

TikForce Limited

ACN 106 240 475

Prospectus

For a pro rata non-renounceable entitlement issue on the basis of one (1) New Share for every four (4) existing Shares held at an issue price of \$0.05 per New Share and one (1) free attaching Option for every two (2) New Shares.

The Offer will raise up to \$1,697,094 (before expenses).

The Offer is fully underwritten by CPS Capital Group Pty Ltd

The Offer closes at 5.00pm WST on Tuesday 6 December 2016.

This Prospectus has also been prepared for the offer of 10,000,000 Options (Options Offer) and for the purpose of Section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares and Options issued by the Company prior to the Closing Date.

Important Notice

This is an important document and should be read in its entirety.
This Prospectus is a transaction-specific prospectus issued in accordance with Section 713 of the Corporations Act 2001. If you have any queries about any part of the Prospectus, please contact your professional adviser without delay.

The Securities offered by this Prospectus should be considered speculative.

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IMPORTANT INFORMATION

This Prospectus is dated 16 November 2016 and was lodged with ASIC on that date. Neither ASIC nor ASX, nor any of their officers, take any responsibility for the contents of this Prospectus.

No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. An application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the New Shares and Options the subject of this Prospectus.

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to Section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all information that would be included in a prospectus for an initial public offering.

This document is important and it should be read in its entirety. The New Shares and Options to be issued pursuant to this Prospectus should be viewed as a speculative investment and Eligible Shareholders and investors should refer to the Risk Factors affecting the Company set out in Section 2. Eligible Shareholders and investors should consult their stockbroker, solicitor, accountant or other professional adviser if necessary.

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

A copy of this Prospectus can be downloaded from the Company's website at www.tikforce.com. The offer constituted by an electronic version of this Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia. Any Shareholder or Shareholder may obtain a hard copy of this Prospectus by contacting the Company.

A number of terms and abbreviations used in this Prospectus have defined meanings set out in Section 8.

OVERSEAS SHAREHOLDERS

Securities will not be issued pursuant to this Prospectus to Shareholders with a registered address which is outside Australia or New Zealand. This is because the Company has determined that it would be unreasonable to make the Offers under this Prospectus to such Shareholders having regard to the number of Shareholders in the places where the Offers would be made, the number and value of the New Shares and Options that would be offered and the costs of complying with the legal requirements of those places. The distribution of this Prospectus in jurisdictions outside of Australia and New Zealand may be restricted by law and therefore persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the applicable securities law.

This Prospectus does not, and is not intended to, constitute an offer of securities in any jurisdiction where, or to any person to whom, it would be unlawful to make such an offer or issue. This Prospectus has not been, nor will it be lodged, filed or registered with any regulatory authority under the securities laws of any other country.

CPS UNDERWRITING ARRANGEMENTS (Refer to Section 5.4)

The Company has appointed CPS Capital Group Pty Ltd (**CPS**) pursuant to the terms of a corporate mandate (**Mandate**) in relation to the Company's recent placement as announced on 16 November 2016. CPS has also been appointed as underwriter to the Entitlement Issue pursuant to the terms of an underwriting agreement (**Underwriting Agreement**). CPS (or nominees) will receive the following fees for its services in relation to the Placement, and its Underwriter services in relation to the Entitlement Issue:

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- (a) a management fee in relation to the Placement, comprised as follows:
 - (i) a management fee of 8 million Shares in respect of managing the Placement;
 - (ii) a placing fee of 6% of the funds raised under the Placement (being a fee of \$30,000);
 - (iii) a management fee of 12million Performance Rights; and
- (b) an underwriting fee in relation to the Underwriting Agreement, comprised as follows:
 - (i) an underwriting fee of 6% of the funds Underwritten; and
 - (ii) an underwriting fee of 16 million Options (subject to Shareholder Approval).

The material terms and conditions of the Underwriting Agreement are set out in Section 5.4 of this Prospectus.

RISK FACTORS (Refer to sections 1.12 and 2)

Refer to sections 1.12 and 2 for details of the risks associated with an investment in the Company. As with any securities investment, there are risks associated with investing in the Company. Investors should be aware that an investment in the Company involves risks that may be greater than risks associated with an investment in some other companies. The principal risks that could affect the financial and market performance of the Company are detailed in Section 2 of this Prospectus. The Securities on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can be effectively managed is limited.

The following table sets out a summary of transaction specific risks that the Company is exposed to. This list of risks is not exhaustive. Risks of investing in the Company's existing assets and general risks are set out in Section 2 of this Prospectus.

Risk	Description
Competition and new technologies	<p>The industries in which TikForce is involved are subject to increasing domestic and global competition which is fast-paced and fast-changing.</p> <p>While the Company intends to undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company.</p> <p>There is a risk that the Company will not be able to compete in the competitive industries in which it, TikForce or Min-Trak operates. TikForce will be competing against a number of significant global IT companies and other entities for users, user growth, user engagement, advertisements, commercial content and revenue.</p>
Development and marketing risks	<p>By its nature, there is no guarantee that the Company's marketing campaign will be successful and there is no guarantee of whether the Company will generate any revenue or profits.</p> <p>The Company may encounter difficulty in bringing the TikForce Platform to the market and creating market awareness of the brand.</p> <p>Any failure to expand the usage of TikForce's Platform would have an adverse impact on the Company's financial position and financial performance.</p>
Operational and commercialisation risks	<p>There can be no assurance that the Company's businesses will be profitable and/or commercially viable. The Company may not achieve either short or long term profitability and may suffer losses.</p>

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Risk	Description
	This may lead to the Company's financial position and financial performance being adversely affected and the Company's reputation suffering amongst users and customers as well as potential claims for redress.
Intellectual property rights	The Company has not sought protection of its intellectual property by applying for patents or trademarks due to the legal standards relating to the validity, enforceability and scope of protection of intellectual property rights being uncertain. In particular, when the Company seeks to expand its product range in international markets, protection may not be available in any or every country in which the Company may operate.
Reliance on key personnel	The responsibility of overseeing the day to day operations and the strategic management of the Company depends substantially on its key personnel (being Mr Kevin Baum and the Directors at the date of this Prospectus). Loss of key personnel could adversely affect the Company's performance and its financial position.
Contractual risks	The Company is reliant on various contractual arrangements and relationships with third parties. In the event that this contract or other key contracts are breached, terminated, or are not renewed, the business' financial position and the performance of the Company may be detrimentally affected.
Security Breaches	A malicious attack on the Company from external or internal sources could put the integrity and privacy of customers' data and business systems used to run the TikForce Platform at risk.
Reliance on External Technology	<p>The Company does rely on the capacity of external technology utilized by the TikForce products under licence to provide ongoing support for the delivery of their software solutions.</p> <p>The Company recognizes the risk in these areas and will undertake all necessary controls and monitoring of these facilities to ensure that any variation or cancellation of these technologies can be replaced in due course.</p>
Fraud or misleading information from workers	The TikForce Platform and the business of TikForce relies on proof of identity checks being undertaken by Australia Post under the Identity Services Agreement. It also relies on prospective employees or workers swearing a statutory declaration that documentation uploaded onto the TikForce Platform is genuine.

Careful consideration should be given to all matters raised in this Prospectus and the relative risk factors prior to applying for Securities offered for subscription under this Prospectus. Investors should consider the risk factors described above and outlined in more detail in Section 2, together with the information contained elsewhere in this Prospectus, before deciding whether to apply for Securities.

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DIRECTORS' INTERESTS (Refer to Section 5.6)

The direct and indirect interests of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlements under the Offer are set out below.

Director	Shares (Direct & Indirect)	Options (Direct & Indirect)	Voting Power (%)	Entitlement Shares	Entitlement Options	Value of Entitlement Shares (\$)
P Woods*	225,788	Nil	0.17%	56,447	28,223	2,822
I Murie**	146,871	Nil	0.11%	36,717	18,358	1,835
R Berzins***	393,662	Nil	0.30%	98,415	49,207	4,920

Notes:

- * As at the date of this Prospectus, P Woods has expressed his intention is to subscribe for his Entitlement under this Prospectus.
- ** As at the date of this Prospectus, I Murie has expressed his intention is to subscribe for his Entitlement under this Prospectus.
- *** As at the date of this Prospectus, R Berzins has expressed his intention is to subscribe for his full Entitlement under this Prospectus.
- 1. The Constitution of the Company provides that the non-executive Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting to be divided between the Directors as agreed, currently set at \$127,987
- 2. The Company incurred remuneration costs relating to its current and previous Directors of, \$96,810 for the year ended 30 June 2015, \$127,987 for the year ended 30 June 2016. In addition to the above, the Directors' remuneration costs from 1 July 2016 to the date of this Prospectus total approximately \$45,000.
- 3. If a Director, at the request of the Board of Directors, performs extra services, the Company may pay that Director a fixed sum set by the Board of Directors for doing so. Directors are also reimbursed for out of pocket expenses incurred as a result of the directorship or any special duties.
- 4. For the purpose of calculating Entitlement, it is assumed that no Options have been exercised.

SUBSTANTIAL HOLDERS

Based on public information as at the date of this Prospectus, the persons who (together with their associates) have a relevant interest in 5% or more of the Company's securities are set out below:

Shareholder	No. of Shares	%
SilikonRok Pty Ltd	14,178,750	12.05
Kilo Delta Pty Ltd <Baumstein Family A/C>	11,628,168	9.87

In the event all Entitlements are accepted (or the Offer is fully underwritten pursuant to the terms of the Underwriting Agreement) there will be no change to the substantial holders on completion of the Offer.

CORPORATE DIRECTORY

Directors

Peter Woods
(Non Executive Chairman)
Ian Murie
(Non Executive Director)
Roland Berzins
(Non Executive Director)

Company Secretary

Roland Berzins

Registered Office

Suite 4 16 Ord Street
WEST PERTH WA 6005
Telephone: +61 8 9429 2900
Facsimile: +61 8 9486 1011

ASX Code

TKF

Share Registry*

Advanced Share Registry Services
110 Stirling Hwy
NEDLANDS WA 6009
Telephone: +61 8 9389 8033
Facsimile: +61 8 9389 7871

Legal

Nova Legal
Level 2,
50 Kings Park Rd
West Perth WA 6005

Auditor*

Greenwich and Co Audit Pty Ltd
Level 2, 35 Outram Street
West Perth WA 6005

* These parties are included for information purposes only. They have not been involved in the preparation of this Prospectus.

TIMETABLE AND IMPORTANT DATES

Event	Date
Announcement of Entitlements Issue, Appendix 3B and Prospectus (lodgement of Prospectus with ASIC)	Wednesday 16 November 2016
Notice Sent to Security Holders	Wednesday 16 November 2016
Ex Date (date from which securities commence trading without the entitlement to participate in the Offer)	Friday 18 November 2016
Record Date (date for determining entitlements of eligible shareholders to participate in the Offer as at 5:00pm (WST))	Monday 21 November 2016
Prospectus Dispatched to Shareholders (expected date of dispatch of Prospectus, entitlement and acceptance forms)	Tuesday 22 November 2016
Entitlement Issue Opens	Tuesday 22 November 2016
Closing Date* 5pm (WST)	Tuesday 6 December 2016
New Shares and Options quoted on a deferred settlement basis	Wednesday 7 December 2016
ASX Notified of Shortfall and Underwriting	Friday 9 December 2016
Issue Date** Deferred settlement trading ends	Tuesday 13 December 2016
Dispatch Holding Statements**	Wednesday 14 December 2016

**Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion in conjunction with the Underwriter. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the Securities.*

*** Dates are indicative only*

BRIEF INSTRUCTIONS

THE ENTITLEMENT ISSUE

For Eligible Shareholders

What You May Do

The number of New Shares and Options to which you are entitled is shown on the accompanying Entitlement and Acceptance Form. You may:

- Accept your Entitlement in full or part; or
- accept your Entitlement in full and apply for additional shares pursuant to the Shortfall Offer; or
- Allow the whole of the Entitlement to lapse.

If You Wish To Take Up All or Part Of Your Entitlement

Complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out in the form. Forward your completed Entitlement and Acceptance Form, together with your cheque for the amount shown on the form or for such lesser amount as you wish to apply for, so as to reach the Company's Share Registry no later than **5:00pm WST on Tuesday 6 December 2016**. Shareholders should be made aware that their own financial institution may have an earlier cut off time for BPAY payments. By paying by BPAY you will be deemed to have completed an Application Form for the number of Shares subject of your application payment.

Applying for Shortfall Shares

Subject to any restrictions imposed by law, Eligible Shareholders who have subscribed for their entitlements in full may apply for additional New Shares and Options under the Shortfall Offer by completing the section of the Entitlement and Acceptance Form entitled "Shortfall Shares" in accordance with its instructions.

Entitlements Not Taken Up

If you decide not to accept all or part of your Entitlement pursuant to the Entitlement Issue, you are not required to take any action. The New Shares and Options not accepted will form part of the Shortfall.

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CHAIRMAN'S LETTER

Dear Investor

On behalf of the board of Directors of Tikforce Limited (**Company**), I am pleased to present you with this opportunity to participate in the Offer.

The Company has continued to develop the TikForce Platform, which is a suite of software applications and IT systems to support the changing labour market and productivity motivated business environment. The TikForce Platform enables potential workers to sign up and create a profile with validated credentials that they can share with or link to prospective employers. It also enables employers or organisations seeking to engage workers the ability to digitally review proof of identity, and confirm the qualifications, skills and work documents of workers, thereby ensuring a review of relevant credentials and compliance for both employees and employers. The TikForce Platform also enables communication job and task tracking to further provide facts on work productivity and worker suitability.

The Company is seeking to raise approximately \$1,697,094 before costs under the Offer, through the offer of one (1) New Share for every four (4) Shares held at the Record date with one (1) free attaching Option for every two (2) New Shares subscribed under the Offer, which represents approximately 33,941,891 Shares at an issue price of \$0.05 each and approximately 16,970,945 free attaching Options (exercisable at \$0.11 on or before 31 May 2018).

Any shortfall in the subscription under the Entitlement Offer will be placed at the Directors discretion (in conjunction with the Underwriter) at the same issue price of \$0.05 each.

Funds raised from this Entitlement Issue will be applied towards the TikForce business model through marketing and development of the TikForce Platform. The Company's initial focus and aim will be to generate sales in the Australian market. In addition to growing its business organically, the Company will consider opportunities for growth through acquisitions of competitors and complementary businesses both domestically and internationally. An investment in the Company is highly speculative and subject to certain risks, including, but not limited to, those key risks listed above and in Section 2.

I encourage you to read this Prospectus carefully and in its entirety. If you are in any doubt as to the contents of this Prospectus or the Offers, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay.

On behalf of the Board, I am pleased to present this Prospectus to you and invite you to take part in this investment opportunity.

Yours faithfully

Peter Woods OAM
Non-Executive Chairman

SECTION 1 DETAILS OF THE OFFER

1.1 Details of the Entitlement Issue Offer

The Company is making a pro rata non-renounceable entitlement issue on the basis of one (1) New Share at an issue price of \$0.05 per New Share for every four (4) existing Shares held and one (1) free attaching Option for every two (2) New Shares issued under the Offer. The Offer will raise approximately \$1,697,094 (before expenses) such that a maximum of 33,941,891 New Shares will be issued, with 16,970,945 free attaching Options.

The New Shares and Options are being offered to Eligible Shareholders on the basis of Shares held on the Record Date of Monday 21 November 2016. In the calculation of any entitlement, fractions will be rounded down to the nearest whole number.

The New Shares offered pursuant to this Prospectus will rank equally with existing Shares on issue. The full terms and conditions of the New Shares are set out in Section 4.1. The terms and conditions of the free attaching Options are set out in Section 4.2.

The Company has on issue 135,767,564 Shares and 20,450,000 Unlisted Options. Option holders who exercise their Unlisted Options after the date of this Prospectus but prior to the Record Date will be entitled to participate in the Entitlement Issue.

The number of New Shares and attaching Options to which you are entitled as an Eligible Shareholder is shown on the accompanying personalised Entitlement and Acceptance Form.

1.2 Placement Securities and Options Offer

As announced by the Company on 16 November 2016, the Company has completed a placement (**Placement**) of 10,000,000 Shares at an issue price of \$0.05 per Share to raise a total of \$500,000 from sophisticated and institutional investors (within the meaning of the Corporations Act), together with the issue of 8,000,000 Shares to CPS (or nominee) as a fee (**Placement Shares**), together with 10,000,000 free attaching Options exercisable at \$0.11 on or before 31 May 2018 (**Placement Options**) (together, **Placement Securities**).

It is the Company's intention that the Placement Shares will be issued either:

- (a) before the lodgement of this Prospectus with ASIC; or
- (b) after the Opening Date but before the Closing Date of this Prospectus.

The Placement Options will be issued under a separate offer under this Prospectus (**Options Offer**). The Placement Options are free attaching to the Placement Shares. Accordingly, the Options Offer is only open to Placees who have received Placement Shares.

The Placement Securities will be issued to parties who can be issued Securities without the requirement for a disclosure document under section 708 of the Corporations Act (**Placees**). None of these parties are related parties of the Company.

The Company intends to use the funds raised from the Placement in the same manner as the funds raised under the Offer, as set out in Section 3.1.

Accordingly, outside of the Entitlement Issue, a further purpose of the Prospectus is to conduct the Options Offer and to remove any trading restrictions that may have attached to Securities issued by the Company prior to the closing date of the Prospectus (primarily including the Placement Securities).

Generally, section 707(3) of the Corporations Act requires a prospectus to be issued if securities are offered for sale within 12 months after their issue and the issue of those securities was made

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without disclosure (for example, under a prospectus) to investors under Chapter 6D of the Corporations Act.

However, section 708A(11) of the Corporations Act provides an exemption from this general requirement, and accordingly, a sale offer does not need disclosure to investors if:

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

The purpose of this Prospectus is therefore to comply with section 708A(11) and to relieve the Placees and the Company from the obligation to issue a prospectus if the Placees wish to sell any Placement Securities within 12 months of issue. This Prospectus has also been issued to provide information on the Entitlement Offer being made under this Prospectus, of which disclosure is required by the Corporations Act.

1.3 Underwriting

The Offer is fully underwritten by CPS pursuant to the Underwriting Agreement. A summary of the Underwriting Agreement is provided in the Important Information section above. Further, the material terms and conditions of the Underwriting Agreement are set out in Section 5.4.2.

1.4 No Rights Trading

The rights to New Shares and Options under the Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your right to subscribe for New Shares or Options to another party. If you do not take up your Entitlement under the Offer by the Closing Date, the Offer to you will lapse.

1.5 Minimum Subscription

There is no minimum subscription under the Entitlement Issue of Options Offer.

1.6 Opening and Closing Dates

The Entitlement Issue will open for receipt of acceptances on **Tuesday 22 November 2016**.

The Entitlement Issue will close at **Tuesday 6 December 2016**, or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives ASX notice of the change at least 3 Business Days prior to the Closing Date.

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1.7 How to Accept the Entitlement Issue Offer

The number of New Shares and attaching Options to which you are entitled is shown in the accompanying Entitlement and Acceptance Form.

In determining Entitlements, any fractional Entitlement will be rounded down to the nearest whole number.

Acceptance of Entitlement in Full

If you are an Eligible Shareholder and wish to take up **all** of your Entitlement under the Entitlement Issue, please complete the Entitlement and Acceptance Form in accordance with the instructions set out on the reverse of that form.

Application for Shortfall Shares

Eligible Shareholders who take up their Entitlement in full may, in addition to their Entitlement, apply for Shortfall Shares regardless of the size of their present holding, by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form.

Partial Acceptance of Entitlement

If you are an Eligible Shareholder and wish to take up **part** of your Entitlement pursuant to the Entitlement Issue, please complete the Entitlement and Acceptance Form in accordance with the instructions set out on the reverse of that form and insert the number of New Shares and Options for which you wish to accept (being less than your Entitlement as specified on the Entitlement and Acceptance Form).

Acceptance of Terms

All applications for New Shares and Options must be made on the Entitlement and Acceptance Form. Any application will be treated as an offer from the applicant to acquire New Shares and attaching Options on the terms and conditions set out in the Prospectus. The Directors reserve the right to reject any applications for New Securities. Please ensure the completed Entitlement and Acceptance Form and your cheque is received by the Company's Share Registry at:

By delivery	By Post
Tikforce Limited C/- Advanced Share Registry Services 110 Stirling Hwy NEDLANDS WA 6009 Australia	Tikforce Limited C/- Advanced Share Registry Services PO Box 1156 NEDLANDS WA 6909 Australia

Those who elect to pay via cheque, please make the cheque payable to **Tikforce Limited Share Application Account** and cross it 'Not Negotiable'.

Those who elect to pay via BPAY must follow the instructions for BPAY set out in the Entitlement and Acceptance Form. Investors who elect to pay via BPAY will not need to return their completed Entitlement and Acceptance Form.

Completed Entitlement and Acceptance Forms must be received not later than 5.00pm WST on the Closing Date. Please note that payment via BPAY must be made by no later than 3.00pm

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WST on Tuesday 6 December 2016. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by the date and time mentioned above. If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the Entitlement and Acceptance Form and you will not need to return the Entitlement and Acceptance Form. If you have multiple holdings you will have multiple BPAY customer reference numbers. To ensure you receive your Entitlement in respect of that holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

Non-Acceptance of Entitlement

If you do not wish to take up any part of your Entitlement under the Entitlement Issue, you are not required to take any action. If you decide not to accept all or part of your Entitlement, the New Shares and Options not accepted will be dealt with in accordance with Section 1.9.

Enquiries

If you have any queries regarding your Entitlement or the Offer, please contact the Company on 1800 732 543 from 8.30am to 5.00pm WST, Monday to Friday.

1.8 How to Accept the Options Offer

The number of Placement Options to which you are entitled is shown in the Application Form distributed by the Company with this Prospectus to the Placees.

If you are Placee and wish to receive Placement Options, please complete the Application Form in accordance with the instructions set out on the reverse of that form.

Acceptance of Terms

All applications for Placement Options must be made on the Application Form. Any application will be treated as an offer from the applicant to acquire Placement Options on the terms and conditions set out in the Prospectus. The Directors reserve the right to reject any applications for Placement Options. Please ensure the completed Application Form is received by the Company's Share Registry at:

By delivery	By Post
Tikforce Limited C/- Advanced Share Registry Services 110 Stirling Hwy NEDLANDS WA 6009 Australia	Tikforce Limited C/- Advanced Share Registry Services PO Box 1156 NEDLANDS WA 6909 Australia

Completed Application Forms must be received not later than 5.00pm WST on the Closing Date.

Enquiries

If you have any queries regarding your Entitlement or the Offer, please contact the Company on 1800 732 543 from 8.30am to 5.00pm WST, Monday to Friday.

1.9 Shortfall Offer

If you do not wish to take up any part of your Entitlement under the Entitlement Issue Offer, you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer.

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer. Eligible Shareholders who take up their Entitlement in full may, in addition to their Entitlement, apply for Shortfall Shares and Options regardless of the size of their present holding by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. It is possible that there may be few or no Shortfall Shares available for issue, depending on the level of take up of Entitlements by Shareholders. There is also no guarantee that in the event Shortfall Shares and Options are available for issue, they will be allocated to all or any of the Eligible Shareholders who have applied for them.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open following the Closing Date for a period set by the Directors (in conjunction with the Underwriter). The issue price for each Share to be issued under the Shortfall Offer shall be \$0.05 being the price at which Shares have been offered under the Offer, and there will be free attaching Options under the Shortfall Offer on the same basis as the Offer.

A cheque, bank draft or money order made payable to "Tikforce Limited Share Application Account" and crossed Not Negotiable should be used for the application money for your Entitlement and the number of Shortfall Shares you wish to apply for as stated on the Entitlement and Acceptance Form.

Alternatively, if you are paying by BPAY®, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by BPAY® must ensure that payment is received by no later than 3.00pm Western Standard Time on the Closing Date.

Surplus application moneys will be returned to Applicants as soon as practicable following the issue of all Shortfall Shares. The Company reserves the right to close the Shortfall Offer early.

In respect of the Shortfall Offer, it is the responsibility of any applicant outside Australia to ensure compliance with all laws of any country relevant to their applications, and any such applicant should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be issued any securities.

No action has been taken to register or qualify the Shortfall Shares or the Shortfall Offer or otherwise to permit a public offering of the Shortfall Shares in any jurisdiction outside Australia. Priority to any allocation of Shortfall Shares will be given to existing Shareholders, following which any remaining Shortfall Shares will be allocated at the Directors' absolute discretion.

The Directors (in consultation with CPS) reserve the right to issue Shortfall Shares at their absolute discretion including issuing to an Applicant a lesser number of Shortfall Shares than the number for which the Applicant applies for on their Entitlement and Acceptance Form, or to reject an application, or to not proceed with placing the Shortfall.

An Applicant will not be allocated any Shortfall Shares if the issue of those Shortfall Shares will result in their voting power in the Company exceeding 20%.

Following operation of the Shortfall Offer, any remaining New Shares and Options will be underwritten by CPS pursuant to the terms of the Underwriting Agreement.

1.10 Australian Securities Exchange Listing

The Company will apply to ASX for quotation of the Securities offered pursuant to this Prospectus within seven days after the date of this Prospectus. If an application for quotation of the Securities is not made within seven days after the date of this Prospectus, or ASX does not grant permission for official quotation of the Securities within three months after the date of this Prospectus, the Company will not issue any Securities and will repay all Application Monies for the Securities within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the Securities is not to be taken in any way as an indication of the merits of the Company or the Securities now offered under this Prospectus.

1.11 Issue of Securities

The Securities to be issued pursuant to the Offers will be issued in accordance with the Timetable and Important Dates and otherwise in accordance with the Listing Rules.

Where the number of Securities issued is less than the number applied for, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date.

Securities issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Shares issued is less than the number applied for, or where no issue is made surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the Securities or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Securities issued under the Offer will be mailed in accordance with the Timetable and Important Dates and otherwise in accordance with the Listing Rules and for Shortfall Shares issued under the Shortfall Offer as soon as practicable after their issue.

1.12 CHESS and Issuer Sponsorship

The Company operates an electronic CHESS sub-register and an electronic issuer sponsored sub-register. These two sub-registers make up the Company's register of securities. The Company will not issue certificates to investors. Rather, holding statements (similar to bank statements) will be dispatched to investors as soon as practicable after issue.

Holding statements will be sent either by CHESS (for new investors who elect to hold their securities on the CHESS sub-register) or by the Company's Share Registry (for new investors who elect to hold their securities on the Issuer sponsored sub-register). The statements will set out the number of Securities issued under the Prospectus and provide details of a Holder Identification Number (for new investors who elect to hold their securities on the Chess sub-register) or Security holder Reference Number (for new investors who elect to hold their securities on the issuer sponsored sub-register). Updated holding statements will also be sent to each new investor following the month in which the balance of their holding of Securities changes, and also as required by the Listing Rules or the Corporations Act.

1.13 Risks

As with any securities investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 2 of this Prospectus. The Securities on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

1.14 Overseas Shareholders

The Company is of the view that it is unreasonable to make an offer under the Entitlement Issue under this Prospectus to Shareholders outside of Australia and New Zealand having regard to:

- the number of Shareholders registered outside of Australia and New Zealand;
- the number and value of the New Shares and Options that would be offered to Shareholders registered outside of Australia and New Zealand; and
- the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, the Company is not required to offer the New Shares and Options under the Prospectus to Shareholders registered outside of Australia and New Zealand.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the Securities the subject of this Prospectus or otherwise permit a public offering of the Securities the subject of this Prospectus in any jurisdiction outside Australia.

1.15 Taxation

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

1.16 Privacy Disclosure

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

1.17 Enquiries

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

If you have any questions regarding your Entitlement or the Offer, please contact the Company on 1800 732 543 from 8.30am to 5.00pm WST, Monday to Friday.

SECTION 2 RISK FACTORS

2.1 Introduction

An investment in the Company is not risk free and prospective investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

2.2 Specific risks

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. Prospective investors should read this Prospectus in its entirety before deciding whether to apply for Securities under this Prospectus.

These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Securities in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

2.2.1 Key Specific Risks

Risk	Description
Competition and new technologies	<p>The industries in which TikForce is involved are subject to increasing domestic and global competition which is fast-paced and fast-changing.</p> <p>While the Company intends to undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company.</p> <p>There is a risk that the Company will not be able to compete in the competitive industries in which it, TikForce or Min-Trak operates. TikForce will be competing against a number of significant global IT companies and other entities for users, user growth, user engagement, advertisements, commercial content and revenue.</p> <p>In addition, the emergence of new competitors in the market, or technological developments providing an alternative to TikForce products and services, could adversely impact TikForce market share and the Company's financial position and financial performance. Existing and new providers of services platforms may expand their market share and revenue, which could also impact adversely on the Company's financial position and financial performance.</p> <p>The Identity Services Agreement with Australia Post is non exclusive and as such the same or a similar service can be provided by Australia Post to competitors of TikForce which may negatively affect the operating or financial performance of the Company.</p>
Development and marketing risks	<p>By its nature, there is no guarantee that the Company's marketing campaign will be successful and there is no guarantee of whether the Company will generate any revenue or profits.</p> <p>The Company may encounter difficulty in bringing the TikForce Platform to the market and creating market awareness of the brand.</p> <p>Any failure to expand the usage of TikForce's Platform would have an</p>

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Risk	Description
	adverse impact on the Company's financial position and financial performance.
Operational and commercialisation risks	<p>There can be no assurance that the Company's businesses will be profitable and/or commercially viable. The Company may not achieve either short or long term profitability and may suffer losses.</p> <p>There is the risk that the TikForce Platform may not be commercially successful and may not function, operate or integrate as intended, including with respect to its capacity to service customers. TikForce's technologies are complex; they may have errors or defects that users identify after they begin using them.</p> <p>There is a risk that the TikForce Platform may not be scalable in that the software or hardware may not support large numbers of users as the Company's businesses grow and the number of users of the TikForce Platform increases.</p> <p>This may lead to the Company's financial position and financial performance being adversely affected and the Company's reputation suffering amongst users and customers as well as potential claims for redress.</p>
Intellectual property rights	<p>The Company has not sought protection of its intellectual property by applying for patents or trademarks due to the legal standards relating to the validity, enforceability and scope of protection of intellectual property rights being uncertain. In particular, when the Company seeks to expand its product range in international markets, protection may not be available in any or every country in which the Company may operate.</p> <p>The Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property or copying its methodologies which underpin the businesses of TikForce.</p> <p>Further, there is a risk that the Company's business may be alleged to have infringed intellectual property rights of third parties. The Company is not aware of any such allegations at the date of this Prospectus.</p>
Reliance on key personnel	<p>The responsibility of overseeing the day to day operations and the strategic management of the Company depends substantially on its key personnel (being Mr Kevin Baum and the Directors at the date of this Prospectus). Loss of key personnel could adversely affect the Company's performance and its financial position.</p> <p>The Company's ability to effectively execute its growth strategies therefore depends significantly upon the ability to recruit key personnel and the performance and expertise of such personnel, including those with valuable technological skills, marketing experience and specialist knowledge of the Company's business model and markets, respectively. The inability to recruit key personnel or the departure of certain key employees, including Mr Kevin Baum and any delay in his replacement or indeed any failure to adequately replace him, is likely to hinder the Company's ability (post Completion) to achieve its strategic growth objectives and financial performance goals. In addition, in order for the Company to achieve its growth objectives it will likely be required to engage the services of other key management personnel with appropriate experience.</p> <p>There is no guarantee that the Company will be able to attract and retain appropriately qualified personnel in these areas. Any failure to do so is likely to also hinder the Company's ability to achieve its strategic growth objectives.</p>

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Risk	Description
Contractual risks	<p>The Company is reliant on various contractual arrangements and relationships with third parties. There can be no guarantee that those contracts will be performed in accordance with their terms, that they are enforceable or that their terms will produce beneficial outcomes for the Company.</p> <p>In the event that key contracts are breached, terminated, or are not renewed, the business' financial position and the performance of the Company may be detrimentally affected.</p>
Security Breaches	<p>A malicious attack on the Company from external or internal sources could put the integrity and privacy of customers' data and business systems used to run the TikForce Platform at risk.</p> <p>The impact of loss or leakage of customer or business data could include costs for rebates, potential service disruption, litigation and brand damage resulting in adverse effects to the Company which may affect the Company's financial position and performance.</p> <p>The Company proposes to follow best practice in relation to security policies, procedures, automated and manual protections, encryption systems and staff screening to minimise this risk.</p>
Reliance on External Technology	<p>The Company does rely on the capacity of external technology utilized by the TikForce products under licence to provide ongoing support for the delivery of their software solutions.</p> <p>TikForce has developed or acquired their own software which is used in conjunction with off the shelf software under licence from third parties to enable the functionality of its product offerings. Such third party software may be subject to external factors such as depreciation of operating systems, libraries, components, third party interfaces, drivers, patches, compatibility, version conflict, obsolescence or other related issues. In addition, the third party software may require updating and maintenance.</p> <p>These external factors may also affect the ability of TikForce to effectively upgrade and maintain its software. Furthermore, licensing and commercial conditions imposed by third party software companies may be unsustainable or impracticable for TikForce causing a need to rely on other solutions or develop these in house. Should TikForce have such issues, these may affect their ability to successfully provide their products.</p> <p>The Company recognizes the risk in these areas and will undertake all necessary controls and monitoring of these facilities to ensure that any variation or cancellation of these technologies can be replaced in due course.</p>
Fraud or misleading information from workers	<p>The TikForce Platform and the business of TikForce relies on proof of identity checks being undertaken by Australia Post under the Identity Services Agreement. It also relies on prospective employees or workers swearing a statutory declaration that documentation uploaded onto the TikForce Platform is genuine.</p> <p>There is a risk therefore that Australia Post does not undertake the proof of identity checks in accordance with the Identity Services Agreement or that prospective employees or prospective workers using the TikForce Platform falsely swear the statutory declaration in relation to the truth or accuracy of the information they upload into the TikForce Platform.</p> <p>The Company has insurance in place to mitigate this risk, however if this occurs then the Company may be exposed to claims or may incur</p>

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Risk	Description
	financial loss or reputational damage which may adversely affect future revenues or the growth prospects of the Company.
Insurance Risk	The Company will maintain insurance for certain activities within ranges of coverage that it believes to be consistent with industry practice and having regard to the nature of activities being conducted. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.
Privacy	<p>The environment in which the Company operates is subject to complex and evolving Australian and foreign policies, laws and regulations regarding privacy, data protection, content regulation, intellectual property, competition, distribution of electronic contracts and other communications, consumer protection, taxation, online payment services and advertising and marketing standards.</p> <p>The Company collects, stores and processes highly sensitive, highly regulated and confidential information. The provision of secure and reliable information storage and processing services is integral to the businesses and operations of the Company.</p> <p>Whilst the Company follows best practice in relation to security policies, procedures, automated and manual protections, encryption systems and staff screening to minimise risks, there is no guarantee that the implementation of such precautions will be sufficient to prevent data security breaches and information being compromised or misused.</p> <p>A malicious attack on the Company's systems, processes or people from external or internal sources could put the integrity and privacy of client data and business systems used to run the Company at risk. The impact of loss or leakage of client or business data could include potential service disruption, litigation, liability to third parties, penalties imposed by government agencies under applicable laws and brand damage resulting in reduced or falling revenues. These potential losses or liabilities will be different for each jurisdiction in which the Company operates.</p> <p>There is also currently an increased exposure to organisations that process personal information in the course of their commercial activities, in particular relating to liability arising from security incidents. Although the Company is relatively small, vulnerabilities in the information security governance will require remediation in the near future and upon Completion.</p>

2.2.2 Industry Specific Risks – Current Assets

A number of specific risk factors that may impact the future performance of the Company are described below. Shareholders should note that this list is not exhaustive.

Operational Risks

If the Company fails to retain existing clients and users of the TikForce Platform or fails to add new users or clients, or if users and clients decrease their level of engagement with the technology, the Company's revenue, financial results and business may be significantly harmed.

The size of TikForce's client and user base level of engagement are critical to the success (or otherwise) of the Company. TikForce's financial performance will be significantly determined by whether they can add, retain and engage clients and users.

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The Company may not be able to add, retain or engage clients and users of the TikForce Platform after Completion and the Company's financial position and financial performance may suffer from a failure to do so.

If clients and users and potential clients and users do not perceive TikForce's products to be useful, reliable and trustworthy, the Company may not be able to attract or retain clients and users or otherwise maintain or increase the frequency and duration of their engagement.

There is no guarantee that TikForce will not experience an erosion of their active client and user base and/or their client and user engagement levels or fail to increase those factors which remain negligible at the date of this Prospectus. A decrease in client and user retention, growth and/or engagement or failure to increase those factors could render the Company unattractive to employers and employees, which may have a material and adverse impact on the Company's financial performance and financial position.

Any number of factors could potentially negatively affect client and user retention, growth and engagement, including, without limitation:

- clients and users engaging with competing products;
- failure to introduce new and/or improved products and services, or if new and/or improved products and services are not favourably received;
- failure to continue to develop the TikForce Platform for mobile devices that clients and users find engaging, that work with a variety of mobile operating systems and networks and that achieve a high level of market acceptance;
- changes in clients' and users' sentiment about the quality or usefulness of TikForce's products and/or concerns related to privacy and data sharing, safety, security or other factors;
- failure to manage and prioritise information to ensure users are presented with content that is interesting, useful and relevant to them;
- adverse changes in TikForce's products that are mandated by legislation, regulatory authorities, or litigation, including settlements or consent decrees;
- technical or other problems which prevent TikForce from delivering their products in a rapid and reliable manner, which adversely affect the user experience;
- the adoption of policies or procedures by TikForce, related to areas such as data sharing and/or user data that are perceived negatively by clients, users and the general public; and
- failure to provide adequate customer service to clients and users.

Competition and new technologies

The industries in which TikForce is involved are subject to increasing domestic and global competition which is fast-paced and fast-changing.

While the Company intends to undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company.

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There is a risk that the Company will not be able to compete in the competitive industries in which it will be competing against a number of significant global IT companies and other entities for users, user growth, user engagement, advertisements, commercial content and revenue.

In addition, the emergence of new competitors in the market, or technological developments providing an alternative to TikForce products and services, could adversely impact TikForce market share and the Company's financial position and financial performance. Existing and new providers of services platforms may expand their market share and revenue, which could also impact adversely on the Company's financial position and financial performance.

Legal Environment

The legal system in the markets in which the Company operates and/or intends to operate, may be less developed than in Australia and this could result in the following risks:

- political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation or in an ownership dispute;
- a higher degree of discretion held by various government officials or agencies;
- the lack of political or administrative guidance on implementing applicable rules and regulations, particularly in relation to intellectual property rights and taxation;
- inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or
- relative inexperience of the judiciary and court in matters affecting the Company.

Risks relating to operating in other jurisdictions

Possible sovereign risks include, without limitation, changes in legislation, a shift in political attitude, changes in economic and social conditions, political instability, the imposition of operating restrictions, government participation, changes to taxation rates and/or concessions, working conditions, rates of exchange, exchange control, licensing, duties or imposts, repatriation of income or return of capital and changes in the ability to enforce legal rights.

The Company and TikForce's activities are subject to all applicable local laws, regulations and to the relevant conditions applying in each jurisdiction in which the Company and TikForce operate or intend to operate. Failure to comply with these conditions may cause the Company and TikForce to suffer significant damage through loss of opportunity and/or the imposition of penalties and fines.

Changes in government and/or statutory changes in jurisdictions in which the Company and TikForce operate, or intend to operate, may affect the Company and TikForce's business and operations.

Any of these factors may, in the future, adversely affect the financial performance and financial position of the Company and the market price of its Shares and the value of its Securities.

International operations are subject to a number of further risks, including:

- potential difficulties in enforcing agreements and collecting receivables through foreign local systems;
- potential difficulties in protecting intellectual property;
- increases in operating costs; and

- restrictive governmental actions.

Any of these factors could materially and adversely affect the Company's business results of operations and financial condition.

Market acceptance

The global marketplace for most products and services is ever changing due to new technologies, new products, changes in preferences, changes in regulation and other factors influencing market acceptance or market rejection. This market volatility and risk exists despite the best endeavours of market research, promotion and licensing campaigns.

Accordingly, there is a risk that the Company may not be able to commercialise its business, which could adversely impact the Company's operations, financial position and financial performance.

Future capital needs and additional funding

The funding of any further ongoing capital requirements beyond the requirements as set out in this Prospectus will depend upon a number of factors including the extent of the Company's ability to generate income from activities which the company cannot forecast with any certainty.

Any additional equity financing will be dilutive to shareholders, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional funding as needed, it may not be able to take advantage of opportunities or develop projects. Further, the Company may be required to reduce the scope of its operations or anticipated expansion and it may affect the Company's ability to continue as a going concern.

Insurance

Insurance against all risks associated with technology product development is not always available or affordable. The Company will maintain insurance where it is considered appropriate for its needs however it will not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue.

The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the operations of the Company. There is no assurance that the Company will be able to maintain adequate insurance in the future at rates that it considers is reasonable.

2.3 General Risks

The future prospects of the Company's business may be affected by circumstances and external factors beyond the Company's control. Financial performance of the Company may be affected by a number of business risks that apply to companies generally and may include economic, financial, market or regulatory conditions.

2.3.1 General Economic Climate

Factors such as inflation, currency fluctuation, interest rates and supply and demand have an impact on operating costs, commodity prices and stock market prices. The Company's future revenues and securities price may be affected by these factors, as well as by fluctuations in the price of commodities, which are beyond the Company's control.

2.3.2 Changes in Legislation and Government Regulation

Government legislation in Australia or any other relevant jurisdiction, including changes to the taxation system, may affect future earnings and relative attractiveness of investing in the Company. Changes in government policy or statutory changes may affect the Company and the attractiveness of an investment in it.

2.3.3 Competition for Projects

The Company competes with other companies, including mineral exploration and production companies. Some of these companies have greater financial and other resources than the Company. As a result, such companies may be in a better position to compete for future business opportunities and there can be no assurance that the Company can effectively compete with these companies. In the event that the Company is not able to secure a new project or business opportunity this may have an adverse effect on the operations of the Company, its possible future profitability and the trading price of its securities, including the Securities offered under this Prospectus.

2.3.4 Reliance on Key Personnel

The Company's success depends largely on the core competencies of its directors and management, and their familiarisation with, and ability to operate, in the mining industry and the Company's ability to find and retain key executives.

2.3.5 Sharemarket Conditions

The market price of the Company's securities may be subject to varied and unpredictable influences on the market for equities in general and resources stocks in particular.

2.3.6 Speculative Nature of Investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus. Therefore, the Securities offered pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of the securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Securities.

SECTION 3 PURPOSE AND EFFECT OF THE OFFERS

3.1 Purpose of the Offers

The purpose of the Offers is to raise approximately \$1,697,094 (before expenses) and to conduct the Options Offer, and cleanse the Placement Securities in the manner and for the reasons set out in Section 1.2. The application of funds raised from this Offer is summarised below.

For the purposes of detailing the use of funds raised under this Prospectus, it is assumed no Options are exercised between the date of this Prospectus and the Record Date.

Source of Funds	Full Subscription (\$)
Placement Funds	500,000
Proceeds of the Offer	1,697,094
Total Funds	2,197,094
Use of Funds ¹	
Development of the TikForce Platform	1,000,000
Marketing and Sales	605,000
Expenses of the Offer ²	30,732
Working Capital and Administration	561,362
Total	2,197,094

Notes: The above table is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the ultimate way funds will be applied. The Directors reserve the right to alter the way funds are applied on this basis.

¹ This expenditure is expected to take place over a period of up to 12 months.

² Please refer to Section 5.9 of this Prospectus for further details of the expenses of the Offers. The table above includes fees payable to CPS pursuant to the Mandate and Underwriting Agreement as set out in Section 5.4.

On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve its stated objectives.

3.2 Effect of the Offers and Pro Forma Consolidated Statement of Financial Position

The principal effect of the Offers (assuming full subscription) will be that:

- (a) cash reserves will increase by approximately \$500,000 immediately after completion of the Placement;
- (b) 18,000,000 Shares will be issued under the Placement;
- (c) 10,000,000 Placement Options will be issued under the Options Offer;
- (d) cash reserves will increase by approximately \$2,197,094 (before expenses) immediately after completion of the Offer; and
- (e) 33,941,891 New Shares and 16,970,945 Options will be issued under the Entitlement Issue.

A summary of all the Shares and Options the Company will have on issue after the Offers is outlined in section 3.4.

3.3 Pro Forma Consolidated Statement of Financial Position

The unaudited management based Consolidated Statement of Financial Position as at date, the unaudited Pro Forma Statement of Financial Position as at date, and the Audited Consolidated Statement of Financial Position as at date shown on the following page have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its

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financial position. They have been prepared on the assumption that all Securities pursuant to the Offers in this Prospectus are issued.

The Statements of Financial Position have been prepared to provide information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

Unaudited Management Based Consolidated Statement of Financial Position and Pro-Forma Statement of Financial Position

	Audited Consolidated 30 June 2016 \$'000	Reviewed Consolidated 30 September 2016 \$'000	Pro-Forma Unaudited Consolidated \$'000
ASSETS			
Current Assets			
Cash and cash equivalents	1,794,644	401,618	2,523,713
Other receivables	156,340	189,176	189,176
Total Current Assets	1,950,984	590,794	2,712,889
Non-Current Assets			
Property, plant and equipment	3,150	19,005	19,005
Intangible Assets	2,209,789	2,643,396	2,643,396
Total Non-Current Assets	2,212,939	2,662,401	2,662,402
Total Assets	4,163,923	3,253,196	5,375,290
LIABILITIES			
Current Liabilities			
Trade and other payables	875,550	434,929	434,929
Provisions	37,870	38,620	38,620
Total Liabilities	913,420	473,549	473,549
Net Assets	3,250,503	2,779,647	4,901,741
EQUITY			
Issued capital	6,700,737	6,624,410	8,746,505
Reserves	956,045	956,045	956,045
Accumulated losses	(4,406,279)	(4,800,808)	(4,800,808)
Total Equity	3,250,503	2,779,647	4,901,741

The above pro forma unaudited Consolidated Statement of Financial Position has been prepared on the basis that there have been no material movements in the assets and liabilities of the Company between date and the completion of the Offers, except:

1. completion of the Placement, by way of issue of the Placement Securities;
2. receipt of Placement funds, being \$500,000 (before costs);
3. completion of the Entitlement Issue, by way of full subscription for the Offer, to raise \$1,697,094

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(before expenses of the Offer) and 33,941,891 New Shares being issued as a result of the Offer, plus 16,970,945 free attaching Options;

4. completion of the Options Offer, by way of the issue of 10,000,000 Placement Options which are free attaching to the Placement Shares; and
5. expenses of the Offers (assuming full subscription) are estimated at \$30,732 and have been offset against proceeds of the Offers (details of expenses are set out in section 5.9, together with fees payable to CPS under the Mandate and Underwriting Agreement set out in section 5.4.

3.4 Effect on Capital Structure After Completion of Offers

The capital structure of the Company on completion of the Offers (assuming the Entitlement Issue is fully subscribed and assuming no Options are exercised into Shares before the Record Date) will be:

Capital structure	Number
SHARES	
Shares on issue at the date of this Prospectus	117,767,564
Placement Shares ¹	18,000,000
Issue of Shares under the Rights Issue Offer	33,941,891
TOTAL SHARES	169,709,455
OPTIONS²	
Options on issue at the date of this Prospectus	20,450,000
Placement Options issued under the Options Offer	10,000,000
Issue of Options under the Offer	16,970,945
TOTAL OPTIONS	47,420,945

1. The Placement Shares are comprised of 10,000,000 Shares issued to Placees, and 8,000,000 Shares issued to CPS as a management fee for their services in relation to the Placement.

2. There are currently 20,450,000 Options on issue. If any of the Options are exercised prior to the Record Date, additional New Shares may be issued under the Offer under this Offer Document. No Options on issue as at the date of this Offer Document can be exercised prior to the Record Date.

Details of the Company's other Securities on issue are below:

Options	Number
Unlisted Options exercisable at \$0.11 on or before 31 May 2018	20,450,000
Listed Options (Placement Options and Rights Issue Options), exercisable on or before 31 May 2018	26,970,946
Total Options on issue after completion of the Offer	47,420,946

Performance Shares	Number
Class A Performance Shares	8,000,000
Class B Performance Shares	12,000,000
Class C Performance Shares	16,000,000
Class D Performance Shares	2,000,000
Class E Performance Shares	2,000,000
Class F Performance Shares	1,000,000
Total Performance Shares on issue after completion of the Offer	41,000,000

SECTION 4 RIGHTS ATTACHING TO SECURITIES

4.1 Terms and Conditions of New Shares

All New Shares issued will rank pari passu in all respects with the Company's existing ordinary fully paid shares. The Company will apply for Official ASX Quotation of all New Shares issued under The Offer.

4.2 Rights and Liabilities Attaching to Shares

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

- (a) At the date of this Prospectus all Shares are of the same class and rank equally in all respects. Specifically, the Shares that may be issued pursuant to the exercise of the New Shares offered under this Prospectus will rank equally with existing Shares on issue.
- (b) Subject to any special rights or restrictions (at present there are none), at any meeting each member present in person or by proxy has one vote on a show of hands, and on a poll has one vote for each Share held.
- (c) Subject to any special rights (at present there are none), any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up.
- (d) The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares of the affected class, or with the sanction of a special resolution passed at a meeting of the holders of the Shares of the affected class.
- (e) Subject to the Company's Constitution, the Corporations Act or any other applicable laws of Australia and the Listing Rules, the Shares are freely transferable. The Directors may refuse to register a transfer of Shares only in limited circumstances, such as where the Company has a lien on those Shares.
- (f) Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.
- (g) If the Company is wound up, the liquidator may, with the sanction of a special resolution :
 - (i) divide among the Shareholders the whole or any part of the Company's property; and
 - (ii) decide how the division is to be carried out between the Shareholders.
- (h) Subject to any special rights (at present there are none), any surplus assets on a winding up are to be distributed to Shareholders in proportion to the number of Shares held by them and in proportion to the amounts paid or credited as paid.

4.3 Terms and Conditions of Options offered under the Entitlement Issue and Placement Options offered under the Options Offer

The material terms and conditions of the Options offered pursuant to this Prospectus are as follows:

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- (a) The exercise price of each Option is \$0.11 (**Exercise Price**).
 - (b) The expiry date of each Option is 31 May 2018 (**Expiry Date**).
 - (c) Each Option gives the Option holder the right to subscribe for one Share.
 - (d) Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (e) The amount payable upon exercise of each Option is the Exercise Price.
 - (f) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 10,000 must be exercised on each occasion.
 - (g) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number and class of options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;
- (Exercise Notice).**
- (h) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - (i) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price (and subject to the Company obtaining any necessary prior approvals from Shareholders or regulatory bodies for the issue of the Shares), the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
 - (j) All Shares issued upon the exercise of Options will upon issue rank pari passu in all respects with other Shares.
 - (k) The Company will apply for quotation of the Options as soon as practicable following their issue.
 - (l) The Company will apply for quotation of all Shares issued pursuant to the exercise of Options on ASX within 10 Business Days after the date of issue of those Shares.
 - (m) The Options are transferable, subject to restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
 - (n) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
 - (o) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 4 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
 - (p) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

SECTION 5 ADDITIONAL INFORMATION

5.1 Nature of this Prospectus

The Securities to be issued pursuant to this Prospectus are to be continuously quoted securities. This Prospectus is issued under the special prospectus content rules for continuously quoted securities in Section 713 of the Corporations Act. This enables listed disclosing entities, such as the Company, to issue a prospectus for continuously quoted securities with modified disclosure requirements if they satisfy certain requirements.

The information in this Prospectus principally concerns the terms and conditions of the Offer and the information reasonably necessary to make an informed assessment of:

- (a) the effect of the Offer on the Company; and
- (b) the rights and liabilities attaching to the New Shares and Options offered pursuant to this Prospectus and the underlying securities.

The Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Shareholders should therefore also have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the Company.

5.2 Continuous Reporting and Disclosure Obligations

The Company is listed on ASX and its Shares are quoted on ASX under the code “TKF”.

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

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

The Company will provide a copy of all documents used to notify ASX of information relating to the Company under the provisions of the Listing Rules since the Company lodged its most recent Annual Financial Report free of charge to any investor who so requests prior to the Closing Date. A list of those documents for the period from 3 October 2016 to the time of lodging this Prospectus is set out in Section 6. The Company will also provide a copy of the Annual Financial Report for the period ended 30 June 2016 free of charge upon request.

5.3 Market Price of Shares

The highest and lowest recorded closing market sale prices of the Shares quoted on ASX during the three (3) month period immediately prior the date of this Prospectus were \$0.079 on 15 August 2016 and \$0.045 on 27 and 28 September 2016. The last closing market sale price of the Shares quoted on ASX on the last day that trading took place in the Shares prior to the date of this Prospectus was \$0.05.

5.4 Material Contracts and Agreements

5.4.1 Mandate

The Company has engaged CPS in relation to the Placement pursuant to the terms of a corporate mandate (**Mandate**).

Pursuant to the terms of the Mandate, CPS will coordinate and manage the Placement. CPS will be paid the following fees under the Mandate:

- (a) a management fee of 8 million Shares in respect of managing the Placement (being 8m of the 18m total Placement Shares);
- (b) a placing fee of 6% of the funds raised under the Placement (being a fee of \$30,000); and
- (c) a management fee of 12m performance rights (subject to relevant shareholder and regulatory approvals).

CPS will also be paid a monthly retainer of \$6,000 for the 12 month period commencing November 2016 in respect of general corporate advisory services (unrelated to the Placement and Entitlement Issue).

The Mandate otherwise contains terms considered standard for an agreement of this type.

5.4.2 Underwriting Agreement

The Company has appointed CPS as the Underwriter of the Offer pursuant to the terms of an underwriting agreement (**Underwriting Agreement**).

Pursuant to the terms of the Underwriting Agreement, CPS has agreed to fully underwrite the Offer.

CPS will be paid the following fees for its services pursuant to the Underwriting Agreement:

- (a) an underwriting fee of 6% of the funds underwritten; and
- (b) an underwriting fee of 16 million Options (subject to Shareholder approval).

The Underwriting Agreement is subject to a variety of termination conditions, whereby CPS may terminate the Underwriting Agreement if any of the following events occur and the event has a materially adverse effect on the Company:

- (a) (Sub-Underwriter termination): any sub-underwriter terminates, threatens to terminate or otherwise threatens to not comply with its obligations under any sub-underwriting agreement entered into with the Underwriter in relation to the Offer;
- (b) (Share Price): if, before issue of the underwritten Securities, the share price of the Company trading on the ASX under the ASX code of "TKF" finishes trading for five consecutive days with a closing share price that is less than the Offer price;
- (c) (Indices fall): the S&P ASX 200 Index is at any time after the date of the Underwriting Agreement 10% or more below its respective level as at the close of business on the Business Day prior to the date of the Underwriting Agreement;
- (d) (No Listing Approval): the Company fails to lodge an Appendix 3B in relation to the underwritten Securities with ASX within 7 days of the Lodgement Date;

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- (e) (No Official Quotation): ASX has advised the Company that it will or may not grant official quotation to the underwritten Securities;
- (f) (Supplementary prospectus): forms the view on reasonable grounds that a Supplementary Prospectus should be lodged with ASIC for any of the reasons referred to in Section 719 of the Corporations Act and the Company fails to lodge a Supplementary Prospectus in such form and content and within such time as the Underwriter may reasonably require; or the Company lodges a Supplementary Prospectus without the prior written agreement of the Underwriter;
- (g) (Non-compliance with disclosure requirements): it transpires that the Prospectus does not contain all the information that investors and their professional advisers would reasonably require to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and the rights and liabilities attaching to the Underwritten Securities;
- (h) (Misleading Prospectus): it transpires that there is a statement in the Prospectus that is misleading or deceptive or likely to mislead or deceive, or that there is an omission from the Prospectus (having regard to the provisions of Sections 711, 713 and 716 of the Corporations Act) or if any statement in the Prospectus becomes misleading or deceptive or likely to mislead or deceive or if the issue of the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive;
- (i) (Restriction on allotment): the Company is prevented from allotting the underwritten Securities within the time required by this Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority;
- (j) (Withdrawal of consent to Prospectus): any person (other than the Underwriter) who has previously consented to the inclusion of its, his or her name in the Prospectus or to be named in the Prospectus, withdraws that consent;
- (k) (ASIC application): an application is made by ASIC for an order under Section 1324B or any other provision of the Corporations Act in relation to the Prospectus;
- (l) (ASIC hearing): ASIC gives notice of its intention to hold a hearing under Section 739 of the Corporations Act in relation to the Prospectus to determine if it should make a stop order in relation to the Prospectus or ASIC makes an interim or final stop order in relation to the Prospectus under Section 739 of the Corporations Act;
- (m) (Takeovers Panel): the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel;
- (n) (Hostilities): there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of this agreement involving one or more of Australia, New Zealand, Indonesia, Japan, Russia, the United Kingdom, the United States of America, India, Pakistan, or the Peoples Republic of China, Israel or any member of the European Union, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world;
- (o) (Authorisation): any authorisation which is material to anything referred to in the Prospectus is repealed, revoked or terminated or expires, or is modified or amended in a manner unacceptable to the Underwriter;
- (p) (Event of Insolvency): an event of insolvency occurs in respect of the company;
- (q) (Indictable offence): a director or senior manager of the Company is charged with an indictable offence; or

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- (r) (Default): default or breach by the Company of the Underwriting Agreement;
- (s) (Incorrect or untrue representation): any representation, warranty or undertaking given by the Company in the Underwriting Agreement is or becomes untrue or incorrect;
- (t) (Contravention of constitution or Act): a contravention by the Company of any provision of its constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;
- (u) (Adverse change): an event occurs which gives rise to a material adverse effect or any adverse change or any development including a prospective adverse change after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of the Company including, without limitation, if any forecast in the Prospectus becomes incapable of being met or in the Underwriter's reasonable opinion, unlikely to be met in the projected time;
- (v) (Significant change): a "new circumstance" as referred to in Section 719(1) of the Corporations Act arises that is materially adverse from the point of view of an investor;
- (w) (Public statements): without the prior approval of the Underwriter a public statement is made by the Company in relation to the Offer or the Prospectus;
- (x) (Misleading information): any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Offer or the affairs of the Company is or becomes misleading or deceptive or likely to mislead or deceive;
- (y) (Change in Act or policy): there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy;
- (z) (Suspension of debt payments): the Company suspends payment of its debts generally;
- (aa) (Judgment against the Company): a judgment in an amount exceeding \$50,000.00 is obtained against the Company and is not set aside or satisfied within 7 days;
- (bb) (Litigation): litigation, arbitration, administrative or industrial proceedings are after the date of this Agreement commenced against the Company, other than any claims foreshadowed in the Prospectus;
- (cc) (Board and senior management composition): there is a change in the composition of the Board or a change in the senior management of the Company before the date of issue of the underwritten Securities without the prior written consent of the Underwriter;
- (dd) (Change in shareholdings): there is a material change in the major or controlling shareholdings of the Company or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to the Company;
- (ee) (Timetable): there is a delay in any specified date in the timetable which is greater than 3 Business Days;
- (ff) (Force Majeure): a force majeure affecting the Company's business or any obligation under the Agreement lasting in excess of 7 days occurs;
- (gg) (Certain resolutions passed): the Company passes or takes any steps to pass a resolution under Section 254N, Section 257A or Section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter;

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- (hh) (Capital Structure): the Company alters its capital structure in any manner not contemplated by the Prospectus;
- (ii) (Breach of Material Contracts): any of the material contracts of the Company is terminated or substantially modified;
- (jj) (Investigation): any person is appointed under any legislation in respect of companies to investigate the affairs of a Related Company; or
- (kk) (Market Conditions): a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or other international financial markets.

The Underwriting Agreement otherwise contains terms considered standard for an agreement of this type.

5.5 Litigation

The Directors are not aware of any legal proceedings which have been threatened or actually commenced against the Company.

5.6 Directors' Interests

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

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offers; or
- the Offers,

and no amounts have been paid or agreed to be paid (in cash or securities or otherwise) and no benefits have been given or agreed to be given to any Director:

- to induce him to become, or to qualify him as, a Director; or
- for services rendered by him in connection with the formation or promotion of the Company or the Offers.

5.7 Related Party Transactions

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus.

5.8 Interests and Consents of Advisers

Other than as set out below or elsewhere in this Prospectus, no underwriter, promoter or any other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus holds, or has held within two years before lodgement of this Prospectus with ASIC, any interest in:

1. the formation or promotion of the Company; or
2. property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offers; or
3. the Offers,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any underwriter, promoter or any other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, for services rendered by that person in connection with the formation or promotion of the Company or the Offers.

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Nova Legal has given, and has not withdrawn its consent to being named as Solicitors to the Company in the Corporate Directory of this Prospectus in the form and context in which it is named. Nova Legal has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name. Nova Legal has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Nova Legal approximately \$12,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Nova Legal has been paid \$24,024 by the Company in respect of legal services (unrelated to the Offers).

CPS has given, and has not withdrawn, its written consent to be named as Underwriter to the Entitlement Issue in this Prospectus, in the form and context in which it is named. CPS has acted as Underwriter to the Company in relation to the Entitlement Issue. The Company estimates it will pay CPS fees for these services in accordance with the Underwriting Agreement set out in Section 5.4.2. During the 24 months preceding lodgement of this Prospectus with the ASIC, CPS has been paid fees in relation to the Placement pursuant to the Mandate as set out in Section 5.4.1, and fees of approximately \$94,105 (excluding GST) in relation to corporate advisory services in relation to the Company's backdoor listing and recompliance.

5.9 Estimated Expenses of the Offers

In the event the Entitlement Issue is fully subscribed, the estimated expenses of the Offers (excluding GST and offer management and broker fees) are as follows:

Fees/Expenses	Full Subscription (\$)
ASIC	2,350
ASX fees	13,382
Legal fees	12,000
Printing, registry and other expenses	3,000
Total	30,732

In addition to the above, the Company may also be required to pay fees to the Underwriter in accordance with the Underwriting Agreement. The amount of underwriting fees is subject to the amount of underwritten funds. Refer to Section 5.4.2 for details.

5.10 Electronic Prospectus

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

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

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or Prospectus or any of those documents were incomplete or altered.

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SECTION 6 INFORMATION AVAILABLE TO SHAREHOLDERS

The Company will provide a copy of each of the following documents, free of charge, to any Shareholder who so requests:

- (a) the Annual Financial Report for the Company for the period ended 30 June 2016; and
- (b) the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Financial Report of the Company for the period and prior to the date of this Prospectus.

Date	ASX Announcement
31/10/2016	Appendix 4C - Quarterly
31/10/2016	Capital Raising
27/10/2016	Trading Halt
25/10/2016	TikForce signs strategic agreements
21/10/2016	Notice of Annual General Meeting/Proxy Form
18/10/2016	Global Insurance Company and TikForce launch TikRide
14/10/2016	Trading Halt
03/10/2016	Appendix 4G
03/10/2016	Full Year Statutory Accounts and additional info

SECTION 7 DIRECTORS' CONSENT

This Prospectus is dated 16 November 2016 and is issued by Tikforce Limited.

The Directors have made all reasonable enquires and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive.

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

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

Signed for and on behalf of Tikforce Limited.

A handwritten signature in black ink, appearing to read 'Ian Murie', with a large, stylized loop at the end.

Ian Murie
Director

SECTION 8 DEFINITIONS

Applicant means a person who applies for Securities pursuant to the Offer or a Shareholder or other party who applies for Shortfall Shares pursuant to the Shortfall Offer.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

Application Money means the aggregate amount of money payable for Securities applied for in the Entitlement and Acceptance Forms.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) operating as the Australian Securities Exchange.

Business Day means any day which is defined to be a Business Day pursuant to Listing Rule 19.12 of the Listing Rules.

CHESS means Clearing House Electronic Sub-register System of ASX Settlement Pty Ltd (ACN 008 504 532).

Closing Date means the closing date of the Offer being 5.00pm (WST) on Tuesday 6 December 2016 (unless extended).

Company means Tikforce Limited (ACN 106 240 475).

Constitution means the Company's Constitution as at the date of this Prospectus.

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

CPS means CPS Capital Group Pty Ltd (ABN 73 088 055 636).

Cth means the Commonwealth of Australia.

Directors means directors of the Company.

Dollars or **\$** means dollars in Australian currency.

Eligible Shareholder means a Shareholder who has a registered address in Australia or New Zealand and who held Shares as at the Record Date.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Entitlement Issue Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form accompanying this Prospectus.

Entitlement Issue means the pro rata non-renounceable entitlement issue on the basis of one New Share for every four existing Shares, plus free attaching Options on the basis of 1 Option for every New Share issued, further details of which are included in the "Details of the Offer" Section of this Prospectus.

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

Listing Rules means the Listing Rules of the ASX.

New Share means a Share issued pursuant to the Offer under this Prospectus.

Offer means the offer of New Shares and free attaching Options pursuant to this Prospectus under the Entitlement Issue.

Offers means the Offer and the Options Offer.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official List means the official list of ASX.

Opening Date means 22 November 2016.

Option means an option to acquire a Share in the capital of the Company.

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Options Offer means the offer of 10,000,000 Options to the Placees, which are free attaching to the Placement Shares.

Placees means recipients of the Placement Securities.

Placement means the Company's placement of Shares and Options, as announced on 16 November 2016 and described in Section 1.2.

Placement Options means the Options issued under the Placement to the Placees.

Placement Securities means the Placement Shares and Placement Options.

Placement Shares means the Shares issued under the Placement to the Placees.

Prospectus means this prospectus dated 16 November 2016.

Quotation and **Official Quotation** means official quotation on ASX.

Record Date means 21 November 2016.

Right means a right to subscribe for a Share pursuant to this Prospectus.

Securities means Shares and/or Options.

Share means a fully paid ordinary share in the Company.

Shareholder means the holder of a Share as recorded in the register of the Company.

Share Registry means Advance Share Registry Limited.

Shortfall means those New Shares and Options under the Offer not applied for by Shareholders under their Entitlement.

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in Section 1.9 of this Prospectus.

Shortfall Shares means those Securities issued pursuant to the Shortfall.

Underwriter means CPS in accordance with the Underwriting Agreement.

Underwriting Agreement means the engagement of CPS by the Company under the Underwriting Agreement as described in section 5.4.2.

Unlisted Options means an unlisted Option to acquire a Share in the Company.

VWAP means Volume Weighted Average Price.

WST means Western Standard Time, Perth, Western Australia.