

**MONEY3 CORPORATION LIMITED**  
**ABN 63 117 296 143**

**SHARE PURCHASE PLAN**  
**OFFER BOOKLET**

**15 December 2014**



## Money3 Corporation Limited

ABN 63 117 296 143

### Important Information

This Offer Booklet is dated 15 December 2014 and sets out the terms and conditions that apply to the Share Purchase Plan (**SPP**) announced 10 December, 2014. Any person considering participating in the SPP should read this Offer Booklet carefully and, if appropriate, seek advice from professional advisers.

This Offer Booklet has been prepared in accordance with ASIC Class Order 09/425 which permits the offer of shares pursuant to a share purchase plan to be made without the provision of a prospectus or other disclosure document which complies with Chapter 6D of the Corporations Act. Accordingly, Shareholders should be aware that the level of disclosure in this Offer Booklet is significantly less than that required in a prospectus or other disclosure document.

This Offer Booklet has not been lodged with ASIC, nor has ASIC approved its issue.

Nothing in this Offer Booklet constitutes the giving of financial product advice and no person is authorised to give any information or make any representations in connection with the SPP other than as contained in this Offer Booklet.

All references to \$ or dollars in this Offer Booklet are references to Australian dollars unless otherwise indicated.

## SHARE PURCHASE PLAN TERMS AND CONDITIONS

### 1. Introduction

This Share Purchase Plan (**SPP**) announced on 10 December 2014 and is open to all Eligible Shareholders. Shareholders should note that a share purchase plan is not a pro-rata issue, but an offer to all existing shareholders (who meet eligibility criteria) to purchase up to the Maximum Allocation.

The Maximum Allocation is \$15,000 worth of New Shares (as determined in Section 6). The Maximum Allocation applies irrespective of the number of Shares you hold in the Company as at the Offer Date.

The SPP is not compulsory. Eligible Shareholders are entitled to subscribe for less than the Maximum Allocation or disregard this offer entirely.

The offer of New Shares is made in accordance with ASIC Class Order 09/425 (**Class Order**), which allows for the offer and issue of shares without the provision of a prospectus or other disclosure document, subject to a number of conditions. The Board has determined that Money3 is able to rely on the Class Order to offer the SPP.

Shareholders should note that the level of disclosure required by the Class Order is significantly less than that required under a prospectus or other disclosure required to be issued under the Corporations Act.

### 2. Key Dates

All dates are Australian Eastern Standard Time (**AEDT**). The timetable is indicative only and Money3 may at its discretion vary the timetable below by sending a revised timetable to ASX.

<b>Record Date (date for determining Eligible Shareholder)</b>	7:00pm on 9 <sup>th</sup> December 2014
<b>Announcement Date</b>	10 <sup>th</sup> December 2014
<b>Opening Date</b>	19 <sup>th</sup> December 2014
<b>Closing Date</b>	5:00pm on 30 <sup>th</sup> January 2015
<b>SPP Results Announced</b>	3 <sup>rd</sup> February 2015
<b>Allotment Date</b>	4 <sup>th</sup> February 2015
<b>Quotation Date</b>	4 <sup>th</sup> February 2015
<b>Despatch of Holding Statements</b>	5 <sup>th</sup> February 2015

### 3. Underwriting

The SPP is not underwritten.

### 4. Eligible Shareholder

- (a) You are an Eligible Shareholder if you were a registered holder of Shares as at 7:00pm on the Record Date with a registered address in either Australia or New Zealand (excluding Shareholders in the United States or persons acting for the account or benefit of a person in the United States)(**Eligible Shareholder**).
- (b) Money3 has determined that it is unreasonable for it to offer the SPP to Ineligible Shareholders, having regard to the number of Ineligible Shareholders, the number and value of New Shares that would be offered, and the costs of complying with the relevant legal and regulatory requirements in those jurisdictions outside Australia and New Zealand.
- (c) Participation in the SPP is optional. You do not have to apply for any or all of your Maximum Allocation.
- (d) The SPP is open to employees and directors who satisfy the Eligible Shareholder criteria.
- (e) Shareholders who are joint holders of Shares are taken to be a single registered holder of Shares for the purpose of the SPP and determining whether they meet the eligibility criteria. Accordingly, the entitlement to participate in the SPP is on the basis of a single holding only.

### 5. Offer Price

- (a) The Offer Price is \$1.45 representing a discount of 4.8% to the volume – weighted average market price of Shares traded in the ordinary course on the ASX for the period 1 December 2014 till 5<sup>th</sup> December 2014
- (b) You should note that the market price of the Money3's Shares may change between the date of the offer of the SPP (being the date of this Offer Booklet), and the date that the New Shares are issued in accordance with the timetable at Section 2. Accordingly the Offer Price may:
  - (i) reflect a greater discount to the market price than the discount referred to in Section 5(a); or
  - (ii) be higher than the market price of Shares as at the issue date resulting in Shares being able to be bought on-market at a lower price than the Offer Price.
- (c) Participants in the SPP will not have any liability for brokerage or commission in respect to any purchase of New Shares under this SPP.

### 6. Maximum Allocation

- (a) It is a condition of the Class Order that the maximum amount of Shares that an Eligible Shareholder can subscribe for is \$15,000 worth of Shares under the SPP together with any similar arrangement in the previous 12-month period.
- (b) If you hold Shares as a “custodian” as defined in the Class Order, then you may apply for the Maximum Allocation for each participating beneficiary, providing that you complete the Application form and a Custodian Certificate (see section 8 )

- (c) The SPP is not a pro-rata offer and accordingly each Eligible Shareholder is entitled to subscribe for the Maximum Allocation irrespective of the number of Shares held as at the date of the offer.
- (d) Eligible Shareholders with more than one holding may only apply for New Shares to the Maximum Allocation.
- (e) The Board confirms that as at that date of this Offer Booklet, the Company has not offered a share purchase plan in the last 12 months.

## 7. **Non-renounceable**

The offer of New Shares under the SPP is non-renounceable. This means that you cannot transfer your right to participate in the SPP to any other person.

## 8. **Applying for New Shares**

- (a) Eligible Shareholders may participate in the SPP up to the Maximum Allocation in increments of
  - (i) \$1,000
  - (ii) \$2,500
  - (iii) \$5,000
  - (iv) \$10,000
  - (v) \$15,000

You do not need to apply for any or all of the Maximum Allocation. If you do not wish to participate in the SPP, you may disregard this Offer Booklet.

- (b) By lodging an Application, you certify that the amount payable for the New Shares under this SPP together with any other Shares acquired by you in the last 12 months under a similar arrangement (whether personally or through a custodian) will not exceed the Maximum Allotment.
- (c) To participate in the SPP you need to follow the instructions set out in the Application Form.
- (d) If you are a “custodian” as defined in ASIC Class Order 09/425, you must also submit a Custodian Certificate with your Application Form and Application Moneys. To request a Custodian Certificate or further information about the Custodian application process, a shareholder should contact the Company's share registry, Link Market Services Limited, on 1300 910 051 or +61 1300 910 051 (outside of Australia), between 8.30am to 5.30pm (AEDT time) Monday to Friday. Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate.

## 9. **Payment options**

If you are an Eligible Shareholder and would like to participate in the SPP, the following payment options are available to you:

- (a) **Application Form and accompanying cheque or money order**

Eligible Shareholders wishing to pay by cheque or money order must follow the instructions on the Application Form and complete the Application Form, provide a cheque or money order that is payable to **Money3 SPP Offer** and crossed “Not Negotiable” and return the completed Application Form and cheque or money order to the following address:

Money3 Corporation Limited, c/- Link Market Services Limited, GPO Box 3560, Sydney NSW 2001

The Application Form and accompanying cheque or money order must be received by the share registry no later than 5.00pm (AEDT) on 30 January 2015 (Closing Date).

(b) **Payment by BPay®**

Eligible Shareholders wishing to pay by BPay® must use the specific biller code and customer reference numbers detailed on their personalised Application Form and have their BPay® payment processed by 30 January 2015 (**Closing Date**). You should check the processing cut off-time for Bpay® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

**10. Allotment of New Shares**

- (a) New Shares are expected to be allotted in accordance with the timetable set out in Section 2.
- (b) All New Shares issued under the SPP will rank equally with existing Shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing Shares.

**11. Money3's right to accept or reject Applications**

Money3 may accept to reject an Application for New Shares in its sole discretion if it believes that:

- (a) the conditions of the Class Order will be breached;
- (b) you are not an Eligible Shareholder;
- (c) you have failed to complete the Application Form properly or pay the Application Moneys by the required date; or
- (d) the Application Moneys tendered do not reflect the required increments set out in Section 8(a).

**12. Scale - Back**

- (a) Money3 reserves the right to scale back Applications in its absolute and sole discretion.
- (b) Money3 may take into account, among other factors, the size of your shareholding in determining the amount (if any) by which to scale back your Application. Should this occur, you may be allocated New Shares to a value which is less than the parcel for which you applied.

- (c) If there is a scale-back, the balance of any Application Moneys will be returned to you in accordance with Section 13.

### **13. Refunds**

- (a) In the event that you are entitled to a refund of all or part of your Application Moneys for any reason, the refund will be effected as soon as practical after the Closing Date by direct debit into your nominated account or via cheque (by sending it to your address recorded on the register) at the discretion of Money3.
- (b) No interest will be payable on any Application Moneys held pending completion of the SPP and which are subsequently refunded to you.

### **14. Warranties by participating Shareholders**

By lodging an Application to purchase New Shares under the SPP you:

- (a) warrant that you are an Eligible Shareholder and the amount subscribed by you does not breach the Maximum Allocation;
- (b) are deemed to have read and understood the terms and conditions set out in this Offer Booklet and agree to be bound by them;
- (c) acknowledge that your Application is irrevocable and unconditional once lodged;
- (d) authorise Money3 and the Share Registry (and their officers, employees or agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- (e) accept that Money3 reserves the right to reject any Application which it believes does not comply with the terms and conditions set out in this Offer Booklet or the Class Order;
- (f) acknowledge that no interest is paid on Application Moneys refunded to you for any reason;
- (g) have not relied on any representation made by Money3, its employees, officers or agents; and
- (h) have sought your own independent legal and financial advice with regard to the SPP.

#### **Governing Law**

The SPP and the terms and conditions set out in this Offer Booklet are governed by the Laws of Victoria and by submitting an Application, you agree to submit to the non-exclusive jurisdiction of the Courts of Victoria.

### **15. Privacy policy**

Money 3's privacy policy applies to an Application under this SPP. The privacy policy is available from [www.money3.com.au](http://www.money3.com.au)

### **16. Enquiries**

If you have any enquiries you should contact the Company's share registry, Link Market Services Limited, on 1300 910 051 or +61 1300 910 051 (outside of Australia), between 8.30am to 5.30pm (AEDT time) Monday to Friday.



## 17. GLOSSARY

A capitalised term used in this Offer Booklet has the meaning specified below:

<b>Allocation Date</b>	4th February 2015
<b>Applicant</b>	An Eligible Shareholder who returns an Application.
<b>Application</b>	An application for New Shares under the SPP.
<b>Application Form</b>	The application form accompanying this Offer Booklet (including any replacement of that application form issued by the Share Registry).
<b>Application Moneys</b>	Moneys to be submitted with an Application to acquire New Shares.
<b>Class Order</b>	Means class order 09/425
<b>Closing Date</b>	30th January 2015
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth) as amended from time to time.
<b>Custodian Certificate</b>	A certificate required to be submitted by a custodian together with an Application in accordance with this Offer Booklet.
<b>Eligible Shareholder</b>	A Shareholder who is eligible to participate in the SPP as specified in this Offer Booklet.
<b>Ineligible Shareholders</b>	Shareholders other than Eligible Shareholders.
<b>Maximum Allocation</b>	Is defined in Section 6.
<b>New Shares</b>	Shares issued under the SPP.
<b>Offer Booklet</b>	This offer booklet under which the SPP is being made.
<b>Opening Date</b>	19 <sup>th</sup> December 2014
<b>Record Date</b>	9 December 2014
<b>Shareholder</b>	A holder of Money3 Shares.
<b>Shares</b>	Means fully paid ordinary shares in Money3.
<b>SPP</b>	The share purchase plan being conducted by Money3 as described in this Offer Booklet.
<b>Offer Price</b>	\$1.45