



Potash Minerals Limited
(to be renamed Buddy Holdings Limited)
ACN 121 184 316

prospectus

For the Potash Minerals Limited acquisition of Buddy Platform Incorporated.



POTASH MINERALS LIMITED, TO BE RENAMED "BUDDY HOLDINGS LIMITED" ACN 121 184 316

PROSPECTUS

Pursuant to this Prospectus, the Company makes the following offers:

- (a) the offer of up to 100,000,000 Shares at an issue price of \$0.10 per Share to raise up to \$10,000,000 with oversubscriptions being offered up to a further 25,000,000 Shares to raise up to an additional \$2,500,000 (less any Shares issued under the SPP Offer) (**Public Offer**); and
- (b) the offer of up to 25,000,000 Shares to Eligible Shareholders at an issue price of \$0.10 per Share to raise up to \$2,500,000 (**SPP Offer**).

This Prospectus also contains an offer of:

- (a) the Consideration Securities to the Buddy Shareholders (**Consideration Offer**);
- (b) the Replacement Options and Performance Rights to the holders of Buddy Options (**Optionholder Offer**);
- (c) the Capital Raising Options (**Capital Raising Options Offer**); and
- (d) the Transaction Options (**Transaction Options Offer**);

(together, the **Secondary Offers**).

The Offers are scheduled to close at 5.00pm (WST) on the dates set out below:

- **Public Offer – 9 November 2015;**
- **SPP Offer – 16 November 2015; and**
- **Secondary Offers – 23 November 2015.**

unless extended or withdrawn. Applications must be received before that time to be valid.

Completion of the Offers is conditional upon satisfaction of the Conditions, which are detailed further in Section 2.5 of the Prospectus. No Securities will be issued pursuant to this Prospectus until such time as the Conditions are satisfied.

IMPORTANT INFORMATION

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay. **The Securities offered by this Prospectus are subject to certain risks as set out in Section 8.**

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1. CORPORATE DIRECTORY

Existing Directors

Mr Ananda Kathiravelu (Non-executive Chairman, Director)

Mr Richard Monti (Non-executive Director)¹

Mr Ben Binninger (Non-executive Director)¹

Incoming Directors

Mr David McLauchlan (CEO, Executive Director)

Mr Richard Borenstein (Non-executive Chairman, Director)

Mr Alexander Gounares (Non-executive Director)

Joint Company Secretaries

Mr Christopher Watts and Mr Stuart Usher³

Share Registry²

Security Transfer Registrars Pty. Limited
770 Canning Highway
APPLECROSS WA 6153

Telephone: +61 8 9315 2333

Lead Manager

Armada Capital Limited
Suite 7, 55 Hampden Road
NEDLANDS WA 6009

Auditor

Nexia Perth Audit Services Pty Ltd
Level 3
88 William Street
Perth

¹ To resign on Settlement of the Acquisition.

² This entity has been included for information purposes only. It has not been involved in the preparation of this Prospectus.

³ To be appointed at the Company's annual general meeting to be held on 9 November 2015.

Registered Office

The Company

Suite 1 G, 437 Roberts Road
SUBIACO WA 6008

Telephone: +61 8 9482 0515

Facsimile: +61 8 9482 0505

Email: info@potashmin.com.au

Website: www.potashmin.com.au

Buddy

1418 3RD Avenue Suite 300
Seattle, WA 98101

Telephone: +1 206 395 2588

Facsimile: +1 425 968 6340

Email: info@buddy.com

Website: www.buddy.com

ASX Code: POK

Proposed ASX Code: BUD

Investigating Accountant

Bentleys Audit & Corporate Pty Ltd
Level 1, 12 Kings Park Road
WEST PERTH WA 6005

Legal Advisers

Steinepreis Paganin
The Read Buildings
Level 4, 16 Milligan Street
PERTH WA 6000

2. IMPORTANT NOTICE

2.1 General

This Prospectus is dated 3 November 2015 and was lodged with the ASIC on that date. The ASX, ASIC and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No person is authorised to give information or to make any representation in connection with the Offers, which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by Potash Minerals Limited (the **Company**) in connection with this Prospectus. You should rely only on information in this Prospectus. Except as required by law, and only to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company, or any return on any investment made pursuant to this Prospectus.

It is important that you read this Prospectus in its entirety and seek professional advice where necessary. The Securities the subject of this Prospectus are subject to certain risks as set out in Section 8.

2.2 Exposure Period

This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to applying for Securities. You should be aware that this examination may result in the identification of deficiencies in this Prospectus and, in those circumstances, any application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act. Applications for Securities under the Secondary Offers set out in this Prospectus will not be processed by the Company until after the expiry of the Exposure Period. No preference will be conferred on applications lodged prior to the expiry of the Exposure Period.

2.3 Re-compliance Prospectus

This Prospectus is a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy the ASX requirements for re-admission to the Official List following a change in the nature and scale of the Company's activities.

2.4 Investment Advice

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for Securities under this Prospectus.

2.5 Conditional Offers

The Offers are conditional on:

- (a) the passing of all of the Essential Resolutions that are being put to Shareholders at the General Meeting; and
- (b) ASX conditional approval to re-admit the Shares to Official Quotation.

Accordingly, the Offers under this Prospectus are effectively inter-conditional on the successful completion of each other part of the Acquisition.

In the event that Shareholders do not approve all of the Essential Resolutions at the General Meeting, the Offers will not proceed and no Securities will be issued pursuant to this Prospectus. If this occurs, Applicants will be reimbursed their Application monies (without interest).

Securities issued under this Prospectus will be issued on the date of Settlement of the Acquisition of Buddy. In this regard, if Settlement does not occur, no Securities will be issued pursuant to this Prospectus.

2.6 Expiry Date

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

2.7 Forward-looking Statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of past and present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, its Directors and management.

Although the Company believes that the expectations reflected in the forward looking statements included in this Prospectus are reasonable, none of the Company, its Directors or officers, or any person named in this Prospectus, can give, or gives, any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur or that the assumptions on which those statements are based will prove to be correct or exhaustive beyond the date of its making. Investors are cautioned not to place undue reliance on these forward-looking statements.

Except to the extent required by law, the Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus.

The forward looking statements contained in this Prospectus are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. The key risk factors of investing in the Company are set out in Sections 5D and 8 of this Prospectus.

2.8 Privacy Statement

By completing and returning an Application Form, you will be providing personal information directly or indirectly to the Company, the Share Registry, and related bodies corporate, agents, contractors and third party service providers of the foregoing ("**Collecting Parties**"). The Collecting Parties collect, hold and will use that information to assess your Application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

By submitting an Application Form, you authorise the Company to disclose any personal information contained in your Application Form ("**Personal Information**") to the Collecting Parties where necessary, for any purpose in connection with the Offers,

including processing your acceptance of the Offers and complying with applicable law, the ASX Listing Rules, the ASX Settlement Operating Rules and any requirements imposed by any Public Authority.

If you do not provide the information required in the Application Form, the Company may not be able to accept or process your acceptance of the Offers.

If the Offers are successfully completed, your Personal Information may also be used from time to time and disclosed to persons inspecting the register of Shareholders, including bidders for your securities in the context of takeovers, Public Authorities, authorised securities brokers, print service providers, mail houses and the Share Registry.

Any disclosure of Personal Information made for the above purposes will be on a confidential basis and in accordance with the Privacy Act 1988 (Cth) and all other legal requirements. If obliged to do so by law or any Public Authority, Personal Information collected from you will be passed on to third parties strictly in accordance with legal requirements. Once your Personal Information is no longer required, it will be destroyed or de-identified. As at the date of this Prospectus, the Company does not anticipate that Personal Information will be disclosed to any overseas recipient.

Subject to certain exemptions under law, you may have access to Personal Information that the Collecting Parties hold about you and seek correction of such information. Access and correction requests, and any other queries regarding this privacy statement, must be made in writing to the Share Registry at the address set out in the Corporate Directory in Section 1 of this Prospectus. A fee may be charged for access.

2.9 Web Site – Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.potashmin.com.au or the website of Buddy at www.buddy.com. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian, New Zealand, Hong Kong, Taiwan, Singapore or UK resident and must only access this Prospectus from within Australia, New Zealand, Hong Kong, Taiwan, Singapore or UK.

There is no facility for the Offer to be accepted electronically or by applying online. Securities will not be issued under the electronic version of the Prospectus. The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies a complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company.

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 Application Form, it was not provided together with the Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

2.10 Defined Terms

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 16 of this Prospectus.

2.11 Risks

You should read this document in its entirety and, if in any doubt, consult your professional advisers before deciding whether to apply for Securities. There are risks

associated with an investment in the Company. The Securities offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Securities. Refer to Section 5D of the Investment Overview and Section 8 of this Prospectus for details relating to some of the key risk factors that should be considered by prospective investors. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

2.12 Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offers, please call the Company Secretary, Christopher Watts or Stuart Usher on +61 (8) 9482 0515.

3. INDICATIVE TIMETABLE*

Dispatch of Notice of General Meeting	8 October, 2015
Lodgement of Prospectus with the ASIC	3 November, 2015
Opening Date of the Public Offer and SPP Offer	3 November, 2015
Opening Date of the Secondary Offers	9 November, 2015
General Meeting held to approve the Acquisition	9 November, 2015
Closing Date of Public Offer	9 November, 2015
Closing Date of SPP Offer	16 November, 2015
Closing Date of Secondary Offers	23 November, 2015
Issue of Securities under the Offers and Settlement of the Acquisition [^]	27 November, 2015
Dispatch of holding statements	30 November, 2015
Re-compliance with Chapters 1 and 2 of the ASX Listing Rules	4 December, 2015
Re-quotation of Shares (including Shares issued under the Offers) on ASX	11 December, 2015

** The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date. The Company also reserves the right not to proceed with the Offers at any time before the issue of Securities to Applicants.*

[^] The above stated date for Settlement of the Acquisition is only a good faith estimate by the Directors and may have to be extended.

4. LETTER FROM PROPOSED CHAIRMAN

Dear investor,

On behalf of the Board of Directors of Potash Minerals Limited ("**POK**" or the "**Company**") and Buddy Holdings Limited (the renamed Company), I am pleased to present you with this Prospectus and invite you to become a Shareholder in the Company. POK is transitioning from a minerals exploration company to a software platform company for managing and accessing data generated by connected devices (the "**Internet of Things**", or "**IoT**") through its acquisition of Buddy Platform Inc. ("**Buddy**"), a US state of Delaware Incorporated company.

POK is an Australian Securities Exchange ("**ASX**") listed company. It has entered into the HOA with Buddy and certain of its major shareholders under which it has the conditional right to acquire all the Buddy Shares pursuant to a merger in accordance with Delaware law.

Buddy, based in Seattle, Washington, USA, expects that it will be in the forefront of the nascent IoT technological evolution which will see a vast number of devices connected to the Internet by the year 2020. These "things" (cars, thermostats, appliances, light bulbs, etc.) are being connected to the Internet to allow collection of data about usage, facilitate new ways to remotely operate connected devices, provide opportunities through data collection and analysis for predictive maintenance and optimisation of machines and systems, as well as a myriad of other potential uses. The Incoming Directors are of the view that the IoT represents the third wave of the Internet – first it was email and the web, second was mobile and this, the third wave is expected to be even larger than both the first two waves.

The Incoming Directors anticipate that the IoT will offer the possibility to unlock economic value for both consumers and businesses alike. Buddy has built a data exchange platform for connected devices that manages, secures and allows proprietary access to the device data in a format best suited to the needs of each customer. Thus, it enables access to data previously inaccessible to organisations.

Buddy's software-as-a-service (SaaS) platform operates in the cloud through its network of regional data centers located on four continents. It is relatively straightforward to implement its code and often requires only a handful of lines of software code to direct the data flow to Buddy's servers (via the "BuddyAPI"). Once pushed to Buddy, the data is processed, counted, managed and securely stored (if desired) "locally" by the "BuddyVault" infrastructure. Once processed, "BuddyView" outputs the data in a format requested by the customer to allow for analysis by the desired business intelligence software of choice.

The Incoming Directors recognise that businesses and organisations of all types and sizes are struggling with the implications of "Big Data" applications whose use and operation are outside of their expertise and business focus. The data coming from IoT devices is often hard to get and harder to make sense of. Buddy provides a service that easily and efficiently captures it, stores it for current or future use and provides access to it in an automated fashion.

The Buddy acquisition transaction will result in a material change in the nature and scale of Potash's activities, therefore the primary purpose of this Prospectus is to re-comply with Chapters 1 and 2 of the ASX Listing Rules and provide Buddy with the required funding to implement the commercialisation strategy of its IoT data management platform. The Offers are subject to various conditions which are summarised in Section 2.5. Of particular note, the Company will convene a general meeting of Shareholders on 9 November 2015, at which the Company will, among other things, seek the approval of Shareholders to the Proposed Acquisition.

Under the Prospectus, the Company is seeking to:

- Raise up to \$10,000,000 by the issue of up to 100,000,000 Shares under the Public Offer at a price of \$0.10 per Share and \$2,500,000 by the issue of up to 25,000,000 Shares under the SPP Offer.
- Raise up to an additional \$2,500,000 by the issue of up to 25,000,000 Shares via oversubscriptions (less any Shares issued to existing Shareholders under the SPP Offer).
- Make the Consideration Offer, the Optionholder Offer, the Capital Raising Options Offer and the Transaction Options Offer to remove any secondary sale restrictions applicable to the Securities issued under those Offers (or the conversion of those Securities into Shares).

This Prospectus contains information about the Company, Buddy, the Offers and the proposed Acquisition. It also contains detailed information in Section 8 about the potential risks of investing in the Company. I encourage you to read this Prospectus carefully and completely, and consult with your professional advisers if required.

On behalf of the Board of the Company, I am pleased to present this Prospectus to you and invite you to take part in this exciting investment opportunity. I look forward to welcoming you as a shareholder of the Company, proposed to be renamed "Buddy Holdings Limited".

Yours sincerely,

Richard Borenstein
(Incoming) Chairman
3 November 2015

5. INVESTMENT OVERVIEW

This Section is a summary only and is not intended to provide full information for investors intending to apply for Securities offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

Item	Summary	Further Information
A. Company		
Who is the issuer of this Prospectus?	Potash Minerals Limited (ACN 121 184 316) (ASX: POK), to be renamed (subject to Shareholder approval) Buddy Holdings Limited (ASX:BUD).	
Who is the Company?	<p>The Company was incorporated on 11 August 2006 and was admitted to the Official List of the ASX on 18 December 2006. The Company's primary operations during this time has been mineral exploration and developing a potash project in the Paradox Basin of South Eastern Utah in the United States.</p> <p>On 20 July 2015, the Company announced that it had entered into a heads of agreement ("HOA") with Buddy Platform Inc (a US state of Delaware "C-Corporation") ("Buddy") and directors of Buddy, David McLauchlan, Jeffery MacDuff and Richard Borenstein ("Buddy Directors") under which the Company has been granted a conditional option to acquire 100% of the issued capital of Buddy from all shareholders of Buddy ("Vendors") ("Acquisition"). In consideration for the Vendors agreeing to the Acquisition, the Company will issue the Consideration Shares to the Vendors and Performance Shares to certain directors and senior management of Buddy and the Company ("Performance Share Recipients").</p>	Section 7.1
How will the Acquisition be implemented?	<p>The Company has called the General Meeting, to be held on 9 November, 2015, to seek the approval of its Shareholders to the change in focus from its mineral exploration project in the Paradox Basin of south eastern Utah to a technology company.</p> <p>At the General Meeting, Shareholders will consider resolutions relating to the change in the nature and scale of the Company's activities, as well as resolutions required for Settlement of the Acquisition and undertaking the Offers.</p> <p>In addition, the Acquisition of Buddy by the Company is being implemented by way of a merger whereby the Company will incorporate a Delaware corporation, which will merge with Buddy Platform, Inc. where the resultant entity will be a wholly-owned subsidiary of the Company.</p> <p>It is the current intention of the Board and the Incoming Directors to divest the Company's interests in its mineral exploration interests following Settlement of the Acquisition and to focus on developing and commercialising Buddy's data</p>	Sections 14.2 and 14.3

Item	Summary	Further Information
	<p>platform. As such, the mineral exploration interests are not considered material in the context of the Offers.</p> <p>The Company proposes to change its name to "Buddy Holdings Limited" on Settlement of the Acquisition, which in the Incoming Directors' opinion will be better suited to the Company's new strategic direction.</p>	
Who is Buddy?	<p>Buddy is a technology company based in Seattle, Washington (USA) engaged in the business of designing, developing and marketing a global data exchange, a platform for managing and accessing data generated by the connected Internet of Things ("IoT") – devices that enable organisations whose core intellectual property ("IP") or business is not big data, to access this value ("Platform").</p> <p>Buddy's management and board of directors have extensive and successful track records, and are supported by a significant and reputable technical board of advisors. The company's CEO, David McLauchlan, is an Australian business technologist and engineer who spent nearly eleven years at Microsoft Corporation in Redmond, Washington. Mr. McLauchlan formerly founded and sold TVinteract, a tool for professional television broadcasters to display social media on-screen, and presently sits on the Technical Advisory Board for the Bill & Melinda Gates Foundation in Seattle, Washington.</p>	Section 7.3
B. Business Model		
How will the Company generate income?	<p>Buddy's platform is comprised of three interdependent components, the BuddyAPI, the BuddyVault and the BuddyView. Refer to Section 7.3 for more details on each of these components.</p> <p>Buddy generates revenue from customers who pay to utilise Buddy's data management and processing capabilities. Customers pay a monthly charge to access Buddy's services, and then pay to access the data once hosted/managed/processed. Buddy's model is to make it as easy and affordable to send large quantities of data to Buddy, and then charge customers to get access to the data in whichever business intelligence or big data analysis software they use.</p> <p>This model reflects the reality that since the industry is in the early stages of development, it must be as affordable as possible for organisations to send their data to Buddy. Once stored, and as organisations realise more and more opportunities to leverage their data, paying to access it becomes a decreasing hurdle for Buddy's customers. Likewise, the more data is stored, the greater the desire to access it – especially over an increasing period of time.</p>	Section 7.3

Item	Summary	Further Information
What are the key business strategies of the Company?	Upon Settlement of the Acquisition, the Company intends to operate the Platform from Buddy's headquarters in Seattle, Washington with a substantial development office located in Australia. By leveraging both locations to conduct core technical development, the Company will be able to turn some challenges (differing time zones, USD-AUD currency fluctuations) into advantages. For example, staffing people in Seattle and Australia means the Company will have an effective workday of some 16-18 hours. Raising capital in AUD, but driving revenue in USD means that the Company will be able to spend both USD and AUD in locations where the currency exchange rate of the day will dictate it is most prudent. This will also allow the Company to take advantage of Australian Government offerings such as the "Research & Development Tax Incentive" and the "Export Market Development Grant".	Sections 7.3 7.4 and 7.5
What are the key dependencies of the Company's business model?	<p>The key factors that the Company will depend on to meet its objectives are:</p> <ul style="list-style-type: none"> (a) the continuing ability of the Company to attract customers to the Platform and enter into revenue generating contracts with potential customers; (b) the continuing ability of the Company to attract high quality employees; (c) the continued limited competition in the industry in which Buddy operates; and (d) the continued acceptance of the Internet as a communications and commerce platform for individuals, devices and enterprises. 	Section 7.7
C. Key Investment Highlights		
What are the key investment highlights?	<p>The Existing Directors and Incoming Directors are of the view that the key highlights of an investment in the Company include:</p> <ul style="list-style-type: none"> (a) an existing platform that is already fully operational and supporting customers around the globe; (b) a strong engineering team to facilitate development and enhancement to include functions and features valuable to its clients; (c) international expansion opportunities exist for the Company leveraging the technology in larger markets; and (e) a strong management team that can lead the Company through the next phase(s) of its growth. 	Section 7.2

Item	Summary	Further Information
D. Key Risks		
What are the key risks of an investment in the Company?	<p>The business, assets and operations of the Company, including after Settlement, are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can impact on the value of an investment in the Securities of the Company.</p> <p>The Incoming Directors aim to manage these risks by carefully planning the Company's activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which the Board can effectively manage them is limited.</p> <p>Based on the information available, the key risk factors affecting the Company include:</p> <p>(a) Competition and new technologies: The industry in which Buddy 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. The size and financial strength of some of Buddy's competitors may make it difficult for it to maintain a competitive position in the technology market.</p> <p>(b) Sales and marketing success: Following Settlement, the Company intends to focus on Platform development and marketing. By its nature, there is no guarantee that the Platform's development and marketing campaigns will be successful. In the event that it is not, the Company may encounter difficulty creating market awareness of the "Buddy" Platform. This would likely have an adverse impact on the Company's potential profitability. Even if the Company does successfully commercialise the Buddy Platform, there is a risk the Company will not achieve a commercial return.</p> <p>(c) Attracting customers to the Platform: Buddy's revenue will be affected by its ability to attract customers to the Platform. Various factors can affect the level of customers using the Platform, including marketing, promotions and brand damage.</p> <p>(d) Hacker attacks: Hackers could render the Platform unavailable or cause customers' personal information</p>	Section 8

Item	Summary	Further Information
	<p>to be compromised. Although Buddy has strategies in place to minimise such attacks, these strategies may not be successful. Unavailability of the Platform could lead to a loss of revenue for the Company while compromised customers' information 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.</p> <p>(e) Contractual risk: The Company will operate a business model that will have a moderate number of mid-large sized contracts. This will put a heavy revenue dependency on a relatively small number of contracts. Additionally, existing contracts may be terminated at will (with at least 30, 60 or 90 days notice) by either Buddy or the customer.</p> <p>(f) Contractual third party risk: The Company relies on third parties for key deliverables in its business model. A failure of any one of these parties without an appropriate countermeasure could cause a disruption to operations.</p> <p>(g) Protection of intellectual property rights: If the Company fails to protect the intellectual property rights of Buddy adequately, competitors may gain access to its technology which may harm its business. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which the Platform may eventually be launched. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property. In addition, unauthorised use of the "Buddy" brand in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities</p> <p>(h) Dependence on the Internet: The successful continuation of the Platform will depend to some extent on the continued acceptance of the Internet as a communications and commerce platform for individuals, devices and enterprises. The Internet could become less viable as a business tool due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease-of-use, accessibility and quality-of-service. If for any reason the Internet does not remain a widespread communications medium and commercial platform, the demand for the Company's products would be significantly reduced, which would harm its business</p>	

Item	Summary	Further Information
	<p>(i) Currency risk: Buddy expects to derive a majority of its revenue from the United States, in US dollars. Accordingly, changes in the exchange rate between the United States dollar and the Australian dollar would be expected to have a direct effect on the fiscal performance of Buddy.</p> <p>For additional specific risks associated with the contemplated Acquisition please refer to Sections 8.2 and 8.3. For other general investment risks, many of which are largely beyond the control of the Company and its Directors, please refer to Section 8.4.</p>	
E. Directors and Key Management Personnel		
Who are the Existing Directors and Incoming Directors?	<p>It is proposed that upon Settlement of the Acquisition:</p> <p>(a) David McLauchlan, Richard Borenstein and Alexander Gounares will be appointed to the Board;</p> <p>(b) Ananda Kathiravelu will remain on the Board;</p> <p>(c) Richard Monti and Ben Binninger will resign from the Board; and</p> <p>(d) one additional board member will be nominated at Settlement who will be a resident of Australia.</p> <p>The profiles of each of the Incoming Directors are set out in Section 9.1. Details of the personal interests of each of the above individuals are set out in Section 9.4.</p>	Sections 9.1 to 9.4.
F. Financial Information		
How has POK been performing?	<p>The historical financial information of the Company and Buddy as at 30 June 2013, 30 June 2014 and 30 June 2015 are set out in Section 11.</p> <p>The reviewed pro forma statement of financial position for the Company (assuming settlement of the Acquisition) as at 30 June 2015 is set out in the Investigating Accountant's Report in Section 10.</p>	Sections 7.10 and 10

What is the key financial information for the Company?	<p>Refer to Section 11 and the Investigating Accountant's Report in Section 10 for a discussion of the key financial information of the Company and Buddy in connection with the Acquisition.</p> <p>Investors should note that past performance is not a guide to future performance.</p>	Sections 10 and Error! Reference source not found.
How will the Company fund its activities?	Following Settlement of the Acquisition, the funding for the Company's short to medium term activities will be generated from a combination of its operating cash flows, the money raised under the Public Offer and existing cash reserves of the Company post-Acquisition.	Section 7.8

G. Offers

What is the purpose of the Public Offer and SPP Offer?	<p>The purpose of the Public Offer and SPP Offer is:</p> <ul style="list-style-type: none"> (a) to fund the ongoing immediate working capital needs of the Company; (b) to fund the objectives set out above and in Section 7.3; and (c) to meet the requirements of the ASX and satisfy Chapters 1 and 2 of the ASX Listing Rules. <p>In particular, the Public Offer and SPP Offer will assist the funding of the Company's ongoing development and marketing of the Platform.</p> <p>The purpose of the Public Offer is also to provide sufficient additional working capital to meet the Company's anticipated overhead and administration expenses. On completion of a minimum raising of \$7,500,000 under the Public Offer, the Board believes the Company will have sufficient working capital to achieve these objectives. The total raising under the Public Offer is for \$10,000,000 with an additional \$2,500,000 being offered via oversubscriptions (less any Shares issued under the SPP Offer).</p> <p>The Company intends to apply funds raised from the Public Offer, together with existing cash reserves of the Company post-Acquisition and funds raised under the SPP Offer, in the manner set out in the table in Section 7.9.</p>	Sections 6.1, 6.2 and 7.9
What are the purposes of the Secondary Offers?	The purpose of the Secondary Offers is to remove the need for an additional disclosure document to be issued upon the sale of any Shares, Options or Performance Shares (or any Shares issued upon conversion of the Performance Shares, Options and Performance Rights) that are issued under the Secondary Offers.	Sections 6.3 and 6.4

What is being offered and who is entitled to participate?

The Public Offer is for up to 100,000,000 Shares at an issue price of \$0.10 per Share to raise up to \$10,000,000 with oversubscriptions being offered up to a further \$2,500,000 (less any funds raised under the SPP Offer).

The Public Offer is open to retail and sophisticated investors in Australia, New Zealand, Hong Kong, Taiwan, Singapore and UK. As such, the Company is not in a position to guarantee a minimum allocation of Shares under the Public Offer.

The SPP Offer is for up to 25,000,000 Shares at an issue price of \$0.10 per Share to raise up to \$2,500,000. The SPP Offer is being made to Eligible Shareholders, being registered Shareholders as at 5.00pm on the SPP Record Date.

In relation to the Secondary Offers:

- (a) Shares issued under the Consideration Offer will be issued to the Buddy Shareholders as part of the Delaware merger process and the Performance Shares will be issued to the Performance Share Recipients directly;
- (b) the Optionholder Offer will be made to the holders of Buddy Options as part; and
- (c) the Capital Raising Options and the Transaction Options are being offered to persons nominated by the Company in consideration for those persons assisting to raise funds and implement the Acquisition.

You should not complete an Application Form in relation to the Secondary Offers unless specifically directed to do so by the Company.

Section 6

What will the Company's capital structure look like after completion of the Offers and the Acquisition?

	Shares	Options	Performance Shares	Performance Rights
Current	121,395,894	48,219,948		
Consideration Securities	500,000,000	2,807,715	100,000,000	32,270,858
Public Offer Shares	100,000,000			
SPP Offer Shares	25,000,000			
Capital Raising Options		40,000,000		
Transaction Options		12,500,000		
TOTAL	746,395,894	103,527,663	100,000,000	32,270,858

Section 7.12

What are the terms of the Securities offered under the Offers?	<p>A summary of the material rights and liabilities attaching to:</p> <p>(a) the Shares offered under the Offers are set out in Section 14.5;</p> <p>(b) the Performance Shares offered under the Consideration Offer are set out in Section 14.6;</p> <p>(c) the Options offered under the Offers are set out in Section 14.7, 14.8 and 14.9; and</p> <p>(d) the Performance Rights offered under the Optionholder Offer are set out in Section 14.10.</p>	Sections 14.5 to 14.10
Will any Securities be subject to escrow?	<p>Subject to the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules and completing the Offers, certain Securities (including some of those issued to shareholders of Buddy as consideration for the Acquisition) to be issued may be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation.</p> <p>During the period in which these Securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.</p>	Section 7.14
Will the Securities be quoted?	<p>Application for quotation of all Shares to be issued under the Offers (other than those subject to escrow) will be made to ASX no later than 7 days after the date of this Prospectus.</p> <p>The Performance Shares, the Capital Raising Options, the Transaction Options, the Replacement Options and the Performance Rights will not be quoted. However, the Shares issued upon conversion of those Securities will be quoted (subject to any ASX imposed escrow).</p>	Section 6.8
What are the key dates of the Offer?	The key dates of the Offers are set out in the indicative timetable in Section 3.	Section 3
What is the minimum investment size under the Public Offer?	Applications under the Public Offer must be for a minimum of \$2,000 worth of Shares (20,000 Shares) and thereafter, in multiples of \$200 worth of Shares (2,000 Shares).	Section 6.1(b)

Are there any conditions to the Offers?	<p>The Offers are conditional on:</p> <ul style="list-style-type: none"> (a) Shareholders approving the Essential Resolutions required to implement the Acquisition; and (b) ASX conditional approval to re-admit the Shares to Official Quotation. <p>If any of these Conditions are not satisfied, the Acquisition and the Offers will not proceed.</p> <p>Securities issued under this Prospectus will be issued on the date of Settlement of the Acquisition of Buddy. In this regard, if Settlement does not occur, no Securities will be issued pursuant to this Prospectus.</p>	Section 2.5
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H. Use of Proceeds

How will the proceeds of the Public Offer be used?	<p>Together with existing cash reserves of the Company, the Public Offer proceeds will be used to fund:</p> <ul style="list-style-type: none"> (a) expenses of the Offers and Acquisition; (b) engineering and development; (c) program costs; (d) hosting and infrastructure; (e) marketing; (f) business development and sales; and (g) working capital needs of the Company. 	Sections 7.9 and 14.14
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I. Additional Information

Is there any brokerage, commission or duty payable by applicants?	No brokerage, commission or duty is payable by Applicants on the acquisition of Securities under the Offers.	
What are the tax implications of investing in Securities?	<p>Holders of Securities may be subject to Australian tax on dividends and possibly capital gains tax on a future disposal of Securities issued under this Prospectus.</p> <p>The tax consequences of any investment in Securities will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to subscribe for Securities offered under this Prospectus.</p>	Section 6.5

Where can I find more information?

- By speaking to your sharebroker, solicitor, accountant or other independent professional adviser
- By reviewing the Company's public announcements, which are accessible from ASX's website at <http://www.asx.com.au> under the ASX code "POK"
- By visiting Potash Minerals Limited's website at www.potashmin.com.au
- By visiting Buddy's website at www.buddy.com
- By contacting the Company Secretary on +61 (8) 9482 0515
- By contacting the Share Registry on +61 (8) 9315 2333.

6. DETAILS OF THE OFFERS

6.1 Public Offer

The Public Offer is for up to 125,000,000 Shares at an issue price of \$0.10 per Share to raise up to \$10,000,000 with oversubscriptions being offered up to a further \$2,500,000 (less any amounts raised under the SPP Offer).

All Shares issued under this Prospectus will be fully paid and will rank equally with all other Shares then currently on issue. A summary of the material rights and liabilities attaching to the Shares is set out in Section 14.5.

(a) Minimum Subscription

The Public Offer is subject to a minimum subscription of 75,000,000 Shares to raise at least \$7,500,000.

If the Minimum Subscription has not been raised within 4 months after the date of this Prospectus, the Company will not issue any Shares and will repay all Application monies for the Shares applied for under the Public Offer within the timeframe prescribed under the Corporations Act, without interest.

The Public Offer is not underwritten.

(b) Minimum Application Amount

Applications under the Public Offer must be for a minimum of \$2,000 worth of Shares (20,000 Shares) and thereafter, in multiples of \$200 worth of Shares (2,000 Shares).

(c) Eligible Participants

To participate in the Public Offer, you must be a resident of Australia, New Zealand, Hong Kong, Taiwan, Singapore or UK.

The Company is not in a position to guarantee a minimum application of Shares under the Public Offer.

(d) Quotation and Trading

Application for quotation of all Shares issued under the Public Offer will be made to ASX no later than 7 days after the date of this Prospectus. See Section 6.8 for further details.

No Shares issued pursuant to the Public Offer will be subject to any escrow requirement by the ASX.

6.2 SPP Offer

The SPP Offer is for up to 25,000,000 Shares at an issue price of \$0.10 per Share to raise up to \$2,500,000.

All Shares issued under this Prospectus will be fully paid and will rank equally with all other Shares then currently on issue. A summary of the material rights and liabilities attaching to the Shares is set out in Section 14.5.

(a) **Eligible Participants**

Holders of Shares that are registered with an Australian, New Zealand, Hong Kong, Taiwan, Singapore or UK address at the SPP Record Date are Eligible Shareholders and may participate in the SPP Offer, unless such registered shareholder holds Shares on behalf of another person who resides outside Australia, New Zealand, Hong Kong, Taiwan, Singapore or UK.

Due to foreign securities laws, it is not practical for Shareholders resident in other countries to be offered the opportunity to participate in the SPP Offer.

(b) **Applications**

Eligible Shareholders may participate by selecting only one of the following offers to purchase Shares under the SPP Offer:

	Total amount payable	Number of Shares which may be purchased
Offer A	\$15,000	150,000
Offer B	\$10,000	100,000
Offer C	\$5,000	50,000
Offer D	\$2,500	25,000
Offer E	\$1,000	10,000

Once an application has been made it cannot be revoked. All valid applications shall be deemed accepted if received before the **Closing Date of 16 November 2015**. If the exact amount of money is not tendered with your application, the Company reserves the right to either:

- (i) return your Application Form and/or payment and not issue any Shares to you; or
- (ii) issue to you the number of Shares that would have been issued had you applied for the highest designated amount that is less than the amount of your payment and refund the excess application money to you by cheque as soon as possible, without interest.

(c) **Multiple Holdings of Shares**

The maximum investment any Eligible Shareholder may apply for will remain \$15,000 even if a Shareholder receives more than one offer in respect of the SPP Offer (whether in respect of a joint holding or because the shareholder has more than one holding under a separate account). It is the responsibility of the applicant to ensure that the aggregate of the application price paid for the Shares the subject of the application and any other shares and interests in the class applied for under the SPP Offer or any similar arrangement in the 12 months prior to the date of submission does not exceed \$15,000.

(d) **Raising Amount, Shortfall and Scale Back**

The Company seeks to raise up to \$2,500,000 under the SPP Offer. However the maximum number of Shares that can be issued is 25,000,000 and the Company reserves absolute discretion regarding the final amount raised under the SPP Offer.

In the event that less than \$2,500,000 is applied for under the SPP Offer, the full amount of the shortfall will be placed at the discretion of the Board under the Public Offer.

In the event of an oversubscription by the closing date the Board may, in their absolute discretion, scale-back all applications on an equitable basis. If the Company rejects or scales-back an application or purported application, the Company will promptly return to the Shareholder the relevant application monies, without interest.

(e) **Custodians, Trustees and Nominees**

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Class Order [CO 09/425] (**Custodian**)), you may apply for up to the maximum number Shares for each beneficiary for whom you act as Custodian provided you annexe to your Application Form a certificate to the Company (**Custodian Certificate**) with the following information:

- (i) that you held Shares on behalf of one or more other persons who are resident in Australia, New Zealand, Hong Kong, Taiwan, Singapore or UK (each a **Participating Beneficiary**) at the SPP Record Date who have subsequently instructed you to apply for Shares under the SPP Offer on their behalf;
- (ii) the number of Participating Beneficiaries and their names and addresses;
- (iii) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (iv) the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another Custodian, to apply for on their behalf;
- (v) that the application price for Shares applied under the SPP Offer for each Participating Beneficiary for whom you act plus the application price for any other Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the SPP Offer in the prior 12 months does not exceed \$15,000;
- (vi) that a copy of the Prospectus was given to each Participating Beneficiary; and
- (vii) where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact Security Transfer Registrars Pty Limited at any time from 8.30am to 5.00pm (WST time) Monday to Friday during the SPP Offer period.

The Company reserves the right to reject any application for Shares under the SPP Offer to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

(f) **Quotation and Trading**

Application for quotation of all Shares issued under the SPP Offer will be made to ASX no later than 7 days after the date of this Prospectus. See Section 6.8 for further details.

No Shares issued pursuant to the SPP Offer will be subject to any escrow requirement by the ASX.

6.3 Secondary Offers

(a) **Consideration Offer**

This Prospectus also includes an offer of:

- (i) the Consideration Shares to be issued to the Buddy Shareholders; and
- (ii) the Performance Shares to the Performance Share Recipients (or their nominees),

pursuant to the Heads of Agreement in consideration for the acquisition by the Company of the entire issued capital of Buddy. The material terms and conditions of the HOA are summarised at Section 13.1 of this Prospectus.

As such, this Prospectus includes a separate offer of the Consideration Shares to the Buddy Shareholders and the Performance Share to the Performance share Recipients.

The terms of the:

- (i) Shares offered under the Consideration Offer are summarised in Section 14.5; and
- (ii) Performance Shares are summarised in Section 14.6.

Application for quotation of the Shares issued under the Consideration Offer will be made to ASX no later than 7 days after the date of this Prospectus. See Section 6.8 for further details. The Performance Shares issued under the Consideration Offer will not be quoted.

Only the Buddy Shareholders and Performance Share Recipients may accept the Consideration Offer. A personalised Application Form in relation to the Consideration Offer will be issued to the Buddy Shareholders and Performance Share Recipients together with a copy of this Prospectus.

The Securities issued under the Consideration Offer may be subject to escrow under the ASX Listing Rules. Please refer to Section 7.14 for a summary of the likely escrow position.

(b) **Optionholder Offer**

This Prospectus also includes an offer of the Replacement Options and Performance Rights to the holders of Buddy Options (or their nominees) pursuant to the Heads of Agreement in consideration for the acquisition by the Company of the Buddy Options on issue. The material terms and conditions of the HOA are summarised at Section 13.1 of this Prospectus.

As such, this Prospectus includes a separate offer of the Replacement Options and the Performance Rights to the holders of Buddy Options.

The terms of the:

- (i) Replacement Options are summarised in Section 14.9; and
- (ii) the terms of the Performance Rights are summarised in Section 14.10.

The Replacement Options and Performance Rights issued under the Optionholder Offer will not be quoted.

Only the holders of Buddy Options may accept the Optionholder Offer. A personalised Application Form in relation to the Optionholder Offer will be issued to the holders of Buddy Options together with a copy of this Prospectus.

The Securities issued under the Optionholder Offer may be subject to escrow under the ASX Listing Rules. Please refer to Section 7.14 for a summary of the likely escrow position.

(c) **Capital Raising Options Offer**

The Company has agreed to issue the Capital Raising Options to persons nominated by the Company in consideration of those persons seeking to raise funds under the Capital Raising.

As such, this Prospectus includes a separate offer of the Capital Raising Options to those parties, the terms of which are summarised in Section 14.7.

Only those parties (or their nominees) may accept the Capital Raising Options Offer. A personalised Application Form in relation to the Capital Raising Option Offer will be issued to those parties together with a copy of the Prospectus.

The Capital Raising Options will not be quoted.

(d) **Transaction Options Offer**

The Company has agreed to issue the Transaction Options to persons nominated by the Company in consideration of those persons assisting with the Acquisition.

As such, this Prospectus includes a separate offer of the Transaction Options to those parties, the terms of which are summarised in Section 14.8.

Only those parties (or their nominees) may accept the Transaction Options Offer. A personalised Application Form in relation to the Transaction Options Offer will be issued to those parties together with a copy of the Prospectus.

The Transaction Options will not be quoted.

6.4 Purpose of the Offers

The primary purposes of the Offers are to:

- (a) assist the Company to meet the re-admission requirements of ASX under Chapters 1 and 2 of the ASX Listing Rules (see Section 14.1 for further details);
- (b) to provide the Company with additional funding for development of the Platform and provide the Company with further working capital; and
- (c) remove the need for an additional disclosure document to be issued upon the sale of any Shares that are to be issued under the Public Offer by retail investors or the sale of any Shares issued under or issued upon conversion of Options or Performance Rights issued under the Secondary Offers.

The Company intends on applying the funds raised under the Public Offer along with its current cash reserves post-Acquisition in the manner detailed in Section 7.9.

6.5 Taxation

The acquisition and disposal of Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor.

It is not possible to provide a comprehensive summary of the possible taxation positions of all potential Applicants. As such, all potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation viewpoint 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 to the taxation consequences of subscribing for Securities under this Prospectus.

6.6 Applications

Applications for Securities under the Offers must be made using the relevant Application Form.

By completing an Application Form, each Applicant under the Offers will be taken to have represented, warranted, agreed and acknowledged as follows:

- (a) that all details and statements made by them are complete and accurate;
- (b) that they have personally received the Application Form together with a complete and unaltered copy of the Prospectus;
- (c) they agree to become a member of the Company and to be bound by the terms of the Constitution and the terms and conditions of the Offers;
- (d) they understand that the Securities have not been, and will not be, registered under the US Securities Act or the securities laws of any State of the United States and may not be offered, sold or resold in the United States except in transactions exempt from, or not subject to, registration requirements of the US Securities Act and applicable US State securities laws;
- (e) they are not in the US;
- (f) they have not sent and will not send the Prospectus or any other material relating to the Offers to any person in the US; and

- (g) they will not offer or sell the Securities in the US or in any other jurisdiction outside Australia except in transactions exempt from, or not subject to, registration requirements of the US Securities Act and in compliance with all applicable laws in the jurisdiction in which Securities are offered and sold.

Completed Application Forms must be mailed or delivered to the address set out on the Application Form, with sufficient time to be received by or on behalf of the Company by **no later than 5.00pm (WST) on the Closing Date**, which is currently scheduled to occur on:

- (a) in respect of the Public Offer – 9 November 2015;
- (b) in respect of the SPP Offer – 16 November 2015; and
- (c) in respect of the Secondary Offers – 23 November 2015.

Applications under the Public Offer and SPP Offer must be accompanied by payment in full in Australian currency by cheque, direct debit or BPAY® in accordance with the instructions set out in the Application Form.

The Company will also accept payment on a delivery versus payment (**DvP**) basis, provided that Shares under the Public Offer will be issued at the same time as all other Securities are issued upon Settlement of the Acquisition. Please contact your broker if you wish to pay for Shares under the Public Offer on a DvP basis.

The Offers are conditional on certain matters, as discussed in Section 2.5. Where no issue is made under the Public Offer, Application monies will be refunded (without interest) to the Applicants as soon as practicable after the Closing Date.

The Company reserves the right to close the Offers early.

If you require assistance in completing an Application Form, please contact the Share Registry on +61 (8) 9315 2333.

6.7 Issue of Shares and Allocation Policy

(a) General

Subject to the Minimum Subscription being achieved and the satisfaction of each of the Conditions (see Section 2.5), the issue of Shares offered by this Prospectus will take place as soon as practicable after the Closing Date and in accordance with the timetable set out in Section 3.

(b) Public Offer

The allocation of Shares under the Public Offer will be determined by the Board in consultation with the Incoming Directors and their respective advisers. There is no guaranteed allocation of Shares under the Public Offer.

The Board reserves the right to reject any Application or to allocate any Applicant fewer Shares than the number applied for. Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus Application monies will be refunded (without interest) to the Applicant as soon as practicable after the Closing Date.

The Company's decision on the number of Shares to be allocated to an Applicant will be final.

(c) **Acceptance of Applications**

A completed Application Form is an offer by you to the Company to apply for the amount of Shares specified in the Application Form on the terms and conditions set out in this Prospectus (including any supplementary or replacement document) and the Application Form. To the extent permitted by law, an Application by an Applicant is irrevocable.

An Application may be accepted in respect of the full amount, or any amount lower than that specified in the Application Form, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract on allocation of Shares to successful Applicants.

(d) **Defects in Applications**

If an Application Form is not completed correctly or if the accompanying payment is the wrong amount, the Company may, in its discretion, still treat the Application Form to be valid. The Company's decision to treat an Application as valid, or how to construe, amend or complete it, will be final.

(e) **Interest**

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

(f) **Discretion regarding the Offers**

The Company reserves the right to close the Offers or any part of them early, extend the Offers or any part of them, accept late Applications or bids either generally or in particular cases, reject any Application or bid, or allocate to any Applicant or bidder fewer Shares than the amount applied or bid for. Applications received under the Offers are irrevocable and may not be varied or withdrawn except as required by law.

6.8 Quotation of Shares

The Company will apply for Official Quotation of all Shares issued under this Prospectus within 7 days after the date of this Prospectus. However, Applicants should be aware that ASX will not commence Official Quotation of any Shares until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules and has received the approval of ASX to be re-admitted to the Official List (see Section 14.1). As such, the Shares may not be able to be traded for some time after the close of the Offers.

If the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of this Prospectus, or such period as varied by the ASIC, or if ASX otherwise rejects the Company's application for re-admission to the Official List (see Section 14.1), 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. In those circumstances the Company will not proceed with the Acquisition.

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 now offered for subscription.

6.9 Clearing House Electronic Sub-Register System and Issuer Sponsorship

The Company participates in the Clearing House Electronic Sub-register System ("**CHESS**"). ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX, operates CHESS. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company.

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

Electronic sub-registers also mean ownership of Securities can be transferred without having to rely upon paper documentation. 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. Shareholders may request a holding statement at any other time, however a charge may be made for such additional statements.

6.10 General

This Prospectus does not, and is not intended to, constitute an offer of, or invitation to apply for, Securities in any place or jurisdiction, 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, New Zealand, Hong Kong, Taiwan, Singapore or UK may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Securities or otherwise permit an offering of the Securities the subject of this Prospectus in any jurisdiction outside Australia, New Zealand, Hong Kong, Taiwan, Singapore or UK. Persons who are resident in countries other than Australia, New Zealand, Hong Kong, Taiwan, Singapore or UK should not apply for Securities under the Offers.

Where this Prospectus has been dispatched to persons in jurisdictions outside of Australia, New Zealand, Hong Kong, Taiwan, Singapore and UK, in which the securities legislation or regulation requires registration or any analogous treatment, this Prospectus is provided for information purposes only. Other than Australia, New Zealand, Hong Kong, Taiwan, Singapore or UK, this Prospectus has not been and will not be registered under any such legislation or regulation or in any such jurisdiction.

Hong Kong

WARNING: This Prospectus has not been, and will not be, registered as a Prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of (**CWUMP**) Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). No action has been taken in Hong Kong to authorise or register this Prospectus or to permit the distribution of this Prospectus or any documents issued in connection with it. Accordingly, the Securities have not been and will not be offered or sold in Hong Kong by means of any document other than (a) to "professional investors" (as defined in the SFO) or (b) in other circumstances which do not result in the document being a "Prospectus" as defined in the CWUMP or which do not constitute an offer to the public within the meaning of the CWUMP.

No advertisement, invitation or document relating to the Securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Securities that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person issued Securities may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such Securities.

The contents of this Prospectus have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

China

The information in this document does not constitute a public offer of Shares, whether by way of sale or subscription, in the People's Republic of China (PRC) (excluding, for the purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). The Shares may not be offered or sold directly or indirectly in the PRC to legal or natural persons other than directly to "qualified domestic institutional investors".

Singapore

This document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may the Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the **SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's securities, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

This Prospectus does not constitute a prospectus for the purposes of the Prospectus Rules published by the United Kingdom Financial Services Authority (**FSA**) and has not been approved by, or filed with, the FSA or the United Kingdom Listing Authority. Furthermore, this Prospectus contains no offer to the public within the meaning of Section 102B of the *UK Financial Services and Markets Act 2000* (**FSMA**), the *Companies Act 2006* (**UK Companies Act**) or otherwise.

This Prospectus is being supplied in the United Kingdom only to persons who are:

- (a) "qualified investors" within the meaning of section 86(7) of the FSMA; and
- (b) "professional clients" or "eligible counterparties" within the meaning of COBS 3.5.1 and COBS 3.6.1, respectively of the FSA Conduct of Business Sourcebook and:
- (c) who have professional experience in matters relating to investments and who are investment professionals as specified in Article 19(5) of the *Financial Services and Markets Act 2000* (Financial Promotion) Order 2005 (*the Order*) or who are high net worth companies, unincorporated associations and others as specified in Article 49(2) of the Order.

Any investment or investment activity to which this Prospectus relates is available only to such persons or will be engaged in only with such persons. Persons who do not have professional experience in matters relating to investments should not rely on this Prospectus.

This Prospectus is exempt from the general restriction on the communication of invitations or inducements to enter into investment activity and has therefore not been approved by an authorised person as would otherwise be required by Section 21 of the FSMA.

It is a condition of any application for CDIs pursuant to the Offer by any person in the United Kingdom that such person falls within, and warrants and undertakes to the Company that they fall within, one of the categories of persons described above.

6.11 Enquiries

If you have any queries in relation to the Offers, please contact Christopher Watts or Stuart Usher, the joint Company Secretaries on +61 8 9482 0515 or pokcosec@buddy.com.

7. COMPANY OVERVIEW

7.1 Business Overview

The Company was incorporated on 11 August 2006 and was admitted to the Official List of the ASX on 18 December 2006. The Company's primary operations has been mineral exploration and developing a potash project in the Paradox Basin of south eastern Utah in the United States.

For the past 12 months, the Company has been evaluating alternative corporate opportunities, both in Australia and overseas.

On 20 July 2015, the Company announced that it had entered into a binding Heads of Agreement ("**HOA**") with Buddy Platform, Inc. (a Delaware "C-Corporation") ("**Buddy**") and directors of Buddy, David McLauchlan, Jeffrey MacDuff and Richard Borenstein ("**Buddy Directors**") under which the Company has been granted a conditional option to acquire 100% of the issued capital of Buddy from all shareholders of Buddy ("**Vendors**") ("**Acquisition**").

In consideration for the Vendors agreeing to the Acquisition, the Company will issue the Consideration Shares to Vendors and the Performance Shares to certain directors and senior management of Buddy and the Company ("**Performance Share Recipients**").

A summary of the material terms of the HOA is set out in Section 13.1.

Upon successful Settlement of the Acquisition, the Company will focus on developing the Platform. The Board is of the opinion that the opportunity presented under the Acquisition represents an opportunity that is in the best interest of current Shareholders of the Company.

7.2 Key Investment Highlights

The Existing Directors and Incoming Directors are of the view that key highlights of an investment in the Company include:

- (a) an existing platform that is already fully operational and supporting customers around the globe; and
- (b) a strong engineering team to facilitate development and enhancement to include functions and features valuable to its clients; and
- (c) international expansion opportunities exist for the Company leveraging the technology in larger markets; and
- (d) a strong management team that can lead the Company through the next phase(s) of its growth.

7.3 Buddy

(a) Industry Overview and Background

The management and leadership of Buddy are of the view that the Internet is presently embarking on its third and largest technology "wave". The first wave was the web, the second wave was mobile and now connected devices and sensors forms the third wave, and arguably the one with the most opportunity yet seen.

The Incoming Directors are of the view that the evolution in the way in which everyday objects are connected to the Internet – that is, the connectivity of

“things”, is going to dramatically change the way appliances and devices have operated for as long as they’ve existed. All around us, common appliances, devices or “things” (cars, light bulbs, door locks, etc.) are being connected to the internet, and this is fundamentally changing how we use those devices, and how their use is measured. Collectively, this connectivity is referred to as the “Internet of Things” (“**IoT**”).

Buddy is far from alone in taking the view that the IoT can create significant economic value for businesses and individuals both. However, before this economic value can be unlocked, the Incoming Directors are of the belief that several points need to be recognised:

- (i) interoperability between IoT systems is critical (i.e. systems must be capable of transferring data to one another);
- (ii) most IoT data available today is not accessed or analysed. If data is even captured, it is typically as part of a user-control mechanism (such as a smartphone app to control an appliance) and not to detect or manage issues that have occurred, much less for prediction or optimisation, all of which is where the bulk of the IoT’s future value will come from;
- (iii) a majority of the value created by the IoT will be in business to business (“**B2B**”) scenarios, despite the bulk of the hype being around consumer scenarios (such as fitness monitors and self-driving cars);
- (iv) developing economies stand to benefit just as much or more than advanced economies;
- (v) end users – be they consumers, businesses or other organisations – will benefit from the flow-on effect of value gained from B2B deployment of IoT technologies; and
- (vi) capturing the full potential of IoT applications will require innovation in technologies and business models, as well as investment in new capabilities and talent.

Buddy is based in the cloud technology capital of the world, Seattle, Washington (USA) – home to the world headquarters of Microsoft, Amazon, Inrix, Tableau and large satellite offices for Facebook, Twitter, Google, Uber, Dropbox, GoDaddy, Twitter, Splunk, Hulu, Salesforce and Alibaba. Buddy is one of the world’s first data aggregation and management platforms to focus on IoT and connected device data.

Buddy has built a global data exchange – a platform for managing and accessing data generated by IoT devices and sensors – that enables organisations for whom the infrastructure required to manage this data is not core to their business, to access this value. This isn’t to say that these organisations don’t consider the data their devices or sensors generate not to be core to their business, just the infrastructure required to enable them to access it. In an industry that depends on interoperability and the ability for end users to access and analyse the data generated by these devices, appliances and sensors – Buddy stands as a crucial ingredient to unlocking that value.

Buddy’s management and Board of Directors have extensive and successful track records, and are supported by a significant and reputable technical Board of Advisors. The company’s CEO, David McLauchlan, is an Australian business technologist and engineer who spent nearly eleven years at Microsoft

Corporation in Redmond, Washington. Mr. McLauchlan formerly co-founded and sold TVinteract, a tool for professional television broadcasters to display social media on-screen, and presently sits on the Technical Advisory Board for the Bill & Melinda Gates Foundation in Seattle, Washington.

Among the Board of Directors and Advisors of Buddy are:

- (i) Alexander Gounares (CEO of Polyverse, former CTO of AOL, former Vice President at Microsoft, former technical advisor to Bill Gates);
- (ii) Richard Borenstein (Chairman, Sequoia Partners, Silicon Valley investor and advisor);
- (iii) Charlie Kindel (Director of Product, Alexa & Echo at Amazon, ex-General Manager, Windows Phone at Microsoft);
- (iv) John Ellis (Former CTO of Connected Cars, Global Technologist at Ford Motor Company, ex Motorola);
- (v) Jessica Michaels (Bread 'n' Butter Digital, US Portfolio Manager, Australian Fund); and
- (vi) Parag Garg (Vice President Engineering/Product for Connected Devices at Sears).

Following completion of the Acquisition, the Company will acquire the Buddy IoT data platform (**Platform**).

Buddy provides a software as a service ("**SaaS**") platform to get connected device data easily and securely into the tools organisations are already using, delivering immediate value from a resource they were previously unable to tap into.

Specifically, Buddy's platform is comprised of three interdependent components – (1) the BuddyAPI; (2) the BuddyVault; and (3) BuddyView.

(b) **BuddyAPI**

BuddyAPI is a set of cloud-hosted application program interfaces ("**APIs**") physically located in various regions around the world, to which any connected device can stream its telemetry, current state, error status or other information. As commonly found devices and appliances are becoming connected, quite often the connectivity is added to enable consumer-facing scenarios ("turn on my dishwasher from my iPhone", "set my thermostat while travelling away from home", etc.). What is often overlooked is that the connectivity added to support the consumer-facing scenarios can also be used to get real-time access to how devices or appliances are performing in the marketplace. How many are sold? How long do they take to set up? How much are they used? Which features are most commonly used? How many have failed, and why? How many are out of consumable supplies? The answers to these questions drive product and business-level decision making in all industries, and when a connected device streams or "pushes" this data to Buddy, it has become available, often for the very first time, to organisations in a form that can be consumed by the existing business intelligence tools they already use.

(c) **BuddyVault**

Once data is pushed to the BuddyAPI, it is processed and managed by the BuddyVault. Currently, Buddy offers the BuddyVault infrastructure in the United States, Europe, China (Shanghai & Hong Kong) and Australia, with Brazil intended to be the next deployment location. With governments around the world increasingly legislating data sovereignty (data generated by a country's citizens must be stored in that country or a nominated region, such as the European Union) from policy into law, Buddy's ability to host and "sandbox" data in a variety of locations may become a substantial competitive advantage.

Importantly, with the growing focus on the security and privacy of data, Buddy has the ability to store or not to store the data processed by the BuddyVault. The technology developed by Buddy allows the company to receive very large amounts of data, calculate the queries or count the events prescribed by the customer, and then either save the data or permanently throw the data away without ever saving it. The latter scenario is important where customers want to extract learnings and actions from the data flow, but have privacy policies that do not permit them to archive or store the data. This makes Buddy an ideal solution for markets such as government, healthcare, defence, data involving minors, etc...

(d) **BuddyView**

Once processed, Buddy offers the BuddyView output mechanism as a means to provide back to the customer either a "shaped" feed of the data, or the results of the aforementioned queries. BuddyView offers completely custom-crafted APIs that customers can call to get real-time results of queries on their data streams. Otherwise, BuddyView can push data via an industry-standard open database connection, or directly into customers' big data systems such as Hadoop. Finally, BuddyView can connect directly into business intelligence systems such as Tableau Software, Splunk, Salesforce.com, Microsoft Dynamics and more.

With complete flexibility on the data ingestion channel via the BuddyAPI, and the ability to push data back into a wide range of industry standard export channels, customers need only add 3-5 lines of code to any connected device to enable that data to be consumed in any number of tools and services they already use.

By not requiring customers to staff up large software development teams, by not requiring special hardware nor the installation of heavy software agents, and by catering to the widest possible spread of data consumption products, Buddy has positioned itself to become a globally impactful virtual "exchange" for connected device & sensor data.

The proposed ASX listing will provide a platform for Buddy to grow a global business, take a leadership position in the management and aggregation of IoT data, while expanding the company's commercial footprint in Australia.

(e) **Competition**

While there are a tremendous number of new entrants into the IoT ecosystem, as well as a growing number of entrenched "majors" stepping into the space, the Incoming Directors are aware of few current competitors to the specific functionality that Buddy offers.

Typically in the IoT enablement sector, organisations either provide tools to analyse IoT data (such as visualisation products or enablement technology like new database systems), or components to make devices connected (network stacks for the devices, IoT chipsets for devices, firmware agents to enable data capture, etc.). Buddy operates in between these two categories, feeding data from devices and sensors that may be enabled by the silicon or vertical stack providers, into the databases or analytics systems offered by the tools sector. Importantly, Buddy is not a hardware provider, and does not offer analytics, insight or prediction. To do so would require industry or solution-specific customisation (especially the tools sector) and so Buddy offers a horizontal platform that enables connectivity between and across all verticals. This is how the company differentiates itself from competition.

Buddy has competitors of similar size to Buddy, some of whom have been the subject of acquisitions by significantly larger companies. However, Buddy is of the view that the greatest (short-term) competitive threat is more likely to be organisations building a solution themselves. After winning business from organisations which initially built their own solution (but which later realised they were ill-equipped to manage the size and scope of solution required – or simply didn't wish to invest in the resources, people and training to do so), Buddy remains extremely confident that many "do-it-yourself" organisations today will simply become tomorrow's well-informed customers, particularly as their data needs grow.

The fact remains that one of Buddy's strongest competitive advantages is that building a system of the scale and capability that Buddy has, is extremely difficult and requires very specific domain knowledge and constant efforts to remain versed in the very latest technologies in this space. For organisations which don't have an in-house big data competency, or for whom managing this data isn't a source of revenue, Buddy offers a very strong value proposition. This is especially true for organisations which intend to monetise the data generated, but simply wish to not manage the infrastructure needed to generate it.

Finally, being located in the cloud technology capital of the world – Seattle, Washington – also gives Buddy a very strong (recruiting) competitive advantage, while giving the Company direct access to the leading thinkers and organisations in this space.

(f) **Revenue Potential**

Buddy generates revenue from customers who pay to utilise Buddy's data management and processing capabilities. Customers pay a monthly charge to access Buddy's services, and then pay to access the data once hosted/managed/processed. Buddy's model is to make it as easy and affordable as possible to send large quantities of data into Buddy, and then charge customers to get access to the data. This means that for a typical customer, the cost of getting their data out of Buddy is multiples of that to get it in.

This model reflects the reality that since the industry is nascent, it must be as affordable as possible for organisations to send their data to Buddy. Once stored, and as organisations realise more and more opportunities to leverage their data, paying to access it becomes a decreasing hurdle for Buddy's customers. Likewise, the more data is stored, the greater the desire to access it – especially over increasing time.

Buddy has entered into a number of contractual relationships with customers, suppliers and partners. Some of these are agreements contemplating a full commercial relationship, some contemplate a “proof of concept” or “trial” relationship that is intended to lead to a full commercial relationship, and others contemplate a partnership intended to drive additional business and customers to both Buddy and the partner.

Companies with whom Buddy has a commercial relationship include a major US telecommunications carrier, Washington’s Lottery and their agency of record, Connexion Media and a software development company. Companies with whom Buddy has a proof of concept or in-production evaluation relationship with include Qantas Airways, smart irrigation company Lono, Noveda Technologies, Inc., a major European consumer electronics company, a software agency building technology for a national stock market, two US Federal Government departments, a company building electric vehicles for the China market, a robotics company, and a large number of individual developers who have independently created accounts and are self-servicing their Buddy evaluation.

In addition to the commercial, evaluation and co-development agreements in place or being contemplated above, Buddy is actively involved in discussions with mobile carriers, insurance companies, airlines, auto OEMs, consumer electronics companies, retailers and systems integrators (both traditional and agency-based).

By way of example, the Buddy Platform could be set up to receive data from “connected” motor vehicles and could provide the manufacturer with responses to a number of queries, such as:

- (i) during which part of the day is a particular model most often driven; or
- (ii) how many vehicles of a particular model have their air conditioning turned on at various times and locations.

This information can then be considered by the vehicle manufacturer and used to assist in the development of future models.

(g) **Strategy Post Listing**

Post-listing, the Company intends to operate the Buddy Platform from headquarters in Seattle, Washington with a substantial development office located in Adelaide, Australia. The selection of Adelaide for Buddy’s Australian office was made, in large part, following the concessions and support offered to Buddy by the Government of South Australia, which seeks to establish South Australia as a centre of excellence in connected technologies and smart cities in Australia. Accordingly, the Adelaide office will participate in core development of the Platform just as the Seattle office will.

By leveraging both locations to conduct core technical development, the Company will be able to turn some challenges (differing time zones, USD-AUD currency fluctuations) into advantages. For example, staffing people in Seattle and Australia means the Company will have an effective workday of some 16 - 18 hours. Raising capital in AUD, but driving revenue in USD means that the Company will be able to spend both USD and AUD in locations where the currency exchange rate of the day will dictate is the most prudent. This will also allow the Company to take advantage of Australian Government offerings such as the “Research & Development Tax Incentive” and the “Export Market Development Grant”.

(h) **Intellectual Property**

While Buddy realises that the protection of intellectual property has great importance in certain markets and sectors, Buddy's differentiators are the careful application of existing, well-developed technologies and not the invention of new technologies by themselves. Buddy has pre-disclosed some IP and will file new applications post re-quotation, however Buddy's primary defence against competitors will be speed to market, speed to growth and agility in evolution. Buddy expects the IoT market to be so large as to require multiple competitors in the space and does not consider litigating patents as a viable means to "winning" in this space.

It should be mentioned that this is also a function of the environment in which Buddy has grown. The US venture industry generally considers the pursuit of patent protection a far less important exercise than is the case in Australia.

7.4 Direction of the Company

Upon Settlement of the Acquisition, the Company's focus will shift from mineral exploration in Australia to the technology industry, specifically the development and operation of the Platform.

Section 13.1(d) describes the proposed consideration payable by the Company at Settlement, being the Consideration Shares and the Performance Shares, which was agreed following robust negotiations between the Company and representatives of Buddy. At this stage, it is uncertain as to whether the conditions necessary for conversion of the Performance Shares will be met.

The Board is of the opinion that the opportunity presented under the Acquisition represents an opportunity that is in the best interest of current Shareholders of the Company.

The opportunity structured and presented under the proposed Acquisition presents Shareholders with the opportunity to hold a position in a unique business with the ability to generate significant revenue in a growing market.

The issue of Consideration Shares and Performance Shares to the incoming Board, presents a compelling opportunity whereby Shareholder interests are aligned to the Share price performance of the Company.

7.5 Business Model and Growth Strategies for the Company

Buddy has adopted the following strategies to advance its business model:

- (a) emphasising speed to market and agility in evolution of the Platform; and
- (b) taking in IoT data in whatever format it is transmitted, and massaging and manipulating the data into a format compatible with existing analytical tools, especially in high volumes or at high velocities.

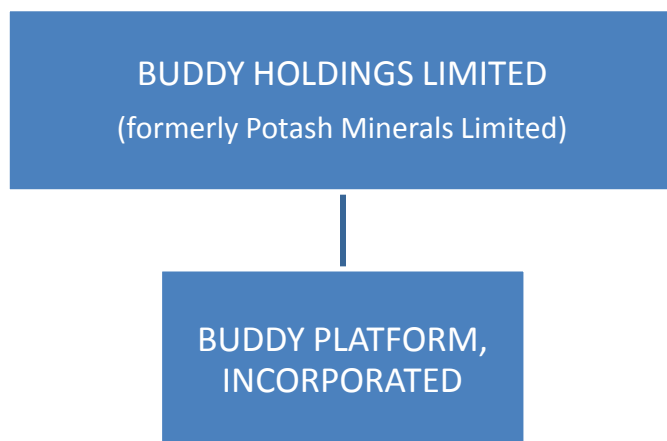
In the event that Settlement occurs, the Company proposes to:

- (a) continue development of the Platform;
- (b) undertake marketing throughout Australia and internationally; and
- (c) pursue business development opportunities for the Platform both in Australia and internationally.

The above business model will be consistently reviewed and amended by the Board to ensure it meets the main objective of maximising Shareholder returns.

7.6 Group Structure

If the Acquisition reaches Settlement, the diagram below summarises the ownership structure of the Company and Buddy.



7.7 Key Dependencies of the Business Model

The key factors that Buddy will depend on to meet its objectives are:

- (a) the successful completion of the Offers;
- (b) the successful Settlement of the Acquisition;
- (c) the continuing ability of the Company to attract customers to the Platform;
- (d) the continuing ability to provide superior functionality and service to its customers;
- (e) the continued limited competition in the industry in which Buddy operates;
- (f) the continued acceptance of the Internet as a communications and commerce platform for individuals, devices and enterprises; and
- (g) the continuing growth of deployments of connected devices and sensors globally.

7.8 Funding

The funding for the Company for the two years following re-admission to the Official List of ASX will be met by the offer of Shares pursuant to the Public Offer under this Prospectus and by the Company's existing cash reserves (see Section 7.9 for further details). As and when further funds are required, either for existing or future developments, the Company will consider both raising additional capital from the issue of securities and/or from debt funding.

7.9 Use of Funds

The Company intends to apply funds raised from the Public Offer, together with existing cash reserves post-Acquisition, in the next two years following re-admission to the Official List of the ASX (for the purpose of satisfying ASX's requirements for re-listing following a significant change to the nature and scale of the Company's activities) as follows:

Funds Available	Minimum Subscription (\$7,500,000)	Percentage of Funds (%)	Maximum Subscription (\$10,000,000)	Percentage of Funds (%)	Maximum Subscription + SPP Offer (\$12,500,000)	Percentage of Funds (%)
Existing cash reserves of the Company ¹	\$1,460,000	16%	\$1,460,000	13%	\$1,460,000	10%
Funds raised from the Capital Raising	\$7,500,000	84%	\$10,000,000	87%	\$12,500,000	90%
TOTAL	\$8,960,000	100%	\$11,460,000	100%	\$13,960,000	100%
Allocation of Funds	Minimum Subscription (\$7,500,000)	Percentage of Funds (%)	Maximum Subscription (\$10,000,000)	Percentage of Funds (%)	Maximum Subscription + SPP Offer (\$12,500,000)	Percentage of Funds (%)
Engineering & Development ²	\$3,600,000	40.2%	\$4,500,000	39.3%	\$5,500,000	39.4%
Program Costs ³	\$650,000	7.2%	\$875,000	7.6%	\$1,100,000	7.9%
Hosting & Infrastructure ⁴	\$850,000	9.5%	\$950,000	8.3%	\$1,050,000	7.5%
Marketing ⁵	\$750,000	8.4%	\$1,000,000	8.7%	\$1,250,000	9.0%
Business Development & Sales ⁶	\$950,000	10.6%	\$1,175,000	10.3%	\$1,425,000	10.2%
Working Capital and Corporate Administration ⁷	\$1,402,896	15.7%	\$2,051,396	17.9%	\$2,574,896	18.4%
Expenses associated with the Acquisition ⁸	\$757,104	8.4%	\$908,604	7.9%	\$1,060,104	7.6%
TOTAL	\$8,960,000	100.0%	\$11,460,000	100.0%	\$13,960,000	100.0%

Notes:

- These funds represent existing cash held by the Company and Buddy at or around the date of this Notice of Meeting. The Company and Buddy expect to incur costs within the ordinary course of their respective businesses which will diminish this amount prior to Settlement.
- Given the nascent nature of the IoT industry, the rapid pace of evolution in cloud-based technologies and the expectation of increased competition in this category, the Company intends to increase the pace of development moving forward. The Company expects that efforts to ensure the services remain globally competitive will require substantial ongoing engineering investment, which is primarily spent on costs associated with ongoing software development (including associated taxes and incentive benefits)..
- Program costs include:
 - travel;
 - contractors; and
 - training expenses.
- Hosting and infrastructure costs refer to the costs of the equipment and server time required to deliver the service. Note that as of October 2015, Microsoft is providing Buddy with subsidies equal to the cost of the server and hosting costs incurred. As a practice however, Buddy does account for the cost of these services.
- Marketing includes all costs related to advertising and promoting the Buddy Platform product.
- Business development & sales includes all business development and outbound evangelism costs, including trade shows, corporate events, non-marketing sponsorships and the cost of business development staff.

7. Working capital and corporate administration costs include the general costs associated with the management and operation of the business including administration expenses, management salaries, directors' fees, rent and other associated costs.
8. Refer to Section 14.14 for the itemised costs of the expenses associated with the Acquisition and the Offers.

In the event Buddy raises more than the minimum subscription amount of \$7,500,000, the additional funds raised will be first applied towards expenses associated with the Offers and Acquisition and then approximately as follows:

- (a) to significantly expand the Company's sales and marketing efforts, including having a greater presence at IoT industry events, as well as targeted outreach to potential customers and distribution partners;
- (b) to expand the breadth of physical locations that Buddy offers service from, which comprises the largest factor in a non-US and non-Australian customer decision to work with the Company;
- (c) to more rapidly support additional features and functionality requested by customers from which Buddy can generate additional revenue; and
- (d) to hire more engineering and sales staff to facilitate the above goals.

The above table is a statement of current intentions as of the date of lodgement of this Prospectus with the ASIC. As with any budget, intervening events (including the risk factors outlined in Section 8) and new circumstances have the potential to affect the ultimate way funds will be applied. The Board reserves the right to alter the way funds are applied on this basis.

On completion of the minimum raising of \$7,500,000 under the Public Offer, the Board believes the Company will have sufficient working capital to achieve the objectives set out in this Prospectus (and in particular, Section 7.5).

7.10 Historical Financial Information

The Financial Information in Section 11 of the Prospectus sets out the following historical financial information:

- (a) the Audited Consolidated Statement of Comprehensive Income of Potash for the years ended 30 June 2013, 30 June 2014 and 30 June 2015;
- (b) the Audited Statement of Comprehensive Income of Buddy for the years ended 30 June 2013, 30 June 2014 and 30 June 2015;
- (c) the Audited Consolidated Statement of Cash Flows of Potash for the years ended 30 June 2013, 30 June 2014 and 30 June 2015;
- (d) the Audited Statement of Cash Flows of Buddy for the years ended 30 June 2013, 30 June 2014 and 30 June 2015;
- (e) the Audited Consolidated Statement of Financial Position of Potash as at 30 June 2013, 30 June 2014 and 30 June 2015; and
- (f) the Audited Statement of Financial Position of Buddy as at 30 June 2013, 30 June 2014 and 30 June 2015.

Set out in Section 10 is a pro forma balance sheet of the Company following its acquisition of Buddy, together with an Investigating Accountant's Report. Investors

should note the scope limitations of the Investigating Accountant's Report (refer to Section 10 for further information).

Investors are urged to read Section 11 and the Investigating Accountant's Report in Section 10 in full.

The full financial statements for the Company for its financial year ended 30 June 2015, which include the notes to the financial statements, can be found from the Company's ASX announcements platform on www.asx.com.au.

7.11 Dividend Policy

It is anticipated that, following Settlement of the Acquisition, the Company will focus on the development of the Platform, growth of the business and future expansion opportunities. Accordingly, the Company does not expect to declare any dividends during this period or in the short to medium term.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Board and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Board. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

7.12 Capital Structure

The expected capital structure of the Company following completion of the Offers and all related matters (assuming no Options are exercised) will be as follows:

	Shares	Options	Performance Shares	Performance Rights
Current	121,395,894	48,219,948 ¹		
Consideration Securities	500,000,000	2,807,715 ²	100,000,000 ³	32,270,858 ²
Prospectus Offer Shares ⁴	100,000,000			
SPP Offer Shares ⁵	25,000,000			
Capital Raising Options		40,000,000 ⁶		
Transaction Options		12,500,000 ⁷		
TOTAL	746,395,894	103,527,663	100,000,000	32,270,858

Notes

1. Quoted Options exercisable at \$0.20 on or before 30 November 2015.
2. Options to be issued to holders of Buddy Options, exercisable at \$0.10 on or before the date that is 5 years from the date of issue. Full terms and conditions of the Replacement Options are set out in Schedule 5. The Performance Rights are to be issued to holders of Buddy Options on the terms set out in Schedule 7.
3. Terms and Conditions of the Performance Shares are set out in Schedule 1.
4. The minimum subscription under the Offer is \$7,500,000. In the event that the minimum subscription is raised under the Prospectus Offer, 25,000,000 less Shares will be issued.
5. Assuming full subscription under the SPP Offer. Any shortfall under the SPP Offer will be offered to investors as oversubscriptions under the Public Offer.
6. Options exercisable at \$0.125 on or before 30 November 2017. Full terms and conditions of the Capital Raising Options are set out in Schedule 2.
7. Options exercisable at \$0.03 on or before 30 November 2017. Full terms and conditions of the Transaction Options are set out in Schedule 3.

7.13 Substantial Shareholders

As at the date of this Prospectus, the following Shareholders hold 5% or more of the total number of Shares on issue:

Shareholder	Shares	%
SINO PORTFOLIO INTNL LTD	6,450,000	5.31%

On completion of the Offers (assuming the Maximum Subscription is raised under the Public Offer, no Options are exercised, and exclusive of any Performance Shares converting or Performance Rights converting), the following Shareholders are expected to hold 5% or more of the total number of Shares on issue:

Shareholder	Shares	%
D MCLAUCHLAN	115,504,304	15.47%
J MACDUFF	77,002,869	10.32%

7.14 Restricted Securities

Subject to the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules and completing the Offers, the Company understands that certain Securities on issue (including the Consideration Securities, Capital Raising Options and Transaction Options) may be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation.

During the period in which these Securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.

The Company will announce to the ASX full details (quantity and duration) of the Securities required to be held in escrow prior to the Company's listed securities being reinstated to trading on ASX (which reinstatement is subject to ASX's discretion and approval).

7.15 Top 20 Shareholders

The Company will announce to the ASX details of its top 20 Shareholders following completion of the Offers and prior to the Shares re-commencing trading on ASX.

8. RISK FACTORS

8.1 Introduction

An investment in the Company is not risk free and the Board strongly recommends that potential investors consider the key risk factors detailed in the Investment Overview in Section 5 of this Prospectus as well as the risk factors described below, together with information contained elsewhere in this Prospectus before deciding whether to apply for Securities and to consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

This Section 8 identifies circumstances that the Board regards as the major risks associated with an investment in the Company and which may have a material adverse impact on the financial performance of the Company and the market price of the Shares if they were to arise.

There are risks associated with the contemplated Acquisition, specifically in relation to the success of the Company which may adversely impact the value of an investment in the Securities of the Company (Section 8.2 and 8.3).

In addition, there are other general investment risks, many of which are largely beyond the control of the Company and its Directors (Section 8.4).

The Incoming Directors aim, and will aim, to manage these risks by carefully planning the Company's activities and implementing risk control measures. However, some of the risks identified below are highly unpredictable and the Company is limited to the extent to which they can effectively manage them.

The following risk factors are not intended to be an exhaustive list of the risk factors to which the Company is exposed. In addition, this Section 8 has been prepared without taking into account offerees' individual financial objectives, financial situation and particular needs. Offerees should seek professional investment advice if they have any queries in relation to making an investment in the Company.

8.2 Specific Risks Associated with the Change in Nature and Scale of Activities

(a) Re-Quotation of Shares on ASX

The acquisition of Buddy constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the official list of ASX.

There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, the Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the ASX Listing Rules.

(b) Dilution Risk

The Company currently has 121,395,894 Shares and 48,219,948 Options on issue. At Settlement, the Company proposes to issue:

- (i) the Consideration Shares;
- (ii) the Performance Shares;

- (iii) the Replacement Options;
- (iv) the Performance Rights;
- (v) the Capital Raising Options;
- (vi) the Transaction Options; and
- (vii) Shares to raise at least \$7,500,000 and up to a maximum of \$10,000,000 under the Prospectus Offer and up to \$2,500,000 under the SPP Offer as part of the Capital Raising.

On issue of the Consideration Shares, the maximum subscription of Shares under the Capital Raising of \$12,500,000 at an issue price of \$0.10 per Share and no exercise of Options:

- (i) the existing Shareholders will retain approximately 16.3% of the Company's issued Share capital;
- (ii) the Vendors will hold approximately 67.0% of the Company's issued Share capital; and
- (iii) the investors under the Capital Raising will hold approximately 16.7% of the Company's issued Share capital.

If subsequently the performance milestones are met and all the Performance Shares are converted (and provided no other Shares are issued or Options exercised), the interests of the existing Shareholders in the Company will reduce to 14.3%, assuming maximum subscription under the Capital Raising.

If subsequently the Capital Raising Options, the Transaction Options and the Replacement Options are exercised and all Performance Rights are converted (and provided no other Shares are issued or Options exercised), the interests of the existing Shareholders in the Company will reduce to 12.49%, assuming maximum subscription under the Capital Raising.

There is also a risk that the interests of Shareholders will be further diluted as a result of future capital raisings required in order to fund the development of the Business.

(c) **Liquidity Risk**

On Settlement, the Company proposes to issue the Consideration Shares, the Performance Shares, the Replacement Options, the Performance Rights, the Capital Raising Options and the Transaction Options. The Directors understand that ASX will treat these securities as restricted securities in accordance with Chapter 9 of the ASX Listing Rules. However, submissions will be made to the ASX to apply for cash formula relief in respect of these Securities.

Based on the post-Acquisition capital structure (assuming no further Shares are issued or Options exercised), the Consideration Shares will equate to approximately 67.0% of the issued Share capital on an undiluted basis (assuming maximum subscription under the Capital Raising). This could be considered an increased liquidity risk as a large portion of issued capital may not be able to be traded freely for a period of time.

(d) **Contractual Risk**

Pursuant to the HOA, the Company has been granted the Option to acquire 100% of Buddy. The Company exercised the Option on 31 August 2015. Completion of the Acquisition is subject to the fulfilment of certain conditions precedent. The ability of the Company to achieve its stated objectives will depend on the performance by the parties of their obligations under the HOA. If any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.

8.3 Risks in Respect of Buddy's Current Operations

(a) **Competition and New Technologies**

The industry in which Buddy 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 result in Buddy not being differentiated to other similar offerings.

The size and financial strength of some of Buddy's competitors may make it difficult for it to maintain a competitive position in the technology market. In particular, Buddy's ability to acquire additional technology interests could be adversely affected if it is unable to respond effectively and/or in a timely manner to the strategies and actions of competitors and potential competitors or the entry of new competitors into the market. This may in turn impede the financial condition and rate of growth of the Company.

The key competition risk is in achieving appreciable market share and differentiation from its key competitors.

(b) **Sales and Marketing Success**

Following Settlement, the Company intends to focus on developing and marketing the Platform. By its nature, there is no guarantee that the Platform's development and marketing campaign will be successful. In the event that it is not, the Company may encounter difficulty creating market awareness of the Platform. This would likely have an adverse impact on the Company's potential profitability.

Even if the Company does successfully commercialise the Platform, there is a risk the Company will not achieve a commercial return. For example, new technology may overtake the Company's technology.

(c) **Attracting Customers to the Platform**

The Company's revenue will be affected by its ability to attract customers to the Platform. Various factors can affect the level of customers using the Platform, including:

- (i) marketing and promotions: If the Company's marketing and promotion efforts are not effective this may result in fewer customers using the Platform; and

- (ii) brand damage: If the Company or Buddy suffer from reputational damage, customer numbers could be affected.

(d) **Hacker Attacks**

Buddy will rely upon the availability of its Platform to provide services to customers and attract new customers. Hackers could render the Platform unavailable or cause customers' personal information being compromised.

Although Buddy has strategies in place to minimise such attacks, these strategies may not be successful. Unavailability of the Platform could lead to a loss of revenue for the Company while compromising customers' information 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.

(e) **Contractual Risk**

The Company will operate a business model that will have a moderate number of mid-large sized contracts. This will put a heavy revenue dependency on a relatively small number of contracts (10s-100s of customers) vs. other SaaS businesses which may have large numbers of contracts (1000s-10,000s) each of smaller dollar amounts.

Additionally, existing contracts may be terminated at will (with at least 30, 60 or 90 days notice) by either Buddy or the customer.

(f) **Contractual Third Party Risk**

The Company relies on third parties for key deliverables in its business model. This includes payment gateway providers, sales staff and integration of the Platform to the market dispensing software packages. A failure of any one of these parties without an appropriate countermeasure could cause a disruption to operations. The company is continually assessing the risk and opportunities associated with its business model and other than disruptions for short periods of time due to service delivery failure. it is not solely reliant on any one party for delivery.

(g) **Domain Name Risk**

The Platform will depend to some extent on customers being attracted to the Buddy website. Buddy has leased the Buddy.com domain name for the purposes of its website and email. The lease is from a related party to the CEO. However, should the Company not renew or otherwise lose control of its domain name it would lose all website traffic directed to that domain. This may adversely affect the Company's revenue. To mitigate this risk, Buddy owns some 30+ variations of the "Buddy" wording as domain names, and operates the technical platform from the "BuddyPlatform.com" domain.

(h) **Staff Risk**

There is a risk that, where there is a turnover of development staff who have knowledge of the technology and business, knowledge will be lost in the event that those staff resign or retire. This involves the risk that those staff will have information in respect of Buddy's intellectual property which has a commercial value to Buddy as well as an opportunity cost for replacement of those staff and subsequent training.

This risk is mitigated as Buddy has historically had low levels of staff turnover in the development teams. In addition, all staff contracts contain express provisions with respect to ownership of intellectual property and restraints of trade to limit any potential loss suffered by Buddy to the maximum extent possible.

(i) **Protection of Intellectual Property Rights**

Buddy intends to pursue IP protection in the form of patents post-Settlement for newly developed technologies. However, if the Company fails to protect the intellectual property rights of Buddy adequately, competitors may gain access to its technology which may harm its business. Buddy feels strongly that patent protection & litigation does not constitute a feasible defence against competition in this industry.

Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which the Platform may eventually be launched. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.

Market conditions depending, the Company may be required to incur significant expense in monitoring and protecting its intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and cause a distraction to management.

In addition, unauthorised use of the “Buddy” brand in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.

(j) **Dependence on the Internet**

The successful continuation of the Platform will depend to some extent on the continued acceptance of the internet as a communications and commerce platform for individuals, devices and enterprises. The internet could become less viable as a business tool due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease-of-use, accessibility and quality-of-service.

The performance of the internet and its acceptance as a business tool have been harmed by “viruses,” “worms” and similar malicious programs, and the internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If for any reason the internet does not remain a widespread communications medium and commercial platform, the demand for the Company’s products would be significantly reduced, which would harm its business.

(k) **Currency Risk**

Buddy expects to derive a majority of its revenue in US dollars. Accordingly, changes in the exchange rate between the United States dollar and the Australian dollar would be expected to have a direct effect on the performance of Buddy.

8.4 General Risks Relating to the Company

(a) 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 directors. There can be no assurance that there will be no detrimental impact on the performance of the Company or its growth potential if one or more of these employees cease their employment and suitable replacements are not identified and engaged in a timely manner.

(b) Risk of High Volume of Share Sales

If Settlement occurs, the Company will have issued a significant number of new Securities to various parties. Some of the Buddy Shareholders and others that receive Shares as a result of the Acquisition or the Offers may not intend to continue to hold those Shares and may wish to sell them on ASX (subject to any applicable escrow period). There is a risk that an increase in the amount of people wanting to sell Shares may adversely impact on the market price of the Company's Shares.

There can be no assurance that there will be, or continue to be, an active market for Shares or that the price of Shares will increase. As a result, Shareholders may, upon selling their Shares, receive a market price for their securities that is less than the price of Shares offered pursuant to the Offers.

(c) Trading Price of Shares

The Company's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. In addition, the price of Shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to general economic conditions including the performance of the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Shares.

In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

(d) Additional Requirements for Capital

The capital requirements of the Company depend on numerous factors. Depending on the ability of the Company to generate income from its operations, the Company may require further financing in addition to amounts raised under the Public Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations.

(e) **Litigation Risks**

The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. Neither the Company nor Buddy are currently engaged in any litigation.

(f) **Economic Risks**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

(g) **Force Majeure**

The Company, now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(h) **Acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to Buddy's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships.

(i) **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 financial performance of the Company and the value of the Company's securities.

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 risk factors, and others not specifically referred to above, may materially affect the future financial performance of the Company and the value of the Securities offered under this Prospectus.

Therefore, the Securities 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 Securities.

9. BOARD, MANAGEMENT AND INTERESTS

9.1 Directors

As at the date of this Prospectus, the Board comprises of:

- (a) Mr Ananda Kathiravelu (Non-Executive Chairman & Director);
 - (b) Mr Richard Monti (Non-Executive Director); and
 - (c) Mr Ben Binninger (Non-Executive Director),
- (together, the “**Existing Directors**”).

It is proposed that upon Settlement of the Acquisition:

- (a) Mr David McLauchlan, Mr Richard Borenstein and Mr Alexander Gounares will be appointed to the Board of the Company (together, “**Incoming Directors**”);
- (b) Mr Ananda Kathiravelu will remain on the Board; and
- (c) Mr Richard Monti and Mr Ben Binninger will resign as Directors, although Mr Christopher Watts will remain on as Company Secretary.

The profiles of each of the Incoming Directors, the continuing Director and Senior Management are set out below. Those directors who are independent directors are specified as such below.

Mr David McLauchlan (Incoming Director)

David spent nearly eleven years at Microsoft Corporation (Redmond, WA) before leaving in 2011 to co-found Buddy Platform, Inc. While at Microsoft, David led business development for Microsoft’s Zune hardware business, spent many years in Microsoft’s Windows division and prior to that served in the Server & Tools division working on the Visual C++ product. His international business development experience is considerable, having closed inbound and outbound licensing deals for Microsoft with global partners and customers in the consumer, enterprise, B2B and component industries. In addition to his work in various product groups at Microsoft, David represented the company in several international standards setting organisations, including the USB Implementers Forum, Consumer Electronics Association, Digital Living Network Alliance (DLNA), Bluetooth SIG and the IEEE Printer Work Group.

David is the co-founder of TVinteract, LLC which developed software for on-air TV talent to curate and display social media in real-time, which was acquired in 2014. David has served as a Technology Partner Network advisor for the Bill & Melinda Gates Foundation for over three years and currently serves as a mentor for the Australian incubator “Innovyz START”. He is an advisor to Melbourne-based “Bluedot Innovation” and Washington DC-based “Manalto”.

Prior to moving to the United States, David was a management consultant at PricewaterhouseCoopers in Melbourne, Australia, and prior to that was a professional pianist in Adelaide, Australia.

David holds a Master of Engineering: IT, Telecommunications & Business Management, and a Bachelor of Electronic Engineering (Honors.) – both from the University of South Australia.

Richard Borenstein (Incoming Director & Chairman)

Rick Borenstein is a venture investor, advisor and board member with over 40 years of technology company experience. He currently advises 7 venture-financed companies and sits on several boards. Mr. Borenstein brings extensive business, finance, accounting and entrepreneurial skills to each company.

Rick co-founded Sequoia Partners in 1988 and currently serves as Chairman. Sequoia Partners is a "sell side" information technology mergers & acquisitions firm. Sequoia has a long history of executing premium transactions for venture capital companies and corporate technology investors.

Mr. Borenstein started his entrepreneurial career after Wells Fargo when he conceived, built and sold 3 companies over the course of 4 years. Mr. Borenstein became President of IMSI in 1986, a \$50MM per year consumer software products company. During his tenure, he took the company public in 1987 and initiated their strategy of growth through acquisition. This exposure to software company deal making convinced him that a small, "virtual", I.T. focused M&A company could be built successfully.

Mr. Borenstein's finance training started at Harvard Business School (M.B.A. 1972) and continued through White, Weld & Co., Salomon Brothers and Wells Fargo and Co. His early investment banking training included mergers and acquisitions, leveraged buy-outs, IPOs and off balance sheet financings. At Wells Fargo, he perfected his accounting skills as Deputy Controller of the Bank; he learned lending and bank/brokerage company finance while serving as the Bank's senior brokerage industry banking officer; and he improved his deal making skills as President of Wells Fargo Investment Company, the Bank's venture capital subsidiary. Rick invested in a group of companies that have since gone on to become some of the best-known names in the Bay Area technology sector.

Mr. Borenstein grew up in New York City, and attended the University of Michigan before going to Harvard Business School. He has taught entrepreneurship at the Center for Entrepreneurship at the U of M and at San Quentin Prison (SF Bay Area) as part of The Last Mile program there.

Alexander Gounares (Incoming Director)

Alex Gounares is the founder and CEO of Polyverse Corporation, a stealth mode cyber security company focused on protecting data center applications from large scale data breaches and disruption. Previously, Alex led Concurix Corporation, a maker of Node.js profiling tools. These tools were acquired by Strongloop Inc and integrated into the Strongloop Arc platform.

Prior to Concurix, Alex served as AOL's Chief Technology Officer. In this role, he led all aspects of AOL's technology strategy, platform development and external technology partnerships. He was responsible for all of AOL's global engineering, IT, and operations functions. In addition, he served as a member of the company's Global Executive Operating Committee.

Alex joined AOL from Microsoft, where he was Corporate Vice President and Chief Technology Officer for the company's Online Services Division. During his tenure at Microsoft, Gounares led significant strategic and technical operations for some of the company's most important projects including Microsoft's global advertising platform, Bing search, MSN and Microsoft Virtual Earth. Alex also served for three years as Technology Advisor to Microsoft Chairman and founder Bill Gates, as well as Corporate Vice President of Corporate Strategy in Microsoft's Finance Department.

Prior to joining Microsoft in 1993, Alex worked at Los Alamos National Laboratory. He has founded four startups and is also an inventor on more than 150 U.S. patents filed

and pending. Alex holds a bachelor's degree cum laude in Computer Science from Princeton University.

Ananda Kathiravelu (Continuing Director)

Ananda Kathiravelu has been in the financial services funds management and stock broking industries for over 20 years. He holds a Bachelor of Business and a Graduate Diploma of Applied Finance and Investment. Mr Kathiravelu is the Managing Director of Armada Capital Ltd, a corporate advisory company that has been involved in providing strategic corporate advice and services to listed and unlisted public companies including, Pryme Oil and Gas Ltd, CuDeco Ltd (formally known as Australian Mining Investments Ltd), Meridian Minerals Ltd (formally Bellevue Resources Ltd), Promesa Ltd, Mineq Ltd, Coronado Ltd and Intium Energy Ltd. His areas of expertise include corporate advice, capital raising, mergers and acquisitions. His focus is on the small cap resources and emerging business sectors.

Ananda was a director of Australian Gaming and Entertainment Limited which is a public company that had administrators appointed.

Ananda is also a director of ASX listed companies Promesa Limited and Radar Iron Ltd.

9.2 Key Management

Habib Heydarian (Vice President – Product and Engineering)

Habib Heydarian is the VP of Product and Engineering at Buddy Platform where he is responsible for the overall development and delivery of the product as well as building a world class distributed engineering team. Prior to joining Buddy, he worked at Microsoft for over 15 years, both in the Developer Division as well as the Microsoft Robotics team.

Habib joined Microsoft in 2000 as a Program Manager on the C++ team and subsequently worked in a number of key areas including the Visual Studio debugger and profiler, Code Analysis, IntelliTrace and the overall C# developer experience.

In 2010, Habib transitioned to the Microsoft Robotics group to work on an incubation program that involved building an innovative mobile robot which combined hardware, software and a set of cloud services. In the Robotics team, he focused on building the core services, the application model as well as the cloud services for the product.

A little after three years on the Robotics team, Habib returned to the Developer Division where he was the Group Program Manager for .NET. On the .NET team, his main responsibilities included .NET languages (C#, VB, F#), the Visual Studio experience for .NET developers as well as the .NET Framework and Common Language Runtime (CLR). Habib studied Computer Science at the Australian National University in Canberra, Australia.

9.3 Remuneration of Existing Directors and Incoming Directors

Details of the Existing Directors' and Incoming Directors' remuneration are set out in the table below:

Director	Remuneration for year ended 30 June 2014	Remuneration for year ended 30 June 2015	Proposed remuneration for year ended 30 June 2016 ¹
Remuneration			
Existing Directors			
A Kathiravelu ¹	A\$66,000	A\$24,000	Nil
G Binner ¹	A\$51,000	A\$28,000	-
R Monti ¹	A\$48,000	A\$24,000	-
Incoming Directors			
D McLauchlan	-	-	US\$250,000
R Borenstein ²	-	-	Nil
A Gounares ²	-	-	Nil

Notes:

1. Amounts are base salary and fees and are exclusive of superannuation and share based payments. Following settlement of the Acquisition, the Company will consider converting remuneration entitlements of the Directors and Incoming Directors into Shares (subject to any necessary Shareholder approval requirements).
2. Messrs Borenstein and Gounares are receiving 10,000,000 and 7,500,000 Performance Shares respectively in connection with the Acquisition. This is intended to make up their remuneration for the foreseeable future.

In addition, Armada Capital Limited (a company associated Ananda Kathiravelu) is acting as lead manager to the Public Offer and will receive a fee equal to 6% of the total funds raised under the Public Offer. Armada Capital Limited also receives a monthly fee of \$4,000 under a marketing and investor relations agreement with the Company.

The Company's Constitution provides that the remuneration of Non-Executive Directors will be not more than the aggregate fixed sum determined by a general meeting. The Constitution provides that the aggregate remuneration for Non-Executive Directors may be varied by ordinary resolution of the Shareholders in general meeting. The current amount is fixed at \$300,000. Post-Settlement, it is the intention of the Company to compensate Directors in share based payments only through the issue of Performance Shares (subject to any necessary Shareholder and regulatory approvals).

The remuneration of any executive director that may be appointed to the Board will be fixed by the Board.

9.4 Existing Director and Incoming Director interests in Securities

Directors are not required under the Company's current constitution or the new Constitution (to be approved by Shareholders at the General Meeting) to hold any Shares to be eligible to act as a director.

Details of the Existing Directors' and Incoming Directors' relevant interest in the Securities of the Company upon completion of the Offers are set out in the table below:

Director	Shares	Options	Performance Shares ¹	Performance Rights ²
Existing Directors				
A Kathiravelu	133,332	66,668	-	-
G Binninger	15,000		-	-
R Monti ¹			-	-
Incoming Directors				
D McLauchlan	115,504,304 ³	-	66,500,000	-
R Borenstein ⁴	12,871,761 ³	854	10,000,000	2,344,454
A Gounares ⁴	-	401,625	7,500,000	1,943,683

Notes:

1. Terms of the Performance Shares are set out in Section 14.6.
2. Terms of the Performance Rights are set out in Section 14.10.
3. Consideration Shares to be issued upon completion of the Acquisition.
4. Replacement Options exercisable at \$0.10 for 5 years from date of issue (subject to vesting).

9.5 Agreements with Existing Directors and Incoming Directors

The agreements the Company has entered into with Existing Directors and Incoming Directors are listed in Section 13.3.

10. INVESTIGATING ACCOUNTANT'S REPORT

30 October 2015

The Directors
Potash Minerals Ltd
Suite 1 Ground Floor
437 Roberts Road
SUBIACO WA 6008

Dear Sirs

Investigating Accountant's Report

Independent Limited Assurance Report on Potash Minerals Limited's (To be renamed Buddy Holdings Limited) Compilation of Pro Forma Historical Financial Information for a Prospectus

We have completed our limited assurance engagement to report on Potash Minerals Ltd's (To be renamed Buddy Holdings Limited) ("Potash") compilation of pro forma financial information. The pro forma financial information consists of the pro forma statement of financial position as at 30 June 2015, and related notes as set out on Section 10 of the Prospectus issued by the company (collectively "the pro forma financial information"). The applicable criteria on which the Directors have compiled the pro forma financial information are specified in Section 10 and described in Note 2 for inclusion in the Prospectus, dated on or about 30 October 2015, and relating to the issue of a minimum of 75,000,000 and up to 125,000,000 new shares in Potash.

Expressions and terms defined in the Prospectus have the same meaning in this report.

The pro forma financial information has been compiled by the Directors to illustrate the impact of the transactions described in Note 2 on the company's financial position as at 30 June 2015 and transactions had taken place at 30 June 2015. As part of this process, information about the company's financial position has been extracted by the Directors from the company's financial statements for the period ended 30 June 2015 on which an audit report has been published.

Directors' Responsibilities for the Pro Forma Financial Information

The Directors of Potash are responsible for properly compiling the pro forma financial information on the basis of the applicable criteria.



Bentleys (WA) Pty Ltd
Level 1, 12 Kings Park Road
West Perth WA 6005
Australia
PO Box 44
West Perth WA 6872
Australia
ABN 19 128 948 201
T +61 8 9226 4500
F +61 8 9226 4300
bentleys.com.au



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Our Independence and Quality Control

We have complied with relevant ethical requirements related to assurance engagements which are founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies Australian Standard on Quality Control and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with relevant ethical requirements and applicable legal and regulatory requirements.

Our Responsibilities

Our responsibility is to express a conclusion on whether anything has come to our attention that the pro forma financial information has not been properly compiled, in all material respects, by the Directors on the basis of the applicable criteria, as described in section 10 of the Prospectus.

We have conducted our limited assurance engagement in accordance with the Standard on Assurance Engagements ASAE 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Historical Financial Information included in a Prospectus or other Document* (ASAE 3420), issued by the Auditing and Assurance Standards Board. This standard requires that the assurance practitioner plan and perform procedures to obtain limited assurance about whether anything has come to the assurance practitioner's attention that causes the assurance practitioner to believe that the Directors have not compiled, in all material respects, the pro forma financial information on the basis of the pro forma assumptions contained in Note 2 of section 10 of the Prospectus.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information, or of the pro forma financial information itself.

The purpose of the compilation of the pro forma financial information being included in a Prospectus is solely to illustrate the impact of the transactions on unadjusted financial information of the company as if the transactions had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the transactions at 30 June 2015 would have been as presented.

A limited assurance engagement to report on whether anything has come to our attention that the pro forma financial information has not been properly compiled, in all material respects, on the basis of the applicable criteria, involves performing limited procedures to assess whether the applicable criteria used by Directors in the compilation of the pro forma financial information does not provide a reasonable basis for presenting the significant effects directly attributable to the transactions, and that the:

- related pro forma adjustments do not give appropriate effect to those criteria; and
- resultant pro forma financial information does not reflect the proper application of those adjustments to the unadjusted financial information.

The procedures we performed were based on our professional judgement and included making enquiries, primarily of persons responsible for financial and accounting matters, observation of processes performed, inspection of documents, analytical procedures, evaluating the appropriateness of supporting documentation and agreeing or reconciling with underlying records, and other procedures. The procedures performed in a limited assurance engagement vary in nature from, and are less in extent than for, a reasonable assurance engagement. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we do not express a reasonable assurance opinion about whether the compilation of the pro forma financial information has been prepared, in all material respects, in accordance with the applicable criteria.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

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

Limited Assurance Conclusion

Based on the procedures we have performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the pro forma financial information is not compiled, in all material respects, by the Directors of Potash Minerals Ltd on the basis of the applicable criteria as described in Note 2 section 10 of the Prospectus.

Consent

Bentleys has consented to the inclusion of this report in the Prospectus in the form and context in which it is included.

Declaration of Interest

Bentleys does not have any interest in the outcome of this capital raising other than receiving fees for professional services for preparing the Independent Limited Assurance Report for which normal professional fees will be received.

Yours faithfully



MARK DELAURENTIS CA
Director

POTASH MINERALS LIMITED
(TO BE RENAMED BUDDY HOLDINGS
LIMITED)

PRO FORMA FINANCIAL INFORMATION
AS AT 30 JUNE 2015

Potash Minerals Limited
(To be renamed Buddy Holdings Limited)

This section contains consolidated historical financial information and consolidated pro forma financial information for Potash Minerals Limited (To be renamed Buddy Holdings Limited) as at 30 June 2015. The historical financial information has been prepared in accordance with the recognition and measurement requirements of Australian Accounting Standards and the accounting policies adopted by Potash Minerals Limited as detailed in Note 1. The consolidated pro forma financial information has been derived from the historical financial information and assumes the completion of the pro forma adjustments as set out in Note 2 as if those adjustments had occurred as at 30 June 2015.

The consolidated financial information contained in this section of the Prospectus is presented in an abbreviated form and does not contain all the disclosures that are provided in a financial report prepared in accordance with the Corporations Act 2001 and Australian Accounting Standards and Interpretations.

The consolidated historical financial information comprises:

- The audited consolidated statement of financial position as at 30 June 2015; and
- The notes to the historical financial information.

The consolidated pro forma financial information comprises:

- The unaudited consolidated pro forma statement of financial position as at 30 June 2015, prepared on the basis that the pro forma adjustments detailed in Note 2 had occurred as at 30 June 2015; and
- The notes to the consolidated pro forma financial information.

Collectively referred to as the Financial Information.

Potash Minerals Limited
(To be renamed Buddy Holdings Limited)

APPENDIX 1 – HISTORICAL & PRO-FORMA FINANCIAL INFORMATION

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		Audited* Potash Minerals Limited	Audited* Buddy Platform Inc		Reviewed Pro-forma post transactions
	Notes	30 June 2015	30 June 2015	Adjustments	30 June 2015
		\$	\$	\$	\$
Current Assets					
Cash & Cash equivalents	3	1,073,305	67,121	7,031,400	8,171,826
Trade & Other Receivables		13,142	137,087	-	150,229
Total current assets		1,086,447	204,208	7,031,400	8,322,055
Non-Current Assets					
Other Receivables		350,131	10,769	-	360,900
Investments		294,978	-	-	294,978
Property, plant & equipment		-	79,991	-	79,991
Total non-current assets		645,109	90,760	-	735,869
TOTAL ASSETS		1,731,556	294,968	7,031,400	9,057,924
Current liabilities					
Trade & Other Payables		125,052	203,265	-	328,317
Borrowings	4	-	827,746	(827,746)	-
Total current liabilities		125,052	1,031,011	(827,746)	328,317
TOTAL LIABILITIES		125,052	1,031,011	(827,746)	328,317
NET ASSETS		1,606,504	(736,043)	7,859,146	8,729,607
EQUITY					
Capital and Reserves					
Issued Capital	5	30,450,232	3,853,662	(12,019,550)	22,284,344
Option Reserves	7	-	21,784	2,509,645	2,531,429
Foreign Exchange Reserve		2,241,138	-	(2,241,138)	-
Accumulated losses	6	(28,734,787)	(4,611,489)	17,260,110	(16,086,166)
Non-Controlling Interest		(2,350,079)	-	2,350,079	-
TOTAL EQUITY		1,606,504	(736,043)	7,859,146	8,729,607

* -Entities have been audited by other auditing firms and reviewed by Bentleys as part of the Investigating Accountant's Report.

Potash Minerals Limited
(To be renamed Buddy Holdings Limited)

Notes to and Forming Part of the Historical Consolidated Financial Information

Note 1. Summary of significant accounting policies

(a) Basis of Accounting

The historical consolidated financial information has been prepared in accordance with the measurement and recognition (but not the disclosure) requirements of Australian Accounting Standards, Australian Accounting Interpretations and the Corporations Act 2001.

The financial statements have been prepared on an accruals basis, are based on historical cost and except where stated do not take into account changing money values or current valuations of selected non-current assets, financial assets and financial liabilities. Cost is based on the fair values of the consideration given in exchange for assets.

The preparation of the Statement of Financial Position requires the use of certain critical accounting estimates and assumptions. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Statement of Financial Position are disclosed where appropriate.

The Statement of Financial Position as at 30 June 2015 is in accordance with the Company's audited financial position at that date. The pro forma Statement of Financial Position as at 30 June 2015 represents the reviewed financial position and adjusted for the transactions discussed in Note 2 to this report. The Statement of Financial Position should be read in conjunction with the notes set out in this report.

(b) Principles of Consolidation

Subsidiaries

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Potash Minerals Limited as at 30 June 2015 and the results of all subsidiaries for the period then ended. Potash Minerals Limited and its subsidiaries together are referred to in this report as the Group or the consolidated entity.

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (refer note 1(g)).

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the

Potash Minerals Limited
(To be renamed Buddy Holdings Limited)

impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Investments in subsidiaries are accounted for at cost in the individual financial statements of Potash Minerals Limited.

(c) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

(d) Property, Plant and Equipment

Plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Plant and equipment are depreciated or amortised on a reducing balance or straight line basis at rates based upon their expected useful lives as follows:

Plant and equipment	3 – 7 years
---------------------	-------------

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the income statement.

(e) Revenue and Other Income

Revenue is measured at the fair value of the consideration received or receivable.

Interest revenue is recognised on a time proportionate basis that takes into account the effective yield on the financial asset.

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

Potash Minerals Limited
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(f) Income Tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries and associated entities operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects either accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(g) Acquisition of Subsidiaries and Businesses

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

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Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments (see below). All other subsequent changes in the fair value of contingent consideration classified as an asset or liability are accounted for in accordance with relevant Standards. Changes in the fair value of contingent consideration classified as equity are not recognised.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under AASB 3 are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with AASB 112 Income Taxes and AASB 119 Employee Benefits respectively;
- liabilities or equity instruments related to the replacement by the Group of an acquiree's share-based payment awards are measured in accordance with AASB 2 Share-based Payment; and
- assets (or disposal groups) that are classified as held for sale in accordance with AASB 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date – and is subject to a maximum of one year.

The acquisition of Buddy Platform Inc has been reflected in the pro forma Statement of Financial Position as at 30 June 2015. In accounting for the acquisition, the Group has taken guidance from the principles of AASB 3 Business Combinations ("AASB 3") and determined that Buddy Platform Inc would be deemed to be the acquirer for accounting purposes. Accordingly, the transaction is accounted for as a reverse asset acquisition. As a result, the pro forma consolidated Statement of Financial Position as at 30 June 2015 has been prepared as a continuation of the Buddy Platform Inc financial statements, with Buddy Platform Inc (as the accounting acquirer) accounting for the acquisitions as from 30 June 2015 (for the purposes of the pro forma consolidated Statement of Financial Position). As the activities of the legal acquirer (Potash Minerals Limited) would not constitute a business based on the requirements of AASB 3, any excess of the deemed consideration over the fair value of the acquisitions, as calculated in accordance with the reverse acquisition accounting principles, cannot be taken to goodwill and has been expensed.

(h) Impairment of Assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of Profit or Loss and Other Comprehensive Income. Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

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Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

(i) Investments & Financial Instruments

Recognition and de-recognition

Regular purchases and sales of financial assets are recognised on trade-date being the date on which the Company commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

When securities classified as available-for-sale are sold, the accumulated fair value adjustments recognised in equity are included in the Statement of Profit or Loss and Other Comprehensive Income as gains and losses from investment securities.

(i) Financial assets at fair value through profit or loss

Financial assets are classified at fair value through profit or loss when they are held for trading for the purpose of short term profit taking, where they are derivatives not held for hedging purposes, or designated as such to avoid an accounting mismatch or to enable performance evaluation where a Company of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Realised and unrealised gains and losses arising from changes in fair value are included in profit or loss in the period in which they arise.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost using the effective interest rate method.

(iii) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortised cost using the effective interest rate method.

(iv) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either designated as such or that are not classified in any of the other categories. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

(v) Financial liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost using the effective interest rate method.

Potash Minerals Limited
(To be renamed Buddy Holdings Limited)

Fair Value

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

Impairment

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether impairment has arisen. Impairment losses are recognised in the Statement of Profit or Loss and Other Comprehensive Income.

(j) **Payables**

Liabilities for trade creditors and other amounts are carried at amortised cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the consolidated entity. The amounts are unsecured and are usually paid within 30 days.

(k) **Issued Capital**

Ordinary shares are classified as equity.

Costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(l) **Employee Benefits**

(i) *Wages and salaries, annual leave and sick leave*

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

(ii) *Long service leave*

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on national government bonds with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

(m) **Provisions**

Provisions for legal claims, service warranties and make good obligations are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Potash Minerals Limited
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Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense

(n) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST except:

- Where the GST incurred on the purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables in the statement of financial position are shown inclusive of GST.

Note 2. Actual and Proposed Transactions to Arrive at the Pro-Forma Financial Information

The pro-forma historical financial information has been prepared by adjusting the reviewed statement of financial position of Potash Minerals Limited as at 30 June 2015 and the reviewed statement of financial position of Buddy Platform Inc ('Buddy'), to reflect the financial effects of the following subsequent events which have occurred in the period since 30 June 2015:

- Convertible notes were issued by Buddy with a value of AUD \$288,504 (USD: \$260,000);
- The convertible notes above and convertible notes issued prior to 30 June 2015 value at AUD \$827,746 (USD: \$745,965) were converted into ordinary shares of Buddy;

and the following pro forma transactions which are yet to occur, but are proposed to occur following completion of the acquisition and capital raising:

- (a) The issue of 500,000,000 consideration shares in consideration for the acquisition of 100% of Buddy Shares on issue;
- (b) The issue of 100,000,000 Performance Shares to the Performance Shares Recipients;
- (c) 2,807,715 Replacement Options and 32,270,858 Performance Rights to holders of Buddy Options;
- (d) The issue of 75,000,000 Shares to raise \$7.5 million (Minimum Subscription) before costs. Payment of costs associated with the offer of \$757,104.
- (e) The issue of 40,000,000 Options under the Prospectus. For the purposes of the Pro-forma Information, this is assumed to be \$0.0392 per Option.
- (f) The issue of 12,500,000 Options as part of the facilitation/transactions costs. For the purposes of the Pro-forma Information, this is assumed to be \$0.0753 per Option.

Potash Minerals Limited
(To be renamed Buddy Holdings Limited)

Note 3. Cash & Cash equivalents (Minimum Subscription)

	Reviewed 30 June 2015 \$	Reviewed Pro Forma 30 June 2015 \$
Cash and cash equivalents	1,073,305	8,171,826
Potash cash and cash equivalents as at 30 June 2015		1,073,305
Cash Acquired – Buddy		67,121
Subsequent events – Buddy Convertible Notes issued US\$260,000		288,504
Funds raised from Prospectus		7,500,000
Expenses of the issue		(757,104)
Closing balance		8,171,826

Note:

The effect of over subscriptions has not been accounted for. In the event that oversubscriptions occur the Company's total raising would fall between the Minimum Subscription of \$7,500,000, Full Subscription of \$10,000,000 and the Maximum Oversubscription up to \$12,500,000, the pro-forma cash balance and issued capital would be increased to the extent of the oversubscription (adjusted for any increase in prospectus issue costs arising from the full subscription and oversubscription to an amount of \$908,604 and \$1,060,104 respectively).

Note 4. Borrowings

	Reviewed 30 June 2015 \$	Reviewed Pro Forma 30 June 2015 \$
Borrowings	-	-
Potash Borrowings as at 30 June 2015		-
Convertible Notes on issue – Buddy US\$745,965		827,746
Subsequent events – Buddy Convertible Notes converted to ordinary shares		(827,746)
Closing balance		-

Potash Minerals Limited
(To be renamed Buddy Holdings Limited)

Note 5. Issued Capital

	Reviewed 30 June 2015 \$	Reviewed Pro Forma 30 June 2015 \$
Issued capital	30,450,232	22,284,344
Potash issued capital as at 30 June 2015		30,450,232
Elimination of Potash Minerals on consolidation		(30,450,232)
Buddy issued capital as at 30 June 2015		3,853,662
Subsequent events – conversion of Buddy Convertible Notes on issue as at 30 June 2015		827,746
Subsequent events – conversion of Buddy Convertible Notes issued after 30 June 2015		288,504
<i>Adjustments arising from the acquisition of Buddy</i>		
Consideration for the acquisition (Note 1)		12,139,489
Shares issued pursuant to capital raising		7,500,000
Options issued pursuant to capital raising		(1,567,953)
Share issue costs		(757,104)
		<u>22,284,344</u>

	Reviewed 30 June 2015 No. of Shares	Reviewed Pro Forma 30 June 2015 No. of Shares
Issued capital	121,394,894	696,394,894
Potash issued capital as at 30 June 2015		121,394,894
Consideration shares issued		500,000,000
Shares issued pursuant to capital raising		75,000,000
		<u>696,394,894</u>

Note – Consideration of the acquisition.

In accordance with reverse asset acquisition accounting principles the consideration is deemed to have been incurred by Buddy in the form of equity instruments issued to Potash Minerals shareholders. The acquisition date fair value of this consideration has been determined with reference to the fair value of the issued shares of Potash Minerals immediately prior to the acquisition and has been determined to be \$12,139,489 based on 121,394,894 shares based on a value of \$0.10 per share, being the issue price under the Prospectus.

At the actual acquisition date the fair value will be required to be determined again, therefore the fair value and consideration could be materially different which will impact the excess deemed consideration on acquisition. As a result, transaction costs of \$10,532,985 (based upon Minimum Subscription) have been determined for the purposes of preparation of the pro forma financial information. This does not include performance shares of 100,000,000 or performance rights of 32,270,858 that were also issued as part of the consideration.

The pro-forma transactions have been based on the assumption Potash Minerals Limited secures the Minimum Subscription of \$7.5 million.

Potash Minerals Limited
(To be renamed Buddy Holdings Limited)

Note 6. Accumulated Losses

	Reviewed 30 June 2015 \$	Reviewed Pro Forma 30 June 2015 \$
Accumulated losses	(28,734,787)	(16,086,166)
Potash accumulated losses as at 30 June 2015		(28,734,787)
<i>Adjustments arising from the acquisition of Buddy</i>		
Elimination of Potash Minerals Limited accumulated losses on consolidation		28,734,787
Recognition of Buddy accumulated losses at 30 June 2015		(4,611,489)
Excess deemed consideration on acquisition		(10,532,985)
Options as part of transaction costs		(941,692)
		(16,086,166)

Note 7. Option reserves

	Reviewed 30 June 2015 \$	Reviewed Pro Forma 30 June 2015 \$
Option reserve	-	2,531,429
<i>Adjustments arising from the acquisition of Buddy</i>		
Recognition of Buddy options reserve at 30 June 2015	-	21,784
Fair value of options issued under Prospectus	-	1,567,953
Options as part of transaction costs	-	941,692
	-	2,531,429

Note 8. Options

	Potash Minerals Limited 30 June 2015 #	Fair Value \$	Pro forma 30 June 2015 \$
Potash Minerals Limited Opening Balance	48,220,948	-	-
Buddy replacement options	2,807,715	0.0077	21,784
Options issued under Prospectus	40,000,000	0.0392	1,567,953
Options as part of transaction costs	12,500,000	0.0753	941,692
	93,528,663		2,531,429

Notes:

Note 1 - Valuation of Options

The options issued under the Prospectus were deemed to be valued at \$0.0392 per option using the Black Scholes option model based on the following inputs:

Underlying share price	\$0.10 per share
Option exercise price	\$0.125 per share
Effective date	30 November 2015

Potash Minerals Limited
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Option expiry date	30 November 2017
Share price volatility	83.14%
Risk free interest rate	1.89%.

The options issued as part of the transaction costs were deemed to be valued at \$0.0753 per option using the Black Scholes option model based on the following inputs:

Underlying share price	\$0.10 per share
Option exercise price	\$0.03 per share
Effective date	30 November 2015
Option expiry date	30 November 2017
Share price volatility	83.14%
Risk free interest rate	1.89%.

The options issued under the Prospectus and as part of the transaction costs in this pro-forma transaction is based on the Minimum Subscription of \$7.5 million. If the Full Subscription of \$10 million or Maximum Subscription of \$12.5 million was raised, the value of options to be issued would remain at \$1,567,953 and \$941,692 respectively.

Note 9. Related Parties

Refer to Section 8 of the Prospectus for details of related party transactions and shareholdings.

Note 10. Commitments and Contingent Liabilities

At the date of the report no other material commitments or contingent liabilities exist that we are aware of, other than those disclosed in this Prospectus.

Note 11. Subsequent Events

At the date of this report there have been no material events subsequent to balance date that we are aware of, other than those disclosed in this Prospectus.

11. FINANCIAL INFORMATION

The financial information set out in this Section consists of:

- (a) the historical statements of cash flows of the Company as at 30 June 2013, 30 June 2014 and 30 June 2015;
- (b) the historical statements of cash flows of Buddy as at 30 June 2013, 30 June 2014 and 30 June 2015;
- (c) the historical statements of comprehensive income of the Company for the years ended 30 June 2013, 30 June 2014 and 30 June 2015;
- (d) the historical statements of comprehensive income of Buddy for the years ended 30 June 2013, 30 June 2014 and 30 June 2015;
- (e) the historical statements of financial position of the Company as at 30 June 2013, 30 June 2014 and 30 June 2015;
- (f) the historical statements of financial position of Buddy as at 30 June 2013, 30 June 2014 and 30 June 2015,

(collectively, the **Financial Information**).

The Financial Information of the Company for the years ended 30 June 2013, 30 June 2014 and 30 June 2015 have been extracted from the Company's financial statements for each financial year, which were audited by Nexia Perth Audit Services Pty Ltd, and on which an unqualified audit opinion was issued for each financial year.

The Financial Information of Buddy for the years ended 30 June 2013, 30 June 2014 and 30 June 2015 have been extracted from Buddy's financial statements for each financial year, which were audited by Hellam, Varon & Co, Inc. P. S., and on which an unqualified audit opinion was issued for each financial year.

Except as specified below, the Financial Information has been prepared and presented in accordance with the recognition and measurement principles of:

- (a) in respect of the Company's Financial Information – the Australian Accounting Standards issued by the Australian Accounting Standards Board, which are consistent with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board; and
- (b) in respect of Buddy's Financial Information – the International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board

The Financial Information is presented in an abbreviated form insofar as it does not include all the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

Set out in Section 10 is a pro forma balance sheet of the Company following its acquisition of Buddy together with an Independent Limited Assurance Report. Investors should note the scope limitations of the Independent Limited Assurance Report (refer to Section 10 for further information).

A summary of the Company's significant account policies is set out in Section 10.

11.2 Consolidated Statement of Cashflows

(a) POK

	Audited 2015 A\$	Consolidated Audited 2014 A\$	Audited 2013 A\$
<i>Cash Flows From Operating Activities</i>			
Interest received	23,151	28,603	22,157
Payments to suppliers and employees	(496,476)	(793,080)	(614,088)
Exploration expenditure	-	(76,787)	(1,243,568)
Net Cash Used in Operating Activities	(473,325)	(841,264)	(1,835,499)
<i>Cash Flows From Investing Activities</i>			
Refund / (payments) for bonds in favour of the company	25,779	-	114,848
Payments for capitalised exploration expenditure	(80,689)	(219,232)	(224,172)
Net Cash Used in Investing Activities	(54,910)	(219,232)	(109,324)
<i>Cash Flows From Financing Activities</i>			
Proceeds from issues of shares and options	485,686	2,198,941	1,250,000
Capital raising costs	(24,843)	(152,694)	(61,395)
Net Cash Flows Provided by Financing Activities	460,843	2,046,247	1,188,605
Net increase / (decrease) in cash and cash equivalents	(67,392)	985,751	(756,218)
Cash and cash equivalents at the beginning of the year	1,140,697	154,946	911,164
Cash and Cash Equivalents at the end	1,073,305	1,140,697	154,946

(b) Buddy

	Audited 2015 US\$	Consolidated Audited 2014 US\$	Audited 2013 US\$
<i>Cash Flows From Operating Activities</i>			
Revenue from customers	81,955	25,401	527,405
Interest received	72	659	940
Payments to suppliers and employees	(1,147,558)	(1,446,447)	(1,675,404)
Net Cash Used in Operating Activities	(1,065,531)	(1,420,387)	(1,147,059)
<i>Cash Flows From Investing Activities</i>			
Payments for property, plant & equipment	(7,091)	(7,639)	(106,192)
Proceeds from sale of equipment	25,375	3,000	-
Net Cash Used in Investing Activities	18,284	(4,639)	(106,192)
<i>Cash Flows From Financing Activities</i>			

Proceeds from convertible promissory notes	745,965	460,000	875,000
Proceeds from sale of common stock	65	1,600	-
Proceeds from sale of preferred stock	300,000	950,000	-
Redemption of common stock	-	(583)	-
Net Cash Flows Provided by Financing Activities	1,046,030	1,411,017	875,000
Net increase / (decrease) in cash and cash equivalents	(1,217)	(14,009)	(378,251)
Cash and cash equivalents at the beginning of the year	61,706	75,715	453,966
Cash and Cash Equivalents at the end	60,489	61,706	75,715

11.3 Consolidated Statement of Comprehensive Income

(a) POK

	Audited 2015 A\$	Consolidated Audited 2014 A\$	Audited 2013 A\$
Finance income	23,151	34,686	22,157
Financial, administration, insurance and compliance costs	(341,926)	(481,416)	(419,709)
Consulting and contracting expenses	(118,810)	-	(1,488,309)
Depreciation	-	(688)	(97)
Impairment of investment in associate	-	-	(3,450,009)
Impairment of exploration and evaluation expenditure	(3,164,558)	(12,436,735)	-
Impairment of available-for-sale financial assets	(272,287)	-	-
Employee expenses	(84,866)	(318,342)	(934,771)
Profit on loss of significant influence in equity accounted investment	307,274	(375,346)	(284,854)
Loss before income tax expense	(3,652,022)	(13,577,841)	(6,555,592)
Income tax / (expense) benefit	-	-	-
Loss for the year	(3,652,022)	(13,577,841)	(6,555,592)
<i>Other Comprehensive Income:</i>			
Items that may be reclassified subsequently to profit or loss:			
Foreign currency translation differences for foreign operations	417,007	67,313	1,621,367
Other comprehensive income for the period, net of tax	417,007	67,313	1,621,367
Total Comprehensive Loss for the year	(3,235,015)	(13,510,528)	(4,934,225)
<i>Loss attributable to:</i>			
Owners of the parent entity	(3,321,529)	(12,327,778)	(6,406,920)

Non-controlling interest	(330,493)	(1,250,063)	(148,672)
<i>Total Comprehensive Loss attributable to:</i>			
Owners of the parent entity	(2,904,522)	(12,260,465)	(4,785,553)
Non-controlling interest	(330,493)	(1,250,063)	(148,672)

(b) **Buddy**

	Audited 2015 US\$	Consolidated Audited 2014 US\$	Audited 2013 US\$
Revenue	95,789	40,320	527,405
Other revenue	6,425	3,659	940
Selling, travel and marketing	(141,413)	(93,413)	(162,511)
Research and development	(99,116)	(184,148)	(552,354)
Salaries, payroll taxes and benefits	(733,913)	(887,251)	(756,033)
Depreciation	(32,850)	(34,330)	(23,347)
General and administrative	(252,012)	(273,153)	(191,715)
Interest expense	(15,217)	(30,172)	(59,528)
Loss before income tax expense	(1,172,307)	(1,458,488)	(1,217,143)
Income tax / (expense) benefit	-	-	-
Loss for the year	(1,172,307)	(1,458,488)	(1,217,143)
Other comprehensive income for the period, net of tax	-	-	-
Total Comprehensive Loss for the year	(1,172,307)	(1,458,488)	(1,217,143)

11.4 Consolidated Statement of Financial Position

(a) **POK**

	Audited 2015 A\$	Consolidated Audited 2014 A\$	Audited 2013 A\$
ASSETS			
Current assets			
Cash and cash equivalents	1,073,305	1,140,697	154,946
Other receivables	13,142	21,582	9,998
Total current assets	1,086,447	1,162,279	164,944
Non-current assets			
Other receivables	350,131	256,907	260,924
Investments accounted for using the equity method	-	259,991	635,337
Exploration and evaluation expenditure	-	2,788,000	14,918,486
Plant and equipment	-	-	688
Other financial assets	294,978	-	-
Total non-current assets	645,109	3,304,898	15,815,435

TOTAL ASSETS	1,731,556	4,467,177	15,980,379
LIABILITIES			
Current liabilities			
Trade and other payables	125,052	90,702	229,947
Total current liabilities	125,052	90,702	229,947
TOTAL LIABILITIES	125,052	90,702	229,947
NET ASSETS	1,606,504	4,376,475	15,750,432
EQUITY			
Share capital	30,450,232	29,989,494	27,943,247
Reserves	2,241,138	5,951,571	5,793,935
Retained losses	(28,734,787)	(29,545,004)	(17,217,226)
Parent interest	3,956,583	6,396,061	16,519,956
Non-controlling interest	(2,350,079)	(2,019,586)	(769,524)
TOTAL EQUITY	1,606,504	4,376,475	15,750,432

(b) **Buddy**

	Audited 2015 US\$	Consolidated Audited 2014 US\$	Audited 2013 US\$
ASSETS			
Current assets			
Cash and cash equivalents	60,489	61,706	75,715
Trade receivables	121,043	63,000	-
Other receivables	2,500	11,209	6,582
Total current assets	184,032	135,915	82,297
Non-current assets			
Other receivables	9,705	9,705	-
Plant and equipment	72,088	116,869	143,560
Total non-current assets	81,793	126,574	143,560
TOTAL ASSETS	265,825	262,489	225,857
LIABILITIES			
Current liabilities			
Trade and other payables	90,892	25,120	89,936
Deferred revenue	92,290	48,081	-
Total current liabilities	183,182	73,201	89,936
Non-current liabilities			
Loans from investors	745,965	-	1,655,000
Total non-current liabilities	745,965	-	1,655,000

TOTAL LIABILITIES	929,147	-	1,744,936
NET ASSETS/(LIABILITIES)	(663,322)	189,288	(1,519,079)
EQUITY			
Common Stock	5,642	5,577	6,000
Preferred Stock	4,261	3,987	-
Additional paid-in capital	3,482,649	3,163,291	-
Retained losses	(4,155,874)	(2,983,567)	(1,525,079)
TOTAL EQUITY	(663,322)	189,288	(1,519,079)

12. CORPORATE GOVERNANCE

12.1 ASX Corporate Governance Council Principles and Recommendations

The Company has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The Incoming Directors are committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent applicable, commensurate with the Company's size and nature, the Company has adopted *The Corporate Governance Principles and Recommendations (3rd Edition)* as published by ASX Corporate Governance Council (**Recommendations**).

The Incoming Directors will seek, where appropriate, to provide accountability levels that meet or exceed the Recommendations, which are not prescriptions, but guidelines. The Company's main corporate governance policies and practices that will be adopted from completion of the Offers are outlined below and further details can be obtained from the Company website at www.potashmin.com.au.

12.2 Board of Directors

The Board is responsible for corporate governance of the Company. The Incoming Directors will develop strategies for the Company, review strategic objectives and monitor performance against those objectives. The goals of the corporate governance processes are to:

- (a) maintain and increase Shareholder value;
- (b) ensure a prudential and ethical basis for the Company's conduct and activities; and
- (c) ensure compliance with the Company's legal and regulatory objectives.

Consistent with these goals, the Incoming Directors will assume the following responsibilities:

- (a) developing initiatives for profit and asset growth;
- (b) reviewing the corporate, commercial and financial performance of the Company on a regular basis;
- (c) acting on behalf of, and being accountable to, the Shareholders; and
- (d) identifying business risks and implementing actions to manage those risks and corporate systems to assure quality.

The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in the Board discussions on a fully-informed basis.

In light of the Company's size and nature, the Incoming Directors consider that the proposed composition of the Board is a cost effective and practical method of directing and managing the Company. If the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

12.3 Composition of the Board

Election of Board members is substantially the province of the Shareholders in general meeting. However, subject thereto, the Company is committed to the following principles:

- (a) the Board is to comprise Directors with a blend of skills, experience and attributes appropriate for the Company and its business; and
- (b) the principal criterion for the appointment of new Directors is their ability to add value to the Company and its business.

Following Settlement, the Board will consist of 4 Directors. One additional Board member is to be nominated at Settlement, who will be a resident of Australia. Additional Board and management resources may be considered as appropriate as the Platform develops.

Where a casual vacancy arises during the year, the Incoming Directors will have procedures to select the most suitable candidate with the appropriate experience and expertise to ensure a balanced and effective Board. Any Director appointed during the year to fill a casual vacancy or as an addition to the Board, holds office until the next general meeting and is then eligible for re-election by the Shareholders.

Each Incoming Director has confirmed to the Company that he anticipates being available to perform his or her duties as a non-executive director or executive director without constraint from other commitments.

The Incoming Directors consider an independent Director to be a non-executive director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally. The Incoming Directors will consider the materiality of any given relationship on a case-by-case basis and reviews the independence of each Director in light of interests disclosed to the Board from time to time.

The Company's Board Charter sets out guidelines of materiality for the purpose of determining independence of Directors in accordance with the Recommendations and has adopted a definition of independence that is based on that set out in the Recommendations.

The Incoming Directors will consider whether there are any factors or considerations which may mean that a Director's interest, position, association or relationship might influence, or reasonably be perceived to influence, the capacity of the Director to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its Shareholders generally.

12.4 Board Charter

The Board Charter sets out the responsibilities of the Board in greater detail. It provides that the Board should comprise Directors with the appropriate mix of skills, experience, expertise and diversity which are relevant to the Company's businesses and the Board's responsibilities. The Board Charter allows the Board to delegate powers and responsibilities to committees established by the Board. The Board retains ultimate accountability to Shareholders in discharging its duties.

12.5 Identification and Management of Risk

The Incoming Directors intend to establish a risk management committee which is responsible for overseeing the risk management function. It is proposed that the risk management committee will be responsible for ensuring the risks and opportunities are identified on a timely basis.

The Board will be responsible for overseeing the establishment of and approving risk management strategies, policies, procedures and systems of the Company. The Company's management is responsible for establishing the Company's risk management framework. The Company will regularly undertake reviews of its risk management procedures to ensure that it complies with its legal obligations, including assisting the Chief Executive Officer or Chief Financial Officer to provide required declarations.

12.6 Ethical Standards

The Incoming Directors are committed to the establishment and maintenance of appropriate ethical standards. Accordingly, the Incoming Directors intend to adopt a Code of Conduct which sets out the way the Company conducts business. The Company will carry on business honestly and fairly, acting only in ways that reflect well on the Company and in compliance with all laws and regulations.

The Incoming Directors also propose to adopt a policy document which will outline employees' obligations of compliance with the Code of Conduct, and explains how the code interacts with the Company's other corporate governance policies.

It is proposed that responsibilities incorporated in the Code of Conduct will include protection of the Company's business, using the Company's resources in an appropriate manner, protecting confidential information and avoiding conflicts of interest.

12.7 Independent Professional Advice

Subject to the Chairman's approval (not to be unreasonably withheld), the Directors, at the Company's expense, may obtain independent professional advice on issues arising in the course of their duties.

12.8 Remuneration Arrangements

The total maximum remuneration of Non-Executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of Non-Executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each Non-Executive Director. There is no cash compensation intended to be offered to the Directors post-Settlement.

Directors are however, entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The Incoming Directors intend to review and approve the remuneration policy to enable the Company to attract and retain Directors who will create value for Shareholders having consideration to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment and responsibility.

The proposed role of the Remuneration and Nomination Committee is to review and make recommendations to the Board on remuneration arrangements and policies

related to the Directors, Chief Executive Officer and other members of senior management and to ensure that the remuneration policies and practices are consistent with the Company's strategic goals and human resources objectives. In addition, it is proposed that the Committee will be responsible for reviewing and making recommendations in relation to the composition and performance of the Board and its committees and ensuring that adequate succession plans are in place (including for the recruitment and appointment of Directors and senior management). Independent advice may be sought by the Remuneration and Nomination Committee where appropriate.

The Remuneration and Nomination Committee will meet as often as is required by its Charter or other policy approved by the Board to govern the operation of the Remuneration and Nomination Committee. Following each meeting, the Remuneration and Nomination Committee will report to the Board on any matter that should be brought to the Board's attention and on any recommendation that requires Board approval.

12.9 Trading Policy

The Board has adopted a Securities Trading Policy that sets out the guidelines on the sale and purchase of securities in the Company by its key management personnel (i.e. Directors and, if applicable, any employees reporting directly to the Managing Director). The Securities Trading Policy explains the types of conduct in relation to dealings in Shares that are prohibited under the Corporations Act and to establish procedures in relation to such persons' dealing in the Shares.

Under the terms of the policy, buying or selling Shares is not permitted at any time by any person who possesses inside information in a manner contrary to the Corporations Act or where short-term or speculative trading is involved. The policy also generally provides that written notification to the Chairman (or in the case of the Chairman, the Board) must be satisfied prior to trading.

12.10 External Audit

The Company in general meetings is responsible for the appointment of the external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors.

12.11 Audit Committee

The Company will have an Audit and Risk Management Committee which fulfils the Company's corporate governance and monitoring responsibilities in relation to the Company's risks associated with the integrity of the financial reporting, internal control systems and the independence of the external audit function.

The Committee will be responsible for approving the services that the Company's external auditor may provide. The external auditor:

- (a) must be independent of the Company and the Directors and senior executives. To ensure this, the Company requires a formal report from its external auditor on an annual basis setting out the relationships that may affect its independence; and
- (b) may not provide services to the Company that may impair, or appear to impair, the external auditor's judgement or independence in respect of the Company.

12.12 Diversity Policy

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture

characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

12.13 Departures from Recommendations

Following re-admission to the Official List of ASX, the Company will be required to report any departures from the Recommendations in its annual financial report. The Company's expected compliance and departures from the Recommendations following Settlement of the Acquisition are set out below.

Principle / Recommendation	Compliance	Reference	Commentary
Principle 1: Lay solid foundations for management and oversight			
<u>Recommendation 1.1</u> A listed entity should disclose: <ul style="list-style-type: none"> (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management. 	Yes	Statement of Board and Management Functions	<p>The Company has adopted a Policy, which discloses the specific responsibilities of the Board.</p> <p>The role of the Board is to:</p> <ul style="list-style-type: none"> (a) protect and enhance shareholder value; (b) provide strategic direction for the Company, establish goals for management and monitor the achievement of those goals; (c) operate on the principle that Management formulates (proposals), the Board ratifies, then Management implements and monitors; and (d) consider and pursue different directions for the company including mergers and acquisitions as appropriate. <p>The Board is collectively responsible for promoting the success of the Company by:</p> <ul style="list-style-type: none"> (a) monitoring the Company's framework of control and accountability systems to enable risk to be assessed and managed which includes but is not limited to (b) to (k); (b) ensuring the Company is properly managed for example by: <ul style="list-style-type: none"> (i) appointing and removing the managing director of the Company; (ii) ratifying the appointment and, where appropriate, the removal of the chief financial officer and the Company secretary; (iii) input into and final approval of management's development of corporate strategy and performance objectives; (iv) reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct, and legal compliance; (v) monitoring senior management's performance and implementation of strategy, and ensuring appropriate resources are available; (c) approving and monitoring the progress of major capital expenditure, capital management, and acquisitions and divestitures; (d) approval of the annual budget; (e) monitoring the financial performance of the Company; (f) approving and monitoring financial and other reporting; (g) overall corporate governance of the Company, including conducting regular reviews of

			<p>the balance of responsibilities within the Company to ensure division of functions remain appropriate to the needs of the Company;</p> <p>(h) liaising with the Company's external auditors and Audit Committee;</p> <p>(i) monitoring the environmental performance of the Company;</p> <p>(j) approving employee and community relations policy; and</p> <p>(k) safety and health policy.</p> <p>The Board must convene regular meetings with such frequency as is sufficient to appropriately discharge its responsibilities.</p> <p>The Board may from time to time, delegate some of its responsibilities listed above to its senior management team (except for paragraphs (a), (b), (f) and (g) and where any matter exceeds the Materiality Threshold as defined within the Policy.</p> <p>The Board's role and the Company's corporate governance practices are periodically reviewed and improved as required.</p>
<p><u>Recommendation 1.2</u></p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Yes	Director Selection Procedure	<p>Directors of the Company (Directors) are appointed based on the specific governance skills required by the Company. The criteria for determining the identification and application of a suitable candidate for the Board shall include quality and integrity of the individual, background of experience and achievement, compatibility with other Board members, credibility within the Company's scope of activities, intellectual ability to contribute to Board duties and physical ability to undertake Board duties and responsibilities. Given the size of the Company and the business that it operates, the Company aims at all times to have at least one Director with experience appropriate to the Company's operations. The Company's current directors all have relevant experience in the operations. In addition, Directors should have the relevant blend of personal experience in:</p> <ul style="list-style-type: none"> Accounting and financial management; and Director-level business experience. <p>New directors are invited to join the Board by the chairperson, who makes the invitation based on recommendations made by the Board and approved by the Board.</p> <p>The Chairman, Mr Ananda Kathiravelu and Non-Executive Director, Mr Richard Monti have both been directors since the Company's incorporation in 2006. They have both assessed each of the other Directors, both past and present, prior to their election or appointment, and they consider that each candidate had appropriate experience that was of value to the Company at the time</p>

			<p>and had strong professional reputation in their relevant industry.</p> <p>On 14 October 2011, Mr Ben Binninger was appointed as Non-Executive Director of Potash Minerals Limited which was ratified at the 2012 Annual General Meeting. All material information relevant to his election was contained within the 2012 Notice of Meeting.</p> <p>In respect of any future Directors, the Company will continue to conduct specific and appropriate checks of candidates prior to their appointment or nomination for election by shareholders. However the Company does not propose to conduct these checks prior to nominating an existing Director for re-election by shareholders at a general meeting on the basis that it is not considered necessary in the Company's circumstances.</p> <p>Currently, the Company includes in its notice of meetings a brief biography which sets out relevant qualifications and professional experience, of each Director who stands for election or re-election, for consideration by shareholders.</p>
<p><u>Recommendation 1.3</u> A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	Kept at registered office	<p>The Company seeks to engage or employ its Directors and other senior management under written agreements setting out key terms and otherwise governing their engagement or employment by the Company.</p> <p>The Company's Chairman and Non-Executive Directors are employed pursuant to a letter of appointment with the Company.</p>
<p><u>Recommendation 1.4</u> The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Yes		<p>The Company Secretary reports directly, and is accountable, to the Board through the Chairman in relation to all governance matters.</p>
<p><u>Recommendation 1.5</u> A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a</p>	No		<p>The Company has not adopted an express policy specifically addressing achieving gender diversity. Due to the current limited size of the Board, the Board does not consider it necessary to have a gender diversity policy, but will consider adopting a policy in the future.</p> <p>Furthermore, the Company has not set any objectives for achieving gender diversity. Should a gender diversity policy be considered appropriate for the Company in the future due to increases in size of the organisation, the policy will specifically deal with the objectives for achieving diversity.</p> <p>The Company's corporate code of conduct provides a framework for undertaking ethical conduct in employment. Under the corporate code of conduct, the Company will not tolerate any form of</p>

<p>summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <ol style="list-style-type: none"> 1. the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or 2. if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. 			<p>discrimination or harassment in the workplace.</p> <p>The Company currently has no women board members, senior executives or employees.</p> <p>However, it is Company practice to recruit from a diverse pool of candidates for all positions, including senior management and the Board.</p>
<p><u>Recommendation 1.6</u></p> <p>A listed entity should:</p> <ol style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was 	No		<p>Whilst it is the policy of the Board to conduct evaluation of its performance through its Board Charter, the Company does not have in place a formal process for evaluation of the Board, its committees and individual Directors.</p> <p>The small size of the Board and the nature of the Company's activities make the establishment of a formal performance evaluation strategy unnecessary. Performance evaluation is a discretionary matter for consideration by the entire Board and in the normal course of events the Board will review performance of senior management, Directors and the Board as a whole.</p>

undertaken in the reporting period in accordance with that process.			
<u>Recommendation 1.7</u> A listed entity should: <ul style="list-style-type: none"> (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	No		<p>The Company does not have in place a formal process for evaluation of its senior executives.</p> <p>Given the Company's size, the establishment of a formal performance evaluation strategy was not necessary. As with valuation of Directors, performance evaluation is a discretionary matter for consideration by the entire Board and in the normal course of events the Board will review performance of senior management.</p>
Principle 2: Structure the board to add value			
<u>Recommendation 2.1</u> The board of a listed entity should: <ul style="list-style-type: none"> (a) have a nomination committee which: <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, and disclose: 3. the charter of the committee; 4. the members of the committee; and 5. as at the end of each reporting period, the number of times the 	Yes – 2.1(b) No – 2.1(a)		<p>Given the size of the Board there is no formal nomination committee.</p> <p>Acting in its ordinary capacity from time to time as required, the Board carries out the process of determining the need for, screening and appointing new Directors. In view of the size and resources available to the Company, it is not considered that a separate nomination committee would add any substance to this process.</p> <p>As a matter of practice, candidates for the office of Director are individually assessed by the Board before appointment or nomination to ensure they possess the relevant skills, experience, personal attributes and capability to devote the necessary time and commitment to the role.</p> <p>The Board intends to review the requirement for a separate nomination committee as the Company's operations develop in size, nature and scope.</p>

<p>committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>			
<p><u>Recommendation 2.2</u></p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	Yes		<p>The Company does not currently have a skills or diversity matrix in relation to its Board members.</p> <p>The Board considers that such a matrix is not necessary given the current size and scope of the Company's operations. However, the Board may adopt such a matrix as the Company's operations develop in size, nature and scope.</p>
<p><u>Recommendation 2.3</u></p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or</p>	Yes		<p>The Board currently comprises the following members:</p> <p>(a) Mr Ananda Kathiravelu is Executive Chairman of the Company and has held office since the Company was incorporated. The Board does not consider Mr Kathiravelu to be independent as he is an executive and is directly involved in the day-to-day management of the Company.</p> <p>(b) Mr Richard Monti is Non-Executive Director of the Company and has held office since the Company was incorporated. The Board considers Mr Monti to be independent as he is not involved in the day-to-day management of the Company.</p> <p>(c) Mr Ben Binninger (appointed 11 October 2011) is Non-Executive Director of the Company. The Board does not consider Mr Binninger to be independent as an entity he served as the Company CEO and overseas the Company's activities in the USA.</p>

relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.			
<u>Recommendation 2.4</u> A majority of the board of a listed entity should be independent directors.	No		<p>Presently, the Board does not comprise a majority of “independent directors”.</p> <p>There is only one Director who currently satisfies the definition of independence for the purposes of Principle and Recommendation 2.3, being Mr Richard Monti</p> <p>The Board considers that given the size and scope of the group at present, that it has the relevant experience on the Board and is appropriately structured to discharge its duties in a manner that is in the best interests of the Company and its shareholders, strategically and operationally.</p> <p>However, the Board does review this position at each Board Meeting and intends to review the requirement for, and benefits of, additional independent Directors as the Company’s operations develop in size, nature and scope.</p>
<u>Recommendation 2.5</u> The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No		<p>The roles of Chairman and Managing Director are performed by Mr Ananda Kathiravelu.</p> <p>The Chairman, Ananda Kathiravelu, is not independent under definition in the Principles and Recommendations. The Board believes the alignment of the interests of Directors with those of shareholders as being the most efficient way to ensure shareholders’ interests are protected. The Board believes that this is both appropriate and acceptable at this stage of the Company’s development.</p>
<u>Recommendation 2.6</u> A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	No		<p>The Company does not currently have a formal induction program for new Directors nor does it have a professional development program for existing Directors. The Board does not consider it necessary to have a formal induction program given the current size and scope of operations. However, the Board intends to review the requirement for, and benefits of, a formal induction program and professional development program as the Company change and grow in size and complexity.</p> <p>All Directors are generally experienced in various facets of professional development albeit not all in the same area. Some of the current Directors have experience in other listed companies. The Board seeks to ensure that all of its members understand the Company’s operations.</p>

			Directors also attend, either through the Company or for their own professional development requirements, seminars, industry conferences, technical reading and research, to maintain and develop their knowledge.
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Principle 3: Act ethically and responsibly

<u>Recommendation 3.1</u> A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	Yes		<p>As part of the Board's commitment to the highest standard of conduct, the consolidated entity requires executives, management and employees in carrying out their duties and responsibilities to act ethically and lawfully with respect to all transactions and matters including:-</p> <ul style="list-style-type: none"> • Responsibilities to shareholders; • Compliance with laws and regulations; • Relations with customers and suppliers; • Ethical responsibilities; • Employment practices; and • Responsibilities to the environment and the community. <p>The Company has established an Overview of Fiduciary and Statutory Duties Imposed on Directors of Public Companies and a Code of Conduct for Company Executives The Company has not established a formal code of conduct in accordance with the Recommendations but as the Company's activities develop in size, nature and scope, the implementation of a formal code will be given further consideration.</p>
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Principle 4: Safeguard integrity in corporate reporting

<u>Recommendation 4.1</u> The board of a listed entity should: (a) have an audit committee which: <ol style="list-style-type: none"> 1. has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and 2. is chaired by an independent director, who is not the chair of the board, 	Yes – 4.1(b) No – 4.1(a)		<p>The Company does not have an Audit and Risk Committee. The Board believes no efficiencies or other benefits could be gained by establishing a separate Audit and Risk Committee. To assist the Board to fulfill its function as the Audit and Risk Committee, the Board has adopted an Audit and Risk Committee Charter.</p> <p>The Board has charged the Company Secretary with preparing the annual and half yearly reports. These reports are independently audited. The Company Secretary also prepares the Company's quarterly financial and operational reports.</p> <p>All Company reports are reviewed by the Board before they are finalised and are given the opportunity to question and consider the information contained in the reports.</p>
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<p>and disclose:</p> <ol style="list-style-type: none"> 3. the charter of the committee; 4. the relevant qualifications and experience of the members of the committee; and 5. in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>			<p>The Procedure for the Selection, Appointment and Rotation of External Auditors provides recommendations in relation to the initial appointment of the external auditor and the appointment of a new external auditor should a vacancy arise. Any appointment of a new external auditor made by the Board must be ratified by shareholders at the next annual general meeting of the Company.</p> <p>Proposed external auditors must be able to demonstrate complete independence from the Company and an ability to maintain independence through the engagement period. In addition, the successful candidate for external auditor must have arrangements in place for the rotation of the lead audit engagement partner on a regular basis. Other than these mandatory criteria, the Board may select an external auditor based on other criteria relevant to the Company such as references, cost and any other matters deemed relevant by the Board.</p> <p>As the Company develop's in size, nature and scope, the Board will reconsider the appropriateness of forming a separate audit and risk committee.</p>
<p><u>Recommendation 4.2</u></p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and</p>	<p>Yes</p>	<p>Kept at registered office</p>	<p>The Managing Director and in place of the Chief Financial Officer, the Company Secretary have provided a declaration to the Board in accordance with section 295A of the Corporations Act and have assured the Board that such declaration is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.</p>

that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.			
<u>Recommendation 4.3</u> A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes		In accordance with the Corporations Act 2001, the external auditor is invited to attend every AGM for the purpose of answering questions from security holders relevant to the conduct of the audit and the preparation and content of the auditor's report.

Principle 5: Make timely and balanced disclosure

<u>Recommendation 5.1</u> A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and (b) disclose that policy or a summary of it.	Yes	Compliance Procedures for ASX Listing Rule Disclosure Requirements	<p>The Company is a "disclosing entity" pursuant to section 111AR of the Corporations Act 2001 and, as such, is required to comply with the continuous disclosure requirements of Chapter 3 of the ASX Listing Rules and section 674 of the Corporations Act.</p> <p>As such, the Company has Compliance Procedures for ASX Listing Rule Disclosure Requirements. The purpose of this Policy is to ensure the Company complies with continuous disclosure requirements arising from legislation and the Listing Rules of the ASX.</p> <p>The key objective of the Compliance Procedures is to assist the Company to comply with its continuous disclosure obligations by:</p> <ul style="list-style-type: none"> (a) aiming to prevent, and where necessary, identifying and responding to, breaches of Listing Rule 3.1 and section 674 of the Corporations Act by the Company; and (b) promoting a culture of compliance with Listing Rule 3.1 and section 674 of the Corporations Act within the Company. <p>The Compliance Procedures set out measures that the Company will apply to ensure that it complies with its duties under Listing Rule 3.1 and section 674.</p> <p>This Compliance Procedure:</p> <ul style="list-style-type: none"> (a) identifies the specific obligations of the Company; (b) establishes measures designed to address compliance with these obligations; and (c) provides some guidance on the actions required to comply with these measures.
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Principle 6: Respect the rights of security holders

<p><u>Recommendation 6.1</u></p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	Yes		<p>Information on the Company's Corporate Governance, including copies of its various corporate governance policies and charters, is available on the Company's website.</p>
<p><u>Recommendation 6.2</u></p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	Yes		<p>The Company promotes effective communication with shareholders and encourages presentation of information to shareholders in a clear, concise and effective manner. The Board aims to ensure that Shareholders are informed of all major developments affecting the Company's state of affairs.</p> <p>The Board ensures that shareholders are kept informed of all major developments that affect their shareholding or the Company's state of affairs through quarterly, half-yearly, annual and ad hoc reports. All shareholders are encouraged to attend the annual general meeting to meet the Chairman and Directors and to receive the most updated report on the Company's activities.</p> <p>The Company maintains a website at www.potashmin.com.au to provide shareholders with information of the Company's activities. Shareholders may communicate with the Company through its email address info@potashmin.com.au. The Company is in the process of updating its website.</p>
<p><u>Recommendation 6.3</u></p> <p>A listed entity should disclose the policies and processes it has in place</p>	Yes		<p>The Company supports shareholder participation in general meetings and seeks to provide appropriate mechanisms for such participation, which will be reviewed regularly to encourage the highest level of shareholder participation.</p>

to facilitate and encourage participation at meetings of security holders.			The Company considers general meetings to be an effective means to communicate with shareholders and encourages shareholders to attend general meetings. In preparing for general meetings, the Company will draft the notice of meetings and related explanatory information so that they provide all of the information that is relevant to the shareholders in making decisions on matters to be voted on by them at the meeting. Information will be presented in a clear, concise and effective manner.
<u>Recommendation 6.4</u> A listed entity should give security holders the option to receive communications from and send communications to, the entity and its security registry electronically.	Yes		The Company considers that communicating with shareholders by electronic means is an efficient way to distribute information in a timely and convenient manner. Shareholders can register with the Company's Registrar to receive email notifications of when an announcement is made by the Company to the ASX, including the release of the annual, half yearly and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.

Principle 7: Recognise and manage risk

<u>Recommendation 7.1</u> The board of a listed entity should:	Yes – 7.1(b)		The Company does not have a separate Risk Management Committee.
(a) have a committee or committees to oversee risk, each of which: <ol style="list-style-type: none"> has at least three members, a majority of whom are independent directors; and is chaired by an independent director, and disclose: <ol style="list-style-type: none"> the charter of the committee; the members of the committee; and as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the 	No – 7.1(a)		The role of the Risk Management Committee is undertaken by the full Board. The Board determines the Company's risk profile and is responsible for overseeing and approving risk management strategy and policies, internal compliance and internal control. The Board will delegate to the Managing Director responsibility for implementing the risk management system who will submit particular matters to the Board for its approval or review. The Managing Director/CEO is required to report to the Board on the management of risk. The Board monitors risk through various arrangements including: <ul style="list-style-type: none"> regular Board meetings; share price monitoring; market monitoring; and regular review of financial position and operations. The Board delegates to management the responsible for developing, maintaining and improving the Company's risk management and internal control system. Management provides the board with periodic reports identifying areas of potential risks and the safeguards in place to efficiently manage material business risks. These risk management and internal control systems are in place to protect the financial statements of the entity from potential misstatement, and the Board is responsible for satisfying itself annually, or more frequently as required, that management has developed a sound system of risk management and internal control.

<p>members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>			<p>The Board will regularly review assessments of the effectiveness of risk management and internal compliance and control.</p> <p>The Company has developed a Risk Register in order to assist with the risk management of the Company.</p>
<p><u>Recommendation 7.2</u></p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	No		<p>As the Board has responsibility for the monitoring of risk managements it has not required a formal report regarding material risks and whether those risks are managed effectively. The Board believes that the Group is currently effectively communicating its significant and material risks to the Board to justify the implementation of a more formal system of identifying, assessing, monitoring and managing risk in the Company.</p> <p>As the Company develop's in size, nature and scope, the Board will reconsider the need for a more formal system of identifying, assessing, monitoring and managing risk in the Company.</p>
<p><u>Recommendation 7.3</u></p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>Yes – 7.3(b)</p> <p>No – 7.3(a)</p>		<p>The Company does not currently have an internal audit function. This function is undertaken by the full Board.</p> <p>The Company has adopted procedures as follows:</p> <p>(a) identifying and measuring risks that might impact upon the achievement of the Company's goals and objectives, and monitoring the environment for emerging factors and trends that affect these risks;</p> <p>(b) formulating risk management strategies to manage identified risks, and designing and implementing appropriate risk management policies and internal controls; and</p> <p>(c) monitoring the performance of, and improving the effectiveness of, risk management systems and internal compliance and controls, including regular assessment of the effectiveness of risk management and internal compliance and control.</p> <p>To this end, comprehensive practices are in place that are directed towards achieving the following objectives:</p> <p>(a) compliance with applicable laws and regulations;</p> <p>(b) preparation of reliable published financial information; and</p> <p>(c) implementation of risk transfer strategies where appropriate, eg insurance.</p>

			<p>Management is charged with evaluating and considering improvements to the Company's risk management and internal control processes on an ongoing basis.</p> <p>The Board considers that an internal audit function is not currently necessary given the current size and scope of the Company's operations.</p> <p>As the Company develops in size, nature and scope, the Board will reconsider the appropriateness of creating an internal audit function.</p>
<p>Recommendation 7.4 A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes		<p>The Company's primary operation of mineral exploration and development is speculative in nature and has inherent risks. It is subject to various economic, environmental and social sustainability risks, which may materially impact the Company's ability to operate and to generate value for shareholders. These include those matters set out in Section 8.</p> <p>The Company has adopted the risk management procedures to identify, mitigate and manage these risks and other risks identified going forward. These policies are updated from time to time as the Board considers appropriate in the circumstances for the management of the Company's risk profile.</p>
Principle 8: Remunerate fairly and responsibly			
<p>Recommendation 8.1 The board of a listed entity should: (a) have a remuneration committee which:</p> <ol style="list-style-type: none"> 1. has at least three members, a majority of whom are independent directors; and 2. is chaired by an independent director, and disclose: 3. the charter of the committee; 4. the members of the committee; and 5. as at the end of each reporting period, the number of times the committee met throughout 	<p>Yes – 8.1(b)</p> <p>No – 8.1(a)</p>		<p>The Company has not established a separate remuneration committee and does not have a formal remuneration policy in place.</p> <p>Given the current size of the Board, the Company does not have a remuneration committee. The Board as a whole reviews remuneration levels on an individual basis, the size of the Company making individual assessment more appropriate than formal remuneration policies. In doing so, the Board seeks to retain professional services as it requires, at reasonable market rates, and seeks external advice and market comparisons where necessary.</p> <p>Remuneration of Directors and Key Management Personnel is determined with regard to the performance of the Company, the performance and skills and experience of the particular person and prevailing remuneration expectations in the market. The Board will devote times on an annual basis to discuss the level and composition of remuneration for the Directors and Key Management Personnel and will ensure such remuneration is appropriate and not excessive. Details of remuneration of Directors and Key Management Personnel are disclosed in the Remuneration Report in the Annual Report. The full Board determines all compensation arrangements for Directors. It is also responsible for setting performance schemes, superannuation entitlements, retirement and termination entitlements and professional</p>

<p>the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>			<p>indemnity and liability insurance cover.</p> <p>Non-executive Directors' fees are paid within an aggregate limit which is approved by the shareholders from time to time. This limit is currently set at \$500,000. There are no termination or retirement benefits for non-executive Directors (other than for superannuation). Non-executive Directors may be offered options as part of their remuneration, subject to shareholder approval.</p> <p>Executives are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements.</p>
<p><u>Recommendation 8.2</u></p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	Yes		<p>The Company's policies and procedures regarding the remuneration of Executive and Non-Executive Directors and other Key Management Personnel is contained with the Remuneration Report which is within the Company's Annual Report for each financial year.</p>
<p><u>Recommendation 8.3</u></p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	No		<p>The Securities Trading Policy sets out the circumstances in which the Company's directors, executives, employees, contractors, consultants and advisors are prohibited from dealing in the Company's securities, including specific policy on whether they are able to enter into transactions (whether through the use of derivatives or otherwise) to limit the economic risk of their security holding. Written clearance must be obtained from the Board.</p> <p>Directors, officers and employees are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements under any equity based remuneration scheme.</p>

13. MATERIAL CONTRACTS

13.1 Heads of Agreement

The Heads of Agreement dated 20 July 2015 ("**HOA**") sets out the terms upon which Buddy Directors agree to procure that:

- (a) the holders of common shares in Buddy ("**Buddy Shares**"); and
- (b) the holders of series A Preferred Shares in Buddy (which will convert into Buddy Shares at or before Settlement),

(together, the "**Buddy Shareholders**") grant to the Company an option ("**Option**") to acquire 100% of the Buddy Shares on issue held by Buddy Shareholders in the proportions set out in the HOA.

The material terms of the HOA are as follows:

- (c) (**Option Facilitation Fee**): As announced on 30 July 2015, the Company paid Buddy a cash sum of \$250,000 in consideration for the Buddy Directors procuring that the Vendors grant the Option to the Company and paid Buddy an additional \$250,000 in consideration for exercising the Option on 31 August 2015;
- (d) (**Consideration**): the consideration payable by the Company in respect of the Acquisition is as follows:
 - (i) 500,000,000 Consideration Shares to the Vendors in proportion to the number of Buddy Shares held; and
 - (ii) 100,000,000 Performance Shares to the Performance Share Recipients in the proportions set out in the HOA which shall convert into an equal number of Shares upon satisfaction of the following milestones:
 - (A) one third of the Performance Shares shall convert upon the Company logging 20,000,000 total discrete connections to any Buddy server or service (**Interactions**) by any approved network connected hardware or software application (**Device**) per day for no less than 3 consecutive weeks within a period of 24 months from the date of completion of the Capital Raising; and
 - (B) one third of the Performance Shares shall convert upon the total number of devices creating an Interaction with a Buddy application that it has not previously interacted with (New Connection) exceeding 500,000 per week for no less than three (3) consecutive weeks within a period of 24 months from the date of completion of the Capital Raising; and
 - (C) one third of the Performance Shares upon the Company satisfying the following milestones within a period of 36 months from the date of completion of the Capital Raising:
 - (I) total daily device interactions with the Buddy Platform exceed 50,000,000 per day for no less than 3 consecutive weeks; and

- (II) total number of devices creating new connections to Buddy exceeding 1,000,000 per week for no less than 3 consecutive weeks.
- (iii) (each referred to as a "**Milestone**"),
- (together, the "**Consideration Securities**").
- (e) (**Conditions Precedent**): Settlement is conditional upon the satisfaction or waiver of the following conditions precedent:
 - (i) the Company being satisfied in its sole discretion that all Shareholders will be required to transfer their Buddy Shares to the Company if and when Settlement occurs;
 - (ii) ASX approving the terms of the Performance Shares under ASX Listing Rules 6.1 and 6.2;
 - (iii) the Company receiving valid applications for at least AUD\$7,500,000 worth of Shares under the Capital Raising;
 - (iv) the Company being satisfied that all options held in Buddy ("**Buddy Options**") will be cancelled at Settlement in consideration for the Company issuing to the holders of Buddy Options:
 - (A) 2,807,715 options to acquire Shares on the terms set out in Schedule 5 ("**Replacement Options**"); and
 - (B) 32,270,858 performance rights on the terms set out in Schedule 7 ("**Performance Rights**"),

which will be issued to the holders of Buddy Options on a pro rata basis;
 - (v) the Company being satisfied in its sole discretion that all:
 - (A) notes convertible into Buddy Shares or Preferred Shares);
 - (B) all warrants to acquire Buddy Shares or Preferred Shares; and
 - (C) all Preferred Shares (including any Preferred Shares issued in respect of the Buddy Options, Buddy Notes and Buddy Warrants),

are either converted into Buddy Shares or lapse in accordance with their terms (or a combination of the two) such that, at Settlement, the Company shall acquire all Buddy Shares on issue and Buddy shall otherwise have no securities on issue or rights to acquire securities in existence;
 - (vi) the conditional approval by ASX to reinstate the Company's securities to trading on ASX (after the Company re-complies with Chapters 1 and 2 of the ASX Listing Rules) and those conditions being to the reasonable satisfaction of the Company and Buddy;
 - (vii) the Company receiving all Shareholder and regulatory approvals required to complete the Acquisition; and

- (f) **(Board Changes):** upon Settlement occurring, two existing directors of the Company will retire and three nominees of Buddy will be appointed to the board of the Company.

The HOA otherwise contains terms, conditions and restrictions which are customary for an agreement of its nature.

13.2 Delaware Law “Merger”

The Acquisition of Buddy by the Company is being implemented by way of a merger. To facilitate the merger, the Company will incorporate a Delaware corporation, which will be a wholly-owned subsidiary of the Company (**US Subsidiary**). In order that the Buddy Shareholders are entitled to the equivalent of “roll over relief” in the US and to effect the merger in accordance with Delaware law, the Company will issue the Consideration Shares to the Buddy Shareholders, and then immediately following such issue, Buddy and the US Subsidiary will merge together. At the effective time of the merger, the following actions will happen simultaneously:

- (a) the US Subsidiary will merge with and into Buddy, with Buddy surviving the merger and continuing to exist as a wholly-owned subsidiary of the Company;
- (b) the US Subsidiary will cease to exist; and
- (c) the Consideration Shares will be distributed to the Buddy Shareholders as consideration for their Buddy Shares.

All other substantive conditions precedent for completion of the Acquisition (including all Shareholder approvals) will be satisfied by the time the merger is effected and the Consideration Shares are issued. If any other conditions are not satisfied, the Acquisition will not proceed and the merger will not occur.

13.3 Armada Mandate

On 28 October 2015, the Company entered into a mandate with Armada under which Armada agreed to provide lead manager and corporate advisory services to the Company (**Armada Mandate**).

The key terms of the Armada Mandate are as follows:

- (a) **Lead Manager:** Armada was appointed lead manager to undertake the Public Offer on an exclusive and ‘best endeavours’ basis.
- (b) **Lead Manager Options:** The Company agreed to issue 12,500,000 Transaction Options (exercisable at \$0.03 on or before 30 November 2017) for the introduction and facilitation of the Transaction and 40,000,000 Capital Raising Options (exercisable at \$0.125 on or before 30 November 2017) to persons who have assisted with the Public Offer.
- (c) **Lead Manager Fee:** The Company has agreed to pay to Armada a placing fee of 5% together with a 1% management fee in respect of funds raised under the Public Offer.
- (d) **Term:** the term of the appointment will end on 30 January 2016, or on termination of the HOA, unless otherwise agreed by the parties.

13.4 Executive Services Agreement – Dave McLauchlan

The Company and David McLauchlan entered into an Executive Services Agreement for his role as Managing Director commencing on the date of settlement of the Company's acquisition of Buddy Platform, Inc (**ESA**).

The material terms of the Executive Services Agreement are as follows:

- (a) **Salary:** Under the ESA, Mr McLauchlan will receive:
 - (i) an annual salary of US\$250,000 (**Salary**); and
 - (ii) a re-quotation bonus of US\$100,000 upon the Company being re-instated to trading on the Official List of the ASX following Settlement.
- (b) **Performance Bonus:** The Company may, at any time, pay Mr McLauchlan, a performance-based bonus over and above the Salary.
- (c) **Restraint of Trade:** Upon termination of the ESA, Mr McLauchlan will be subject to a restraint of trade period of up to 6 months.

13.5 Deeds of Indemnity, Insurance and Access

The Company is in the process of finalising deeds of indemnity, insurance and access with each of its Incoming Directors and will enter into such deeds with the Incoming Directors following their appointments. Under these deeds, the Company agrees to indemnify each officer to the extent permitted by the Corporations Act against any liability arising as a result of the officer acting as an officer of the Company or a related body corporate (subject to customary exceptions). The Company is also required to maintain insurance policies for the benefit of the relevant officer and must also allow the officers to inspect board papers and other documents provided to the Board in certain circumstances.

For existing Directors, the Company has entered into deeds of indemnity, insurance and access on similar terms.

14. ADDITIONAL MATERIAL INFORMATION

14.1 Suspension and Re-Admission to ASX

As the Company is currently a mineral exploration company, the Acquisition, if successfully completed, will represent a significant change in the nature and scale of the Company's operations to a technology company.

ASX has advised that this change in the nature and scale of the Company's activities will require:

- (a) the approval of Shareholders; and
- (b) the Company to re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules.

In accordance with ASX guidelines, it will be necessary for the Company to apply for a trading halt in its Shares from the beginning of trading on the date of the General Meeting.

If Shareholder approval to the change in nature and scale of the Company's activities as a result of the Acquisition is obtained, then subject to the passing of each other Essential Resolution (see below for further details), the Company will be required to apply for voluntary suspension of the Shares with effect from the close of the General Meeting. In such circumstances, the Shares will not be reinstated to Official Quotation until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules and is re-admitted by ASX to the Official List.

Some of the key requirements of Chapters 1 and 2 of the ASX Listing Rules are:

- (a) the Company must satisfy the shareholder spread requirements relating to the minimum number of Shareholders and the minimum value of the shareholdings of those Shareholders;
- (b) the Company must satisfy the "assets test" as set out in ASX Listing Rule 1.3; and
- (c) the issue price of Shares must be at least 20 cents and the exercise price of Options must be at least 20 cents unless ASX grants the Company a waiver, which it has done to allow the issue price of the Shares under the Public Offer to be \$0.10.

It is expected that the conduct of the Public Offer pursuant to this Prospectus will enable the Company to satisfy the above requirements.

Applicants should be aware that ASX will not re-admit or admit any Shares to Official Quotation until the Company re-complies with Chapters 1 and 2 of the Listing Rules and is re-admitted by ASX to the Official List. In the event that the Company does not receive conditional approval for re-admission to the Official List, the Company will not proceed with the Offers and will repay all Application Monies received by it in connection with this Prospectus (without interest).

If Shareholder approval to the change in nature and scale of the Company's activities is not obtained, the Offers will not proceed, the trading halt will end after the results of the General Meeting have been announced to the market and trading in Shares will thereupon re-commence.

14.2 Shareholder Approval of Essential Resolutions

The Company has called the General Meeting primarily for the purpose of seeking the approval of Shareholders to a number of resolutions required to implement the Acquisition.

It is a condition to completion of the Offers under this Prospectus, as well as the Acquisition, that each of the following resolutions is approved by Shareholders:

- (a) the significant change in the nature or scale of the Company's activities to become a technology company, for which Shareholder approval is required under ASX Listing Rule 11.1.2 ;
- (b) the creation of a new class of securities, being the Performance Shares;
- (c) the issue of the Consideration Securities, Replacement Options and the Performance Rights;
- (d) the issue of the Shares under the Public Offer;
- (e) the issue of the Shares under the SPP Offer;
- (f) the issue of the Capital Raising Options;
- (g) the issue of the Transaction Options;
- (h) the change of name of the Company to "Buddy Holdings Limited";
- (i) election of the Incoming Directors; and
- (j) adoption of an employee incentive rights plan.

(each, an "**Essential Resolution**").

If any of the Essential Resolutions are not approved by Shareholders the Acquisition (including the Offers under this Prospectus) will not be completed.

The Company is also seeking the approval to repeal its existing Constitution and adopt a new Constitution in its place.

14.3 Change of Name

It is proposed that, subject to Shareholder approval being obtained, the Company will change its name to "Buddy Holdings Limited" on Settlement of the Acquisition, which in the Company's opinion will be better suited to the Company's new strategic direction.

An overview of the Company's business following Settlement of the Acquisition is set out in Section 6.

14.4 Litigation

As at the date of this Prospectus, neither the Company nor Buddy is not involved in any legal proceedings and the Directors and Incoming Directors are not aware of any legal proceedings pending or threatened against the Company or Buddy.

14.5 Rights Attaching to Shares

The following is a summary of the more significant rights and restrictions that will attach to Shares following the Shareholder approval of the Constitution at the General Meeting. 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 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.

(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 ASX 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, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that 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 under the 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 ASX 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.

(h) **Alteration of Constitution**

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

14.6 Terms of Performance Shares

- (a) **(Performance Shares):** Each Performance Share is a share in the capital of Potash.
- (b) **(General Meetings):** The Performance Shares shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of Potash that are circulated to Shareholders. Holders have the right to attend general meetings of Potash.
- (c) **(No Voting Rights):** The Performance Shares do not entitle the Holder to vote on any resolutions proposed at a general meeting of Potash, subject to any voting rights under the Corporations Act 2001 (Cth) or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (d) **(No Dividend Rights):** The Performance Shares do not entitle the Holder to any dividends.
- (e) **(No Rights on Winding Up):** Upon winding up of Potash, the Performance Shares may not participate in the surplus profits or assets of Potash.
- (f) **(Transfer of Performance Shares):** The Performance Shares are not transferable.
- (g) **(Reorganisation of Capital):** In the event that the issued capital of Potash is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules, following such reorganisation the economic and other rights of the Holder are not diminished or terminated.
- (h) **(Application to ASX):** The Performance Shares will not be quoted on ASX. Upon conversion of the Performance Shares into Shares in accordance with these terms, Potash must within seven (7) days after the conversion, apply for and use its best endeavours to obtain the official quotation on ASX of the Shares arising from the conversion.
- (i) **(Participation in Entitlements and Bonus Issues):** Subject always to the rights under item (g) (Reorganisation of Capital), holders of Performance Shares will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (j) **(Amendments required by ASX):** The terms of the Performance Shares may be amended as necessary by the Potash board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the ASX Listing Rules, following such amendment, the economic and other rights of the Holder are not diminished or terminated.
- (k) **(No Other Rights):** The Performance Shares give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Conversion of the Performance Shares

- (l) **(Milestones):** The Performance Shares will, subject to paragraph (m), convert upon satisfaction of any one of the following milestones:
 - (i) One third (1/3) of all Performance Shares held by the Holder as at the date of issue of the Performance Shares ("**Issue Date**") shall convert

upon Potash (or its subsidiaries) logging 20,000,000 total discrete connections to any Buddy server or service ("**Interactions**") by any approved network connected hardware or software application ("**Device**") per day for no less than 3 consecutive weeks within a period of 24 months from the date of completion of the Capital Raising;

- (ii) One third (1/3) of all Performance Shares held by the Holder as at the Issue Date shall convert upon the total number of devices creating an Interaction with a Buddy application that it has not previously interacted with ("**New Connection**") exceeding 500,000 per week for no less than three (3) consecutive weeks within a period of 24 months from the date of completion of the Capital Raising;
- (iii) One third (1/3) of all Performance Shares held by the Holder as at the Issue Date shall convert upon Potash (or its subsidiaries) satisfying the following milestones within a period of 36 months from the date of completion of the Capital Raising:
 - (A) total daily device interactions with the Buddy Platform exceed 50,000,000 per day for no less than 3 consecutive weeks; and
 - (B) total number of devices creating new connections to Buddy exceeding 1,000,000 per week for no less than 3 consecutive weeks.

(each referred to as a "**Milestone**").

- (m) (**Conversion of Performance Shares**): Subject to paragraphs (m)(i) and (m)(ii) below, in the event a Milestone is satisfied, the Performance Shares held by the Holder will convert into an equal number of Potash Shares. If:
 - (i) the conversion of the Performance Shares into Potash Shares would result in the Holder being in contravention of section 606(1) of the Corporations Act, then the conversion of such number of Performance Shares that would cause the contravention will be deferred until such time or times thereafter the conversion would not result in such a breach; and
 - (ii) the above paragraph (m)(i) applies, the Holder may by notice in writing, require the Company to call a meeting of its shareholders for the purposes of obtaining approval under item 7, section 611 of the Corporations Act. If the Holder provides such notice in writing to the Company, the Company must as soon as practicable call a meeting of its shareholders for the purposes of obtaining approval under item 7, section 611 of the Corporations Act for the conversion of the Performance Shares into Potash Shares.
- (n) (**No Conversion if Milestone not Achieved**): Any Performance Share not converted into a Share within 5 years from the Issue Date will lapse.
- (o) (**After Conversion**): The Shares issued on conversion of the Performance Shares will, as and from 5.00pm (WST) on the date of issue, rank equally with and confer rights identical with all other Shares then on issue and application will be made by Potash to ASX for official quotation of the Shares issued upon conversion.

- (p) **(Conversion Procedure)** Potash will issue the Holder with a new holding statement for the Shares as soon as practicable following the conversion of the Performance Shares into Shares.

14.7 Terms and Conditions of the Capital Raising Options

- (a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

- (b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.125 ("**Exercise Price**")

- (c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 November 2017 ("**Expiry Date**"). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

- (d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date ("**Exercise Period**").

- (e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ("**Notice of Exercise**") and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

- (f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds ("**Exercise Date**").

- (g) **Timing of Issue of Shares on Exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares Issued on Exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares Issued on Exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) **Reconstruction of Capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in New Issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in Exercise Price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Unquoted**

The Company will not apply for quotation of the Options on ASX.

(n) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

14.8 Terms and Conditions of the Transaction Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.03 ("**Exercise Price**").

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 November 2017 ("**Expiry Date**"). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date ("**Exercise Period**").

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ("**Notice of Exercise**") and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds ("**Exercise Date**").

(g) **Timing of Issue of Shares on Exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares Issued on Exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares Issued on Exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) **Reconstruction of Capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in New Issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in Exercise Price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Unquoted**

The Company will not apply for quotation of the Options on ASX.

(n) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

14.9 Terms and Conditions of the Replacement Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.10 ("**Exercise Price**")

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is 5 years from the date of issue ("**Expiry Date**"). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options shall vest and become exercisable on a quarterly basis and in equal tranches commencing on the vesting commencement date (with holders subject to various vesting commencement dates between 1 November 2011 and 12 May 2015) and ending on the date four (4) years thereafter, provided that the holder may not exercise an Option prior to the 12 month anniversary from the vesting commencement date ("**Exercise Period**").

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ("**Notice of Exercise**") and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds ("**Exercise Date**").

(g) **Timing of Issue of Shares on Exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares Issued on Exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares Issued on Exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) **Reconstruction of Capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in New Issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options without exercising the Options.

(l) **Change in Exercise Price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Unquoted**

The Company will not apply for quotation of the Options on ASX.

(n) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

14.10 Terms and Conditions of the Performance Rights

The following is a summary of the key terms and conditions of the Performance Rights:

- (a) **(Vesting):** The Performance Rights shall vest (following which the holder may elect to convert the Performance Rights into Shares) in equal tranches on a quarterly basis commencing on the vesting commencement date (with holders subject to various vesting commencement dates between 1 November 2011 and 12 May 2015) and ending on the date four (4) years thereafter, provided that the holder may not elect to convert a Performance Right prior to the 12 month anniversary from the vesting commencement date:
- (b) **(Conversion):** Upon the relevant Performance Rights vesting, each Performance Right will, at the election of the holder, convert into one Share.
- (c) **(Lapse of a Performance Right):** If a Performance Right has not been converted into a Share within 5 years from the date of issue, the Performance Right will automatically lapse.
- (d) **(Consideration):** The Performance Rights will be issued in consideration for the Buddy Options held by each proposed recipient of Performance Rights, which were issued as consideration for the recipients' employment by Buddy, and no consideration will be payable upon the conversion of the Performance Rights into Shares.

- (e) **(Share ranking):** All Shares issued upon conversion of the Performance Rights will upon issue rank pari passu in all respects with other Shares.
- (f) **(Listing of Shares on ASX):** The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the vesting of Performance Rights on ASX within the period required by ASX.
- (g) **(Transfer of Performance Rights):** A Performance Right is not transferable (including encumbering the Performance Rights).
- (h) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Performance Rights.
- (i) **(Adjustment for reconstruction):** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right (including the vesting conditions) are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (j) **(Dividend and Voting Rights):** A Performance Right does not confer upon the holder an entitlement to vote or receive dividends.

14.11 Interests of Directors

Other than as set out elsewhere in this Prospectus, no Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offers.

14.12 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) 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
- (b) promoter of the Company;

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (c) the formation or promotion of the Company;
- (d) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (e) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of those persons for services provided in connection with:

- (f) the formation or promotion of the Company; or
- (g) the Offers.

Bentleys Audit & Corporate Pty Ltd has acted as Investigating Accountant of the Company and has prepared the Investigating Accountant's Report which is included in Section 10 of this Prospectus. The Company estimates it will pay Bentleys Audit & Corporate Pty Ltd a total of \$17,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Bentleys Audit & Corporate Pty Ltd has not received fees from the Company for their services.

Hellam, Varon & Co, Inc. P. S. has acted as independent auditor to Buddy. During the 24 months preceding lodgement of this Prospectus with the ASIC, Hellam, Varon & Co, Inc. P. S. has received USD\$45,745 (inclusive of all local taxes) in fees for these services and for the provision of income tax advice in respect of the Acquisition.

Nexia Perth Audit Services Pty Ltd has acted as independent auditor to the Company. During the 24 months preceding lodgement of this Prospectus with the ASIC, Nexia Perth Audit Services Pty Ltd has received fees of \$56,716 (excluding GST) from the Company for audit services.

Armada Capital Limited will act as lead manager to the Company in respect of the Public Offer. The Company estimates it will pay Armada Capital Limited \$750,000 (excluding GST) for these services (assuming a maximum of \$12,500,000 is raised under the Capital Raising). During the 24 months preceding lodgement of this Prospectus with the ASIC, Armada Capital Limited has received fees of approximately \$99,427 (excluding GST) from the Company.

Steinepreis Paganin has acted as the solicitors to the Company in respect of the Acquisition and the Offers. The Company estimates it will pay Steinepreis Paganin \$120,000 (excluding GST) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has received fees of approximately \$92,438 (excluding GST) from the Company for legal services.

14.13 Consents

Other than as set out below, each of the parties referred to in this Section 14.13:

- (a) does not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by the relevant party;
- (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 the party; and
- (c) did not authorise or cause the issue of all or any part of this Prospectus.

Bentleys Audit & Corporate Pty Ltd has given its written consent to being named as Investigating Accountant of the Company in this Prospectus and the Investigating Accountant's Report in Section 10 of this Prospectus in the form and context in which the information and report are included. Bentleys Audit & Corporate Pty Ltd has not withdrawn its written consent prior to lodgement of this Prospectus with ASIC.

Nexia Perth Audit Services Pty Ltd has given its written consent to being named as auditor of the Company in this Prospectus and the inclusion of the audited financial information of the Company in Section 11 (Financial Information) in the form and context in which it appears. Nexia Perth Audit Services Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Hellam, Varon & Co, Inc. P. S. has given its written consent to being named as auditor of Buddy in this Prospectus and the inclusion of the audited financial information of Buddy in Section 11 (Financial Information) in the form and context in which it appears. Hellam, Varon & Co, Inc. P. S. has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Armada Capital Limited has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as lead manager to the Company in relation to the Public Offer.

Steinepreis Paganin has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus as lawyers to the Company in relation to the Offers.

14.14 Expenses of the Offers

The total expenses of the Offers (excluding GST) and the SPP Offer are estimated to be approximately \$1,123,325 (assuming full subscription under the Public Offer and SPP Offer) and are expected to be applied towards the items set out in the table below:

Estimated Costs of Acquisition	Minimum Subscription (\$7,500,000)	Full Subscription (\$10,000,000)	Maximum Subscription + SPP Offer (\$12,500,000)
ASX Fees	\$116,784	\$118,284	\$119,784
ASIC Fees	\$2,320	\$2,320	\$2,320
Legal, Accounting and Due Diligence Expenses	\$150,000	\$150,000	\$150,000
Shareholder Meeting / Share Registry Costs	\$30,000	\$30,000	\$30,000

Printing	\$8,000	\$8,000	\$8,000
Capital Raising Fees	\$450,000	\$600,000	\$750,000
TOTAL	\$757,104	\$908,604	\$1,060,104

* Excluding fees paid to 30 June 2015.

14.15 Continuous Disclosure Obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will continue to be 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.

Price sensitive information will be publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants will also be managed through disclosure to the ASX. In addition, the Company will post this information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

14.16 Electronic Prospectus

The Corporations Act allows 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.

If you have received this Prospectus as an electronic prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. 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 this Prospectus or both. Alternatively, you may obtain a copy of this Prospectus from the website of the Company at <http://www.potashmin.com.au> and the website of Buddy at <http://www.buddy.com>.

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 replacement prospectus or any of those documents were incomplete or altered.

14.17 Financial Forecasts

Given the current status of the Company’s operations and the significant changes anticipated the Incoming Directors do not consider it appropriate to forecast future earnings.

Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection on a reasonable basis.

14.18 Governing Law

The Offers and the contracts formed on return of an Application Form are governed by the laws applicable in Western Australia, Australia. Each person who applies for Securities pursuant to this Prospectus submits to the non-exclusive jurisdiction of the courts of Western Australia, Australia, and the relevant appellate courts.

15. 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 Existing Director and Incoming Director has consented, and as at the date of this Prospectus has not withdrawn his consent, to the lodgement of this Prospectus with the ASIC.

Ananda Kathiravelu
Non-executive Director
For and on behalf of
Potash Minerals Limited

16. GLOSSARY AND INTERPRETATION

16.1 Definitions

Unless the context requires otherwise, where the following terms are used in this Prospectus, they have the following meanings:

\$ means an Australian dollar.

Acquisition means the purchase of 100% of the issued capital in Buddy by the Company in accordance with the HOA.

Applicant means a person who has submitted an Application Form.

Application means an application for Securities made on an Application Form.

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

ASIC means Australian Securities & Investments Commission.

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

ASX Listing Rules means the official listing rules of ASX.

ASX Settlement Operating Rules means the operating rules of the ASX Settlement Facility (as defined in Rule 1.1.1 and Rule 1.1.2 of the ASX Settlement Operating Rules) in accordance with Rule 1.2 which govern, inter alia, the administration of the CHES subregisters.

Board means the board of Directors as constituted from time to time.

Buddy means Buddy Platform Inc (a US state of Delaware "C-Corporation").

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

Buddy Shareholder means the holder of a Buddy Share.

Capital Raising means a capital raising of \$12,500,000 pursuant to the Offer and SPP Offer.

Capital Raising Options means 40,000,000 Options to be issued on the terms and conditions set out in Section 14.7.

CHES has the meaning given in Section 6.9.

Closing Date means the closing date of the Offers as set out in the indicative timetable in Section 3 of this Prospectus (subject to the Company reserving the right to extend the Closing Date or close the Offers early).

Company or **Potash** means Potash Minerals Limited (ACN 121 184 316).

Conditions means the conditions to the Offers set out in Section 2.5 of this Prospectus.

Consideration Offer has the meaning given on the cover page of this Prospectus.

Consideration Shares has the meaning given in Section 13.1.

Consideration Securities has the meaning given at Section 13.1 and includes the Replacement Options and the Performance Rights.

Constitution means the constitution of the Company (as amended or replaced from time to time) and following settlement of the Acquisition will be as described in Section 14.5.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company appointed from time to time.

Eligible Shareholder means Shareholders who were registered holders of Shares at 5.00pm (WST) on the SPP Record Date.

Essential Resolutions means those Shareholder resolutions referred to in Section 14.2 of this Prospectus to be considered at the General Meeting, as described in further detail in the Notice of Meeting.

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

Exposure Period means the period of 7 days after the date of lodgement of this Prospectus, which period may be extended by the ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act.

General Meeting means the general meeting of the Company to be held on 9 November 2015, which seeks Shareholder approval for the matters set out in the Notice of Meeting (including the Essential Resolutions).

Group means the Company and any subsidiaries, including Buddy after Settlement of the Acquisition.

HOA has the meaning given at Section 7.1.

Incoming Directors means Mr David McLauchlan, Mr Richard Borenstein and Mr Alexander Gounares.

Investigating Accountant means Bentleys Audit & Corporate Pty Ltd.

IoT means "Internet of Things".

Maximum Subscription means where the Minimum Subscription is achieved and the full subscriptions of an additional 25,000,000 Shares are accepted to raise a total of \$10,000,000.

Minimum Subscription means the Company receiving Valid Applications for 75,000,000 Shares to raise \$7,500,000.

Notice of Meeting means the Notice of General Meeting and Explanatory Statement of the Company dated 7 October 2015 in relation to the General Meeting.

Offers means the Public Offer, the SPP Offer and the Secondary Offers.

Official List means the official list of ASX.

Official Quotation means official quotation by ASX in accordance with the ASX Listing Rules.

Option means an option to acquire a Share.

Optionholder Offer has the meaning given on the cover page of this Prospectus.

Performance Rights means rights to acquire Shares, the terms of which are set out in Section 14.10.

Platform or **Buddy Platform** has the meaning given in Section 7.3.

Prospectus means this prospectus.

Public Authority means any government or governmental, semi-governmental, administrative, statutory, fiscal, or judicial body, entity, authority, agency, tribunal, department, commission, office, instrumentality, agency or organisation (including any minister or delegate of any of the foregoing), any self-regulatory organisation established under statute and any recognised securities exchange (including without limitation ASX), in each case whether in Australia or elsewhere.

Public Offer means the offer of up to 100,000,000 Shares at an issue price of \$0.10 per Share to raise up to \$10,000,000.

Recommendations has the meaning given in Section 12.1.

Related Bodies Corporate has the meaning given to that term under section 9 of the Corporations Act.

Replacement Options has the meaning given in Section 13.1(e)(iv)(A).

SAAS means a software as a service.

Secondary Offers means the Consideration Offer, the Optionholder Offer, the issue of the Capital Raising Options and the Transaction Options.

Section means a section of this Prospectus.

Securities mean all securities of the Company, including a Share, an Option or a Performance Share (as the context requires).

Settlement means settlement of the Acquisition in accordance with the terms of the HOA (or a superseding share sale agreement).

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

Share Registry means Security Transfer Registrars Pty Limited.

Shareholder means a holder of one or more Shares.

SPP Offer has the meaning given on the cover page of this Prospectus.

SPP Record Date means 6 October 2015.

Transaction Options means 12,500,000 Options to be issued on the terms and conditions set out in Section 14.8.

US means the United States of America.

US Securities Act means the United States Securities Act of 1933, as amended.

US Subsidiary has the meaning set out in Section 13.2.

Valid Application means a valid and complete Application to subscribe for Shares under the Offers, accompanied by the appropriate Application money in full.

WST means Western Standard Time as observed in Perth, Western Australia.

16.2 Interpretation

Unless the contrary intention appears, the following rules apply in interpreting this Prospectus:

- (a) words or phrases defined in the Corporations Act have the same meaning in this Prospectus;
- (b) a reference to legislation, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (c) the singular includes the plural and vice versa;
- (d) the word "person" includes an individual, a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association, or any government agency;
- (e) a reference to Australian dollars, AUD, \$ or dollars is to the lawful currency of the Commonwealth of Australia; and
- (f) a reference to time is to Western Australian Standard Time ("WST").

