

Riddock International Limited

ACN 007 670 386

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18 January 2016

The Manager
ASX Announcements
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

COMPANY UPDATE

Today the ASIC has revoked its Interim Stop Order on the prospectus issued 30 November 2015.

A copy of the replacement prospectus is attached.

Graeme Hogan
Company Secretary

RIDDOCK INTERNATIONAL LIMITED

(Formerly Welcome Stranger Mining Limited)

ACN 007 670 386

REPLACEMENT PROSPECTUS

For an offer of up to 50,000,000 Shares at an issue price of \$0.20 per Share to raise up to \$10,000,000.

This Prospectus also contains an offer of Shares to the Vendors and others. Please refer to Section 3.2 for further details.

IMPORTANT INFORMATION

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

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IMPORTANT INFORMATION

This Prospectus is dated 15 January 2016 and was lodged with ASIC on that date. ASIC, ASX 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 Shares will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

The Company applied for Official Quotation of the Shares offered under this Prospectus on 2 December 2015.

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

This Prospectus does not constitute an offer of Shares in any place in which, or to any person to whom, it would be unlawful to do so. No action has been taken to register the Offers or otherwise permit the Offers to be made in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and any person into whose possession this Prospectus comes (including nominees, trustees or custodians) should seek advice on and observe those restrictions. Failure to comply with these restrictions may violate securities laws.

It is important that you read this Prospectus in its entirety and seek professional advice where necessary.

Replacement Prospectus

This Prospectus has been issued to provide additional disclosure in relation to the following matters, which are the material changes from the Prospectus dated 30 November 2015:

- Sections 1, 2, 3 and 9: regarding the risks in investing in RIL;
- Section 4: statements that could not be specifically attributed have been deleted;

- Sections 5 and 8: references to appraisal of land have been deleted; and
- Section 7: addition of additional financial information.

Conditional Offer—Change in nature and scale of activities and re-compliance with Chapters 1 and 2 of the ASX Listing Rules

As announced to ASX on 11 September 2015, RIL has entered into a Share Purchase Agreement with the shareholders of Ye Eun Property Development Limited (**Ye Eun**) to acquire all of the issued capital in Ye Eun for payment of \$167 million to be satisfied by the issue of 835 million fully paid ordinary shares in RIL at an issue price of \$0.20.

RIL's acquisition of the issued capital in Ye Eun will result in a significant change in the nature and scale of the Company's activities, which requires approval of its Shareholders under Chapter 11 of the ASX Listing Rules.

The Company's shares are suspended from trading on ASX and will not be reinstated until satisfaction of the conditions to the Offers and ASX approving the Company's re-compliance with the admission requirements of Chapters 1 and 2 of the ASX Listing Rules.

There is a risk that the Company may not be able to satisfy the conditions to the Offers and meet the requirements of ASX for re-quotation on ASX. In the event that Shareholders do not approve the resolutions put to the General Meeting or the Company does not receive conditional approval for re-quotation on ASX, then the Company will not proceed with the Offers and will repay all application monies received.

Risk factors

Before deciding whether to apply for Shares pursuant to this Prospectus, you should consider the risk factors that could affect the financial performance of the Company and consult with your professional advisers. For further information in relation to the risk factors of the Company please refer to the summary in the Investment Overview (Section 2) and Section 9 of this Prospectus.

Exposure Period

The Company's fully paid ordinary shares are *quoted securities* as defined in the Corporations Act. This is a Prospectus for the offer of securities in the same class as the *quoted securities* of the Company. Accordingly, no exposure period applies to this Prospectus by operation of ASIC Class Order CO 00/168.

Information required by section 713 of the Corporations Act

As a disclosing entity, the body is subject to regular reporting and disclosure obligations and copies of documents lodged with ASIC in relation to the body may be obtained from, or inspected at, an ASIC office.

Potential investors have a right to obtain a copy of any of the following documents:

- (a) the annual financial report most recently lodged with ASIC by the body;
- (b) any half-year financial report lodged with ASIC by the body after the lodgement of that annual financial report and before the lodgement of the copy of the prospectus with ASIC; and
- (c) any continuous disclosure notices given by the body after the lodgement of that annual financial report and before the lodgement of the copy of the prospectus with ASIC.

Electronic Prospectus

This Prospectus will also be issued as an electronic prospectus. A copy of this Prospectus can be downloaded from the Company's website at **riddockint.com/prospectus**.

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 resident and must only access this Prospectus from within Australia.

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 the 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 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.

Forward-looking statements

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

These statements are based on an assessment of 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 Directors and Company.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

Privacy

For information in relation to the Company's Privacy Statement, please refer to Section 3.21.

General

All amounts are in Australian dollars unless otherwise specified.

A number of terms and abbreviations used in this Prospectus have defined meanings, which appear in Section 13.

All references to time are to the time in Sydney, New South Wales.

1 CHAIRMAN'S LETTER

Dear Investor,

On behalf of the Board of Directors, I am pleased to invite you to invest in Riddock International Limited (**RIL** or the **Company**).

Acquisition of Ye Eun

As announced to ASX on 11 September 2015, RIL has entered into a Share Purchase Agreement (**SPA**) to acquire all of the issued capital in Ye Eun Property Development Limited (**Ye Eun**) for a consideration of \$167 million, which is to be satisfied by the issue by RIL of 835 million fully paid ordinary shares.

Ye Eun's business

Ye Eun, through its wholly owned Korean subsidiary, Yea Eun Memorial Park, owns and operates a columbarium and memorial park (the **Park**) in South Korea. The Park is located about 60 minutes' drive from the Seoul CBD. A columbarium is a place for the respectful and public storage of urns holding a deceased's cremated remains. Ye Eun's revenue from the Park's business is earned from the sale of cremation sites, cremation and praying services for the deceased, annual maintenance fees for the storage of ashes, rental of stalls to vendors of flowers, and other prayer products. The Park covers 10.6 hectares.

We believe this proposed transaction will add value to the Company and its Shareholders as it is acquiring a new business which the Directors believe has the potential to increase Shareholder value. The funds raised by this Offer will allow the Company to further develop the Park to add new facilities which can be used to generate additional revenue. The current facility, covering 3.7 hectares, is complete and there is a further 6.9 hectares to be developed progressively.

Ye Eun is led by a skilled management team with extensive experience in the memorial park business. This management team will join RIL upon completion of the acquisition of Ye Eun, including Ye Eun's CEO Shin Jin Dae.

The Offer

By this Prospectus, RIL offers investors the opportunity to subscribe for 29,000,000 Shares at an issue price of \$0.20 per Share to raise \$5,800,000 (**Offer**). The Company may accept oversubscriptions of up to a further 21,000,000 Shares at an issue price of \$0.20 per Share to raise up to a further \$4,200,000. The funds will be applied to expansion and development costs at the Park, acquisitions, working capital, expenses associated with the Offer and the Ye Eun Acquisition. Attached to each Share issued under the Offer will be a free option (**Offer Options**) entitling the holder to subscribe for a share in the Company at \$0.30 per share at any time up to the third anniversary of the issued date of the Offer Options.

Change in RIL's main undertaking

Owing to the proposed change in the nature and scale of the Company's activities whereby the Ye Eun business will become RIL's main undertaking, the Company is required to re-comply with Chapters 1 and 2 of the ASX Listing Rules.

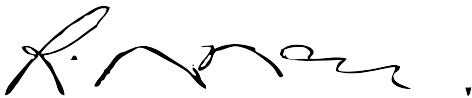
Risks

RIL is subject to a range of risks, which are more fully detailed in Section 9 and are summarised in Section 2. If any of these key risks or other material risks eventuates, it will likely adversely impact RIL's future earnings.

This Prospectus includes details of the Offers, the Company and the Ye Eun Group. We recommend that you read this document carefully and, if you are interested in investing in the Company, seek independent professional advice.

On behalf of the Board of Directors, I commend an investment in RIL to you and look forward to welcoming you as a Shareholder.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Riz Alikhan', followed by a comma.

Riz Alikhan
15 January 2016

2 INVESTMENT OVERVIEW

2.1 Important notice

This information is a selective overview only. Investors should read the Prospectus in full before deciding whether to invest in Shares. In particular investors should consider the risk factors that could affect the financial and operating performance of the Company described in Section 9.

Question	Answer	Section
Who is making the Offers?	Riddock International Limited, an Australian public company listed on the official list of ASX (current ASX code: RIL).	5.1
	<p>As announced to ASX on 11 September 2015, RIL has entered into a Share Purchase Agreement (SPA) with the shareholders (Ye Eun Vendors) to acquire all of the issued capital (Sale Shares) in Ye Eun Property Development Limited (Ye Eun) for a consideration of \$167 million to be satisfied by the issue of 835 million RIL Shares at an issue price of \$0.20 per Share to the Ye Eun Vendors (Consideration Shares) on completion of the SPA.</p> <p>This acquisition of Ye Eun (Ye Eun Acquisition) will result in a significant change in the nature and scale of RIL's activities. This required approval of Shareholders under Chapter 11 of the ASX Listing Rules, which was obtained at the General Meeting of Shareholders held on 3 November 2015, and the ASX approving the Company's re-compliance with the admission requirements of Chapters 1 and 2 of the ASX Listing Rules.</p> <p>Completion of the Ye Eun Acquisition under the SPA is conditional on the following:</p> <ul style="list-style-type: none"> • RIL successfully raising a minimum of \$5,000,000 under the Offer; and • RIL obtaining all regulatory approvals or consents and shareholder approval of the Ye Eun Acquisition, the Offer, the issue of the Conversion Shares, the issue of the Hermes Shares and the HBO Shares. <p>Despite the minimum capital raising required under the SPA being \$5,000,000, the directors have resolved to raise a minimum of \$5,800,000 under this prospectus. Further details of the SPA are set out in Section 10.1.</p>	10.1 (for summary of SPA)
What is the Company's business?	The current business is the seeking of business opportunities.	5.1
	If the Ye Eun Acquisition proceeds, the Company's business will be the operation and development of a columbarium and memorial park (the Park) in South Korea.	5.2 and following
	Ye Eun has 11 full-time employees at the date of this Prospectus. It has a number of contractors which maintain the Park.	

Question	Answer	Section
How will the Company make money?	<p>Ye Eun generates revenue from the sale of cremation sites, cremation and praying services for the deceased, annual maintenance fees for the storage of ashes, rental of stalls to vendors of flowers and other prayer products.</p> <p>Ye Eun's cost structure includes labour costs for employees, contractor costs for maintaining the Park, sales commissions, advertising, telecommunication service provider costs, management salaries and other general overheads.</p>	5.5 and following
What are the key dependencies affecting the Company?	<p>The success of the Company will be subject to the following key dependencies:</p> <ul style="list-style-type: none"> • Continued provision of a broad range of cremation sites, cremation and praying services for the deceased, rental of stalls to vendors of flowers and other prayer products; • Effective marketing to large corporations and government of 'cradle-to-grave' concept; • Ability to further develop the excess land at the Park to provide further facilities; and • Ability to identify and add new services and capabilities to its offering. 	5.5 and following
What are the key benefits associated with the Company's business?	<p>On completion of the Ye Eun Acquisition, the Company will become an operator and developer of a columbarium and memorial park.</p> <p>The key actual and potential benefits associated with the Ye Eun business include:</p> <ul style="list-style-type: none"> • developing commercial relationships with key partners (large corporations and government); and • experienced management team. <p>Ye Eun's objectives in the near term include:</p> <ul style="list-style-type: none"> • Expanding the customer base by targeting large corporations and the government. Ye Eun aims to market the benefits to large corporates and the government by providing its employees and families with a 'cradle-to-grave' facility at the Park. • Park development. Develop further facilities at the Park. • Acquisitions. Ye Eun will evaluate acquisition opportunities in South Korea. 	5.5 and following

Question	Answer	Section
What are the key risks associated with the Company's business, the Shares and the Offers?	<p data-bbox="416 253 1171 394">Set out below are some of the key investments risks that the Company is exposed to if the Ye Eun Acquisition proceeds. Further risks associated with an investment in the Company are outlined in Section 9.</p> <p data-bbox="416 423 815 454">Re-quotations of Shares on ASX</p> <p data-bbox="416 477 1171 871">As the Ye Eun Acquisition constitutes a significant change in the nature and scale of the Company's activities, the Company must 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 ASX for re-quotations of its Shares on ASX. Should this occur, the Shares will not be able to be traded on 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.</p> <p data-bbox="416 902 568 934">Control risk</p> <p data-bbox="416 956 1171 1238">After Completion, the Vendors will hold between 65.69% (Maximum Subscription) and 66.8% (Minimum Subscription) of the issued capital. Because of the retained interest of the Vendors, they have the capacity to influence the election of Directors and the potential to influence the outcome of matters submitted to a vote of Shareholders. The interests of the Vendors may differ from the interests of other Shareholders who purchase Shares under the Offer.</p> <p data-bbox="416 1270 922 1301">Contractual risk—Purchase Agreement.</p> <p data-bbox="416 1323 1171 1570">Completion of the Ye Eun Acquisition is subject to the satisfaction of various conditions precedent, including confirmation by ASX that the Company has re-complied with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules. If the Ye Eun Acquisition is not completed, RIL will incur third party costs relating to advisors and other costs, without any material benefit being achieved.</p> <p data-bbox="416 1601 571 1632">Competition</p> <p data-bbox="416 1655 1171 1823">Ye Eun may face increasing and intense competition from the existing memorial parks in the region. The existing parks in the region may cut prices to gain market share, may seek to improve the functionality of their services, and/or may offer more innovative services or fee arrangements.</p>	9

Question	Answer	Section
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Loss of revenue owing to relationships with sources of revenue

Ye Eun relies on relationships with agents, sales channels and government. It is possible that referrals could be withheld owing to disputes and the relationship with Ye Eun terminated.

Industry risk

There is risk that regulatory codes and requirements could change, adding complexity and cost to the business. Ye Eun might not be able to implement other phases in the development of the Park to comply with new regulations. Non-compliant marketing could cause problems with Ye Eun's future sales and development.

Reliance on key personnel

Ye Eun's business development has depended, and is likely to continue to depend, on the expertise and effectiveness of its senior management and experienced staff. The loss of the services of senior management personnel without suitable replacements or the inability to attract and retain qualified personnel can adversely affect performance.

Lack of experience of the Directors

The Directors of RIL have collectively broad corporate and business experience as set out in Section 6.1. However, none of the Directors has any relevant experience in the death care and funeral services industry either in Korea or elsewhere.

There is a risk that the lack of relevant experience may adversely affect the performance of the Ye Eun business. It is likely that the Directors will need to depend on the expertise and effectiveness of its senior management and experienced staff in determining the strategic direction of the business.

Increased labour costs

Labour costs account for a substantial amount of Ye Eun's costs. Any significant increase in labour costs will have a material adverse effect on the financial performance of Ye Eun.

Growth risks

Future operating results will depend on the Company's ability to manage its growth including the expansion of its services into new sales channels, development of unused land at the Park, the ability to control costs, implement and improve operational and financial control systems, and to hire, expand, train and manage employees.

Question	Answer	Section
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Acquisitions

Ye Eun may face risks in integrating any future acquisitions of assets or businesses. An acquisition may not perform to the level anticipated. A failure to identify and successfully execute suitable acquisitions may have an adverse effect on the financial performance and/or financial position of Ye Eun.

Disruption of business operations

Ye Eun is exposed to a range of operational risks including external services failure, industrial action or disputes, and natural disasters.

Debt leverage and risk of default

Yeaeun is highly leveraged. Details of a long-term loan are set out in Section 10.5. Yeaeun is trading at a loss and has traded at a loss for the last three years. As a result of those trading conditions, there is a risk that Yeaeun may not generate sufficient cash to be able to service its debt, in which case Yeaeun will be in default of its obligations under the long-term loan.

Inability of Ye Eun to secure funding

Ye Eun might have further capital requirements for future major capital expenditure and acquisitions. There is a risk it may not be able to secure sufficient debt and equity funding on acceptable terms.

Liquidity and realisation

There is no guarantee that an active market for the Shares will develop once the Shares are re-quoted on ASX. Following re-quotations, the Vendors, Hermes and HBO will together hold up to 78.28% of the Shares (assuming the Maximum Subscription is received). All of those shares will be subject to escrow for between 12 months and 24 months. The absence of any sale of Shares by the Vendors, Hermes and HBO during this period may cause, or at least contribute to, limited liquidity in the market for the Shares. This could affect the prevailing market price at which Shareholders are able to sell their Shares. Following release from escrow, Shares held by the Vendors, Hermes and HBO will be able to be freely traded on ASX. A significant sale of Shares by any one of the Vendors, Hermes or HBO, or the perception that such sales have occurred or might occur, could adversely affect the price of Shares.

Question	Answer	Section
	<p>Foreign currency exchange</p> <p>The business entity is located in South Korea and thus the revenues earned will be exposed to currency fluctuations between the Australian dollar and the Korean won.</p> <p>Economic conditions</p> <p>The financial performance and value of the Company may be influenced by various economic factors such as inflation, interest rates, domestic and international economic growth, taxation policies, legislative change, political stability, stock market conditions in Australia and elsewhere, changes in investor sentiment towards particular market sectors, exchange rate fluctuations and acts of terrorism.</p>	
Who are the Directors and Key Personnel?	<p>On completion of the Ye Eun Acquisition, it is proposed that the current Directors, Rizwan Alikhan, Rehan Alikhan and Poay Meng Tan, will continue.</p> <p>Ms Dang Jian Ru will be appointed as Chief Executive Officer of Ye Eun and Mr Shin Jin Dae will be appointed the CEO of Yea Eun Memorial Park.</p>	6
What key financial information do investors need to know?	<p>A summary of the historical audited consolidated profit and loss statements and balance sheets of each of RIL and the Ye Eun Group and of the pro-forma consolidated balance sheets for the merged RIL and Ye Eun Group are set out in Section 7.</p> <p>The Investigating Accountant's Report is set out in Section 8.</p> <p>The Proforma Consolidated Balance Sheet as at 30 June 2015 discloses net liabilities of \$6,369,675, assuming the Company raises the Minimum Subscription of \$5,800,000, or \$2,423,355, assuming the Company raises the Maximum Subscription of \$10,000,000.</p> <p>The Ye Eun Group has incurred losses in each of the years ended 31 December 2012, 2013 and 2014. Its audited accounts for the year ended 31 December 2014 disclose a loss of A\$1.838 million on revenue of A\$608,000. Its unaudited accounts for the half year ended 30 June 2015 disclose a loss of A\$905,000 on revenue of A\$256,994.</p> <p>RIL's financial history can be found on the ASX website asx.com.au under the codes WSE and RIL.</p>	7 and 8

Question	Answer	Section
Who will benefit from the Offers?	<p>The Offers are being made to acquire Ye Eun and to satisfy ASX requirements for re-listing following a change to the nature and scale of the Company's activities as a result of the acquisition of Ye Eun.</p> <p>The Ye Eun Vendors will receive the Consideration Shares. The Noteholders, Hermes and HBO will receive Shares. HBO will receive Options. Each of those parties will therefore benefit from the acquisition of Ye Eun and the Offers.</p>	3 3.7
What is the Offer?	29,000,000 new Shares are being offered by the Company to raise at least \$5,800,000. Oversubscriptions for up to a further 21,000,000 Shares are also being offered by the Company to raise a further \$4,200,000. The maximum amount which may be raised under this Prospectus is therefore \$10,000,000.	3
What is the Issue Price?	The Issue Price is \$0.20 per Share.	3
What is the effect of the Offers?	The effect of the Offers on the capital structure of the Company is depicted in the table in Section 3.7. The shares issued to subscribers under the Offer will amount to 2.23% if the Minimum Subscription is achieved and 3.94% if the Maximum Subscription is achieved. The current shareholders will be diluted from 100% ownership to 9.29% if the Offers are completed and the Minimum Subscription is raised. If the Maximum Subscription is raised, the current shareholders will be diluted to 9.13%.	3.7 and 3.8
What are the key Offer dates?	The key dates of the Offers are detailed in the indicative timetable in Section 3.4.	3.4
How will the Company use the proceeds from the Offer?	The Company intends to apply funds raised from the Offer to meet the cost of expansion and development costs at the Park, acquisitions, working capital, expenses associated with the Offer and the Ye Eun Acquisition.	3.5 and 3.6
What rights and liabilities attach to the Shares?	The Shares will rank equally in all respects with the Shares held by the existing Shareholders. The rights and liabilities attaching to all Shares are detailed in the Company's Constitution.	11.2
Is the Offer underwritten?	No, the Offer is not underwritten.	3.17
Will I receive dividends on my Shares?	Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors 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 Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.	3.15

Question	Answer	Section
What are the taxation implications?	<p>The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation viewpoint and generally.</p> <p>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.</p>	11.12
How do I participate in the Offer?	To participate in the Offer, please complete the Application Form attached to this Prospectus and return it with payment of the application money before the Closing Date.	3.10
What is the minimum number of Shares I can apply for?	Applications under the Offer must be for a minimum of 10,000 Shares (total cost of \$2,000) and then in multiples of 5,000 Shares (\$1,000).	3.10
Further Questions?	If you have Questions in relation to the Offers, please contact the Company Secretary, Mr Graeme Hogan, during business hours on 0488 004 456 or via email: ho74331@bigpond.net.au .	

3 DETAILS OF THE OFFERS

3.1 The Offer

This Prospectus invites investors to apply for a total of 29,000,000 Shares with attaching free options (**Offer Options**) at an issue price of \$0.20 per Share to raise at least \$5,800,000 before expenses of the Offer. The Company may accept oversubscriptions of up to a further 21,000,000 Shares (with attaching free Offer Options) at an issue price of \$0.20 per Share to raise up to a further \$4,200,000.

The maximum amount which may be raised under this Prospectus is therefore \$10,000,000.

The Offer Options are to be issued free to all Shareholders who subscribe for Offer Shares under the Prospectus on the basis of one Offer Option for each Offer Share issued. Each Offer Option entitles its holder to subscribe in cash for one fully paid ordinary share in the Company at an exercise price of \$0.30 per share and is exercisable at any time prior to the third anniversary of their issue (**Expiry Date**). Any Offer Option that has not been exercised prior to the Expiry Date automatically lapses.

The Shares offered pursuant to the Offer under this Prospectus will rank equally in all respects with the Shares already on issue. Further details of the rights attaching to Shares are set out in Section 11.

3.2 The Ye Eun Offer

This Prospectus also includes an offer to the Ye Eun Vendors, the Noteholders, Hermes and HBO as follows:

- (a) Up to 835,000,000 Shares to the Ye Eun Vendors;
- (b) Up to 110,000,000 Shares to the Noteholders;
- (c) Up to 160,000,000 Shares to Hermes and HBO; and
- (d) Up to 220,000,000 Options to HBO.

(together, the **Ye Eun Offer**).

The Noteholders are the investors listed in Section 11.4 who subscribed for the Convertible Notes on 11 September 2015.

The Shares offered pursuant to the Ye Eun Offer under this Prospectus will rank equally in all respects with the Shares already on issue. Further details of the rights attaching to Shares are set out in Section 11. The Ye Eun Offer is required to ensure that the Shares to be issued to the Ye Eun Vendors, the Noteholders, Hermes and HBO can be traded freely after their issue.

3.3 Re-compliance with Chapters 1 and 2 of the ASX Listing Rules

The Company's Shares are suspended from Quotation on ASX. The Company's Shares will not be reinstated to Quotation until ASX approves the Company's re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

Re-compliance with these Chapters involves, among other things, the following:

- (a) issuing a prospectus;
- (b) meeting the spread requirements, that is either:
 - (i) at least 400 holders each with a parcel of ordinary shares with a value of at least \$2,000 (excluding restricted securities); or

- (ii) at least 350 holders with a parcel of ordinary shares with a value of at least \$2,000 (excluding restricted securities), and persons who are not related parties must hold at least 25% of the total number of issued ordinary shares; or
- (iii) at least 300 holders with a parcel of ordinary shares with a value of at least \$2,000 (excluding restricted securities), and persons who are not related parties must hold at least 50% of the total number of issued ordinary shares;
- (c) meeting ASX's profit test or assets test; and
- (d) having the entity's quoted securities issued or sold for at least \$0.20 in cash.

In the event that the Company does not receive conditional approval for re-quotations on ASX, it will not proceed with the Offers and will repay all application monies received under the Offer. Should this occur, then the change to the nature and scale of the Company's activities will not eventuate and the Company's Shares may remain suspended from quotation on ASX.

3.4 Indicative timetable

An indicative timetable of events relating to the transaction is outlined below. The timetable is indicative only and is subject to change without notice. The Company reserves the right to extend the Closing Date or close the Offers early without notice.

Lodgement of the Original Prospectus with ASIC	30 November 2015
Opening Date of Offer	1 December 2015
Lodgement of this Prospectus with ASX	2 December 2015
Lodgement of this Replacement Prospectus with ASIC	15 January 2016
Closing Date of Offers	29 January 2016
Completion of Acquisition and issue of Shares under this Prospectus	3 February 2016
Despatch of holding statements	5 February 2016
Anticipated date suspension of trading is lifted and Company's Shares commence trading again on ASX	10 February 2016

3.5 Purpose of the Offer

The purpose of the Offer is to provide additional funds to enable the Company to:

- (a) meet the requirements of ASX and re-comply with Chapters 1 and 2 of the ASX Listing Rules;
- (b) complete the Ye Eun Acquisition; and
- (c) meet the cost of expansion and development at the Park, acquisitions, working capital, expenses associated with the Offer and the Ye Eun Acquisition.

The Company is aiming to apply the funds raised from the Offer in the manner detailed in Section 3.6 below.

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

3.6 Use of funds

The Company intends to apply funds raised from the Offer, together with existing cash reserves, following re-quotations on ASX as follows:

	Minimum Subscription \$5,800,000	Maximum Subscription \$10,000,000
	(\$)	(\$)
Funds available		
Cash reserves of RIL	353,719	353,719
Cash reserves of Ye Eun	2,000	2,000
Funds raised from the Offer	5,800,000	10,000,000
Total	6,155,719	10,355,719

Allocation of funds

Cash expenses associated with the Offer	1,100,326	1,354,006
Park expansion costs	4,500,000	8,300,000
Working capital and administration costs	555,393	701,713
Total	6,155,719	10,355,719

In the event the Company raises more than the Minimum Subscription of \$5,800,000 but less than the Maximum Subscription of \$10,000,000, the additional funds raised will be first applied towards expenses of the Offer, followed by expansion and development at the Park and acquisitions.

3.7 Capital structure

The capital structure of the Company following completion of the Offer and the Ye Eun Acquisition is summarised below¹:

Shares²	Minimum Subscription	% of total	Maximum Subscription	% of total
Shares on issue at date of Prospectus	116,079,370	9.29	116,079,370	9.13
Shares to be issued to Ye Eun Vendors	835,000,000	66.80	835,000,000	65.69
Conversion Shares to be issued	110,000,000	8.80	110,000,000	8.65
Offer Shares to be issued	29,000,000	2.32	50,000,000	3.94
Hermes and HBO Shares to be issued	160,000,000	12.80	160,000,000	12.59
Shares on issue after Completion of the Consideration, Conversion, Offer, Hermes and HBO Shares	1,250,079,370	100.00	1,271,079,370	100.00

¹ Refer to the Investigating Accountant's Report set out in Section 8 for further details.

² The rights attaching to the Shares are summarised in Section 11.2.

The capital structure of the Company following completion of the Offer and the Ye Eun Acquisition and the exercise of the Offer Options and HBO Options is summarised below:

	Minimum Subscription	% of total	Maximum Subscription	% of total
Shares on issue after Completion of the Consideration, Conversion, Offer, Hermes and HBO Shares	1,250,079,370	83.39	1,271,079,370	82.48
HBO Options	220,000,000	14.68	220,000,000	14.28
Offer Options	29,000,000	1.93	50,000,000	3.24
Shares on issue after Completion of the Offers and Exercise of the Offer Options¹ and HBO Options²	1,499,079,370	100.00	1,541,079,370	100.00

¹ The rights attaching to the Offer Options are summarised in Section 11.3.

² The rights attaching to the HBO Options are summarised in Section 11.4.

3.8 Substantial Shareholders

There are four Shareholders holding 5% or more of the Shares on issue as at the date of this Prospectus, as set out in the table below:

Shareholder	Shares	%
Good Triumph International Ltd	60,000,000	51.7
Syed Akbar Alikhan	17,000,000	14.6
Debashish Mintu Saha	10,000,000	8.6
Lori Limited	6,000,000	5.2

Shareholders holding 5% or more of the Shares on issue following completion of the Offers are set out in the table below:

Shareholder	Shares	Percentage	
		Minimum Subscription	Maximum Subscription
Shin Jin Dae	250,000,000	20.00	19.67
Jian Ru	195,000,000	15.60	15.34
SHS International Global Limited	195,000,000	15.60	15.34
Tae Hyun	100,000,000	8.00	7.87
Hermes	100,000,000	8.00	7.87
Wise Hand Solution Pte Limited	95,000,000	7.60	7.47

Shin Jin Dae, Tae Hyun, Jian Ru, SHS International Global Limited and Wise Hand Solution Pte Limited are Vendors. Hermes Capital Limited is an Asia-oriented investment banking and management firm headquartered in Hong Kong with an office in Singapore.

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

3.9 Withdrawal of previous applications

The Company must give Applicants who have previously submitted an Application Form (under the Original Prospectus), a copy of this Replacement Prospectus and an opportunity to withdraw their application and be repaid. Any repayments made by the Company pursuant to an Applicant exercising their right to withdraw their application will be made in full without interest. An Applicant who wishes to withdraw their application and obtain a refund must submit a written request to the Company at the address set out below so that it is received within one month of the date of this Replacement Prospectus.

3.10 How to apply for Shares

You should carefully read this Prospectus and instructions accompanying the Application Form before subscribing for Shares. If you wish to participate in the Offer, you should complete the Application Form.

Applications for Shares under the Offer must be for a minimum of 10,000 Shares and thereafter in multiples of 5,000 Shares and payment for the Shares must be made in full at the Issue Price of \$0.20 per Share.

All applications must be completed in accordance with the detailed instructions on how they are to be completed and be accompanied by a cheque in Australian dollars made payable to 'Riddock International Limited—Subscription Account' and crossed 'Not Negotiable' in accordance with the detailed instructions set out in the Application Form. No brokerage or stamp duty is payable by Applicants. The amount payable on application will not vary during the period of the Offer and no further amount is payable on or after allotment in respect of the Shares.

Completed Application Forms and accompanying cheques must be received by the Closing Date at:

Security Transfer Registrars Pty Limited
PO Box 535
Applecross WA 6953

The Company reserves the right to close the Offer early.

All application monies received with duly completed Application Forms will be paid into the Subscription Account.

An original, completed and lodged Application Form together with a cheque for the application monies constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in each Application Form. The Application Form does not need to be signed to be valid. If the Application Form is not completed correctly or if the accompanying payment is for the wrong amount, it may be treated by the Company as valid. The Directors' decision as to whether to treat such an application as valid and how to construe, amend or complete the Application Form is final; however, an applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque for the application monies.

3.11 Allotment and allocation of Shares

The Directors will determine the allottees of all the Shares at their discretion. The Directors reserve the right to allot Shares in full for any application or to allot any lesser number or to decline any application. Where the number of Shares allotted is less than the number applied for, or where no allotment is made, the surplus application monies will be returned by cheque to the Applicant within seven days of the allotment date.

Subject to the Minimum Subscription to the Offer being reached and the Company being satisfied that it will meet the requirements of Chapters 1 and 2 of the ASX Listing Rules, Shares issued pursuant to the Offer will be allotted as soon as practicable after the Closing Date.

Pending the allotment and issue of the Shares or payment of refunds pursuant to this Prospectus, all application monies shall be held by the Company in trust. The Company, irrespective of whether the allotment of Shares takes place, will retain any interest earned on the application monies.

It is the responsibility of the applicant to determine their allocations prior to trading in the Shares. Applicants who sell Shares before they receive their statement of shareholding will do so at their own risk.

3.12 Minimum Subscription

The Minimum Subscription for the Offer is 29,000,000 Shares at an issue price of \$0.20 per Share to raise at least \$5,800,000 before expenses of the Offer. The Company will not issue any Shares unless the Minimum Subscription is raised.

If the Minimum Subscription is not raised within four months after the date of this Prospectus (or such later date permitted by ASIC), all Applications will be dealt with in accordance with section 724 of the Corporations Act. Such action may include repayment of application monies (without interest) or the issue of a supplementary or replacement prospectus.

3.13 ASX listing and quotation of Shares

The Company's Shares are suspended from trading on ASX and will not be reinstated to trading until the Company re-complies with Chapters 1 and 2 of the ASX Listing Rules.

Within seven days after the date of this Prospectus, the Company will apply for Official Quotation of the Shares offered under this Prospectus.

If approval for quotation of the Shares issued pursuant to the Offers is not granted within three months after the date of this Prospectus, the Company will not allot or issue any Shares, and will repay all application monies without interest as soon as practicable within the time prescribed under the Corporations Act.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation is not to be taken in any way as an indication of the merits of the Company or the Shares offered pursuant to this Prospectus.

3.14 Clearing House Electronic Sub-Register System (CHESS) and issuer sponsorship

The Company participates in the Clearing House Electronic Subregister System (CHESS). CHESS is operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX, in accordance with the Listing Rules and the ASX Settlement Operating Rules. Investors who do not wish to participate through CHESS will be issuer-sponsored by the Company.

Under CHESS the Company will not issue certificates to investors. Instead, Shareholders will receive a statement of their holding in the Company. If an investor is broker sponsored, ASX Settlement Pty Limited will send a CHESS statement. Statements are sent by post and set out the number of Shares issued to the Shareholder under this Prospectus and advice of their Holder Identification Number or Securityholder Reference Number. Subsequently, where a holding changes in the course of a calendar month, that Shareholder will be issued with a statement that sets out the changes in their holding. That statement is despatched in the week following the relevant month end.

3.15 Dividends

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors 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 Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

3.16 Applicants outside Australia

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to issue this Prospectus or make the Offers. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any 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 Shares or the Offers or otherwise permit a public offering of the Shares the subject of this Prospectus in any jurisdiction outside Australia.

Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed to enable them to apply for and be allotted Shares. If you are outside Australia it is your responsibility to obtain all necessary approvals for the allotment and issue of the Shares pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by you that all relevant approvals have been obtained.

3.17 Underwriting

The Offer is not underwritten.

3.18 Commission

The Company intends, after the date of this Prospectus, to engage one or more licensed securities dealers or Australian financial services licensee brokers to assist in promoting the Prospectus. The Company reserves the right to pay a commission of up to 6% (exclusive of goods and services tax) of amounts subscribed through any licensed securities dealers or Australian financial services licensee in respect of any valid applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee. Payment will be made subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian financial services licensee.

3.19 Restricted Securities

The Company will apply for Official Quotation on the ASX of the Shares offered under this Prospectus within seven days after the date of this Prospectus on the basis that the Company will meet the *assets test* for the purposes of Listing Rule 1. Some or all of the Consideration Shares, the Noteholder Shares, the Hermes Shares and the HBO Shares may be classified as ASX Restricted Securities for an escrow period of between 12 months and up to 24 months from the date on which Official Quotation of those Shares commences. The 110 million Shares issued on 10 August 2015 may be classified as ASX Restricted Securities for an escrow period of between 12 months and up to 24 months from the date on which Official Quotation of those Shares commences. The Company will announce to the ASX full details (quantity and duration) of any ASX Restricted Securities.

3.20 Forward-looking statements

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

These statements are based on an assessment of 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 our Company, the Directors and our management. Matters not yet known to the Company or not currently considered material to the Company may impact on these forward-looking statements.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 9.

3.21 Privacy statement

The Company collects, holds and will use information in relation to each Applicant as provided on an Application Form (**Information**) for the purposes of processing the Application Form and, should the application be successful, to administer the Applicant's security holding in the Company (**Purposes**).

By submitting an Application Form, each Applicant agrees that the Company may use the Information for the Purposes and the Company may disclose the Information for the Purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, and to ASX, ASIC and other regulatory authorities.

The Information may also be used and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, licensed securities dealers, the share registry, print service providers, mail houses, and regulatory bodies including the Australian Taxation Office.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

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

3.22 Enquiries in relation to the Offers

This Prospectus provides information for potential investors in the Company, and should be read in its entirety. If, after reading this Prospectus, you have any Questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or independent financial adviser.

4 INDUSTRY OVERVIEW

4.1 South Korean Government policy

Since the 1980s, the government of South Korea has introduced laws to encourage a change in funeral practices from burial to cremation. The law now requires that any grave created after the year 2000 must be removed within 60 years. This policy is largely driven by the need to conserve land for its expanding population of over 50 million people.

As part of this policy, the South Korean government has provided numerous sites to religious bodies and business operators such as Ye Eun, to operate cremation sites.

4.2 State-owned and private operators

The death care and funeral services industry is serviced by both state-owned companies and the private sector.

State-owned companies in the death care services industry predominantly occupy a substantial part of the market share. State-owned entities are under the control of civil affairs agencies and tend to provide welfare services to meet the demand of low income families. These companies operate on a local and regional basis and typically provide traditional and basic services only. These services include the transfer of the remains, ceremony arrangements, refrigeration of the remains, cremation, sales of urns, wreaths and other related products.

Private sector companies offer a more personalised and higher quality service, such as those provided by Ye Eun. The prices charged for services by private sector companies are significantly higher than those charged by state-owned companies.

There are many companies in Korea providing death care services in Korea. They are generally small in size and have very limited brand recognition. Most businesses operate on a local and regional basis, serving only local consumers.

4.3 Funeral and after-death practices

A tomb sweeping day, known as Ancestors' Day, is observed annually throughout Korea, whereby families pay their respect to the deceased. The day normally falls on the first day of the fifth lunar term of the traditional lunar calendar. Many Koreans will visit columbaria, graves or burial grounds to pray to their ancestors. The activities on Ancestors' Day create many opportunities for facilities, such as the Park, to provide additional services and to make sales of food, tea, wine, joss paper and accessories to honour ancestors. Importantly, Ancestors' Day provides an opportunity to ensure that families renew ownership of the units in the Park by paying their annual maintenance fees at that time.

4.4 Recent article

Set out below is a recent article published in South Korea setting out the difficulties in arranging cremations. The link to the article is www.channelnewsasia.com/news/asiapacific/shortage-of-cremation/2282306.html.

Shortage of cremation facilities in South Korea

By Lim Yun Suk, South Korea Bureau Chief, Channel NewsAsia

POSTED: 22 Nov 2015 01:06

Nowadays, four out of five deceased in South Korea are cremated, but this has created more problems in the country due to lack of cremation facilities.

For hundreds of years, most Koreans believed burying the departed and tending to their graves was the only natural thing to do. But with the lack of burial sites, the government in the early 2000 pushed for more cremations among Koreans.

Now about four out of five deceased are cremated, but this has created more problems in the country.

A funeral in South Korea usually lasts for three days, allowing relatives and friends to show up at the funeral hall to pay their last respects. On the fourth day, early in the morning, the deceased is taken to his/her final resting place.

More than twenty years ago, that would usually be to a ground burial site. But that is no longer the case here in South Korea.

According to the latest data from the Ministry of Health and Welfare, cremations accounted for nearly 80 per cent of funerals last year—that is about four times more compared to two decades ago.

Experts say this is what the government wants—more cremations—but it has not done enough to cope with the drastic increase.

Park Tae-ho, head of the Korea National Council for Cremation Promotion, said: “Since the 1980s, people from various sectors have pointed out the issues of increasing cremation facilities and renovating them, saying they should be tackled from a very early stage. Despite this, nothing has been done. So now with the rising number of cremations, the government is not able to keep up.”

There are about 55 cremation facilities across the country—for a population of about 45 million. Measures to build more are in place, but many Koreans are opposed to the idea of having one built near where they live, even if it means having to pay more for the cremation services in another area.

It usually costs about 100,000 won (US\$86), but if one is not a resident where the cremation facility is located, the cost is 10 times more. That is why these days, many Koreans end up finishing funeral services late at night or even delay the process for a day or two.

Ha Sam-sung had a hard time finding a cremation facility around where his cousin lived in the western city of Bucheon.

“Usually a cremation is done very early in the morning. But we couldn’t find one near where we lived. When we finally did find one somewhere else, there was a long waiting list with priority given to the residents there. So unfortunately for us, the cremation was completed at nine o’clock at night,” Ha said.

Bucheon city has a population of about 900,000 and it does not have a crematorium.

Experts say building more crematoria is an urgent issue as it takes a long time. The Seoul Memorial Park which opened in 2012 took 10 years for construction to begin and another 14 years to complete because of protests from residents.

5 BACKGROUND AND COMPANY OVERVIEW

5.1 History and overview of RIL's current business

Riddock International Limited (**RIL** or the **Company**) was incorporated on 26 June 1967 as Welcome Stranger Mining Company NL, a gold mining and production company. On 12 November 1999, the Company changed its name to WSM Limited.

On 20 April 2000, the Company changed its name to Commsecure Limited. On 8 October 2010, the Company changed its name to Welcome Stranger Mining Limited. Since that time the company has investigated numerous gold exploration tenements and projects both in Australia and overseas, but they were considered unlikely to create shareholder value in the foreseeable future.

On 29 July 2015, the shareholders of the Company elected new Directors and approved the issue of new shares to raise \$550,000; the funds being used to repay existing liabilities and investigate new business opportunities. The Directors consider the Ye Eun Acquisition represents a significant investment opportunity for the Company that has the potential to increase shareholder value.

On 11 September 2015, the Company agreed to purchase all of the issued capital in Ye Eun Property Development Limited (**Ye Eun**) for a consideration of \$167 million, which is to be satisfied by the issue by the Company of 835 million fully paid ordinary shares. Ye Eun, through its wholly owned Korean subsidiary, Yea Eun Memorial Park, owns and operates a columbarium and memorial park (the **Park**) in South Korea. A columbarium is a place for the respectful and public storage of urns holding a deceased's cremated remains.

On 21 November 2015, the Company changed its name to Riddock International Limited.

The RIL Directors have not obtained an independent valuation of Ye Eun or Yea Eun Memorial Park. The Directors have taken into account the following factors in determining a valuation of Ye Eun:

- Further development of the Park, described in Section 5.5 below, is expected to result in a further 30,000 Units being available for sale. The Directors believe this will provide the capacity for continuing cash flow in the future;
- As set out in Section 5.11 below, there is a significant barrier to entry for competitors; and
- The regulatory environment in Korea, described in Section 4, now encourages Korean facilities such as the Park instead of burials.

The Directors have made their own determination of the value to be imputed to the acquisition of Ye Eun after assessing Ye Eun's history, the land valuation, asset values, personnel, technology, sales and prospects.

In the sections below, the exchange rate used is A\$1 = ₩842.90, where ₩ refers to the Korean Republic Won (KRW). This is the spot exchange rate quoted on www.bloomberg.com at the date of the SPA (11 September 2015).

5.2 Ye Eun's history

Ye Eun Property Development Company Limited is incorporated in Hong Kong in June 2015. It is a holding company only and does not carry on business. Its sole asset is the Korean company Yea Eun Memorial Park, which owns and operates a columbarium at the Park.

Mr Shin Jin Dae, the largest shareholder in Ye Eun Property Development Company Limited, first saw the opportunity to acquire the land and build a cremation and memorial columbarium in the current

Park location in 1999. A columbarium is a place for the respectful and public storage of urns holding a deceased's cremated remains. Development of the Park's facilities was commenced in March 2003 by Mr Shin and the Park started accepting cremation services in 2004. Yea Eun acquired the land in 2007 and carried on the business from that date.

5.3 About the Park

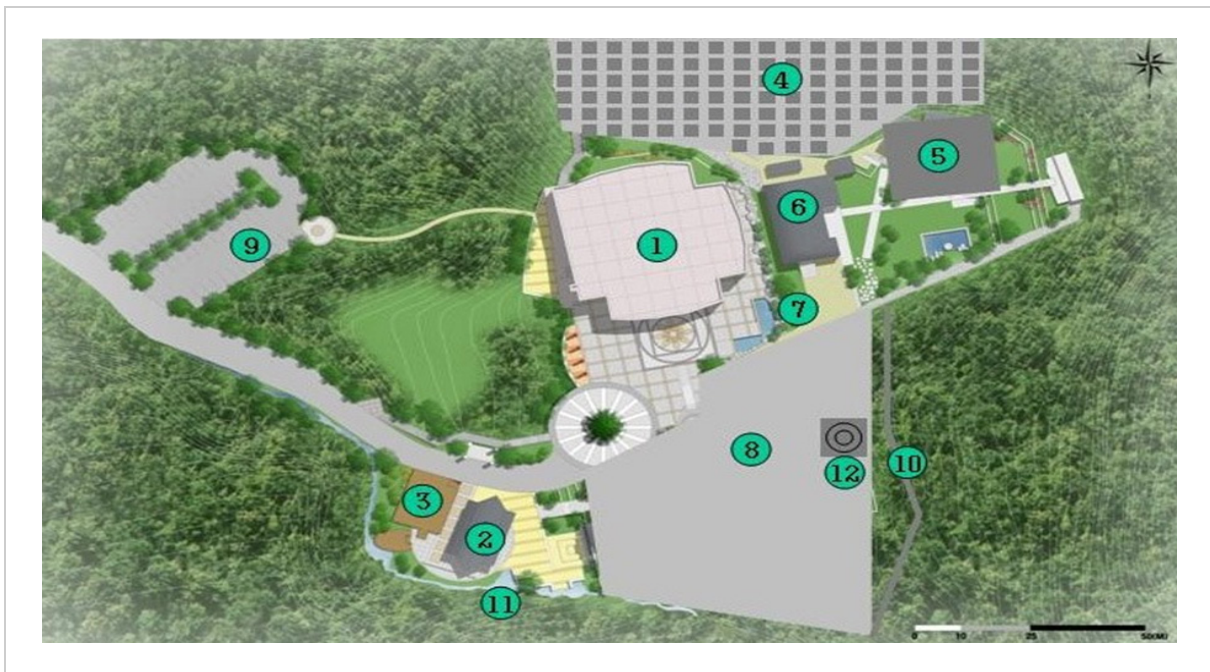
The Park is situated in Guemwang-eup, Eumseong-gun, which is in the central part of South Korea bordering Incheon-si, Gyeonggi-do to the north and Anseong-si, Gyeonggi-do to the northwest. It is 84 km southeast of Seoul, the capital of South Korea. The Park is within one hour's drive from six major cities. The total land area owned by Ye Eun, on which the Park is located, is 10.6 hectares. The land that is currently developed for use in the Park's operations is 3.7 hectares. There is a further 6.9 hectares yet to be developed.

The Park has no religious affiliation and therefore does not exclude any groups of potential customers. The customers are mainly Christian with a small portion of Buddhists.

The current facilities (referred to as Stage 1) contain 65,000 ashes storage spaces (**Units**) of which 25,000 Units have been sold. There are currently 40,000 units remaining in Stage 1. The funds raised from the issue of shares under the Offer will substantially be used for future development of the Park, which will provide space, infrastructure and services for the installation of 30,000 additional Units.

5.4 Ye Eun's land

The land on which the Park is built was acquired in 2003. A representation of the land, current facilities and proposed facilities is shown below.



1. Memorial Hall
2. Restaurant, Lounge (under construction)
3. Outdoor Lounge
4. Family Cinerary Grave Sight
5. Lodging and Lounge (to be built)
6. Memorial Hall without Relatives
7. Offices and Artificial Waterfall (to be built)

8. First Parking Lot
9. Second parking lot (to be built)
10. Trail (to be built)
11. Valley test space (to be built)
12. Memorial tower (to be built).

5.5 Business model

The Park's operating revenue is earned from:

- sale of ashes storage spaces;
- cremation and praying services for the deceased;
- annual maintenance fees for the storage of ashes; and
- rental of stalls to vendors of flowers and other prayer products.

Until 2014, Yea Eun focused on two types of sales of ashes storage spaces:

- general sales to the public through funerals halls and crematoria; and
- group sales to existing customers by promoting internment of the whole ancestry group under one roof, including sales through religious groups and affiliate support institutions.

Yea Eun changed its sales strategy in 2014 to focus on channel promotions to promote the 'cradle-to-grave' concept. This means targeting large corporations to provide the services of the Park as a family welfare benefit for their staff. In June 2015, a commitment was made by one corporation for 1,500 Units, which has a potential revenue value of the equivalent of A\$5,775,000 (referred to in Section 5.6 below). A summary of the terms of this sale is set out below in Section 5.6. The revenue from this sale will be received over a period of time and therefore, for the purposes of the pro forma accounts set out in Section 7, the revenue has not been recognised in the period to 30 June 2015. Further bulk sales to other corporations and government departments are now expected. This strategy relies on the Confucian belief followed by many Asian cultures that providing compassion to staff is a desirable and necessary attribute. Ye Eun is assisting corporations to promote the concept of their employees' whole family being housed together in death.

The cradle-to-grave strategy is expected to increase sales and result in the Units currently available in the Park being fully sold by 2019. The directors of Ye Eun therefore believe it is necessary to commence the next stage of development of the Park to create more Units for sale.

Ye Eun management have entered into discussion with the owners of other parks with a view to expanding the company's business by buying other parks. These discussions are at a preliminary stage only. Any acquisitions can only occur if the terms are acceptable to the Company and further funds are raised by the Company to fund the acquisition cost. Therefore, the likelihood of any acquisitions by the company at this stage remains uncertain.

5.6 Cradle to grave

Summarised below are the terms of the 'cradle-to-grave' contract referred to in Section 5.5 above that was recently entered into by Ye Eun with a large corporate. Contracts with other large corporates and government departments are being pursued on the same basis. The terms are:

- number of Units sold: 1,500 Units;
- each Unit is sold for ₩3,500,000 (A\$4,152);
- total contract price is the equivalent of A\$5.775 million;
- contract date: 1 June 2015;

- payment will be received as Units are taken up progressively;
- ownership of each unit to be registered to the family of each individual, with the families to be responsible for the annual maintenance fees charged by the Park.

5.7 Development of Park facilities

The funds raised from the issue of Shares under the Offer will be used for development of the Park. The next stage will involve construction of various new facilities including additional space for 30,000 Units, a restaurant and lounge, offices, a waterfall, a new parking lot and a memorial tower. The cost of these improvements is estimated at to up to ₩7 billion (A\$8.3 million). The directors intend to commence construction of these facilities in the first half of 2016. If the Maximum Subscription under the Offer is received, the Company will have sufficient funds to undertake the whole of the construction. If the Minimum Subscription is received, the directors intend to stage construction of the facilities over a period of time so as to fund the construction with the funds raised under the Offer plus cash flow from operations.

5.8 Operations

Ye Eun's business is managed by its employees from offices located at the Park. The chief executive is Mr Shin Jin Dae. There are a total of 11 staff in the Park, which include sales representatives and administrative staff. The infrastructure at the Park is predominantly maintained by the use of contractors.

5.9 Prospects, growth initiatives and operational goals

Ye Eun's prospects depend on it continuing to meet its goal of developing the Park to its capacity and making acquisitions. If it achieves those goals, the directors believe that the revenue and profits of the Park should grow accordingly. Its strategies to meet those goals are shown in the table below:

Goal	Strategy
Sales strategy	Yea Eun plans to: <ul style="list-style-type: none"> • continue with its 'cradle-to-grave' marketing strategy; and • promote the Park to referral sources including existing customers and large corporation and government departments.
Expand capacity	Yea Eun aims to extend the facilities in the Park by commencing construction in 2016.
Growth by acquisition	Yea Eun will seek to make acquisitions of other companies within the cremation and memorial columbarium industry.

5.10 Competitive advantages

Yea Eun's competitive advantages include the following:

- The columbarium is located within one hour's drive of Seoul and five major city centres including Daejeon, Cheonan, Cheongju, Suwon and Anseong;
- The management team has been operating in this industry since 2003;
- The company has strong relationships with a sales referral agency;

- The potential to market to large corporations using the “cradle-to-grave” strategy described above;
- The Park is open to all population members, and is not limited to a particular religion or segment of the community.

Yeaun’s relationship with its sales referral agency referred to above is non-exclusive and commission only. The amount of the commission is based on the gross sale value of Units achieved by the sales agency. The management of Yeaun must continue to reinforce their relationship with the individuals within the agency to ensure that those individuals continue to favour Yeaun over any other competitors. Any dispute or other breakdown of the relationship with the agency will affect the level of sales made by Yeaun.

Similarly, the sales team at Yeaun must continue to build relationships and networks within the community and government officials to ensure that referrals are made to Yeaun in preference to its competitors. The development of these relationships is a primary focus of the CEO of Yeaun, Mr Shin.

5.11 Competitors

There are 14 memorial parks within 2.5 hours’ drive from the Park. Of these, Hyowon Charnel Park and Cheonga Park Memorial are the largest with 49,000 and 55,000 Unit spaces, respectively. Those parks charge between ₩2 million (A\$2,373) and ₩9 million (A\$10,677) per Unit. Some parks have developed a niche market where they provide special religious or other requirements and can charge up to ₩13 million (A\$15,423) per Unit.

The population of South Korea is approximately 50 million people¹. The country has a death rate of 6.63 per 1000,² meaning that there are approximately 334,000 deaths per year in South Korea. Since approximately 60% of the population live within one hour’s drive of Seoul, the demand for burial sites is estimated to be approximately 200,000 per year within one hour’s drive of Seoul.

The management of Ye Eun have completed an analysis of the 14 funeral parks referred to above and have determined that there are 390,788 burial sites available in that area. This amount represents less than two years’ supply for the population, which means that expanded capacity is required. Of that amount, Ye Eun has 16.7% of the available sites available and this percentage will increase significantly if Ye Eun expands its facilities as described in this Prospectus.

The Directors are not aware of any applications to the government for new sites to be developed in the geographic area that could be competitive with Yeaun. As set out in the article in Section 4.4 above, the Seoul Memorial Park, which opened in 2012, took 10 years for construction to begin and another 14 years to complete because of protests from residents. The reluctance of South Koreans to allow new parks to be built in the area creates a significant barrier to entry for new competitors.

¹ www.tradingeconomics.com/south-korea/population

² www.indexmundi.com/south_korea/death_rate.html

6 BOARD AND SENIOR MANAGEMENT

The Board will not change on Completion.

6.1 Current Directors

6.1.1 Rizwan Alikhan—Non-Executive Chairman

Mr Rizwan Alikhan has a BSc from the University of Pittsburgh, USA. He holds securities and insurances licences in Canada, England and Australia. He has been in the investment industry for 25 years in North America, Europe and Australasia. He has held senior executive roles and board positions in several publicly listed companies in Canada and America. He has over 20 years' experience in mergers and acquisitions throughout Europe, North America and Eastern Europe in industries including resources, high tech and industrial.

Mr Alikhan currently heads an asset management company in China specialising in the health care industry.

6.1.2 Rehan Alikhan—Non-Executive Director

Mr Rehan Alikhan is the CEO of Renaissance International Marketing Consultants, a Perth-based cosmetic surgery business with offices in Sydney, Melbourne, Singapore, Malaysia and Pakistan. Prior to this, Mr Rehan Alikhan owned and operated private businesses after a successful career as a professional cricketer.

6.1.3 Poay Meng Tan—Director and CFO

Mr Poay Meng Tan (Joey) holds an LLB (Honours) from the University of London and attended an MBA at the University of Dubuque, Iowa. Mr Tan has over 30 years' experience in corporate finance, project management, due diligence, legal review and in-house legal advice for public company clients in Malaysia, Indonesia, Singapore and Thailand.

6.2 Ye Eun's management

Key management of the Company and its subsidiaries following completion of the Ye Eun Acquisition will include the following people:

6.2.1 Dang Jian Ru—proposed CEO of Ye Eun

Ms Dang Jian Ru has a degree from University of Northwestern, China. She started her career with the Shaanxi Province Government Science and Technology Association and retired as the Managing Director of the Government department. She was appointed as Chairwoman of Xian Weilian Taoye Limited and Shaanxi Kewei Assets Management Limited. She has extensive management experience in North Asia.

6.2.2 Shin Jin Dae—CEO of Yea Eun

Mr Shin Jin Dae has a degree from Dan Kook University, South Korea. He started his career in the trading division of Byucksan Group and became the CEO of Sam Won Industry and Dong Ligong Young Group. He is the founder of Yea Eun Memorial Park, and has extensive experience in the property sector in Korea.

6.2.3 Victor Lee—Financial Controller

Mr Victor Lee is an Australian and holds a BCom from the University of Western Australia, an MBA from the Australian Graduate School of Management (Sydney) and is a CFA. He started his career as an analyst with Bank of Western Australia and became a portfolio manager with Legg Mason Global Asset Management

6.2.4 Baek Junho—Director of Property Development

Mr Baek Junho has a degree from Kyungwon College in construction equipment. He started his career in Young Jin Construction before joining Sinseo Construction as General Manager. He then became General Manager at Taeyoun Engineering and was the General Manager of Ying Kou Property Development Company Limited. Mr Baek has substantial experience in property and construction in Korea and China.

6.3 Employees

As at the date of this Prospectus, Ye Eun has 11 full-time employees.

6.4 Executive service contracts

- (a) Dang Jian Ru is Chief Executive Officer of Ye Eun. The terms and conditions of the appointment include:
- (i) base salary: \$120,000 per annum;
 - (ii) company-supplied mobile phone and laptop;
 - (iii) termination by Ye Eun by giving 12 months' notice or without notice in the event of misconduct or other specified occurrences; and
 - (iv) restrained after termination of her employment with Ye Eun from accepting employment with a competitor for a period of up to 12 months.
- (b) Shin Jin Dae is Chief Executive Officer of Yeaen Memorial Park. The terms and conditions of this appointment include:
- (i) base salary: \$100,000 per annum;
 - (ii) company-supplied mobile phone and laptop;
 - (iii) termination of his employment by Yeaen by giving 12 months' notice or without notice in the event of misconduct or other specified occurrences; and
 - (iv) restrained after termination of his employment with the Company from accepting employment with a competitor for a period of up to 12 months.

6.5 Director agreements

The Company has entered into director agreements with:

- (a) Riz Alikhan in respect of Non-Executive Chairman services;
- (b) Rehan Alikhan in respect of Non-Executive Director services; and
- (c) Poay Meng Tan in respect of Non-Executive Director services.

The fees payable under each of the agreements are as follows:

- (a) Riz Alikhan—\$100,000 per year;
- (b) Rehan Alikhan—\$20,000 per year; and
- (c) Poay Meng Tan—\$20,000 per year.

6.6 Corporate governance

The Company is a disclosing entity listed on ASX. Details of the Company's policies regarding corporate governance and associated matters are disclosed in the Annual Reports to Shareholders that have previously been lodged with ASX. The Company's main corporate governance policies and practices as at the date of this Prospectus are outlined below.

The Company has adopted the *Principles of Corporate Governance and Recommendations (3rd Edition)* published by ASX Corporate Governance Council unless disclosed below.

As the Company's activities develop in size, nature and scope following completion of the Ye Eun Acquisition, the size of the Board and the implementation of additional corporate governance structures will be given further consideration.

6.6.1 Board of Directors

The Board of Directors is responsible for the corporate governance of the consolidated entity. It monitors the business affairs of the Company on behalf of shareholders by whom they are elected and to whom they are accountable.

6.6.2 Board composition

The composition of the Board shall be determined in accordance with the following principles and guidelines:

- The Board shall comprise at least three Directors, increasing where additional expertise is considered desirable in certain areas;
- The Board shall not comprise a majority of executive Directors; and
- Directors shall bring characteristics that allow a mix of qualifications, skills and experience.

While there is currently no formal review process in place, the performance of all Directors is informally reviewed by the Chairman in order to ensure that the Board continues to discharge its responsibilities in an appropriate manner. Directors whose performance is unsatisfactory may be asked to retire. This review process may change following the acquisition of Ye Eun.

The Board currently comprises three independent directors. The skills, experience and expertise relevant to the position of each Director who is in office at the date of this Prospectus are detailed in Section 6.1 above. The Board will remain the same after Completion.

The role of Chairman is currently filled by Rizwan Alikhan, a non-executive Director.

Following completion of the Ye Eun Acquisition, the structure of non-executive Directors' remuneration will be clearly distinguished from that of executive Directors (if any) and senior executives.

6.6.3 Continuous disclosure

The Company is required to comply with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act. Subject to the exceptions contained in the ASX Listing Rules, the Company discloses to ASX any information concerning the Company that is not generally available and which a reasonable person would expect to have a material effect on the price or value of the Shares. The Company is committed to observing its disclosure obligations under the ASX Listing Rules and the Corporations Act. Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office.

The Board's aim is to ensure that Shareholders are provided with sufficient information to assess the performance of the Company and that they are informed of all major developments affecting the state of affairs of the Company relevant to Shareholders in accordance with all applicable laws. Information will be communicated to Shareholders through the lodgement of all relevant financial and other information with ASX and publishing information on the Company's website (riddockint.com). In particular, the Company's website will contain information about it, including media releases, key policies and the terms of reference of its Board committees.

All relevant information will be posted on the Company's website as soon as it has been released to ASX. The Company has adopted a policy to take effect from Listing that establishes procedures that are aimed at ensuring that Directors and management are aware of and fulfil their obligations in relation to the timely disclosure of material price-sensitive information.

6.6.4 Performance evaluation and communication to Shareholders

The Board aims to ensure that the Shareholders, on behalf of whom they act, are informed of all information necessary to assess the performance of all Directors. Information is communicated to the Shareholders through:

- the Annual Report, which is distributed to all Shareholders and posted on the ASX website www.asx.com.au;
- the half-yearly report, which is posted on the ASX website www.asx.com.au;
- the Annual General Meeting and other meetings called to obtain approval for Board action as appropriate;
- the Company's compliance with ASX continuous disclosure requirements; and
- all public announcements and associated documents, which are made available on the Company website at riddockint.com.

6.6.5 The role of Shareholders

The Board aims to ensure that Shareholders are informed of all major developments affecting the consolidated entity's state of affairs:

- Proposed major changes in the consolidated entity that may impact on share ownership rights are submitted to a vote of Shareholders.
- Notices of all meetings of Shareholders are made available to Shareholders.
- The Board encourages full participation of Shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the consolidated entity's strategy and goals. Important issues are presented to the Shareholders as single resolutions.
- The Shareholders are requested to vote on the appointment and aggregate remuneration of Directors, the granting of options and shares and changes to the Constitution. Copies of the Constitution are available to any Shareholder who requests it.
- The External Auditor is to attend the Annual General Meeting and is available to answer Shareholder Questions about the conduct of the audit and the preparation and content of the Auditor's report.

6.6.6 Audit committee

The Board holds the responsibilities of the audit committee. This may change following the Ye Eun Acquisition.

6.6.7 Internal control framework

The Board acknowledges that it is responsible for the overall internal control framework but recognises that no cost-effective internal control system will preclude all errors and irregularities. The Board believes that the current cost control framework to be suitable to the Company's current operations. There is no internal audit function as the cost would significantly outweigh the benefits. This may change following the Ye Eun Acquisition.

While the Board currently carries out the day-to-day operations of the Company, once the Chief Executive Officer is appointed upon completion of the Ye Eun Acquisition, he/she (together with the Chief Financial Officer) would be delegated the task of implementing internal controls to identify and manage risks for which the Board provides oversight.

6.6.8 Trading policy

The Company's policy regarding Directors and employees trading in its securities is set by the Board. The policy restricts Directors and employees from acting on material information until it has been released to the market and adequate time has been given for this to be reflected in the security's prices.

6.6.9 Conflict of interest

In accordance with Corporations Act and the Company's Constitution, the Directors must keep the Board advised on an ongoing basis of any interest that could potentially conflict with those of the Company.

6.6.10 Independent professional advice

Each Director will have the right to seek independent professional advice at the Company's expense. However, prior approval of the Chairman will be required, which will not be unreasonably withheld.

6.6.11 Business risk management

The Board will monitor and receive advice on areas of operational and financial risk, and consider strategies for appropriate risk management arrangements.

Specific areas that were initially identified and which will be regularly considered by the Board meetings include foreign currency fluctuations, performance of activities, human resources, the environment and continuous disclosure obligations.

6.6.12 Ethical standards

The Board's policy is for all Directors and management to conduct themselves with the highest ethical standards. All Directors and employees will be expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of the consolidated entity.

The Company has a Diversity Policy in place that provides a framework for establishing measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them.

6.6.13 Other information

Further information relating to the Company's corporate governance practices and policies can be obtained from the Company upon request.

7 FINANCIAL INFORMATION

7.1 Basis and method of preparation

The purpose of this section is to provide a pro forma financial perspective of Riddock International Limited (**RIL**) (formerly known as Welcome Stranger Mining Limited) following completion of the acquisition of 100% of Ye Eun Property Development Limited (**Ye Eun**), and completion of the Offers (subscribed to a minimum of \$5.8 million and maximum of \$10 million).

The Historical Financial Information presented comprises the following:

- historical consolidated statements of financial performance of RIL for the years ended 30 June 2013, 30 June 2014 and 30 June 2015; and of Ye Eun for the years ended 31 December 2012, 31 December 2013 and 31 December 2014;
- historical consolidated statements of financial position of Yeaeun as at 30 June 2012, 2013 and 2014;
- historical consolidated statements of financial position of RIL and Ye Eun as at 30 June 2015; and
- significant accounting policies and material accounting matters.

The Pro Forma Consolidated Historical Financial Information presented comprises the following:

- the pro forma consolidated statement of financial position of RIL as at 30 June 2015, assuming the acquisition of Ye Eun and completion of the Offer as disclosed in the Prospectus.

The historical financial information of RIL has been extracted from its annual financial reports, which were audited by Walker Wayland NSW in accordance with the Australian Auditing Standards. Walker Wayland NSW issued an unmodified audit opinion on the financial report. The auditor's opinion included an emphasis of matters regarding a material uncertainty as to the going concern of the Company owing to the net losses incurred, net cash outflows from operating activities and a deficit in net assets as at 30 June 2015.

The historical financial information of Ye Eun has been extracted from the financial statements of the Ye Eun group of companies, which were audited by Ghilin Accounting Firm, South Korea, in accordance with Korean Standards on Auditing.

The Ye Eun Group is made up of Ye Eun Property Development Limited and its subsidiary Yeaeun Memorial Park. Results for the financial years 2012, 2013 and 2014 reflect the results of the Yeaeun Memorial Park only. No results are included for Ye Eun Property Development Limited as it was incorporated in June 2015 and has not traded, other than to acquire Yeaeun and to enter into the acquisition contract with RIL (see Section 7.1). Ghilin Accounting Firm issued a qualified opinion owing to having not observed the counting of physical inventories at the beginning of the year and being unable to satisfy themselves on inventory quantities held as of 31 December 2011.

The Historical and Pro Forma Consolidated Financial Information should be read in conjunction with the Independent Accountant's Report.

The financial information is presented in Australian dollars. The financial information for overseas entities has been translated into Australian dollars at the appropriate foreign exchange rates for the year end or period.

Differences between the Statement of Financial Performance and Statement Financial Position reported in the Notice of Meeting on 28 October 2015 and Replacement Prospectus on 16 December 2015

The Statement of Financial Performance and Statement Financial Position reported in the Notice of Meeting on 28 October 2015 were prepared based on an audited financial report for Yaeun Memorial Park, which was signed on 16 August 2015. Based on the initial procedures and as part of the prospectus process, the Investigating Accountants, Bentleys NSW Audit Pty Limited, requested an amended financial report be prepared for Yaeun Memorial Park in order to appropriately reflect the accounting treatment of the historical transactions. The revised audited financial report for Yaeun Memorial Park was issued on 4 November 2015. The Investigating Accountant's Report has been prepared on the revised audited financial report for Yaeun Memorial Park issued on 4 November 2015.

7.2 Statements of financial performance

Detailed in the table below are the summarised consolidated historical statements of financial performance for RIL and Ye Eun. This information should be read in conjunction with the information provided elsewhere in this Prospectus.

Riddock International Limited (formerly known as Welcome Stranger Mining Limited) Statement of Financial Performance

	FY2015	FY2014	FY2013
	(A\$)	(A\$)	(A\$)
Revenue from continuing operations	–	44,387	116,000
Occupancy	(19,527)	(5,000)	–
Administration and related costs	(43,211)	(39,515)	(20,056)
Legal & Professional fees	(152,283)	(56,880)	(106,897)
Directors fees expense	(149,000)	–	–
Other expenses	(12,309)	(12,020)	(13,714)
Loss before income tax	(376,330)	(69,028)	(24,667)
Income tax expense	–	–	–
Loss after income tax from continuing operations	(376,330)	(69,028)	(24,667)
Profit/(loss) from discontinued operations	–	–	–
Loss after income tax	(376,330)	(69,028)	(24,667)

Ye Eun Group* Statement of Financial Performance

	HY			
	30 June 2015	FY	FY	FY
	Consolidated	31 Dec 2014	31 Dec 2013	31 Dec 2012
	(A\$)	(A\$)	(A\$)	(A\$)
Revenue	256,994	608,158	399,457	592,821
Cost of sales	(26,388)	(21,853)	(24,191)	(69,331)
Employee benefits	(112,584)	(188,430)	(152,640)	(140,565)
Outsourcing	(27,240)	(113,009)	(97,398)	(172,539)
Selling and admin expenses	(65,899)	(403,282)	(294,577)	(382,219)
Finance costs	(930,570)	(1,720,156)	(1,411,405)	(1,428,370)
Loss before income tax	(905,687)	(1,838,572)	(1,580,754)	(1,600,203)
Income tax	–	–	–	–
Loss after income tax	(905,687)	(1,838,572)	(1,580,754)	(1,600,203)

* The Ye Eun Group is made up of Ye Eun Property Development Limited and its subsidiary Yea Eun Memorial Park. Ye Eun Property Development Limited was incorporated in June 2015 and does not

have any prior financial results. Results for the financial years 2012, 2013 and 2014 reflect the results of the Yaeun Memorial Park only.

We note the following in relation to the financial performance of Ye Eun:

- (a) Sales of columbaria are recognised at the point of sale.
- (b) Revenue is derived from three main areas: (1) sales of columbaria; (2) sales of family burial facilities, and (3) provision of management services for columbaria and family burial.
- (c) Revenue for the half year ended 30 June 2015 has been reduced by \$5,775,000 compared to the historical information since this revenue had not met the revenue recognition policy.
- (d) Cost of sales for the half year ended 30 June 2015 have been reduced by \$160,600 compared to the historical information in connection with the revenue adjustment noted in (c) above.
- (e) Ye Eun financial statements were prepared under Korean GAAP and Hong Kong GAAP and were audited by Ghilin Accounting Firm in the years ended 31 December 2012, 2013 and 2014. The financial statements for the period ended 30 June 2015 are unaudited. An assessment of the difference between the accounting policies adopted by Ye Eun used under Korean GAAP and Hong Kong GAAP and those which would be required under IFRS has occurred and no material differences were identified. Accordingly, no adjustments have been required to reflect any differences between Korean GAAP, Hong Kong GAAP and IFRS.

Point (c) above refers to an arrangement made prior to 30 June 2015 with a sales agent whereby the sales agent agreed to pay Yaeun the Korean equivalent of A\$5,775,000 for sales of Units arranged by the sales agent. The arrangement does not constitute an enforceable contract for the payment of A\$5,775,000 and any payments made by the sales agent would be contingent on future sales being arranged by the agent. The amount of A\$5,775,000 was recognised as a sale by Yaeun in the unaudited accounts at 30 June 2015. As a result, that amount was included in the pro forma accounts at page 28 of the Notice of Meeting for the general meeting of shareholders held on 3 November 2015. For the purposes of the above accounts, the amount of A\$5,775,000 has been reversed as the Directors believe it does not meet the revenue recognition policy. As a result of the reversal of the sales revenue, the cost of those sales set out in (d) above has also been reversed. Other differences in the above amounts as compared to the amounts set out in the NOM are attributable to variances in the currency exchange rates used in the compilation of each set of accounts.

Ye Eun Group*
Statement of Financial Position

	30 June 2015 ¹⁾	31 December 2014	31 December 2013	31 December 2012
	(A\$)	(A\$)	(A\$)	(A\$)
Current Assets				
Cash assets	9,543	1,875	111,757	459
Trade and other receivables	17	-	13,781	56
Inventories	5,243,114	5,005,469	5,027,322	4,137,454
Other current assets	1,177	-	-	-
Total current assets	5,253,851	5,007,344	5,152,860	4,137,969
Non-current assets				
Property and equipment	699,695	666,940	633,820	518,580
Intangible assets	1,477	-	-	-
Total non-current assets	701,172	666,940	633,820	518,580
Total assets	5,955,023	5,674,284	5,786,680	4,656,549
Current liabilities				
Trade and other payables	511,172	536,908	438,296	212,320
Borrowings	115,782	110,000	110,000	-
Total current liabilities	626,954	646,908	548,296	212,320
Non-current liabilities				
Long-term accrued expenses	6,724,132	5,535,316	3,925,132	1,800,067
Long-term borrowings	9,277,140	8,813,852	8,813,852	7,211,333
Provisions	978,510	917,832	900,452	725,664
Total non-current liabilities	16,979,782	15,267,000	13,639,436	9,737,064
Total liabilities	17,606,736	15,913,908	14,187,732	9,949,384
Net assets	(11,651,713)	(10,239,624)	(8,401,052)	(5,292,835)
Equity				
Issued capital	17	-	-	-
Foreign exchange reserve	-	-	-	-
Retained profits / (losses)	(11,651,730)	(10,239,624)	(8,401,052)	(5,292,835)
Total equity	(11,651,713)	(10,239,624)	(8,401,052)	(5,292,835)

7.3 Historical and pro forma statements of financial position

Set out in the table below are summarised historical consolidated statements of financial position for RIL and Ye Eun as at 30 June 2015, and a summarised pro forma consolidated statement of financial position assuming the acquisition of Ye Eun and completion of the Offer occurred on 30 June 2015 adjusted for other material events that have occurred subsequent to 30 June 2015 as detailed in the notes below.

	Audited and reviewed statement of financial position 30 June 2015		Pro forma consolidated statement of financial position	
	RIL ⁽¹⁾ (A\$)	Ye Eun Group ⁽²⁾ (A\$)	Minimum Subscription ⁽³⁾ (A\$)	Maximum Subscription ⁽³⁾ (A\$)
Current Assets				
Cash assets ⁽⁴⁾	2,482	9,543	4,961,700	8,908,020
Trade and other receivables	277,555	17	277,571	277,571
Inventories	–	5,243,114	5,243,114	5,243,114
Other current assets	–	1,177	1,177	1,177
Total current assets	280,037	5,253,851	10,483,562	14,429,882
Non-current assets				
Property and equipment	–	699,695	699,695	699,695
Intangible assets	–	1,477	1,477	1,477
Total non-current assets	–	701,172	701,172	701,172
Total assets	280,037	5,955,023	11,184,734	15,131,054
Current liabilities				
Trade and other payables	294,208	511,172	458,845	458,845
Borrowings	503,465	115,782	115,782	115,782
Total current liabilities	797,673	626,954	574,627	574,627
Non-current liabilities				
Long-term accrued expenses ⁽⁶⁾	–	6,724,132	6,724,132	6,724,132
Long-term borrowings ⁽⁶⁾	–	9,277,140	9,277,140	9,277,140
Provisions	–	978,510	978,510	978,510
Total non-current liabilities	–	16,979,782	16,979,782	16,979,782
Total liabilities	797,673	17,606,736	17,554,409	17,554,409
Net assets	(517,636)	(11,651,713)	(6,369,675)	(2,423,355)
Equity				
Issued capital ⁽⁵⁾	24,631,777	17	197,431,468	201,377,788
Foreign exchange reserve	–	–	(12,655)	(12,655)
Retained profits / (losses)	(25,149,413)	(11,651,730)	(203,788,488)	(203,788,488)
Total equity	(517,636)	(11,651,713)	(6,369,675)	(2,423,355)

Notes

- Column 1 represents the audited historical consolidated statement of financial position of RIL as at 30 June 2015.

2. Column 2 represents the unaudited consolidated statement of financial position of Ye Eun as at 30 June 2015.
3. Columns 3 and 4 represent the pro forma consolidated statement of financial position of RIL assuming:
- The acquisition of 100% of Ye Eun by RIL on 30 June 2015. Since RIL has no existing business and Ye Eun shareholders will obtain control of RIL, the consolidated financial statements of the legal parent (RIL) are presented as a continuation of the financial statements of the main private operating entity (Ye Eun);
 - The Minimum Subscription of \$5,800,000 (column 3) and the Maximum Subscription of \$10,000,000 (column 4), respectively, less estimated associated costs to be satisfied of \$1,900,326 (including costs in cash of \$600,326) and \$2,154,006 (including costs in cash of \$854,006), respectively;
 - Issue of 110 million shares subsequent to the General Meeting held on 24 July 2015;
 - Payment of past creditors and current creditors;
 - Issue of 110 million convertible notes announced 11 September 2015 to raise \$550,000;
 - Issue of 100 million shares at \$0.005 plus \$500,000 cash to Hermes Capital plus 60 million shares to HBO at \$0.005; and
 - Issue of 110 million Shares on Completion upon conversion of the convertible notes referred to in (e) above.
4. Cash assets comprise the following:

	Minimum Subscription	Maximum Subscription
Cash balance from RIL as at 30 June 2015	2,483	2,483
Cash balance from Ye Eun as at 30 June 2015	9,543	9,543
Cash assets as at 30 June 2015	12,026	12,026
Proceeds from share issue	550,000	550,000
Share issue funds held in trust	(300,000)	(300,000)
Payment of past and current creditors	(550,000)	(550,000)
Proceeds from convertible notes issued	550,000	550,000
Payment to Hermes Capital	(500,000)	(500,000)
Offer proceeds	5,800,000	10,000,000
Offer costs	(600,326)	(854,006)
Cash as per pro forma statements of financial position	4,961,700	8,908,020

5. Issued capital is calculated as follows:

	Minimum Subscription		Maximum Subscription	
	No. Shares	\$	No. Shares	\$
Number of shares currently on issue	116,079,370	24,631,777	116,079,370	24,631,777
Share capital of Ye Eun	–	17	–	17
Shares issued to Ye Eun at fair value	835,000,000	167,000,000	835,000,000	167,000,000
Hermes and HBO Shares to be issued	160,000,000	800,000	160,000,000	800,000
Conversion shares	110,000,000	1,100,000	110,000,000	1,100,000
Total Shares on issue post transaction	1,221,079,370	193,531,794	1,221,079,370	193,531,794
Fundraising				
Capital Raising	29,000,000	5,800,000	50,000,000	10,000,000
Offer costs to equity		(1,900,326)		(2,154,006)
Total Shares issued post transaction and Offer	1,250,079,370	197,431,468	1,271,079,370	201,377,788

6. Long-term accrued expenses and long-term borrowings

The long-term borrowing is with a syndicate of financial institutions led by Korean Securities Finance Corp which is not a related party. The long-term accrual is the accrued interest on the long term borrowings from Korean Securities Finance Corp. Key terms of the agreement are set out of in Section 10.5 of this prospectus.

7. Taxation, non-profit status and dividends

The audited accounts of Yea Eun note that that the activities of the Park may be carried on by non-profit corporations. However, as an incorporated company, Yea Eun is a normal for-profit company. All revenue derived from the activities at the Park are included in the revenue of Yea Eun. As Yea Eun is a corporation, all of its income is subject to tax, regardless of whether that income is categorised as non-profit income if it were derived by a non-corporate entity. All of Yea Eun's after tax income may be distributed to shareholders as dividends.

8. Business combinations—Acquisition of RIL by Ye Eun

As per the Share Purchase Agreement, RIL is to acquire 100% of Ye Eun. The purchase will be satisfied by the issue of 835,000,000 shares with a fair value of \$0.20 each to the vendors of Ye Eun. The acquisition of Ye Eun is not considered a business combination (reverse acquisition) because RIL (the accounting acquiree) does not meet the definition of a business under AASB 3: *Business Combinations*. Instead, this transaction is considered to be a capital transaction of RIL (the legal acquirer) and is equivalent to the issuance of shares by RIL for the net assets of Ye Eun, accompanied by a recapitalisation of the new combined entity.

Although this is not a business combination under AASB 3, the accounting result is similar to reverse acquisition accounting since the previous shareholders of Ye Eun, through their newly acquired RIL shares, control the new combined entity. As a consequence, the reverse acquisition accounting principles were applied, but they did not result in the recognition of goodwill as RIL (the accounting acquiree) is not a business. Instead the deemed fair value of

the interest in RIL issued to existing Ye Eun shareholders to effect the combination (the consideration for the acquisition of public shell company) has been recognised as an expense in the income statement in accordance with the requirements of AASB 2 Share-based payments.

As the motive of this transaction is for Ye Eun to obtain the listing status of RIL, this expense in effect represents a cost of listing for the continuing entity and has therefore been included as such within retained profits/(losses) in the pro-forma statement of financial position in Section 7.3.

Purchase consideration	\$
Deemed fair value for acquisition of 100% of RIL's issued capital	167,000,000
There were no assets and liability recognised as a result of the acquisition	–
Cost of listing	167,000,000

7.4 Statement of significant accounting policies

7.4.1 Basis of preparation

The financial statements have 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 Statements of Financial Performance and Statements 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 Statements of Financial Performance and Statement of Financial Position are disclosed where appropriate.

The financial information has been prepared on the basis of a going concern that contemplates continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

7.4.2 Principles of consolidation

The consolidated financial information incorporates the assets and liabilities of all proposed subsidiaries of Riddock International Limited (**company** or **parent entity**) as at 30 June 2015 and the results of all subsidiaries for the year then ended. Riddock International Limited including its proposed subsidiaries together are referred to in this financial information as the **consolidated entity** or **Group**.

Subsidiaries are all those entities over which the consolidated entity has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The effects of potential exercisable voting rights are considered when assessing whether control exists. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

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.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the consolidated entity.

7.4.3 Revenue recognition

Revenue is recognised when it is probable that the economic benefit will flow to the consolidated entity and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

7.4.4 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.

7.4.5 Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the consolidated entity will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments (more than 60 days overdue) are considered indicators that the trade receivable may be impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

Other receivables are recognised at amortised cost, less any provision for impairment.

7.4.6 Inventories

The inventory of the Park is a columbarium and it is expensed over the years from the point where it is available for sale with the ratio of each year's placing quantity to total estimated placing quantity. Inventories are stated at the lower of cost or net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expense. Replacement cost is used for the estimate of net realisable value of raw materials. If, however, the circumstances that caused the valuation loss cease to exist, the valuation loss is reversed, but not exceeding the original carrying amount before valuation. The said reversal is deducted from cost of sales.

7.4.7 Property and Equipment

Property and equipment is stated at historical cost less accumulated depreciation and any accumulated impairment losses. Depreciation is calculated on a straight line basis over the estimated useful life of the asset.

The assets' residual values, useful lives and amortisation methods are reviewed, and adjusted if appropriate, at each financial year end.

7.4.8 Intangibles

Formation expenses

Formation expenses are initially recognised at cost.

7.4.9 Trade and other payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

7.4.10 Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Where there is an unconditional right to defer settlement of the liability for at least 12 months after the reporting date, the loans or borrowings are classified as non-current.

7.4.11 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

7.4.12 Issued capital

Ordinary shares are classified as equity.

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

7.4.13 Goods and Services Tax (GST) and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

7.4.14 Share-based payment

As RIL has no existing business and Ye Eun shareholders will obtain control of RIL, the consolidated financial statements of the legal parent (RIL) are presented as a continuation of the financial statements of the main private operating entity (Ye Eun). The acquisition of Ye Eun is in return for shares issued by RIL and accounted for as a share-based payment in return for the assets acquired.

8. INVESTIGATING ACCOUNTANT'S REPORT

LH/RJE

15 January 2016

The Directors
Riddock International Limited
Suite 8, Level 6
55 Miller Street
PYRMONT NSW 2009

Dear Sirs

Investigating Accountant's Report – Riddock International Limited (Formerly known as Welcome Stranger Mining Limited)
ACN 007 670 386

Introduction

This report has been prepared at the request of the Directors of Riddock International Limited ("RIL" or "the Company"), for inclusion in the replacement prospectus to be lodged with the Australian Securities and Investment Commission ("ASIC") on or around 15 January 2016 ("Prospectus"), relating to the proposed issue of a minimum of 29,000,000 and a maximum of 50,000,000 ordinary shares at an issue price of 20 cents each to raise a minimum of \$5,800,000 and a maximum of \$10,000,000.

Basis Of Preparation

The report has been prepared to provide investors with information on historical results and the financial position of RIL, and to provide investors with a pro forma Statement of Financial Position of RIL as at 30 June 2015 adjusted to include funds raised by the Prospectus and the completion of other transactions as referred to in Part 7 of the Prospectus.

This report does not address the rights attaching to the Shares to be issued in accordance with the Prospectus, the risks associated with the investment, nor form the basis of an Expert's opinion with respect to a valuation of the Company or a valuation of the share issue price of 20 cents per share to the public.

Bentleys NSW Audit Pty Limited ('Bentleys') has not been requested to consider the prospectus for RIL nor the merits and risks associated with becoming a shareholder and accordingly, has not done so, nor purports to do so. Bentleys accordingly takes no responsibility for those matters or for any matter or omission in the Prospectus, other than responsibility for this report. Risk factors are set out in Section 10 of the Prospectus.

Background

RIL, a listed public company, has entered into a Share Purchase Agreement to acquire all of the issued capital in Ye Eun Property Development Limited ("Ye Eun") for a consideration of \$167 million which is to be satisfied by the issue of 835 million shares in RIL. Refer to Section 11 of the Prospectus for further details of the nature of these agreements.

Scope of Report

Bentleys has been requested to:

- (a) report whether anything has come to our attention which would cause us to believe that the historical financial information disclosed in the appendices to this report is not fairly presented in accordance with the recognition and measurement requirements (but not the disclosure requirements) of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by RIL; and
- (b) report whether anything has come to our attention which would cause us to believe that the pro forma financial information disclosed in the appendices to this report is not presented fairly in accordance with the basis of preparation and assumptions set out therein and with the recognition and measurement requirements (but not the disclosure requirements) of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by RIL.

RIL has prepared, and is responsible for, the historical and pro forma financial information included in the appendices to this report.

Scope of Review

We have conducted our review of the historical financial information in accordance with Australian Auditing Standard ASAE 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Historical Financial Information included in a Prospectus or other Document". We made such enquiries and performed such procedures as we, in our professional judgement, consider reasonable in the circumstances, including:

- (i) enquiry of directors, management and others;
- (ii) analytical procedures on the historical information;
- (iii) a review of work papers, accounting records and other documents;
- (iv) comparison of consistency in application of the recognition and measurement requirements (but not the disclosure requirements) of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by RIL; and
- (v) review of audited workpapers for the years ended 31 December 2012, 2013 and 2014 and the half year ended 30 June 2015 of Ye Eun.

The review procedures were substantially less in scope than an audit examination conducted in accordance with Australian Auditing Standards.

Having regard to the nature of the review, which provides less assurance than an audit and to the nature of the historical and pro forma financial information, this report does not express an audit opinion on the historical and pro forma financial information included in the appendices to this report.

Opinions

(a) Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention other than what is disclosed in Section 7 of the Prospectus, which causes us to believe that the historical financial information, as set out in Section 7 of the Prospectus is not presented fairly in accordance with the recognition and measurement requirements (but not the disclosure requirements) of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by RIL.

(b) Pro Forma Financial Information

Based on our review, which is not an audit, nothing has come to our attention other than what is disclosed in Section 7 of the Prospectus, which causes us to believe that the pro forma financial information, as set out in Section 7 of the Prospectus is not presented fairly in accordance with the basis of preparation in Section 7 of the Prospectus and assumptions set out therein and with the recognition and measurement requirements (but not the disclosure requirements) of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by RIL.

Subsequent Events

To the best of Bentleys' knowledge and belief, there have been no material items, transactions or events subsequent to 30 June 2015 not otherwise disclosed in this report or Section 7 of the Prospectus that have come to our attention during the course of our review which would cause the information included in this report to be misleading or deceptive.

Independence

Bentleys does not have any interest in the outcome of the listing of the shares, other than in connection with the preparation of this report for which normal professional fees will be received. Bentleys were not involved in the preparation of any part of the Prospectus, and accordingly, make no representations or warranties as to the completeness and accuracy of any information contained in any other part of the Prospectus. Bentleys consents to the inclusion of this report in the Prospectus in the form and content in which it is included. At the date of this report, this consent has not been withdrawn.

Yours faithfully



BENTLEYS NSW AUDIT PTY LIMITED



ROBERT EVETT
Director

9 RISK FACTORS

There are specific risks that relate directly to the Company's business, including its operations upon completion of the Ye Eun Acquisition. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares. The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

9.1 Risks specific to an investment in the Company

9.1.1 Contractual risk—Share Purchase Agreement

Pursuant to the SPA, the key terms of which are summarised in Section 10.1, the Company has agreed to acquire 100% of the issued capital of Ye Eun subject to the fulfilment of certain conditions, including meeting the requirements of Chapters 1 and 2 of the ASX Listing Rules. There is risk that the SPA conditions cannot be fulfilled and, in turn, the Ye Eun Acquisition is not completed. If the Ye Eun Acquisition is not completed, RIL will incur third party costs relating to advisors and other costs, without any material benefit being achieved.

9.1.2 Re-quotations of Shares on ASX

The Ye Eun Acquisition constitutes a 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. Shareholder approval for the change in nature and scale of the Company's activities was obtained at a General Meeting of shareholders on 3 November 2015. The Company's Shares are suspended from Official Quotation on ASX until ASX approves the Company's re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

There is a risk that the Company may not be able to meet the requirements of ASX for re-quotations of its Shares on ASX. Should this occur, the Shares will not be able to be traded on 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.

9.2 Risks specific to an investment in the Company upon Completion of the Ye Eun Acquisition

9.2.1 Competition

Yeaeun may face increasing and intense competition from the existing memorial parks in the region. The entry of new players into the industry is unlikely as government regulations and protests from residents make it difficult for new parks to be approved and commence operating (see Sections 4.4 and 5.11).

The existing parks in the region may cut prices to gain market share; however, given the shortage of available spaces as described in Section 5.11, this is likely to be a short-term risk only as the available sites will be quickly absorbed at other parks.

Other parks may seek to improve the functionality of their services, and/or may offer more innovative services or fee arrangements. Yeaeun's proposed new facilities as described in this Prospectus are expected to ensure that Yeaeun will have the most up-to-date and innovative facilities and services in the region.

9.2.2 Loss of revenue owing to relationships with sources of revenue

As set out in Section 5.10, Yaeun relies on relationships with agents, sale channels and government corporations in all markets in which it operates. It is possible that referrals could be withheld owing to disputes, and the relationship with Yaeun terminated. It is the role of management to ensure that the relationships with agents and networks with community organisations are maintained to reduce the risk of loss of revenue from poor relationships. Yaeun management has currently been able to establish strong relationships with a particular sales agency which has generated sales. That relationship must be maintained to reduce the risk of the withholding of referrals.

9.2.3 Industry risk

There is a risk that regulatory codes and requirements could change, adding complexity and cost to the business. Yaeun might not be able to implement other phases in the development of the Park to comply with new regulations. Non-compliant marketing could cause problems with Ye Eun's future sales and development. Yaeun does not anticipate that any of the codes will change and there has been no announcements by the government regarding change. Management carefully monitors its sales team and ensures that sales and marketing are carried out in a way that complies with all codes and cultural norms.

9.2.4 Reliance on key personnel

Yaeun's business development has depended, and is likely to continue to depend, on the expertise and effectiveness of its senior management and experienced staff. The loss of the services of senior management personnel without suitable replacements or the inability to attract and retain qualified personnel can adversely affect performance. Competition for skilled personnel has been and is expected to continue to be high for the foreseeable future, potentially resulting in higher personnel turnover and higher costs. If Yaeun is not able to attract and retain sufficiently skilled personnel, it may not be able to meet expanding customer demand, which could result in less revenue.

9.2.5 Lack of experience of Directors

The Directors of RIL have collectively broad corporate and business experience as set out in Section 6.1. However, none of the Directors has any relevant experience in the death care and funeral services industry either in Korea or elsewhere. There is a risk that the lack of relevant experience may adversely affect the performance of the Ye Eun business. It is likely that the Directors will need to depend on the expertise and effectiveness of its senior management and experienced staff in determining the strategic direction of the business.

9.2.6 Increased labour costs

Labour costs account for a substantial amount of Yaeun's costs. Increased labour costs will have a material adverse effect on the financial performance of Yaeun. Labour costs have remained constant over the last three years and there is no expectation that labour costs will increase significantly in the future.

9.2.7 Growth risks

Future operating results will depend on the Company's ability to manage its growth including the expansion of its services into new sale channels, development of unused land at the Park, the ability to control costs, implement and improve operational and financial control systems and to hire, expand, train and manage employees. Any unexpected decline in the growth of revenue without a

corresponding decline in the growth of operating costs, or an inability to manage growth effectively, will result in the operating results being adversely affected.

9.2.8 Acquisitions

If Ye Eun undertakes any future acquisitions of assets or businesses, it may face risks in integrating those new assets or businesses. An acquisition may not perform to the level anticipated. A failure to identify and successfully execute suitable acquisitions may have an adverse effect on the financial performance and/or financial position of Ye Eun.

9.2.9 Disruption of business operations

Yeaeun is exposed to a range of operational risks including external services failure, industrial action or disputes, and natural disasters. A disruption to the operations of Yeaeun may have an adverse impact on the financial performance and/or financial position of Yeaeun.

9.2.10 Debt leverage and risk of default

Yeaeun is highly leveraged. Details of a long-term loan are set out in Section 10.5. Yeaeun is trading at a loss and has traded at a loss for the last three years. As a result of those trading conditions, there is a risk that Yeaeun may not generate sufficient cash to be able to service its debt, in which case Yeaeun will be in default of its obligations under the long-term loan.

9.2.11 Inability of Yeaeun to secure funding

Yeaeun might have further capital requirements for future major capital expenditure and acquisitions. There is a risk it may not be able to secure sufficient debt and equity funding on acceptable terms. The existing working capital and the issue proceeds of the Offer may not be sufficient to fully fund the estimated costs of implementing all these plans. Additional debt or equity to fund such expansion plans may be required.

9.2.12 Liquidity and realisation

There is no guarantee that an active market for the Shares will develop once the Shares are requoted on ASX. Following re quotation, the Vendors, Hermes and HBO will together hold up to 78.28% of the Shares (assuming the Maximum Subscription is received). All of those shares will be subject to escrow for between 12 and 24 months. The absence of any sale of Shares by the Vendors, Hermes or HBO during this period may cause, or at least contribute to, limited liquidity in the market for the Shares. This could affect the prevailing market price at which Shareholders are able to sell their Shares. Following release from escrow, Shares held by the Vendors, Hermes and HBO will be able to be freely traded on ASX. A significant sale of Shares by any one of the Vendors, Hermes or HBO, or the perception that such sales have occurred or might occur, could adversely affect the price of Shares.

9.2.13 Foreign currency exchange

The business entity is located in South Korea, and thus the revenues earned will be exposed to currency fluctuation between the Australian dollar and the Korean won.

9.2.14 Future profitability or dividends are not assured

No assurance as to future profitability or dividends can be given as these depend on future earnings and the working capital requirements of the Company. Potential investors should note that there can be no guarantees with respect to the payment of dividends and return of capital.

9.2.15 Control risk

After Completion, the Vendors will hold between 66.80% (if the Minimum Subscription is achieved) and 65.69% (if the Maximum Subscription is achieved) of the issued capital. Because of the retained interest of the Vendors, they have the capacity to influence the election of Directors and the potential to influence the outcome of matters submitted to a vote of Shareholders. The interests of the Vendors may differ from the interests of other Shareholders who purchase Shares under the Offer.

9.3 General risks of an investment in the Company

9.3.1 Economic

The financial performance and value of the Company may be influenced by various economic factors such as inflation, interest rates, domestic and international economic growth, taxation policies, legislative change, political stability, stock market conditions in Australia and elsewhere, changes in investor sentiment towards particular market sectors, exchange rate fluctuations and acts of terrorism.

9.3.2 Unforeseen expenditure risk

Expenditure may need to be incurred that has not been taken into account in the preparation of this document. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

9.3.3 Liquidity and realisation

There is no guarantee that an active market for the Shares will develop once the Shares are re-quoted on ASX. There may also be relatively few potential buyers or sellers of the Shares on ASX or otherwise at any time, which may increase the volatility of the market price of the Shares.

It is important to recognise that Shareholders may receive a market price for their Shares that is less than the price that they paid.

Following release from escrow, Shares held by the Ye Eun Vendors, HBO, Hermes and the Noteholders will be able to be freely traded on ASX. A significant sale of Shares by any one of the Shareholders, or the perception that such sales have occurred or might occur, could adversely affect the price of Shares.

9.3.4 Price of Shares

The price at which Shares are quoted on ASX may increase or decrease owing to a number of factors. These factors may cause the Shares to trade at prices below the Issue Price. There is no assurance that the price of the Shares will increase following the re-quotations on ASX, even if Ye Eun's earnings increase. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

Some of the factors that may affect the price of the Shares include fluctuations in the domestic and international market for listed stocks, general economic conditions, including interest rates, inflation rates, exchange rates, commodity and oil prices, changes to government fiscal, monetary or regulatory policies, legislation or regulation, inclusion in or removal from market indices, the nature of the markets in which Ye Eun operates, and general operational and business risks.

9.3.5 Taxation changes

Changes to the rate of taxes imposed on the Company are likely to affect Shareholder returns. In addition, an interpretation of Australian taxation laws by the Australian Taxation Office that differs from the Company's interpretation may lead to an increase in the Company's taxation liabilities.

9.3.6 Accounting standards

Australian accounting standards are developed and issued by the Australian Accounting Standards Board and are not within the control of the Company or its Directors. Any changes to the accounting standards or to the interpretation of those standards may have an adverse effect on the reported financial performance and position of the Company.

9.3.7 Combination of risks

The Company may not be subject to a single risk. A combination of risks, including any of the risks outlined in this Section, could affect the performance valuation, financial position and prospects of the Company.

9.3.8 Tax audits

From time to time the Company may become subject to income tax audits or similar proceedings with both domestic and foreign tax jurisdictions, and as a result the Company may incur additional costs and expenses, or owe additional taxes, interest and penalties that may negatively impact future operating results.

10 MATERIAL CONTRACTS

Set out below is a brief summary of the material contracts or arrangements that have been entered into by RIL, Ye Eun and Yea Eun. These are important contracts for the Company and have been identified as relevant to potential investors in the Company.

10.1 Share Purchase Agreement in relation to the proposed Acquisition of Ye Eun

Parties: RIL and the Ye Eun Vendors

Date: 10 September 2015

Share Purchase Agreement between RIL and the Ye Eun Vendors. The transaction involves the following:

- (a) The acquisition of 100% of the issued shares in Ye Eun for \$167 million through the issue of 835 million fully paid ordinary shares to the shareholders of Ye Eun;
- (b) RIL to issue 160 million Shares to Hermes and HBO, at Completion; and
- (c) The number of Consideration Shares to be issued to each Vendor at Completion is set out in the table below:

Name	Number of Consideration Shares to be issued
Shin Jin Dae	250,000,000
Jian Ru	195,000,000
SHS International Global Limited	195,000,000
Tae Hyun	100,000,000
Wise Hand Solution Pte Limited	95,000,000
Total	835,000,000

Completion of the SPA is conditional upon certain conditions precedent being satisfied, including but not limited to:

- (a) RIL obtaining all necessary Shareholder approvals and satisfying all requirements, under the Corporations Act and the ASX Listing Rules for the transactions contemplated by the SPA and the Prospectus (all Shareholder approvals were obtained at the General Meeting of shareholders held on 3 November 2015);
- (b) RIL successfully implementing a capital raising of a minimum of \$5,000,000 (before costs) through the issue of 25,000,000 Shares at \$0.20 per Share; and
- (c) RIL applying for Official Quotation of the Consideration Shares, the Conversion Shares, the Hermes Shares and the HBO Shares.

There are various other provisions in the SPA including warranties and indemnities that are standard for transactions of this nature.

10.2 Corporate Advisory Agreement with Hermes

Date: 1 April 2015

Ye Eun engaged Hermes Capital Limited as financial advisor. The terms required Hermes to:

- (a) review current financing needs and develop a strategic plan in order to meet those needs;
- (b) review potential merger and acquisition opportunities and advise the Company on any transaction;
- (c) assist in private placement to finance the transaction;
- (d) identify and engage appropriate investment banking, brokerage, legal and accounting relationships necessary for the transaction;
- (e) work with the auditor in order to ensure compliance with International GAAP accounting standards;
- (f) assist in preparing for the required transaction documents;
- (g) assist in compliance with ASX Listing Rules; and
- (h) assist in the closing of the merger in both private placement and an alternative public offering.

The fee payable to Hermes for its services under the agreement is a cash payment of \$500,000 plus Ye Eun is to procure that RIL issue Hermes with 100 million Shares to be issued at \$0.005 each. The cash payment and the issue of the shares are conditional on Completion occurring.

10.3 Corporate Advisory Agreement with HBO

Date: 15 May 2015

Ye Eun engaged HBO International Global Limited as corporate advisor. Under the agreement, HBO was required to:

- (a) review current financing needs and develop a strategic plan in order to meet those needs;
- (b) review potential merger and acquisition opportunities and advise the Company on any transaction;
- (c) assist in private placement to finance the transaction;
- (d) identify and engage appropriate investment banking, brokerage, legal and accounting relationships necessary for the transaction;
- (e) work with the auditor in order to ensure compliance with International GAAP accounting standards;
- (f) assist in preparing for the required transaction documents;
- (g) assist in compliance with ASX Listing Rules; and
- (h) assist in the closing of the merger in both private placement and an alternative public offering.

The fee payable to HBO for its services under the agreement is that Ye Eun is to procure that RIL issue Hermes with 100 million Shares to be issued at \$0.005 each. The issue of the shares is conditional on Completion occurring.

10.4 Convertible Note Agreements

Parties: RIL and Noteholders

On 11 September 2015, RIL raised \$550,000 in cash upon the issue of 110,000,000 Convertible Notes (**Notes**) to the Noteholders on the following terms:

- (a) The conversion price is \$0.005 per share. The maximum number of Shares that may be issued on conversion is 110,000,000.
- (b) The Notes will convert to 110,000,000 Shares upon ASX re-admitting the shares of RIL to the official list of ASX in accordance with the prospectus.
- (c) Upon conversion of the Notes to Shares, the Company will issue Options to HBO to subscribe for up to 220,000,000 Shares on or before the fourth anniversary of the Conversion Date on payment of \$0.10 per share.
- (d) The funds raised have or will be used for working capital requirements including the cost of preparation of the Notice of Meeting, the preparation of this Prospectus (including travel expenses and professional fees) and ASX listing fees payable on submission of the Company's application for relisting.

The Shares will be issued to the following Noteholders:

Noteholder	Number
Seah Holdings Pte Ltd	55,000,000
Good Triumph International Limited	30,833,000
Profit River International Limited	7,500,000
ICP Inc	6,667,000
Ikegami Hiroshi	2,700,000
Chang Chia Howe	1,600,000
Jack Tang	1,000,000
Nirvana (2015) Consultancy & Services Pte Ltd	1,000,000
Jerrica Lee	1,000,000
Bernard Yaw	1,000,000
Mustafa Dharmawa	800,000
Brian Sutanto	400,000
Victor Lee	250,000
Zheng Yuyu	250,000
Total	110,000,000

10.5 Loan Agreement

Parties: Yeaen and Noteholders

On 11 December 2007, Yeaen entered into a syndicated loan facility with the following a group of South Korean financial institutions:

- (a) Korea Securities Finance Corp (lead institution);
- (b) SK Securities Co., Ltd; and
- (c) The following nine branches of the Korean Federation of Community Credit Cooperatives: Chungnak-dong, Choryang-2dong, Sujeong-4dong, Seo-3dong, Sujeong-5dong, Yeonji-dong, Seonghak/Hakjang, Paebum-dong and Jaesong-dong.

The facility had an initial maturity date of 11 June 2009. The maturity date is automatically extended annually for a further year unless repayment is requested. The interest rate is 13.3%pa, accrues annually and is payable upon repayment of the loan. The loan is guaranteed by Mr Shin Jin Dae, a Vendor and CEO of Yeaen. There are no specific default provisions or covenants.

11 ADDITIONAL INFORMATION

11.1 Company information

RIL's assets comprise a number of residual assets from its businesses, which it no longer carries on. None of these investments currently produces income for the Company and the Board considers they are unlikely to create Shareholder value in the foreseeable future (refer to Section 5.1 for further information).

11.2 Constitution and rights and liabilities attaching to Shares

The Shares to be issued under this Prospectus will rank equally with the existing fully paid ordinary shares in the Company.

The following is a summary of the more significant rights attaching to Shares. 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.

11.2.1 Ranking of Shares

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

11.2.2 Voting rights

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

11.2.3 Dividend rights

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

11.2.4 Variation of rights

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

11.2.5 Transfer of shares

Subject to the Constitution, the Corporations Act, the ASX Listing Rules and other relevant laws, the Shares are freely transferable.

11.2.6 General meetings

Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act and any other laws.

11.2.7 Rights on winding up

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company:

- divide among the Shareholders the whole or any part of the Company's property; and
- decide how the division is to be carried out between the Shareholders.

Subject to any special rights (at present there are none), any surplus assets (following full satisfaction of all creditors' debts) on a winding up are to be distributed to Shareholders in proportion to the number of Shares held by them irrespective of the amounts paid or credited as paid.

11.3 Terms attaching to Offer Options

The terms of the Offer Options are as follows:

- Each Offer Option entitles its holder to subscribe in cash for one fully paid ordinary share in the Company at an exercise price of \$0.30 per share.
- Each Offer Option is exercisable at any time prior to the third anniversary of their issue (**Expiry Date**). Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- The Company will not apply for official quotation by ASX of the Options.
- Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- Shares issued upon the exercise of the Options will rank pari passu with the Company's existing Shares.
- The Company will apply for official quotation by ASX of the Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX.
- The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- There are no participation rights or entitlements inherent in the Offer Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the life of the Offer Options.
- In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Offer Options or the rights attaching to the Offer Options or both will be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

11.4 Terms attaching to HBO Options

The terms of the HBO Options are as follows:

- the HBO Options will be issued to HBO at the time the Noteholder Shares are issued; and
- the Options permit HBO to subscribe for up to 220,000,000 Shares on or before the fourth anniversary of the Completion Date on payment to WSE of \$0.20 per share.
- The Company will not apply for official quotation by ASX of the HBO Options.
- Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each HBO Option is freely transferable.

- (e) Shares issued upon the exercise of the HBO Options will rank pari passu with the Company's existing Shares.
- (f) The Company will apply for official quotation by ASX of the Shares issued upon exercise of HBO Options, subject to any restriction obligations imposed by ASX.
- (g) The HBO Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant HBO Options.
- (h) There are no participation rights or entitlements inherent in the HBO Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the life of the HBO Options.
- (i) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of HBO Options or the rights attaching to the HBO Options or both will be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (j) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

11.5 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in Section 111AC of the Corporations Act) and, as such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

11.6 Interests of Directors and Proposed Directors

Other than as set out below or elsewhere in this Prospectus, no Director or Proposed Director has, or has had within two years preceding lodgement of this Prospectus with ASIC:

- (a) any interest in the formation or promotion of the Company, or in any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Offers; and
- (b) no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director or Proposed Director, either to induce him or her to become, or to Qualify them as a Director, or otherwise, for services rendered by him or her in connection with the formation or promotion of the Company or the Offers.

11.6.1 Shareholding Qualifications

Directors are not required to hold any Shares under the Constitution.

11.6.2 Directors' interests

As at the date of this Prospectus, none of the Directors (nor their associates) holds any Shares in the Company.

11.6.3 Directors' remuneration

The Constitution provides that the Directors are entitled to such remuneration for their services as Directors from the Company as the Directors decide, but the total amount provided to all Directors must not exceed in aggregate the amount fixed by the Company in a general meeting or, prior to an amount being fixed in general meeting, an amount determined by the Directors. The current aggregate

remuneration for all Directors (as set by the Company in general meeting) will be not more than \$250,000 per annum (allowing for the appointment of future Directors) to be apportioned among the Directors in such a manner as they determine.

The remuneration of Mr Riz Alikhan is currently \$100,000 plus GST each per annum.

The remuneration of Mr Rehan Alikhan is currently \$20,000 plus GST each per annum.

The remuneration of Mr Poay Meng Tan is currently \$20,000 plus GST each per annum.

The Board intends to review and consider the ongoing remuneration of Directors after the completion of the Ye Eun Acquisition in accordance with the Company's Corporate Governance policies and market practices.

11.7 Interests and fees of professionals

Bentleys NSW Audit Pty Limited has acted as Investigating Accountant and has prepared the Investigating Accountant's Report that is included in Section 8 of this Prospectus. In accordance with their terms of engagement, the Company estimates it will pay Bentleys NSW Audit Pty Limited a total of \$20,000 (excluding GST) for these services and participation as a member of the due diligence committee. During the 24 months preceding lodgement of this Prospectus with ASIC, Bentleys NSW Audit Pty Limited has not received any fees from the Company for any other services.

BTC Lawyers has acted as solicitor to the Company in relation to this Prospectus. The Company estimates it will pay \$30,000 (excluding GST) for these services up to the date of lodgement of this Prospectus with ASIC. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with ASIC, BTC Lawyers has received fees of \$30,000 plus GST from the Company for legal services.

11.8 Related party transactions and possible post-Completion transactions

At the date of this Prospectus, no material transactions with related parties, or Directors' interests or third parties exist or are contemplated, of which the Directors are aware.

11.9 Expenses of the Offers

It is estimated that approximately \$1,900,326 (based on the Minimum Subscription to raise \$5,800,000 before costs) and approximately \$2,154,006 (based on the Maximum Subscription to raise \$10,000,000 before costs) in expenses will be incurred or payable by the Company in respect of legal, accounting and independent experts' fees, commissions, printing, ASIC and ASX fees, and other miscellaneous costs in connection with the Transaction. The total estimated costs are set out in the table below:

	Minimum Subscription under the Offer of \$5.8 million	Maximum Subscription under the Offer of \$10 million
	(\$)	(\$)
Cash fees		
Broker/manager commissions/management fees	848,000	1,100,000
Investigating Accountant fees	20,000	20,000
Legal fees	30,000	30,000
Printing and distribution	5,000	5,000
ASIC fees	2,320	2,320
ASX fees	195,006	196,686
Total cash fees	1,100,326	1,354,006
Non-cash fees	800,000	800,000
Total fees	1,900,326	2,154,006

11.10 Consents

Each of the following parties has given and has not, before the issue of this Prospectus, withdrawn its written consent to being named in the Prospectus and to the inclusion, in the form and context in which it is included, of any information described below as being included with its consent.

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror), the Directors of the Company, persons named in the Prospectus with their consent as proposed directors of the Company, any underwriters, persons named in the Prospectus with their consent as having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading or deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the content of the Prospectus, other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

In light of this, only to the maximum extent permitted by law, each of the parties referred to below expressly disclaims and takes no responsibility for any part of this Prospectus other than the reference to its name and any statement or report included in this Prospectus.

Bentleys NSW Audit Pty Limited has given its written consent to being named as Investigating Accountant in this Prospectus and to the inclusion of the Investigating Accountant's Report in Section 8 of this Prospectus in the form and context in which the information and report is included. Bentleys NSW Audit Pty Limited has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

BTC Lawyers has given its written consent to being named as the solicitor to the Company in this Prospectus and has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Security Transfer Registrars Pty Limited has given its written consent to being named as the share registry to the Company in this Prospectus and has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Each of the Directors has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, their written consent to be named in this Prospectus in the form and context in which they are named and to the inclusion of the statements made by them in this Prospectus.

11.11 Disputes and litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

11.12 Taxation

The acquisition and disposal of Shares in the Company will have tax consequences, which will differ depending on the individual circumstances of each investor. All potential investors in the Company are urged to obtain independent professional financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally. It is the sole responsibility of potential Applicants to inform themselves of their taxation position resulting from participation in the Offer.

The Directors do not consider that it is appropriate to give potential Applicants advice regarding taxation matters and consequences of applying for Shares under this Prospectus, as it is not possible to provide a comprehensive summary of all the possible taxation positions of potential Applicants.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to any taxation consequences to investors of subscribing for Shares under this Prospectus.

11.13 Electronic Prospectus

Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

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 it will send to you free of charge 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 riddockint.com/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 the complete and unaltered version of this Prospectus.

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. In such a case, the application monies received will be dealt with in accordance with Section 722 of the Corporations Act.

11.14 Documents available for inspection

The following documents are available for inspection during normal business hours at the registered office of the Company:

- this Prospectus;
- the Constitution; and
- the consents referred to in Section 11.10 of this Prospectus.

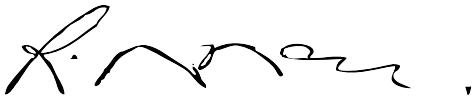
12 DIRECTORS' AUTHORISATION

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

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

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

Signed for and on behalf of the Company,



Riz Alikhan
Chairman
15 January 2016

13 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

A\$ or **\$** means an Australian dollar.

Applicant means a person who submits an Application Form.

Application Form means the application form that accompanies this Prospectus (and includes a copy of the application form printed from the website at which the Electronic Prospectus is located) relating to the Offer or the Ye Eun Offer.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the financial market operated by it known as Australian Securities Exchange (as the context requires).

ASX Listing Rules or **Listing Rules** means the official listing rules of ASX.

ASX Restricted Securities means any securities that are classified by ASX as Restricted Securities under the ASX Listing Rules.

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

Business Day means a day on which ASX is open for trading.

CHESS means Clearing House Electronic Subregister System, which is operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX.

Closing Date means the closing date of the Offer as set out in the indicative timetable in Section 3.4 (subject to the Company reserving the right to extend the Closing Date or close the Offer early).

Company means Riddock International Limited (ACN 007 670 386).

Completion means the completion of the purchase of all the sale shares by the Company in accordance with the SPA.

Consideration Shares means the 835 million Shares issued or to be issued at \$0.20 per Share to the Ye Eun Vendors on Completion, as set out in the table in Section 10.1 in consideration for the Company's purchase of all the Sale Shares.

Constitution means the constitution of the Company.

Convertible Notes means the securities described in Section 10.4.

Conversion Shares means the 110 million Shares issued on conversion of the Convertible Notes.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company at the date of this Prospectus.

Electronic Prospectus means the electronic copy of this Prospectus located at the website riddockint.com/prospectus.

HBO means HBO International Global Limited.

HBO Shares means the Shares issued or to be issued at \$0.005 per Share to HBO on Completion in consideration or part consideration for the fees payable by Ye Eun for the services of HBO outlined in Section 10.3.

Hermes means Hermes Capital Limited.

Hermes Shares means the Shares issued or to be issued at \$0.005 per Share to Hermes on Completion in consideration or part consideration for the fees payable by Ye Eun for the services of Hermes outlined in Section 10.2.

Issue Price means \$0.20 (20 cents).

Lodgement Date means the date this Prospectus was lodged with ASIC as set out in Section 3.4.

Material Contracts means the material contracts to which the Company or the Ye Eun Group is a party that may be material in terms of the Offers for the operation of the business of the Company or otherwise may be relevant to a potential investor in the Company, and which are summarised in Section 10.

Maximum Subscription means the maximum subscription under the Offer being 50,000,000 Shares to raise \$10,000,000.

Minimum Subscription means the minimum subscription under the Offer being 29,000,000 Shares to raise \$5,800,000.

Noteholders means the investors listed in Section 10.4 who subscribed for the Convertible Notes on 11 September 2015.

Offer means the offer of 29,000,000 Shares together with the capacity to accept oversubscriptions of a further 21,000,000 Shares under this Prospectus.

Offers means the Offer and the Ye Eun Offer.

Offer Shares means the Shares offered under the Offer.

Official List means the Official List of ASX.

Official Quotation means Quotation of the Shares on the Official List in accordance with the ASX Listing Rules.

Opening Date means the opening date of the Offer as set out in the indicative timetable in Section 3.4.

Park means the Yea Eun Memorial Park, a columbarium and memorial park in South Korea.

Prospectus means this replacement prospectus.

RIL means the Company.

Sale Share means a fully paid ordinary share in the capital of the Ye Eun Group companies.

Section means a section of this Prospectus.

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 Shares.

SPA means the share purchase agreement between the Company and the Ye Eun Vendors dated 10 September 2015 to acquire all of the issued share capital of Ye Eun.

Transaction means the sale of all the issued shares in Ye Eun to the Company, the issue and allotment of the Consideration Shares, the Conversion Shares, the Offer Shares, the Hermes Shares and the HBO Shares and related matters.

Ye Eun means Ye Eun Property Development Limited.

Ye Eun Acquisition means completion of the SPA in order to affect the acquisition of Ye Eun by the Company.

Ye Eun Group means collectively Ye Eun and Yeaen Memorial Park.

Ye Eun Offer means the offer set out in Section 3.2.

Ye Eun Vendors or **Vendors** means the holders of shares in Ye Eun, as set out in Section 10.1.

Yeaen means Yeaen Memorial Park, South Korea.

CORPORATE DIRECTORY

Directors

Rizwan Alikhan (Non-Executive Chairman)
Rehan Alikhan (Non-Executive Director)
Poay Meng Tan (Non-Executive Director)

Company Secretary

Graeme Hogan (Company Secretary)

Registered Office

Suite 6.08
55 Miller Street
Pyrmont NSW 2009
Australia

Telephone: 02 9571 8300

Facsimile: 02 9571 8200

Website: riddockint.com

ASX Code

RIL

Solicitor to the Offers

BTC Lawyers
Suite 904, 37 Bligh Street
SYDNEY NSW 2000

Telephone: 02 9233 3308

Facsimile: 02 9233 3307

Investigating Accountant

Bentleys NSW Audit Pty Limited
Level 10
10 Spring Street
SYDNEY NSW 2000

Telephone: 02 9220 0700

Auditors*

Walker Wayland
60 Castlereagh Street
SYDNEY NSW 2000

Telephone: 02 9951 5400

Share Registry*

Security Transfer Registrars Pty Limited
770 Canning Highway
APPLECROSS WA 6153

Telephone: 08 9315 2333

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

APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

All Correspondence to:

Security Transfer Registrars Pty Ltd
PO BOX 535, APPLECROSS WA 6953
770 Canning Highway, APPLECROSS WA 6153
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

RIDDOCK INTERNATIONAL LIMITED

(Formerly Welcome Stranger Mining Limited)

ACN: 007 670 683

BROKER STAMP

Broker Code

Advisor Code

PLEASE READ CAREFULLY ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM

This application relates to the offer of Fully Paid Ordinary Shares at the price of \$0.20 per Share.

I / We apply for:

, , shares at AUD\$0.20 per share A \$, , .

Full Name of Applicant / Company

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Joint Applicant #2

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Joint Applicant #3

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Account Designation (for example: THE SMITH SUPERFUND A/C)

< >

Postal Address

Unit Street Number Street Name or PO BOX

Suburb / Town / City

State

Postcode

Country Name (if not Australia)

CHESS HIN (where applicable)

X

If an incorrect CHESS HIN has been provided (for example, an incorrect number as registration details do not match those registered) any securities issued will be held on the Issuer Sponsored subregister.

Tax File Number / Australian Business Number

Tax File Number of Security Holder #2 (Joint Holdings Only)

()

Email Address

@

Declaration and Statements:

- (1) I/We declare that all details and statements made by me/us are complete and accurate.
- (2) I/We agree to be bound by the Terms & Conditions set out in the Prospectus and by the Constitution of the Company.
- (3) I/We authorise the Company to complete and execute any documentation necessary to effect the issue of Securities to me/us.
- (4) I/We have received personally a copy of the Prospectus accompanied by or attached to this Application form, or a copy of the Application Form or a direct derivative of the Application Form before applying for the Securities.
- (5) I/We acknowledge that the Company will send me/us a paper copy of the Prospectus and any Supplementary Prospectus (if applicable) free of charge if I/we request so during the currency of the Prospectus.
- (6) I/We acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for Securities in the Company and that no notice of acceptance of the application will be provided.

APPLICATION FORMS

Please complete all parts of the Application Form using BLOCK LETTERS. Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected. Current CHES participants should complete their name and address in the same format as they are presently registered in the CHES system.

Insert the number of Shares you wish to apply for. The application must be for a minimum of 10,000 Shares and thereafter in multiples of 5,000 Shares. The applicant(s) agree(s) upon and subject to the terms of the Prospectus to take any number of Shares equal to or less than the number of Shares indicated on the Application Form that may be allotted to the applicants pursuant to the Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the application will be provided by the Company prior to the allotment of Shares. Applicants agree to be bound upon acceptance by the Company of the application.

Please provide us with a telephone contact number (including the person responsible in the case of an application by a company) so that we can contact you promptly if there is a query in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your application as valid, and how to construe, amend or complete it shall be final.

PAYMENT

All cheques should be made payable to **RIDDOCK INTERNATIONAL LIMITED** and drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable". Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured. Do not forward cash as receipts will not be issued.

LOGGING OF APPLICATIONS

Completed Application Forms and cheques must be:

Posted to:

RIDDOCK INTERNATIONAL LIMITED
C/- Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953

OR

Delivered to:

RIDDOCK INTERNATIONAL LIMITED
C/- Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153

Applications must be received by no later than 5pm AEDT on the Closing Date 29 January 2016 which may be changed immediately after the Opening Date at any time and at the discretion of the Company.

CHES HIN/BROKER SPONSORED APPLICANTS

The Company intends to become an Issuer Sponsored participant in the ASX CHES System. This enables a holder to receive a statement of holding rather than a certificate. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold shares allotted to you under this Application on the CHES subregister, enter your CHES HIN. Otherwise, leave this box blank and your Shares will automatically be Issuer Sponsored on allotment.

CORRECT FORM OF REGISTRABLE TITLE

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

TYPE OF INVESTOR

Individual

Use given names in full, not initials.

Company

Use the company's full title, not abbreviations.

Joint Holdings

Use full and complete names.

Trusts

Use trustee(s) personal name(s). Do not use the name of the trust.

Deceased Estates

Use the executor(s) personal name(s).

Minor (a person under the age of 18)

Use the name of a responsible adult with an appropriate designation.

Partnerships

Use the partners' personal names. Do not use the name of the partnership.

Superannuation Funds

Use the name of the trustee(s) of the super fund.

CORRECT

Mr John Alfred Smith

ABC Pty Ltd

Mr Peter Robert Williams &
Ms Louise Susan Williams

Mrs Susan Jane Smith
<Sue Smith Family A/C>

Ms Jane Mary Smith &
Mr Frank William Smith
<Estate John Smith A/C>

Mr John Alfred Smith
<Peter Smith A/C>

Mr John Robert Smith &
Mr Michael John Smith
<John Smith and Son A/C>

Jane Smith Pty Ltd
<JSuper Fund A/C>

INCORRECT

J A Smith

ABC P/L or ABC Co

Peter Robert &
Louise S Williams

Sue Smith Family Trust

Estate of Late John Smith
or
John Smith Deceased

Master Peter Smith

John Smith and Son

Jane Smith Pty Ltd Superannuation Fund

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.