BASPER LIMITED
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A.B.N. 80 004 661 205

25 June 2015

RELEASE OF SUPPLEMENTARY PROSPECTUS FOR CAPITAL RAISING

Basper Limited (ASX: BER) (**Company**) has previously announced its intention to enter the rapidly growing marketplace lending industry with the acquisition of DirectMoney Pty Ltd (**DirectMoney**) and undertaking of an associated capital raising offer and application to re-commence trading on ASX.

The Company advised last week that it had received comments from the Australian Securities and Investments Commission on certain aspects of its disclosure in the Prospectus for the capital raising.

The Company has been working constructively with ASIC since that time to provide additional disclosure in the form of a Supplementary Prospectus.

The Company is pleased to now lodge a copy of the Supplementary Prospectus which addresses ASIC's comments and also includes an update on certain items which have arisen since lodgement of the original Prospectus.

As referred to in the enclosed Supplementary Prospectus, the closing date of the capital raising offer is now **5.00pm (AEST) on Tuesday, 30 June 2015**. Investors who wish to participate in the offer must review the Supplementary Prospectus and complete and return the Application Form attached to the Supplementary Prospectus by that time.

-ENDS-

For further information, please contact:

DirectMoney	**Basper**
Mr. Stephen Porges Executive Chairman Telephone: +61 (0)2 9252 2888	Mr. Winton Willesee Non-Executive Chairman Telephone: +61 (0)8 9389 3100

BASPER LIMITED
(TO BE RENAMED “DIRECTMONEY LIMITED”)

ACN 004 661 205

SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 26 May 2015 (**Prospectus**), issued by Basper Limited (ACN 004 661 205) (**Company**).

This Supplementary Prospectus is dated 25 June 2015 and was lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Supplementary Prospectus.

Other than as set out below, all details in the Prospectus have the same meaning in this Supplementary Prospectus. If there is a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus and may be accessed from DirectMoney’s website at www.directmoney.com.au.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

1 PURPOSE OF THIS SUPPLEMENTARY PROSPECTUS

As noted in the Company's ASX announcement on 17 June 2015, the Company has recently received comments from ASIC on certain aspects of its disclosure in the Prospectus.

Following discussions with ASIC, the additional information and amendments to the Prospectus which the Company wishes to provide are as follows.

These items also include certain items which have arisen since lodgement of the Prospectus for which the Company wishes to provide an update.

- An update on the 'Key Dates' for the Offer.
- Confirmation that the various resolutions to be considered by the Company's shareholders to facilitate the Offer have now been approved.
- Updated financial information and Investigating Accountant's Report as a result of the statutory financial statements for DirectMoney for the six month period ended 31 December 2014 now having been audited by BDO East Coast Partnership (previously reviewed). A copy of the audited accounts is also enclosed.
- Further information regarding the DirectMoney loan book.
- Certain valuation information regarding DirectMoney.
- Further information regarding the DirectMoney business model, including a summary of the structure and intended revenue streams for the business model, the risk of defaults under the business model and future intentions for the business.
- Confirmation that DirectMoney is not a banking institution, and not regulated or similar in risk profile to a banking institution.
- Additional information regarding the use of funds for the Offer.
- An update on the status of the Greig Holdings secured loan.
- Clarification on certain statements made about DirectMoney Marketplace Limited.

The Prospectus is supplemented and amended with this additional information as set out in the Schedule to this Supplementary Prospectus.

All other details in the Prospectus remain unchanged.

2 STATUTORY REQUIREMENT FOR SUPPLEMENTARY PROSPECTUS

Given the nature of some of the additional information being provided, the Company has decided to repay any money received from Applicants under the Prospectus in accordance with section 724(2)(a) of the Corporations Act. Investors are invited to re-apply for Shares under the Offer after reviewing this Supplementary Prospectus.

3 CONSEQUENCES OF SUPPLEMENTARY PROSPECTUS

Investors who have not previously made an Application

All new Applications for Shares can only be accepted on the Application Form attached to or accompanying this Supplementary Prospectus. Detailed instructions on completing the Application Form can be found on the form. Applications must not be made on the Application Form attached to or accompanying the Prospectus.

In all other respects, the procedure for applying for Shares is as set out in Sections 1.8 to 1.10 of the Prospectus.

Investors who have lodged an Application Form

The Company has decided to repay all money received from Applicants prior to the lodgement of this Supplementary Prospectus and to invite investors to make a new application using the Application Form attached to this Supplementary Prospectus.

Investors who wish to participate in the Offer need to complete and lodge the Application Form before the Closing Date referred to in the Key Dates in Section 1 of the Schedule to this Supplementary Prospectus. Please note that the Closing Date may be subject to change.

4 DIRECTORS' AUTHORISATION

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

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and no Director has withdrawn that consent prior to lodgement of the Supplementary Prospectus with ASIC.

Winton Willesee
Chairman
Basper Limited
(To be renamed DirectMoney Limited)

SCHEDULE – ADDITIONAL INFORMATION AND AMENDMENTS TO PROSPECTUS

The Prospectus is supplemented and amended as set out below.

1 KEY DATES

The indicative timetable on page 1 of the Prospectus and in Section 3.1 of the Prospectus is replaced by the following.

INDICATIVE TIMETABLE	
Date of Supplementary Prospectus	Thursday, 25 June 2015
Closing Date of Offer	5.00pm (AEST) on Tuesday, 30 June 2015
Completion of Acquisition and issue of Vendor Considerations Shares	Friday, 3 July 2015
Expected allotment of Shares	Friday, 3 July 2015
Despatch of holding statements for the Offer	Friday, 3 July 2015
Expected date for reinstatement to quotation on ASX	Tuesday, 7 July 2015

The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offer early without notice.

2 SHAREHOLDER APPROVAL

The Company confirms that the various resolutions to be considered by the Company's shareholders to facilitate the acquisition of DirectMoney and certain other matters to give effect to the transaction were approved at the Annual General Meeting of the Company on 19 June 2015.

Accordingly, this condition as referred to on page 8 and in Section 4.5 of the Prospectus has now been satisfied. As at the date of this Supplementary Prospectus, the remaining conditions to the Offer and the Acquisition are now as follows:

- Completion of the Offer;
- The Company obtaining conditional approval (subject only to the imposition of conditions usual to such approval) from ASX for its ordinary shares to be reinstated to quotation on ASX;
- The Company meeting the requirements in Chapters 1 and 2 of the Listing Rules as if the Company was applying for admission to the official list of ASX;
- No Government Agency making any final, non-appealable order, decree or ruling or taking any other action which would restrain or prohibit any aspect of the Acquisition or Offer; and

- The Company not having terminated the Share Sale Agreement as a result of a material adverse effect occurring with respect to the Marketplace Lending business operated by DirectMoney.

3 FINANCIAL INFORMATION

Sections 8 and 9 of the Prospectus contain a summary of the historical financial information and pro forma historical financial information of Basper and DirectMoney (**Financial Information**), and an Investigating Accountant's Report, respectively.

In respect of the Financial Information, the historical financial information of DirectMoney was extracted from the statutory financial statements of DirectMoney Pty Ltd for the six month period ended 31 December 2014 (**DirectMoney Historical Financial Information**).

The DirectMoney Historical Financial Information was *reviewed* by BDO East Coast Partnership, which issued an unqualified review opinion in respect of those financial statements.

ASIC has subsequently requested that the DirectMoney Historical Financial Information included in the Prospectus be *audited*. The intent is to ensure that the Company provides independently verified audited financial information which can be relied upon by the Company's directors and investors.

Accordingly, Appendix 1 of this Supplementary Prospectus contains an updated version of Section 8 of the Prospectus which reflects audited DirectMoney Historical Financial Information. Appendix 2 of this Supplementary Prospectus also contains an updated version of the Investigating Accountant's Report. These documents replace Sections 8 and 9 of the Prospectus respectively.

Appendix 3 of this Supplementary Prospectus also includes a copy of the audited statutory financial statements of DirectMoney for the six month period ended 31 December 2014.

With the exception of the inclusion of additional and updated disclosure notes there were no adjustments made to the DirectMoney Historical Financial Information as a result of the level of assurance being increased from a review to an audit. The only change made to the amounts presented in the financial information tables included within the Financial Information section of the Prospectus is to reflect an additional subsequent event post 31 December 2014 being the repayment of the Greig Holdings interest bearing liability of $2.0 million which was funded by the issuance of convertible notes to a private investor in the DirectMoney subsidiary, DirectMoney Marketplace Limited, and a non-material change to the offer costs.

In reviewing the Financial Information, investors should note that past performance is not a guide to future performance.

4 INFORMATION REGARDING DIRECTMONEY LOAN BOOK

The Prospectus makes certain references to DirectMoney holding a 'total loan book value of approximately $6 million', and 'the current loan book of approximately $6 million is currently held in the DirectMoney warehouse'.

These references appear in the Chairman's Letter and sections 3.4, 3.7, 5.2(a), 5.2(g), 5.2(i) and 5.6(i).

Since the date of the Prospectus, the Company has undertaken additional work in order to present the loan book movements up to 31 May 2015 in more detail within the audited financial statements contained in Appendix C of this Supplementary Prospectus (see note 15 of those financial statements and the 'DirectMoney Group – Loan Book Movements (Unaudited)' table below which is extracted from note 15 of the financial statements).

In particular, BDO East Coast Partnership has been engaged to undertake a set of agreed upon procedures (in accordance with Standard on Related Services ASRS 4400 *Agreed-Upon Procedures Engagements to Report Actual Findings*) on the DirectMoney loan book for the period 1 January 2015 to 31 May 2015. A copy of a report on the outcome of these procedures is contained in Appendix D of this Supplementary Prospectus.

As a more up to date and detailed description of the DirectMoney loan book is set out in the information below, DirectMoney wishes to withdraw the previous references to a 'total loan book value of approximately $6 million' and 'the current loan book of approximately $6 million is currently held in the DirectMoney warehouse' in the Prospectus. Investors should instead refer to the information provided below in relation to the value of the loan book.

The closing balance of the DirectMoney loan book as at 30 April 2015 (being the end of the month prior to lodgement of the Prospectus) was $5,506,834.

The closing balance of the DirectMoney loan book as at 31 May 2014 (being the end of the month prior to lodgement of this Supplementary Prospectus) was $5,242,837. These loans have been issued to approximately 350 borrowers. An extract from the audited financial statements contained in Appendix C of this Supplementary Prospectus showing the break-down of the loan book since 31 December 2014 is extracted below.

DirectMoney Group - Loan Book Movements (Unaudited)				
January to April 2015			**January to May 2015**	
December 2014 Closing Balance	$ 3,324,586.56		December 2014 Closing Balance	$ 3,324,586.56
Loan Establishment Fee Write-back	$ 135,823.00		Loan Establishment Fee Write-back	$ 135,823.00
Add New Loans:			**Add New Loans:**	
Jan-15	$ 584,515.00		Jan-15	$ 584,515.00
Feb-15	$ 1,208,000.00		Feb-15	$ 1,208,000.00
Mar-15	$ 542,575.00		Mar-15	$ 542,575.00
Apr-15	$ 50,225.00		Apr-15	$ 50,225.00
			May-15	$ 17,575.00
Less Repayments:			**Less Repayments:**	
Jan-15	-$ 49,784.61		Jan-15	-$ 49,784.61
Feb-15	-$ 75,490.80		Feb-15	-$ 75,490.80
Mar-15	-$ 103,324.67		Mar-15	-$ 103,324.67
Apr-15	-$ 110,289.80		Apr-15	-$ 110,289.80
			May-15	-$ 147,409.65
			Less Loan Sales:	
			DMPL	-$ 123,695.41
			Credit Corp	-$ 10,467.36
April 2015 Closing Balance	**$ 5,506,834.68**		**May 2015 Closing Balance**	**$ 5,242,837.26**

Note: Please note that the information above has not been audited or independently verified. However, BDO East Coast Partnership has performed a set of agreed upon procedures on the loan book for the period 1 January 2015 to 31 May 2015 as set out in its report in Appendix D of this Supplementary Prospectus.

The reduction in new loans in April 2015 and May 2015 reflects a lack of available funding in the Loan Warehouse to write new loans to borrowers during that period. As referred to in the Prospectus and further below, the purpose of the capital raising is principally to raise funding for the Loan Warehouse, which can be used to write new loans to borrowers.

The loan book balance is based on an internal management definition that includes establishment fees owing by borrowers to DirectMoney (not included under formal accounting standards) and doubtful loans which may be collectible.

The Directors of DirectMoney have confirmed that they are not aware of any recent unusual material events such as significant credit deterioration or fraud attacks across the loan portfolio.

5 VALUATION INFORMATION REGARDING DIRECTMONEY

In Section 3.5 of the Prospectus (as repeated elsewhere in the Prospectus as well), the Company provided the following information:

- The Company will issue Shares to the Vendors as consideration for the acquisition of their shares in DirectMoney.
- For the purposes of calculating the consideration, existing Shares will be valued at $0.20 per Share and the number of Shares to be issued to the Vendors will therefore be calculated on a valuation of DirectMoney of $39,160,000 on a fully diluted basis.

In connection with the shareholder meeting to consider the transaction, the Independent Expert issued an Independent Expert's Report on 3 June 2015 (updated from its report dated 20 May 2015) on DirectMoney which valued the Company on a post-transaction basis (inclusive of $10 million of capital to be raised under the Offer) at between $14,655,021 and $14,667,022.

This valuation is equivalent to $0.0565 to $0.0565 per Share on a fully diluted basis post-transaction, assuming the Minimum Subscription.

The valuation methodology adopted by the Independent Expert was principally based on a 'realisation of assets' methodology. A realisation of assets methodology takes into account the net asset value of the Company on a post-transaction basis.

A copy of the Independent Expert's Report is available from the Company's announcement page on www.asx.com.au.

The Company wishes to confirm that the information in the Prospectus above regarding the valuation of DirectMoney of $39,160,000 on a fully diluted basis is not intended to be a representation regarding the value of the Company on completion of the transaction. The Company does not have a reasonable basis for making this statement and it is withdrawn.

6 FURTHER INFORMATION REGARDING DIRECTMONEY BUSINESS MODEL

Information regarding DirectMoney and its business model is contained in Section 5 of the Prospectus.

Set out below is an additional high-level summary which provides a short-form overview of the business model, and clarifies certain aspects of the business model referred to in the Prospectus.

This section should be read together with the existing information regarding the business model provided in Section 5 of the Prospectus.

6.1 Overview of the DirectMoney business model

DirectMoney operates a 'marketplace lending' business.

Marketplace lending is an industry term which is used to describe where a company (in this case, DirectMoney) facilitates the provision of loans between borrowers and loan investors.

The loans written by DirectMoney are unsecured loans to personal borrowers resident in Australia (**Personal Loans**).

The primary objective of DirectMoney is to act as an 'intermediary' between the borrowers and loan investors in relation to the Personal Loans.

DirectMoney originates the Personal Loans from borrowers and then seeks to on-sell those Personal Loans to loan investors who assume the risk and reward of those Personal Loans as a lender.

As a 'marketplace lender' as opposed to a 'peer to peer lender', the Personal Loans acquired by the loan investors are pooled, rather than acquired as individual loans. This means that the loan investors have exposure to a portfolio of loans, rather than a single loan, which generally reduces the risk associated with an individual investor being substantially exposed to a single loan.

Even though DirectMoney intends to primarily act as an intermediary between borrowers and loan investors, investors should note that it is **not** a 'pure' intermediary. By virtue of being the originator of the loan, and holding the loan for a period prior to on-sale to loan investors, it also carries the risk and reward of the loans until they are on-sold to the loan investors (if at all). As noted in Section 6.7, DirectMoney may at times also consider investing an appropriate limited amount as a loan investor itself to earn a higher rate of return. If this occurs, DirectMoney would have exposure as a loan investor in these entities (and to any defaults in loans held by these entities).

6.2 Steps in the DirectMoney business model

The steps in the DirectMoney business model can be summarised as follows.

Step 1 – **Marketing to potential borrowers**	DirectMoney seeks to write unsecured Personal Loans to borrowers. DirectMoney targets borrowers aged over 21 years old with good employment and a sound credit history. DirectMoney targets borrowers seeking loans for credit card consolidation, home improvement, pools, travel, weddings, medical, education, solar panels and other expenses. The DirectMoney marketing team has extensive experience in digital marketing gained from leading eCommerce companies, banks and financial services companies. Further detail regarding DirectMoney's marketing strategy is set out in Section 5.2(f) of the Prospectus.
Step 2 – **Credit assessment of potential borrowers**	A potential borrower must satisfy DirectMoney's credit assessment procedures. DirectMoney maintains policies and processes for the assessment of each loan applicant's creditworthiness and the management of credit risk arising from the granting of a loan. These policies and procedures are subject to ongoing review and development, supplemented by annual external reviews. DirectMoney uses a scoring methodology to assess the creditworthiness of individual borrowers. The interest rate offered

	to each borrower reflects their score. DirectMoney will only lend to borrowers who meet a minimum credit score requirement. Further detail regarding DirectMoney's credit assessment procedures is contained in Section 5.2(e) of the Prospectus.
Step 3 – **Origination of Personal Loans**	If an applicant satisfies DirectMoney's credit assessment procedures, DirectMoney may issue an unsecured Personal Loan to that borrower. The Personal Loans are written through DirectMoney's online lending platform or approved credit processes. All Personal Loans are subject to a fixed origination fee (or otherwise known as an 'establishment fee') (currently $575) and fixed monthly repayments consisting of principal and interest amounts, such that by the end of a loan's term it must be fully repaid. A loan may be repaid early by the borrower without penalty. The minimum loan amount is $5,000 and the maximum loan amount is $35,000 (excluding the origination fee). The average loan amount is between $10,000 and $20,000. The loan terms are 3 or 5 years. Further details are provided in Section 5.2(d) of the Prospectus.
Step 4 – **Funding for Personal Loan – the Loan Warehouse**	DirectMoney provides funding for the Personal Loans it issues to borrowers through the use of a 'Loan Warehouse'. The Loan Warehouse is a concept which describes the available funds that DirectMoney has in order to write new Personal loans, together with the existing Personal Loans it holds which are held for a period of time to confirm their viability before being made available for sale to loan investors. Before any Personal Loans are on-sold to loan investors, they will be held in the Loan Warehouse for a minimum 'warehousing period' until the borrower has paid their first repayment under the loan (which is 30 days from the date of settlement of the loan). This is designed to confirm that all payment and banking details provided by the borrower are correct, repayments are occurring and therefore that the borrower is bona fide and unlikely to be a fraudulent applicant. Based on experience, DirectMoney considers that the likelihood of a borrower being fraudulent is significantly reduced if the first repayment is received. A significant proportion of the proceeds of the Capital Raising is to be used for the purposes of funding the Loan Warehouse (see the description of the use of funds for the capital raising proceeds in Section 8 of this Schedule). The increased size of the Loan Warehouse following the Capital Raising is expected to give DirectMoney the ability to significantly increase the number of loans written to borrowers. Without the Loan Warehouse, DirectMoney would need to wait for the sale of Personal Loans to loan investors before writing new Personal Loans (given the warehousing period). A Loan Warehouse gives DirectMoney liquidity to write loans to borrowers on a same working day basis while also making them available for on-sale to loan investors.

	Further details regarding the Loan Warehouse are provided in Section 5.2(g) of the Prospectus. DirectMoney believes that the Loan Warehouse structure is innovative because it is not aware of its use elsewhere in the Australian lending market and so provides it with a potential competitive advantage. However, given it is a new operating model, investors should take into account and carefully read the risks of the model detailed in Section 6 of the Prospectus.
Step 5 – **Sale of Personal Loans to loan investors**	After the warehousing period in the Loan Warehouse referred to above, at the election of DirectMoney, Personal Loans are intended to be on-sold to loan investors. DirectMoney has several types of loan investors who may purchase Personal Loans from DirectMoney as set out below. Under a sale of Personal Loans to any of these loan investors, the loan investor will pay DirectMoney the principal amount remaining on the loan at the sale date, plus any interest accrued on the loan since the last monthly repayment date. Following the sale, the effective risk and reward of the Personal Loan is assumed by the loan investor in full. Exposure to any default under the Personal Loan lies with the loan investor. The loan investors available to DirectMoney are as follows: 1. **DirectMoney Personal Loan Fund** This is a registered managed investment scheme (ARSN 602 325 628) managed by DirectMoney and its subsidiaries which is open to investors. The DirectMoney Personal Loan Fund has an independent responsible entity, One Managed Investment Funds Limited. DirectMoney and its subsidiaries act as investment manager and are responsible for the custody, monitoring and servicing of its loan investments. DirectMoney is entitled to certain fees in relation to this role as summarised in paragraph 6.3 below. A detailed summary of the DirectMoney Personal Loan Fund and DirectMoney's role in relation to the fund is set out in Sections 5.2(h) and 11.6 of the Prospectus. 2. **DirectMoney Marketplace Limited** This entity is a wholly-owned subsidiary of DirectMoney. The purpose of DirectMoney Marketplace Limited is very similar to the DirectMoney Personal Loan Fund. However, investment in DirectMoney Marketplace Limited is currently only available to private wholesale and sophisticated investors. DirectMoney acts as manager of DirectMoney Marketplace Limited. DirectMoney is entitled to certain fees in relation to this role as summarised in paragraph 6.3 below. A detailed summary of DirectMoney Marketplace Limited and DirectMoney's role in relation to this entity is set out in Sections 5.2(h) and 11.6 of the Prospectus.

	3. **Third party institutions** DirectMoney may also consider the on-sale of Personal Loans to appropriate third party institutions from time to time in its discretion, on such terms as it sees fit. DirectMoney currently intends to limit sales to such parties to 20% of its origination volume on Personal Loans. The remaining 80% is intended to be sold to the DirectMoney Personal Loan Fund or DirectMoney Marketplace Limited. However, DirectMoney may sell to third party institutions if the DirectMoney Personal Loan Fund or DirectMoney Marketplace Limited do not have the funding capacity to acquire Personal Loans from DirectMoney and DirectMoney wishes to sell the Personal Loans to free up funding capital in the Loan Warehouse or for other operational reasons.
Step 6 – **Current status of loan investors and Loan Warehouse**	As at the date of this Supplementary Prospectus, there are funds of approximately $125,000 invested in the DirectMoney Personal Loan Fund. As at the date of this Supplementary Prospectus, there are funds of approximately $2 million invested in DirectMoney Marketplace Limited. This represents new investments by a private investor since the date of the Prospectus. DirectMoney has therefore sold Personal Loans of $2 million from the Loan Warehouse to DirectMoney Marketplace Limited in accordance with the arrangements referred to above. No Personal Loans have been sold to third party institutions yet. As referred to in Section 4 of this Supplementary Prospectus above, as at 31 May 2015, DirectMoney has a total loan book value of approximately $5.2 million. Of this amount, approximately $3.2 million is currently held in the Loan Warehouse and $2 million is now held by DirectMoney Marketplace Limited. For such time as DirectMoney holds Personal Loans in the Loan Warehouse, the effective risk and reward of the Personal Loans are assumed by DirectMoney in full. Exposure to any default under these Personal Loans lies with DirectMoney. DirectMoney intends to hold these Personal Loans in the Loan Warehouse until further funding becomes available in the DirectMoney Personal Loan Fund and DirectMoney Marketplace Limited so that some or all of those Personal Loans can be on-sold to those entities. As referred to in the Prospectus, DirectMoney Personal Loan Fund and DirectMoney Marketplace Limited have only been open for investment for a relatively short period of time (since mid-May and late-May respectively). DirectMoney management expects that further investments for DirectMoney Personal Loan Fund and DirectMoney Marketplace Limited should be received shortly. However, importantly, there is no guarantee that such investments will be received in a timely manner, or at all. As noted in the risks section of the Prospectus in Section 6.1(g) of the Prospectus, DirectMoney's viability is strongly linked to its ability to source sufficient third party funding to enable it to have

	funds to lend to potential borrowers. As with any financing institution, if sufficient third party funding cannot be obtained, this may significantly limit the ability for DirectMoney to write new loans to borrowers, which may in turn adversely affect the business model and ability for DirectMoney to operate on a viable basis in the future.

6.3 Revenue structure under business model

Under the DirectMoney business model, DirectMoney generates, or intends to generate, revenue from fees and charges as follows.

Fees and charges	Amount	Paid by	Paid to	When paid
Personal Loans				
Origination fee (otherwise known as an ‘establishment fee’)	Currently $575 This amount may be subject to change from time to time at the discretion of DirectMoney.	Approved borrowers of Personal Loans.	DirectMoney Pty Ltd	The fee is added to the amount drawn by the borrower to determine the total principal of the Personal Loan. The fee is therefore paid over life of the Personal Loan as part of the principal repayment process. However, when DirectMoney sells a Personal Loan to a loan investor it is paid this amount at the time of sale as for the purchase of the loan the loan investor is required to pay DirectMoney an amount equal to the outstanding principal of the loan (which includes the origination fee which is added to the principal of the Personal Loan at the time of issue).
Interest on Personal Loans	As referred to in Section 5.2 above, the interest rate under each Personal Loan reflects the borrower’s credit score. DirectMoney’s current rates range from 8.5%% to 18.5%. Rates may change from time to time at the discretion of DirectMoney.	Approved borrowers of Personal Loans	DirectMoney, but only for such time as the Personal Loan is held in the Loan Warehouse. This is for at least the first monthly loan repayment or longer, depending on when the loan is sold to a loan investor, after which all principal and interest loan payments are received by the loan investor.	On a monthly basis for such time as the Personal Loan is held by DirectMoney in the Loan Warehouse.

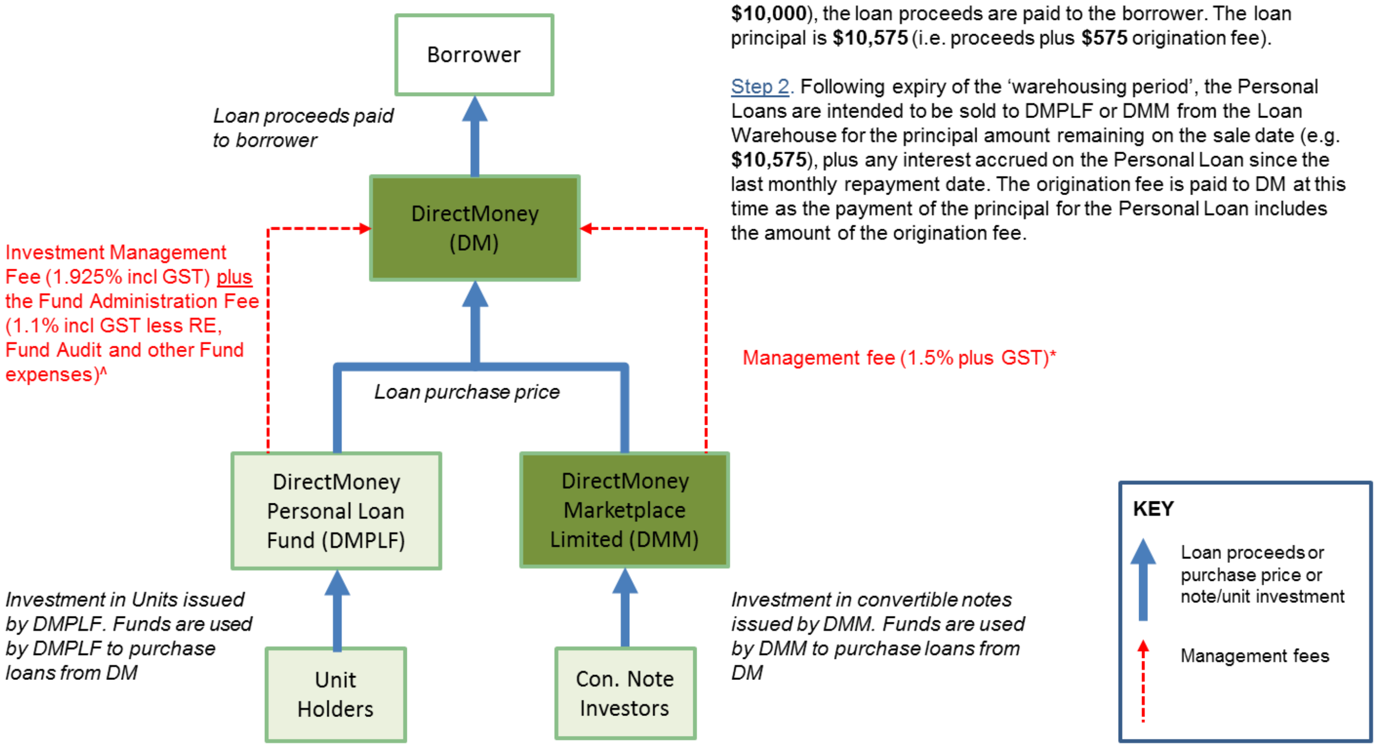
Fees and charges	Amount	Paid by	Paid to	When paid
DirectMoney Personal Loan Fund				
Investment management fee	1.925% incl GST calculated on the gross value of loans held in the Fund	Responsible Entity of the Fund (which is independent of DirectMoney)	DirectMoney Investment Management Pty Ltd, a 100% owned subsidiary of DirectMoney Pty Ltd	Monthly in arrears.
Fund administration fee	1.1% incl GST calculated on the gross value of loans held in the Fund LESS costs due to the Responsible Entity, the Fund Administrator, the Fund Auditor and any other expenses of the Fund. Each of these parties are independent of DirectMoney. This fee may be a negative amount when the total amount of loans in the Fund is small, in which case DirectMoney Investment Management may elect to pay this amount to the Responsible Entity rather than have the Fund bear the cost.	Responsible Entity of the Fund (which is independent of DirectMoney).	DirectMoney Investment Management Pty Ltd, a 100% owned subsidiary of DirectMoney Pty Ltd.	Monthly in arrears.
DirectMoney may also be entitled to certain fees and charges in the event that DirectMoney's role as investment manager of the DirectMoney Personal Loan Fund is terminated. Further information is provided in Sections 5.2(h) and 11.6 of the Prospectus.				
DirectMoney Marketplace Limited (DMM)				
Management fee	1.5% plus GST calculated on the average gross value of loans held in DMM. As referred to in Section 5.2(h) of the Prospectus, DirectMoney may be liable for any taxes or stamp duty that may be incurred on the transfer of loans to DMM. However, this amount is not expected to be material.	DirectMoney Marketplace Limited (a 100% owned subsidiary of DirectMoney Pty Ltd)	DirectMoney Pty Ltd	Monthly in arrears.

Fees and charges	Amount	Paid by	Paid to	When paid
DirectMoney may also be entitled to certain fees and charges in the event that DirectMoney's role as manager of DMM is terminated. Further information is provided in Sections 5.2(h) and 11.7 of the Prospectus.				
Third party institutions				
Management and loan servicing fees	[x%] plus GST calculated on the average gross value of loans, which would be agreed at the relevant time	No agreements in place at this time.	DirectMoney Pty Ltd	Monthly in arrears.

The information above in relation to DirectMoney's interface with loans investors is set out diagrammatically in the structure diagram below.

Step 1. If a Personal Loan application is approved (for example, for **$10,000**), the loan proceeds are paid to the borrower. The loan principal is **$10,575** (i.e. proceeds plus **$575** origination fee).

Step 2. Following expiry of the 'warehousing period', the Personal Loans are intended to be sold to DMPLF or DMM from the Loan Warehouse for the principal amount remaining on the sale date (e.g. **$10,575**), plus any interest accrued on the Personal Loan since the last monthly repayment date. The origination fee is paid to DM at this time as the payment of the principal for the Personal Loan includes the amount of the origination fee.



^ As referred to in the table above, the Fund Administration Fee may be a negative amount when the total amount of loans in DMPLF is small, in which case DirectMoney Investment Management (a wholly-owned subsidiary of DM) may elect to pay this amount to the RE rather than have DMPLF bear the cost.
* As referred to in the table above, DM may be liable for any taxes or stamp duty that may be incurred on the transfer of loans to DMM. However, this amount is not expected to be material.

As illustrated in the information above, DirectMoney's business model is such that its ability to generate growth in revenue and be successful is largely contingent on its ability to write new Personal Loans and on-sell those Personal Loans to loan investors. A large proportion of its revenue will depend on the receipt of origination fees and fees paid as a percentage of loans under management with DirectMoney Personal Loan Fund and DirectMoney Marketplace Limited.

There is no guarantee that DirectMoney will be able to write new Personal Loans, or that investments by loan investors will be available in a timely manner, or at all.

If sufficient third party funding cannot be obtained, this may significantly limit the ability for DirectMoney to write new loans to borrowers, which may in turn adversely affect the business model and ability for DirectMoney to operate on a viable basis in the future.

6.4 Risk of defaults in Personal Loans

The Company has provided commentary in the Prospectus regarding historical defaults in Personal Loans in its operations to date.

This commentary is contained in Section 5.2(j) of the Prospectus and states as follows:

> *As a lending business, DirectMoney faces the risk of borrower default on its loan book. From October 2014 to December 2014, DirectMoney wrote off $392,971.47 worth of bad debts, which were substantially the result of an attack by a fraud ring using sophisticated forgeries of bank statements and identity documents.*
>
> *DirectMoney subsequently implemented comprehensive anti-fraud measures in November 2014 and has not experienced any losses due to fraud since that time. In January 2015, DirectMoney also tightened its credit policy and restructured its credit team.*
>
> *As a result of these measures, DirectMoney's default rate (on an annualised basis) has been tracking at between 4.1% and 6.2% in the period from January 2015 to the date of this Prospectus.*
>
> *The annualisation of the default rate assumes a straight line continuation of the current loss rate range (4.1% and 6.2%), and is in part influenced by a drop in lending volume during April and May as DirectMoney seeks to raise loan funding under the Offer.*

The Company wishes to emphasise the importance of potential borrower default to investors in the Company generally and that this is a necessary by-product of a lending business. As a lending business, DirectMoney is at risk of some or all of its borrowers failing or becoming unable to repay their loans.

In the Prospectus, the Company referred to the "early successful operations to date". This was intended to refer to the number of Personal Loans written to borrowers. However, in considering this statement, investors should also consider the commentary on experience with defaults or fraud to date referred to above.

While loans are only issued to approved borrowers in accordance with creditworthiness criteria, the loans are unsecured and so are subject to the capacity of the individual borrower to repay the loan.

As referred to in Section 5.2(c) of the Prospectus, under the National Credit Code and National Consumer Protection Regulations (**NCCP**), DirectMoney has certain responsible lending conduct requirements, including providing borrowers with an opportunity to ask for a variation to the loan if the consumer is suffering hardship. These requirements are taken into account when dealing with borrowers, and may, in some circumstances, give borrowers rights which would make it more difficult for DirectMoney to recover the loan in a timely manner.

If a Personal Loan is in default, the cost of recovery of the debt under that loan is generally greater than the amount recovered and, as such, will at times require Personal Loans to be written off as bad debts. This risk is potentially higher in the personal loan industry, particularly given the size of the loans and that they are unsecured. High levels of bad debt could limit DirectMoney's profitability and adversely affect its performance in the future.

Even though DirectMoney intends to primarily act as an intermediary between borrowers and loan investors, by virtue of being the originator of the loan, and holding the loan for a period prior to on-sale to loan investors, it also carries the risk and reward of the loans until they are on-sold to the loan investors (if at all). In the event of any default of Personal Loans held by DirectMoney (including loans in its current Loan Warehouse) this would be at the expense of DirectMoney.

6.5 Credit risk in relation to Personal Loans sold to loan investors

Once Personal Loans are sold to a loan investor, all exposure to credit risk on those Personal Loans lies with the loan investor.

The only qualification to this is that, in connection with the establishment of the DirectMoney Personal Loan Fund, DirectMoney has agreed to lend up to $200,000 to the Credit Manager of DirectMoney Personal Loan Fund to provide a reserve of funds in the Loan Investment Reserve Account for the DirectMoney Personal Loan Fund on establishment.

The Loan Investment Reserve Account is essentially a mechanism where a portion of the interest payable to loan investors in the DirectMoney Personal Loan Fund is set aside to provision in advance for any Personal Loans held by DirectMoney Personal Loan Fund which are in default (referred to in the Prospectus as ‘delinquent loan investments’). As it will take time for interest set aside in the Loan Investment Reserve Account to build up to a material level and cover shortfalls in the amounts recovered from delinquent loan investments, DirectMoney has agreed to lend up to $200,000 to cover these amounts. DirectMoney does not receive interest on this loan. DirectMoney will only recover the loan in the future if the interest set aside by Loan Investors becomes sufficient to cover these shortfalls on an average basis and DirectMoney Personal Loan Fund has in excess of $20 million of assets.

In relation to DirectMoney Marketplace Limited, a similar mechanism for provision in advance for default loans applies (however, DirectMoney has not provided any loan for the establishment of the provision fund). DirectMoney Marketplace Limited is a wholly-owned subsidiary of DirectMoney.

In the event of substantial defaults in loans in DirectMoney Marketplace Limited this may affect its financial position. However, the rights of convertible noteholders are limited in recourse to the aggregate of any payments received from the Personal Loans held by DirectMoney Marketplace Limited, the value of the Personal Loans held by DirectMoney Marketplace Limited and any loss or damage arising from the fraud, negligence or wilful default of DirectMoney Marketplace Limited.

Accordingly, if the financial position of DirectMoney Marketplace Limited deteriorates, this would not have any direct adverse impact on DirectMoney. The only circumstances where DirectMoney could be affected indirectly would be where DirectMoney receives lower fees (as a result of the gross value of loans that it manages in DirectMoney Marketplace Limited being reduced) or if, as referred to in Section 6.7, DirectMoney has any funds invested in DirectMoney Marketplace Limited as a loan investor. DirectMoney Marketplace Limited is otherwise an independent subsidiary of DirectMoney (such that investors in DirectMoney Marketplace Limited do not have any recourse to DirectMoney or its other subsidiaries). On any winding up, the interests of loan investors (in addition to the limitation of recourse clause referred to above) would be limited to the assets of DirectMoney Marketplace Limited.

As referred to in the Prospectus, in respect of any default loans (including the delinquent loan investments for the DirectMoney Personal Loan Fund or default loans in DirectMoney Marketplace Limited as referred to above), these default loans will generally be sold to a third party (such as a debt recovery agency). Alternatively, DirectMoney may determine it is commercially preferable to sell tranches of default loans at a spot price in the market place for the best available price. Under either scenario, the amount recovered is generally well below the face value of the Personal Loan. As at the date of this Supplementary Prospectus, DirectMoney does not have any formal arrangements with third parties in relation to the sale of default loans.

If the default loans are held in the Loan Warehouse, any loss on the recovery or sale of the loans is borne by DirectMoney. If the default loans are held by DirectMoney Personal Loan Fund or DirectMoney Marketplace Limited, DirectMoney in its capacity as manager of those entities is responsible for the sale of the loans but any loss on the recovery or sale of the loans is at the risk of the loan investors in those entities.

6.6 Potential conflict of interest obligations

The Company notes that, under its business model, there may be potential levels at which conflicts of interest could occur which have a detrimental impact on the DirectMoney business.

First, there may, from time to time, be a risk that DirectMoney (including its subsidiaries) puts its corporate group interests ahead of the interests of the loan investors.

For example, this could occur by DirectMoney not on selling Personal Loans to those Loan Investors for whatever reason or selecting particular Personal Loans for one loan investor over another. If this occurred, this could impact DirectMoney's relationships with loan investors and the effectiveness of its business model. DirectMoney understands the need for transparency and sustainability in its funding sources, and believes it is incentivised to deal with loan investors in an equitable manner.

Secondly, there could be potential conflict of interest in relation to DirectMoney needing to meet its obligations under its legal agreements with loan investors (including to the Responsible Entity of the DirectMoney Personal Loan Fund).

DirectMoney and its subsidiaries are bound by the relevant agreements with the loan investors. If DirectMoney or any of its subsidiaries breach any of these arrangements, it may result in termination of one or more of those agreements (which would have the effect described in Section 5.2(h) of the Prospectus) or other implications which may adversely impact the prospects of DirectMoney.

Finally, a conflict of interest could also occur between the interests of DirectMoney and the interests of the Responsible Entity of the DirectMoney Personal Loan Fund and DirectMoney and the board of DirectMoney Marketplace Limited. The transaction agreements between these entities provide for how DirectMoney may offer to sell Personal Loans to those loan investor entities, and the method and circumstances in which such offers must be accepted by them.

There may be circumstances where the Responsible Entity of the DirectMoney Personal Loan Fund and the board of DirectMoney Marketplace Limited have differing interests to DirectMoney, and do not wish to acquire certain Personal Loans. For example, there may be a risk that due to the reliability of loans, one or more of these entities, having regard to the interests of the entities and relevant fiduciary duties, is no longer able or willing to acquire Personal Loans and therefore would not be in a position to acquire them from DirectMoney, or one or more of the entities determines that it is not in the best interests of their loan investors to acquire any more Personal Loans from DirectMoney.

In this case, the rights and obligations of the parties would be dealt with as described in those transaction documents, but any difficulty with enforcing the rights of DirectMoney to sell the loans, a lack of available funding from loan investors or generally being able to on-sell the loans could impact the effectiveness of its business model.

6.7 Future intentions in relation to business model

In the Prospectus, the Company made certain statements regarding the future intentions of the Company.

In particular, the Company indicated that it may, at times, consider investing in DirectMoney Personal Loan Fund or DirectMoney Marketplace Limited as a loan investor in order to earn a higher rate of return.

As referred to above, DirectMoney's primary objective is to act as an 'intermediary' between borrowers and loan investors in relation to Personal Loans under its business model.

However, DirectMoney may consider investing an appropriate limited amount in these entities where it seeks to earn a higher rate of return as a loan investor. There may also be limited circumstances where DirectMoney wishes to provide funding in these entities as a seed investor, or to further align the interests of DirectMoney as manager with the interests of these entities. If this occurs, DirectMoney would have exposure as a loan investor in these entities (and to any defaults in loans held by these entities).

Any such decision would be determined by the board of the Company at the relevant time. Any investment would be proportionate and reflective of the primary objective of DirectMoney which is to primarily act as an intermediary between borrowers and loan investors and not as a loan investment vehicle.

6.8 Other clarifications regarding description of business model in Prospectus

The Company wishes to make the following specific clarifications regarding certain information provided in the Prospectus:

- In relation to the statement "The Australian Bureau of Statistics reports that around $4 billion in personal loans are approved each month in Australia" in Section 5.2(a) of the Prospectus, the source for this statement is the Australian Bureau of Statistics Lending Finance Report (April 2015) available from www.abs.gov.au.

- In relation to the comparisons regarding 'bank' deposit rates and personal loan rates in section 5.2(b) of the Prospectus, these are DirectMoney's calculation of average deposit and loan rates based on published rates of major Australian banking institutions at the date of the Prospectus.

- The references to the 'profitability' of the personal lending business of major Australian banking institutions are withdrawn.

- In relation to the terms "prime retail borrower" and "high quality retail client" in the Prospectus, these are DirectMoney's subjective view of the type of borrower which it targets based on its credit assessment criteria. When DirectMoney states that it does not target 'payday lending customers', this is an industry term used to refer to small, short-term unsecured borrowers, whose ability to repay is linked to their employment payment dates. DirectMoney does not target payday lending customers.

  Further information regarding DirectMoney's targeted borrowers is described in step 1 in the table in Section 6.2 of this Schedule. As referred to in Section 6.4 above, as with any lending business, DirectMoney faces the risk of borrower default and can make no guarantee regarding defaults regardless of the type of borrowers which are targeted by the business.

7 DIRECTMONEY IS NOT A BANKING INSTITUTION

In the Prospectus, the Company has made certain comparisons between its business model and the business model and personal lending rates offered by banking institutions.

These references are made for general comparison purposes only. DirectMoney aims to use disruptive technology to compete with banks and established lending organisations, however, DirectMoney itself is not a bank.

As referred to in the Prospectus, DirectMoney is not authorised under the Banking Act and is not supervised by the Australian Prudential Regulation Authority. An investment in DirectMoney or DirectMoney Personal Loan Fund is not covered by the deposit or protection provisions available to depositors that make a deposit with an Australian Authorised Deposit-taking Institution.

Accordingly, investors should be aware that DirectMoney's risk profile and regulation is different to banks. Investors should carefully read the Prospectus and this Supplementary Prospectus, and if they do not understand it, consult with their professional adviser, before making a decision on whether or not to apply for Shares under the Offer.

8 ADDITIONAL INFORMATION REGARDING USE OF FUNDS

Section 4.3 of the Prospectus contains information regarding the use of funds to be raised under the Offer.

The Company is seeking to raise capital under the Offer to provide it with funds to achieve DirectMoney's business objectives (as set out below) and satisfy the ASX requirements for re-quotation. The funds raised will also be used to meet the expenses of the Offer.

As referred to in the Prospectus, the Company aims to complete the following business objectives with the proceeds of the Offer:

(a) Fund and maintain the Loan Warehouse as summarised in the Prospectus and Supplementary Prospectus. The amount to be held in the Loan Warehouse is not capped and is limited only by DirectMoney's ability to source funding for its balance sheet.

As explained in more detail in Section 5.5 of this Schedule, in the future, DirectMoney may also at times consider subscribing as an investor in DirectMoney Personal Loan Fund or DirectMoney Marketplace Limited in order to earn a higher rate of return. If this occurred, this would reduce the amount of funding in the Loan Warehouse.

For such time as funds are held in the Loan Warehouse and not being used for writing new Personal Loans or referable to existing Personal Loans awaiting on-sale to loan investors, the funds will be invested in term deposit or at call bank accounts held by DirectMoney.

(b) Fund working capital expenses.

(c) Meet the costs of the Offer.

Set out on the following page is the proposed use of funds raised under the Offer which is based on Section 4.3 of the Prospectus. Applicants should note that the anticipated expenditure program may vary from the actual expenditure incurred by the Company.

Sources of funds	**Based on the Minimum Subscription being raised**	**Based on the Maximum Subscription being raised**
Total Offer proceeds	$10,000,000	$15,000,000
Use of funds	**Based on the Minimum Subscription being raised**	**Based on the Maximum Subscription being raised**
Loan Warehouse	$7,500,000	$12,000,000
Working capital and costs of the Offer	$2,500,000	$3,000,000
Total	**$10,000,000**	**$15,000,000**

In addition to the information provided in the Prospectus summarised above, the Company also wishes to provide the following additional detail regarding the approximate breakdown of the use of funds for the 'Working capital and costs of the Offer' as at the date of the Prospectus as referred to in the table above.

Applicants should note that the anticipated working capital and costs of the Offer may vary from the actual expenditure incurred by the Company.

Working capital and costs of the Offer	**Based on the Minimum Subscription being raised**	**Based on the Maximum Subscription being raised**
Working capital This working capital amount includes normal working capital expenses, such as employee costs, IT expenses, marketing costs and other amounts. It also includes the amount of up to $200,000 which may be lent by DirectMoney to the Credit Manager of DirectMoney Personal Loan Fund for the establishment of the Loan Investment Reserve Account as described in Section 6.4 of this Schedule.	$1,230,000	$1,470,000
Costs of the Offer These costs comprise the following approximate amounts (including GST):	$1,270,000	$1,530,000
Underwriting and management fees (including other third party brokerage commissions)	*$585,000*	*$845,000*
Legal fees	*$148,500*	*$148,500*
Accounting and tax adviser fees	*$122,000*	*$122,000*
Auditing fees	*$20,000*	*$20,000*
ASX fees	*$115,000*	*$115,000*
ASIC fees	*$2,000*	*$2,000*
Stamp duty	*$235,000*	*$235,000*
Insurance, registry, printing and other costs and expenses	*$42,500*	*$42,500*
Total	**$2,500,000**	**$3,000,000**

In the opinion of the Directors, on completion of the Offer the Company will have sufficient working capital to carry out its objectives as stated in the Prospectus and this Supplementary Prospectus.

9 STATUS OF GREIG HOLDINGS SECURED LOAN

As referred to on page 29 and in Section 11.5 of the Prospectus, at the date of the Prospectus, DirectMoney did not have any debt on its balance sheet other than a secured loan from an existing DirectMoney shareholder, Greig Holdings, of $2 million (**Secured Loan**).

The Company confirms that, as contemplated by the Prospectus, DirectMoney has now repaid this loan with the proceeds of funds received from the sale of Personal Loans to DirectMoney Marketplace Limited.

Accordingly, as at the date of this Supplementary Prospectus, DirectMoney does not have any debt on its individual balance sheet (other than trade creditors). As referred to in Section 5.2(g) of the Prospectus, DirectMoney intends to only fund its Loan Warehouse with equity in keeping with its intention to not leverage its lending platform and primarily act as an 'intermediary' in the marketplace lending industry generally.

However, investors should note that as the funds received by DirectMoney Marketplace Limited were received by issue of convertible notes, and as DirectMoney Marketplace Limited is currently a wholly-subsidiary of DirectMoney, the consolidated group balance sheet position shows convertible notes repayable of $2 million. Please see section 8.6.2 of the updated financial information section in Appendix A of this Supplementary Prospectus.

10 STATEMENTS REGARDING DIRECTMONEY MARKETPLACE LIMITED

In the Prospectus, the Company made certain comments regarding a potential intention to seek a future listing of DirectMoney Marketplace Limited.

The statements appear in Section 3.4 of the Prospectus, Section 5.2 of the Prospectus and Section 11.7(c) of the Prospectus.

The Company wishes to formally withdraw these statements. The Company confirms that it is not stating or implying that DirectMoney Marketplace Limited will be listed in the future or that securities in DirectMoney Marketplace Limited will be able to be traded on ASX in the future.

To the extent that these statements or similar statements are also made in the Shareholder Booklet dated 20 May 2015, or the updated Independent Expert's Report dated 3 June 2015, and are therefore taken to be incorporated by reference in the Prospectus or this Supplementary Prospectus, the Company also confirms that these statements are also formally withdrawn.

DirectMoney may consider options for increasing liquidity in DirectMoney Marketplace Limited in the future, however, this is subject to further consideration by DirectMoney and no decision has been made at this time. Accordingly, these statements are withdrawn and should be disregarded by investors.

11 CONSENT OF BDO EAST COAST PARTNERSHIP

BDO East Coast Partnership has given, and has not withdrawn prior to the lodgement of this Supplementary Prospectus with ASIC, its written consent to being named as Investigating Accountant and auditor to DirectMoney, and to the inclusion of its updated Investigating Accountant's Report in Appendix B of the Schedule, the financial statements of DirectMoney for the six month period ended 31 December 2014 in Appendix C of the Schedule and the report on the DirectMoney loan book in Appendix D, in each case in the form and context in which they are included (and all other references to those reports and statements) in this Supplementary Prospectus.

APPENDIX A – UPDATED FINANCIAL INFORMATION

As referred to in Section 1 of the Schedule, the following document replaces Section 8 of the Prospectus.

Section 8

Updated Financial Information

Supplementary Prospectus

Updated financial information section for inclusion in the Supplementary Prospectus.

TABLE OF CONTENTS

8. FINANCIAL INFORMATION

8.1. Introduction

This Section contains a summary of the historical financial information and pro forma historical financial information of Basper Limited (Basper) and DirectMoney Pty Ltd (DirectMoney) (collectively the "Financial Information"), which has been prepared by the Directors of Basper and DirectMoney.

The Historical Financial Information comprises the:

- historical consolidated Statement of Profit or Loss and Other Comprehensive Income for the six month period ended 31 December 2014 (H1 FY2015) of DirectMoney (Historical Statement of Profit or Loss and Other Comprehensive Income); and
- historical consolidated Statement of Cash Flows for H1 FY2015 of DirectMoney (Historical Statement of Cash Flows).

The Pro Forma Historical Financial Information comprises the:

- pro forma historical consolidated Statement of Financial Position of the combined Basper and DirectMoney group (the "Combined Group") as at 31 December 2014.

The Financial Information has been reviewed by BDO East Coast Partnership (BDO ECP). BDO ECP's Investigating Accountant's Report on the Pro Forma Historical Financial Information is contained in Section 9. Investors should note the scope and limitations of that report.

Historical Statement of Profit or Loss and Other Comprehensive Income and Historical Statements of Cash Flows for Basper have not been disclosed as they relate to prior business activities which ceased with the sale of the majority of Basper's business to a third party in June 2013, and the sale of property and certain residual assets in early 20154. As such, Basper's historical results are not relevant to the future activities of Basper.

Basper's shares are listed on the ASX and Basper is obliged to comply with the continuous disclosure requirements of the ASX and Corporations Act. The ASX companies announcement platform (available from the ASX's website at www.asx.com.au) and Basper's website (www.berklee.com.au) list announcements made by Basper, including detail of the historical financial results of Basper.

Also summarised in this Section are:

Table 1: Overview of Financial Information

Section	Heading
8.1	Introduction
8.2	Basis of Preparation and Presentation of the Financial Information
8.3	Historical Statement of Profit or Loss and Other Comprehensive Income
8.4	Historical Statement of Cash Flows
8.5	Management Discussion and Analysis on Historical Financial Information
8.6	Pro Forma historical Statement of Financial Position
8.7	Debt Facilities
8.8	Lease Commitments
8.9	Liquidity and Capital Resources
8.10	Dividend Policy
8.11	Significant Accounting Policies

The information in this Section 8 should be read in conjunction with the risk factors set out in Section 6 and other information contained in this Prospectus.

All amounts disclosed in the tables are presented in Australian dollars, and unless otherwise noted, are rounded to the nearest thousand dollars.

8.2. Basis of Preparation and Presentation of the Financial Information

8.2.1. Overview

The Directors of Basper and DirectMoney are responsible for the preparation and presentation of the Financial Information.

The Financial Information included in this Section 8 has been prepared in accordance with the recognition and measurement principles prescribed in Australian Accounting Standards (AAS) adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act, and the accounting policies of Basper. The Financial Information and accompanying commentary presented in this Section has also been disclosed with consideration to regulatory guidance issued by ASIC.

The Financial Information is presented in abbreviated form and does not contain all the disclosures, statements or comparative information required by Australian Accounting Standards applicable to annual reports prepared in accordance with the Corporations Act.

In preparing the Financial Information, the accounting policies of Basper and DirectMoney have been applied consistently throughout the periods presented. The significant accounting policies of Basper and DirectMoney relevant to the Financial Information are set out within this Section 8.

The Directors have considered ASIC Regulatory Guide 170, and having regard to the requirements of this Regulatory Guide, note that DirectMoney commenced lending in October 2014 and whilst in the current growth phase any prospective financial information would contain a broad range of potential outcomes and possibilities such that the Directors have concluded the Combined Group cannot include prospective financial information in this Prospectus.

8.2.2. Preparation of Historical Financial Information

The Historical Financial Information of DirectMoney has been extracted from the statutory financial statements of DirectMoney Pty Ltd for the six month period ended 31 December 2014. The statutory financial statements of DirectMoney Pty Ltd have been audited by BDO East Coast Partnership, who have issued an unqualified audit opinion in respect of these financial statements.

8.2.3. Preparation of Pro Forma Historical Financial Information

The Pro Forma Historical Financial Information has been prepared for the purposes of inclusion in this Prospectus, and has been extracted from the individual statutory financial statements of DirectMoney Pty Ltd and Basper Limited for the six month period ended 31 December 2014, with adjustments applied to reflect the impact of the Acquisition and the capital structure that will be in place following Completion of the Offer. The statutory financial statements of Basper Limited for the six month period ended 31 December 2014 have been reviewed by RSM Bird Cameron Partners, who have issued an unqualified review opinion with an emphasis of matter paragraph regarding the fact there is a material uncertainty regarding the ability for the company to continue as a going concern in the event the Acquisition and Offer do not proceed. Refer to Section 8.6 for a reconciliation between the Pro Forma Historical Financial Information and the statutory equivalent financial information.

The Directors of Basper and DirectMoney consider the Acquisition results in a reverse acquisition of Basper by DirectMoney. A reverse acquisition occurs when the entity that issues securities (the legal acquirer) is identified as the acquiree for accounting purposes.

In order for the transaction to be accounted for under *AASB 3 Business Combinations* ("*AASB 3*"), the legal acquirer must meet the definition of a business. A business under *AASB 3* is defined as an integrated set of activities and assets that is capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or other economic benefits directly to investors or other owners, members or participants. The Directors of Basper and DirectMoney have concluded that Basper does not meet the definition of a business as prescribed in *AASB 3* and as such, it has been deemed that the Acquisition cannot be accounted for in accordance with the guidance set out in *AASB 3*.

Therefore, consistent with the accepted practice for transactions similar in nature to the Acquisition, the Directors of Basper and DirectMoney intend to account for the Acquisition in the consolidated financial statements of the legal acquirer (Basper) as a continuation of the financial statements of the legal acquiree (DirectMoney), together with a share based payment measured in accordance with *AASB 2 Share Based Payments*, which represents a deemed issue of shares by the legal acquiree (DirectMoney), equivalent to the current shareholders' interest in Basper following the Acquisition. The excess of the assessed value of the share based payment over the net assets of Basper is expensed to the Statement of Profit or Loss and Other Comprehensive Income as a listing fee.

In relation to the potential carry forward tax losses of the Combined Group, we note as follows:

- Basper Limited has certain carry forward tax losses. The utilisation of the tax losses is subject to Basper Limited satisfying the relevant loss utilisation tests (the continuity of ownership test and the same business test) following the Acquisition and Offer. The ability of Basper Limited to satisfy the continuity of ownership test is dependent on a number of conditions, including, specifically, the makeup of its shareholder registry following the Acquisition and Offer. As the final makeup of the shareholder registry cannot be determined until the Transaction Date, the Combined Group is unable to determine whether the tax losses will be available until the Acquisition and Offer is completed. This will be the subject of a separate exercise following the Acquisition and Offer. Failure to satisfy the requirements of the loss utilisation tests will result in the tax losses of Basper Limited being unavailable to the Combined Group.
- Tax losses of DirectMoney Pty Ltd may be available to the Combined Group following Completion of the Acquisition and Offer. The utilisation of the tax losses is subject to the satisfaction of the tests noted above (which will also be subject to a separate exercise following the Acquisition and Offer). The tax losses of DirectMoney Pty Ltd will be subject to a statutory fraction that will delay the utilisation of these tax losses by the Combined Group.

8.2.4. Explanation of certain non-IFRS and other financial measures

DirectMoney uses certain measures to manage and report on its business that are not recognised under Australian Accounting Standards. These measures are referred to as 'non-IFRS financial measures'. Non-IFRS financial measures are intended to supplement the measures calculated in accordance with the Australian Accounting Standards and not as a substitute for those measures. As non-IFRS financial measures are not defined by the recognised body of accounting standards, they do not have a prescribed meaning and the way that DirectMoney calculates them may be different to the way that other companies calculate similarly titled measures. Readers should therefore not place undue reliance on non-IFRS financial information.

In the disclosures in this Prospectus, DirectMoney uses the following non-IFRS measures of performance to assist prospective investors with understanding the trends in financial performance and profitability.

- **EBITDA** is earnings before interest, tax, depreciation and amortisation expenses; and
- **EBIT** is earnings before interest and tax expenses.

8.3. Historical Statement of Profit or Loss and Other Comprehensive Income

Set out below is a summary of DirectMoney's historical consolidated Statement of Profit or Loss and Other Comprehensive Income for H1 FY2015.

Table 2: Historical Statement of Profit or Loss and Other Comprehensive Income

$000's	H1 FY2015A Audited
Sales	**71**
Employee benefits expense	(300)
Marketing expenses	(212)
Legal expenses	(215)
Administrative expenses	(1,399)
EBITDA	**(2,057)**
Depreciation and amortisation expenses	-
EBIT	**(2,057)**
Net finance costs	(25)
Net profit before tax	**(2,081)**
Taxation expense	-
Net profit after tax	**(2,081)**

8.4. Historical Statement of Cash Flows

Set out below is a summary of DirectMoney's Historical Statement of Cash Flows for H1 FY2015:

Table 3: Historical Statement of Cash Flows

$000's	H1 FY2015A Audited
Cash flows from operating activities	
Repayments from Customers	101
Payments to suppliers and employees	(789)
Loans to customers	(3,777)
Interest received	4
Interest and other finance costs paid	(17)
Net cash flow from operating activities	**(4,478)**
Cash flows from investing activities	
Net cash flow from investing activities	**-**
Cash flows from financing activities	
Proceeds from issue of shares	785
Proceeds from issue of convertible notes	1,925
Proceeds from borrowings	2,000
Repayment of borrowings	(10)
Dividends paid	-
Net cash flow from financing activities	**4,700**
Net cash flow	**222**

8.5. Management Discussion and Analysis on Historical Financial Information

The management discussion and analysis (MD&A) below relates to the historical Statement of Profit or Loss and Other Comprehensive Income and historical Statement of Cash Flows and should be read in conjunction with the description of the basis upon which the information has been prepared.

The MD&A provides a brief discussion of the main factors which affected DirectMoney's operating and financial performance during H1 FY2015. The factors described below are a summary only and do not represent everything that affected DirectMoney's historical financial performance.

The information in this Section should also be read in conjunction with the risk factors set out in Section 6 and other information contained in this Prospectus.

8.5.1. H1 FY2015

DirectMoney's financial results for the six month period to 31 December 2014 (refer Tables 2 and 3) reflect those of a business in the early stages of its lifecycle. DirectMoney commenced lending operations in October 2014 and in this period the Directors of DirectMoney were successful in lending approximately $6.0 million to customers. Further information regarding the value of the DirectMoney loan book as at 31 May 2015 is contained in section 4 of the Supplementary Prospectus.

<u>Revenue</u>

DirectMoney's revenue consists of interest payments and establishment fees earned on loans made to personal loan customers, amortised over the life of each loan. Revenue is linked directly to the size of the DirectMoney loan warehouse, which has been growing since DirectMoney began lending in October 2014.

<u>Expenses</u>

DirectMoney's expenses comprise loan origination, processing and approval costs in addition to staff costs, information technology, rent, insurance, advisory expenses (legal, tax, compliance), bad debts and other items.

As a lending business, DirectMoney faces the risk of borrower fraud. From October 2014 to December 2014, DirectMoney wrote off $392,971.47 worth of bad debts, which were substantially the result of an attack by a ring of fraudulent loan applicants using sophisticated forgeries of bank statements and identity documents. DirectMoney subsequently implemented comprehensive anti-fraud measures in November 2014, such as photo ID and independent employer checks, and has not experienced any losses due to fraud from that time until May 2015. DirectMoney has found no evidence of internal fraud or collusion with fraudulent applicants by its staff. It is DirectMoney's policy to write off fraudulent loans immediately on discovery.

<u>EBITDA</u>

DirectMoney's negative EBITDA is a function of the fact DirectMoney is in the early stages of its lifecycle and has focussed on building its loan warehouse and growing its customer base.

<u>Operating cash flows</u>

DirectMoney's negative operating cash flow reflects its lending activities and the operating expenses in the period. The net cash flow of DirectMoney for the period is positive reflecting financing activities generating more cash than was spent in operations

<u>Capital expenditure</u>

DirectMoney's online business model generally does not require large amounts of spending on physical assets or PPE.

8.6. Pro Forma historical Statement of Financial Position

8.6.1. Overview

Set out in the table below are the adjustments that have been made to the reviewed statement of financial position of Basper as at 31 December 2014 and the audited statement of financial position of DirectMoney as at 31 December 2014 in order to present the Pro Forma historical consolidated Statement of Financial Position of the Combined Group as at 31 December 2014.

The adjustments include the impact of the change in capital structure that will be in place immediately following the Acquisition and Completion of the Offer, as if the Acquisition and the Offer had occurred as at 31 December 2014. These adjustments include assumptions relating to matters that are known as at the date of the Prospectus.

Table 4: Pro Forma historical Statement of Financial Position as at 31 December 2014

				Pro forma adjustments				
$000's	Basper Reviewed	DirectMoney Audited	Subsequent events	Reverse acquisition accounting(i)	Convertible notes(ii)	Offer proceeds(iii)	Acquisition / Offer costs(iv)	Pro Forma
Current Assets								
Cash and cash equivalents	68	563	2,600	-	-	15,000	(1,530)	16,702
Trade and other receivables	31	55	-	-	-	-	-	86
Loan receivables	-	610	-	-	-	-	-	610
Prepayments	-	19	-	-	-	-	-	19
Total current assets	99	1,247	2,600	-	-	15,000	(1,530)	17,417
Non-current assets								
Property, plant and equipment	-	4	-	-	-	-	-	4
Loan receivables	-	2,510	-	-	-	-	-	2,510
Deferred tax asset	-	-	-	-	-	-	-	-
Total non-current assets	-	2,514	-	-	-	-	-	2,514
Total assets	**99**	**3,762**	**2,600**	**-**	**-**	**15,000**	**(1,530)**	**19,931**
Current liabilities								
Trade and other payables	(116)	(189)	-	-	-	-	-	(305)
Interest bearing liabilities	-	(2,000)	2,000	-	-	-	-	-
Convertible notes	-	(2,005)	(2,500)	-	2,505	-	-	(2,000)
Total current liabilities	(116)	(4,194)	(500)	-	2,505	-	-	**(2,305)**
Net assets	**(17)**	**(433)**	**2,100**	**-**	**2,505**	**15,000**	**(1,530)**	**17,626**
Equity								
Share capital	3,600	4,007	2,100	(1,600)	2,505	15,000	(1,055)	24,557
Retained earnings	(3,617)	(4,439)	-	1,600	-	-	(475)	(6,931)
Total equity	**(17)**	**(433)**	**2,100**	**-**	**2,505**	**15,000**	**(1,530)**	**17,626**

Notes:

As noted in Section 12.8 (d), the LAF Parties have agreed with DirectMoney that they will waive their entitlement to exercise their respective share options in DirectMoney in return for the LAF Parties being issued with approximately 3.8 million shares in the Company as soon as reasonably practicable following the Completion Date. The issue of these shares has no financial impact on the Pro Forma Statement of Financial Position as at 31 December 2014.

8.6.2. Subsequent Events

In the period since 31 December 2014 DirectMoney has entered into the following transactions:

- issue of an additional $2.1 million of fully paid ordinary share capital;
- issue of an additional $0.5 million of convertible notes; and

- issue of $2.0 million of convertible notes in the DirectMoney subsidiary, DirectMoney Marketplace Limited, to a private investor in order for DirectMoney Marketplace Limited to acquire $2.0 million of Personal Loans from the DirectMoney Loan Warehouse, with those funds used by DirectMoney to repay the interest bearing liability with Greig Holdings of $2.0 million.

The effects of these transactions are collectively disclosed as Subsequent Events within the Pro Forma historical Statement of Financial Position as at 31 December 2014.

8.6.3. Pro Forma Adjustments

Note i – Reverse acquisition accounting

The proposed acquisition of DirectMoney by Basper is deemed to be a reverse acquisition as the substance of the transaction is such that the existing shareholders of DirectMoney will obtain control of Basper. However, Basper is not considered to meet the definition of a business under AASB 3 and as such, it has been concluded that the Acquisition cannot be accounted for in accordance with the guidance set out in AASB 3. Therefore, consistent with the accepted practice for transactions similar in nature to the Acquisition, the Directors intend to account for the Acquisition in the consolidated financial statements of Basper as a continuation of the financial statements of DirectMoney, together with a share based payment measured in accordance with AASB 2. The excess of the assessed value of the share based payment over the net assets of Basper is expensed to the Statement of Profit or Loss and Other Comprehensive Income as a listing fee.

Basper will issue a maximum of 195,800,000 ordinary shares to DirectMoney shareholders and 3,809,932 ordinary shares to LAF Parties who own share options in DirectMoney who, as a result, will collectively own approximately a maximum of 95.2% of the combined entity at settlement of the Acquisition immediately prior to the Offer. The remaining 4.8% will be owned by the current shareholders of Basper.

As there is no current market for DirectMoney shares, the fair value of 100% of Basper is assessed as $2,000,089 based on 10,000,443 post-consolidation Basper shares on issue immediately prior to the Acquisition, at an issue price of $0.20 per Share.

Consequently, a listing expense of $2,017,202 is expensed to the Statement of Profit or Loss and Other Comprehensive Income which represents the excess of the deemed fair value of the share based payment less the net liabilities of Basper of $17,113 as at 31 December 2014, immediately prior to settlement of the acquisition, as set out below.

Table 5: Share based payment calculation

$000's	31 December 2014
Cash and cash equivalents	68
Trade and other receivables	31
Trade and other payables	(116)
Net liabilities of Basper acquired on reverse acquisition	(17)
Assessed fair value of assets acquired:	
- Post consolidation Basper shares on issue (#)	10,000,443
- Post-consolidation Basper value per share under the Prospectus	$0.20
Deemed fair value of share based payment, assessed in accordance with AASB 2	**2,000**
Listing expense recognised on reverse acquisition	**2,017**

The $1.6 million adjustment to share capital as a result of the reverse acquisition relates to the removal of the existing share capital in Basper ($3.6 million) and replaced by the deemed fair value of the share based payment (refer Table 5 above). Similarly, the $1.6 million adjustment to retained earnings relates to the removal of the existing retained losses in Basper ($3.6 million) offset to some extent by the recognition of the listing expense on reverse acquisition (refer Table 5 above).

Note ii – Convertible notes

The convertible notes in DirectMoney, together with any interest accrued, will convert into ordinary share capital at a deemed issue price of $0.20 per Share in conjunction with the Offer.

Notes iii and iv – Offer proceeds and Acquisition / Offer Costs

The Offer is expected to raise $15.0 million before payment of Acquisition / Offer costs, which are expected to total approximately $1.5 million. Of these costs, $1.1 million is recorded against share capital and $0.5 million is recorded against retained earnings based on the nature of the expense and whether they are considered directly attributable to either the Offer or the Acquisition.

8.7. Debt Facilities

As at the date of the Acquisition and immediately thereafter the Combined Group has not entered into any bank debt arrangements or other financing arrangements with third parties.

8.8. Lease Commitments

As at the date of the Acquisition and immediately thereafter the Combined Group has two leases in place relating to the rental of office space on Levels 6 and 8 at 58 Pitt St, Sydney. The current lease agreements expire in July 2016 and the associated lease commitments are summarised in the table below.

Table 6: Lease commitments as at 31 December 2014

$000's	31 December 2014
No later than one year	107
Later than one year and not later than five years	69
Later than five years	-
Total	**176**

8.9. Liquidity and Capital Resources

The Combined Group will apply the proceeds of the Transaction to fund the origination of personal loans into the loan warehouse and to provide working capital to fund operations (in addition to meeting the costs of the Offer). The Combined Group expects to recycle capital from the sale of seasoned loans from the loan warehouse to the DirectMoney Personal Loan Fund and other vehicles.

8.10. Dividend Policy

The combined group does not expect to pay a dividend in the first year following the Acquisition.

Future dividend policy shall be set by the Combined Group's Board consistent with the business objectives, opportunities for investment and market conditions at that time. The ability of the Combined Group to pay any dividend in the future is dependent upon many factors including future profitability. The Directors are therefore unable to give any assurance regarding the payment of dividends in the future, if at all.

8.11. Significant Accounting Policies

The financial information has been prepared on a going concern basis and the directors have noted that the ability of the entity to continue as a going concern is based on the following:

- Additional funding has been raised following 31 December 2014 via issue of ordinary shares totalling $2.1 million and convertible notes of $0.5 million;
- As part of the Offer, DirectMoney estimates to raise $15 million in equity, of which $10 million has been fully underwritten without condition and to date $14 million has been committed; and
- In June 2015 the unlisted investment company, DirectMoney Marketplace Limited, a fully owned subsidiary of DirectMoney Pty Ltd issued $2.0 million in secured convertible notes. These notes are convertible to equity on the successful listing of DirectMoney Marketplace Limited on or before 15 December 2015. If the listing does not proceed on that date the convertible notes will be redeemed from the principal repayments received from the portfolio of loans securing the notes. DirectMoney Marketplace Limited purchased $2.0 million in loans from DirectMoney on 22 June 2015. On the same day DirectMoney used these proceeds to repay the outstanding $2.0 million secured note.

The financial information has been prepared in accordance with the significant accounting policies disclosed below, which the directors have determined are appropriate to meet the requirements of the prospectus. Such accounting policies are consistent with the previous period unless stated otherwise.

The financial information has been prepared on an accruals basis and is based on historical costs unless otherwise stated in the notes. The accounting policies that have been adopted in the preparation of the financial information are as follows:

8.11.1. Income Tax

The income tax expense (revenue) for the year comprises current income tax expense (income). DirectMoney does not recognise deferred tax assets or liabilities. Tax assets are only recognised when it is probable that future profits will be generated to utilise such tax losses.

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

8.11.2. Property, plant and equipment

All property, plant and equipment except for freehold land and buildings are initially measured at cost and are depreciated over their useful lives on a straight-line basis. Depreciation commences from the time the asset is available for its intended use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The useful lives used for each class of depreciable asset are as follows:

Class of Asset	Useful Life
Plant and equipment	5-20 years
Leased plant and equipment	10 years

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount. Freehold land and buildings are carried at their recoverable amounts, based on periodic, but at least triennial, valuations by the directors. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have not been discounted in determining recoverable amounts.

8.11.3. Leases

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are recognised as expenses in the periods in which they are incurred on a straight line basis.

8.11.4. Financial Instruments

(i) 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 DirectMoney commits itself to either purchase or sell the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transactions costs except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are recognised as expenses in profit or loss immediately.

(ii) Classification and subsequent measurement

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest method, or cost. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Amortised cost is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between the initial amount and the maturity amount calculated using the effective interest method.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying amount with a consequential recognition of an income or expenses item in profit or loss.

DirectMoney does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of Accounting Standards specifically applicable to financial instruments.

a. *Financial assets at fair value through profit or loss*

Financial assets are classified at "fair value through profit or loss" when they are held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying amount being included in profit or loss.

b. 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. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

c. Financial liabilities

Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

(iii) Impairment

At the end of each reporting period, DirectMoney assesses whether there is objective evidence that a financial asset has been impaired. A financial asset (or group of financial assets) is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events (a “loss event”) having occurred which has an impact on the estimated future cash flows of the financial asset(s).

In the case of financial assets carried at amortised cost, loss events may include: indications that the debtors or a group of debtors are experiencing significant financial difficulty, default or delinquency in interest or principal payments; indications that they will enter bankruptcy or other financial reorganisation; and changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortised cost (including loans and receivables), a separate allowance account is used to reduce the carrying amount of financial assets impaired by credit losses. After having taken all possible measures of recovery, if management establishes that the carrying amount cannot be recovered by any means, at that point the written-off amounts are charged to the allowance account or the carrying amount of impaired financial assets is reduced directly if no impairment amount was previously recognised in the allowance account.

When the terms of financial assets that would otherwise have been past due or impaired have been renegotiated, DirectMoney recognises the impairment for such financial assets by taking into account he original terms as if the terms have not been renegotiated so that the loss events have occurred are duly considered.

(iv) Derecognition

Financial assets are derecognised when the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised when the related obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability extinguished or transferred to another party and the fair value or consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

8.11.5. Trade and Other Receivables

Trade receivables are recognised initially at cost and are subsequently measured at cost less any provision for impairment.

At the end of each reporting period, the carrying amounts of trade and other receivables are reviewed to determine whether there is any objective evidence that the amounts are not recoverable. A provision for impairment is established when there is objective evidence that DirectMoney will not be able to collect all amounts due according to the original terms of the receivables.

8.11.6. Impairment of Assets

At the end of each reporting period, property, plant, and equipment, intangible assets and investments are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset (or group of related assets) is estimated and compared with its carrying amount. The recoverable amount is the higher of the asset's fair value less costs to sell and the present value of the asset's future cash flows discounted at the expected rate of return. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount and an impairment loss is recognised immediately in profit or loss.

8.11.7. Provisions

Provision is made for DirectMoney's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits have been measured at the nominal amounts expected to be paid when the liability is settled, plus any related on-costs. Annual leave has been recognised within the provision liability. Considering all employees' years of service at reporting date is less than five years, long service leave has not been recognised in the provision liability.

8.11.8. Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the Statement of Financial Position.

8.11.9. Revenue and Other Income

Revenue is measured at the value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. For this purpose, deferred consideration is not discounted to present values when recognising revenue.

Interest revenue is recognised using the effective interest rate method, which, for floating rate financial assets, is the rate inherent in the instrument. Dividend revenue is recognised when the right to receive a dividend has been established.

The loan establishment fees are deferred and recognised as an adjustment to the effective interest rate as these fees are an integral part of generating an involvement with the resulting financial instrument.

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

8.11.10. Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the Statement of Financial Position.

Cash flows are presented in the Statement of Cash Flows on a gross basis, except for the GST components of investing and financing activities, which are disclosed as operating cash flows.

8.11.11. 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 DirectMoney during the reporting period, which remain unpaid. The balance is recognised as a current liability at their transaction price. They are subject to normal credit terms (30-60 days) and do not bear interest.

8.11.12. Contributed Equity

Ordinary shares are recognised as equity at the amount paid up per ordinary share, net of directly attributable issue costs.

8.11.13. Functional and Presentation Currency

The functional and presentation currency of the financial information is in Australian dollars.

8.11.14. Critical Accounting Estimates and Judgments

The directors evaluate estimates and judgments incorporated into the financial information based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within DirectMoney.

(i) Key Estimates

There are no estimations factored into the financial information.

(ii) Key Judgments

a. Write-off and impairment of loan receivables

DirectMoney's experienced collections officer has performed a loan-by-loan assessment of all loan receivables at reporting date.

The collections officer's judgment, supported by detailed case notes outlining interactions with the delinquent borrowers, deemed part of the loan receivables as unrecoverable. An appropriate bad debt expense was raised to reflect this write off.

Further, after a review of case notes, the collections officer raised an impairment of loan receivables for those loans aged more than 60 days.

b. Employee benefits

For the purpose of measurement, AASB 119: *Employee Benefits* defines obligation for short-term employee benefits as obligations expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service. As DirectMoney expects that all of its employees would use all of their annual leave entitlements earned during a reporting period before 12 months after the end of the reporting period, the directors consider that obligations for annual leave entitlements satisfy the definition of short-term employee benefits and therefore, can be measured at the (undiscounted) amounts expected to be paid to employees when the obligations are settled.

APPENDIX B – UPDATED INVESTIGATING ACCOUNTANTS REPORT

As referred to in Section 1 of the Schedule, the following document replaces Section 9 of the Prospectus.

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GPO Box 5099 Melbourne VIC 3001
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The Directors
Basper Limited (to be renamed DirectMoney Limited)
Suite 25
145 Stirling Highway
Nedlands WA 6009
Australia

25 June 2015

Dear Directors

INVESTIGATING ACCOUNTANT'S REPORT

Introduction

BDO East Coast Partnership (BDO) has been engaged by Basper Limited (to be renamed DirectMoney Limited) (the Company) to prepare this Investigating Accountant's Report (Report) in relation to certain financial information of the Company in connection with the Company's proposed acquisition of 100% of the issued share capital of DirectMoney Pty Ltd (DMPL), the issue of fully paid ordinary shares in the Company to raise a maximum of $15.0 million and re-listing of the Company on the Australian Securities Exchange, for inclusion in a supplementary prospectus proposed to be issued on or about 25 June 2015 (Prospectus).

Unless stated otherwise in this Report, expressions defined in the Prospectus have the same meaning in this Report.

This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the financial information to which it relates for any purpose other than that for which it was prepared.

Scope

You have requested BDO to perform a limited assurance engagement in relation to the pro forma historical information described below and disclosed in the Prospectus.

The pro forma historical financial information is presented in the Prospectus 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 following pro forma historical financial information (the "Pro Forma Historical Financial Information") included in the Prospectus:

- the pro forma historical Statement of Financial Position as at 31 December 2014.

The Pro Forma Historical Financial Information has been derived from the historical financial information of the Company and DMPL, after adjusting for the effects of pro forma adjustments described in section 8.6 of the Prospectus. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the event(s) or transaction(s) to which the pro forma adjustments relate, as described in section 8.2 of the Prospectus, as if those event(s) or transaction(s) 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 or DMPL's actual or prospective financial position, financial performance, and/or cash flows.

The Pro Forma Historical Financial Information has been compiled by the Company to illustrate the impact of the event(s) or transaction(s) described in Section 8.6 of the Prospectus on the Company's financial position as at 31 December 2014. As part of this process, information about the Company and DMPL's financial position has been extracted by the Company from the Company and DMPL's financial statements for the six month period ended 31 December 2014.

The financial statements of the Company for the six month period ended 31 December 2014 were reviewed by RSM Bird Cameron Partners in accordance with the Australian Auditing Standards. RSM Bird Cameron issued an unqualified review opinion in respect of these financial statements, with an emphasis of matter paragraph regarding the fact there is a material uncertainty regarding the ability for the Company to continue as a going concern in the event the Acquisition and Offer do not proceed. The financial statements of DMPL for the six month period ended 31 December 2014 were audited by BDO in accordance with the Australian Auditing Standards, who have issued an unqualified audit opinion in respect of these financial statements.

Directors' Responsibility

The directors of the Company are responsible for the preparation and presentation of the 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 Pro Forma Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Our Responsibility

Our responsibility is to express limited assurance conclusions on the Pro Forma Historical Financial Information, based on our limited assurance engagement. 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*.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement 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 a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

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

Conclusions

Pro Forma Historical Financial information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information, as described in section 8.6 of the Prospectus, comprising:

- the pro forma historical Statement of Financial Position as at 31 December 2014;

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in sections 8.2 and 8.6 of the Prospectus.

SUBSEQUENT EVENTS

Apart from the matters dealt with in this Report, and having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no material transaction or event outside of the ordinary business of the Company and DMPL not described in the Prospectus, has 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.

INDEPENDENCE

BDO is a member of BDO International Ltd. BDO does not have any interest in the outcome of the proposed acquisition other than in connection with the preparation of this Report and participation in due diligence procedures, for which professional fees will be received.

GENERAL ADVICE WARNING

This Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in this Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs.

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.

BDO has consented to the inclusion of this Report in the Prospectus in the form and context in which it is included. At the date of this Report this consent has not been withdrawn. However, BDO has not authorised the issue of the Prospectus. Accordingly, BDO makes no representation regarding, and takes no responsibility for, any other statements or material in or omissions from the Prospectus.

Yours faithfully

Greg Ellis
Partner

APPENDIX C – AUDITED FINANCIAL STATEMENTS OF DIRECTMONEY PTY LTD FOR THE SIX MONTH PERIOD ENDED 31 DECEMBER 2014

As referred to in Section 1 of the Schedule, the following document is a copy of the audited statutory financial statements of DirectMoney Pty Ltd for the six month period ended 31 December 2014.

DirectMoney Pty Ltd and its Subsidiaries

Consolidated Audited Financial Statements

For the Half Year ended 31 December 2014

CONTENTS

CONSOLIDATED FINANCIAL STATEMENTS

DirectMoney Pty Ltd and its Subsidiaries

Consolidated Statement of Profit or Loss and Other Comprehensive Income
for Half Year ended 31 December 2014

	Note	Consolidated Entity 1 July 2014 to 31 December 2014 $
Revenue	2	70,586
Other income		4,395
Employee benefits expense		(300,155)
Depreciation and amortisation expenses		(200)
Finance costs		(28,927)
Other expenses		(1,827,131)
Loss before income tax	3	(2,081,432)
Income tax expense		-
Loss after income tax from continuing operations		(2,081,432)
Net loss for Half Year ended 31 December 2014		(2,081,432)
Other comprehensive income		
Items that will not be reclassified to profit or loss		-
Items that will be reclassified to profit or loss		-
Other comprehensive income for Half Year ended 31 December 2014, net of tax		-
Total comprehensive income for Half Year ended 31 December 2014		(2,081,432)

The above Consolidated Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes.

CONSOLIDATED FINANCIAL STATEMENTS

DirectMoney Pty Ltd and its Subsidiaries

Consolidated Statement of Financial Position
as at 31 December 2014

	Note	Consolidated Entity 31 December 2014 $
CURRENT ASSETS		
Cash and cash equivalents		563,226
Loan receivables	4	610,042
Trade and other receivables	5	55,289
Other assets	6	18,743
Total Current Assets		**1,247,300**
NON-CURRENT ASSETS		
Loan receivables	4	2,510,170
Property, plant and equipment	7	4,056
Total Non-Current Assets		**2,514,226**
TOTAL ASSETS		**3,761,526**
CURRENT LIABILITIES		
Trade and other payables	8	177,621
Interest-bearing liabilities	9	2,000,000
Provisions	10	11,438
Convertible notes	11	2,005,169
Total Current Liabilities		**4,194,228**
TOTAL LIABILITIES		**4,194,228**
NET LIABILITIES		**(432,702)**
EQUITY		
Contributed equity	12	4,006,746
Accumulated losses		(4,439,448)
TOTAL EQUITY		**(432,702)**

The above Consolidated Statement of Financial Position should be read in conjunction with the accompanying notes.

DirectMoney Pty Ltd and its Subsidiaries

Consolidated Statement of Changes in Equity for Half Year ended 31 December 2014

	Note	Contributed equity $	Accumulated Losses $	Total equity $
At 30 June 2014		**2,798,031**	**(2,358,016)**	**440,015**
Total comprehensive income for the period				
Loss for the half-year		-	(2,081,432)	(2,081,432)
Other comprehensive income				
Total comprehensive income for the half-year		-	(2,081,432)	(2,081,432)
Transactions with owners in their capacity as owners				
Issue of share capital	12	1,208,715	-	1,208,715
		1,208,715	-	1,208,715
At 31 December 2014		**4,006,746**	**(4,439,448)**	**(432,702)**

The above Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying notes.

CONSOLIDATED FINANCIAL STATEMENTS

DirectMoney Pty Ltd and its Subsidiaries

Consolidated Statement of Cash Flows
for Half Year ended 31 December 2014

	Note	Consolidated Entity 1 July 2014 to 31 December 2014 $
CASH FLOWS FROM OPERATING ACTIVITIES		
Repayments from customers		100,943
Payments to suppliers and employees		(788,842)
Loans to customers		(3,776,900)
Interest received		4,395
Interest and other costs of finance paid		(17,637)
Net cash outflow from operating activities		(4,478,041)
CASH FLOWS FROM INVESTING ACTIVITIES		
Net cash (outflow)/inflow from investing activities		-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of shares		785,239
Proceeds from convertible notes		1,925,258
Proceeds from borrowings		2,000,000
Repayment of borrowings		(10,000)
Net cash inflow from financing activities		4,700,497
NET INCREASE IN CASH HELD		222,456
Net cash at beginning of period		340,770
NET CASH AT END OF PERIOD		563,226

The above Consolidated Statement of Cash Flows should be read in conjunction with the accompanying notes.

Note 1: Summary of Significant Accounting Policies

The directors have prepared the financial statements on the basis that the company is a non-reporting entity because there are no users dependent on general purpose financial statements. The financial statements are therefore special purpose financial statements that have been prepared in order to meet the requirements of the Directors.

Going Concern

The financial statements have been prepared on a going concern basis and the directors have noted that the ability of the entity to continue as a going concern is based on the following:

- Additional funding has been raised following 31 December 2014 via issue of ordinary shares totalling \$2.1m and convertible notes of \$500,000.
- As part of the Initial Public Offering (IPO) for listing on the ASX, the entity estimates to raise \$15m in equity, of which \$10m has been fully underwritten without condition and to date \$14m has been committed.
- In June 2015 the unlisted investment company DirectMoney Marketplace Ltd (DMM), a fully owned subsidiary of DirectMoney Pty Ltd (DM) issued \$2,000,000 in secured convertible notes. These notes are convertible to equity on the successful listing of DMM on or before 15th December 2015. If the listing does not proceed on that date the convertible notes will be redeemed from the principal repayments received from the portfolio of loans securing the notes. DMM purchased \$2,000,000 in loans from DM on 22nd June 2015. On the same day DM used these proceeds to repay the outstanding \$2,000,000 secured note.

In addition to the above and only if required, management have the continued support of the initial principal investor.

These interim financial statements for the half-year reporting period ended 31 December 2014 have been prepared in accordance with the significant accounting policies disclosed below, which the directors have determined are appropriate to meet the requirements of the prospectus. Such accounting policies are consistent with the previous period unless stated otherwise.

The financial statements have been prepared on an accruals basis and are based on historical costs unless otherwise stated in the notes. The accounting policies that have been adopted in the preparation of the statements are as follows:

(a) Income Tax

The income tax expense (revenue) for the year comprises current income tax expense (income). The company does not recognise deferred tax assets or liabilities. Tax assets are only recognised when it is probable that future profits will be generated to utilise such tax losses.

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

(b) Property, Plant and Equipment

All property, plant and equipment except for freehold land and buildings are initially measured at cost and are depreciated over their useful lives on a straight-line basis. Depreciation commences from the time the asset is available for its intended use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The useful lives used for each class of depreciable assets are as follows:

Class of Asset	Useful Life
Plant and equipment	5-20 years
Leased plant and equipment	10 years

(b) Property, Plant and Equipment (continued)

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount. Freehold land and buildings are carried at their recoverable amounts, based on periodic, but at least triennial, valuations by the directors. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have not been discounted in determining recoverable amounts.

(c) Leases

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are recognised as expenses in the periods in which they are incurred on a straight line basis.

(d) 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 purchase or sell the asset (i.e. trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transactions costs except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are recognised as expenses in profit or loss immediately.

Classification and subsequent measurement

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest method, or cost. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Amortised cost is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between the initial amount and the maturity amount calculated using the *effective interest method.*

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying amount with a consequential recognition of an income or expenses item in profit or loss.

The company does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of Accounting Standards specifically applicable to financial instruments.

a. *Financial assets at fair value through profit or loss*
   Financial assets are classified at "fair value through profit or loss" when they are held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying amount being included in profit or loss.

b. *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. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

(d) Financial Instruments (continued)

c. *Financial liabilities*
Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

Impairment

At the end of each reporting period, the company assesses whether there is objective evidence that a financial asset has been impaired. A financial asset (or group of financial assets) is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events (a "loss event") having occurred which has an impact on the estimated future cash flows of the financial asset(s).

In the case of financial assets carried at amortised cost, loss events may include: indications that the debtors or a group of debtors are experiencing significant financial difficulty, default or delinquency in interest or principal payments; indications that they will enter bankruptcy or other financial reorganisation; and changes in arrears or economic conditions that correlate with defaults.

For financial assets carried at amortised cost (including loans and receivables), a separate allowance account is used to reduce the carrying amount of financial assets impaired by credit losses. After having taken all possible measures of recovery, if management establishes that the carrying amount cannot be recovered by any means, at that point the written-off amounts are charged to the allowance account or the carrying amount of impaired financial assets is reduced directly if no impairment amount was previously recognised in the allowance account.

When the terms of financial assets that would otherwise have been past due or impaired have been renegotiated, the company recognises the impairment for such financial assets by taking into account he original terms as if the terms have not been renegotiated so that the loss events have occurred are duly considered.

Derecognition

Financial assets are derecognised when the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised when the related obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability extinguished or transferred to another party and the fair value or consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

Fraud Attacks

As a lending business, DirectMoney faces the risk of borrower fraud. From October 2014 to December 2014, DirectMoney wrote off $392,971.47 worth of bad debts, which were substantially the result of an attack by a ring of fraudulent loan applicants using sophisticated forgeries of bank statements and identity documents. DirectMoney subsequently implemented comprehensive anti-fraud measures in November 2014, such as photo ID and independent employer checks, and has not experienced any losses due to fraud from that time until May 2015. The company has found no evidence of internal fraud or collusion with fraudulent applicants by its staff. It is the company's policy is to write off fraudulent loans immediately on discovery.

(e) Trade and Other Receivables

Trade receivables are recognised initially at cost and are subsequently measured at cost less any provision for impairment.

At the end of each reporting period, the carrying amounts of trade and other receivables are reviewed to determine whether there is any objective evidence that the amounts are not recoverable. A provision for impairment is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

(f) Impairment of Assets

At the end of each reporting period, property, plant, and equipment, intangible assets and investments are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset (or group of related assets) is estimated and compared with its carrying amount. The recoverable amount is the higher of the asset's fair value less costs to sell and the present value of the asset's future cash flows discounted at the expected rate of return. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount and an impairment loss is recognised immediately in profit or loss.

(g) Provisions

Provision is made for the company's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits have been measured at the nominal amounts expected to be paid when the liability is settled, plus any related on-costs. Annual leave has been recognised within the provision liability. Considering all employees' years of service at reporting date is less than five years, long service leave has not been recognised in the provision liability.

(h) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the Statement of Financial Position.

(i) Revenue and Other Income

Revenue is measured at the value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed. For this purpose, deferred consideration is not discounted to present values when recognising revenue.

Interest revenue is recognised using the effective interest rate method, which, for floating rate financial assets, is the rate inherent in the instrument. Dividend revenue is recognised when the right to receive a dividend has been established.

The loan establishment fees are deferred and recognised as an adjustment to the effective interest rate as these fees are an integral part of generating an involvement with the resulting financial instrument.

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

(j) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the Statement of Financial Position.

Cash flows are presented in the Statement of Cash Flows on a gross basis, except for the GST components of investing and financing activities, which are disclosed as operating cash flows.

(k) 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 remain unpaid. The balance is recognised as a current liability at their transaction price. They are subject to normal credit terms (30-60 days) and do not bear interest.

(l) Contributed Equity

Ordinary shares are recognised as equity at the amount paid up per ordinary share, net of directly attributable issue costs.

(m) Functional and Presentation Currency

The functional and presentation currency of the financial statements is in Australian dollars.

(n) Critical Accounting Estimates and Judgments

The directors evaluate estimates and judgments incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the company.

Key Estimates

There are no estimations factored into the financial statements.

Key Judgments

Write-off and impairment of loan receivables

The company's experienced collections officer has performed a loan-by-loan assessment of all loan receivables at reporting date.

The collections officer's judgment, supported by detailed case notes outlining interactions with the delinquent borrowers, deemed part of the loan receivables as unrecoverable. An appropriate bad debt expense was raised to reflect this write off.

Further, after a review of case notes, the collections officer raised an impairment of loan receivables for those loans aged more than 60 days.

Employee benefits

For the purpose of measurement, AASB 119: *Employee Benefits* defines obligation for short-term employee benefits as obligations expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service. As the company expects that all of its employees would use all of their annual leave entitlements earned during a reporting period before 12 months after the end of the reporting period, the directors consider that obligations for annual leave entitlements satisfy the definition of short-term employee benefits and therefore, can be measured at the (undiscounted) amounts expected to be paid to employees when the obligations are settled.

Note 2: Revenue

	$
Effective interest income on financial assets	70,279
Other fees from financial assets	307
	70,586

Note 3: Loss from Ordinary Activities

Loss from ordinary activities before income tax has been determined after:

Expenses:	$
Depreciation of Property, Plant and Equipment	200
Loss on disposal of assets	6,875
Interest expense on secured notes	28,927
Other Income:	
Interest on cash at bank	4,395

Note 3: Loss from Ordinary Activities (continued)

Significant Expenses:

The following significant expense items are relevant in explaining the financial performance:

Doubtful debt expense	204,375
Bad debt expense	392,971
General legal expenses	216,100
Online marketing expenses	212,377

Note 4: Loan Receivables

CURRENT	$
Loan receivables	644,640
Less provision for impairment of receivables	(34,598)
	610,042
NON-CURRENT	
Loan receivables	2,679,947
Less provision for impairment of receivables	(169,777)
	2,510,170

Loan receivables comprise of unsecured personal loans between $5,000 to $35,000 with an interest rate range between 8.75% to 22.75%. The unsecured personal loans are repayable within the ranges of 3 to 5 years.

Note 5: Trade and Other Receivables

CURRENT	$
Accrued interest on loan receivables	28,986
Other receivable	26,303
	55,289

Note 6: Other Assets

CURRENT	$
Prepayments	6,183
Deposits paid	12,560
	18,743

Note 7: Property, Plant and Equipment

	$
Plant and equipment, at cost	4,256
Less: accumulated depreciation	(200)
	4,056

Note 8: Trade and Other Payables

	$
Trade creditors	134,991
Sundry creditors	9,526
Superannuation payable	14,156
Other taxes payable	7,658
Accrued expenses	11,290
	177,621

Note 9: Interest Bearing Liabilities

	$
Secured note	2,000,000

Interest is payable monthly at an annual rate of 10 percent. It is secured against loan receivable balances (note 4).

Note 10: Provisions

	$
Employee benefits	11,438

Provision for employee benefits represent amounts accrued for annual leave.

Note 11: Convertible Notes

These convertible notes were issued to fund loans onto the company's balance sheet. The holders have recourse to the loans. No coupon is payable until 30 June 2015 after which a coupon of 9% is payable if the company has not listed at that date.

Note 12: Contributed Equity

	$
252,138,907 fully paid ordinary shares	4,006,746
At the beginning of the reporting period	2,798,031
8,819,521 shares issued in October 2014	250,000
18,331,346 shares issued in November 2014	923,477
4,500,000 shares issued in December 2014	35,238
At the end of the reporting period	4,006,746

Ordinary shares participate in dividends and the proceeds of winding up the parent entity in proportion to the number of shares held.

At the shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

Note 13: Capital and Leasing Commitments

a. Finance Lease Commitments

There are no finance lease commitments.

b. Operating Lease Commitments

Non-cancellable operating leases contracted for but not recognised in the financial statements

Payable - minimum lease payments:

		$
i)	Not later than 12 months	106,700
ii)	Between 12 months and five years	69,507
iii)	Later than five years	-
		176,207

The company has two property leases.

The first property lease is a non-cancellable lease with a two year term from 21 July 2014, with rent payable monthly in advance. Contingent rental provisions within the lease agreement require that the minimum lease payments shall be increased by reference to the CPI.

The second property lease is a non-cancellable lease with a term of 15 months and 13 days from 7 April 2015. Rent is payable monthly in advance.

c. Capital Expenditure Commitments

There are no capital expenditure commitments.

Note 14: Contingent Liabilities

The directors have reported no contingent liabilities.

Note 15: Subsequent Events Disclosure - Events after the Reporting Date

Since 31 December 2014, the company has issued further ordinary shares totalling $2.1 million and convertible notes of $500,000, of which only $2m was on lent to customers.

The company has set up a retail personal loan fund and an unlisted investment company for the purpose of selling shares and units going forward.

In June 2015 the unlisted investment company DirectMoney Marketplace Ltd (DMM), a fully owned subsidiary of DirectMoney Pty Ltd (DM) issued $2,000,000 in secured convertible notes. These notes are convertible to equity on the successful listing of DMM on or before 15th December 2015. If the listing does not proceed on that date the convertible notes will be redeemed from the principal repayments received from the portfolio of loans securing the notes. DMM purchased $2,000,000 in loans from DM on 22nd June 2015. On the same day DM used these proceeds to repay the outstanding $2,000,000 secured note.

In June 2015 the company commenced its Initial Public Offering for listing on the ASX, which is estimated to raise around $15 million in share capital, of which $10m has been fully underwritten and to date approximately $14m has been committed.

In the period from January 2015 to May 2015 the loan book movements were as follows:

DirectMoney Group - Loan Book Movements			
January to April 2015		**January to May 2015**	
December 2014 Closing Balance	$ 3,324,586.56	December 2014 Closing Balance	$ 3,324,586.56
Loan Establishment Fee Write-back	$ 135,823.00	Loan Establishment Fee Write-back	$ 135,823.00
Add New Loans:		**Add New Loans:**	
Jan-15	$ 584,515.00	Jan-15	$ 584,515.00
Feb-15	$ 1,208,000.00	Feb-15	$ 1,208,000.00
Mar-15	$ 542,575.00	Mar-15	$ 542,575.00
Apr-15	$ 50,225.00	Apr-15	$ 50,225.00
		May-15	$ 17,575.00
Less Repayments:		**Less Repayments:**	
Jan-15	-$ 49,784.61	Jan-15	-$ 49,784.61
Feb-15	-$ 75,490.80	Feb-15	-$ 75,490.80
Mar-15	-$ 103,324.67	Mar-15	-$ 103,324.67
Apr-15	-$ 110,289.80	Apr-15	-$ 110,289.80
		May-15	-$ 147,409.65
		Less Loan Sales:	
		DMPL	-$ 123,695.41
		Credit Corp	-$ 10,467.36
April 2015 Closing Balance	**$ 5,506,834.68**	**May 2015 Closing Balance**	**$ 5,242,837.26**

The reduction in new loans in April 2015 and May 2015 reflects a lack of available funding in the Loan Warehouse to write new loans to borrowers during that period. As referred to in the Prospectus and further below, the purpose of the capital raising is principally to raise funding for the Loan Warehouse, which can be used to write new loans to borrowers.

Note 15: Subsequent Events Disclosure - Events after the Reporting Date (continued)

The loan book balance is based on an internal management definition that includes establishment fees owing by borrowers to DirectMoney (not included under formal accounting standards) and doubtful loans which may be collectible.

The Directors of the company are not aware of any recent unusual material events such as new fraud attacks or significant credit deterioration across the loan portfolio.

Appendix

CONSOLIDATED FINANCIAL STATEMENTS

DirectMoney Pty Ltd and its Subsidiaries

Declaration by Directors

(a) The financial statements and notes set out on pages 2 to 15:

  (i) comply with Accounting Standard AASB 134 *Interim Financial Reporting* ; and
  (ii) give a true and fair view of the consolidated entity's financial position as at 31 December 2014 and of its performance for the half-year ended on that date.

(b) In the directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and behalf of the directors by:

David Doust
Director

SYDNEY
23 June 2015

Tel: +61 2 9251 4100
Fax: +61 2 9240 9821
www.bdo.com.au

Level 11, 1 Margaret St
Sydney NSW 2000

Australia

INDEPENDENT AUDITOR'S REPORT

To the members of DirectMoney Pty Limited

Report on the Financial Report

We have audited the accompanying financial report, being a special purpose financial report of DirectMoney Pty Limited, which comprises the consolidated statement of financial position as at 31 December 2014, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the six-month period then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the reporting period's end or from time to time during the financial reporting period.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation and fair presentation of the financial report, and have determined that the basis of preparation described in Note 1 is appropriate to meet the needs of the members. The directors' responsibility also includes such internal control as the directors determine is necessary to enable the preparation and fair presentation of a financial report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

BDO

Independence

In conducting our audit, we have complied with the independence requirements of the Australian professional accounting bodies.

Opinion

In our opinion the financial report presents fairly, in all material respects, the financial position of DirectMoney Pty Limited and its subsidiaries (the consolidated entity) as at 31 December 2014, and its financial performance and its cash flows for the period then ended in accordance with Australian Accounting Standards to the extent described in Note 1.

Basis of accounting

Without modifying our opinion, we draw attention to Note 1 to the financial report, which describes the basis of accounting. The financial report has been prepared for the purpose of fulfilling the requirements of the members. As a result, the financial report may not be suitable for another purpose.

BDO East Coast Partnership

BDO

Craig Maxwell

Craig Maxwell
Partner

Sydney, 23 June 2015

APPENDIX D – REPORT ON DIRECTMONEY LOAN BOOK

As referred to in Section 4 of the Schedule, the following document is a copy of a report on the outcome of procedures undertaken on the DirectMoney loan book for the period 1 January 2015 to 31 May 2015.

Tel: +61 2 9251 4100
Fax: +61 2 9240 9821
www.bdo.com.au

Level 11, 1 Margaret St
Sydney NSW 2000

Australia

The Directors

DirectMoney Pty Limited

Suite 31, Level 8

58 Pitt Street

Sydney NSW 2000

25 June 2015

To the Directors

AGREED UPON PROCEDURES - REPORT OF FACTUAL FINDINGS

We have performed the procedures agreed with you pursuant to the terms of the engagement to report factual findings for the purpose of assisting you in assessing, in combination with other information obtained by you, the accuracy of the customer loan book held by DirectMoney Pty Limited as at 31 May 2015. The procedures performed are detailed in the terms of the engagement of 19 June 2015 and are described below with respect to the customer loan book of DirectMoney Pty Limited as at 31 May 2015.

Director's responsibility for the procedures agreed

The Directors are responsible for the adequacy or otherwise of the procedures agreed to be performed by us. You are responsible for determining whether the factual findings provided by us, in combination with any other information obtained, provide a reasonable basis for any conclusions which you or other intended users wish to draw on the subject matter.

Assurance Practitioner's responsibility

Our responsibility is to report factual findings obtained from conducting the procedures agreed. We conducted the engagement in accordance with Standard on Related Services ASRS 4400 *Agreed-Upon Procedures Engagements to Report Factual Findings*. We have complied with ethical requirements equivalent to those applicable to Other Assurance Engagements, including independence.

Because the agreed-upon procedures do not constitute either a reasonable or limited assurance engagement in accordance with AUASB standards, we do not express any conclusion and provide no assurance on the customer loan book of DirectMoney Pty Limited as at 31 May 2015. Had we performed additional procedures or had we performed an audit or a review of the customer loan book in accordance with AUASB standards, other matters might have come to our attention that would have been reported to you.

Factual findings

The procedures were performed solely to assist you in evaluating the accuracy of the customer loan book for the period covering 1 January 2015 to 31 May 2015 (relevant period), as disclosed in Note 15 to the audited consolidated financial statements for the half year ended 31 December 2014.

The procedures performed on the customer loan book at 31 May 2015 and the factual findings obtained are as follows:

Procedures performed	Factual findings	Errors or exceptions identified
1. Obtain a copy of the customer loan book for the relevant period, check the arithmetic accuracy of the listing and agree amounts to the general ledger, investigating any large or unusual reconciling items.	We found that the total per the loan books agreed to the general ledger without exception and confirmed the arithmetical accuracy of the loan books themselves, without issue.	None noted.
2. Perform analytical review procedures on movements in the loan book over the relevant period, considering new loans issued, repayments and interest charged, investigating any large or unusual items.	We found that the gross value of the loans increased by $2.4m, financed by the additional equity raised during the period. Effective interest on the loan book remained at an average rate of 22% per annum. We found that management do not update their provision for doubtful debts in the management accounts on a monthly basis. This process was completed on a total basis as at 31 May 2015 and is detailed further per point 4 below.	None noted.
3. Sample test the population of new loans issued during the relevant period, agreeing gross loan amounts to signed contracts, confirm repayments to bank statements and ensure amounts accurately reflected in the loan book, including split between current and non-current.	We found that during the period 118 new loans were issued, of which we tested a sample of 58. All loans tested were agreed to signed loan contracts and all relevant details were agreed to the loan book, without exception.	None noted.

Procedures performed	Factual findings	Errors or exceptions identified
	We found that of the 58 customer contracts tested 4 had missed 2 or more monthly repayments. These were considered further as part of our work on doubtful debts and are detailed further per point 4 below. We found that during the period repayments totalled $482,969, of which we tested $81,185 across 18 customer contracts. All amounts were agreed to bank statements and found to be in line with contracted repayment terms. We found that management do not update their management accounts monthly to split loans between current and non-current. This process was completed on a total basis as at 31 May 2015, no issues were noted.	
4. Discuss with management assumptions applied in calculating provision for doubtful debts and on a sample basis consider adequacy of provision for doubtful debts in light of customer payment history, post balance sheet receipts and customer correspondence.	We found that of the loan book outstanding at 31 May 2015, accounts totalling $790,428 had 2 or more instalments outstanding, of which $340,031 related to the December 2014 loan book and had been written off in full. In addition to this $220,165 has been provided for as at 31 May 2015. Of the remaining $230,232 we sample tested 11 customer accounts covering $199,457 of outstanding loans. We found that for each customer there was evidence of ongoing communication, alternative arrangements made for payment and/or further payments made on part or all of the balance in June 2015.	None noted.

Internal control

As statutory auditors of DirectMoney Pty Limited for the 6 month period ended 31 December 2014 and as detailed in our audit engagement letter dated 1 June 2015, we consider internal control relevant to the Company's preparation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

In conducting the procedures above no additional work has been performed in relation to the internal controls of DirectMoney Pty Limited.

Restriction on distribution and use of report

This report is intended solely for the use of DirectMoney Pty Limited and its Directors for the purpose set out above. As the intended user of our report, it is for you and other intended users to assess both the procedures and our factual findings to determine whether they provide, in combination with any other information you have obtained, a reasonable basis for any conclusions which you wish to draw on the subject matter. As required by ASRS 4400, distribution of this report is restricted to those parties that have agreed the procedures to be performed with us and other intended users identified in the terms of the engagement (since others, unaware of the reasons for the procedures, may misinterpret the results). Accordingly, we expressly disclaim and do not accept any responsibility or liability to any party other than the Directors of DirectMoney Pty Limited for any consequences of reliance on this report for any purpose.

BDO East Coast Partnership

BDO

Craig Maxwell

Craig Maxwell
Partner

Sydney, 25 June 2015

Basper Limited (to be renamed DirectMoney Limited)

ABN 80 004 661 205

SUPPLEMENTARY PROSPECTUS APPLICATION FORM

This Application Form is important. If you are in doubt as to how to deal with it, please contact your stockbroker or professional adviser without delay. You should read the entire Prospectus and Supplementary Prospectus carefully before completing this Application Form. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Supplementary Prospectus.

A I/We apply for

Number of Shares at $0.20 per Share.
Applications must be for a minimum of 10,000 Shares ($2,000) and thereafter in multiples of 500 Shares ($100).

B I/We lodge full Application Money

A$.

C Individual/Joint applications - refer to naming standards overleaf for correct forms of registrable title(s)

Title or Company Name Given Name(s) Surname

Joint Applicant 2 or Account Designation

Joint Applicant 3 or Account Designation

D Enter the postal address - include State and Postcode

Unit Street Number Street Name or PO Box/Other information

City/Suburb/Town State Postcode

E Enter your contact details

Contact Name

Telephone Number - Business Hours

( )

F CHESS Participant

Holder Identification Number (HIN)

X

Please note that if you supply a CHESS HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESS, your application will be deemed to be made without the CHESS HIN, and any Shares issued as a result of the Offer will be held on the Issuer Sponsored subregister.

G Payment details - Please note that funds are unable to be directly debited from your bank account

Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
				A$

Make your cheque, money order or bank draft payable to "DirectMoney Limited"

By submitting this Application Form:

- I/we declare that this application is complete and lodged according to the Prospectus and Supplementary Prospectus, and any other relevant supplementary or replacement Prospectus, and the declarations/statements on the reverse of this Application Form,
- I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate, and
- I/we agree to be bound by the Constitution of Basper Limited

See overleaf for completion guidelines ➔

How to complete this form

A Shares Applied For
Enter the number of Shares you wish to apply for. Applications for Shares must be for a minimum of 10,000 Shares and thereafter in multiples of 500 Shares and payment must be made in full at the issue price of $0.20 per Share.

B Application Monies
Enter the amount of Application Monies. To calculate the amount, multiply the number of Shares by the issue price of $0.20 per Share. The minimum amount of Application monies is $2,000 and thereafter in multiples of $100. Applications for less than the minimum amount may be rejected.

C Applicant Name(s)
Enter the full name you wish to appear on the register of Shares and statement of shareholding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHESS) participants should complete their name identically to that presently registered in the CHESS system.

D Postal Address
Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E Contact Details
Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this application.

F CHESS
The Company participates in CHESS. If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold Shares allotted to you under this Application on the CHESS Subregister, enter your CHESS HIN. Otherwise, leave this section blank and on allotment, you will be sponsored by the Company and allocated a Securityholder Reference Number (SRN).

G Payment
Make your cheque, money order or bank draft payable to **"DirectMoney Limited"** in Australian currency and cross it **'Not Negotiable'**. Your cheque, money order or bank draft must be drawn on an Australian Bank.
Complete the cheque details in the boxes provided. The total amount must agree with the amount shown in box B. **Please note that funds are unable to be directly debited from your bank account.**
Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected.
Paperclip (do not staple) your cheque(s) to the Application Form. Cash will not be accepted. No receipt for payment will be forwarded to Applicants.

Before completing the Application Form the Applicant(s) should read the Prospectus and Supplementary Prospectus to which this Application relates. By lodging the Application Form, the Applicant agrees that this Application for Shares in Basper Limited is upon and subject to the terms of the Prospectus, Supplementary Prospectus and the Constitution of Basper Limited, agrees to take any number of Shares that may be allotted to the Applicant(s) pursuant to the Prospectus and Supplementary Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received by Basper Limited by no later than 5:00pm AEST on 26 June 2015. You should allow sufficient time for this to occur. Return the Application Form with cheque(s) attached to:
DirectMoney Capital Raising
Computershare Investor Services Pty Limited
GPO Box 52, Melbourne, Victoria 3001
Neither Computershare Investor Services Pty Limited (CIS) nor Basper Limited accepts any responsibility if you lodge the Application Form at any other address or by any other means. If you have any enquiries concerning your application, please contact the company's share registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Privacy Statement

Personal information is collected on this form by CIS for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, Basper Limited may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf or to third parties upon direction by Basper Limited where related to their administration of your securityholding, or where you have otherwise agreed we may disclose it. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at http://www.computershare.com/au.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold securities. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: Use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund