requested by iWebGate from time to time. Compound interest of 8% per annum is payable on the agreements.

iWebGate can pay the loans, or a proportion of the loans, at any time without penalty. The loans are repayable on the occurrence of a number of events, such as the Lender providing iWebGate with written 90 day notice of demand, or the relevant iWebGate Employee ceasing to be employed by iWebGate. Subject to completion of the Proposed Transaction, the Company and the Lenders have agreed to negotiate in good faith the repayment terms for the loans. However, as per the Sale and Purchase Agreement, \$865,694 will be paid to Talks One Pty Ltd as trustee for Gooch Family Trust (see Section 9.2(d)) which forms part of the loan balance detailed below.

As at 31 August 2014, the following amounts were owed by iWebGate to the Lenders pursuant to these loans:

- (i) Talks One Pty Ltd as trustee for Gooch Family Trust: \$902,920;
- (ii) The Sutherland Family Company Pty Ltd as trustee for The Swan Trust: \$809,293;
- (iii) Charles Gargett and Katherine Gargett: \$142,000;
- (iv) Mr Mark Harrell as trustee for Harrell Family Trust: \$27,675; and
- (v) Anthony Gooch as trustee for The Gooch Family Trust: \$131,435.

Company agreements

(d) iWebGate Sale and Purchase Agreement

The Company and the iWG Founding Vendors entered into the Sale and Purchase Agreement on 17 April 2014. Subject to various conditions, the Company agreed to purchase 100% of the ordinary shares in iWebGate, and the iWG Founding Vendors agreed to sell all of their ordinary shares in iWebGate to the Company, and to use their best endeavours to arrange for the sale of the remaining shares in iWebGate to the Company. The Sale and Purchase Agreement was varied by agreement dated 10 July 2014.

Additional information regarding iWebGate and its operations are set out in Section 4.1. The acquisition of iWebGate was approved by Shareholders at the General Meeting.

Conditions of the iWebGate Share Sale and Purchase Agreement

Completion of the sale and purchase of 100% of the ordinary shares in iWebGate pursuant to the Sale and Purchase Agreement is due to occur 5 business days following the satisfaction or waiver the latest condition to be satisfied or waived. The conditions to be satisfied or waived are:

- (i) The Company being satisfied with its due diligence enquiries in respect of iWebGate.
- (ii) The Company obtaining all required regulatory and Shareholder approvals.
- (iii) iWebGate obtaining all required regulatory and shareholder approvals.
- (iv) The iWG Founding Vendors using the drag-along procedure in the iWG Shareholders' Deed to require all remaining iWG Vendors to sell their ordinary shares in iWG to the Company.
- (v) The Company completing the capital raising of at least \$5,000,000, as contemplated by the Public Offer in this Prospectus.
- (vi) As the Company is required by ASX to re-comply with Chapters 1 and 2 of the Listing Rules, ASX providing the Company with a list of conditions reasonably acceptable to the iWG Founding Vendors and the Company

which, when satisfied, will result in ASX reinstating the Shares to quotation on ASX.

The Company must use all reasonable endeavours to procure the satisfaction of conditions (a), (b), (e) and (f) above. The iWG Founding Vendors must use all reasonable endeavours to procure the satisfaction of conditions (c) and (d) above.

Termination

The Sale and Purchase Agreement may be terminated in the following circumstances:

- (i) By any party upon 2 business days' notice where a condition has not been satisfied or waived, or where the other party has given notice that a condition cannot be satisfied, by 31 December 2014 (or such later date as agreed by the iWG Founding Vendors and the Company) and the terminating party complied with its obligations to use all reasonable endeavours to procure the satisfaction of certain conditions (as specified above).
- (ii) By any party prior to completion of the agreement, in circumstances where the other party fails to comply with its material obligations under the agreement, or commits a material breach of its warranties prior to completion under the agreement, and the breach is not remedied within 10 business days or the non-defaulting party's notice of the breach being given to the defaulting party.

Shareholder approval

A General Meeting of the Company was held on 17 September 2014, at which the following resolutions in connection with the Offers and the Company's acquisition of iWebGate were approved by Shareholders:

- (i) approval of the Consolidation;
- (ii) approval to change the nature and scale of activities of the Company;
- (iii) approval of the issues of the Shares pursuant to the Offers under this Prospectus;
- (iv) approval of the right to apply for Shares for the Existing Directors and the Incoming Directors pursuant to the Public Offer;
- (v) approval of the change of Company name to iWebGate Limited;
- (vi) approval of the appointment to the Board of the Incoming Directors;
- (vii) approval of the Employee Incentive Plan;
- (viii) approval of the issue of Incentive Options to the Incoming Directors under the Employee Incentive Plan; and
- (ix) approval to give a financial benefit to the Incoming Directors by way of loans under the Employee Incentive Plan.

Completion

At completion of the Sale and Purchase Agreement, the Company has agreed to issue Shares to the iWG Vendors, and the Facilitation Shares to Trident and SCM. Further, under the Sale and Purchase Agreement the Company must pay an amount of \$865,694 to Talks One Pty Ltd as trustee for the Gooch Family Trust in repayment of an outstanding loan owed by iWebGate to Talks One Pty Ltd as trustee for the Gooch Family Trust. Mr Timothy Gooch (who is a Proposed Director) is a director of Talks One Pty Ltd and a beneficiary of the Gooch Family Trust. In addition, following the appointment of the Proposed Directors to the Board, it is proposed that Messrs Ong and Wolanski will resign as Directors.

Warranties and indemnities

The Sale and Purchase Agreement contains additional provisions, including warranties and indemnities in respect of the status of iWebGate and the Company, which are considered standard for agreements of this kind.

(e) Employment agreements for Timothy Gooch and Mark Harrell

Mr Timothy Gooch and Mr Mark Harrell will be engaged by the Company via employment agreements on substantially similar terms (**Employment Agreements**). Mr Gooch's role is as Chief Executive Officer (USA), and Mr Harrell's role is as Managing Director (Asia Pacific).

The total annual remuneration payable to Mr Gooch under his employment agreement is a salary of US\$250,000 (inclusive of superannuation), and allowances of up to US\$90,000 in connection with Mr Gooch's relocation to the United States.

The total annual remuneration payable to Mr Harrell under his employment agreement is a salary of \$210,000 (inclusive of superannuation) and allowances of up to \$6,800.

Messrs Gooch and Harrell will also be issued 1,750,000 and 1,500,000 Incentive Options respectively under each of their Employment Agreements. Shareholder approval for the issue of these Incentive Options was obtained at the General Meeting. Refer to Section 8.7 of this Prospectus for details on the terms and conditions of the Incentive Options.

Both Employment Agreements will commence on a date agreed by the parties (**Commencement Date**), subject to the successful completion of the Proposed Transaction occurring on or before 31 December 2014. The Commencement Date is expected to be in September 2014. The initial term of the employment is 5 years from the Commencement Date for Mr Gooch, and 3 years from the Commencement Date for Mr Harrell, unless otherwise terminated in accordance with their respective Employment Agreements (**Initial Period**). During the Initial Period, the Employment Agreements may only be terminated by the Company at any time:

- (i) by one months' notice to the employee in cases of prolonged illness or incapacity (mental or physical);
- (ii) by summary notice in circumstances where the employee neglects to perform his duties or comply with reasonable or proper direction, engages in

serious misconduct or refuses or fails to accept a transfer of employment under the agreement.

After the Initial Period, the Employment Agreements may be terminated in the same manner as outlined above during the Initial Period, or by either the Company or the employee at any time without cause by giving not less than 6 months' notice in writing.

As Chief Executive Officer (USA) and Managing Director (Asia Pacific), Mr Gooch and Mr Harrell shall (amongst other things):

- (i) be engaged as full-time employees of the Company and during usual business hours and such other hours as the exigencies of business may from time to time require, shall devote the whole of their time, attention and skill to the duties of their respective positions and to the business of the Company, and such related corporations of the Company as the Company may from time to time direct;
- (ii) perform their duties in a proper and reasonable manner, with the standard of diligence normally exercised by a person bearing comparable qualifications in the performance of comparable duties, and in accordance with generally accepted practices and standards appropriate to those duties and that industry; and
- (iii) obey all reasonable and lawful directions given to them by or under the authority of the Board, and use their best endeavours to promote the interests of the Company and of such related corporations of the Company as the Company may from time to time direct.

Inventions, discoveries, designs, improvements, developments, copyright work or circuit layout (**Inventions**) relating to or capable of being used in the business of the Company or any of its related corporations which are made by Mr Gooch or Mr Harrell during their employment by the Company will be the property of the Company, and Mr Gooch and Mr Harrell are obligated to promptly disclose full details of any such Invention.

Mr Gooch and Mr Harrell are also subject to restrictions in relation to the solicitation of employees and clients, the use of confidential information after their employment with the Company ceases and being directly or indirectly involved in a competing business during the continuance of their employment with the Company, on terms which are otherwise considered standard for agreements of this nature.

The Employment Agreements contain additional provisions considered standard for agreements of this nature.

(f) Trident Capital mandate and services agreement

The Company has entered into an agreement with Trident Capital whereby Trident Capital will receive, amongst other fees, the payment of a facilitation fee in relation to the Proposed Transaction by way of the issue of Shares (which Shareholders approved at the General Meeting). Trident Capital is a related party of the Company as the Company's Chairman, Mr Adam Sierakowski, is a Director and shareholder of Trident Capital and is responsible for the day-to-day management and control of Trident. Shareholder approval for the mandate agreement was not sought on the

basis that the Board considers the arrangement between the Company and Trident Capital to be on arm's length terms.

The agreement with Trident Capital is for the provision of corporate advisory services by Trident Capital to the Company, such as corporate advice and structuring, document preparation, engaging consultants and assisting with capital raising activities. The Company has agreed to pay Trident Capital a corporate advisory fee of \$25,000 plus GST per month (which will revert back to \$15,000 plus GST per month upon completion of the Proposed Transaction), capital raising fees of 6% of the funds raised directly by Trident Capital for any future capital raisings, a facilitation fee of 5% of the value of any additional asset or project introduced by Trident Capital that is acquired by the Company, and all reasonable out-of-pocket expenses. The facilitation fee is to be satisfied in full via the issue of Shares to Trident Capital pursuant to the Facilitation Offer.

In addition, the Company has entered into an agreement with Trident Capital, whereby Trident Capital provides a serviced office to the Company. The fees for this service are \$2,000 per month plus GST. The term of this arrangement is for 12 months, which remains automatically for further terms of 12 months unless at least 30 days' notice is given by either party of their intention not to renew the agreement. Trident Capital is a related party of the Company for the reasons set out above in this Section 8.2(f). Shareholder approval for the services agreement was not sought on the basis that the Board considers the arrangement between the Company and Trident Capital to be on arm's length terms. The agreement contains additional provisions which are considered standard for agreements of this nature.

(g) Trident Management Services Pty Ltd Services Agreement

The Company has entered into a services agreement with Trident Management Services in relation to the provision of company secretarial, financial accounting and invoicing services to the Company. Trident Management Services is a related party of the Company as both Adam Sierakowski and KC Ong are directors and shareholders of Trident Management Services. Shareholder approval for the agreement was not sought on the basis that the Board considers the arrangement between the Company and Trident Management Services to be on arm's length terms. The Company pays fees to Trident Management Services under the services agreement in accordance with the following:

- (i) \$4,000 (excluding GST) per month for the following company secretarial services: attendance at board meetings and preparation of minutes; liaising with the Share Registry in relation to shareholder queries; coordination and oversight of Corporate Governance procedures; lodgement of ASIC forms and ASX announcements; review of ASX announcements and liaison with ASX; and maintenance of corporate secretarial volumes;
- (ii) up to \$200 (excluding GST) per hour for other company secretarial services including assistance with the preparation of a prospectus, the management of a proposed capital raising and with preparation of financial statements for audit or ASX announcements; liaising with auditors and tax advisers; and due diligence and financial modelling for proposed acquisitions;
- (iii) up to \$150 (excluding GST) per hour for the following financial services: bookkeeping, accounts payable and receivable; and monthly accruals, creditors, debtors and prepayments; and

(iv) up to \$250 (excluding GST) per hour for the following financial accounting services: preparation of monthly management accounts, financial statements, tax workings and budgets; and liaising with auditors and tax advisers.

(h) Director's Deeds of Insurance Indemnity and Access

The Company has entered into deeds of insurance, indemnity and access with each of the Existing Directors (**Indemnity Deeds**). Upon appointment of the Incoming Directors to the Board, the Company intends to also enter into Indemnity Deeds with the Incoming Directors.

Pursuant to these Indemnity Deeds, the Company indemnifies each Director to the extent permitted by the Corporations Act against any liability arising as a result of the Director acting as an officer of the Company. The Company will be required under the Indemnity Deeds to maintain insurance policies for the benefit of the relevant Director for the term of the appointment and for a period of seven years after the relevant Director's retirement or resignation.

The Indemnity Deeds also provide for the Director's right of access to company records.

(i) Employee Incentive Plan

The following is a summary of the Company's Employee Incentive Plan:

Awards

Under the Plan, Participants (as defined below) will be granted incentive awards (**Awards**) which may comprise:

- (i) performance shares, being Shares issued at a price determined by the Board in their sole and absolute discretion, subject to any vesting conditions and/or performance conditions (**Performance Shares**); and/or
- options issued for nil monetary consideration each to subscribe for one Share on payment of an exercise price and subject to any vesting conditions, performance conditions and/or exercise conditions (**Options**); and/or
- (iii) performance rights, being an entitlement of a Participant to one Share, subject to the satisfaction of any vesting conditions and/or performance conditions. No consideration is payable upon the automatic conversion of a performance right (**Performance Rights**); and/or
- (iv) performance share rights, being an entitlement of a Participant to one Share, subject to the satisfaction of any vesting conditions and/or performance conditions and payment of the relevant conversion price (**Conversion Price**), which shall be equal to the lower of (a) the price per Share as determined by the Board in its sole and absolute discretion: (b) the closing market price of Shares traded on ASX on the day before the date a performance share right is converted in accordance with the Plan (**Performance Share Right**).

All Awards will be granted subject to the satisfaction of vesting conditions, performance conditions and/or exercise conditions (if any) as determined by the Board in its sole and absolute discretion.

Eligibility

At the discretion of the Board, a person who is a full time or part time employee of the Company or a Related Body Corporate (as defined in the Corporations Act), or is a director who holds a salaried employment or office in the Company or a Related Body Corporate (**Group Company**), is permitted to participate in the Plan. Non-executive Directors of the Company are not eligible to participate in the Plan.

A consultant or contractor of a Group Company that is a corporation **and** all of the member of the corporation are employees of a Group Company or directors of a Group Company who hold a salaried employment or office in a Group Company (**Consultant**) may also be permitted to participate in the Plan **but only if** the Company obtains specific relief from ASIC to extend the relief given by ASIC Class order 03/184 (or any amendment to or replacement of that class order) to the Consultant or the relief given by that class order (or any amendment to or replacement of that class order) extends to the Consultant.

People eligible to participate in the Plan are called "Eligible Persons". The Board may make an offer under the Plan to another party nominated by an Eligible Person (for example, the Eligible Person's (a) spouse; (b) biological or legally adopted child of at least 18 years of age; (c) trustee(s) of a trust set up wholly for the benefit of one or more Eligible Persons or a persons mentioned in (a) or (b); or (d) a company that is wholly-owned by an Eligible Person and/or other person(s) mentioned in (a) to (c) above or any other person approved by the Board provided that the person is an 'associate' as defined in the *Income Tax Assessment Act 1936* (Cth)) (**Nominated Party**).

A "Participant" is an Eligible Person or Nominated Party to whom an Award has been granted.

Payment for Awards

Participants are not required to pay anything for the grant of Options, Performance Rights or Performance Share Rights. However, Participants are required to pay for Performance Shares. Participants are required to pay for the exercise of Options and the conversion of Performance Share Rights.

Loans to fund acquisition of Shares

An offer for Performance Shares or Performance Share Rights must include an offer for the provision of a loan to fund the acquisition of the Performance Shares, or to fund the conversion of Performance Share Rights. For the avoidance of doubt, acceptance of an offer of Performance Shares or Performance Share Rights by a Participant will also constitute acceptance of the loan offer.

The Company may, in its sole and absolute discretion, make an offer to provide a loan for the sole purpose of funding the exercise of Options.

A loan offer can only be accepted by a natural person who is an Eligible Person, and in the name of the Eligible Person, and will be made on the following terms and conditions:

- (i) Any loan shall be applied by the Company directly toward payment of the Shares to be acquired by the Eligible Person (**Loan Shares**).
- (ii) Loans will be interest free. The term of the loan and the manner for making payments under the loan shall be determined by the Board and set out in the loan offer.
- (iii) Any fees, charges and stamp duty payable in respect of a loan will be payable by the Eligible Person or if approved by the Board in its sole and absolute discretion, added to the value of the loan.
- (iv) The loan will be a limited recourse loan. This means the amount repayable will be the lesser of:
 - (A) the issue price for the Loan Shares (which will be equal to the issue price in the case of Performance Shares, the exercise price in the case of Options and the conversion price in the case of Performance Share Rights) multiplied by the number of Loan Shares issued less any cash dividends paid in respect of Loan Shares and applied to the loan and any repayments made by the Eligible Person; and
 - (B) if the Loan Shares are sold by the Company, the amount realised by the Company from the sale.
- (v) Once Loan Shares are sold by the Company, or a loan is repaid in full, the Loan is fully satisfied and the Eligible Person has no further liability to the Company in respect of the loan.
- (vi) Cash dividends which are paid on Loan Shares will be applied by the Company towards repayment of the loan and any surplus of the cash dividend will be paid to the Eligible Person. The proceeds from the sale of rights that an Eligible Person elects to sell in a renounceable rights issue will also be applied by the Company towards repayment of the loan.
- (vii) A loan can be repaid at any time prior to expiry of the loan term.
- (viii) If the Eligible Person holds Loan Shares that have vested and fails to satisfy any of the terms of the loan; dies or suffers a permanent disability; becomes bankrupt; or ceases to be employed, engaged or hold office with any Group Company, then the Eligible Person may elect, by serving written notice on the Company within one month (this period may be extended to 12 months or longer if the Eligible Person becomes bankrupt or is otherwise a "Good Leaver" as defined in the Plan) from the date of happening of any of the events referred to above to:
 - (A) immediately repay the loan in full; or

- (B) have the Company sell the vested Loan Shares in the ordinary course of trading on ASX. Any proceeds exceeding the loan amount will be paid to the Eligible Person.
- (ix) If the Eligible Person fails to make an election within the time specified, the Eligible Person will be deemed to have elected to have the Company sell the vested Loan Shares.
- (x) If the Eligible Person holds unvested Loan Shares and fails to satisfy any of the terms of the loan or the Board determines the unvested Loan Shares will be forfeited in accordance with the terms of the Plan, then the unvested Loan Shares will be forfeited and dealt with as summarised below under the heading "Forfeiture".
- (xi) Provided that the Board is of the opinion that the proceeds from the sale of vested Loan Shares are reasonably likely to exceed the amount of a loan, it may permit an Eligible Person to sell vested Loan Shares before the loan attaching to those shares is repaid in full.

Until such time a loan is repaid in full, the Company will hold all certificates or holding statements for the Loan Shares, no security interest may be granted in or over the Loan Shares without Board approval, the Loan Shares cannot be transferred or sold except in accordance with the Plan and the Company can implement any procedure it considers appropriate to restrict the Eligible Person from having the Loan Shares transferred to another person including, without limitation, imposing a holding lock (as that term is defined in the Listing Rules) on all Loan Shares.

The Company will have a lien over the Loan Shares and, may take further security over the Loan Shares as security for the repayment of a loan.

Limits on number of Awards granted

Under the Plan rules, a maximum of 10% of total issued Shares are available for issue upon the exercise of Awards under the Plan. As at the date of the Notice there are 461,441,424 Existing Shares on issue, resulting in a maximum of 46,144,142 Shares available to be issued in respect of grants of Awards under the Plan. After the Capital Consolidation, there will be a maximum of 636,333,272 Shares on issue, resulting in a maximum of 63,633,272 Shares available to be issued in respect of grants of Awards under the Plan.

Further, the number of Shares to be received on the issue or conversion of Awards granted under the Plan at any time must not exceed the limit set in the Plan, being broadly 5% of the total number of issued Shares when aggregated with the number of Shares issued, or the subject of an Award issued, pursuant to an employee incentive scheme during the previous 5 years (less certain exempted offers). This limit is in accordance with the current ASIC Class Order 03/184 which provides disclosure, licensing, advertising and hawking relief for employee incentive schemes, that the Company may seek to rely on in connection with making offers under the Plan.

Entitlements of Participants

Unless otherwise resolved by the Board when it makes an offer of Performance Share, a Participant who holds Performance Shares is entitled to notice of a meeting of the Shareholders of the Company and may exercise any voting rights attaching to the Performance Shares registered in the Participant's name. The Board may determine, at the time of an offer of Performance Shares, whether the Participant is entitled to receive any dividends declared by the Company on unvested Performance Shares (including whether any such dividends are to be held in escrow until the Performance Shares are fully vested).

Unless otherwise resolved by the Board when it makes an offer, a Participant who holds Performance Shares has the same entitlement as any other Shareholder to participate in a bonus issue, provided that if the Performance Shares are unvested Performance Shares and/or have any restrictions on sale imposed on them, any Shares issued to a Participant under the bonus issue will be subject to the Plan as if those shares were Performance Shares issued under the offer made to the Participant. If the Company announces a rights issue, a Participant can participate in the rights issue, and the Shares issued under the rights issue will not be subject to the Plan. If the rights are renounceable and a Participant declines, or does not respond to, the rights issue offer made by the Company, the Company may sell or otherwise deal with the Participant's rights.

Participants who hold Options, Performance Rights and/or Performance Share Rights are not entitled to receive notice of, or attend or vote at, meetings of Shareholders or the Company or receive any dividends declared by the Company. Nor do Options, Performance Rights and/or Performance Share Rights confer on the Participant the right to participate in new issues of Shares by the Company.

Adjustment for dividends

No adjustment will be made to the number of Performance Rights, Performance Share Rights or Options granted to a Participant under the Plan if dividends or other distributions are paid on the Shares prior to their vesting, exercise or conversion.

Vesting and exercise

Awards only vest if the applicable vesting conditions and performance conditions are satisfied, waived by the Board or are deemed to have been satisfied under the Plan. These vesting conditions and performance conditions are determined prior to the granting of such Awards by the Company. Vested Options will only be exercisable when any applicable exercise conditions have been satisfied, waived by the Board or are deemed to have been satisfied under the Plan.

Performance Shares

Participants must not dispose of, grant (or purport to grant) any security interest in or over, or otherwise deal with (or purport to dispose or deal with) a Performance Share until:

(i) the Performance Share has vested;

- (ii) the loan relating to the Performance Share has been repaid or discharged or arrangement for such repayment or discharge has been made to the satisfaction of the Board; and
- (iii) any disposal restrictions on the Performance Share have expired.

While the Performance Share is subject to any of the restrictions above, Company may do such things and enter into such arrangements with the Company's share registry or otherwise as it considers necessary to enforce the restrictions, including but not limited to imposing a holding lock on the shares during the relevant restriction period.

Upon vesting, the Performance Shares become vested and cease to be subject to the vesting conditions and/or performance conditions that were applicable to the Performance Shares and cease to be subject to the forfeiture provisions described below under the heading "Forfeiture".

Options

The exercise price per Share in respect of an Option granted pursuant to the Plan will be determined by the Board. Options will expire on the date that is 5 years after the date of issue, or such other period determined by the Board. However, if the term of an Option would otherwise expire during, or within ten business days of the expiration of a period when the Participant is prohibited from trading in the Company's securities pursuant to the Company's written policies then applicable (eg. under a securities trading policy) (**Blackout Period**) then the Option's expiry date will be extended to the close of business on the tenth business day following the end of the Blackout Period.

Options can only be exercised during the exercise period specified in the invitation to participate in the Plan. The exercise period will commence when the Options have vested and any performance and/or exercise conditions have been satisfied, waived by the Board or deemed to have been satisfied in accordance with the Plan rules. Upon exercise, one Share in the Company will be issued to the Participant for each exercised Option. Participants will be required to pay an exercise price on the exercise of vested Options.

Performance Rights

Participants are not required to pay anything on the conversion of a vested Performance Right. Performance Rights granted under the Plan will have a term of five years, or such other period determined by the Board.

Upon vesting, Performance Rights will be converted automatically. Upon exercise of Performance Rights, Participants are entitled to one Share for each Performance Right converted.

Performance Share Rights

Participants are required to pay the Conversion Price on the conversion of a vested Performance Share Right. The Conversion Price will be satisfied by a loan provided by the Company to the Participant. Performance Share Rights granted under the Plan will have a term of five years, or such other period determined by the Board.

Upon vesting, Performance Share Rights will be converted automatically. Upon conversion of Performance Rights, Participants are entitled to one Share for each Performance Right converted.

Lapse of Awards

If a Participant is dismissed from office due to serious and wilful misconduct, a material breach of his or her contract of employment, engagement or office with any Group Company; gross negligence, or other conduct justifying termination of employment, engagement or office without notice either under the Participant's contract of employment or engagement or office, or at common law, acts in breach of any post-termination restrictions in his or her employment or engagement contract or is ineligible to hold office under Australian law:

- (i) unvested Performance Shares will be forfeited;
- (ii) unvested Performance Rights and unvested Performance Share Rights will lapse;
- (iii) vested Options that have not been exercised will lapse on the date of cessation of employment or office.

If a Participant's employment or engagement with a Group Company ceases in any other circumstances (including due to death, permanent incapacity, redundancy, resignation or retirement):

- (i) unvested Performance Shares will be forfeited;
- (ii) vested Options that have not been exercised will continue to force and remain exercisable, subject to the satisfaction of any applicable exercise conditions until the expiry date; and
- (iii) unvested Performance Rights and unvested Performance Share Rights will lapse.

In addition, where in the opinion of the Board a Participant acts fraudulently or dishonestly or is in material breach of his or her obligations to any Group Company then the Board can determine in its discretion that:

- (i) all vested or unvested Performance Shares will be forfeited;
- (ii) all unvested Performance Rights and/or vested or unvested Options and/or unvested Performance Share Rights will lapse; and/or
- (iii) where any Shares issued under the Plan have been sold by the Participant, require the Participant to pay all or part of the net proceeds of that sale to the Company.

Forfeiture of Performance Shares

Unless determined otherwise by the Board, unvested Performance Shares will be forfeited on the earlier of:

(i) cessation of employment or engagement of a Participant;

- (ii) the day the Board makes a determination that the Performance Shares are forfeited as contemplated above in paragraph (j) under the heading "Loans to fund acquisitions of Shares" and under the heading "Lapse of Awards";
- (iii) if any applicable vesting conditions and/or performance conditions are not achieved by the relevant time; or
- (iv) if the Board determines in its sole and absolute discretion that any applicable vesting conditions and/or performance conditions have not been met and cannot be met.

A Participant is deemed to have agreed to the Company:

- (i) selling forfeited Performance Shares in the ordinary course of trading on ASX;
- (ii) buying-back the forfeited Performance Shares pursuant to an employee share scheme buy-back; or
- (iii) dealing with the forfeited Performance Shares in any other manner determined by the Board from time to time.

No consideration or compensation is payable to a Participant for or in relation to the forfeiture of Performance Shares under the Plan.

Change of control events

On the occurrence of a Change of Control Event (as defined in the Plan, which includes an unconditional takeover offer, a court approved scheme of arrangement, a merger resulting in the current Shareholders being entitled to less than 50% of the shares of the merged entity, the Company or its Related Bodies Corporate agreeing to sell a majority of its business or assets or a determination of the Board that control of the company has or is likely to change), the Board may in its sole and absolute discretion determine that all or a percentage of:

- (i) unvested Performance Shares will vest;
- (ii) unvested Options become exercisable within the 14 day period of being notified that the Options have vested. If the Options are not exercised in that 14 day period the Options shall lapse, subject to the completion of the Change of Control Event (unless the Board determines otherwise);
- (iii) unvested Performance Rights will vest and be automatically converted. Those Performance Rights that the Board does not determine should vest will lapse on the date of the relevant Change of Control Event;
- (iv) unvested Performance Share Rights will vest and be automatically converted. Those Performance Share Rights that the Board does not determine should vest will lapse on the date of the relevant Change of Control Event.

Capital events

If there are variations to the share capital of the Company including a variation or rights issue, sub-division, consolidation, reduction, return or cancellation of share capital, a demerger (in whatever form) or other distribution in specie, the Board may:

- (i) adjust the number of Performance Shares issued under the Plan in accordance with the Listing Rules;
- (ii) adjust the number of Options issued under the Plan, and the Options exercise price, in accordance with the Listing Rules;
- (iii) adjust the number of Performance Rights issued under the Plan in accordance with the Listing Rules; and
- (iv) adjust the number of Performance Share Rights issued under the Plan, and the Conversion Price, in accordance with the Listing Rules.

Amendments to the Plan

Subject to the Listing Rules and the Company's Constitution, the Board may amend the terms of the Plan or the terms upon which any Awards have been granted under the Plan, including the following amendments, which may be made without Shareholder approval:

- (i) amendments of a "housekeeping" nature;
- (ii) changing the vesting or exercise provisions of the Plan or any Award provided the change does not entail an extension beyond the original expiry date) including to provide for accelerated vesting and early exercise of any Awards deemed necessary or advisable in the Board's discretion;
- (iii) changing the early termination provisions of the Plan or any Award (provided the change does not entail an extension beyond the original expiry date);
- (iv) the addition of a cashless exercise feature payable in cash or securities;
- (v) changing the provisions on transferability of awards for normal estate settlement purposes;
- (vi) any amendments to the process by which a Participant can exercise his or her Award; and
- (vii) the addition of a conditional exercise feature which would give Participants the ability to conditionally exercise in certain circumstances determined by the Board.

No amendment or revision to the Plan or Awards granted under the Plan which materially reduces the rights of any Participant in respect of any Award granted prior to the date of the amendment can be made without the written consent of the Participants, unless the amendment was introduced primarily: (i) to comply with any applicable laws or present or future legislation; (ii) to correct any manifest error or mistake; (iii) to allow the implementation of a trust arrangement in relation to the

holding of Shares granted under the Plan; or (iv) to take into consideration possible adverse taxation implications for the Company in respect of the Plan and Awards granted under the Plan.

In addition, no amendments to the Plan to increase the maximum number of Shares reserved for issue, to reduce the exercise price for any outstanding Option, to extend the period during which an Option may be exercised or to amend the amendment provision of the Plan can be made without first obtaining the approval of a majority of the Company's Shareholders.

8.3 CONTINUOUS DISCLOSURE AND DOCUMENTS AVAILABLE FOR INSPECTION

The Company is a "disclosing entity" for the purposes of Part 1.2A of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations which require it to disclose to ASX any information which it is or becomes aware of concerning the Company and which a reasonable person would expect to have a material effect on the price or value of the securities of the Company. The Company's announcements are available free of charge on the ASX website or on request to the Company.

Further information on how the Company will comply with its continuous disclosure obligations is included at Section 2.5.

8.4 SUBSTANTIAL SHAREHOLDERS

As at the date of this Prospectus, the following Shareholders hold 5% or more of the total number of Shares on issue (on a pre-Consolidation basis):

Shareholder	Existing Shares	%	% Shares Post- Proposed Transaction (Minimum Subscription)	% Shares Post- Proposed Transaction (Full Subscription)	% Shares Post- Proposed Transaction (Over Subscription)
Mr David John Edward Ledger ¹	45,000,000	9.75%	7.51%	7.21%	7.07%
Blue Saint Pty Ltd ²	40,000,000	8.67%	6.68%	6.41%	6.29%

^{1.} Mr David John Edward Ledger is a director and (indirectly) a shareholder in SCM which provides corporate advisory services to iWebGate. For further information see Section 8.2(a).

On Completion of the Proposed Transaction, the following Shareholders are expected to hold 5% or more of the total number of Shares on issue (on a post-Consolidation basis):

^{2.} The Company's Non-Executive Chairman, Mr Adam Sierakowski is a director and shareholder of Blue Saint Pty Ltd. Adam Sierakowski is also a director and shareholder of Trident Capital and Trident Management Services which provide services to the Company. Further details of the interests of Adam Sierakowski are set out at Section 8.1. Further details of arrangements with Trident Capital and Trident Management Services are set out at Sections 8.2(f) and 8.2(g).

Shareholder	New Shares	Shares Post- Proposed Transaction (Minimum Subscription)	Shares Post- Proposed Transaction (Full Subscription)	Shares Post- Proposed Transaction (Over Subscription)
Talks One Pty Ltd atf the Gooch Family Trust	88,422,284	14.77%	14.17%	13.90%
Singara Pty Ltd atf the Gargett Family Trust	88,422,284	14.77%	14.17%	13.90%
The Sutherland Family Company Pty Ltd atf The Swan Trust	86,853,409	14.50%	13.92%	13.65%
TR7 Holdings Pty Ltd	41,627,633	6.95%	6.67%	6.54%
Solange Ltd	30,749,095	5.13%	4.93%	4.83%

8.5 INTERESTS OF EXPERTS AND ADVISERS

(a) No interest except as disclosed

Other than as set out below or elsewhere in the Prospectus, no expert promoter, underwriter (but not sub-underwriter) or any other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with holds, or has held within two years before lodgement of the Prospectus with ASIC, any interest in:

- the formation or promotion of the Company or in any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Offers;
- (ii) the Offers; and
- (iii) no amounts or benefits have been paid or given or agreed to be paid or given to any of these persons for services provided by such persons in connection with the formation or promotion of the Company or the Offers.

(b) Legal Advisors

Price Sierakowski Corporate has acted as Solicitors to the Company in relation to the Offer. The Company estimates that it will pay Price Sierakowski Corporate \$165,000 plus GST for these services. In addition, Price Sierakowski Corporate has performed other legal work in relation to the reconstruction of the Company, including the preparation of the Notice of Meeting. During the 24 months preceding

lodgement of this Prospectus with ASIC, Price Sierakowski Corporate has received \$380,000 inclusive of fees paid in connection with this offer.

Additional legal fees in relation to the Prospectus or re-listing of the Company may be incurred by the Company subsequent to the lodgement of this Prospectus and will be charged at Price Sierakowski Corporate's normal hourly rates.

(c) Corporate Advisors

Trident Capital has acted as corporate advisers to the Company. Fees are paid or payable to Trident Capital in accordance with the mandates summarised at Section 8.2(f). Trident Capital has also performed other work in relation to the reconstruction of the Company, including management of the recapitalisation process and preparation of documentation required as part of the recapitalisation process. During the 24 months preceding lodgement of this Prospectus with ASIC, Trident Capital has received \$371,000 plus GST.

(d) Investigating Accountants

BDO Corporate Finance (WA) Pty Ltd has prepared the Investigating Accountant's Report which is included at Section 5. Total fees payable to BDO Corporate Finance (WA) Pty Ltd for work done in relation to this Prospectus are approximately between \$10,000 and \$15,000 plus GST. During the 24 months preceding lodgement of this Prospectus with ASIC, BDO Corporate Finance (WA) Pty Ltd has not received any other fees from the Company.

(e) Intellectual Property Expert

Madderns Patent & Trade Mark Attorneys has prepared the Intellectual Property Expert's Report which is included at Section 7. Total fees payable to Madderns Patent & Trade Mark Attorneys for work done in relation to this Prospectus are approximately \$2,100 plus GST. During the 24 months preceding lodgement of this Prospectus with ASIC, Madderns Patent & Trade Mark Attorneys has not received any other fees from the Company.

8.6 RIGHTS AND LIABILITIES ATTACHING TO SHARES

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, Listing Rules and the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

Ranking of Shares

At the date of this Prospectus, all shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with Existing Shares.

Voting Rights

Subject to any special rights or restrictions (at present there are none), at any meeting each member present in person or by proxy has one vote on a show of hands, and on a poll has one vote for each share held.

Dividend Rights

Subject to any special rights (at present there are none), any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up.

Variation of Rights

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

Transfer of Shares

Subject to the Company's Constitution, the Corporations Act or any other applicable laws of Australia and listing Rules, the Shares are freely transferable. The Directors may refuse to register a transfer of Shares only in limited circumstances, such as where the Company has a lien on those Shares.

General Meetings

Each shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to shareholders under the Company's Constitution, the Corporations Act and Listing Rules.

Unmarketable Parcels

The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable law and provided a notice is given to the minority shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.

Rights on Winding Up

If the Company is wound up, the liquidator may, with the sanction of a special resolution;

- (a) divide among the shareholders the whole or any part of the Company's property; and
- (b) decide how the division is to be carried out between the shareholders.

8.7 TERMS AND CONDITIONS OF INCENTIVE OPTIONS

As detailed in Section 8.13, this Prospectus also relates to the offer of up to 6,250,000 Incentive Options to the Incoming Directors and certain eligible employees of iWebGate. The terms and conditions of the Incentive Options are set out below:

- (a) The Incentives Options are issued pursuant to the iWebGate Limited Employee Incentive Plan (**Plan**).
- (b) The Incentive Options will expire 5 years from the date of issue (**Expiry Date**).

- (c) Each Incentive Option shall confer the right to subscribe for one fully paid ordinary share (**Share**), ranking pari passu with existing issued fully paid ordinary shares, in the capital of the Company.
- (d) The Incentive Options are exercisable by notice in writing to the Company (in substantially the form attached to the Incentive Option certificate (**Notice of Exercise**) received at any time on or before the Expiry Date. The Shares will be issued within 10 business days after completion of the exercise of the Incentive Options.
- (e) The Incentive Options may be exercised in whole or in part. Incentive Options must be exercised in multiples of 500. The exercise of some of the Incentive Options does not affect the holder's right to exercise other Incentive Options at a later time.
- (f) The exercise price for each Incentive Option shall be the price that is equal to the price that is a 125% premium to the closing market price of Shares on Australian Securities Exchange (ASX) on the trading day before the general meeting of the Company at which the issue of the Incentive Options is given (Exercise Price).
- (g) A certificate will be issued for the Incentive Options. If prior to the Expiry Date those Incentive Options are exercised in part, the Company will issue a substitute certificate for the remaining Incentive Options held and not yet exercised.
- (h) Options are exercisable by the delivery to the registered office of the Company of a signed Notice of Exercise, specifying the number of Incentive Options being exercised and must be accompanied by:
 - (i) except where a loan from the Company is used to fund the Exercise Price, a cheque or cash for the amount of the Exercise Price for each Share to be issued on exercise of the Incentive Options specified in the Notice of Exercise. Where a cheque is presented as payment of the Exercise Price, the Company will not issue Shares upon exercise of Incentive Options until the cheque has been cleared by the banking system;
 - the certificate for those Incentive Options, or documentary evidence satisfactory to the Company's Board that the Certificate was lost or destroyed; and
 - (iii) where required by the Company in accordance with the Plan, payment in full of the amount of Withholding Tax Amount (as defined in the Plan) the Company is required to remit as a result of the exercise of the Incentive Option.

Exercise of the Incentive Options is subject to the Company's Securities Trading Policy.

- (i) The holder of Incentive Options will not be permitted to participate in any new issues of securities of the Company, including by way of bonus issue, rights issue or otherwise.
- (j) In the event of a variation of the issued capital of the Company (including a subdivision, consolidation, reduction or return), the Incentive Options and/or the Exercise Price will be reorganised in accordance with the Listing Rules of the ASX.

- (k) The Incentive Options will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant Incentive Options.
- (I) Incentive Options may not be transferred, novated, encumbered with a Security Interest (as defined in the Plan) in or over them, or otherwise disposed of by the holder and lapses immediately on purported transfer, unless the Board (first consent which consent may impose conditions) in its sole and absolute discretion or where such assignment or transfer occurs by force of law upon the death of the holder to the holder's legal personal representative.
- (m) Application will not be made for official quotation of the Incentive Options on the ASX, but the Company will seek quotation of Shares issued on the exercise of Incentive Options, subject to the restricted security provisions of the ASX Listing Rules.
- (n) The Incentive Options may be classified as restricted securities for a period of 24 months commencing on the date the Company's securities are reinstated to quotation on ASX following its recompliance with Chapters 1 and 2 of the ASX Listing Rules.

8.8 CONSENTS

The following written consents have been given in accordance with the Corporations Act with respect to the issue of this Prospectus in both paper and electronic form:

(a) Price Sierakowski

Price Sierakowski has given, and has not before lodgement of this Prospectus withdrawn, its written consent to be named in this Prospectus as Solicitors to the Issue in the form and context in which it is included, together with all references to that report in this Prospectus. Price Sierakowski has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than the references to it.

(b) BDO Corporate Finance (WA) Pty Ltd

BDO Corporate Finance (WA) Pty Ltd has given, and have not before lodgement of this Prospectus withdrawn, its written consent to be named in this Prospectus as Investigating Accountant and to the inclusion of the Investigating Accountant's Report in Section 5 in the form and context in which it is included, together with all references to it and to that report in this Prospectus. BDO Corporate Finance (WA) Pty Ltd has not authorised nor caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than its report and any references to it or its report.

(c) BDO Audit (WA) Pty Ltd

BDO Audit (WA) Pty Ltd has given, and has not before lodgement of the Prospectus withdrawn, its written consent to be named in this Prospectus as Auditor to the Company in the form and context in which it is named, together with all references to it and to the Company's audited accounts. BDO Audit (WA) Pty Ltd has not authorised nor caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than its report and any references to it or the Company's audited accounts.

(d) Madderns Patent & Trade Mark Attorneys

Madderns Patent & Trade Mark Attorneys has given, and has not before lodgement of this Prospectus withdrawn, its written consent to be named in this Prospectus as Intellectual Property Expert and to the inclusion of the Intellectual Property Expert's Report in Section 7 in the form and context in which it is included, together with all references to it and to that report in this Prospectus. Madderns Patent & Trade Mark Attorneys has not authorised nor caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than its report and any references to it or its report.

(e) Trident Capital

Trident Capital has given, and has not before lodgement of this Prospectus withdrawn, its written consent to he named in this Prospectus as Corporate Advisor in the form and context in which it is included, together with all references to it in this Prospectus. Trident Capital has not authorised nor caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than the references to it.

(f) Computershare Investor Services Pty Ltd

Computershare Investor Services Pty Ltd has given, and has not before lodgement of this Prospectus withdrawn, its written consent to be named in this Prospectus as the Share Registry in the form and context in which it is named, together with all references to it in this Prospectus. Computershare Investor Services Pty Ltd has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registry. Computershare Investor Services Pty Ltd has not authorised nor caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus other than the references to it.

(g) Others

There are a number of persons referred to elsewhere in this Prospectus who have not made statements included in this Prospectus nor are there any statements made in this Prospectus on the basis of any statements made by those persons. These persons did not consent to being named in this Prospectus and did not authorise or cause the issue of this Prospectus.

8.9 EXPENSES OF THE OFFERS

The expenses of the Offer are expected to comprise the following estimated costs and are exclusive of any GST payable by the Company.

Items of exp	oenditure	Minimum Subscription	Full Subscription	Full Oversubscription
Adviser (accounting, other)	fees legal and	\$200,000	\$200,000	\$200,000
ASIC & ASX	fees	\$39,097	\$68,695	\$73,538
Broker fees		\$300,000	\$900,000	\$1,200,000
Other Expen	ises	\$50,000	\$50,000	\$50,000
Total Expenses	Estimated	\$589,097	\$1,218,695	\$1,523,538

8.10 FORECASTS

There are significant uncertainties associated with forecasting future revenues and expenses of the Company. In light of uncertainty as to timing and outcome of the iWG Group's plans to develop and commercialise its intellectual property and the general nature of the industries in which the Company will operate, as well as uncertain macro market and economic conditions in the Company's markets, the Company's performance in any future period cannot be reliably estimated. On these bases and after considering ASIC Regulatory Guide 170, the Directors do not believe that they have a reasonable basis to reliably forecast future earnings and accordingly forecast financials are not included in this Prospectus.

8.11 LITIGATION

To the Directors knowledge there is no litigation against the Company or initiated by the Company as at the date of this Prospectus.

8.12 TAXATION

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisers. Neither the Company nor any of its Directors or officers accepts any liability or responsibility in respect of the taxation consequences of the matters referred to above.

8.13 INCENTIVE OPTIONS

This Prospectus also relates to the issue of up to 6,250,000 Incentive Options to the following parties:

- (a) 1,750,000 Incentive Options to Mr Timothy Gooch;
- (b) 1,500,000 Incentive Options to Mr Mark Harrell; and
- (c) up to 3,000,000 Incentive Options to eligible employees under the Employee Incentive Plan.

The terms of the Incentive Options are further described in Section 8.7. The terms of the Employee Incentive Plan are described in Section 8.2(i).

The issue of the Incentive Options to Messrs Gooch and Harrell was approved by Shareholders at the General Meeting. Shareholders also approved the Employee Incentive Plan at the General Meeting.

An application for Incentive Options can only be made by the parties in (a) to (c) above on a separate loose leaf application form accompanying this Prospectus entitled "Incentive Option Application Form". No consideration is payable for the Incentive Options. If the conditions mentioned in Section 1.3 are not satisfied, the issues of Incentive Options described in this Section 8.13 will not proceed.

The completed Incentive Option Application Form must be lodged with the Company by the Closing Date as follows:

Delivered to:

My ATM Holdings Limited C/- Trident Capital Level 24, 44 St Georges Terrace PERTH WA 6000

Mailed to:

My ATM Holdings Limited C/- Trident Capital PO Box Z5183, St Georges Terrace PERTH WA 6000

9. DIRECTORS' AND INCOMING DIRECTORS' AUTHORISATION

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

In accordance with section 720 of the Corporations Act, each Director and Incoming Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company.

Adam Sierakowski

Chairman

18 September 2014

10. DEFINITIONS

Application Monies means the amount of money in dollars and cents payable for Shares at \$0.40 cents per Share pursuant to the Public Offer under this Prospectus.

Application Forms means the Public Offer Application Form, the Facilitation Offer Application Form and the Vendor Offer Application Form, each of which are attached to, and form part of this Prospectus – see Sections 11, 12 and 13.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange, as the context requires.

ATM means automatic teller machines.

Board means the Board of Directors of the Company.

Business means the business of iWebGate, namely providing computer networking products which provide greatly enhanced security whilst still allowing a high level of collaborative functionality, which is both affordable and available to organisations of all sizes.

CHESS means ASX Clearing House Electronic Sub-register System.

Closing Date means the closing date for the receipt of Application Forms under this Prospectus, being 5.00pm on Thursday, 9 October 2014 (unless the Offers are extended or closed early). The Company reserves the right to extend the closing date or close the Offers early without notice.

Company means My ATM Holdings Limited (ACN 141 509 426).

Consolidation means the consolidation of Existing Shares on the basis that every four (4) Existing Shares will be consolidated into one (1) Share as approved at the General Meeting.

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

Directors means the directors of the Company.

DMZ means demilitarized zone (sometimes referred to as a perimeter network), which is a physical or logical subnetwork that contains and exposes an organisation external-facing services to a larger and untrusted network (for example, the internet).

Employee Incentive Plan means the iWebGate Limited Employee Incentive Plan as described in Section 8.2(i).

Existing Directors means Mr Adam Sierakowski, Mr KC Dennis Ong and Mr Richard Wolanski, further details of which are provided at Section 2.2.

Existing Shares means the 461,441,424 Shares in the Company on issue at the date of this Prospectus.

Exposure Period means the period of 7 days commencing on the date of lodgement of this Prospectus with ASIC, as may be extended by ASIC by up to a further 7 days.

Facilitation Offer means the offer of 5,000,000 Shares to the Facilitators as set out in this Prospectus.

Facilitation Offer Application Form means the Facilitation Offer Application Form at Section 13.

Facilitators means Trident Capital and SCM.

Facilitation Shares means the shares to be issued to the Facilitators under this Prospectus.

Full Oversubscription means accepted oversubscriptions of an additional 12,500,000 Shares at an issue price of \$0.40 per Share to raise a further \$5,000,000.

Full Subscription means the raising of \$15 million by the issue of 37,500,000 Shares at \$0.40 each pursuant to the Public Offer under this Prospectus.

General Meeting means the meeting of the shareholders of the Company at which the Resolutions were approved, held on 17 September 2014.

Group means the Company and the iWG Group.

GST means goods and services tax levied in Australia pursuant to *A New Tax System* (Goods and Services Tax) Act 1999 (Cth).

Incentive Options means an option to acquire a Share, the terms and conditions of which are set out in Section 8.13.

Incentive Offer Application Form means the Incentive Offer Application Form at Section 14.

Incoming Directors means Mr Timothy Gooch and Mr Mark Harrell, further details of which are provided at Section 2.3.

Investigating Accountant means BDO Corporate Finance (WA) Pty Ltd.

Issue means the issue of Shares in accordance with the Offers.

IT means information technology.

iWebGate means iWebGate Technology Limited (ACN 108 728 472).

iWG Founding Vendors means Talks One Pty Ltd as trustee for the Gooch Family Trust, Singara Pty Ltd as trustee for the Gargett Family Trust, The Sutherland Family Company Pty Ltd as trustee for The Swan Trust and Mr Mark Harrell as trustee for the Harrell Family Trust.

iWG Group means iWebGate and its subsidiaries.

iWebGate Shareholder Loans means the loans to iWebGate summarised in Section 8.2(c).

iWG Vendors means the iWebGate vendors being the holders of all the issued capital of iWebGate.

Listing Rules means the official rules of ASX.

Loan Agreements means the three loan agreements entered into between the Company and iWebGate on 27 December 2013, 1 May 2014 and 1 August 2014, as described in Section 8.2(b).

Minimum Subscription means the raising of \$5 million by the issue of 12,500,000 Shares at \$0.40 each pursuant to the Public Offer under this Prospectus.

Notice of Meeting means the notice of meeting and Explanatory Statement convening the General Meeting.

Offers means the Public Offer, the Vendor Offer and the Facilitation Offer.

Offer Price means \$0.40 per share.

Official List means the official list of ASX.

Official Quotation means the quotation of the Company's Shares on the Official List.

Opening Date means the first date for receipt of completed Application Forms which is 9:00am WST on 25 September 2014 or other such date and time as the Directors determine.

Proposed Transaction means the proposed acquisition of shares in iWebGate pursuant to the Sale and Purchase Agreement, and capital raising by the Company, as described in Section 8.2(d).

Prospectus means this prospectus dated 18 September 2014.

Public Offer means the issue of up to 37,500,000 Shares, subject to the Minimum Subscription and with provision for oversubscriptions up to the Full Oversubscription, as set out in this Prospectus.

Public Offer Application Form means the Public Application Form at Section 11.

Restricted Securities means Shares classified by ASX as being subject to the restriction provision of the Listing Rules of ASX.

Resolutions means the resolutions put to the shareholders of the Company at the General Meeting to, amongst other things, approve the acquisition of all of the shares in iWebGate and the change in nature and scale of the activities of the Company, and the Consolidation.

Sale and Purchase Agreement means the sale and purchase agreement entered into between the Company and the iWG Founding Vendors on 17 April 2014 as amended by variation dated 10 July 2014.

SCM means SCM Equities Pty Ltd (ACN 124 553 224).

SCM Mandate means the agreement in respect of corporate advisory services being provided by SCM to iWebGate as described in Section 8.2(a).

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

Shareholder means the Company's existing shareholders at the date of this Prospectus.

Shareholder Loans means the loan agreements entered into by iWebGate with certain iWebGate shareholders, as described at Section 8.2(c).

Share Registry means Computershare Investor Services Pty Ltd (ACN 078 279 277).

Trident Capital means Trident Capital Pty Ltd (ACN 100 561 733).

Trident Management Services means Trident Management Services Pty Ltd (ACN 118 886 230)

Vendor Offer means the offer of 465,972,916 Shares to iWG Vendors as set out in this Prospectus.

Vendor Offer Application Form means the Vendor Offer Application Form at Section 12.

WST means Western Standard Time, Perth, Western Australia.

PUBLIC OFFER APPLICATION FORM 11.

PUBLIC OFFER APPLICATION FORM

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You should read the Prospectus dated 18 September 2014 carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant supplementary prospectus (whether in paper or electronic form).

I/We declare that:

- this Application is completed according to the declaration/appropriate statements on the reverse of this (a) forma and agree to be bound by the constitution of My ATM Holdings Limited; and
- I/we have received personally a copy of this Prospectus accompanied by or attached to the Application (b) Form or a copy of the Application Form or a direct derivative of the Application Form, before applying for Shares.

Return of the Application Form with your cheque for the Application Monies will constitute your offer to subscribe for Shares in the Company. Please note that the Company will not accept electronic lodgement of Application Forms or electronic funds transfer.

This Application Form relates to the offer of Shares in My ATM Holdings Limited pursuant to the Prospectus dated 18 September 2014. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of My ATM Holdings Limited and it is advisable to read this document before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means five the other person access to the Prospectus, and any supplementary prospectus (if applicable), and an Application Form on request and without charge.

Please complete the all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars in the correct forms of resistible titles to use on the Application Form are contained in the table below.

- A Insert the number of Shares you wish to apply for. The Application must be for a minimum of 5,000 Shares and thereafter in multiples of 500 Shares.
- B Insert the relevant account Application Monies. To calculate your Application Monies, add the number of Shares applied for multiplied by 40 cents.
- Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of the Company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHESS) participants should complete their name and address in the same format as that presently registered in the CHESS system.
- D Enter your Tax File Number (TFN) or exemption category. Where applicable please enter the TFN for each joint Applicant. Collection of TFNs is authorised by taxation laws. Quotation for your TFN is not compulsory and will not affect your Application.
- E Please enter your postal address for all correspondence. All communications to you from the Shares Registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- F Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
- G My ATM Holdings Limited will apply to the ASX to participate in CHESS, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of ASX Limited. In CHESS, the Company will operate an electronic CHESS subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of securities allotted.
 - If you are CHESS participant (or are sponsored by a CHESS participant) and you wish to hold securities allotted to you under this Application in uncertified form on the CHESS subregister, complete Section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment, you will be sponsored by the Company and an SRN will be allocated to you. For Further information refer to the relevant section of the Prospectus.
- H Please complete cheque details as requested.
 - Make your cheque payable to "My ATM Holdings Limited" in Australian currency and cross it "Not Negotiable" Your cheque must be drawn on an Australian Bank, and the amount should agree with the amount shown in section B.
 - Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.
- Before completing the Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for shares in My ATM Holdings Limited upon and subject to the terms of this Prospectus, and agrees to take any number of Shares equal to or less than the number of Shares indicated in Section A that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Applications: Return your completed Application Form with cheque(s) attached to:

By post or in Person to:

My ATM Holdings Limited C/- Trident Capital Level 24, 44 St Georges Terrace PERTH WA 6000

Application Forms must be received no later than 9 October 2014 which may be changed immediately after 25 September 2014 at any time at the discretion of the Company.

Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to My ATM Holdings Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual - Use Names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	John Alfred Smith <peter smith=""></peter>	Peter Smith
Company - Use Company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s), do not use the name of	Mrs Sue Smith	Sue Smith Family
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Deceased Estates - Use executor(s) person name(s), do not use	Ms Jane Smith	Estate of Late John
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Partnerships - Use partners personal names, do not use the	Smith	John Smith and Son
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12. VENDOR OFFER APPLICATION FORM

VENDOR OFFER APPLICATION FORM

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G You should read the Prospectus dated 18 September 2014 carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant supplementary prospectus (whether in paper or electronic form).

I/We declare that:

- (a) this Application is completed according to the declaration/appropriate statements on the reverse of this forma and agree to be bound by the constitution of My ATM Holdings Limited; and
- (b) I/we have received personally a copy of this Prospectus accompanied by or attached to the Application Form or a copy of the Application Form or a direct derivative of the Application Form, before applying for Shares.

Return of the Application Form will constitute your offer to subscribe for Shares in the Company under the Vendor Offer. Please note that the Company will not accept electronic lodgement of Application Forms or electronic funds transfer.

This Application Form relates to the offer of Shares in My ATM Holdings Limited pursuant to the Prospectus dated 18 September 2014. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of My ATM Holdings Limited and it is advisable to read this document before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means five the other person access to the Prospectus, and any supplementary prospectus (if applicable), and an Application Form on request and without charge.

Please complete the all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars in the correct forms of resistible titles to use on the Application Form are contained in the table below.

- A Insert the number of Shares you wish to apply for
- B Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of the Company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHESS) participants should complete their name and address in the same format as that presently registered in the CHESS system.
- C Enter your Tax File Number (TFN) or exemption category. Where applicable please enter the TFN for each joint Applicant. Collection of TFNs is authorised by taxation laws. Quotation for your TFN is not compulsory and will not affect your Application.
- D Please enter your postal address for all correspondence. All communications to you from the Shares Registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- E Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
- F My ATM Holdings Limited will apply to the ASX to participate in CHESS, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of ASX Limited. In CHESS, the Company will operate an electronic CHESS subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of securities allotted.
 - If you are CHESS participant (or are sponsored by a CHESS participant) and you wish to hold securities allotted to you under this Application in uncertified form on the CHESS subregister, complete Section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment, you will be sponsored by the Company and an SRN will be allocated to you. For Further information refer to the relevant section of the Prospectus.
- G Before completing the Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for shares in My ATM Holdings Limited upon and subject to the terms of this Prospectus, and agrees to take any number of Shares equal to or less than the number of Shares indicated in Section A that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Applications: Return your completed Application Form to:

By post or in Person to:

My ATM Holdings Limited C/- Trident Capital Level 24, 44 St Georges Terrace PERTH WA 6000

Application Forms must be received no later than 9 October 2014 which may be changed immediately after 25 September 2014 at any time at the discretion of the Company.

Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to My ATM Holdings Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual - Use Names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	John Alfred Smith <peter smith=""></peter>	Peter Smith
Company - Use Company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <sue a="" c="" family="" smith=""></sue>	Sue Smith Family Trust
Deceased Estates - Use executor(s) person name(s), do not use	Ms Jane Smith	Estate of Late John

the name of the deceased	<est a="" c="" john="" smith=""></est>	Smith
Partnerships - Use partners personal names, do not use the name of the partnership	Mr John Smith & Mr Michael Smith <john a="" and="" c="" smith="" son=""></john>	John Smith and Son

13. FACILITATION OFFER APPLICATION FORM

FACILITATION OFFER APPLICATION FORM

My ATM Holdings Limited (ACN 141 509 426) Please read all instructions on the reverse of this form	Share Registrars Use Only
A Number of Shares applied for	
B Full name details, tile, given name(s) (no initials) and surname or Company name Tax File Number(s)	
Name of applicant 1/Company	C Tax File Number(s) Or exemption category
Name of joint applicant 2 or <account name=""> / Trust</account>	
D Full postal address	E Contact Details
Number/Street	Contact Name
Telephone Number	Contact daytime
	()
Suburb/Town State/postcode	
F Chess HIN (if applicable)	

G You should read the Prospectus dated 18 September 2014 carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant supplementary prospectus (whether in paper or electronic form).

I/We declare that:

- (a) this Application is completed according to the declaration/appropriate statements on the reverse of this forma and agree to be bound by the constitution of My ATM Holdings Limited; and
- (b) I/we have received personally a copy of this Prospectus accompanied by or attached to the Application Form or a copy of the Application Form or a direct derivative of the Application Form, before applying for Shares.

Return of the Application Form will constitute your offer to subscribe for Shares in the Company. Please note that the Company will not accept electronic lodgement of Application Forms.

This Application Form relates to the offer of Shares in My ATM Holdings Limited pursuant to the Prospectus dated 18 September 2014. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of My ATM Holdings Limited and it is advisable to read this document before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means five the other person access to the Prospectus, and any supplementary prospectus (if applicable), and an Application Form on request and without charge.

Please complete the all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars in the correct forms of resistible titles to use on the Application Form are contained in the table below.

- A Insert the number of Shares you wish to apply for.
- B Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of the Company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHESS) participants should complete their name and address in the same format as that presently registered in the CHESS system.
- C Enter your Tax File Number (TFN) or exemption category. Where applicable please enter the TFN for each joint Applicant. Collection of TFNs is authorised by taxation laws. Quotation for your TFN is not compulsory and will not affect your Application.
- D Please enter your postal address for all correspondence. All communications to you from the Shares Registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- E Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
- F My ATM Holdings Limited will apply to the ASX to participate in CHESS, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of ASX Limited. In CHESS, the Company will operate an electronic CHESS subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of securities allotted.
 - If you are CHESS participant (or are sponsored by a CHESS participant) and you wish to hold securities allotted to you under this Application in uncertified form on the CHESS subregister, complete Section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment, you will be sponsored by the Company and an SRN will be allocated to you. For Further information refer to the relevant section of the Prospectus.
- G Before completing the Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for shares in My ATM Holdings Limited upon and subject to the terms of this Prospectus, and agrees to take any number of Shares equal to or less than the number of Shares indicated in Section A that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Applications: Return your completed Application Form to:

By post or in Person to:

My ATM Holdings Limited C/- Trident Capital Level 24, 44 St Georges Terrace PERTH WA 6000

Application Forms must be received no later than 9 October 2014 which may be changed immediately after 25 September 2014 at any time at the discretion of the Company.

Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to My ATM Holdings Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual - Use Names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	John Alfred Smith <peter smith=""></peter>	Peter Smith
Company - Use Company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <sue a="" c="" family="" smith=""></sue>	Sue Smith Family Trust
Deceased Estates - Use executor(s) person name(s), do not use	Ms Jane Smith	Estate of Late John

the name of the deceased	<est a="" c="" john="" smith=""></est>	Smith
Partnerships - Use partners personal names, do not use the name of the partnership	Mr John Smith & Mr Michael Smith <john a="" and="" c="" smith="" son=""></john>	John Smith and Son

14. INCENTIVE OFFER APPLICATION FORM

INCENTIVE OFFER APPLICATION FORM

My ATM Holdings Limited (ACN 141 509 426) Please read all instructions on the reverse of this form	Share Registrars Use Only
A Number of Incentive Options applied for	
B Full name details, tile, given name(s) (no initials) and surname or Company name Tax File Number(s)	
Name of applicant 1/Company	C Tax File Number(s) Or exemption category
Name of joint applicant 2 or <account name=""> / Trust</account>	
D Full postal address	E Contact Details
Number/Street	Contact Name
Telephone Number	Contact daytime ()
Suburb/Town State/postcode	
F Chess HIN (if applicable)	

G You should read the Prospectus dated 18 September 2014 carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant supplementary prospectus (whether in paper or electronic form).

I/We declare that:

- (c) this Application is completed according to the declaration/appropriate statements on the reverse of this forma and agree to be bound by the constitution of My ATM Holdings Limited; and
- (d) I/we have received personally a copy of this Prospectus accompanied by or attached to the Application Form or a copy of the Application Form or a direct derivative of the Application Form, before applying for Incentive Options.

Return of the Application Form will constitute your offer to subscribe for Incentive Options in the Company. Please note that the Company will not accept electronic lodgement of Application Forms.

This Application Form relates to the offer of Incentive Options in My ATM Holdings Limited pursuant to the Prospectus dated 18 September 2014. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in My ATM Holdings Limited and it is advisable to read this document before applying for Incentive Options. A person who gives another person access to this Application Form must at the same time and by the same means five the other person access to the Prospectus, and any supplementary prospectus (if applicable), and an Application Form on request and without charge.

Please complete the all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars in the correct forms of resistible titles to use on the Application Form are contained in the table below.

- H Insert the number of Incentive Options you wish to apply for.
- Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of the Company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHESS) participants should complete their name and address in the same format as that presently registered in the CHESS system.
- J Enter your Tax File Number (TFN) or exemption category. Where applicable please enter the TFN for each joint Applicant. Collection of TFNs is authorised by taxation laws. Quotation for your TFN is not compulsory and will not affect your Application.
- K Please enter your postal address for all correspondence. All communications to you from the Shares Registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- L Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
- My ATM Holdings Limited will apply to the ASX to participate in CHESS, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of ASX Limited. In CHESS, the Company will operate an electronic CHESS subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of securities allotted.
 - If you are CHESS participant (or are sponsored by a CHESS participant) and you wish to hold securities allotted to you under this Application in uncertified form on the CHESS subregister, complete Section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment, you will be sponsored by the Company and an SRN will be allocated to you. For Further information refer to the relevant section of the Prospectus.
- N Before completing the Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for Incentive Options in My ATM Holdings Limited upon and subject to the terms of this Prospectus, and agrees to take any number of Incentive Options equal to or less than the number of Incentive Options indicated in Section A that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Applications: Return your completed Application Form to:

By post or in Person to:

My ATM Holdings Limited C/- Trident Capital Level 24, 44 St Georges Terrace PERTH WA 6000

Application Forms must be received no later than 9 October 2014 which may be changed immediately after 25 September 2014 at any time at the discretion of the Company.

Correct form of Registrable Title

Note that only legal entities are allowed to hold Incentive Options. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to My ATM Holdings Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual - Use Names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	John Alfred Smith <peter smith=""></peter>	Peter Smith
Company - Use Company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <sue a="" c="" family="" smith=""></sue>	Sue Smith Family Trust

Deceased Estates - Use executor(s) person name(s), do not use the name of the deceased	Ms Jane Smith <est a="" c="" john="" smith=""></est>	Estate of Late John Smith
Partnerships - Use partners personal names, do not use the name of the partnership	Mr John Smith & Mr Michael Smith <john a="" and="" c="" smith="" son=""></john>	John Smith and Son

