

iWebGate Limited

(ACN 141 509 426)

PROSPECTUS

For the offer of 1 Share at an issue price of \$0.20 to raise \$0.20 before expenses.

This Prospectus has been prepared primarily for the purpose 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.

IMPORTANT NOTICE

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

The Share offered by this Prospectus should be considered as speculative.

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Important Notice

This Prospectus is dated 24 June 2015.

A copy of this Prospectus was lodged with the ASIC on 24 June 2015. Neither the ASIC nor ASX take any responsibility for the contents of this Prospectus.

No Shares will be issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus. An application will be made for permission for the Share offered by this Prospectus to be admitted to Quotation.

The Offer is only available to those who are personally invited to accept the Offer. Applications for the Share offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom it would not be lawful to make such an offer or invitation. 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.

Certain abbreviations and other defined terms are used throughout this Prospectus. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in Section 8 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.

Applicants should read this document in its entirety and, if in any doubt, consult with their professional advisors before deciding whether to apply for the Share. There are risks associated with an investment in the Company. The Share offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Share. The Share on offer under this Prospectus should be considered speculative. Shareholders should consider whether or not the Share is a suitable investment having regard to their personal circumstances. Investors are directed to Section 2.19 which sets out certain key risks associated with making an investment in the Company.

No person is authorised to give any information or to make any representation in relation to the Offer 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.iwebgate.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. There is no facility for Applications to be accepted electronically or by applying online. The Corporations Act prohibits any person from passing on to another person the Application Form unless it is attached to or accompanied by a complete and unaltered version of the Prospectus. The Company will not accept a completed Application Form if it has reason to believe that the Applicant has not received a complete and unaltered copy of the Prospectus. Any person may obtain a hard copy of this Prospectus by contacting the Company prior to the Closing Date.

CORPORATE DIRECTORY

Directors

Adam Sierakowski (Non-Executive
Chairman)
Timothy Gooch (Executive Director)
Mark Harrell (Executive Director)

Company Secretary

Nicki Farley

Registered Office and Contact Details

Level 24
44 St Georges Terrace
PERTH WA 6000

Website

www.iwebgate.com

ASX Code

IWG

Legal Adviser

Price Sierakowski Corporate
Level 24, St Martin's Tower
44 St Georges Terrace
PERTH WA 6000

Share Registry

Computershare Investor Services Pty Ltd
Level 11
172 St Georges Terrace
PERTH WA 6000

Auditor (for information purposes only)

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

SECTION 1 TIMETABLE AND IMPORTANT DATES

EVENT	DATE
Prospectus lodged with ASIC and ASX	24 June 2015
Opening Date	24 June 2015
Closing Date	1 July 2015

This timetable is indicative only. The Directors reserve the right to vary the Opening Date and Closing Date without prior notice, which may have a consequential effect on other dates.

SECTION 2 DETAILS OF THE OFFER

2.1 Summary of the Offer

Under this Prospectus, the Company invites investors identified by the Directors to apply for 1 Share at an issue price of \$0.20 payable in full on application, to raise \$0.20.

The Offer will only be extended to specific parties on invitation from the Directors. Application Forms will only be provided by the Company to these parties.

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

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Shares issued by the Company prior to the Closing Date.

Relevantly, Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- the relevant securities are in a class of securities of the company that are already quoted on ASX;
- a prospectus is lodged with ASIC either:
 - on or after the day on which the relevant securities were issued (Section 708A(11)(b)(i)); or
 - 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 (section 708A(b)(ii)); and
- the prospectus is for an offer of securities issued by the company 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)(b) and relieve investors from the obligation to issue a prospectus if they wish to sell the Placement Securities within twelve (12) months of issue. This Prospectus has also been issued to provide information on the Offer being made under this Prospectus, which offer is required by the Corporations Act.

The issue of the Placement Securities was not undertaken by the Company with the purpose of the Investors selling or transferring the Placement Securities. However, the Directors consider that the persons that have been issued the Placement Securities should be entitled, if they wish, to on-sell their securities prior to the expiry of 12 months after their issue.

2.2 Details of Issue

This Prospectus offers for subscription of 1 Share at an issue price of \$0.20 payable in full on application to raise \$0.20. The Share offered under this Prospectus will rank equally with the existing Shares. The rights and liabilities attaching to the Share are set out in section 6 of this Prospectus.

2.3 Minimum Subscription

There is no minimum subscription.

2.4 Oversubscriptions

Oversubscriptions will not be accepted.

2.5 Clearing House Electronic Sub-Register System (“CHESS”) and Issuer Sponsorship

The Company will not be issuing Share Certificates. The Company operates an electronic CHESS sub-register for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS 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 but instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number (HIN), if broker sponsored, or Securityholder Reference Number (SRN), if issuer sponsored, and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Monthly statements will be provided to holders in circumstances in which there have been any changes in their security holding in the Company during the preceding month.

2.6 Privacy disclosure

Persons who apply for the Share pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for Shares, to provide facilities and services to security holders, 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 the Share will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry.

2.7 Offer Price

The Offer price is \$0.20 for each Share payable in full in Australian currency on the acceptance of the Offer as follows:

- Cheque drawn on and payable at any Australian bank;
- Money order; or
- Bank draft drawn on and payable at any Australian bank.

2.8 Applications

Applications under the Offer may only be made on the Application Form attached to this Prospectus. To the extent permitted by law, the Directors will have absolute discretion over which Applications to accept and intend to close the Offer as soon as they are legally entitled to do so.

A completed Application Form and accompanying cheque must be mailed or delivered to the company as follows:

Deliver to: **Level 24
44 St Georges Terrace
PERTH WA 6000**

Post to: **PO Box Z5183
St Georges Terrace
PERTH WA 6831**

Cheques, money orders and drafts should be made payable to “iWebGate Limited” and crossed “Not Negotiable”.

2.10 No Underwriting

The Offer is not underwritten.

2.11 Closing Date

The Closing Date for the Offer is 5.00pm WST on 1 July 2015. The Directors reserve the right to close the Offer earlier or to extend the Closing Date without notice.

2.12 Allotment

The Share will be allotted and issued as soon as practicable after the Closing Date. In accordance with section 722(1) of the Corporations Act, until the allotment and issue of the Share, all application monies will be held in trust by the Company.

A statement of holding for the Share will be mailed as soon as possible after the Closing Date.

The Share will not be allotted and issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus.

Application money will be refunded to unsuccessful Applicants without interest as soon as reasonably practicable after the close of the Offer.

2.13 Stock Exchange Quotation

The Company will apply for Quotation of the Share within 7 days of the date of this Prospectus. If permission is not granted for the Quotation of the Share within three (3) months after the date of this Prospectus, then the Share will not be allotted and all application monies received under this Prospectus will be refunded without interest.

2.14 Use of Funds of the Offer

The \$0.20 raised from the Offer will be applied towards the cost of the Offer.

2.15 Overseas Offers

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.

2.16 Enquiries

General questions relating to the Offer can be directed to the Company on +61 8 6211 5099.

SECTION 3 INFORMATION AVAILABLE TO INVESTORS

3.1 Continuously Quoted Prospectus

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

- the effect of the Offer on the Company; and
- the rights and liabilities attaching to the Share offered by this Prospectus.

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 apply for the Share pursuant to the Offer.

3.2 Continuous Reporting and Disclosure Obligations

The Company is listed on ASX and its Shares are quoted on ASX under the code "IWG".

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 30 June 2014 free of charge to any investor who so requests prior to the Closing Date. A list of those documents for the period commencing on 8 October 2014 to the time of lodging this Prospectus is set out in Section 3.3. The Company will also provide to any investor free of charge a copy of the Company's Annual Financial Report for the year ending 30 June 2014 and the Company's Half Year Financial Report for the period ending 31 December 2014 on request.

3.3 Company Announcements

The following announcements have been lodged with ASX in respect of the Company since the lodgement of the annual financial report for the year ended 30 June 2014.

Date	Announcement
8 October 2014	Supplementary Prospectus
8 October 2014	iWebGate Technology Limited – Annual Report 2012
8 October 2014	iWebGate Technology Limited – Annual Report 2013
8 October 2014	iWebGate Technology Limited – Annual Report 2014
13 October 2014	Capital Raising Update
13 October 2014	ASX Waiver from Listing Rule 14.7
23 October 2014	Notice of Annual General Meeting/Proxy Form
29 October 2014	Capital Raising Update
31 October 2014	Appendix 4C - Quarterly
12 November 2014	Capital Raising Update
21 November 2014	Completion of Capital Raising
26 November 2014	Results of Annual General Meeting
5 December 2014	Completion of Acquisition of iWebGate
10 December 2014	Appendix 3B
10 December 2014	Board Changes
11 December 2014	Initial Director Interest Notices
11 December 2014	Final Directors Interest Notices
11 December 2014	Change of Director's Interest Notice
11 December 2014	Notice of Initial Substantial Holder x 4
15 December 2014	Reinstatement to Official Quotation
15 December 2014	ASX Notice – iWG Reinstatement
15 December 2014	Appendix 1A
15 December 2014	Information Form & Checklist
15 December 2014	Distribution Schedule
15 December 2014	Top 20 Shareholders
15 December 2014	Capital Structure
15 December 2014	Updated Pro Forma Balance Sheet
15 December 2014	Updates Use of Funds
15 December 2014	Statement re Compliance with Listing Rules
18 December 2014	Becoming a Substantial Holder
23 December 2014	Appendix 3B – Release of Restricted Securities
9 January 2015	Ceasing to be a Substantial Holder
30 January 2015	Appendix 4C – Quarterly
10 February 2015	Investor Presentation
12 February 2015	iWG Executes Letter of Intent with SecureState
27 February 2015	Half Yearly Report and Accounts

Date	Announcement
6 March 2015	S&P DJ Indices Announces March Quarterly Review
11 March 2015	Trading Halt
13 March 2015	iWG to Engage US Executive, David McLaughlin
13 March 2015	iWG Investor Presentation
13 March 2015	Grant of European Patent Approval
30 April 2015	Appendix 4C – Quarterly
4 May 2015	iWebGate Completes Landmark Telstra Arrangement
7 May 2015	iWebGate Update on USA Operations
18 May 2015	Investor Presentation
19 May 2015	Change of Share Registry
5 June 2015	Trading Halt
10 June 2015	Suspension from Official Quotation
12 June 2015	Change of Share Registry Address
17 June 2015	Capital Raising
17 June 2015	Reinstatement to Official Quotation

SECTION 4 RISK FACTORS

An investment in the Company carries certain risks that may impact on the future profitability of the Company and the value of the Company's securities. The Share on offer under this Prospectus should be considered speculative. The Directors recommend that potential investors carefully consider this Prospectus and consult their professional advisers before deciding whether to apply for the Share pursuant to this Prospectus.

The business activities of the Company are subject to various risks that may impact on the future performance of the Company. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or the price at which the Shares will trade. A comprehensive overview of the risk factors affecting the Company is set out in the Prospectus. Risk factors which, either individually or in combination, may affect the Company include but are not limited to:

4.1 Competition and new technologies

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

4.2 Special reputational risks

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

4.3 Data loss, theft or corruption

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

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

4.4 Hacker attacks

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

Although the Company has strategies in place to minimise such attacks, these strategies may not be successful. Unavailability of the website could lead to a loss of

revenues whilst the Company is unable to provide its services. Further, it could hinder the Company's abilities to retain existing customers or attract new customers, which would have a material adverse impact on the Company's growth.

4.5 Domain name risk

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

4.6 Attracting customers to the Company's website

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

- (i) Marketing and promotions: if the Company's marketing and promotion efforts are not effective this will manifest itself in a lack of customers visiting the the Company's website.
- (ii) Brand damage: should the Company suffer from reputational damage, web traffic could be affected.
- (iii) Search engine traffic: search engines such as Google, direct significant traffic to the Company's website. Should these search engines make changes to their algorithms and procedures that direct this traffic, the Company could see a substantial drop in customers visiting its website. For example, Google regularly updates the algorithms that determine the ranking of results it returns for any given search term. The Company will attempt to follow Google's guidelines and online best practice to maintain the flow of traffic to the Company's website, but such changes could adversely affect the traffic to its website.

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

4.7 Customer service risk

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

4.8 Risk associated with the regulatory environment

The Company's main operating entities are based in Australia and subject to Australian laws and regulations. For example, the Company is required to comply with the *Corporations Act 2001* (Cth) and the *Competition and Consumer Act 2010* (Cth). However the Company also intends to increase its operations in international jurisdictions such as the United States of America and Europe. Users, competitors,

members of the general public or regulators could allege breaches of the legislation in the relevant jurisdictions, for example, if they considered an advertisement to be misleading or deceptive. This could result in remedial action or litigation, which could potentially lead to the Group being required to pay compensation or a fine. The Group's operations may become subject to regulatory requirements, such as licensing and reporting obligations, which would increase the costs and resources associated with its regulatory compliance. Any such increase in the costs and resources associated with regulatory compliance could impact upon the Company's profitability. In addition, if regulators took the view that a Group company had failed to comply with regulatory requirements, this could lead to enforcement action resulting in public warnings, infringement notices or the imposition of a pecuniary penalty. This could lead to significant reputational damage to the Group and consequent impact upon its revenue.

4.9 Foreign exchange risks

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

4.10 Future capital needs

Even if the Offer is completed successfully, it is likely that the Company will require additional funding in the future in order to develop its business and support its ongoing activities and operations.

Any additional equity financing may be dilutive to Shareholders and any debt financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy.

Further, there can be no assurance that any such equity or debt funding will be available for the Company on favourable terms or at all. If adequate funds are not available on acceptable terms, there is significant uncertainty as to whether the Company can continue as a going concern.

Accordingly, the Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

4.11 Liability claims

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

4.12 Protection of intellectual property rights

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

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

4.13 Reliance on key management

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

The Company's operations in the United States of America are the responsibility of existing and future senior management and key personnel, including Tim Gooch, who has the experience and knowledge required to manage development and commercialisation in the United States of America.

The Company's operations in the Asia Pacific Region are the responsibility of existing and future senior management and key personnel, including Mark Harrell, who has the experience and knowledge required to manage development and commercialisation in the Asia Pacific Region.

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

4.14 Contractors and contractual disputes

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

- (i) financial failure or default by a participant in any joint venture to which the Company or its subsidiaries may become a party;
- (ii) insolvency, default on performance or delivery, or any managerial failure by any of the operators and contractors used by the Company or its subsidiaries in its activities; or

- (iii) insolvency, default on performance or delivery, or any managerial failure by any other service providers used by the Company or its subsidiaries or operators for any activity.

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

4.15 Government policy changes and legal risk

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

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

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

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

4.16 Investment risk

The Share to be issued pursuant to this Prospectus should be considered speculative due to the nature of the Company's business. There is no guarantee as to the payment of dividends, return of capital or the market value of the Share. The prices at which an investor may be able to trade the Share may be above or below the price paid by the investor for the Share.

Prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

4.17 Share market risk

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

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

- (i) general economic outlook;
- (ii) interest rates and inflation rates;

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

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

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

4.18 Taxation risk

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

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

4.19 Foreign exchange risks

In the future a proportion of the Company's revenues, cash inflows, other expenses, capital expenditure and commitments may be denominated in foreign currencies.

To comply with Australian reporting requirements, the income, expenditure and cash flows of the Company will need to be accounted for in Australian dollars. This will result in the income, expenditure and cash flows of the Company being exposed to the fluctuations and volatility of the rate of exchange between other currencies and the Australian dollar, as determined in international markets.

Furthermore, the Company has decided to not put in place any hedges in relation to foreign exchange. This may result in the Company being exposed to exchange rate risk, which may have an adverse impact on the profitability and/or financial position of the Company.

SECTION 5 PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to the Share issued by the Company prior to the Closing Date (including prior to the date of this Prospectus).

Under the Offer, an amount of approximately \$0.20 (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 7.6 of this Prospectus for further details relating to the estimated expenses of the Offer.

5.2 Effect of Offer

The effect of the Offer on the capital structure of the Company is set out below:

	Number
Shares currently on issue	609,059,604
Shares offered pursuant to the Offer	1
Total Shares on issue after completion of the Offer	609,059,605

5.3 Financial Effect of the Offer

After paying for the expenses of the Offer of approximately \$10,290, there will be no proceeds from the Offer. The expenses of the Offer exceeding \$0.20 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 \$0.20 less expenses of the Offer of \$10,290.

SECTION 6 RIGHTS ATTACHING TO SHARES

6.1 Rights and liabilities attaching to the Shares

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

(a) Ranking of Shares

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

(b) Voting rights

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

(c) Dividend rights

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

(d) Variation of Rights

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

(e) Transfer of Shares

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

(f) General Meetings

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

(g) Unmarketable Parcels

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

(h) Rights on Winding Up

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.

SECTION 7 ADDITIONAL INFORMATION

7.1 Market Prices of Ordinary Shares

Official Quotation commenced on 13 January 2011.

The highest and lowest recorded market sale prices of the Company's Shares quoted on ASX during the 12 month period to the date of this Prospectus were \$0.40 cents on 16 March 2015 and \$0.10 cents on 18 September 2014 respectively.

The closing market sale price of the Company's Shares on ASX on the last day that trading took place in the Shares prior to the date of this Prospectus was \$0.245 cents on 23 June 2015.

7.2 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 before investing in the Share. 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 Share pursuant to the Offer.

7.3 Legal Proceedings

There is no litigation, arbitration or proceedings pending against or involving the Company as at the date of this Prospectus.

7.4 Consents

Each of the parties referred to below:

- (a) has given the following consents in accordance with the Corporations Act which have not been withdrawn as at the date of the lodgment of this Prospectus with ASIC;
- (b) does not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by any of those parties, other than as specified in this Section and has not made any statement on which a statement in this Prospectus is based, other than as specified in this Section; and
- (c) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of the 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.

Price Sierakowski Corporate have given, and at the date hereof have not withdrawn, their written consent to be named in this Prospectus as the solicitors to the Company in the form and context in which they are named. Price Sierakowski Corporate have not authorised or caused the issue of this Prospectus and take no responsibility for any part of this Prospectus.

Computershare Investor Services Pty Ltd has given, and has not before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as the Share Registry in the form and context in which it is named. Computershare Investor Services Pty Ltd has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus.

7.5 Interests of Directors, Experts and Promoters

Except as set out below or elsewhere in this Prospectus, no Director holds, or has held in the last two years, 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 or with the Offer; or
- the Offer,

nor has anyone paid, or agreed to pay, any amount or given, or agreed to give, any benefit to any Director to induce him to become or to qualify as a Director or otherwise in connection with the promotion or formation of the Company or with the Offer.

The interests of the Directors in the securities of the Company at the date of this Prospectus are as follows:

Director	Number
Adam Sierakowski	12,625,000
Timothy Gooch	84,138,951
Mark Harrell	25,087,992

Directors fees of \$84,000 per annum are paid to Trident Capital Pty Ltd a company of which Adam Sierakowski is a Director.

Timothy Gooch is paid a remuneration of US\$250,000 per annum inclusive of statutory superannuation and allowances of up to US\$90,000 per annum in connection with Mr Gooch's relocation to the United States.

Mark Harrell is paid a remuneration of \$210,000 per annum inclusive of statutory superannuation and allowances of up to \$6,800 per annum.

Other than as set out below, elsewhere in this Prospectus, no 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 holds at the date of this Prospectus, or has held at any time during the last two years prior to the date of this Prospectus, 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 or with the Offer; or
- the Offer,

nor has anyone paid, or agreed to pay, any amount or given, or agreed to give, any benefit to any such person in connection with the promotion or formation of the Company or with the Offer.

Price Sierakowski Corporate have acted as solicitors to the Company providing general advice to the Company and assisting in the preparation of this Prospectus. The Company estimates it will pay Price Sierakowski Corporate a fee of approximately \$8,000 (excluding GST) for these services.

7.6 Expenses of the Offer

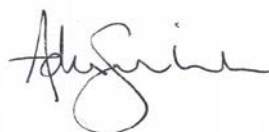
The total expenses of the Offer including legal fees, ASX and ASIC fees and other miscellaneous expenses are estimated to be \$10,290.

SECTION 8 AUTHORITY OF DIRECTORS

The Directors state that they have made all reasonable enquiries and have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that, in respect of any other statements made in this Prospectus by persons other than the Directors, the Directors have made reasonable enquiries and have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given the consent required by Section 716 of the Corporations Act to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before the lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of the Share pursuant to this Prospectus.

Each of the Directors of the Company have consented to the lodgement of this Prospectus in accordance with Section 720 of the Corporations Act 2001.

Dated 24 June 2015

A handwritten signature in black ink, appearing to read 'Adam Sierakowski', written in a cursive style.

Signed for and on behalf of the Company

By Adam Sierakowski (Chairman)

SECTION 9 GLOSSARY

Applicant means a person who submits an Application.

Application means a valid application to subscribe for the Share.

Application Form means the application form for the Share enclosed with this Prospectus.

Announcements means the Company announcements used to notify ASX of information relating to the Company under the provisions of the Listing Rules during the period from 8 October 2014 to the date of the Prospectus, as set out in Section 3.3.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange.

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

Business Day means a day other than a Saturday or Sunday on which banks are open for business in Perth, Western Australia.

CHESS means ASX Clearing House Electronic Sub registry System.

Closing Date means the date on which the Offer closes which is 5.00 (WST) on 1 July 2015 or such other time and date as the Directors determine.

Company means iWebGate Limited (ACN 141 509 426).

Constitution means the constitution of the Company.

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

Director means a director of the Company from time to time.

Dollars or \$ means Australian dollars unless otherwise stated.

Glossary means this glossary.

Group means the Company and its subsidiaries.

Listing Rules means the official rules of ASX.

Offer means the offer of 1 Share pursuant to this Prospectus.

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

Official List means the Official List of ASX.

Official Quotation means the Shares being quoted on the Official List.

Opening Date means the first date for receipt of Applications which is 9:00am (WST) on 24 June 2015 or such other time and date as the Directors determine.

Option means an option to acquire a Share.

Placement Securities means the 10,225,000 shares issued at \$0.20 to investors pursuant to the Corporations Act on or around 24 June 2015.

Prospectus means this prospectus dated 24 June 2015 for the issue of 1 Share, including any electronic or online version.

Quotation means quotation of the Shares on ASX.

Section means a section of this Prospectus.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of Shares.

WST means Western Standard Time, Perth, Western Australia.

SECTION 10 PUBLIC OFFER APPLICATION FORM

iWebGate Limited (ACN 141 509 426)

Share Registrars Use Only	
Broker reference – Stamp only	
Broker Code	Adviser Code

Please read all instructions on the reverse of this form

A Number of Shares applied for

One share	at \$0.20 per Share	A\$0.20
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B Total amount payable by cheque(s) for Shares

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C Full name details, title, given name(s) (no initials) and surname or Company name Or exemption category	D Tax File Number(s)
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Name of applicant 1

--

Name of applicant 2 or <Account Designation>

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Name of applicant 3 or <Account Designation>

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E Write Your Full Postal Address Here	F Contact Details
Number/Street	Contact Name
	Contact telephone number ()
Suburb/Town	State/postcode

G Chess HIN (if applicable)

--

H Cheque payment details please fill out your cheque details and make your cheque payable to "iWebGate Limited"

Drawer	Cheque Number	BSB Number	Account Number	Total amount of cheque
				\$

I You should read the Prospectus dated 24 June 2015 carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant supplementary prospectus (whether in paper or electronic form).

I/We declare that:

- (a) I/we agree to the terms and conditions of the Prospectus dated 24 June 2015 and I/we are eligible to apply for Shares under the Prospectus dated 24 June 2015 having regard to all applicable securities laws;
- (b) this Application Form is completed according to the declaration/appropriate statements on the reverse of this form and I/we agree to be bound by the constitution of iWebGate Limited; and
- (c) I/we have received personally a copy of this Prospectus accompanied by or attached to this Application Form or a copy of this Application Form or a direct derivative of this Application Form, before applying for Shares.

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

Guide to the Application Form

This Application Form relates to the offer of Shares in iWebGate Limited pursuant to the Prospectus dated 24 June 2015. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of iWebGate Limited and it is advisable to read this document before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable), and an Application Form on request and without charge.

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

- A Insert the number of Shares you wish to apply for. The Application must be for a minimum of 1 Share.
- B Insert the relevant account Application Monies. To calculate your Application Monies, add the number of Shares applied for multiplied by twenty cents (\$0.20).
- C Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of the Company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that presently registered in the CHES system.
- D Enter your Tax File Number (TFN) or exemption category. Where applicable please enter the TFN for each joint Applicant. Collection of TFNs is authorised by taxation laws. Quotation for your TFN is not compulsory and will not affect your Application.
- E Please enter your postal address for all correspondence. All communications to you from the Shares Registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- F Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
- G iWebGate Limited will apply to the ASX to participate in CHES, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of ASX Limited. In CHES, the Company will operate an electronic CHES subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of securities allotted.
- If you are CHES participant (or are sponsored by a CHES participant) and you wish to hold securities allotted to you under this Application in uncertified form on the CHES subregister, complete Section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment, you will be sponsored by the Company and an SRN will be allocated to you. For Further information refer to the relevant section of the Prospectus.
- H Please complete cheque details as requested.
- Make your cheque payable to "iWebGate Limited" in Australian currency and cross it "Not Negotiable" Your cheque must be drawn on an Australian Bank, and the amount should agree with the amount shown in section B.
- Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.
- I Before completing the Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for shares in iWebGate Limited upon and subject to the terms of this Prospectus, and agrees to take any number of Shares equal to or less than the number of Shares indicated in Section A that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

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

Delivered to: iWebGate Limited c/- Trident Capital Level 24, St Martins Tower 44 St Georges Terrace PERTH WA 6000	Posted to: iWebGate Limited c/- Trident Capital PO Box Z5183 St Georges Terrace PERTH WA 6831
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Application Forms must be received no later than 5.00pm on 1 July 2015 which may be changed immediately after the Opening Date at any time at the discretion of the Company.

Correct form of Registrable Title

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

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual - Use Names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	John Alfred Smith <Peter Smith>	Peter Smith
Company - Use Company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates - Use executor(s) person name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of Late John Smith
Partnerships - Use partners personal names, do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith and Son A/C>	John Smith and Son