

THRED LIMITED

(ACN 124 541 466)

CLEANSING PROSPECTUS

For the offer of 1,000 fully paid ordinary shares in the capital of the Company (**Shares**) at an issue price of \$0.02 per Share to raise approximately \$20.00 (before expenses) (the **Offer**).

This Prospectus has been prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date. It has also been issued to provide information on the Offer of the 1,000 Shares referred to above.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Shares being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Shares offered under this Prospectus should be considered speculative.

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1. Summary of Important Dates and Important Notes

Timetable and important dates*

Action	Date
Lodgement of Prospectus with the ASIC and ASX	6 April 2017
Opening Date	10:00am (WST) 6 April 2017
Closing Date*	5:00pm (WST) on 6 April 2017

*The Company reserves the right to extend the Closing Date or close the Offer early without notice, in its absolute discretion.

Important Notes

Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisers. The Shares the subject of this Prospectus should be considered highly speculative.

This Prospectus is dated 6 April 2017 (**Prospectus**) and a copy of this Prospectus was lodged with the ASIC on that date.

The ASIC and ASX take no responsibility for the content of this Prospectus.

The expiry date of the Prospectus is 13 months after the date the Prospectus was lodged with the ASIC. No Shares will be issued on the basis of this Prospectus after the expiry date.

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

Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

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

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Risk Factors

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

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 effectively manage them is limited.

Set out below are specific key risks that the Company is exposed to. Further risks associated with an investment in the Company are outlined in Section 6.

Specific Risks

Risk	Brief Description
No Operating track Record	<p>The Company's operating subsidiary, Thredit is a recently established company and has no operational track record.</p> <p>As the Company is at an early stage of development, there are significant uncertainties associated with forecasting future revenues, timelines associated with future revenues and expenses.</p> <p>The Offer must therefore be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development.</p>
Commercialisation risk	<p>Since the Company's reinstatement to trading on ASX on 17 June 2016, the Company's activities have involved deploying resources to develop its software application (including applying funds towards research and development, wages and procurement of services).</p> <p>The Group has not reached commercial viability. Given the Group's limited trading history and the fact that its business is unproven, it is difficult to make an evaluation of the Group's business or its prospects. Accordingly, no assurance can be given that Thred will be successfully commercialised.</p>
Intellectual property	<p>Whilst the Group will seek to protect innovative features and processes that it creates during the development of its apps, the Group's intellectual property rights are currently unregistered and therefore do not attract the benefit of formal patent protection. Further, there is no current intention to apply for formal patent protection, however the Company will continue to review the need for and likelihood of grant of formal patent protection.</p>
Country Risk	<p>The Group's operations will primarily be conducted in Australia, but will extend to operations in the United States, and has contracts governed by laws in a range of jurisdictions.</p> <p>Accordingly, the Company will be exposed to a range of multi-jurisdictional risks such as risks relating to labour practices, environmental matters, difficulty in enforcing contracts (including the requirement to resolve certain disputes by arbitration in foreign jurisdictions), changes to or uncertainty in the relevant legal and regulatory regime (including in relation to taxation and foreign investment and practices of government and regulatory authorities) and other issues in foreign jurisdictions in which the Company operates.</p>
Competitor risks	<p>The mobile app market and specifically the messaging and social app markets are highly competitive. The Group faces competition from a wide range of app publishers, including from established well known publishers to start-ups looking to break into the market.</p> <p>The Group cannot control or influence its competitors' actions and activities. The actions by competitors may impact the adoption, revenue and/or profitability of the Group's financial condition.</p>

Risk	Brief Description
	A key risk for the Group in a competitive environment is that it may not achieve the user adoption or adequate engagement from users over existing or future competitors. Although the Group will look to overcome these challenges through consistent product iteration and testing, it is nonetheless vulnerable to unforeseen innovations, discoverability challenges and/or market saturation.
Key employee risks	The Group is reliant on the expertise and talent of its personnel. The loss of key personnel could potentially have an adverse impact on the operations of the organisation. In addition, there is risk that development staff who have been involved in the development of Thred or any future products could be lost and in turn their knowledge of the product and business could be lost as well.
Financial risks	<p>The Company's capital requirements are influenced by numerous factors. Depending on the rate of user growth, the ability to generate revenue and other factors, the Company may require financing in addition to the amounts previously raised.</p> <p>Any additional equity financing may dilute shareholdings and debt financing, if available, may place restrictions on operating and financing activities. If the Company cannot acquire additional financing, then it may be forced to alter its plan of operations.</p>

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company and you should refer to the additional risk factors in Section 6 of this Prospectus before deciding whether to apply for Shares pursuant to this Prospectus.

2. Corporate Directory

Directors

Geoff Marshall
(Chairman and Managing Director)

Chris Adams
(Executive Director)

David Whitaker
(Director and Chief Information Officer)

Graeme Fear
(Non-Executive Director)

Hersh Solomon Majteles
(Non-Executive Director)

Robyn Foyster
(Non-Executive Director)

Company Secretary

Damon Sweeny

ASX Code

THD

Registered Office

Level 24 Allendale Square
77 St Georges Terrace

Perth WA 6000

Telephone: +61 8 6141 3394

Facsimile: +61 8 6141 3101

Email: admin@thred.im

Website: www.thred.im

Solicitors

Nova Legal

Level 2,
50 Kings Park Road
WEST PERTH WA 6005

Share Registry*

Advanced Share Registry

110 Stirling Hwy
NEDLANDS WA 6009

Telephone: +61 8 9389 8033

Facsimile: +61 8 9262 3723

* These parties have no involvement in the preparation or issue of this Prospectus and have not consented to being named in this Prospectus. Their names appear for information purposes only.

3. Details of the Offer

3.1 Offer

Under this Prospectus, the Company invites investors identified by the Directors to apply for up to 1,000 fully paid ordinary shares in the capital of the Company (**Shares**) at an issue price of \$0.02 per Share payable in full on application to raise approximately \$20.00 (before expenses) (**Offer**).

The Prospectus, and the Offer will only be made available to specific parties on invitation from the Directors. Application Forms will only be provided by the Company to these parties.

All of the Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus.

3.2 Underwriter Shares

As announced by the Company on 5 December 2016, the Company undertook a non-renounceable entitlement issue (on a 1 for 5 basis) to eligible Shareholders (**Entitlement Offer**), and pursuant to a capital raising mandate dated 5 December 2016 (**Mandate**) appointed Hunter Capital Advisors (**Underwriter**) as lead manager and underwriter to the Entitlement Offer. The Entitlement Offer was fully underwritten by the Underwriter.

Pursuant to the Mandate, the Company agreed to pay an underwriting fee of 7.0% of the gross Entitlement Offer proceeds (**Underwriting Fee**) to the Underwriter. The Company and the Underwriter agreed that the Underwriting Fee will be satisfied by the issue of Shares to the Underwriter (and/or its nominees) at a deemed issue price of \$0.02 per Share.

The gross Entitlement Offer proceeds totalled \$3,099,377. Accordingly, the Company must pay the Underwriter an Underwriting Fee of \$216,956.39.

The Underwriting Fee was satisfied by the issue of 10,847,819 Shares, which were issued to the Underwriter (and / or its nominees) on 28 February 2017 at a deemed issue price of \$0.02 per Share (**Underwriter Shares**).

The Underwriter Shares have been issued to the Underwriter (and/or its nominees), each a party who can be issued securities without the requirement for a disclosure document under section 708 of the Corporations Act (**Placees**). None of these Placees are related parties of the Company.

As the Underwriter Shares were issued as consideration for the underwriting services provided by the Underwriter to the Company in respect of the Entitlement Offer, pursuant to the Mandate and the Underwriting Agreement, no cash consideration was raised by the Company from the issue of the Underwriter Shares.

3.3 Advisory Shares

As announced by the Company on 2 March 2017, the Company executed a mandate with the Underwriter to provide the Company with corporate advisory services (**Advisory Mandate**).

Pursuant to the Advisory Mandate, the Company agreed to issue the Underwriter 55 million Shares in consideration for the Underwriter's corporate advisory services (**Advisory Shares**).

The Advisory Shares have been issued to the Underwriter (and/or its nominees), who can be issued securities without the requirement for a disclosure document under section 708 of the Corporations Act. None of these recipients are related parties of the Company.

As the Advisory Shares were issued as consideration for corporate advisory services provided by the Underwriter to the Company pursuant to the Advisory Mandate, no cash consideration was raised by the Company from the issue of the Advisory Shares.

3.4 Purpose of the Offer

The primary purpose of the Prospectus is to remove any trading restrictions that may have attached to Shares issued by the Company prior to the closing date of the Prospectus (including the Underwriter Shares and the Advisory Shares).

The Company is seeking to raise only a nominal amount of \$20.00 under this Prospectus. Accordingly, the purpose of this Prospectus is not to raise capital.

Under the Offer, an amount of approximately \$20.00 (before expenses) will be raised. All of the funds raised from the Offer will be applied towards the expenses of the Offer. Refer to Section 7.7 of this Prospectus for further details relating to the estimated expenses of the Offer.

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 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) to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date (including the Underwriter Shares and the Advisory Shares) within 12 months of their issue.

This Prospectus has also been issued to provide information on the Offer being made under this Prospectus, of which disclosure is required by the Corporations Act.

3.5 Opening and Closing Dates of the Offer

The Opening Date of the Offer will be 6 April 2017 at 10:00 am WST and the Closing Date will be 6 April 2017 at 5:00 pm WST.

The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

3.6 Application for Shares

Applications for Shares must be made at the direction of the Company and must be made using the Application Form accompanying this Prospectus.

Payment for the Shares must be made in full at the issue price of \$0.02 per Share.

Completed Application Forms and accompanying cheques must be mailed or delivered directly to the Company, at the following address:

By Hand:

Level 24, Allendale Square
77 St Georges Terrace
Perth WA 6000

By Post:

Level 24, Allendale Square
77 St Georges Terrace
Perth WA 6000

Cheques should be made payable to “**Thred Limited – Offer Account**” and crossed “**Not Negotiable**”. Completed Application Forms and cheques must reach the address set out above by no later than 5:00pm on the Closing Date.

3.7 Minimum subscription

There is no minimum subscription in respect of the Offer.

3.8 Oversubscriptions

Oversubscriptions will not be accepted.

If the Company receives more than one Application Form for Shares under the Offer, the Directors will decide, in their absolute discretion, which Application Form to accept and which Applicant the Shares under the Offer will be issued to.

3.9 Issue of Shares

The issue of Shares will take place as soon as practicable after the Closing Date. Application monies will be held in a separate subscription account until issue. This account has been established and the application monies will be kept by the Company in trust for each Applicant. Any interest earned on the application monies will be for the benefit of the Company and will be retained by the Company irrespective of whether the issue takes place and each Applicant waives the right to claim any interest.

The Directors will determine the holders of all Shares. The Directors reserve the right to reject any application or to allocate any Applicant fewer Shares than the number they applied for.

Where the number of Shares issued is less than the number applied for, the surplus monies will be returned by cheque as soon as practicable after the Closing Date. Where no issue is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

3.10 Underwriter

The Offer is not underwritten.

3.11 ASX Listing

Application for Official Quotation of the Shares issued pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If approval is not obtained from ASX before the expiration of 3 months after the

date of issue of the Prospectus (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares offered for subscription.

3.12 Restrictions on the Distribution of the Prospectus

The distribution of this Prospectus outside the Commonwealth of Australia may be restricted by law.

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Shares on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

3.13 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company is a participant in CHES for those investors who have a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with separate statements (similar to a bank account statement) that set out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

3.14 Privacy Act

If you complete an application for Shares pursuant to the Offer, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Share Registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Application Form, the Company may not be able to accept or process your application.

3.15 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, on +61 8 6141 3394.

4. Effect of the Offer

4.1 Effect of the Offer on Capital Structure

The effect of the Offer on the Company's capital structure is set out below.

Shares	Number
Shares currently on issue	995,660,956
New Shares issued under the Offer ¹	1,000
Total Shares on issue on completion of the Offer¹	995,661,956

Options	Number
Options currently on issue	
Exercisable at \$0.0625 on or before 30 May 2017	100,000,000
Exercisable at \$0.05 on or before 28 February 2020	20,000,000
Options issued under the Offer	Nil
Total Options on issue on completion of the Offer	120,000,000

Performance Shares	Number
Performance Shares currently on issue	31,500,000
New Performance Shares issued under the Offer	Nil
Total Performance Shares on issue on completion of the Offer	31,500,000

Notes:

1 Assuming full subscription of the Offer.

4.2 Financial Effect of the Offer

After paying for the expenses of the Offer of approximately \$10,100, there will be no proceeds from the Offer. The expenses of the Offer (exceeding \$20.00) will be met from the Company's existing cash reserves. The Offer will have an effect on the Company's financial position, being receipt of funds of \$20.00 less expenses of the Offer of \$10,100.

4.3 Pro-forma balance sheet

The reviewed balance sheet as at 31 December 2016 and the unaudited pro-forma balance sheet as at 28 February 2017 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position:

The pro-forma balance sheet has been prepared assuming Shares under the Offer have been issued, that the Offer is fully subscribed, and includes expenses of the Offer and the net proceeds of the Entitlement Offer.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma balances of the Company's assets and liabilities 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.

**Condensed Consolidated Statement of Financial Position and
Pro Forma Statement of Financial Position¹**

	Reviewed 31 Dec 16	Unaudited 28 Feb 17 ²	Adj's	Pro forma 28 Feb 17
ASSETS				
Current Assets				
Cash & Cash Equivalents	782,144	2,463,895	20	2,463,915
Trade & Other Receivables	130,052	142,260		142,260
Financial & Other Assets	9,900	23,406		23,406
Other Assets	891	891		891
TOTAL CURRENT ASSETS	922,897	2,630,452		2,630,472
Non-Current Assets				
Property, Plant & Equipment	8,574	8,762		8,762
TOTAL NON-CURRENT ASSETS	8,574	8,762		8,762
TOTAL ASSETS	931,561	2,639,214		2,639,234
LIABILITIES				
Current Liabilities				
Trade & Other Payables	564,561	531,225	10,100	541,325
Borrowings	4,585	4,585		4,585
TOTAL CURRENT LIABILITIES	569,146	535,809		545,909
TOTAL NON-CURRENT LIABILITIES				
TOTAL LIABILITIES	569,146	535,809		545,909
NET ASSETS	362,415	2,103,404		2,093,324
EQUITY				
Capital and Reserves				
Issued Capital	25,702,991	28,789,667	(10,080)	28,779,587
Reserves	1,417,289	1,412,384		1,412,384
Accumulated Losses	(26,757,868)	(28,098,650)		(28,098,650)
Non-Controlling Interest	3	3		3
TOTAL EQUITY	362,415	2,103,404		2,093,324

NOTES:

1. This pro-forma balance sheet assumes that the Offer is fully subscribed and accordingly raised \$20.00 (before expenses).
2. This column of the pro-forma balance sheet has been prepared to show the effect of the recent underwritten Entitlement Offer.

5. Rights and Liabilities Attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

The rights, privileges and restrictions attaching to Shares can be summarised as follows:

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.

(b) Voting rights

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

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited)

(c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) Winding-up

If the Company is wound up, any property that remains after satisfaction of all debts and liabilities of the Company and the payment of costs, charges and expenses of winding up will be distributed among the Shareholders in accordance with their respective rights.

Any amount that would otherwise be distributable to the holder of a partly paid Share must be reduced by the amount unpaid on that Share as at the date of distribution.

The liquidator may, with the authority of a special resolution of the Company, divide amongst the Shareholders the whole or any part of the Company's property and decide how the division is to be carried out between the Shareholders or classes of Shareholders. No Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(e) Shareholder liability

As the Shares offered under this Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) Transfer of Shares

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.

(g) Variation of rights

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

6. Risk Factors

6.1 Introduction

Activities in the Company and its controlled entities, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entities have implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, along with the risks set out in section 1 of this Prospectus, represents some of the major risk factors which prospective investors need to be aware of in evaluating the Company's business and risks of commencing or increasing your investment in the Company. Prospective investors should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the risks set out below.

6.2 Company Specific Risks

Refer also to section 1 of this Prospectus for the Company's key Risks.

(a) **No Operating Track Record**

The Company's operating subsidiary, Thredit is a recently established company and has no operational track record. Execution of the Company's business plan may take longer to achieve than planned and the costs of doing so may be higher than budgeted. As the Company is at an early stage of development, there are significant uncertainties associated with forecasting future revenues, timelines associated with future revenues and expenses. The Offer must therefore be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development.

(b) **Commercialisation risk**

Since the Company's reinstatement to trading on ASX on 17 June 2016, the Company's activities have involved deploying resources to develop its software application (including applying funds towards research and development, wages and procurement of services).

The Group has not reached commercial viability. Given the Group's limited trading history and the fact that its business is unproven, it is difficult to make an evaluation of the Group's business or its prospects. Accordingly, no assurance can be given that Thred will be successfully commercialised.

(c) **Intellectual property**

Whilst the Group will seek to protect innovative features and processes that it creates during the development of its apps, the Group's intellectual property rights are currently unregistered and therefore do not attract the benefit of formal patent protection. Further, there is no current intention to apply for formal patent protection, however the Company will continue to review the need for and likelihood of grant of formal patent protection.

There is a risk that products which compete with Thred or provide functionality that is similar to Thred could be developed before the Group is able to secure patent protection for Thred, which could materially affect the Group's growth and revenue prospects. There is also the risk that a patent application in relation to Thred may not be successful, in which case the Group will need to take greater measures to protect its business from competitors in the market offering similar or competing products and to ensure Thred does not infringe the registered intellectual property rights of any other person.

(d) **Country risk**

The Group's operations will primarily be conducted in Australia, but will extend to operations in the United States. In addition, the Group's material contracts are governed by laws in a range of jurisdictions, including the Hong Kong Special Administrative Region, the Province of Ontario Canada, Singapore, New South Wales (Australia) and Western Australia.

Accordingly, the Company will be exposed to a range of multi-jurisdictional risks such as risks relating to labour practices, environmental matters, difficulty in enforcing contracts (including the requirement to resolve certain disputes by arbitration in foreign jurisdictions), changes to or uncertainty in the relevant legal and regulatory regime (including in relation to taxation and foreign investment and practices of government and regulatory authorities) and other issues in foreign jurisdictions in which the Company operates.

(e) **Foreign currency and exchange rate**

The Company is seeking to raise funds under the Offer in Australian dollars. Whilst in the short term, it is anticipated that this will have a limited impact on the Company's costs of doing business, in the medium to longer term it is likely that the majority of the Group's revenue will be in US dollars or other local currencies. As such, the Company may be adversely affected by changes in exchange rates relative to the Australian dollar.

The Company will appropriately monitor and assess such risks and may from time to time implement measures, such as foreign exchange currency hedging, to assist in managing these risks. However, the implementation of such measures may not eliminate all such risks and the measures themselves may expose the Company to related risks.

(f) **Privacy**

Thred will be launched globally and as such will be subject to privacy laws that may differ in each specific jurisdiction in which the Group operates. If a breach of privacy occurs, it may expose the Group to litigation or regulatory enquiry.

(g) **Potential changes in APIs**

Platforms, apps and systems change aspects of their APIs regularly and for many different reasons. If the Group is unable to respond to a change in an API in an appropriate manner, Thred users (or segments thereof) may experience

(h) **Competitor risks**

The mobile app market and specifically the messaging and social app markets are highly competitive. The Group faces competition from a

wide range of app publishers from established well known publishers to start-ups looking to break into the market. The Group cannot control or influence its competitors' actions and activities. The actions by competitors may impact the adoption, revenue and/or profitability of the Group's financial condition. A key risk for the Group in a competitive environment such as this is that it may not achieve the user adoption or adequate engagement from users over existing or future competitors. Although the Group will look to overcome these challenges through consistent product iteration and testing, it is nonetheless vulnerable to unforeseen innovations, discoverability challenges and/or market saturation.

(i) **Key employee risks**

The Group is reliant on the expertise and talent of its personnel. The loss of key personnel could potentially have an adverse impact on the operations of the organisation. In addition, there is risk that development staff who have been involved in the development of Thred or any future products could be lost and in turn their knowledge of the product and business could be lost as well.

(j) **Technology**

The Group will seek to remain abreast of key technological innovations affecting the social media and messaging markets. However, the rapid growth of both of these markets creates an environment where unforeseen changes can happen quickly, making it difficult for the Group to adapt its offering quickly enough to cope with these changes. There is a risk that the Group will be unable to acquire new users or retain existing users should the Group's apps become less desirable in comparison with the competition in the marketplace.

(k) **Reduced likelihood of a takeover offer**

A large number of the Company's issued Shares are held by a small number of Shareholders. This may discourage any other potential bidder from making a takeover bid in the future as those Shareholders will have significant control over the Company.

(l) **Security**

The Group could suffer unauthorised infiltration by hackers disrupting service to users, stealing user data or otherwise affecting the Company's operations. Such actions could compromise user data or otherwise damage goodwill, resulting in changes in user behaviour and overall dissatisfaction.

(m) **Third party reliance**

To some extent, the Group relies on third parties for key aspects of its operations. This is a risk of third parties restricting access to their APIs or no longer being capable of providing the services that they currently offer. The Group's strategy is to spread reliance on third parties across a number of parties.

In addition, the Board anticipates that as adoption of the Group's apps grows, reliance on third parties will decrease.

(n) **Market**

The mobile app industry and specifically the messaging apps and social networks apps industries are still relatively undeveloped in spite

of the number of apps with large user bases. As such, the revenue models vary greatly and the market size and potential is still uncertain. In this market with diverse but relatively new revenue streams, it will be the Group's responsibility to develop effective solutions prompting users to engage with and/or execute transactions from or within its apps. There is also a risk that competitors could launch substantially similar apps as the Group and as such the speed to get to market is of high importance. The Group will seek to mitigate this risk through its development processes and user testing processes.

(o) **Financial risks**

The Company's capital requirements are influenced by numerous factors. Depending on the rate of user growth, the ability to generate revenue and other factors, the Company may require financing in addition to the amounts raised under the Offer. Any additional equity financing may dilute shareholdings and debt financing, if available, may place restrictions on operating and financing activities. If the Company cannot acquire additional financing, then it may be forced to alter its plan of operations.

(p) **Volatility in the market price of Shares**

There is no assurance that the market price for the Shares will not decline below the price at which they were subscribed for.

6.3 General Risks

In addition to the specific risks outlined above, there are general risks associated with the Company's existing and proposed business operations.

The value of the Company's Shares is affected by a number of general factors which are beyond the Company's or the Board's control.

Factors such as inflation, currency fluctuation, interest rates, supply and demand and industrial disruption have an impact on operating costs, local and international economic conditions and general investor sentiment.

(a) **General economic climate**

The Group's performance may be significantly affected by changes in economic conditions and particularly conditions which affect the mobile industry. The profitability of the Group's business may be affected by some or all of the factors listed below:

- (i) future demand for social media networks;
- (ii) the level of spending on mobile phone apps by users globally;
- (iii) general financial issues which may affect policies, exchange rates, inflation and interest rates;
- (iv) deterioration in economic conditions, possibly leading to reductions in consumer spending and other potential revenues which could be expected to have a corresponding adverse impact on the Company's operating and financial performance;
- (v) the strength of the equity and share markets in Australia and throughout the world;
- (vi) financial failure or default by any entity with which the Group may become involved in a contractual relationship;

- (vii) industrial disputes in Australia and overseas;
- (viii) changes in investor sentiment toward particular market sectors;
- (ix) the demand for, and supply of, capital; and
- (x) terrorism or other hostilities.

(b) **Government policies and legislation**

Social media may be affected by changes to government policies and legislation, including those relating to privacy, and taxation.

(c) **Insurance**

The Company, wherever practicable and economically advisable, will utilise insurance to mitigate business risks. Such insurance may not always be available or particular risks may fall outside the scope of insurance cover. In addition, there remains the risk that an insurer defaults in the payment of a legitimate claim by the Company.

(d) **Political factors**

The Company may be affected by the impact that political factors have on the various world economies or the Australian economy or on financial markets and investments generally or specifically.

(e) **Litigation**

Litigation brought by third parties including but not limited to customers, partners, suppliers, business partners or employees could negatively impact the business in the case where the impact of such litigation is greater than or outside the scope of the Company's insurance.

(f) **Stock market conditions**

The market price of the Shares when quoted on the ASX may be influenced by international and domestic factors affecting conditions in equity and financial markets. These factors may affect the prices for the securities of companies quoted on the ASX, including the Company.

(g) **Investment speculative**

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 Company's financial performance and the value of the Shares offered under this Prospectus.

Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

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

7. Additional Information

7.1 Disclosure Requirements

The Underwriter Shares and the Advisory Shares have been issued to the Underwriter (and/or its nominees), who are investors who do not require a disclosure document under section 708 of the Corporations Act, none of whom are related parties of the Company

All Shares issued under the Offer will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

7.2 Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in Section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations.

Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a "transaction specific prospectus" under section 713 of the Corporations Act. In general terms, a "transaction specific prospectus" is only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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 therefore 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. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of the ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus, which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus, other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date this Prospectus and the Closing Date:

- (i) the annual financial report most recently lodged by the Company with the ASIC;
- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company or an ASIC office during normal office hours.

7.3 Announcements

The Company has lodged the following announcements with ASX since the lodgement of the 2016 Annual Report:

Date	Description of Announcement
30/09/2016	2016 Annual Report
30/09/2016	Appendix 4G - Corporate Governance Disclosure Key
04/10/2016	Resources reallocated to focus on Microsoft & Global Rollout
05/10/2016	Executive remuneration arrangements
13/10/2016	Change of Director's Interest Notice
14/10/2016	Notice of Annual General Meeting/Proxy Form
18/10/2016	Initial Director's Interest Notice
31/10/2016	Appendix 4C - quarterly cashflow Sep16
03/11/2016	Restricted Securities to be released from escrow
04/11/2016	Market Update
11/11/2016	Change of Director's Interest Notice
17/11/2016	Results of Annual General Meeting
17/11/2016	Trading Halt
17/11/2016	Beta Release Ahead of Schedule
24/11/2016	Final Director's Interest Notice
25/11/2016	Thred Investor Presentation
29/11/2016	Appendix 3B
30/11/2016	Change of Director's Interest Notice x 2
30/11/2016	Trading Halt
02/12/2016	Suspension from official quotation
05/12/2016	Board and Management Changes
05/12/2016	Request to Extend Suspension
05/12/2016	Underwritten Rights Issue

Date	Description of Announcement
05/12/2016	Reinstatement to Official Quotation
06/12/2016	Early Beta Release of Core Thred Platform
06/12/2016	Prospectus - Fully Underwritten Rights Issue
06/12/2016	Appendix 3B - Future Rights Issue
07/12/2016	Sample Notices to Securityholders (3)
13/12/2016	Performance Share Milestones to be Significantly Changed
15/12/2016	Restricted Securities to be released from escrow
16/12/2016	Extension to Rights Issue Offer Closing Date
09/01/2017	Update on Proposed Strategic Investment
10/01/2017	Thred Partners with BoardRoom Media
20/01/2017	Thred Finalises Lateral Investment Discussions
25/01/2017	BETA update & notification of shortfall
01/02/2017	Appendix 4C - quarterly
10/02/2017	Change of Director's Interest Notice x 4
22/02/2017	\$3.1m Rights Issue Finalised & Shareholder Update
24/02/2017	Half Yearly Report and Accounts
02/03/2017	Shareholder Update
02/03/2017	New advisory mandate with Hunter Capital Advisors executed
03/03/2017	Appendix 3B - Rights Issue Fees and Consideration Shares
13/03/2017	Notice of General Meeting/Proxy Form
15/03/2017	External User Group Workshops Deliver Validation for Thred
21/03/2017	New Investor Presentation for Roadshow
24/03/2017	Senior Media Executive Robyn Foyster Joins Thred Board
28/03/2017	ASX Grants Waiver for Variation to Performance Share Terms
03/04/2017	Director's Interest Notice x 2
04/04/2017	Software Development Agreement to Incentivise Lateral
04/04/2017	Change of Address and Contact Details

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

7.4 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;

- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer pursuant to this Prospectus; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner or Director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offer.

The Directors' relevant interests in the Company's securities as at the date of this Prospectus and remuneration payable for the current and the last two financial years (including share based payments) is set out below:

Name	Shares ¹	Options	Remuneration FY 2015	Remuneration FY 2016	Remuneration Current FY (incl super)
Geoffrey Marshall	232,800	Nil	Nil	Nil	\$262,800 per annum ²
Chris Adams	26,800,000	Nil	Nil	\$240,863	\$10,000 per month ³
David Whitaker	300,600,000	Nil	Nil	\$238,195	\$219,000 per annum ⁴
Graeme Fear	240,000	Nil	Nil	Nil	\$32,850 per annum ⁵
Hersh Solomon Majteles	8,493,237	Nil	\$43,800	\$2,834	\$32,850 per annum ⁶
Robyn Foyster	Nil	Nil	Nil	Nil	\$32,850 per annum ⁷

Notes:

- ¹ Includes Performance Shares.
- ² Geoffrey Marshall – current cash Director's remuneration as per Company Announcement dated 5 December 2016. Mr Marshall receives a base salary of \$240,000 plus statutory superannuation.
- ³ Chris Adams – current cash non-executive Director's remuneration as per 'Orbit Variation Letter' dated 4 December 2016. Mr Adams receives Director fees of \$2,500 per month, and advisory fees of \$7,500 per month.
- ⁴ David Whitaker – current cash Director's remuneration as per Variation Letter to Executive Services Agreement dated 1 December 2016. Mr Whitaker receives a base salary of \$200,000 plus statutory superannuation.
- ⁵ Graeme Fear – current cash non-executive Director's remuneration as per Board Resolution dated 17 November 2016. Mr Fear's current remuneration is \$32,850 including superannuation equivalent.
- ⁶ Hersh Solomon Majteles – current cash non-executive Director's remuneration as per Board Resolution dated 17 November 2016. Mr Majteles' current remuneration is \$32,850 including superannuation equivalent.
- ⁷ Robyn Foyster – current cash non-executive Director's remuneration as per Board Resolution dated 17 November 2016. Ms Foyster's current remuneration is \$32,850 including superannuation equivalent.

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.

The current amount has been set at an amount not to exceed \$300,000 per annum.

Directors, companies associated with the Directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

7.5 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no expert, 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, nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any expert, 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, or to any firm in which any of those persons is or was a partner, or to any company with which any of those persons is or was associated, for services rendered by that person, or by the firm or the company, in connection with the formation or promotion of the Company or the Offer.

Nova Legal has acted as the solicitors to the Company in relation to the Offer and associated due diligence process. The Company estimates it will pay Nova Legal \$5,000.00 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Nova Legal has been paid \$10,318.00 for legal services provided to the Company.

7.6 Consents

Each of the parties referred to in this section 7.6:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this section; and
- (b) 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 and a statement included in this Prospectus with the consent of that party as specified in this section.

Nova Legal has given and has not withdrawn its consent to be named as the solicitors to the Company in this Prospectus, in the form and context in which it is named. Nova Legal has not caused or authorised the issue of this Prospectus, and expressly disclaims and takes no responsibility for, any part of this Prospectus.

7.7 Estimated Expenses of Offer

The total expenses of the Offer are estimated to be approximately \$10,100 as follows:

Expense	(\$)
ASIC fees	2,350
ASX fees	1,750
Legal expenses	5,000
Miscellaneous, printing and other expenses	1,000
Total	\$10,100

7.8 Market Price of Shares and Options

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market sale prices of the Company's Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

THD Shares:

Highest: \$0.028 on 28 March 2017

Lowest: \$0.013 on 7 February 2017.

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.022 on 5 April 2017.

7.9 Electronic Prospectus

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

7.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

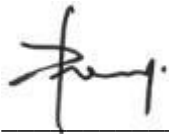
Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

8. Directors' Authorisation

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

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



Damon Sweeny
Company Secretary
6 April 2017
For and on behalf of Thred Limited

9. Definitions

\$ means Australian dollars.

Company or Thred means Thred Limited (ACN 124 541 466).

Advisory Mandate means the corporate advisory mandate between the Company and the Underwriter executed on 2 March 2017 in respect of the provision of corporate advisory services.

Advisory Shares means the 55 million Shares issued by the Company to the Underwriter (and/or its nominees) in consideration for the Underwriter's corporate advisory services under the Advisory Mandate.

API means 'application programming interface', a set of routines, protocols and tools for building software applications.

Applicant means an investor who applies for Shares pursuant to the Offer.

Application Form means an application form either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESSE.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.

ASX Listing Rules means the listing rules of the ASX.

Board means the board of Directors unless the context indicates otherwise.

Business Day means a day on which trading takes place on the stock market of ASX.

Closing Date means the date specified in the timetable in section 1 of this Prospectus (unless extended).

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Directors means the directors of the Company as at the date of this Prospectus.

Entitlement Offer means the fully underwritten non-renounceable entitlement offer of Shares in the Company pursuant to a prospectus dated 6 December 2016.

Group means the Company and its subsidiaries.

Offer means the offer of Shares referred to in the "Details of the Offer" section of this Prospectus.

Official Quotation means official quotation on ASX.

Opening Date means the opening date of the Offer as specified in the timetable set out in section 1 of this Prospectus (unless extended).

Placees means the holders of Underwriter Shares and the Advisory Shares.

Prospectus means this prospectus.

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

Share Registry means Advanced Share Registry Ltd (ACN 127 175 946)

Shareholder means a shareholder of the Company.

Thredit means Thredit Limited, the Company's wholly owned subsidiary incorporated in Hong Kong.

Underwriter means Hunter Capital Advisors Pty Ltd (ACN 603 930 418)

Underwriter Shares means 10,847,819 Shares issued at a deemed issue price of \$0.02 per Share to the Underwriter (and / or its nominee) on 28 February 2017.

WST means western standard time as observed in Perth, Western Australia.

GUIDE TO THE APPLICATION FORM

A. Application for Shares

The Application Form must only be completed in accordance with instructions included in Prospectus.

B. Name of Applicant

Write the Applicant's FULL NAME. This must be either an individual's name or the name of a company. Please refer to the bottom of this page for the correct form of registrable title. Applications using the incorrect form of registrable title may be rejected.

C. Name of Joint Applicants or Account Designation

If JOINT APPLICANTS are applying, up to three joint Applicants may register. If applicable, please provide details of the Account Designation in brackets. Please refer to the bottom of this page for instructions on the correct form of registrable title.

D. Address

Enter the Applicant's postal address for all correspondence. If the postal address is not within Australia, please specify Country after City/Town.

E. Contact Details

Please provide a contact name and daytime telephone number so that the Company can contact the Applicant if there is an irregularity regarding the Application Form.

F. CHESS HIN or existing SRN Details

The Company participates in CHESS. If the Applicant is already a participant in this system, the Applicant may complete this section with their existing CHESS HIN. If the applicant is an existing shareholder with an Issuer Sponsored account, the SRN for this existing account may be used. Otherwise leave the section blank and the Applicant will receive a new Issuer Sponsored account and statement.

G. Cheque Details

Make cheques payable to "Thred Limited – Offer Account" in Australian currency and cross them "Not Negotiable". Cheques must be drawn on an Australian Bank. The amount of the cheque should agree with the amount shown on the Application Form.

H. Declaration

This Application Form does not need to be signed. By lodging this Application Form and a cheque for the application money this Applicant hereby:

- (1) applies for the number of Shares specified in the Application Form or such lesser number as may be allocated by the Directors;
- (2) agrees to be bound by the constitution of the Company;
- (3) authorises the Directors of the Company to complete or amend this Application Form where necessary to correct any errors or omissions;
- (4) acknowledges that he/she has received a copy of the Prospectus attached to this Application Form or a copy of the Application Form before applying for the Shares; and
- (5) acknowledges that he/she will not provide another person with this Application Form unless it is attached to or accompanied by the Prospectus.

CORRECT FORMS OF REGISTRABLE TITLE

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

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