

**STAR STRIKER LIMITED
(TO BE RENAMED 'INTIGER GROUP LIMITED')
ACN 098 238 585**

PROSPECTUS

For an offer of up to 174,030,549 Shares at \$0.02 per Share to raise up to \$3,480,610.98 (**Public Offer**).

The Prospectus also contains the following additional offers of Securities:

- (a) an offer of 500,000,000 Performance Shares (being 250,000,000 Class A Performance Shares and 250,000,000 Class B Performance Shares) to the Intiger Shareholders (**Intiger Offer**); and
- (b) an offer of up to 50,000,000 Options to Merchant Capital Markets Pty Ltd (or its nominees) (**Options Offer**).

The Offers are conditional on the events described in Section 2.7.

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.

IMPORTANT INFORMATION

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay. **The Securities offered by this Prospectus should be considered highly speculative.**

Lead Manager to the Public Offer



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INDICATIVE TIMETABLE¹

| Event | Date |
|---|---------------------------------|
| Lodgement of Prospectus with the ASIC | 2 June 2016 |
| Opening Date of Public Offer and Options Offer | 2 June 2016 |
| Opening Date of Intiger Offer | 9 June 2016 |
| General Meeting of Shareholders | 10 June 2016 |
| Closing Date of Offers | 1 July 2016 |
| Settlement of the Acquisition ² Issue of Consideration Shares | 8 July 2016 |
| Issue of Securities under the Offers | 8 July 2016 |
| Despatch of holding statements | 13 July 2016 |
| Expected date for reinstatement to quotation on ASX | Week commencing 25 July 2016 |

- The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Dates or close the Offers early without notice. The Company also reserves the right not to proceed with the Offers at any time before the issue of Shares to applicants.*
- The above stated date for Settlement of the Acquisition is only a good faith estimate by the Directors and may be extended.*

1. CORPORATE DIRECTORY

Directors

Mathew Walker
Chairman

Sonu Cheema¹
Non-Executive Director

Loren Jones¹
Non-Executive Director

Registered Office

Suite 9
330 Churchill Avenue
Subiaco WA 6008

Telephone: + 61 8 6489 1600
Facsimile: +61 8 6489 1601
Email: reception@cicerocorporate.com.au
Website: www.starstriker.com.au

Proposed Directors

Mark Rantall²
Proposed Chairman

Mark Fisher²
Proposed Executive Director

Patrick Canion²
Proposed Non-Executive Director

ASX Code

Current: SRT

Proposed: IAM

Company Secretary

Sonu Cheema

Solicitors

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

Investigating Accountant

HLB Mann Judd Corporate Finance
Pty Ltd
Level 9
575 Bourke Street
Melbourne VIC 3000

Share Registry³

Security Transfer Registrars Pty Ltd
Suite 1
770 Canning Highway
Applecross WA 6153
Telephone: +61 8 9315 2333
Facsimile: +61 8 9315 2233

Auditor³

HLB Mann Judd (Vic Partnership)
Level 9
575 Bourke Street
Melbourne VIC 3000

Lead Manager

Cicero Advisory Services Pty Ltd
Suite 9
330 Churchill Avenue
Subiaco WA 6008

Corporate Authorised Representative No.
449190 of ACNS Capital Markets Pty Ltd T/A
Alto Capital (AFSL: 279099)

¹ To resign on Settlement of the Acquisition.

² To be appointed, subject to Shareholder approval at the General Meeting, with effect from Settlement of the Acquisition.

³ These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.

2. IMPORTANT NOTICE

This Prospectus is dated 2 June 2016 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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

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. Failure to comply with these restrictions may violate securities laws. 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.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Securities or the Offers or to otherwise permit a public offering of the Securities in any jurisdiction outside Australia.

It is important that you read this Prospectus in its entirety and seek professional advice where necessary. The Securities the subject of this Prospectus should be considered highly speculative.

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

At the General Meeting to be held on 10 June 2016, the Company will seek Shareholder approval for a change in nature and scale of its activities.

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

The Company's Securities will be suspended from trading on ASX from the date of the General Meeting and will not be reinstated until ASX approves 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 meet the requirements of ASX for re-admission to the Official List. In the event the Conditions are not satisfied or the Company does not receive conditional approval for re-admission to the Official List then the Company will not proceed with the Offers and will repay all application monies received.

2.2 Investment Advice

This Prospectus does not provide investment advice and has been prepared without taking account of your financial objectives, financial situation or

particular needs (including financial or taxation issues). You should seek professional investment advice before subscribing for Securities under this Prospectus.

2.3 Risks

You should read this document in its entirety and, if in any doubt, consult your professional advisers before deciding whether to apply for Securities. There are risks associated with an investment in the Company. The Securities offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Securities. Refer to Section 5E of the Investment Overview in Section 4 and Section 7 of this Prospectus for details relating to some of the key risk factors that should be considered by prospective investors. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

2.4 Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.starstriker.com.au. 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. If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, 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 www.starstriker.com.au.

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.

2.5 Website

No document or information included on our website is incorporated by reference into this Prospectus.

2.6 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 Company, the Directors and our management.

We cannot and do 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.

We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this prospectus, except where required by law.

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 7 of this Prospectus.

2.7 Conditional Offers

The Offers are conditional on:

- (a) raising the Minimum Subscription under the Public Offer;
- (b) the Agreement becoming unconditional (excluding the condition relating to the Public Offer);
- (c) Shareholders approving the Essential Resolutions required to implement the Acquisition and the Offers; and
- (d) the Company receiving conditional approval for re-quotation of the Shares on the ASX on terms reasonably acceptable to the Company.

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

In the event that those events do not occur, the Offers will not proceed and no Securities will be issued pursuant to this Prospectus. If this occurs, Applicants will be refunded their application monies (without interest) and in accordance with the Corporations Act.

2.8 Exposure Period – Performance Shares

The Performance Shares to be issued under the Intiger Offer are subject to an Exposure Period. This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to raising funds. You should be aware that this examination may result in the identification of deficiencies in this Prospectus and, in those circumstances, any application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act.

The Company is prohibited from processing applications under the Intiger Offer during the Exposure Period. ASIC may extend the Exposure Period by up a further seven days from this date.

Applications under the Intiger Offer received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be

conferred on applications lodged under the Intiger Offer prior to the expiry of the Exposure Period.

2.9 Photographs and Diagrams

Photographs used in this Prospectus that do not have descriptions are for illustration only and should not be interpreted to mean that any person endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

2.10 Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept an Offer please call the Company Secretary on +61 8 6489 1600.

3. DIRECTOR'S LETTER

Dear Investor,

On behalf of the Directors of Star Striker Limited (to be renamed 'Intiger Group Limited') (**Company**), I am pleased to present you with this opportunity to become a Shareholder of the Company.

The Company was incorporated on 24 September 2001 and was admitted to the Official List of the ASX on 18 December 2001. Since February 2010 the Company has focused on exploration activities. During the December 2015 quarter the Company applied to have all tenement applications and the granted tenements in which the Company has an interest be withdrawn or relinquished.

After investigating and evaluating investment opportunities across various sectors, the Company is proposing to change its activities from an exploration company to a financial services technology company via the acquisition of a 100% interest in each member of the Intiger Group (**Acquisition**).

The Intiger Group has developed financial planning digitisation and automation software in conjunction with an offshore processing platform dedicated to reducing the back office and operational costs within the Australian financial planning industry. The Intiger Group's focus is within the Australian financial planning sector.

Under this Prospectus, the Company is seeking to raise up to \$3,480,610.98 (before costs) via the issue of up to 174,030,549 Shares at an issue price of \$0.02 per Share (**Public Offer**). The funds raised from the Public Offer, together with the Company's and the Intiger Group's existing cash reserves, will primarily be applied towards software development (including 'LILLY' and 'KLIP'), expansion of offshore back office resources and sales and marketing. The Offers under this Prospectus are subject to various conditions which are summarised in Section 2.7.

This Prospectus is issued for the purpose of re-complying with the admission requirements under Chapters 1 and 2 of the ASX Listing Rules required due to the Acquisition comprising a change to the nature and scale of the Company's activities. This Prospectus contains detailed information about the Company, the Intiger Group, the Offers, the Acquisition and associated transactions, as well as the risks of investing in the Company, and I encourage you to read it carefully.

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

Yours faithfully

Mathew Walker
Chairman

4. INVESTMENT OVERVIEW

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

| Item | Summary | Further information |
|---------------------------------------|---|---------------------|
| A. Company | | |
| Who is the issuer of this Prospectus? | Star Striker Limited (ACN 098 238 585) (ASX: SRT) (Company or Star Striker). | Section 4.1 |
| Who is Star Striker? | <p>The Company is an Australian company, incorporated on 24 September 2001 and listed on the ASX on 14 December 2001.</p> <p>Since February 2010 the Company has focused on exploration activities. During the December 2015 quarter the Company applied to have all tenement applications and the granted tenements in which the Company had an interest withdrawn or relinquished.</p> <p>Recently, the Company has been evaluating new acquisition opportunities, both in Australia and overseas, which have the potential to add Shareholder value.</p> | Section 4.1 |
| B. The Acquisition | | |
| Who is the Intiger Group? | <p>The Intiger Group was founded in 2013 by experienced investment banking and financial services executive Mark Fisher. The Intiger Group has developed financial planning digitisation and automation software in conjunction with an offshore processing platform dedicated to reducing the back office and operational costs within the Australian financial planning industry.</p> <p>Working with Australian financial planning licensees and their practices, the Intiger Group has developed and launched proprietary software platform 'LiLLY', which has been designed to digitise and automate core components of the financial planning process including the production of automated statements of advice.</p> <p>In conjunction with 'LiLLY', the Intiger Group has presented the online practice management system 'KLIP' which tracks key</p> | Sections 4.2 and 6 |

| Item | Summary | Further information |
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| | <p>performance indicators of a financial planning practice and delivers oversight and control to both licensees and financial planning practices nationally.</p> <p>In addition, the Intiger Group is a provider of offshore processing solutions built for the financial planning sector. The offshore processing solution comprises the delivery of financial planning back office and administrative processing services for various documents including Statements of Advice. No financial advice is provided and no financial services licence is required for these activities.</p> | |
| What is the Acquisition? | <p>On 21 January 2016, the Company announced that it had entered a conditional binding terms sheet to acquire a 100% interest in the Intiger Group, which consists of a number of closely affiliated companies together operating an Australian software development house and offshore processing system dedicated to reducing the back office and operational costs within the Australian financial planning industry, more fully described below.</p> | Section 4.1 |
| What are the key terms of the Acquisition? | <p>The material terms of the acquisition of the Intiger Group are as follows:</p> <p>(a) (Conditions Precedent) the conditions precedent remaining which must be satisfied (or waived) prior to Settlement:</p> <ul style="list-style-type: none"> (i) the Company completing a capital raising of between \$2,480,610.98 and \$3,480,610.98; and (ii) the Company obtaining all necessary Shareholder, third party and regulatory approvals and consents to allow the Company to lawfully complete the matters set out in the Agreement, <p>on or before 31 July 2016 (or earlier date if stated);</p> <p>(b) (Consideration): the consideration payable by the Company is a deposit of \$50,000 and the issue of 500,000,000 Performance Shares;</p> <p>(c) (Loan): the Company has agreed to provide an unsecured interest free loan</p> | Section 12.1 |

| Item | Summary | Further information |
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| | <p>facility of up to \$500,000 to the Intiger Group which may be drawn down by up to \$100,000 per calendar month from the date of execution of the Agreement. The loan is fully repayable within 60 days in the event of termination of the Agreement subject to the Intiger Group having financial capacity and otherwise at such later date the Intiger Group has financial capacity. As at the date of this Prospectus, \$300,000 has been drawn down; and</p> <p>(d) (Executive Services Agreement): the Company is required to enter into an employment agreement with Mr Fisher for remuneration of \$250,000 per annum for three years.</p> | |
| <p>What approvals are being sought at the General Meeting?</p> | <p>At the General Meeting to be held on 10 June 2016, the Company will seek Shareholder approval for, amongst other things, the following resolutions:</p> <p>(a) the significant change of the nature and scale of the Company's activities;</p> <p>(b) the issue of a new class of shares in the Company, being the Performance Shares;</p> <p>(c) the issue of the Consideration Shares to the Intiger Shareholders (or their nominees) pro-rata to their respective holdings of Shares in the Intiger Group;</p> <p>(d) the issue of not less than 124,030,549 Shares and up to a maximum of 174,030,549 Shares pursuant to the Public Offer;</p> <p>(e) the appointment of Mark Fisher and Patrick Canion as directors of the Company; and</p> <p>(f) the change of the Company's name to "Intiger Group Limited",</p> <p>(each an Essential Resolution).</p> | <p>Section 4.5</p> |
| <p>What is the effect of the Acquisition?</p> | <p>The effect of the Acquisition is that the nature and scale of the activities of the Company will change as the Company proposes to focus on development of the business of the Intiger Group as outlined in this Prospectus upon Settlement. The acquisition of the Intiger Group is an event which requires the</p> | <p>Sections 4.9 and 8</p> |

| Item | Summary | Further information |
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| | <p>Company to re-comply with the requirements of Chapters 1 and 2 of the ASX Listing Rules, including, among other things, seeking Shareholder approval for the acquisition of the Intiger Group and the other Essential Resolutions, issuing a prospectus and obtaining a sufficient number of Shareholders with the requisite number of Shares in accordance with those rules.</p> <p>The effect of the Acquisition is set out in the capital structure table in Section 4.9, the financial information in Section 8 and elsewhere in this Prospectus.</p> | |
| What industry will the Company operate in following Settlement? | The Intiger Group operates in the financial services technology industry. | Section 6 |
| C. Business Model | | |
| How will the Company generate income? | <p>The Company intends to generate income by charging a fee for:</p> <ul style="list-style-type: none"> (a) access to, and usage of, its LiLLY and KLIP software platforms; (b) the provision of offshore processing services; and (c) the services of a client relationship manager. | Section 6 |
| What are the Intiger Group's near term objectives? | <p>The near term objectives for the Intiger Group include:</p> <ul style="list-style-type: none"> (a) expansion of its existing national practice client base; (b) recruitment and onboarding of additional offshore staff; (c) recruitment and onboarding of a national sales force; (d) partnerships with leading technology providers in the FINTECH space; and (e) engagement with Australian Financial Services License (AFSL) holders to provide a rollout of the Intiger Group solution through the AFSL holders practice network. | Section 6.5 |

| Item | Summary | Further information |
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| What are the key dependencies of the business model? | <p>The key factors that the Intiger Group depends on to meet its objectives are:</p> <ul style="list-style-type: none"> (a) obtaining sufficient funding for rapid expansion while effectively managing its cash flow; (b) growing and developing strategic partnerships at a financial planning licensee level through its LiLLY, KLIP & Offshore Processing Solution offering; (c) identifying, recruiting, training and onboarding quality offshore staff; (d) adapting to the changing regulatory environment within the Australian financial services sector coupled with compliance associated with regulation of offshore processing within overseas financial services industries; (e) building and maintaining a highly motivated and skilled international team and continuing to research and develop its software; and (f) protecting its intellectual property. | Section 6.6 |

D. Key Investment Highlights

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| What are the key investment highlights? | <p>The Directors and Proposed Directors are of the view that an investment in the Company provides the following non-exhaustive list of key highlights:</p> <ul style="list-style-type: none"> (a) the Acquisition represents an attractive investment opportunity for the Company to change its business focus to that of a financial services technology company; (b) the Acquisition of the Intiger Group will enable the Company to tap into the established nature of the Intiger Group business; (c) the Agreement requires the Company to complete a capital raising at \$0.02 per Share to raise not less than \$2,480,610.98 which will provide the Company with significant funds for development of the Intiger Group business; (d) the potential increase in market capitalisation of the Company following Settlement and the associated capital raising by the Public Offer may lead to increased coverage from investment | |
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| Item | Summary | Further information |
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| | <p>analysts, access to improved equity capital market opportunities and increased liquidity which are not currently present;</p> <p>(e) the appointment of Mr Mark Fisher provides the Company with extensive experience and a proven track record within the financial services technology sector; and</p> <p>(f) the consideration for the Acquisition is comprised of Performance Shares, thereby conserving the Company's existing cash reserves, and dilution of existing Shareholders' interests will not occur unless the milestones for the Performance Shares are met. Moreover, key executives are incentivised to perform in a manner which is beneficial to all Shareholders.</p> | |

E. Key Risks

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|--|--|------------------|
| <p>What are the key risks of an investment in the Company?</p> | <p>Risks associated with an investment in the Company under this Prospectus are detailed in Section 7.</p> <p>Key risk factors include:</p> <p>(a) Competition and new technologies: There is significant competition in the financial services, technology and offshore processing industries generally. Competitors include companies with significantly greater financial, technical, human, research and development and marketing resources than are currently available to the Intiger Group. Industries can change rapidly because of technological innovation, new product introductions, declining prices and evolving industry standards, among other factors. New solutions and new technology often render existing solutions and services obsolete, excessively costly or otherwise unmarketable;</p> <p>(b) Licensee engagement: The Intiger Group operates as a service provider to both Australian financial services license holders and their associated practises, resellers, brokers and franchisee networks. The Intiger Group's capacity to deliver its service to these entities depends upon</p> | <p>Section 7</p> |
|--|--|------------------|

| Item | Summary | Further information |
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| | <p>said Australian Financial Services Licence holder's willingness to engage with the Intiger Group;</p> <p>(c) Technology development: LILLY and KLIP software is subject to ongoing development and version upgrades and refinements as the product is rolled out to clients. Should these upgrade not be undertaken correctly it may affect future system performance and therefore adversely affect the Intiger Group's service levels and potentially negatively impact on the Intiger Group's financial performance;</p> <p>(d) Relationships with key intellectual property licensors and technology generators: The Intiger Group uses technology developed in the course of its business that is owned by the Intiger Group, however, the Intiger Group also relies on relationships with key intellectual property licensors and technology partners, from whom it uses property and technology, such as COIN, IRESS, Vsee and Skype;</p> <p>(e) Protection of intellectual property rights: The Intiger Group may proceed to secure patent protection for its technology LILLY. The ability of the Intiger Group to obtain and sustain patents, maintain trade secret protection and operate without infringing proprietary rights of third parties is therefore an integral part of the Intiger Group's business. If the patent rights are not granted and the Intiger Group fails to protect its future developments and intellectual property rights, competitors may gain access to its technology which would in turn harm its business. The granting of protection, such as a registered patent, does not guarantee that the rights of others are not infringed, that competitors will not develop technology to avoid the patent or that third parties will not claim an interest in the intellectual property with a view to seeking a commercial benefit from the Intiger Group or its partners;</p> <p>(f) Regulatory changes: The Intiger Group operates within the financial services sector in Australia which is highly</p> | |

| Item | Summary | Further information |
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| | <p>regulated by both the Federal and State Governments. Whilst the Intiger Group does not hold an Australian Financial Services License and does not require any such licence, it remains obligated to endeavour to meet the financial services regulation on a best endeavours basis. The Intiger Group completes the back office processing, administration and documentation of clients within the financial planning industry and has exposure to data relevant to the operation and daily going concern of those firms. As such the Intiger Group adheres to the Australian Data Protection Act relevant to its services.</p> <p>Furthermore, the Intiger Group operates in developing nations, being the Philippines and small scale activities in India. Although the Intiger Group endeavours to adhere to the compliance and regulatory framework in each nation, these frameworks may not meet Australian regulatory standards. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. Where compliance with the regulatory framework in overseas jurisdictions becomes costly or inefficient, the Intiger Group would look to move those activities to Australia;</p> <p>(g) Access to the internet and other technology infrastructure: As the Intiger Group's services are designed primarily to work over the internet, its revenue growth depends on its customer's low cost, high-speed access to the internet, as well as the continued maintenance and development of the internet infrastructure, including its access to intellectual property providers. Additionally, the Intiger Group's ability to maintain access to the cloud technology is important in order to offer its services across the world;</p> <p>(h) Security breaches and hacker attacks: A malicious attack on the Intiger Group's systems process or people from external or internal sources could put the integrity and privacy of customers' data and</p> | |

| Item | Summary | Further information |
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| | <p>system and associated technology at risk. The impact of loss or leakage of customer or business data could include costs for rebates, potential service disruptions, litigation and brand damage resulting in reduced or falling revenues. The Intiger Group follows best practise in relation to security policies, procedures, automated and manual protection, encryption systems and staff screening to minimise this risk; and</p> <p>(i) Reliance on key personnel: The Intiger Group's ability to develop and manage the growth of its business is largely dependent on the skills of the Intiger Group's management team. Despite the Intiger Group's best efforts to attract and retain key personnel, there is no assurance that the Intiger Group's will be able to retain the services of such persons. The Intiger Group's ability or inability to retain key personnel could have a material impact on the business going forward.</p> <p>(j) Sovereign risks: The Intiger Group currently conducts activities in the Philippines and limited activities in India which are subject to the risks associated with operating in a foreign country, including economic, social or political instability, changes of law affecting foreign ownership or labour relations.</p> | |

F. Directors and Key Management Personnel

| | | |
|---|---|------------|
| Who are the Directors and Proposed Directors? | <p>It is proposed that upon Settlement of the Acquisition:</p> <p>(a) Mark Fisher, Patrick Canion and Mark Rantall will be appointed to the Board;</p> <p>(a) Mathew Walker will remain on the Board; and</p> <p>(b) Sonu Cheema and Loren Jones will resign from the Board.</p> <p>The profiles of each of the Directors and Proposed Directors are set out in Section 10.1. Details of the personal interests of each of the above individuals are set out in Section 10.2.</p> | Section 10 |
|---|---|------------|

| Item | Summary | Further information |
|---|--|---------------------|
| G. Financial Information | | |
| How has Star Striker been performing? | <p>The Company is currently listed on ASX and its financial history, including its 2013, 2014 and 2015 Annual Reports are available on its website (www.starstriker.com.au).</p> <p>The reviewed statement of financial position for the Company as at 31 December 2015 is set out in Section 8.</p> | Section 8 |
| What is the financial position of the Intiger Group? | <p>Historical financial information for the Intiger Group is set out in Section 8.</p> <p>The reviewed pro-forma statement of financial position for the Company as at 31 December 2015 (which assumes Settlement of the Acquisition) is set out in Section 8.</p> | Section 8 |
| Has the Company included forecast financial information in respect of the Intiger Group's business? | <p>Given the current status of the Company's operations and the significant changes anticipated, the Directors and Proposed Director do not consider it appropriate to forecast future earnings.</p> <p>Any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection on a reasonable basis.</p> | Section 4.13 |
| H. Offers | | |
| What is the purpose of the Public Offer? | <p>The purpose of the Public Offer is to:</p> <ul style="list-style-type: none"> (a) provide funding for the continued development of the Intiger Group's business model and strategy; (b) meet the requirements of the ASX and satisfy Chapters 1 and 2 of the ASX Listing Rules; and (c) complete the capital raising under this Prospectus. <p>The satisfaction of Chapters 1 and 2 of the ASX Listing Rules is sought for the purpose of seeking ASX's approval for reinstatement of the Shares to quotation following the continuing suspension if the Essential Resolutions are passed at the General Meeting.</p> <p>The Company intends to apply funds raised from the Public Offer, together with existing</p> | Section 4.8 |

| Item | Summary | Further information |
|---|--|-----------------------------|
| | cash reserves, in the short to medium term following reinstatement of the Company to quotation on the Official List of ASX in the manner set out in the table in Section 4.8. | |
| Is the Public Offer underwritten? | The Public Offer is not underwritten. | Section 5.4 |
| Who is the lead manager to the Public Offer? | The Company has appointed Cicero Advisory Services Pty Ltd (Lead Manager) as lead manager to the Public Offer. The Lead Manager will receive a fee of 6% of the total amount raised under the Public Offer. | Sections 5.5 and 12.2 |
| What is being offered and who is entitled to participate in the Public Offer? | Under the Public Offer, the Company will be offering to new investors up to 174,030,549 Shares at an issue price of \$0.02 per Share to raise \$3,480,610.98 before costs. | Section 5 |
| What is the Intiger Offer? | The Company is offering 500,000,000 Performance Shares to the Intiger Shareholders in consideration for the acquisition of all of their shares in each of the entities comprising the Intiger Group, pursuant to the Agreement. | Section 5 |
| What is the Options Offer? | The Company is offering up to 50,000,000 Options to Merchant Capital Markets Pty Ltd (or its nominees) in consideration for the introduction of the Intiger Group to the Company. | Section 5 |
| What will the Company's capital structure look like after completion of the Offers and the Acquisition? | Refer to Section 4.9 for a pro forma capital structure following Settlement of the Acquisition and completion of the Offers. | Section 4.9 |
| What are the terms of the Securities offered under the Offers? | <p>A summary of the material rights and liabilities attaching to the Shares offered under the Public Offer is set out in Section 13.2.</p> <p>The terms and conditions of the Performance Shares offered under the Intiger Offer are set out in Section 13.6.</p> <p>The terms and conditions of the Options</p> | Section 13.2, 13.4 and 13.6 |

| Item | Summary | Further information |
|---|--|---------------------|
| | offered under the Options Offer are set out in Section 13.4. | |
| Will any Securities be subject to escrow? | <p>Subject to the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules and completing the Offers, certain Securities on issue may be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation.</p> <p>During the period in which these Securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.</p> <p>All of the Consideration Shares will be restricted from trading for a period of up to 24 months after the date of re-admission of the Company to the Official List.</p> | Section 4.11 |
| Will the Shares be quoted? | Application for quotation of all Shares to be issued under the Public Offer will be made to ASX no later than 7 days after the date of this Prospectus. | Section 5.8 |
| What are the key dates of the Offers? | The key dates of the Offers are set out in the indicative timetable on page 1 of this Prospectus. | Page 1 |
| What is the minimum investment size under the Public Offer? | Applications under the Public Offer must be for a minimum of \$2,000 worth of Shares (100,000 Shares) and thereafter, in multiples of \$200 worth of Shares (10,000 Shares). | Section 5.4 |
| Are there any conditions to the Offers? | <p>The Offers are conditional on:</p> <ul style="list-style-type: none"> (a) raising the Minimum Subscription under the Public Offer; (b) the Agreement becoming unconditional (excluding the condition relating to the Public Offer); (c) Shareholders approving the Essential Resolutions required to implement the Acquisition and the Offers; and (d) the Company receiving conditional approval for re-quotation of the Company's Shares on the ASX on terms reasonably acceptable to the Company. <p>If any of these Conditions are not satisfied, the</p> | Section 2.7 |

| Item | Summary | Further information |
|---|--|---------------------|
| | Acquisition and the Offers will not proceed. | |
| I. Use of funds | | |
| How will the proceeds of the Public Offer and the Company's and the Intiger Group's existing cash reserves be used? | <p>Funds available on completion of the Offers will be used for:</p> <ul style="list-style-type: none"> (a) software development; (b) expansion of offshore back office resources; (c) advertising and marketing; (d) repayment of debt; (e) protection of intellectual property; (f) financial services systems, compliance and risk management; (g) expenses of the Offers; and (h) general working capital and operating expenses of the Company. | Section 4.8 |
| Will the Company be adequately funded after completion of the Public Offer? | The Directors and Proposed Directors are satisfied that on completion of the Public Offer, the Company will have sufficient working capital to carry out its objectives as stated in this Prospectus. | Section 4.8 |
| J. Additional information | | |
| Is there any brokerage, commission or duty payable by applicants? | No brokerage, commission or duty is payable by Applicants on the acquisition of Securities under the Offers. | |
| What are the tax implications of investing in Securities? | <p>Holders of Securities may be subject to Australian tax on dividends and possibly capital gains tax on a future disposal of Securities subscribed for under this Prospectus.</p> <p>The tax consequences of any investment in Shares will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to subscribe for Securities offered under this Prospectus.</p> | |
| Where can I find more information? | <ul style="list-style-type: none"> (a) By speaking to your sharebroker, solicitor, accountant or other independent professional adviser; (b) By reviewing Star Striker's public announcements, which are accessible | |

| Item | Summary | Further information |
|------|---|---------------------|
| | <p>from ASX's website at http://www.asx.com.au under the ASX code "SRT";</p> <p>(c) By contacting Sonu Cheema, Star Striker's Company Secretary, on +61 8 6489 1600; or</p> <p>(d) By contacting the Share Registry on +61 8 9315 2333.</p> | |

4.1 Background on the Company

The Company is an Australian company, incorporated on 24 September 2001 and listed on the Australian Securities Exchange on 14 December 2001 (ASX: SRT).

Since February 2010 the Company has focused on exploration activities. During the December 2015 quarter the Company applied to have all tenement applications and the granted tenements in which the Company has an interest be withdrawn or relinquished. As at the date of this Prospectus, 9 tenements have been relinquished, or had their applications withdrawn. The Company has a remaining interest in two tenement application for which it has applied to have those applications withdrawn

Recently, the Company has been evaluating new acquisition opportunities, both in Australia and overseas, which have the potential to add Shareholder value.

On 21 January 2016, the Company announced that it had entered a conditional binding terms sheet to acquire a 100% interest in each of Intiger Asset Management Pty Ltd (ACN 606 729 328) (**Intiger**), Intiger Process Enhancement Pty Ltd (ACN 610 159 209), Intiger Asset Management Limited (a Hong Kong company, HKCN:2211671), Tiger 1 Limited (a Hong Kong company, HKCN:2258742), Tiger 2 Limited (a Hong Kong company, HKCN:2258743) and Lion 2 Business Process Inc (a Philippine company, PIN:CS20122320) as well as indirectly acquiring 100% of Integra Asset Management Australia Pty Ltd (ACN 162 734 376) a wholly owned subsidiary of Intiger (together the **Companies** or the **Intiger Group**) (the **Acquisition**).

The shares in the Companies are held, legally or beneficially or both, by Mark Fisher (**Major Shareholder**) and by other minority shareholders (**Minority Shareholders**) (together the **Intiger Shareholders**).

As a condition precedent to the Agreement, all Minority Shareholders were to accept a separate offer by the Company to acquire their respective Intiger Group shares in consideration for receiving Consideration Shares at Settlement.

All Minority Shareholders have accepted the Company's offer to acquire their respective Intiger Group shares and have entered into agreements with the Company. Accordingly this condition precedent has been satisfied.

Upon Settlement, the Company will focus on developing, commercialising and marketing the Intiger Group financial services technology. A more detailed

summary of the Intiger Group and the proposed business of the Company following Settlement is set out in Section 6.

The valuation and number of Performance Shares to be issued in consideration for the acquisition of the Intiger Group was determined through arm's length negotiations. In determining the purchase price for the Intiger Group, the Company took into account the following considerations:

- (a) level of investment the Intiger Shareholders have made in the company to date;
- (b) internal revenue and profit forecasts of the Intiger Group. However, those forecasts cannot be stated publically as they do not comply with ASIC guidelines (in particular, ASIC Regulatory Guide 170 which requires directors to have a reasonable basis for disclosing forecast financial information);
- (c) the level of interest from outside parties to cooperate and utilise their technology in trials ahead of entering potential agreements;
- (d) the Intiger Group's future prospects based on the status of its technology portfolio and interest from third parties; and
- (e) representations from the Major Shareholder as to the price at which an offer for the Intiger Group would be likely to succeed.

As with the acquisition of any business or asset that does not have a meaningful track record of revenue and profitability, there is not always a good valuation methodology available when determining the purchase price and the Directors were required to take into account qualitative factors such as those set out above in coming to a decision on price.

No formal valuation process in respect of the Intiger Group was undertaken through the engagement of independent advisers.

4.2 Background on the Intiger Group

The Intiger Group was founded in 2013 by experienced investment banking and financial services executive Mark Fisher and operates an Australian software development house and offshore processing platform dedicated to reducing the back office and operational costs within the Australian financial planning industry.

The Australian financial planning industry is undergoing a period of change. Escalating regulatory oversight, mandated Federal government reductions and/or elimination of commissions can be seen to be reducing profit margins across the industry. The Proposed Directors believe that this change in the environment has fed into a demand for operational cost reductions, productivity improvement and margin expansion in the Australian financial planning industry.

Working with Australian financial planning licensees and their practices, the Intiger Group has developed and launched proprietary, software platform 'LiLLY', which has been designed to digitise and automate core components of the financial planning process including the production of automated statements of advice.

In conjunction with 'LiLLY', the Intiger Group has presented the online practice management system 'KLIP' which tracks key performance indicators of a

financial planning practice and delivers oversight and control to both licensors and financial planning practices nationally.

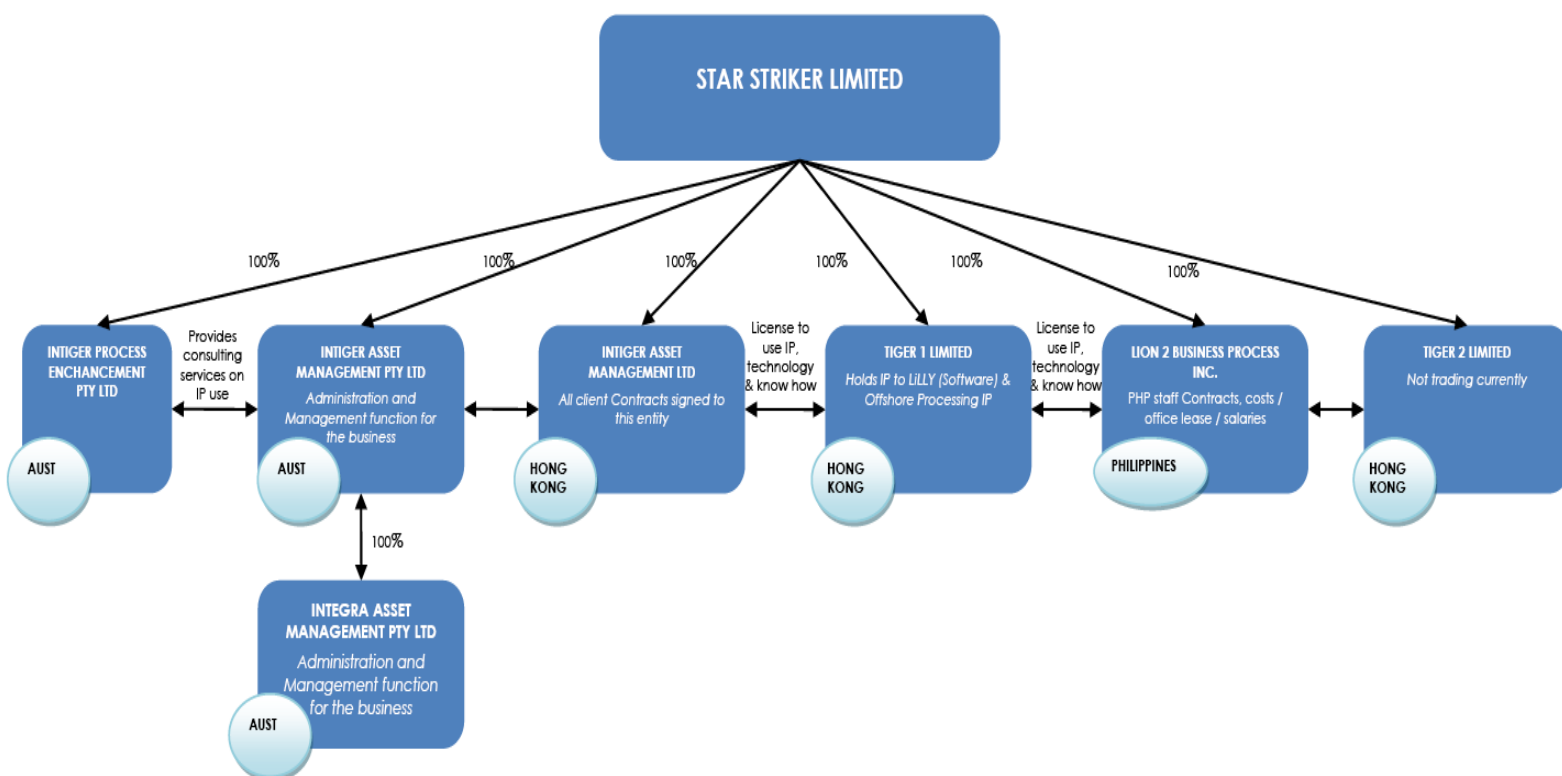
In addition, the Intiger Group is a provider of offshore processing solutions built for the financial planning sector. The Intiger Group operates an offshore outsourcing facility in the Philippines which employs Australian trained staff, who deliver financial planning back office and administrative processing services for various documents including Statements of Advice. No financial advice is provided and no financial services licence is required for these activities.

When fully implemented, the Intiger Group aims to contractually guarantee to cut the back office operating costs of Australian financial planning practices implementing its software and processing solutions by up to 40%.

Please refer to Section 6 for a more detailed summary of the Intiger Group, including 'LILLY', 'KLIP' and the offshore processing solutions it owns and provides, being the Company's proposed business following Settlement of the Acquisition.

4.3 Corporate Structure

Following Settlement, the corporate and ownership structure of the Company will be as set as follows:



4.4 Suspension and re-admission to ASX

As the Company is currently focused on exploration, the acquisition of the Intiger Group, if successfully completed, will represent a significant change in the nature and scale of the Company's operations to a financial services technology company focussed on developing the Intiger Group business.

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

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

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

- (a) the Company must satisfy the shareholder spread requirements relating to the minimum number of Shareholders and the minimum value of the shareholdings of those Shareholders;
- (b) the Company must satisfy the "assets test" as set out in ASX Listing Rule 1.3; and
- (c) the issue price of Shares must be at least 20 cents and the exercise price of Options must be at least 20 cents (**20 Cent Requirements**).

The Company's Securities will be suspended from trading on the date of the General Meeting, being 10 June 2016. Applicants should be aware that the ASX will not readmit or admit any Securities to Official Quotation until the Company re-complies with Chapters 1 and 2 of the ASX Listing Rules and is re-admitted by ASX to the Official List. In the event that the Company does not receive conditional approval for re-admission to the Official List, the Company will not proceed with the Offers and will repay all application monies received by it in connection with this Prospectus (without interest).

If Shareholder approval to change the nature and scale of the Company's activities is not obtained, the Company's Securities are likely to remain suspended from trading on ASX.

On 23 March 2016, the ASX granted the Company a waiver from the 20 Cent Requirements to enable the Company to issue Shares under the Public Offer at not less than 2 cents each and to have Options on issue with an exercise price of less than 20 cents. This waiver is subject to Shareholders approving the Company undertaking the Public Offer at not less than 2 cents and Shareholders approving the exercise price of the Options to be issued in connection with the Acquisition (i.e. to advisers under the Options Offer and to key management personnel and employees of the Intiger Group on Settlement).

4.5 Shareholder Approval

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

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

- (a) the significant change of the nature and scale of the Company's activities to become a financial services technology company, for which Shareholder approval is required under ASX Listing Rule 11.1.2;
- (b) the issue of a new class of share in the Company, being the Performance Shares;
- (c) the issue of the following Consideration Shares to the Intiger Shareholders (or their nominees) pro-rata to their respective holdings of shares in the Intiger Group;

- (i) 500,000,000 Performance Shares, comprising:
 - (A) 250,000,000 Class A Performance Shares; and
 - (B) 250,000,000 Class B Performance Shares;
 - (d) the issue of not less than 124,030,549 Shares and up to a maximum of 174,030,549 Shares pursuant to the Public Offer;
 - (e) the appointment of Mark Fisher and Patrick Canion as directors of the Company; and
 - (f) the change of the Company's name to "Intiger Group Limited",
- (each an **Essential Resolution**).

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

4.6 Change of Name

Subject to Shareholder approval being obtained, the Company will change its name to "Intiger Group Limited" on Settlement of the Acquisition, which the Company believes will be better suited to its new direction.

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

4.7 The Offers

Under the Public Offer, the Company invites applications for up to 174,030,549 Shares at an issue price of \$0.02 per Share to raise up to \$3,480,610.98 (before costs).

The purpose of the Public Offer is to position the Company to seek to achieve the objectives set out below in Section 6.5 and to meet the requirements of the ASX and satisfy Chapters 1 and 2 of the ASX Listing Rules. This is sought for the purpose of seeking ASX's approval for reinstatement of the Company's Securities to quotation following Settlement of the Acquisition.

Under the Intiger Offer, the Company offers 500,000,000 Performance Shares (being 250,000,000 Class A Performance Shares and 250,000,000 Class B Performance Shares) to the Intiger Shareholders in consideration for the acquisition of all of their shares in each of the entities comprising the Intiger Group, pursuant to the Agreement.

Under the Options Offer, the Company offers up to 50,000,000 Options to Merchant Capital Markets Pty Ltd (or its nominees) in consideration for the introduction of the Intiger Group to the Company.

The key information relating to the Offers and references to further details are set out below.

4.8 Use of Funds

The table below sets out the intended application of the cash reserves of the Company and the Intiger Group and funds raised under the Public Offer over

the short to medium term following reinstatement of the Company to quotation on the Official List of ASX.

| Funds available | Minimum Subscription | Percentage of Funds (%) | Full Subscription | Percentage of Funds (%) |
|--|-----------------------------|--------------------------------|--------------------------|--------------------------------|
| Cash reserves of the Company and the Intiger Group ¹ | \$2,065,000 | 45.43% | \$2,065,000 | 37.24% |
| Funds raised from the Public Offer | \$2,480,611 | 54.57% | \$3,480,611 | 62.76% |
| TOTAL | \$4,545,611 | 100% | \$5,545,611 | 100% |
| Software Development | \$1,400,000 | 30.80% | \$2,000,000 | 36.06% |
| Expansion of offshore back office resources ² | \$1,050,000 | 23.10% | \$1,350,000 | 24.34% |
| Sales, Advertising & Marketing | \$500,000 | 11.00% | \$600,000 | 10.82% |
| Protection of intellectual property | \$150,000 | 3.30% | \$150,000 | 2.70% |
| Financial Services Systems, Compliance and Risk Management | \$225,000 | 4.95% | \$225,000 | 4.06% |
| Expenses associated with the Acquisition and Offers ³ | \$440,409 | 9.69% | \$501,409 | 9.04% |
| Working capital ⁴ | \$780,202 | 17.16% | \$719,202 | 12.97%% |
| TOTAL | \$4,545,611 | 100% | \$5,545,611 | 100% |

Notes

1. These funds represent cash held by the Company and the Intiger Group as at 31 December 2015. The Company and the Intiger Group have incurred, and will continue to incur, costs within the ordinary course of business which will diminish this amount prior to Settlement. The Company does not expect this amount to be material. To the extent to which there is a diminution of funds, the working capital allocation will be reduced.
2. This includes identifying, recruiting, training and onboarding additional staff and expanding the Intiger Group's existing infrastructure (including the purchase of desks, chairs, computers and other office equipment) at its Philippines operation.
3. Refer to Section 13.11 for further details.
4. Working capital includes the general costs associated with the management and operation of the business including administration expenses, salaries, directors' fees, rent and other associated costs.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

Actual expenditure may differ significantly from the above estimates due to a change in market conditions, the development of new opportunities and other factors (including the risk factors outlined in Section 7).

The Directors and the Proposed Directors believes that the funds raised from the Public Offer, combined with existing cash reserves will provide the Company with sufficient working capital to achieve its o

bjectives set out in this Prospectus.

It should be noted that the Company may not be self-funding through its own operational cash flow at the end of the two year period referred to above. Accordingly, the Company may require additional capital beyond this point, which will likely involve the use of additional debt or equity funding.

4.9 Capital Structure

The capital structure of the Company following completion of the Offers and the Acquisition is summarised below:

| Shares ¹ | Minimum Subscription (\$2,480,611) | Full Subscription (\$3,480,611) |
|---|------------------------------------|---------------------------------|
| Current issued capital | 875,587,815 | 875,587,815 |
| Issue of Shares pursuant to the Public Offer ¹ | 124,030,549 | 174,030,549 |
| Issue of Shares pursuant to the Acquisition | Nil | Nil |
| Issue of Debt Conversion Shares | 37,500,000 | 37,500,000 |
| TOTAL² | 1,037,118,364 | 1,087,118,364 |

| Performance Shares | Minimum Subscription (\$2,480,611) | Full Subscription (\$3,480,611) |
|--|------------------------------------|---------------------------------|
| Current issued capital | Nil | Nil |
| Issue of Performance Shares under the Acquisition ³ | 500,000,000 | 500,000,000 |
| TOTAL² | 500,000,000 | 500,000,000 |

| Options | Minimum Subscription (\$2,480,611) | Full Subscription (\$3,480,611) |
|--|------------------------------------|---------------------------------|
| Options currently on issue ⁴ | 302,682,093 | 302,682,093 |
| Issue of Options pursuant to Options Offer ⁵ | 50,000,000 | 50,000,000 |
| Issue of Options to key management personnel and employees of the Intiger Group ⁶ | 100,000,000 | 100,000,000 |
| Issue of Options pursuant to the Acquisition | Nil | Nil |
| TOTAL² | 452,682,093 | 452,682,093 |

Notes:

1. The rights attaching to the Shares are summarised in Section 13.2.
2. Assumes no further securities are issued prior to Settlement, other than as set out in the table.

3. Comprising 250,000,000 of each of Class A Performance Shares and Class B Performance Shares. The terms of the Performance Shares are set out in Section 13.6.
4. Quoted Options exercisable at \$0.008 on or before 31 December 2017. The terms of the Options are set out in Section 13.3.
5. Unquoted Options exercisable at \$0.02 on or before 30 June 2020. The terms of the Options are set out in Section 13.4.
6. Unquoted Options exercisable at \$0.02 on or before 30 June 2020. These Options will be issued pursuant to an employee incentive scheme. The terms of the Options are set out in Section 13.5.

4.10 Substantial Shareholders

Those Shareholders holding 5% or more of the Shares on issue both as at the date of this Prospectus and as estimated on Settlement of the Acquisition and the Offers (assuming full subscription) are set out in the respective tables below.

As at the date of this Prospectus

| Shareholder | Shares | Options | Performance Shares | % of Shares held | % of Shares held (fully diluted) |
|----------------------|-------------|------------|--------------------|------------------|----------------------------------|
| Mathew Donald Walker | 105,000,000 | 20,000,000 | Nil | 11.99% | 10.61% |

Following Settlement and completion of the Offers

On Settlement and completion of the Offers (assuming full subscription under the Offers, that no Options are exercised, no Performance Shares are converted and no other Securities are issued other than pursuant to this Prospectus and as contemplated in the capital structure set out in Section 4.9), the following Shareholders are expected to hold 5% or more of the total number of Shares on issue:

| Shareholder | Shares | Options | Performance Shares | % of Shares held | % of Shares held (fully diluted) ³ |
|---|-------------------------|-------------------------|--------------------------|------------------|---|
| Mark Fisher (or his nominee) ⁴ | 37,500,000 ¹ | 15,000,000 ¹ | 440,000,000 ² | 3.45% | 36.72% |
| Mathew Donald Walker ⁴ | 105,000,000 | 20,000,000 | Nil | 9.66% | 4.92% |

Notes:

1. Subject to Shareholder approval, which is being sought at the General Meeting, the Company has agreed to issue:
 - (a) 37,500,000 Shares to Mr Fisher in consideration for the extinguishment of debt of \$750,000 owed to Mr Fisher by Intiger Asset Management Pty Ltd. A summary of the Debt Conversion Agreement is set out in Section 12.2; and
 - (b) 15,000,000 Options to Mr Fisher pursuant to the proposed Incentive Option Scheme. The terms of the Options are set out in Section 13.5 and the terms and conditions of the Incentive Option Plan are summarised in Section 13.7.
2. Comprising 220,000,000 Class A Performance Shares and 220,000,000 Class B Performance Shares. In accordance with the terms of the Performance Shares, upon conversion of the Class A Performance Shares the holder will receive one Class C Performance Share and one Share and upon conversion of the Class B Performance

Shares, the holder will receive one Class D Performance Share and one Share. The terms of the Performance Shares are set out in Section 13.6.

3. Assumes that all Options are exercised and all Class A Performance Shares, Class B Performance Shares, Class C Performance Shares and Class D Performance Shares are converted.
4. Assumes no Shares are acquired under the Public Offer.

4.11 Restricted Securities

Subject to the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules and completing the Offers, certain Securities will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation. During the period in which these Securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.

The Company will announce to the ASX full details (quantity and duration) of the Securities required to be held in escrow prior to the Shares commencing trading on ASX.

4.12 Top 20 Shareholders

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

4.13 Financial Information

Following the change in the nature of its activities, the Company will be focused on developing the Intiger Group business. Therefore, the Company's past operations and financial historical performance will not be of significant relevance to future activities.

The Directors consider that it is not possible to accurately predict the future revenues or profitability of the Company or the Intiger Groups business or whether any material revenues or profitability will eventuate. Prior to the date of this Prospectus, the Company has been operating its mining exploration business. As stated above, the Directors do not consider that these early results provide sufficient evidence to predict any future material revenues or profitability.

As a result, the Company is not in a position to disclose any key financial ratios or financial information other than the financial statements included in Section 8 of this Prospectus.

The initial funding for the Company's future activities will be generated from the Public Offer of Shares pursuant to this Prospectus and existing cash reserves. The Company may need to raise further capital in the future to continue to develop the business of the Intiger Group, and such amounts may be raised by further equity raisings, or the Company may consider other forms of debt or quasi-debt funding if required.

4.14 Forecasts

The Directors and Proposed Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the

Company and the Intiger Group are inherently uncertain. Any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

4.15 Dividend Policy

It is anticipated that, following Settlement of the Acquisition, the Company will focus on development of the Intiger Group's business. This will likely require significant funding. Accordingly, the Company does not expect to declare any dividends during this period or in the short to medium term.

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

4.16 Directors, Proposed Director and Key Personnel

In accordance with the terms of the Agreement, with effect from Settlement, Sonu Cheema and Loren Jones will resign as Directors and Mark Fisher, Patrick Canion and Mark Rantall will be appointed to the Board of the Company. Mr Cheema will remain as a Company Secretary following Settlement.

Summaries of the background and experience of each of the proposed Board upon Settlement of the Acquisition are set out Section 10.1.

The relevant interests of each of the existing Directors and the Proposed Directors in the Securities of the Company are set out in Section 10.2.

4.17 Agreements with Directors, Proposed Directors or related parties

The agreements the Company has entered into with Directors and Proposed Directors are contained in Section 12.

5. DETAILS OF THE OFFERS

5.1 The Offers

Public Offer

Pursuant to this Prospectus, the Company invites applications for up to 174,030,549 Shares at an issue price of \$0.02 per Share to raise up to \$3,480,610.98, (before costs) with a minimum of subscription of 124,030,549 Shares to raise at least \$2,480,610.98 (before costs).

The Shares offered under this Prospectus will rank equally with the existing Shares on issue (subject to potential ASX imposed escrow which may apply). Please refer to Section 13.2 for further information regarding the rights and liabilities attaching to the Shares.

Intiger Offer and Options Offer

The Prospectus also contains the following additional offers of Securities:

- (a) an offer of 500,000,000 Performance Shares (being 250,000,000 Class A Performance Shares and 250,000,000 Class B Performance Shares) to the Intiger Shareholders (**Intiger Offer**) in consideration for the acquisition of all of their shares in each of the entities comprising the Intiger Group, pursuant to the Agreement; and
- (b) an offer of up to 50,000,000 Options to Merchant Capital Markets Pty Ltd (or its nominees) (**Options Offer**) in consideration for the introduction of the Intiger Group to the Company.

5.2 Minimum subscription

If the minimum subscription to the Public Offer of \$2,480,610.98 has not been raised within four months after the date of this Prospectus (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application monies for the Shares applied for under the Public Offer within the timeframe prescribed under the Corporations Act, without interest.

There is no minimum subscription for the Intiger Offer or the Options Offer.

5.3 Oversubscriptions

No oversubscriptions will be accepted by the Company.

5.4 Not underwritten

The Public Offer is not underwritten.

5.5 Lead Manager

The Company has appointed Cicero Advisory Services Pty Ltd (**Lead Manager**) as lead manager to the Public Offer. The Lead Manager will receive a fee of 6% of the total amount raised under the Public Offer.

5.6 Applications

Investors should note that by completing an Application Form, you will be taken to have declared that all details and statements made by you are complete

and accurate and that you have received personally the Application Form together with a complete and unaltered copy of the Prospectus.

The Company reserves the right to close the Offers early.

Public Offer

Applications for Shares under the Public Offer must be made by completing a Public Offer Application Form.

Applications for Shares must be for a minimum of 100,000 Shares and thereafter in multiples of 10,000 Shares and payment for the Shares must be made in full at the issue price of \$0.02 per Share.

Completed Public Offer Application Forms and accompanying cheques, made payable to "**Star Striker Limited – Share Offer Account**" and crossed "**Not Negotiable**", must be mailed or delivered to the address set out on the Application Form so they are received by no later than the Public Offer Closing Date.

Intiger Offer

The Intiger Offer is an offer to the Intiger Shareholders only.

Only the Intiger Shareholders or their nominees may accept the Intiger Offer. A personalised Intiger Offer Application Form will be issued to each Intiger Shareholder, together with a copy of the Prospectus. The Company will only provide Intiger Offer Application Forms to the persons entitled to participate in the Intiger Offer.

Completed Intiger Offer Application Forms must be mailed or delivered to the address set out on the Intiger Offer Application Form so they are received by no later than the Intiger Offer Closing Date.

Options Offer

The Options Offer is an offer to Merchant Capital Markets Pty Ltd or its nominees only.

Only Merchant Capital Markets Pty Ltd or its nominees may accept the Options Offer. A personalised Options Offer Application Form will be issued to Merchant Capital Markets Pty Ltd or its nominees together with a copy of the Prospectus. The Company will only provide the Options Offer Application Form to Merchant Capital Markets Pty Ltd or its nominees.

Completed Options Offer Application Forms must be mailed or delivered to the address set out on the Options Offer Application Form so they are received by no later than the Options Offer Closing Date.

5.7 Issue of Shares and allocation policy

General

Subject to the satisfaction of the conditions set out in Section 2.7, the issue of Securities offered by this Prospectus will take place as soon as practicable after the Closing Dates.

The Directors, in consultation with the Lead Manager, will determine the recipients of the issued Shares under the Public Offer in their sole discretion. The recipients of Securities under the Intiger Offer and the Options Offer are as set out in Section 5.6.

There is no guaranteed allocation of Shares under the Public Offer. The Directors reserve the right to reject any application or to allocate any applicant fewer Shares than the number applied for. Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the Public Offer Closing Date.

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

Holding statements for Securities issued to the issuer sponsored subregister and confirmation of issue for Clearing House Electronic Subregister System (CHES) holders will be mailed to Applicants being issued Securities pursuant to the Offers as soon as practicable after their issue.

Defects in applications

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

Interest

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

5.8 ASX listing

Application for Official Quotation by ASX of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. However, Applicants should be aware that ASX will not commence Official Quotation of any Shares until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules and has received the approval of ASX to be re-admitted to the Official List. As such, the Shares may not be able to be traded for some time after the close of the Offers.

If the Shares are not admitted to Official Quotation by ASX before the expiration of 3 months after the date of issue of this Prospectus, or such period as varied by the ASIC, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest. In those circumstances the Company will not proceed with the Acquisition.

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

5.9 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 make such an offer or to issue this Prospectus. 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 Securities or otherwise permit a public offering of the Securities 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.

If you are outside Australia it is your responsibility to obtain all necessary approvals for the issue of the Securities 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.

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

The Company participates in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

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

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

5.11 Taxation

The acquisition and disposal of Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. It is not possible to provide a comprehensive summary of the possible taxation position of all potential Applicants. As such, all potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation viewpoint and generally.

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

5.12 Commissions payable

The Company reserves the right to pay a commission of 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. Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian financial services licensee.

5.13 Withdrawal of Public Offer

The Public Offer may be withdrawn at any time. In this event, the Company will return all application monies (without interest) in accordance with applicable laws.

5.14 Enquiries

If you have any queries in relation to the Offers, please contact the Company Secretary on +61 8 6489 1600.

6. COMPANY OVERVIEW

6.1 The Company

As detailed in Section 4.1, since listing in 2001, the Company has focused on maintaining its existing exploration assets and exploring investment opportunities both within and outside the mining sector.

Recently, the Company has been evaluating new acquisition opportunities, both in Australia and overseas, which have the potential to add Shareholder value.

On 21 January 2016, the Company announced that it had entered a binding terms sheet to acquire a 100% interest in the Intiger Group.

Upon Settlement of the Acquisition, it is the current intention of the Board to develop the Intiger Group business. The Company's focus will therefore shift from exploration to the financial services technology industry.

6.2 Overview of the Intiger Group

(a) Background

The Intiger Group was founded in 2013 by experienced investment banking and financial services executive Mark Fisher. The Intiger Group has developed financial planning digitisation and automation software in conjunction with an offshore processing platform dedicated to reducing the back office and operational costs within the Australian financial planning industry.

The Intiger Group's focus is within the Australian financial planning sector.

The Australian financial planning industry is undergoing a period of change. Escalating regulatory oversight, mandated Federal government reductions and/or elimination of commissions are reducing profit margins across the industry. The Proposed Directors believe that this change in the environment has fed into a demand for operational cost reductions, productivity improvement and margin expansion in the Australian financial planning industry.

Working with Australian planning licensees and their practices, the Intiger Group has developed and launched proprietary, software platform 'LILLY', which has been designed to digitise and automate core components of the financial planning process including the production of automated statements of advice.

In conjunction with 'LILLY', the Intiger Group has presented the online practice management system 'KLIP' which tracks key performance indicators of a financial planning practice and delivers oversight and control to both licensors and financial planning practices nationally.

In addition, the Intiger Group is a provider of offshore processing solutions built for the financial planning sector. The Intiger Group operates an offshore outsourcing facility in the Philippines which employs Australian trained staff who deliver financial planning back office and administrative processing services for various documents including Statements of Advice. The operation in the Philippines is

controlled by the Intiger Group. The Company also engages personnel in India on an as-needs basis at an hourly rate to undertake general administrative tasks. Both operations are overseen and managed by RG146 Certified Paraplanners and experienced Australian professionals. No financial advice is provided and no financial services licence is required for these activities.

When fully implemented, the Intiger Group aims to contractually guarantee to cut the back office operating costs of Australian financial planning practices implementing its software and processing solutions by up to 40%.

(b) **LILLY**

LILLY is proprietary software that seeks to digitise and automate each core process within the financial planning lifecycle. The software was initially launched in 2015 and is subject to ongoing development and version upgrades and refinements as the products are rolled out to clients.

To date, back office processing in the Australian financial planning industry has been dominated by entrenched database and client relationship management platforms. Critically, these client relationship management platforms are designed to facilitate access to and organisation of data but not to deliver the individual processes common to Australian financial planning practices.

The high human capital cost and time to complete a statement of advice by conventional industry methods represents a barrier to practice growth and profitability. Scarcity of individuals capable of completing the process further restricts a practice's ability to scale in a cost effective manner.

LILLY has been designed to replicate the core processes (currently completed manually) within a typical Australian financial planning practice and deliver the process outcome required by the practice rather than merely storage of data.

LILLY has been designed to lower a practice's cost of production and turnaround time. Practice efficiency, capacity for scale and lower headcount demand are factors which may enable a financial planning practice to improve operating margins and engage a larger client base at lower cost per unit of advice.

LILLY has been designed to eliminate nearly all manual paper based processing to fundamentally improve back office operational efficiency whilst simultaneously reducing the cost per unit of financial advice. It also delivers the process standardisation the industry and their governing body seeks and resolves the significant data protection, accuracy and integrity risks long associated with the industries current antiquated manual and paper based approach.

LILLY is not Robo-Advice. LILLY's founder has first-hand commercial experience in the growth of the Robo-Advice market across the USA and Europe. LILLY has been crafted to specifically address the limitations of the Robo-Advice model i.e. 'bucket based', one size fits all standardised advice, devoid of personalisation and the elimination of

the high value client/advisor relationship from the financial advice process.

LILLY has been designed to retain the low cost, automated, on demand advantages of Robo-Advice but simultaneously delivers a near unlimited level of personalisation. Where Robo-Advice nearly eliminates the relationship between the client and advisor, LILLY takes the opposite approach. LILLY embraces the role of the advisor, recognising the unique value add (especially in respect of high net worth clients) and works to eliminate low/no value add tasks from their role, inclusive of automating the costly, time consuming production of statements of advice.

The Intiger Group believes that its partnership approach will enhance the potential for near-term customer adoption of its solution as it provides substantial savings for advisors and clients.

(c) **KLIP**

KLIP represents an opportunity of advancement in the management of financial planning practices by CEOs or Australian financial services licensees. KLIP is a process management platform designed to deliver, near real time statistical, data based control over the performance of a single or group of practices, inclusive of each individual process and the human resource within them. The software was initially launched in 2015 and is subject to ongoing development and version upgrades and refinements as the products are rolled out to clients.

Whilst the financial planning industry has access to client relationship and database management software the majority of processing at practice level remains paper based, highly manual, labour intensive, time consuming, expensive and prone to human processing error and compliance breaches. Such paper based, manual processing drives process instability, quality variation and excessive time to complete; all factors reducing the profitability of each practice.

Existing client relationship management solutions acting as data storage platforms require significant human engagement to extract and manipulate data before being adapted into the practices required process. This additional human engagement further reduces a practice's capacity to standardise its operation, generate scale, reduce cost per unit of advice and improve bottom line profitability.

The business performance metrics delivered by KLIP include:

- turnaround time per process to the second;
- variation on turnaround times and unit costs per process per day;
- cost per unit of output per process;
- individual advisor performance, activity and return on investment;
- individual back office staff oversight, throughput, rework, efficiency and delivery to key performance indicators;

- return on investment per client to process delivery cost;
- return on investment per product sold to process delivery cost;
- practice dollar savings per day, month and year delivered via LILLY and the offshore processing solution; and
- daily comparisons between LILLY and the offshore processing solution to Australian processing performance.

(d) **Offshore processing solution**

Whilst offshore processing platforms are available to the accounting and legal professions, the Australian financial planning industry has low penetration due, in part, to the limited number of providers.

Certain existing offshore human capital operators in other industries provide “seat” or “desk” leasing services. These operators lease local office space, install basic IT and via web based mass advertising, attempt to recruit local individuals to deliver on all or any requirement any fee paying international client across any industry in any geographic location may have.

Desk lease services can potentially provide the offshore operators with a hands off solution as little or no ‘employee’ management is provided.

Australian financial services providers can potentially face challenges of control, oversight, management and discipline when encouraging their remote staff to deliver the quality, turn around and stability of outcome they require. Further, the individuals that the Australian financial services providers engages may or may not have the experience or training required to complete the task for which they are engaged.

The Australian financial planning industry demands a level of data protection and compliance with privacy laws that may be put at risk when engaging a desk lease service.

The Intiger Group’s offshore processing platform represents the antithesis of the desk lease service.

The Intiger Group has designed a private, personalised, bespoke offshore processing platform with Australian trained and managed staff, delivering professionalism, quality control and efficiency. No typical “desk lease” services are provided. The offshore outsourcing facility in the Philippines employs Australian trained staff who deliver financial planning back office and administrative processing services for various documents including Statements of Advice. The Company also engages personnel in India on an as-needs basis at an hourly rate to undertake administrative tasks. No financial advice is provided and no financial services licence is required for these activities.

Each client may also elect to benefit from their own private, experienced and dedicated client relationship manager who reports to them directly via live video and voice communication software. Client relationship managers are typically experienced RG146 certified paraplanners who have an understanding of their practice’s needs, client base, culture and style.

The Intiger Group has employed a Global Head of Operations and Compliance whose role includes being the Intiger Group's Compliance Officer and establishing sufficient management controls to ensure that the Intiger Group's operations, including those in the Philippines, are in compliance with all local laws and regulations.

(e) **The Intiger Group's growth strategy**

For growth, the Company intends to increase Shareholder value as per the vision outlined above, by adopting the following strategies:

- (i) allocating cash and non-cash resources to rapidly expand the uptake and development of the LiLLY and KLIP technologies and the offshore processing solution and establish effective national sales networks;
- (ii) continually monitoring the global FINTECH industry and looking for opportunities to develop and bring new innovative products to address the Australian financial planning industry needs;
- (iii) evaluate suitability of other industries to increased efficiencies and cost savings from the implementation of the LiLLY and KLIP technologies and the offshore processing solution and, if determined suitable, expanding into such additional industries; and
- (iv) adopting appropriate portfolio and risk management policies to achieve operating efficiencies and maximise returns for investors.

6.3 Intiger Group business model and strategy

As noted elsewhere in this Prospectus, the Company's intention following the completion of the Acquisition is to continue to develop the Intiger Group's LiLLY and KLIP software offerings and expand its engagement with AFSL holders to provide a rollout of the Intiger Group solution through the AFSL holders practice network.

The Intiger Group intends to expand its offshore back office resources by identifying, recruiting, training and onboarding additional staff and expanding its existing infrastructure (including the purchase of desks, chairs, computers and other office equipment) at its Philippines operation.

The Company intends to generate income by charging a fee for:

- (a) access to, and usage of, its LiLLY and KLIP software platforms;
- (b) the provision of offshore processing services; and
- (c) the services of a client relationship manager.

The fees charged will be agreed between each client and the Company and may be fixed or calculated as a percentage of the revenue that the client generates from the use of the LiLLY and/or KLIP software.

6.4 Financial Planning Industry Structure and Challenges

Traditionally structured under a pseudo franchise model corporate and independent Australian Financial Service Licence (**AFSL**) holders can potentially be managers and resellers of financial products and services.

The Intiger Group believes that groups with an AFSL potentially provide a distribution footprint for the sale of financial products and services under a commission or fee for advice remuneration model.

Facing the challenge of escalating (expensive) regulatory oversight, community calls for reduced costs of advice, rising insurance premiums, Federal Government reductions and/or restructuring of commissions and rising human resource costs, financial planning practices face a significant set of challenges.

The 'Trowbridge Report' on the life insurance and financial advice sectors in Australia released by John Trowbridge in 2015 highlights the scale of potential changes facing the industry. Trowbridge noted that "upfront commissions" of up to 120% of the first year's premium, "hybrid commissions" of up to 80% of the first year's premium and "level commissions" of 30% of each year's premiums have been the norm. Trowbridge recommended restructuring the remuneration that advisers receive from insurers replacing these commissions with level commissions set at a maximum of 20% of premiums supplemented by an initial advice payment (paid by the insurer to the adviser) of no more than 60% of the first year's premiums with an overall effect to reduce aggregate costs of life insurance protection.

6.5 Near term objectives

The near term objectives for the Intiger Group include:

- (a) expansion of its existing national practice client base;
- (b) recruitment and onboarding of additional offshore staff;
- (c) recruitment and onboarding of a national sales force;
- (d) partnerships with leading technology providers in the FINTECH space; and
- (e) engagement with AFSL holders to provide a vertical rollout of the Intiger Group solution through the AFSL holders practice network.

6.6 Key dependencies of the Intiger Group's Business Model

The key factors that the Intiger Group depends on to meet its objectives are:

- (a) obtaining sufficient funding for rapid expansion while effectively managing its cash flow;
- (b) growing and developing strategic partnerships at a financial planning licensee level through its LiLLY and KLIP offering;
- (c) identifying, recruiting, training and onboarding quality offshore staff;
- (d) adapting to the changing regulatory environment within the Australian financial services sector coupled with compliance associated with

regulation of offshore processing within overseas financial services industries;

- (e) building and maintaining a highly motivated and skilled international team and continuing to research and develop its software; and
- (f) protecting its intellectual property.

6.7 Funding

The funding for the Company for the short to medium term following re-admission to the Official List of ASX will be met by the Company's and the Intiger Group's existing cash reserves and funds raised under the Public Offer (see Section 4.8 for further details). As and when further funds are required, either for existing or future developments, the Company will consider both raising additional capital from the issue of securities and/or from debt funding.

7. RISK FACTORS

7.1 Introduction

The business, assets and operations of the Company, including after Settlement, are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can impact on the value of an investment in the Securities of the Company. The Company's Securities comprise a speculative investment, particularly as it is proposed for the Company's business after the Acquisition to comprise participation in the financial services technology industry and its associated business.

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

Set out below are specific risks that the Company is exposed to.

Shareholders should be aware that if the Acquisition is approved and completed, the Company will be changing the nature and scale of its activities and will be subject to additional or increased risks arising from the Intiger Group, parties contracted or associated with the Intiger Group and the Agreement and other agreements, including, but not limited to, those summarised in this Prospectus.

The summary of risks described below is not intended to be exhaustive and this Prospectus does not take into account the personal circumstances, financial position or investment requirements of any particular person. There may be additional risks and uncertainties that the Company is unaware of or that the Company currently considers to be immaterial, which may affect the Company, the Intiger Group and their related entities and consequently Applicants. Based on the information available, a non-exhaustive list of risk factors for the Company associated with the Company's proposal to acquire an interest in the Intiger Group are as follows.

7.2 Risks relating to the Change in Nature and Scale of Activities

(a) Re-Quotation of Shares on ASX

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

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

(b) Acquisition Risk

Pursuant to the Agreement, Settlement is subject to the fulfilment of certain conditions precedent as summarised in Section 12.1.

The ability of the Company to achieve its stated objectives will depend on the performance by the parties of their obligations under the Agreement. There is a risk that all the conditions precedent may not be satisfied or waived. In this event the Company will continue to look for potential business acquisitions to take the Company forward. Further, if any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.

In addition, under Philippine law the Company is unable to acquire a 100% legal interest in Lion 2 Business Process, Inc. (**Lion 2**) at Settlement. However, the Company will acquire a 100% beneficial interest in Lion 2, with shares in Lion 2, to the extent that they cannot be registered in the Company's name at Settlement, to be held on trust for the benefit of the Company. In addition, at Settlement, the Company will have the right to appoint all five directors of the Lion 2 board of directors. As such, the Company does not consider this to be a material risk.

(c) **Dilution Risk**

The Company currently has 875,587,815 Shares on issue. Under the Acquisition, the Company will issue 500,000,000 Performance Shares as consideration for the Acquisition and issue a minimum of 124,030,549 Shares at an issue price of \$0.02 each to raise a minimum of \$2,480,611 under the Public Offer. In addition, the Company has agreed to issue 37,500,000 Debt Conversion Shares as consideration for the extinguishment of debt owed by Intiger Asset Management Pty Ltd to Mark Fisher. The Company has further agreed to issue the Options the subject of the Options Offer and Options to Proposed Directors and key management personal under the Incentive Option Plan. The capital structure upon completion of the Acquisition is set out in Section 4.9.

The issue of the Shares, Performance Shares, Debt Conversion Shares and Options will significantly dilute the interests of existing Shareholders (assuming conversion of the Performance Shares and exercise of the Options). There is also a risk that the interests of Shareholders will be further diluted as a result of future capital raisings required in order to fund the development of the Intiger Group business.

7.3 Risks specific to the Intiger Group's business

There are a number of specific risks involved for the Company, and consequently its Security holders, in the acquisition of the Intiger Group including risks specific to the businesses and assets of the Intiger Group which include the following non-exhaustive list:

(a) **Competition and new technologies**

There is significant competition in the financial services, technology and offshore processing industries generally. Competitors include companies with significantly greater financial, technical, human, research and development and marketing resources than are currently available to the Intiger Group. The Intiger Group's competitors may develop technologies and products that perform better and/or, have greater market acceptance. While the Intiger Group will undertake all reasonable due diligence in its business decisions and operations, the Intiger Group will have no influence or control over the activities or actions of its competitors, whose product developments, activities or

actions may positively or negatively affect the operating and financial performance of the Intiger Group's projects and business.

Industries can change rapidly because of technological innovation, new product introductions, declining prices and evolving industry standards, among other factors. New solutions and new technology often render existing solutions and services obsolete, excessively costly or otherwise unmarketable.

As a result, the success of the Intiger Group depends on the Intiger Group being able to keep up with the latest technological progress and to develop or acquire and integrate new technologies into its existing business.

(b) **Licensee engagement**

The Intiger Group operates as a service provider to both Australian Financial Services License holders and their associated practice's, resellers, brokers and franchisee networks. The Intiger Group's capacity to deliver its service to these entities depends upon the Australian Financial Services License holder's willingness to engage with the Intiger Group. Any investment in the Intiger Group should be based on an understanding that access to these licensees and their representative's is outside the Intiger Group's control and determinant in the Intiger Group's ability to market and distribute its service.

(c) **Technology development**

The LILLY and KLIP software is subject to ongoing development and version upgrades and refinements as the products are rolled out to clients. Should these upgrade not be undertaken correctly it may affect future system performance and therefore adversely affect the Intiger Group's service levels and potentially negatively impact on the Intiger Group's financial performance.

(d) **Interruptions to operations, including infrastructure and technology failure**

The Intiger Group is exposed to short, medium or long-term interruptions to its operations as it relies on its infrastructure and technology to provide its customers with a highly reliable service. There may be a failure to deliver this level of service as a result of numerous factors, including, human error, power loss, improper maintenance by entities not related to the Intiger Group, physical or electronic security breaches, fire, earthquake, hurricane, flood and other natural disasters, water damage, intentional damage to the networks from vandalism and sabotage and vandalism.

In addition, the Intiger Group's technology, in country partners and assorted suppliers, may be exposed to some of the above events that could significantly impact the operations of those entities, which could, in turn, materially and adversely affect the Intiger Group's business, financial condition, results of operations and revenue.

(e) **Relationships with key intellectual property licensors and technology generators**

The Intiger Group uses technology developed in the course of its business that is owned by the Intiger Group. However the Intiger Group also relies on relationships with key intellectual property licensors and technology partners, from whom it uses property and technology, such as COIN and IRESS which are used in the financial planning industry and Vsee and Skype which are used for communication.

The Intiger Group's ability to develop, maintain and manage its existing retail business is dependent on its ability to use particular technology, and any change in the ability to use technology the Intiger Group relies on may have an effect on the Intiger Group's future financial performance and position.

(f) **Protection of intellectual property rights**

The Intiger Group may proceed to secure patent protection for its LILLY technology. The ability of the Intiger Group to obtain and sustain patents, maintain trade secret protection and operate without infringing proprietary rights of third parties is therefore an integral part of the Intiger Group's business. If the patent rights are not granted and the Intiger Group fails to protect its future developments and intellectual property rights, competitors may gain access to its technology which would in turn harm its business.

The granting of protection, such as a registered patent, does not guarantee that the rights of others are not infringed, that competitors will not develop technology to avoid the patent or that third parties will not claim an interest in the intellectual property with a view to seeking a commercial benefit from the Intiger Group or its partners.

(g) **Regulatory changes**

The Intiger Group operates within the financial services sector in Australia which is highly regulated by both the Federal and State Governments. Whilst the Intiger Group does not hold an Australian Financial Services License and does not require any such license it remains obligated to endeavour to meet said financial services regulation on a best endeavours basis. The Intiger Group completes the back office processing, administration and documentation of clients within the financial planning industry and has exposure to data relevant to the operation and daily going concern of those firms. As such the Intiger Group adheres to the Australian Data Protection Act relevant to its services. In addition, the Intiger Group's operations and services are compliant with the Australian Privacy Principles Act.

Changes in government policy relating to the financial service industry may directly and indirectly affect the competitive landscape that the Intiger Group operates in, which could materially affect the Intiger Group's future financial performance and position.

Furthermore, the Intiger Group operates in developing nations, being the Philippines and small scale activities in India. Although the Intiger Group endeavours to adhere to the compliance and regulatory framework in each nation, these frameworks may not meet Australian regulatory standards. The Intiger Group has appointed a Compliance

Officer in Australia and the Philippines to ensure legal and regulatory compliance. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. Where compliance with the regulatory framework in overseas jurisdictions becomes costly or inefficient, the Intiger Group would look to move those activities to Australia.

(h) **Access to the Internet and other technology infrastructure**

As the Intiger Group's services are designed primarily to work over the internet, its revenue growth depends on its customer's low cost, high-speed access to the Internet, as well as the continued maintenance and development of the internet infrastructure, including its access to intellectual property providers.

Additionally, the Intiger Group's ability to maintain access to the cloud technology is important in order to offer its services across the world.

(i) **Security breaches and hacker attacks**

A malicious attack on the Intiger Group's systems process or people from external or internal sources could put the integrity and privacy of customers' data and system and associated technology at risk. The impact of loss or leakage of customer or business data could include costs for rebates, potential service disruptions, litigation and brand damage resulting in reduced or falling revenues. The Intiger Group follows best practise in relation to security policies, procedures, automated and manual protection, encryption systems and staff screening to minimise this risk.

(j) **Reliance on key personnel and suppliers**

The Intiger Group's ability to develop and manage the growth of its business is largely dependent on the skills of the Intiger Group's management team.

Loss of key leadership roles currently occupied by Head of Global Operations Ms Sharon Wright and CEO/Founder Mr Mark Fisher may present risk to the company. The Intiger Group will seek to address this risk by appointing an adequate leadership team following Settlement of the Acquisition.

The majority of the Intiger Group's processing is delivered out of its wholly-owned Philippines based operation. A small , component of its administrative services are completed in India. The Intiger Group trained human resource in India are contracted on an as-needs basis at an hourly rate. No formal agreements have been entered into by the Intiger Group in relation to the provision of administrative services in India. If the Company is unable to engage the services of these Indian personnel or any failure of the personnel to perform their obligations may represent a risk to the Company. The Intiger Group may seek to mitigate this risk through the expansion of its wholly-owned Philippines operation.

Despite the Intiger Group's best efforts to attract and retain key personnel and maintain existing human resource supplier relationships in India there is no assurance that the Intiger Group will be able to do so. As with any human resource based services, the Intiger Group may be

subject to competitors attempting to secure its staff. The Intiger Group has sought to mitigate this risk by signing core staff to long term employment contracts. The Intiger Group's ability or inability to retain key personnel and maintain its relationships with personnel in India could have a material impact on the business going forward.

In addition, changes in the capacity of the Intiger Group's Indian human resource supplier's capacity to maintain and deliver the group's Indian human resource supply may affect the value and viability of any activities that may be conducted by the Company.

(k) **Sovereign risks**

The Intiger Group currently conducts activities in the Philippines and limited activities in India which are subject to the risks associated with operating in foreign countries.

Possible sovereign risks associated with operating in the Philippines and India include, without limitation, economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, repatriation of capital, labour relations as well as government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents. Any of these factors may, in the future, adversely affect the financial performance of the Intiger Group.

No assurance can be given regarding future stability in the Philippines, India or any other country in which the Intiger Group may, in the future, have an interest. However, the Intiger Group intends to mitigate this risk by monitoring the climate in the Philippines and India and, if required, relocating its overseas operations to other jurisdictions, which may include Australia.

7.4 Risks specific to the Company

(a) **Going concern risk**

The Company's financial report for the half-year ended 31 December 2015 (released to ASX on 4 March 2016) includes a note on the financial condition of the Company and the possible existence of a material uncertainty about the consolidated entity's ability to continue as a going concern.

In addition, as noted in Section 8.2, the financial reports for various members of the Intiger Group for the period ended 31 December 2015 also include a note on the financial condition of those companies and the possible existence of a material uncertainty about the companies' ability to continue as a going concern.

Notwithstanding the 'going concern' Emphasis of Matter paragraph included in the above noted financial reports, the Directors and the Proposed Directors believe that upon the successful completion of the Acquisition and Public Offer, the Company and the Intiger Group will have sufficient funds to adequately meet the Company's current expenditure commitments and short to medium term working capital requirements. However, it is highly likely that further funding will be

required to meet the medium to long term working capital costs of the Company. Please refer to Section 7.5(a) below for further details.

In the event that the Public Offer is not completed successfully there is significant uncertainty as to whether the Company can continue as a going concern, and which is likely to have a material adverse effect on the Company's activities.

7.5 General risks

(a) Future capital requirements

Further funding may be required by the Company to support its ongoing activities and operations, including the need to develop new products, improve existing products, enhance its operating infrastructure and to acquire complementary businesses and technologies. Accordingly, the Company may need to engage in equity or debt financings to secure additional funds. There can be no assurance that such funding will be available on satisfactory terms (or at all) at the relevant time. Any inability to obtain additional funding (or inability to obtain funding on reasonable terms) will adversely affect the financial condition and financial performance of the Company.

(b) Litigation risks

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

(c) Potential acquisitions risk

As part of its business strategy, the Company may make acquisitions of, or significant investments in, complementary companies or prospects although no such acquisitions or investments are currently planned. Any such transactions will be accompanied by risks commonly encountered in making such acquisitions.

(d) Economic

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

(e) Market conditions

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

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;

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

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors or Proposed Directors warrant the future performance of the Company or any return on an investment in the Company.

(f) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the capital raising. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(g) **Force Majeure**

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

(h) **General economic and political risks**

Changes in the general economic and political climate in Australia and on a global basis may impact on economic growth, interest rates, the rate of inflation, taxation and tariff laws, domestic security which may affect the value and viability of any activities that may be conducted by the Company.

(i) **Regulatory risk**

Changes in relevant taxes, legal and administration regimes, accounting practice and government policies in any of the countries in which the Company or the Intiger Group operates may adversely affect the financial performance of the Company.

7.6 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the

financial performance of the Company and the value of the Securities offered under this Prospectus.

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

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

8. FINANCIAL INFORMATION

8.1 Reviewed Historical Pro-Forma Financial Information

STAR STRIKER LIMITED (TO BE RENAMED 'INTIGER GROUP LIMITED') PRO FORMA HISTORICAL STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2015

| | Star Striker Consolidated Group REVIEWED 31 Dec 2015 | Impact of the Acquisition and Debt Conversion Shares | Capital Raising (Min) | Capital Raising (Max) | Advisor Options | Pro Forma Post Acquisition (Min) | Pro Forma Post Acquisition (Max) |
|---------------------------------|--|--|--------------------------|--------------------------|-----------------|-------------------------------------|-------------------------------------|
| | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| Current Assets | | | | | | | |
| Cash and cash equivalents | 1,903,295 | 111,770 | 2,040,202 | 2,979,202 | - | 4,055,267 | 4,994,267 |
| Trade and other receivables | 25,396 | 31,902 | - | - | - | 57,298 | 57,298 |
| Other | - | 40,515 | - | - | - | 40,515 | 40,515 |
| Total Current Assets | 1,928,691 | 184,187 | 2,040,202 | 2,979,202 | - | 4,153,080 | 5,092,080 |
| Non-Current Assets | | | | | | | |
| Available for Sale Assets | 120,164 | - | - | - | - | 120,164 | 120,164 |
| Property, Plant and Equipment | - | 4,200 | - | - | - | 4,200 | 4,200 |
| Goodwill | - | 1,662,458 | - | - | - | 1,662,458 | 1,662,458 |
| Total Non-current Assets | 120,164 | 1,666,658 | - | - | - | 1,786,822 | 1,786,822 |
| TOTAL ASSETS | 2,048,855 | 1,850,845 | 2,040,202 | 2,979,202 | - | 5,939,902 | 6,878,902 |
| Current Liabilities | | | | | | | |
| Trade and other | (116,773) | (237,541) | - | - | - | (354,314) | (354,314) |

| | | | | | | | |
|--------------------------------------|------------------|------------------|------------------|------------------|-----------|------------------|------------------|
| payables (ii) | | | | | | | |
| Total Current Liabilities | (116,773) | (237,541) | - | - | - | (354,314) | (354,314) |
| Non-Current Liabilities | | | | | | | |
| Borrowings (i) | - | (152,563) | - | - | - | (152,563) | (152,563) |
| Total Non-current Liabilities | - | (152,563) | - | - | - | (152,563) | (152,563) |
| TOTAL LIABILITIES | (116,773) | (390,104) | - | - | - | (506,877) | (506,877) |
| NET ASSETS | 1,932,082 | 1,460,741 | 2,040,202 | 2,979,202 | - | 5,433,025 | 6,372,025 |
| Shareholders' Equity | | | | | | | |
| Contributed equity | 36,149,682 | 750,000 | 2,172,325 | 3,129,625 | - | 39,072,007 | 40,029,307 |
| Reserves | 1,011,671 | 710,741 | - | - | 355,371 | 2,077,783 | 2,077,783 |
| Accumulated losses (iii) | (35,229,271) | - | (132,123) | (150,423) | (355,371) | (35,716,765) | (35,735,065) |
| Total Shareholders' Equity | 1,932,082 | 1,460,741 | 2,040,202 | 2,979,202 | - | 5,433,025 | 6,372,025 |

The above should be read in conjunction with the accompanying notes.

- (i) Borrowings of \$152,563 are payable to Mark Fisher on arm's length commercial terms in the ordinary course of business.
- (ii) Trade and other payables include \$11,209 payable to directors of Intiger Asset Management Pty Ltd on arm's length commercial terms in the ordinary course of business.
- (iii) The tax effect of capital raising costs, being 30%, has been written off through the income statement due to the uncertainty regarding the Group being in a tax payable situation. Given that this is the only income statement transaction, no separate statement has been shown.

8.2 Star Striker Limited (to be Renamed 'Intiger Group Limited') Notes to the Reviewed Historical Pro Forma Statement of Financial Position of the Company as at 31 December 2015

Basis of Preparation

The financial information included in Section 8.1 has been prepared in accordance with the recognition and measurement criteria (but not the disclosure requirements) of Australian Accounting Standards (AAS) and the proposed summary of significant accounting policies outlined below. The financial information is presented in an abbreviated form in so far as it does not include all the disclosures and notes required in an annual financial report prepared in accordance with AAS and the Corporations Act.

The financial information contained in Section 8.1 has been reviewed by HLB Mann Judd Corporate Finance Pty Ltd as set out in the Limited Assurance Report (IAR) in Section 9. Readers should note the scope and limitations of the IAR.

Reviewed historic statement of financial position of the Company

The reviewed historical statement of financial position of the Company as at 31 December 2015 has been extracted from Star Striker Limited's reviewed interim financial report for the half-year ended 31 December 2015, upon which an unmodified review conclusion, with an emphasis of matter in respect of going concern, was issued.

Audited historic financial information of the Intiger Group of Companies ("the Intiger Group")

The historic financial information of the Intiger Group as at 31 December 2015 which has been used in determining the "impact of the acquisition" in Section 8.1, has been subject to audit as follows:

Table 8.2.1

| Entity | Jurisdiction | Auditor | Audit Opinion Issued | |
|----------------------------|--------------|-------------|-------------------------------|-------------|
| Intiger Management Pty Ltd | Asset Pty | Australia | Pitcher Partners BA&A Pty Ltd | Unmodified* |
| Integra Management Pty Ltd | Asset Pty | Australia | Pitcher Partners BA&A Pty Ltd | Unmodified* |
| Intiger Management Pty Ltd | Asset Pty | Hong Kong | Baker Tilly Hong Kong Limited | Unmodified |
| Tiger 1 Limited | | Hong Kong | Baker Tilly Hong Kong Limited | Unmodified* |
| Tiger 2 Limited | | Hong Kong | Baker Tilly Hong Kong Limited | Unmodified* |
| Lion Business Process Inc | | Philippines | Francia Lavina - Eugenio | Unmodified |

*The audit opinions issued included an emphasis of matter paragraph in relation to the continuance of the entity as a going concern.

Intiger Process Enhancement Pty Ltd was incorporated on 12 January 2016 and has no current operations and no operating history. Accordingly, no financial information is provided in relation to Intiger Process Enhancement Pty Ltd.

Reviewed pro forma historical financial information of the Group

Although the Public Offer and associated conditions precedent had not occurred as at 31 December 2015, the pro forma historical statement of financial position has been prepared as if the transaction had occurred at that date.

The pro forma historical statement of financial position set out above has been used to illustrate the financial position of the Company following completion of the Public Offer and the transactions outlined below:

- The Company acquiring 100% interest in all of the Intiger Group companies for consideration of:
 - \$50,000 non-refundable deposit;
 - 500,000,000 performance shares (being 250,000,000 Class A Performance Shares and 250,000,000 Class B Performance Shares); and
 - 100,000,000 Options to be issued to the Proposed Directors and key personnel of the Intiger Group which have been valued at a total of \$710,741 using a Black Scholes model; and
- The Company completing a minimum capital raising of \$2,480,610.98 up to a maximum of \$3,480,610.98 through the issue of not less than 124,030,549 ordinary shares.
- On 18 May 2016, the Company, Intiger Australia and Mr Fisher entered into the Debt Conversion Agreement pursuant to which the parties agreed to extinguish a debt of \$750,000 and fully release and discharge Intiger Australia from all obligations and liabilities thereto, in consideration for the issue by the Company of 37,500,000 Shares to Mr Fisher. The net effect is detailed in the reviewed historical pro-forma financial information which demonstrates the conversion of the \$750,000 in borrowings with 37,500,000 ordinary shares. The issue of Shares in order to extinguish the Debt is deemed to be at fair value.

8.3 Proposed Summary of Significant Accounting Policies

(a) Basis of Preparation

The Historical Pro Forma Statement of Financial Position has been prepared in accordance with Australian Accounting Standards, Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act (as modified for inclusion in the Prospectus).

Australian Accounting Standards set out accounting policies that the Australian Accounting Standards Board have concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial

statements and notes also comply with International Financial Reporting Standards.

The financial information presented in this Prospectus is presented in an abbreviated form and does not contain all the disclosures that are usually provided in an annual report prepared in accordance with the Corporations Act. The pro-forma statement of financial position has been prepared on the basis of assumptions outlined above.

The pro-forma Statement of Financial Position has been prepared for the Group comprising the Company and its controlled entities. The Company is a public company limited by shares incorporated and domiciled in Australia.

(b) **Basis of consolidation**

The consolidated financial statements incorporate the assets and liabilities of the Company and its subsidiaries (the **Group**). Subsidiaries are entities the parent controls. The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

In preparing the consolidated financial statements, all intercompany balances and transactions, income and expenses and profit and losses resulting from intra-group transactions have been eliminated in full.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group.

Business combinations have been accounted for using the acquisition method of accounting.

Acquisition of the Intiger Group

The acquisition by Star Striker of the Intiger Group will result in Star Striker gaining control of the Intiger Group.

Provisional business combination accounting is as follows:

| | |
|---|----------------|
| Purchase Consideration | \$ |
| Options to Directors and Key Personnel | 710,741 |
| Cash Deposit | 50,000 |
| Performance Shares | - |
| | <u>760,741</u> |
| (refer to separate note: <i>Valuation of Performance Shares</i>) | |
| Less: | |
| Cash | 161,770 |
| Receivables | 31,902 |
| Other assets | 40,515 |

| | |
|--|-------------------------|
| Property, plant and equipment | 4,200 |
| Trade payables | (237,541) |
| Borrowings | (152,563) |
| Debt Conversion Shares | <u>(750,000)</u> |
| Identifiable assets acquired and liabilities assumed | <u>(901,717)</u> |
| Goodwill | <u><u>1,662,458</u></u> |

(c) **Business combinations**

The acquisition method of accounting is used to account for all business combinations, including business combinations involving entities or business under common control, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the subsidiary. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the subsidiary acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

Where a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

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

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's

incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Where the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or liability is remeasured at subsequent reporting dates in accordance with AASB 139, or AASB 137 'Provisions, Contingent Liabilities and Contingent Assets', as appropriate, with the corresponding gain or loss being recognised in profit or loss.

(d) **Critical Accounting Estimates and Judgements**

The application of accounting policies requires the use of judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognised in the period in which the estimate is revised if it affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Recovery of financial assets

The directors have reviewed the recoverability of the carrying amount of the Group's financial assets, made up of equity, options and receivables in relation to Sugar Dragon Limited. Significant management judgement is required in considering whether these financial assets will recover their full value in time or whether they should be impaired. Refer to Note 1 (m) for further discussion around the Group's impairment testing.

Valuation of performance shares

We have not undertaken an analysis of the Performance Shares (Source, IER, HLB Perth) as these are contingent on future events for which no reasonable basis as to the likelihood of them converting is present. We note that should they convert there is likely to be an increase in the value of the company which will benefit all shareholders. Full details of the terms and conditions of the Performance Shares are

set out in the Notice of General Meeting and accompanying Explanatory Statement. The key conversion terms and conditions on performance shares are listed below.

A Performance Share in the relevant class will convert upon the achievement of:

- (i) Class A: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$1,000,000 between the date of issue of the Performance Shares and 30 June 2019 (**Milestone**).
- (ii) Class B: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$4,000,000 between the date of issue of the Performance Shares and 30 June 2019. (**Milestone**).
- (iii) Class C: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$11,000,000 between the date of issue of the Performance Shares and 30 June 2019 (**Milestone**).
- (iv) Class D: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$40,000,000 between the date of issue of the Performance Shares and 30 June 2019 (**Milestone**).

A Performance Share in the relevant class will, upon achievement of the relevant Milestone, convert into:

- (i) Class A: one Class C Performance Share and one Share.
- (ii) Class B: one Class D Performance Share and one Share.
- (iii) Class C: one Share.
- (iv) Class D: one Share.

Valuation of Options

100,000,000 Options will be issued pursuant to an employee incentive scheme and a further 50,000,000 Options will be issued to an advisor (being, Merchant Capital Markets Pty Ltd) under the Options Offer.

It is noted that the existing Options have an exercise price below the trading price of Shares on 13 January 2016 of 2.5 cents. Further, the 0.4 cent Options expired on 31 March 2016. Using the Black & Scholes option model and based on the assumptions set out below, the Options were ascribed the following value:

| Assumptions: | |
|------------------------|--------------|
| Options | 150,000,000 |
| Valuation date | 3 March 2016 |
| Market price of Shares | 2.2cents |

| | |
|---|--------------|
| Exercise price | 2 cents |
| Expiry date (length of time from issue) | 30 June 2020 |
| Risk free interest rate | 2.04% |
| Volatility (<i>discount</i>) | 155% |
| Indicative value per Option | 0.0102 cents |
| Total value of Options | \$1,066,112 |

(e) **Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Interest income

Interest revenue is recognised on a time proportionate basis that takes into account the effective yield on the financial asset, using the effective interest rate method.

(f) **Cash and Cash Equivalents**

Cash comprises cash at bank and on hand. Cash equivalents are 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. Bank overdrafts are shown within borrowings in current liabilities in the consolidated statement of financial position.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

(g) **Trade and other receivables**

Trade receivables are measured on initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method, less provision for impairment. Trade receivables are generally due for settlement within periods ranging from 15 days to 30 days.

Impairment of trade receivables is continually reviewed and those that are considered to be uncollectible are written off by reducing the carrying amount directly. An allowance account is used when there is objective evidence that the Group will not be able to collect all amounts due according to the original contractual terms. Factors considered by the Group in making this determination include known significant financial difficulties of the debtor, review of financial information and significant delinquency in making contractual payments to the Group. The impairment allowance is set equal to the difference between the carrying amount of the receivable and the present value of estimated future cash flows, discounted at the original

effective interest rate. Where receivables are short-term discounting is not applied in determining the allowance.

The amount of the impairment loss is recognised in profit or loss within other expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the consolidated statement of profit or loss and other comprehensive income.

(h) **Foreign Currency Translation**

Both the functional and presentation currency of the Company and its subsidiaries is Australian dollars. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the end of the reporting period.

All exchange differences in the consolidated financial report are taken to profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of the initial transaction.

Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

(i) **Income tax**

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

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

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period.

Deferred income tax is provided on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at the end of the reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

(j) **Other taxes**

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

- when the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables, which are stated with the amount of GST included.
- The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the consolidated statement of financial position.

Cash flows are included in the consolidated statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

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

(k) **Property, Plant and Equipment**

Plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. Such cost includes the cost of replacing parts that are eligible for capitalisation when the cost of replacing the parts is incurred.

Depreciation is calculated on a straight-line basis over the estimated useful life of the assets as follows:

Plant and equipment – over 1 to 7.5 years

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

(i) *Impairment*

The carrying values of plant and equipment are reviewed for impairment at each reporting date, with recoverable amount being estimated when events or changes in circumstances indicate that the carrying value may be impaired.

For plant and equipment, impairment losses are recognised in profit or loss.

(ii) *Derecognition and disposal*

An item of property, plant and equipment is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal.

Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

(l) **Impairment of assets**

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of its fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets and the asset's value in use cannot be estimated to be close to its fair value. In such cases the asset is tested for impairment as part of the cash-generating unit to which it belongs. When the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses relating to continuing operations are recognised in those expense categories consistent with the nature of the impaired asset.

An assessment is also made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss

was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years.

(m) **Trade and other payables**

Trade payables and other payables are carried at amortised costs and represent liabilities for goods and services provided to the Group prior to the end of the financial year/period that are unpaid and arise when the Group becomes obliged to make future payments in respect of the purchase of these goods and services.

(n) **Borrowing Costs**

Non-derivative financial liabilities are initially recognized at fair value net of directly attributable transaction costs. On subsequent measurement, non-derivative financial liabilities are measured at amortised cost using the effective interest method.

(o) **Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases. Operating lease payments are recognised as an expense on a straight line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

(p) **Issued capital**

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

(q) **Share based payment transactions**

Equity settled transactions

The Group provides benefits to employees (including key management personnel) of the Group in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares ("equity settled transactions").

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using a binomial model. The fair value of options issued as approved by the Directors and shareholders are recognised as an employee benefit expense with a corresponding increase in equity. The fair value is measured at grant date and recognised over the period during which the employees become unconditionally entitled to the options.

The fair value at grant date is independently determined using the binomial option pricing model that takes into account the exercise price, the term of the option, the vesting and performance criteria, the

impact of dilution, the non-tradeable nature of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option. The fair value of the options granted excludes the impact of any non-market vesting conditions (for example (profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At the end of each reporting period, the Group revises its estimate of the number of options that are expected to become exercisable. The employee benefit expense recognised each period takes into account the most recent estimate.

(r) **Related Party Disclosure**

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No expense has been recognised in the current or prior periods for bad or doubtful debts in respect of the amounts owed by related parties.

Debt Conversion Agreement

On 18 May 2016, the Company, Intiger Australia and Mr Fisher entered into the Debt Conversion Agreement pursuant to which the parties agreed to extinguish the a debt of \$750,000 owed by Intiger Australia to Mr Fisher and fully release and discharge Intiger Australia from all obligations and liabilities thereto, in consideration for the issue by the Company of 37,500,000 Shares to Mr Fisher. The net effect is detailed in the above reviewed historical pro-forma financial information which seeks to replace the \$750,000 in borrowings with 37,500,000 ordinary shares. The issue of Shares in order to extinguish the debt is deemed to be at fair value.

Loans to related parties

Star Striker Limited have advanced a loan of \$300,000 to Intiger Group subsequent to 31 December 2015. This facility is up to a limit of \$500,000.

8.4 Star Striker Limited (to be renamed 'Intiger Group Limited') Historical Financial Information

Set out below is summarised financial information of Star Striker Limited (Formerly Resource Star Limited). The following information has been extracted from the audited financial statements.

The 30 June 2015, 2014 and 2013 Auditor's reports issued by HLB Mann Judd were unmodified and contained an emphasis of matter in relation to going concern.

**STAR STRIKER LIMITED (TO BE RENAMED 'INTIGER GROUP LIMITED')
STATEMENT OF FINANCIAL POSITION**

| | CONSOLIDATED | | |
|-----------------------------|---------------------|-------------|-------------|
| | 2015 | 2014 | 2013 |
| | \$ | \$ | \$ |
| Current Assets | | | |
| Cash and cash equivalents | 322,138 | 460,485 | 1,358 |
| Trade and other receivables | 20,071 | 13,240 | 35,864 |

| | CONSOLIDATED | | |
|---|---------------------|-----------------|------------------|
| | 2015 | 2014 | 2013 |
| | \$ | \$ | \$ |
| Other | 4,539 | 7,454 | 8,484 |
| Total Current Assets | 346,748 | 481,179 | 45,706 |
| Non-Current Assets | | | |
| Deferred exploration and evaluation expenditure | - | - | 79,023 |
| Property, plant and equipment | - | - | 1,251 |
| Available for Sale Assets | 120,164 | - | - |
| Total Non-Current Assets | 120,164 | - | 80,274 |
| Total Assets | 466,912 | 481,179 | 125,980 |
| Current Liabilities | | | |
| Trade and other payables | 124,228 | 525,228 | 318,429 |
| Borrowings | - | 50,000 | 81,644 |
| Total Current Liabilities | 124,228 | 575,228 | 400,073 |
| Total Liabilities | 124,228 | 575,228 | 400,073 |
| Net Assets / (Net Liabilities) | 342,684 | (94,049) | (274,093) |
| Equity / (Net Deficiency of Assets over Liabilities) | | | |
| Contributed equity | 34,654,754 | 33,569,173 | 32,930,782 |
| Reserves | 667,604 | 156,000 | 24,450 |
| Accumulated losses | (34,979,674) | (33,819,222) | (33,229,325) |
| Total Equity / (Net Liabilities) | 342,684 | (94,049) | (274,093) |

The above should be read in conjunction with the full financial statements.

STAR STRIKER LIMITED (TO BE RENAMED 'INTIGER GROUP LIMITED')
STATEMENT OF COMPREHENSIVE INCOME

| | CONSOLIDATED | | |
|--|---------------------|------------------|--------------------|
| | 2015 | 2014 | 2013 |
| | \$ | \$ | \$ |
| Other revenue | 4,849 | 21,662 | 2,174 |
| Impairment write down | (596,196) | (263,446) | (2,919,130) |
| Depreciation | - | (469) | (1,116) |
| Other expenses | (569,105) | (372,094) | (541,052) |
| Loss before income tax expense | (1,160,452) | (614,347) | (3,459,124) |
| Income tax expense | - | - | - |
| Loss after tax from continuing operations | (1,160,452) | (614,347) | (3,459,124) |
| Net loss for the year | (1,160,452) | (614,347) | (3,459,124) |
| Other comprehensive income / (loss) | - | - | - |
| Total comprehensive (loss) for the year | (1,160,452) | (614,347) | (3,459,124) |

| | CONSOLIDATED | | |
|---|---------------------|------------------|--------------------|
| | 2015 | 2014 | 2013 |
| | \$ | \$ | \$ |
| Net loss and comprehensive loss attributable to: | | | |
| Owners of the parent entity | (1,160,452) | (614,347) | (3,459,124) |
| Non-controlling interest | - | - | - |
| | <u>(1,160,452)</u> | <u>(614,347)</u> | <u>(3,459,124)</u> |

The above should be read in conjunction with the full financial statements.

STAR STRIKER LIMITED (TO BE RENAMED 'INTIGER GROUP LIMITED')
STATEMENT OF CASH FLOWS

| | CONSOLIDATED | | |
|--|-----------------------|-----------------------|---------------------|
| | 2015 | 2014 | 2013 |
| | \$ | \$ | \$ |
| Cash flows from operating activities | | | |
| Interest income | 2,019 | 373 | 2,428 |
| Payment to suppliers and employees | (971,191) | (161,155) | (291,921) |
| Net cash flows provided by/(used in) operating activities | <u>(969,172)</u> | <u>(160,782)</u> | <u>(289,493)</u> |
| Cash flows from investing activities | | | |
| Payments for exploration and evaluation expenditure | (10,860) | (111,008) | (238,141) |
| Payments for investments | (705,500) | - | - |
| Net cash flows provided by/(used in) investing activities | <u>(716,360)</u> | <u>(111,008)</u> | <u>(238,141)</u> |
| Cash flows from financing activities | | | |
| Proceeds from issue of shares and options | 1,646,514 | 647,363 | 110,010 |
| Proceeds from loans | - | 96,880 | 81,644 |
| Share issue costs | (99,329) | (13,326) | (5,000) |
| Net cash flows provided by/(used in) financing activities | <u>1,547,185</u> | <u>730,917</u> | <u>186,654</u> |
| Net increase/(decrease) in cash and cash equivalents | (138,347) | 459,127 | (340,980) |
| Cash and cash equivalents at beginning of year | 460,485 | 1,358 | 342,338 |
| Cash and cash equivalents at the end of the year | <u><u>322,138</u></u> | <u><u>460,485</u></u> | <u><u>1,358</u></u> |

The above should be read in conjunction with the full financial statements.

STAR STRIKER LIMITED (TO BE RENAMED 'INTIGER GROUP LIMITED')
STATEMENT OF CHANGES IN EQUITY

| | <i>Contributed equity</i> | <i>Accumulated losses</i> | <i>Reserves</i> | <i>Total Equity/(Net Liabilities)</i> |
|---------------------------------------|-------------------------------|-------------------------------|-----------------|---|
| | \$ | \$ | \$ | \$ |
| Balance at 1 July 2012 | 32,820,772 | (30,222,173) | 473,302 | 3,071,901 |
| Total comprehensive loss for the year | - | (3,459,124) | - | (3,459,124) |
| Shares issued (net of costs) | 110,010 | - | - | 110,010 |
| Options issued | - | - | 3,120 | 3,120 |
| Options forfeited | - | 451,972 | (451,972) | - |
| At 30 June 2013 | 32,930,782 | (33,229,325) | 24,450 | (274,093) |
| Balance at 1 July 2013 | 32,930,782 | (33,229,325) | 24,450 | (274,093) |
| Total comprehensive loss for the year | - | (614,347) | - | (614,347) |
| Shares issued (net of costs) | 638,391 | - | 156,000 | 794,391 |
| Options issued | - | - | - | - |
| Options forfeited | - | 24,450 | (24,450) | - |
| At 30 June 2014 | 33,569,173 | (33,819,222) | 156,000 | (94,049) |
| Balance at 1 July 2014 | 33,569,173 | (33,819,222) | 156,000 | (94,049) |
| Total comprehensive loss for the year | - | (1,160,452) | - | (1,160,452) |
| Shares issued (net of costs) | 1,085,581 | - | 511,604 | 1,597,185 |
| Options issued | - | - | - | - |
| Options forfeited | - | - | - | - |
| At 30 June 2015 | 34,654,754 | (34,979,674) | 667,604 | 342,684 |

The above should be read in conjunction with the full financial statements.

8.5 Intiger Group Historical Financial Information

Set out below is summarised financial information of the Intiger Group. The following information has been extracted from the audited financial statements of the following entities:

- (a) Intiger Asset Management Pty Ltd for the financial year ended 31 December 2015;
- (b) Integra Asset Management Australia Pty Ltd for the financial year ended 31 December 2015;
- (c) Intiger Asset Management Limited for the financial year ended 31 December 2015;
- (d) Tiger 1 Limited for the financial year ended 31 December 2015;

- (e) Tiger 2 Limited for the financial year ended 31 December 2015; and
- (f) Lion 2 Business Process Inc. for the financial year ended 31 January 2016.

As noted above, Intiger Process Enhancement Pty Ltd was incorporated on 12 January 2016 and has no current operations and no operating history. Accordingly, no financial information is provided in relation to Intiger Process Enhancement Pty Ltd.

The operating and financial activities for Intiger Asset Management Pty Ltd and its associated entities formally commenced during the full financial year ended 31 December 2015. Prior to the full financial year ended 31 December 2015 there were no material operating activities and revenues generated which would result in a financial impact requiring audited financial accounts. Specifically, the total revenue of the companies was well under \$100,000. Accordingly, no audited financial information is provided for Intiger Asset Management Pty Ltd and its associated entities prior to the financial year ended 31 December 2015.

As per the Table 8.2.1 above, some of the 31 December 2015 auditor's reports issued by Pitcher Partners BA&A Pty Ltd and Baker Tilly Hong Kong Limited contained an emphasis of matter in relation to going concern.

**INTIGER ASSET MANAGEMENT PTY LTD AND ITS ASSOCIATED ENTITIES
STATEMENT OF FINANCIAL POSITION**

| | 2015 \$ |
|---|--------------------------|
| Current Assets | |
| Cash and cash equivalents | 161,770 |
| Trade and other receivables | 304,005 |
| Other | 40,515 |
| Total Current Assets | <u>506,290</u> |
| Non-Current Assets | |
| Deferred exploration and evaluation expenditure | - |
| Property, plant and equipment | 4,200 |
| Available for Sale Assets | - |
| Total Non-Current Assets | <u>4,200</u> |
| Total Assets | <u>510,490</u> |
| Current Liabilities | |
| Trade and other payables | 154,892 |
| Other | 82,649 |
| Total Current Liabilities | <u>237,541</u> |
| Non-Current Liabilities | |
| Borrowings | (1,174,666) |
| Total Non-Current Liabilities | <u>(1,174,666)</u> |
| Total Liabilities | <u>(1,412,207)</u> |
| Net Assets / (Net Liabilities) | <u>(901,717)</u> |

| | 2015 \$ |
|---|------------------|
| Equity / (Net Deficiency of Assets over Liabilities) | |
| Contributed equity | 8,719 |
| Reserves | - |
| Accumulated losses | (910,436) |
| Total Equity / (Net Liabilities) | <u>(901,717)</u> |

The above should be read in conjunction with the full financial statements.

2 June 2016

The Directors
Star Striker Limited (to be renamed Intiger Group Limited)
c/o Cicero Corporate Services
Suite 9
330 Churchill Avenue
SUBIACO WA 6008

Dear Members of the Board,

Independent Limited Assurance Report on Star Striker Limited's Historical Financial Information and Pro Forma Historical Financial Information

We have been engaged by Star Striker Limited ("SRT" or "the Company") to report on the historical financial information and pro forma historical financial information of the Company as at 31 December 2015 for inclusion in the public document dated on or about 2 June 2016 and relating to the issue of not less than 124,030,549 shares at an issue price of \$0.02 per share to raise a minimum of \$2,480,610.98 before costs ("the Offer"). Completion of the Offer is conditional upon achieving various conditions precedent including obtaining shareholder approval of resolutions, including the change in nature and scale of activities and the issue of new shares offered by the public document ("the Prospectus").

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

The nature of this report is such that it can only be issued by an entity which holds an Australian Financial Services License under the *Corporations Act 2001*. HLB Mann Judd Corporate Finance Pty Ltd ("HLB Mann Judd") holds an appropriate Australian Financial Services License (AFS License Number 240988) under the *Corporations Act 2001*. Refer to our Financial Services Guide included as part 2 of this report.

Scope

Historical Financial Information

You have requested HLB Mann Judd to review the following historical financial information of the Company included in the Prospectus:

- the Statement of Financial Position as at 31 December 2015;

The historical financial information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the Company's adopted accounting policies. The historical financial information has been extracted from the interim financial report of the Company for the period ended 31 December 2015, which was reviewed by HLB Mann Judd (VIC Partnership) in accordance with Auditing Standard on Review Engagements *ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity*. HLB Mann Judd issued an unmodified review conclusion, containing an emphasis of matter paragraph in respect of going concern, on the interim financial report. The historical financial information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

Pro Forma historical financial information

You have requested HLB Mann Judd to review the pro forma historical Statement of Financial Position as at 31 December 2015 referred to as "the pro forma historical financial information".

The pro forma historical financial information has been derived from the historical financial information of the Company, after adjusting for the effects of pro forma adjustments described in section 8.2 of the Prospectus.

HLB Mann Judd Corporate Finance Pty Ltd ABN 49 097 176 139 Australian Financial Services Licence No 240988

Level 9, 575 Bourke Street, Melbourne VIC 3000 | GPO Box 2850, Melbourne VIC 3001 | DX 154 Melbourne | Tel: +61 (0)3 9606 3888 | Fax: +61 (0)3 9606 3800

Email: mailbox@hlbvic.com.au | Website: www.hlbvic.com.au

Liability limited by a scheme approved under Professional Standards Legislation other than for the acts or omissions of financial services licensees

HLB Mann Judd Corporate Finance Pty Ltd is a member of  HLB International. A world wide network of independent accounting firms and business advisers.

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the event(s) or transaction(s) to which the pro forma adjustments relate, as described in section 8.2 of the Prospectus, as if those event(s) or transaction(s) had occurred as at the date of the historical financial information. Due to its nature, the pro forma historical financial information does not represent the Company's actual or prospective financial position.

The Intiger Group's statement of financial position as at 31 December 2015 which forms the primary basis for the "Impact of the Acquisition and Debt Conversion Shares" column in the pro forma statement of financial position in section 8.1 has been extracted by the Company's directors from the Intiger Group's 31 December 2015 audited financial statements. These 31 December 2015 financial statements were audited by the auditors of the Intiger Group as stated in Table 8.2.1 of the Prospectus. The audit opinions issued were unmodified as described in Table 8.2.1.

Directors' responsibility

The directors of the Company are responsible for the preparation of the historical financial information and pro forma historical financial information, including the selection and determination of pro forma adjustments made to the historical financial information and included in the pro forma historical financial information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of historical financial information and pro forma historical financial information that are free from material misstatement, whether due to fraud or error.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the *Standard on Assurance Engagement ASAE 3450 Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

Conclusions

Historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the historical financial information, as described in section 8.1 of the Prospectus, comprising the Statement of Financial Position of the Company as at 31 December 2015, is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in sections 8.2 and 8.3 of the document.

Pro Forma historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the pro forma historical financial information being the Statement of Financial Position as at 31 December 2015 is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in sections 8.2 and 8.3 of the document.

Restriction on Use

Without modifying our conclusions, we draw attention to section 8.2 of the Prospectus, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

Subsequent Events

Apart from the matters dealt with in this report and the Prospectus, and having regard to the Scope of our report, to the best of our knowledge and belief no other material transactions or events outside of the ordinary business of the Company have come to our attention that would require comment on, or adjustment to, the information referred to in our report or that would cause such information to be misleading or deceptive.

Sources of Information

We have made enquiries of the Directors of the Company and other parties, as considered necessary during the course of our analysis. We have also referred to the Prospectus and material documents which relate to the operations of the Company and the Intiger Group. We have no reason to believe the information supplied is not reliable.

Legal Proceedings

To the best of our knowledge and belief, we are not aware of any material legal proceeding outstanding or currently being undertaken, not otherwise disclosed in this report, which could cause the information included in this report to be misleading.

Consent

HLB Mann Judd has consented to the inclusion of this assurance report in the Prospectus in the form and context which it is included. At the date of this report, this consent has not been withdrawn.

Independence and Disclosure of Interests

HLB Mann Judd has no financial or other interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion on the matters that are subject of this report for which normal professional fees will be received.

No director of HLB Mann Judd or any individuals involved with the preparation of this report have any interest in the outcome of the Offer other than the preparation of this report for which normal professional fees will be received.

Our associated partnership, HLB Mann Judd (Vic Partnership) is the auditor of the Company. HLB Mann Judd (Vic Partnership) receives normal professional fees for performing audit and review services.

Liability

The liability of HLB Mann Judd is limited to the inclusion of this report in the Prospectus. Unless specifically referred to in this Report, or elsewhere in the Prospectus, HLB Mann Judd was not involved in the preparation of any other part of the Prospectus and did not cause the issue of any other part of the Prospectus. Accordingly, HLB Mann Judd makes no representations or warranties as to the completeness or accuracy of the information contained in any other part of the Prospectus.

Financial Services Guide

We have included our Financial Services Guide as part 2 of this report. The Financial Services Guide is designed to assist retail clients in their use of any general financial product advice in our report.

Yours faithfully

HLB Mann Judd Corporate Finance Pty Ltd

A handwritten signature in blue ink, appearing to read 'Jude Lau', written over a light blue horizontal line.

Jude Lau
Director

Part 2 Financial Services Guide

What is the purpose of this Financial Services Guide?

This Financial Services Guide (FSG) provides you with information about us to help you decide whether to use the services that we offer.

It explains:

- The services offered by us;
- How instructions may be provided to us;
- How we are remunerated; and
- The details of our internal and external complaints handling procedures and how you can access them.

This FSG is provided by HLB Mann Judd Corporate Finance Pty Ltd (AFSL: 240988). In this FSG, each of the companies is referred to as "we", "our" or "us", and collectively referred to as "HLB Mann Judd"

What Services can we provide?

Under our AFS licence authorisation, we may carry on a financial services business to provide:

- financial product advice on basic deposit products, securities, derivatives limited to old law securities options contracts and warrants, and
- dealing services in respect of the above financial products.

Collectively these are referred to as "Services". HLB Mann Judd provides corporate finance services including valuations and merger and acquisition advice. This includes capital raising, strategic option analysis and financial modelling.

Will you provide me with advice which is suitable to my needs and financial circumstances?

We provide general financial product advice only, not personal financial product advice because the advice has been prepared without taking into consideration your personal objectives, financial situation or needs. You should consider the appropriateness of the advice, having regards to your objectives, financial situation and needs before acting on the advice.

We are authorised to provide you with personal advice in relation to basic deposit products, securities and derivatives limited to old law securities options contracts and warrants. We may not provide advice of any kind in relation to any other interest, financial products or other investments.

Generally if personal advice is given – that is, the advice that takes into account your particular circumstances, financial situation and needs, you would be provided with a Statement of Advice (SOA) / Statement of Additional Advice (SOAA) in accordance with the requirements of the Corporations Act. The SOA/SOAA would contain the advice, the basis on which it is given and the information about fees, commissions and associations which may have influenced the provision of the advice.

In some circumstances, SOA or SOAA is not required to be given. In this case, a Record of Advice (ROA) documenting the personal advice is to be given. You may request a copy of the ROA from your adviser up to 7 years after the advice has been given.

If a recommendation to acquire a particular financial product is made, you would be provided with a Product Disclosure Statement containing information about the particular product, which will enable you to make an informed decision in relation to purchasing that product.

How do I give information to HLB Mann Judd?

You can give us information by telephone, post, fax or email, using the details provided below. In some cases, however, you will need to complete and return certain documents, such as application form and client identification form.

How does HLB Mann Judd get paid for its Services?

HLB Mann Judd payments come from fees generated from the provision of Services.

The fees will vary depending on the services provided, the complexity and nature of the services and other factors such as the size of the transaction. The fees will be negotiated on a case by case basis and will be clearly disclosed to you in our engagement letter.

Our staff are paid a salary and may be entitled to receive bonuses or non-monetary benefits. These bonus payments are not an additional cost to you.

The fees and charges that you pay to us may ultimately benefit our employees, directors or other associates of our authorising licensee or its authorised representatives.

What fee does the person who referred me receive?

We do not currently pay a fee to any person who refers you to use our Services. However, we may enter into referral arrangements with such parties in the future. Any fees or commissions payable for the referral will be disclosed to you. Furthermore, we may receive payments for referring you to other service providers or product issuers.

Disclosure of Interest

We may provide services in relation to products and services provided by other product issuers or invest in those products ourselves. To the extent permitted by law, we may receive fees and other benefits from these product issuers as a result of you investing in one of their products or using one of their services. We may pay to, or receive fees or commissions from, third parties to the extent permitted by law.

Except as disclosed in this FSG, we do not have any relationships or associations which might reasonably be expected to be capable of influencing the way we provide our Services to you.

Compensation Arrangements

We are covered by our professional indemnity insurance in place that complies with section 912B of the *Corporations Act* and ASIC Regulatory Guide 126.

Who can I complain to if I have a complaint about the Services provided to me?

If you have a complaint about the Services provided to you, you should take the following steps:

1. Contact us and tell us your complaint.
If your complaint is not satisfactorily resolved within seven days, please call our complaints Manager on (03) 9606 3888.
2. Alternatively, you can put your complaint in writing and forward it to:
The Complaints Manager
HLB Mann Judd Corporate Finance
Level 9, 575 Bourke Street, Melbourne VIC 3000
Tel: (03) 9606 3888
Fax: (03) 9606 3800
Email: gwebster@hlbvic.com.au
3. We will endeavour to investigate and resolve your complaint and communicate our decision to you within 45 days. If you still do not get a satisfactory outcome, you may be able to lodge a complaint with The Financial Ombudsman Service (FOS). You can write to FOS at GPO Box 3, Melbourne VIC 3001 or call them on **1300 780 808** or visit **www.fos.or.au**

HLB Mann Judd Corporate Finance Pty Ltd (AFS Licence 240988)
Level 9, 575 Bourke Street, Melbourne VIC 3000
Tel: (03) 9606 3888
Fax: (03) 9606 3800
Email: gwebster@hlbvic.com.au

Date Issued: 2 June 2016

10. BOARD, MANAGEMENT AND INTERESTS

10.1 Directors

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

- (a) Mathew Walker – Chairman;
- (b) Sonu Cheema – Non-Executive Director; and
- (c) Loren Jones – Non-Executive Director.

In accordance with the terms of the Agreement, following Settlement, it is proposed that Mark Fisher and Patrick Canion will be elected to the Board and that Mr Cheema and Miss Jones will resign as Directors of the Company.

In addition, the Company has agreed to appoint Mark Rantall as a director of the Company on and from Settlement.

Mr Fisher, Mr Canion and Mr Rantall are together referred to as the **Proposed Directors**.

It is proposed that upon Settlement, the Company's Board will consist of the following Directors:

- (a) Mark Rantall – Non-Executive Chairman.
- (b) Mark Fisher – Executive Director;
- (c) Patrick Canion – Non-Executive Director; and
- (d) Mathew Walker – Non-Executive Director;

Detailed summaries of the background and experience of each of Mark Rantall, Mark Fisher, Patrick Canion and Mathew Walker are set out below.

Mark Rantall

Proposed Non-Executive Chairman

Mark was the Chief Executive Officer of the Financial Planning Association of Australia (FPA), the leading body for professional financial planners and the only certification body in Australia for the global CERTIFIED FINANCIAL PLANNER(r) designation, up until February 2016. Mark continues to serve as a director on the Board of the FPA.

Mark is a passionate CFP(r) professional, with a 40 year career in financial services. Appointed as CEO by the FPA Board in 2010, he spearheaded the campaign to raise the standing of Australia's professional financial planners and build consumer trust in the profession through lifting educational and professional standards. His drive and determination has seen the FPA achieve many milestones in this journey.

Prior to the FPA, Mark had already spent several years at the forefront of an evolving profession. He was involved in the creation of The NAB Academy and held the post of Dean of Advice after serving as Managing Director of Godfrey Pembroke from 2003 to 2008. In this role, Mark successfully facilitated more than 200 Godfrey Pembroke advisers to transition to a fee-for-service remuneration model.

Mark is a FCPA and Certified Financial Planner and is committed to excellence in advice and a lifelong commitment to education.

Mark Fisher

Proposed Executive Director

Mark is the founder and proprietor of the Intiger Group.

For the last twenty years Mark has worked globally in senior executive roles for the world's most respected Tier 1 investment, retail and commercial banking and management consulting firms, including Barclays International Retail and Commercial Bank, Lloyds of London, HSBC Merchant and Capital Markets, GE Capital Bank Europe, Barclays Capital Investment Bank, Nationwide Bank UK, Navigant Consulting Europe, Cembra Money Bank Switzerland and Budapest Bank Hungary.

Specialising in large scale global change programs, offshore processing, cost reduction strategies and institutional restructuring, Mark has lived and worked in a variety of global locations including the US, UK, Switzerland, Nigeria, Spain, France, Portugal, Italy, France, Ecuador, Colombia, India, Philippines, Latvia, Romania, Poland and Hungary.

In 1999 Mark was Program Lead under Jack Welch at GE Capital Bank USA. At the time, Mr Welch made one of the first attempts first attempt by any Western commercial institution to transfer white good/administrative processes offshore.

As recent Head of Strategy and Change for the Royal Bank of Scotland SS&P, Mark oversaw its strategic positioning inclusive cost reduction and efficiency gains via captured Indian offshore processing platforms.

Patrick Canion

Proposed Non-Executive Director

Patrick has over 30 years' experience in financial services and is nationally recognised in the media and financial services for his leadership and innovation in financial planning. He is a Certified Financial Planner and holds a Masters of Applied Finance and Investment. He is also a Fellow of the Financial Services Institute of Western Australia and a Graduate member of the Australian Institute of Company Directors.

Patrick is a member of the Financial Planning Association and was recently presented with their Distinguished Service Award. Patrick is also a former director of the Financial Planning Association Ltd and past-President of the Western Australian Club Inc. Currently his directorships include being a director/trustee of the Future 2 Foundation Ltd and director of Pajoda Investments Pty Ltd trading as ipac Western Australia.

The Board notes that Mr Canion is CEO of ipac WA, a customer of the Intiger Group. Notwithstanding the existence of this relationship the Board considers Mr Canion will be an independent director as this potential conflict will be managed by removing him from pricing and business negotiations at the Company level and delegating those tasks at ipac WA to their Head of Financial Planning.

Mathew Walker

Non-Executive Director

Mr Walker is a businessman and entrepreneur with extensive experience in both public and private company management. Specialising in the natural resources sector, Mr Walker has served as executive chairman or managing director for public companies with operations in North America, South America, Africa, Eastern Europe, Australia and Asia. Currently, he serves as a director of West Peak Iron Limited (ASX: WPI) and Star Striker Limited (ASX: SRT) and as chairman of boutique corporate advisory firm Cicero Advisory Services Pty Ltd.

For over twenty years Mr Walker has served as a director of his family livestock business, which was sold in part to Australia's largest beef cattle producer the Australian Agricultural Company Limited (ASX: AAC) in 2006, described by AAC at the time as "the world's largest and most credentialed full blood herd outside of Japan and is viewed as Australia's premier Wagyu Business". He remains active in the agricultural industry, with extensive family interests in both New South Wales and Western Australia, is one of Western Australia's leading grain producers and a known industry advocate for animal welfare.

Mr Walker is a member of the Australian Institute of Company Directors, holds a Bachelor of Business from the University of Technology, Sydney, and is an Economic Development Ambassador for World Vision Australia.

10.2 Disclosure of Interests

Interests in Securities

Directors are not required under the Company's Constitution to hold any Shares to be eligible to act as a director. As at the date of this Prospectus, the Directors have relevant interests in Securities as follows:

| Director | Shares | Options | Performance Shares |
|-----------------|---------------|-------------------------|---------------------------|
| Mathew Walker | 105,000,000 | 20,000,000 ¹ | Nil |
| Sonu Cheema | 2,000,000 | Nil | Nil |
| Loren Jones | Nil | Nil | Nil |

Note:

1. Quoted Options exercisable at \$0.008 each on or before 31 December 2017.

No Proposed Director has a relevant interest in any Securities as at the date of the Prospectus.

Following the successful completion of the Offers and Settlement, the Directors and Proposed Directors will have relevant interests in Securities as follows:

| Director / Proposed Director | Shares | Options | Performance Shares |
|-------------------------------------|---------------|-------------------------|---------------------------|
| Mathew Walker | 105,000,000 | 20,000,000 ¹ | Nil |
| Sonu Cheema | 2,000,000 | Nil | Nil |
| Loren Jones | Nil | Nil | Nil |

| | | | |
|----------------|------------|-------------------------|--------------------------|
| Mark Fisher | 37,500,000 | 15,000,000 ² | 440,000,000 ³ |
| Patrick Canion | Nil | 17,500,000 ² | Nil |
| Mark Rantall | Nil | 17,500,000 ² | Nil |

Notes:

1. Quoted Options exercisable at \$0.008 each on or before 31 December 2017.
2. Unquoted Options exercisable at \$0.02 on or before 30 June 2020. These Options will be issued pursuant to an employee incentive scheme. The terms of the Options are set out in Section 13.5.
3. Comprising 220,000,000 Class A Performance Shares and 220,000,000 Class B Performance Shares. The terms of the Performance Shares are summarised in Section 13.6.

Remuneration

Details of the Directors' remuneration for the previous two completed and the current financial year and the Proposed Directors' remuneration following Settlement (on an annualised basis) are set out in the table below:

| Director | Remuneration for the year ended 30 June 2014 | Remuneration for the year ended 30 June 2015 | Proposed remuneration for year ended 30 June 2016 ⁴ |
|----------------------------|--|--|--|
| Directors | | | |
| Mathew Walker ¹ | \$Nil | \$99,000 | \$162,000 |
| Sonu Cheema ² | \$Nil | \$Nil | \$27,500 |
| Loren Jones ³ | \$Nil | \$Nil | \$17,500 |
| Proposed Directors | | | |
| Mark Fisher | \$Nil | \$Nil | \$250,000 |
| Patrick Canion | \$Nil | \$Nil | \$60,000 |
| Mark Rantall | \$Nil | \$Nil | \$100,000 |

Notes:

1. On 9 September 2014, the Group entered into an agreement with Cicero Corporate Services Pty Ltd (an entity in which Mr Walker holds a 54% equity stake) (**Cicero Corporate**) defining the terms of engagement for the provision of administration services by Cicero Corporate as a contractor to the Company and its subsidiaries (**2014 Administration Agreement**). Cicero Corporate was paid fees totalling \$57,000 during the year ended 31 December 2015 pursuant to the 2014 Administration Agreement. The 2014 Administration Agreement was terminated effective from 1 August 2015, and the Company entered into a revised administration services agreement, the terms of which are summarised in Section 12.11. Cicero Corporate will provide the office lease, book-keeping, company secretarial and administration services to the Company for a monthly fee of \$10,000 (plus GST).
2. Appointed on 31 July 2015.
3. Appointed on 2 December 2015.
4. The actual figure for the 2015/2016 financial year will be a pro-rata amount from Settlement of the Acquisition until 30 June 2016 for Proposed Directors and from 1 July 2015 to Settlement of the Acquisition for existing Directors resigning at Settlement of the Acquisition.

The Company's Constitution provides that the remuneration of Non-Executive Directors will be not more than the aggregate fixed sum determined by a general meeting. The aggregate remuneration for Non-Executive Directors is \$210,000 per annum although may be varied by ordinary resolution of the Shareholders in general meeting.

The remuneration of any executive director that may be appointed to the Board will be fixed by the Board and may be paid by way of fixed salary or consultancy fee.

10.3 Director participation in the Public Offer

None of the Directors or Proposed Directors intend on participating in the Public Offer.

10.4 Agreements with Directors and Proposed Directors

The Company's policy in respect of related party arrangements is:

- (a) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and
- (b) for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

The Company's Board has followed that process in approving the current agreements with related parties. Current Directors who did not have a material personal interest in each agreement considered that they are reasonable in the circumstances as the agreements were made on reasonable commercial terms and on terms that would be reasonable in the circumstances if the parties involved were dealing at arm's length.

The agreements the Company has entered into with Directors and Proposed Directors or their controlled entities are contained in Section 12.

11. CORPORATE GOVERNANCE

11.1 ASX Corporate Governance Council Principles and Recommendations

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

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

In light of the Company's size and nature, the Board considers that the current board is a cost effective and practical method of directing and managing the Company. As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

The Company's main corporate governance policies and practices as at the date of this Prospectus are outlined below and the Company's full Corporate Governance Plan is available in a dedicated corporate governance information section of the Company's website (www.starstriker.com.au).

Board of directors

The Board is responsible for corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance processes are to:

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

Consistent with these goals, the Board assumes the following responsibilities:

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

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

Composition of the Board

Election of Board members is substantially the province of the Shareholders in general meeting.

Identification and management of risk

The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will be recurring items for deliberation at Board meetings.

Ethical standards

The Board is committed to the establishment and maintenance of appropriate ethical standards.

Independent professional advice

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

Remuneration arrangements

The remuneration of an executive Director will be decided by the Board, without the affected executive Director participating in that decision-making process.

The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$210,000 per annum.

In addition, a Director may be paid fees or other amounts (i.e. subject to any necessary Shareholder approval, non-cash performance incentives such as Options) as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

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

The Board reviews and approves the remuneration policy to enable the Company to attract and retain executives and Directors who will create value for Shareholders having consideration to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment and responsibility. The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.

Trading policy

The Board has adopted a policy that sets out the guidelines on the sale and purchase of securities in the Company by its key management personnel (i.e. Directors and, if applicable, any employees reporting directly to the managing director). The policy generally provides that the written acknowledgement of the Chair (or the Board in the case of the Chairman) must be obtained prior to trading.

External audit

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

Audit committee

The Company will not have a separate audit committee until such time as the Board is of a sufficient size and structure, and the Company's operations are of a sufficient magnitude for a separate committee to be of benefit to the Company. In the meantime, the full Board will carry out the duties that would ordinarily be assigned to that committee under the written terms of reference for that committee, including but not limited to, monitoring and reviewing any matters of significance affecting financial reporting and compliance, the integrity of the financial reporting of the Company, the Company's internal financial control system and risk management systems and the external audit function.

Diversity policy

The Board has adopted a diversity policy which provides a framework for the Company to achieve, amongst other things, a diverse and skilled workforce, a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff, improved employment and career development opportunities for women and a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives.

11.2 Departures from Recommendations

Following re-admission to the Official List of ASX, the Company will be required to report any departures from the Recommendations in its annual financial report.

The Company's intended compliance and departures from the Recommendations as at Settlement are set out on the following pages.

| RECOMMENDATIONS (3 RD EDITION) | COMPLY | EXPLANATION |
|---|--------|---|
| <i>Principle 1: Lay solid foundations for management and oversight</i> | | |
| <p>Recommendation 1.1</p> <p>A listed entity should have and disclose a charter which sets out the respective roles and responsibilities of the Board, the Chair and management, and includes a description of those matters expressly reserved to the Board and those delegated to management.</p> | YES | <p>The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.</p> <p>The Board Charter sets out the specific responsibilities of the Board, requirements as to the Board's composition, the roles and responsibilities of the Chairman and Company Secretary, the establishment, operation and management of Board Committees, Directors' access to Company records and information, details of the Board's relationship with management, details of the Board's performance review and details of the Board's disclosure policy.</p> <p>A copy of the Company's Board Charter, which is part of the Company's Corporate Governance Plan, is available on the Company's website.</p> |
| <p>Recommendation 1.2</p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and</p> <p>(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a Director.</p> | YES | <p>(a) The Company has guidelines for the appointment and selection of the Board in its Corporate Governance Plan. The Company's Nomination Committee Charter (in the Company's Corporate Governance Plan) requires the Nomination Committee (or, in its absence, the Board) to ensure appropriate checks (including checks in respect of character, experience, education, criminal record and bankruptcy history (as appropriate)) are undertaken before appointing a person, or putting forward to security holders a candidate for election, as a Director.</p> <p>(b) Under the Nomination Committee Charter, all material information relevant to a decision on whether or not to elect or re-elect a Director must be provided to security holders in the Notice of Meeting containing the resolution to elect or re-elect a Director.</p> |

| RECOMMENDATIONS (3 RD EDITION) | COMPLY | EXPLANATION |
|---|--------|--|
| <p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.</p> | YES | <p>The Company's Nomination Committee Charter requires the Nomination Committee (or, in its absence, the Board) to ensure that each Director and senior executive is a party to a written agreement with the Company which sets out the terms of that Director's or senior executive's appointment.</p> <p>The Company has written agreements with each of its Directors, Proposed Directors and senior executives.</p> |
| <p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p> | YES | <p>The Board Charter outlines the roles, responsibility and accountability of the Company Secretary. In accordance with this, the Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.</p> |
| <p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the Board or a relevant committee of the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period:</p> <p>(i) the measurable objectives for achieving gender diversity set by the Board in accordance with the entity's diversity policy and its progress towards achieving them; and</p> <p>(ii) either:</p> <ul style="list-style-type: none"> • the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or | NO | <p>(a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The Diversity Policy allows, rather than requires, the Board to set measurable gender diversity objectives, if considered appropriate, and to assess annually both the objectives if any have been set and the Company's progress in achieving them.</p> <p>(b) The Diversity Policy is available, as part of the Corporate Governance Plan, on the Company's website.</p> <p>(c)</p> <p>(i) The Board does not presently intend to set measurable gender diversity objectives because:</p> <ul style="list-style-type: none"> – the Board does not anticipate there will be a need to appoint any new Directors or senior executives due to limited nature of the Company's existing and proposed activities and the Board's view that the existing Directors and senior executives have sufficient skill and experience to carry out the Company's plans; and – if it becomes necessary to appoint any new Directors or senior executives, the Board considered the application |

| RECOMMENDATIONS (3 RD EDITION) | COMPLY | EXPLANATION |
|---|--------|---|
| <ul style="list-style-type: none"> if the entity is a “relevant employer” under the Workplace Gender Equality Act, the entity’s most recent “Gender Equality Indicators”, as defined in the Workplace Gender Equality Act. | | <p>of a measurable gender diversity objective requiring a specified proportion of women on the Board and in senior executive roles will, given the small size of the Company and the Board, unduly limit the Company from applying the Diversity Policy as a whole and the Company’s policy of appointing based on skills and merit; and</p> <p>(ii) the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined “senior executive” for these purposes) for each financial year will be disclosed in the Company’s Annual Report.</p> |
| <p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p> | YES | <p>(a) The Company’s Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Board, its committees and individual Directors on an annual basis. It may do so with the aid of an independent advisor. The process for this is set out in the Company’s Corporate Governance Plan, which is available on the Company’s website.</p> <p>(b) The Company’s Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the Board, its committees (if any) and individual Directors for the each financial year in accordance with the above process.</p> |
| <p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p> | YES | <p>(a) The Company’s Nomination Committee (or, in its absence, the Board) is responsible for evaluating the performance of the Company’s senior executives on an annual basis. The Company’s Remuneration Committee (or, in its absence, the Board) is responsible for evaluating the remuneration of the Company’s senior executives on an annual basis. A senior executive, for these purposes, means key management personnel (as defined in the Corporations Act) other than a non executive Director.</p> <p>The applicable processes for these evaluations can be found in the</p> |

| RECOMMENDATIONS (3 RD EDITION) | COMPLY | EXPLANATION |
|---|--------|--|
| | | <p>Company's Corporate Governance Plan, which is available on the Company's website.</p> <p>(b) The Company's Corporate Governance Plan requires the Company to disclose whether or not performance evaluations were conducted during the relevant reporting period. The Company intends to complete performance evaluations in respect of the senior executives (if any) for each financial year in accordance with the applicable processes.</p> |
| Principle 2: Structure the Board to add value | | |
| <p>Recommendation 2.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address Board succession issues and to ensure that the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively.</p> | NO | <p>(a) The Company does not have a Nomination Committee. The Company's Nomination Committee Charter provides for the creation of a Nomination Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom are independent Directors, and which must be chaired by an independent Director.</p> <p>(b) The Company does not have a Nomination Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Nomination Committee under the Nomination Committee Charter, including the following processes to address succession issues and to ensure the Board has the appropriate balance of skills, experience, independence and knowledge of the entity to enable it to discharge its duties and responsibilities effectively:</p> <ul style="list-style-type: none"> (i) devoting time at least annually to discuss Board succession issues and updating the Company's Board skills matrix; and (ii) all Board members being involved in the Company's nomination process, to the maximum extent permitted under the Corporations Act and ASX Listing Rules. |

| RECOMMENDATIONS (3 RD EDITION) | COMPLY | EXPLANATION |
|--|------------|--|
| <p>Recommendation 2.2</p> <p>A listed entity should have and disclose a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.</p> | <p>YES</p> | <p>Under the Nomination Committee Charter (in the Company's Corporate Governance Plan), the Nomination Committee (or, in its absence, the Board) is required to prepare a Board skill matrix setting out the mix of skills and diversity that the Board currently has (or is looking to achieve) and to review this at least annually against the Company's Board skills matrix to ensure the appropriate mix of skills and expertise is present to facilitate successful strategic direction.</p> <p>The Company has a Board skill matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership. A copy is available in the Company's Annual Report.</p> <p>The Board Charter requires the disclosure of each Board member's qualifications and expertise. Full details as to each Director and senior executive's relevant skills and experience are available in the Company's Annual Report.</p> |
| <p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>(a) the names of the Directors considered by the Board to be independent Directors;</p> <p>(b) if a Director has an interest, position, association or relationship of the type described in Box 2.3 of the ASX Corporate Governance Principles and Recommendation (3rd Edition), but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each Director.</p> | <p>YES</p> | <p>(a) The Board Charter requires the disclosure of the names of Directors considered by the Board to be independent. The Company will disclose those Directors it considers to be independent in its Annual Report and on its ASX website. The Board considers Patrick Canion will be an independent Director.</p> <p>(b) The Company will disclose in its Annual Report and ASX website any instances where this applies and an explanation of the Board's opinion why the relevant Director is still considered to be independent.</p> <p>(c) The Company's Annual Report will disclose the length of service of each Director, as at the end of each financial year.</p> |

| RECOMMENDATIONS (3 RD EDITION) | COMPLY | EXPLANATION |
|--|--------|--|
| <p>Recommendation 2.4</p> <p>A majority of the Board of a listed entity should be independent Directors.</p> | NO | <p>The Company's Board Charter requires that, where practical, the majority of the Board should be independent.</p> <p>The Board currently comprises a total of three directors, of whom one are considered to be independent. As such, independent directors are not currently an independent majority of the Board.</p> <p>The Board does not consider an independent majority of the Board to be appropriate given the development stage of the Company's proposed business means the Company only needs and can only commercially sustain a small Board of 3 Directors and no senior executives.</p> |
| <p>Recommendation 2.5</p> <p>The Chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.</p> | YES | <p>The Board Charter provides that, where practical, the Chair of the Board should be an independent Director and should not be the CEO/Managing Director.</p> <p>Upon Settlement the changes to the Board structure will address the independence requirements.</p> |
| <p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new Directors and providing appropriate professional development opportunities for continuing Directors to develop and maintain the skills and knowledge needed to perform their role as a Director effectively.</p> | YES | <p>In accordance with the Company's Board Charter, the Nominations Committee (or, in its absence, the Board) is responsible for the approval and review of induction and continuing professional development programs and procedures for Directors to ensure that they can effectively discharge their responsibilities. The Company Secretary is responsible for facilitating inductions and professional development.</p> |
| <p>Principle 3: Act ethically and responsibly</p> | | |
| <p>Recommendation 3.1</p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its Directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p> | YES | <p>(a) The Company's Corporate Code of Conduct applies to the Company's Directors, senior executives and employees.</p> <p>(b) The Company's Corporate Code of Conduct (which forms part of the Company's Corporate Governance Plan) is available on the Company's website.</p> |

| RECOMMENDATIONS (3 RD EDITION) | COMPLY | EXPLANATION |
|---|--------|---|
| Principle 4: Safeguard integrity in financial reporting | | |
| <p>Recommendation 4.1</p> <p>The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and (ii) is chaired by an independent Director, who is not the Chair of the Board, <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p> | NO | <p>(a) The Company does not have an Audit and Risk Committee. The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Company), with at least three members, all of whom must be independent Directors, and which must be chaired by an independent Director who is not the Chair.</p> <p>The members of the Audit and Risk Committee, their relevant qualification and experience, the number of times the committee meets during each financial year, and the individual attendances of the members, will be disclosed in the Annual Report.</p> <p>(b) The Company does not have an Audit and Risk Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following processes to independently verify and safeguard the integrity of its financial reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner:</p> <ul style="list-style-type: none"> (i) the Board devotes time at annual Board meetings to fulfilling the roles and responsibilities associated with maintaining the Company's internal audit function and arrangements with external auditors; and (ii) all members of the Board are involved in the Company's audit function to ensure the proper maintenance of the entity and the integrity of all financial reporting. |

| RECOMMENDATIONS (3 RD EDITION) | COMPLY | EXPLANATION |
|--|--------|--|
| <p>Recommendation 4.2</p> <p>The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> | YES | <p>The Company's Audit and Risk Committee Charter requires the CEO and CFO (or, if none, the person(s) fulfilling those functions) to provide a sign off on these terms.</p> <p>The Company intends to obtain a sign off on these terms for each of its financial statements in each financial year.</p> |
| <p>Recommendation 4.3</p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p> | YES | <p>The Company's Corporate Governance Plan provides that the Board must ensure the Company's external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p> |
| Principle 5: Make timely and balanced disclosure | | |
| <p>Recommendation 5.1</p> <p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p> | YES | <p>(a) The Board Charter provides details of the Company's disclosure policy. In addition, the Corporate Governance Plan details the Company's disclosure requirements as required by the ASX Listing Rules and other relevant legislation.</p> <p>(b) The Corporate Governance Plan, which incorporates the Board Charter, is available on the Company website.</p> |
| Principle 6: Respect the rights of security holders | | |
| <p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p> | YES | <p>Information about the Company and its governance is available in the Corporate Governance Plan which can be found on the Company's website.</p> |

| RECOMMENDATIONS (3 RD EDITION) | COMPLY | EXPLANATION |
|--|--------|---|
| <p>Recommendation 6.2</p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p> | YES | <p>The Company has adopted a Shareholder Communications Strategy which aims to promote and facilitate effective two-way communication with investors. The Strategy outlines a range of ways in which information is communicated to shareholders and is available on the Company's website as part of the Company's Corporate Governance Plan.</p> |
| <p>Recommendation 6.3</p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p> | YES | <p>Shareholders are encouraged to participate at all general meetings and AGMs of the Company. Upon the despatch of any notice of meeting to Shareholders, the Company Secretary shall send out material stating that all Shareholders are encouraged to participate at the meeting.</p> |
| <p>Recommendation 6.4</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p> | YES | <p>The Shareholder Communication Strategy provides that security holders can register with the Company to receive email notifications when an announcement is made by the Company to the ASX, including the release of the Annual Report, half yearly reports and quarterly reports. Links are made available to the Company's website on which all information provided to the ASX is immediately posted.</p> <p>Shareholders queries should be referred to the Company Secretary at first instance.</p> |
| <p>Principle 7: Recognise and manage risk</p> | | |
| <p>Recommendation 7.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and | NO | <p>(a) The Company does not have an Audit and Risk Committee. The Company's Corporate Governance Plan contains an Audit and Risk Committee Charter that provides for the creation of an Audit and Risk Committee (if it is considered it will benefit the Company), with at least three members, all of whom must be independent Directors, and which must be chaired by an independent Director.</p> <p>A copy of the Corporate Governance Plan is available on the Company's website.</p> <p>(b) The Company does not have an Audit and Risk Committee as the Board consider the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out</p> |

| RECOMMENDATIONS (3 RD EDITION) | COMPLY | EXPLANATION |
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| <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the process it employs for overseeing the entity's risk management framework.</p> | | <p>by the Audit and Risk Committee under the Audit and Risk Committee Charter including the following processes to oversee the entity's risk management framework:</p> <ul style="list-style-type: none"> (i) the Board devotes time at quarterly Board meetings to fulfilling the roles and responsibilities associated with overseeing risk and maintaining the entity's risk management framework and associated internal compliance and control procedures; and (ii) collectively reviews and approves all compliance lodgements in relation to audited statutory financial accounts lodged with ASX. |
| <p>Recommendation 7.2</p> <p>The Board or a committee of the Board should:</p> <p>(a) review the entity's risk management framework with management at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose in relation to each reporting period, whether such a review has taken place.</p> | YES | <p>(a) The Audit and Risk Committee Charter requires that the Audit and Risk Committee (or, in its absence, the Board) should, at least annually, satisfy itself that the Company's risk management framework continues to be sound.</p> <p>(b) The Company's Corporate Governance Plan requires the Company to disclose at least annually whether such a review of the company's risk management framework has taken place.</p> |
| <p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p> | YES | <p>(a) The Audit and Risk Committee Charter provides for the Audit and Risk Committee to monitor the need for an internal audit function. The Company's internal audit function is conducted by the Board during the relevant reporting periods.</p> |
| <p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends</p> | YES | <p>The Audit and Risk Committee Charter requires the Audit and Risk Committee (or, in its absence, the Board) to assist management determine whether the Company has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p> |

| RECOMMENDATIONS (3 RD EDITION) | COMPLY | EXPLANATION |
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| to manage those risks. | | The Company's Corporate Governance Plan requires the Company to disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks. The Company will disclose this information in its Annual Report and on its ASX website as part of its continuous disclosure obligations. |
| Principle 8: Remunerate fairly and responsibly | | |
| <p>Recommendation 8.1</p> <p>The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent Directors; and (ii) is chaired by an independent Director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p> | NO | <p>(a) The Company does not have a Remuneration Committee. The Company's Corporate Governance Plan contains a Remuneration Committee Charter that provides for the creation of a Remuneration Committee (if it is considered it will benefit the Company), with at least three members, a majority of whom must be independent Directors, and which must be chaired by an independent Director.</p> <p>(b) The Company does not have a Remuneration Committee as the Board considers the Company will not currently benefit from its establishment. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Remuneration Committee under the Remuneration Committee Charter including the following processes to set the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <ul style="list-style-type: none"> (i) the Board devotes time at the annual Board meeting to assess the level and composition of remuneration for Directors and senior executives; (ii) collectively reviews and approves all compliance lodgements in relation to audited statutory financial accounts lodged with ASX. |
| <p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and</p> | YES | The Company's Corporate Governance Plan requires the Board to disclose its policies and practices regarding the remuneration of Directors and senior executives, which is disclosed on the Company's website. |

| RECOMMENDATIONS (3 RD EDITION) | COMPLY | EXPLANATION |
|---|------------|--|
| <p>other senior executives and ensure that the different roles and responsibilities of non-executive Directors compared to executive Directors and other senior executives are reflected in the level and composition of their remuneration.</p> | | |
| <p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p> | <p>YES</p> | <p>(a) The Company does not have an equity based remuneration scheme. The Company does not have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme.</p> <p>(b) If in the future the Company adopts an equity based remuneration scheme, a copy or a summary of the policy will be disclosed.</p> |

12. MATERIAL CONTRACTS

12.1 Agreement

As announced on 21 January 2016, the Company entered a conditional binding terms sheet (**Agreement**) to acquire a 100% interest in each entity comprising the Intiger Group.

The material terms of the Agreement are as follows:

- (a) (**Conditions Precedent**): the conditions precedent remaining which must be satisfied (or waived) prior to Settlement include:
- (i) the Company completing a capital raising of between \$2,480,610.98 and \$3,480,610.98;
 - (ii) the Company obtaining all necessary Shareholder approvals pursuant to the ASX Listing Rules, Corporations Act or any other law to allow the Company to lawfully complete the matters set out the Agreement;
 - (iii) the Company obtaining all necessary third party approvals or consents to give effect to the matters set out in the Agreement to allow the Company to lawfully complete the matters set out in the Agreement; and
 - (iv) the Company obtaining all necessary regulatory approvals pursuant to the ASX Listing Rules, Corporations Act or any other law to allow the Company to lawfully complete the matters set out in the Agreement, including but not limited to, approval to reinstatement to official quotation on ASX on conditions satisfactory to the parties acting reasonably,
- on or before 31 July 2016 (or earlier date if stated);
- (b) (**Consideration**): the consideration payable by the Company is a deposit of \$50,000 (which has been paid) and the issue of 500,000,000 Performance Shares comprising:
- (i) 250,000,000 Class A Performance Shares; and
 - (ii) 250,000,000 Class B Performance Shares;
- (c) (**Loan**): the Company has agreed to provide an unsecured interest free loan facility of up to \$500,000 to the Intiger Group which may be drawn down by up to \$100,000 per calendar month from the date of execution of the Agreement. The loan is fully repayable within 60 days in the event of termination of the Agreement subject to the Intiger Group having financial capacity and otherwise at such later date the Intiger Group has financial capacity; and
- (d) (**Executive Services Agreement**): the Company is required to enter into an employment agreement with Mr Fisher for total remuneration of \$250,000 per annum for three years.

12.2 Debt Conversion Agreement

Intiger Asset Management Pty Ltd (**Intiger Australia**) has entered into a share sale agreement with Mr Mark Fisher pursuant to which Intiger Australia has acquired 100% of the issued shares in Integra Asset Management Australia Pty Ltd for a purchase price of \$750,000 (**Purchase Price**). The Purchase Price is an outstanding debt due and owing by Intiger Australia to Mr Fisher (**Debt**).

On 18 May 2016, the Company, Intiger Australia and Mr Fisher entered into an agreement (**Debt Conversion Agreement**) pursuant to which the parties agreed to extinguish the Debt and fully release and discharge Intiger Australia from all obligations and liabilities thereto, in consideration for the issue by the Company of 37,500,000 Shares (**Debt Conversion Shares**) to Mr Fisher.

The rights and obligations under the Debt Conversion Agreement are subject to and conditional upon:

- (a) the Company obtaining all necessary Shareholder approvals pursuant to the ASX Listing Rules, Corporations Act or any other law for the issue of the Debt Conversion Shares to Mr Fisher;
- (b) the Company obtaining all necessary regulatory approvals pursuant to the ASX Listing Rules, Corporations Act or any other law to allow the Company to lawfully complete the matters set out in the Debt Conversion Agreement; and
- (c) Settlement occurring under the Acquisition Agreement,

on or before 31 July 2016 (or such other date as is agreed in writing between the parties).

12.3 Lead Manager Mandate

The Company has appointed Cicero Advisory Services Pty Ltd (**Lead Manager**) as the lead manager to the Public Offer under a mandate (**Lead Manager Mandate**).

The Lead Manager has agreed to manage the Public Offer on a best endeavours basis.

Under the terms of the Lead Manager Mandate, the Company has agreed to pay the Lead Manager a fee of 6.00% of the total amount raised under the Public Offer (plus GST).

Further, the Company has agreed to pay the Joint Lead Managers' costs and expenses, subject to obtaining the Company's consent prior to incurring a single expense greater than \$10,000.

The Lead Manager Mandate may be terminated without cause at any time by the Company or the Lead Manager by giving the other party one months' written notice.

If, within 12 months of termination of the Lead Manager Mandate, the Company or the Shareholders into a ASX re-compliance capital raising transaction (or similar transaction) with any third party with whom the Lead Manager introduces during the course of the Lead Manager Mandate or that was introduced by any other third party that is assisting the Lead Manager with the Lead Manager Mandate, the fees set out above will remain payable to the Lead Manager.

The Lead Manager Mandate also provides that, subject to any necessary Shareholder approvals, the Lead Manager has the right (but not obligation) to underwrite the expiry of the Company's existing quoted Options. No fee will be payable in connection with any such underwriting.

The Company has also provided various undertakings and indemnities in favour of the Lead Manager.

The Lead Manager Mandate contains additional provisions considered standard for agreements of this nature.

12.4 Deed of Assignment and Licence Agreement

BCG Networks Pty Ltd t/as Troppus IT & Management (ACN 129 404 860) (**Troppus**) developed the software known as "LILLY", being software directed to the automation of the production of statements of advice for the financial planning industry (**LILLY Software**) for Tiger 1 Limited (a Hong Kong Company, HKCN: 2258742) (**Tiger 1**) under a verbal agreement between the parties.

On 6 October 2015, Tiger 1 entered into a confirmatory deed of assignment and licence agreement with Troppus (**Deed of Assignment and Licence Agreement**) pursuant to which Troppus agreed to assign the LILLY Software and all intellectual property rights relating to the LILLY Software (**LILLY IP**) to Tiger 1 on the following terms:

- (a) (**Assignment**): With effect from the date Troppus developed the LILLY Software, Troppus confirmed the assignment to Tiger 1 all worldwide rights, title and interest in the LILLY IP including:
- (i) the right to apply anywhere in the world for and obtain registered intellectual property rights in relation to the LILLY IP, including patents and designs;
 - (ii) all benefits arising from any patent applied for or granted in relation to the LILLY IP;
 - (iii) any existing or future copyright, if any, in relation to all aspects of the LILLY IP, excluding any existing or future copyright, if any, in relation to certain software libraries developed by or on behalf of Troppus independent of, or prior to, its engagement with Tiger 1 (**Common Libraries**);
 - (iv) the right to apply to register and be registered as the owner of copyright in countries that allow registration;
 - (v) any other intellectual property rights of Troppus in the LILLY Software; and
 - (vi) the right to sue for past or current infringement and the right to enjoy for its sole benefit the reward of such action.
- (b) (**Licence**): Troppus grants Tiger 1 a non-exclusive, worldwide, perpetual, royalty-free licence of the copyright in the Common Libraries. Tiger 1 agrees to endeavour to maintain the association of Troppus' name with any source code developed by Troppus during the development of the LILLY Software.

- (c) **(Source Code)**: Troppus agrees to provide to Tiger 1 a complete copy of all source code relating to, and used in the development of, the LILLY Software, and to provide Tiger 1 with updated copies of the source code whenever any change is made to the source code, provided that no changes will be made by Troppus without the prior written permission of Tiger 1.

The Deed of Assignment and Licence Agreement otherwise contains terms which are customary for an agreement of its nature.

12.5 IP Licence Assignment Agreement - Intiger Hong Kong

Tiger 1 Limited (a Hong Kong Company, HKCN: 2258742) (**Tiger 1**) is the owner of the entire and undivided right, title and interest in and to the intellectual property, proprietary technology and know how created for the provision of outsourced offshore processing for the Australian financial planning and Australian property management industries (**Outsourced Offshore Processing IP**).

Tiger 1 has entered into an agreement with Intiger Asset Management Limited (a Hong Kong Company, HKCN 2254952) (**Intiger Hong Kong**) (**IP Licence Assignment Agreement – Intiger Hong Kong**) pursuant to which Intiger Hong Kong is granted a licence of the Outsourced Offshore Processing IP on the following terms:

- (a) **(Grant of Licence)**: Tiger 1 grants Intiger Hong Kong an exclusive, non-transferable licence to sell, distribute and offer the Outsourced Offshore Processing IP to Australian financial planning firms and/or property management firms for a period at the sole discretion of Tiger 1.
- (b) **(Royalty)**: In consideration for the grant of the licence, Intiger Hong Kong agrees to pay Tiger 1 a royalty of 95% of its net income after expenses per annum.
- (c) **(Default Interest)**: If Intiger Hong Kong should fail to pay any amount specified in the agreement at the due date thereof, the amount owed shall bear interest at a rate of 10% per month from the due date until paid.
- (d) **(Term)**: The licence is renewed annually unless terminated by the parties. Tiger 1 may terminate the IP Licence Assignment Agreement – Intiger Hong Kong without notice, compensation or cause at any time.
- (e) **(Assignment)**: The IP Licence Assignment Agreement – Intiger Hong Kong shall not be assignable by Intiger Hong Kong (including without limitation any purported assignment or transfer that would arise from the sale or transfer of Intiger Hong Kong) without the express written consent on Tiger 1. Tiger 1 has given its consent to the purported assignment as a result of the Acquisition.

The IP Licence Assignment Agreement – Intiger Hong Kong otherwise contains terms which are customary for an agreement of its nature.

12.6 IP Licence Assignment Agreement – Lion 2

As noted in Section 12.5 above, Tiger 1 Limited (a Hong Kong Company, HKCN: 2258742) (**Tiger 1**) is the owner of the entire and undivided right, title and interest in the Outsourced Offshore Processing IP.

Tiger 1 has entered into an agreement with Lion 2 Business Process, Inc (a Philippines Company, PIN: CS201522320) (**Lion 2**) (**IP Licence Assignment Agreement – Lion 2**) pursuant to which Lion 2 is granted a licence of the Outsourced Offshore Processing IP on the following terms:

- (a) (**Grant of Licence**): Tiger 1 grants Lion 2 an exclusive, non-transferable licence to sell, distribute and offer the Outsourced Offshore Processing IP to Australian financial planning firms and/or property management firms for a period at the sole discretion of Tiger 1.
- (b) (**Royalty**): In consideration for the grant of the licence, Lion 2 agrees to pay Tiger 1 a royalty of \$1.00 of its net income after expenses per annum.
- (c) (**Default Interest**): If Lion 2 should fail to pay any amount specified in the agreement at the due date thereof, the amount owed shall bear interest at a rate of 10% per month from the due date until paid.
- (d) (**Term**): The licence is renewed annually unless terminated by the parties. Tiger 1 may terminate the IP Licence Assignment Agreement – Lion 222 without notice, compensation or cause at any time.
- (e) (**Assignment**): The IP Licence Assignment Agreement – Lion 2 shall not be assignable by Lion 2 (including without limitation any purported assignment or transfer that would arise from the sale or transfer Lion 2) without the express written consent on Tiger 1. Tiger 1 has given its consent to the purported assignment as a result of the Acquisition.

The Lion 2 IP Licence Assignment Agreement otherwise contains terms which are customary for an agreement of its nature.

12.7 Service Agreements

Intiger Asset Management Limited (a Hong Kong Company, HKCN 2254952) (**Intiger Hong Kong**) has entered into various service agreements pursuant to which it will provide the back office administration processing services to financial services clients with fees charged at varying rates (**Service Agreements**). Each client will be invoiced for the services provided to it.

Should the client fail to provide Intiger Hong Kong the full amount specified in any invoice within 14 calendar days of the date of the invoice, a late fee equal to 10% per annum will accrue from the first calendar date following the invoice date.

Each Service Agreement continues until terminated by either party giving written notice to the other party. The notice period varies between agreements, but is typically between one and three months.

12.8 Charge Back Agreement

Intiger Asset Management Pty Ltd (ACN 606 729 328) (**Intiger Australia**) and Intiger Asset Management Limited (a Hong Kong Company, HKCN 2254952) (**Intiger Hong Kong**) have entered into an agreement pursuant to which Intiger Australia has agreed to provide administrative services in Australia to Intiger Hong Kong (**Charge Back Agreement**).

The administrative services to be provided by Intiger Australia include:

- (a) the provision of Australian office locations and registered address;
- (b) signing of Australian employee and contractor agreements;
- (c) payroll and human resources processing;
- (d) lease contracts;
- (e) Australian based accounting and legal works;
- (f) staff travel, compensation and benefits; and
- (g) various ongoing administrative requirements.

Under the Charge Back Agreement, Intiger Hong Kong has agreed to meet the ongoing expenses, charges and costs of the provision of the administrative services by Intiger Australia on an ongoing basis. Intiger Australia will charge back its ongoing monthly expenses 30 days in arrears to Intiger Hong Kong. In the event that Intiger Hong Kong fails to pay any amount under the Charge Back Agreement at the due date thereof, interest will be payable on the outstanding amount at a rate of 1% per annum from the due date until paid.

12.9 Executive Services Agreement – Mark Fisher

The Company has entered into an executive services agreement with Mark Fisher, pursuant to which Mr Fisher will be engaged as Managing Director of the Company on and from the date that Settlement occurs under the Agreement (**Executive Services Agreement**).

The proposed principal terms of the Executive Service Agreement are as follows:

- (a) **(Term)**: an initial term of 3 years commencing on the date of Settlement.
- (b) **(Salary)**: \$250,000 per annum plus superannuation (inclusive of Director's fees) which will be reviewed annually by the Company in accordance with the policy of the Company for the annual review of salaries.
- (c) **(Expenses)**: The Company will reimburse Mr Fisher for all reasonable travelling, accommodation and general expenses incurred in the performance of his duties.
- (d) **(Annual Leave)**: Mr Fisher will be entitled to take 20 working days annual leave per year of employment, which is cumulative.
- (e) **(Termination)**: Mr Fisher's employment may be terminated in the following circumstances:
 - (i) The Company may at its sole discretion terminate the employment in the following manner:
 - (A) by giving not less than three (3) months' written notice to Mr Fisher. The Company may at its sole discretion dispose with the written notice period and immediately terminate the employment by making a payment to Mr Fisher equal to the salary payable for the relevant period of notice;

- (B) summarily without notice if at any time Mr Fisher:
- (I) is removed as a director of the Company in accordance with the Corporations Act;
 - (II) is or becomes of unsound mind or under the control of any committee or officer under any law relating to mental health;
 - (III) commits any serious or persistent breach of any of the provisions contained in the Executive Services Agreement and the breach is not remedied within 14 days of the receipt of written notice from the Company to Mr Fisher to do so;
 - (IV) in the reasonable opinion of the Board, is absent in, or demonstrates incompetence with regard to the performance of Mr Fisher's duties under the Executive Services Agreement, or is neglectful of any duties under the Executive Services Agreement or otherwise does not perform all duties under the Executive Services Agreement in a satisfactory manner, provided that Mr Fisher:
 - a. has been counselled on at least three separate occasions of the specific matters complained of by the Board; and
 - b. after each such occasion has been provided with a reasonable opportunity of at least a month to remedy the specific matters complained of by the Board;
 - (V) commits or becomes guilty of any gross misconduct;
 - (VI) refuses or neglects to comply with any lawful reasonable direction or order given to Mr Fisher by the Company which Mr Fisher, after receipt of prior notice, has failed to rectify to the reasonable satisfaction of the Company within 21 business days of receipt of that notice;
 - (VII) is convicted of any major criminal offence which brings the Company or any of its related bodies corporate into lasting disrepute, by giving notice effective immediately and without payment of any salary other than salary accrued to the date of termination; or
 - (VIII) is in breach of the price sensitive information provisions of the Executive Services Agreement.

- (ii) Mark Fisher may at his sole discretion terminate the employment in the following circumstances:
 - (A) if at any time the Company commits any serious or persistent breach of any of the provisions contained in the Executive Services Agreement and the breach is not remedied within 28 days of receipt of written notice from Mark Fisher to the Company to do so, by giving notice effective immediately; or
 - (B) by giving three (3) months' written notice to the Company.

The Executive Service Agreement contains additional provisions considered standard for agreements of this nature.

12.10 Director appointment letters

(a) Chairman appointment letter – Mark Rantall

On 4 April 2016, the Company entered into an appointment letter with Mark Rantall pursuant to which the Company agreed to appoint Mr Rantall to the Board of the Company as Chairman, subject to Settlement of the Acquisition on the following terms:

- (i) **(Term):** Mr Rantall's appointment will commence on Settlement and will continue subject to retirement under the Constitution and the ASX Listing Rules. Mr Rantall may cease to hold office as Chairman:
 - (A) upon his resignation. Mr Rantall is required to give the Board reasonable written notice of his intention to resign; or
 - (B) in accordance with the Constitution.
- (ii) **(Remuneration):** \$100,000 per annum. Mr Rantall is also entitled to receive an Option allocation. Subject to Shareholder approval, the Company has agreed to issue to Mr Rantall 17,500,000 Options exercisable at \$0.02 each on or before 5:00pm (WST) on 30 June 2020.
- (iii) **(Expenses):** Mr Rantall is entitled to be reimbursed for reasonable expenses properly incurred by Mr Rantall in carrying out his duties as Chairman, subject to obtaining Board approval prior to incurring the expenditure.

The appointment letter contains additional provisions considered standard for agreements of this nature.

(b) **Patrick Canion**

The Company has entered into an appointment letter with Patrick Canion, pursuant to which the Company has agreed to appoint Mr Canion as a Non-Executive Director of the Company on and from the date that Settlement occurs under the Agreement.

The proposed principal terms of the appointment letter are as follows:

- (i) **(Term)**: Mr Canion's appointment will commence on Settlement and will continue subject to retirement under the Constitution and the ASX Listing Rules. Mr Canion may cease to hold office as a Director:
 - (A) upon his resignation. Mr Canion is required to give the Board reasonable written notice of his intention to resign; or
 - (B) in accordance with the law or the Constitution.
- (ii) **(Remuneration)**: \$60,000 per annum. Mr Canion is also entitled to receive an Option allocation. Subject to Shareholder approval, the Company has agreed to issue to Mr Canion 17,500,000 Options exercisable at \$0.02 each on or before 5:00pm (WST) on 30 June 2020.
- (iii) **(Expenses)**: Mr Canion is entitled to be reimbursed for reasonable expenses properly incurred by Mr Canion in carrying out his duties as a Director, subject to obtaining Board approval prior to incurring the expenditure.

The appointment letter will contain additional provisions considered standard for agreements of this nature.

(c) **Mathew Walker**

On 5 August 2014, the Company entered into a non-executive director appointment letter with Mathew Walker pursuant to which Mr Walker was appointed a non-executive Director of the Company on the following terms:

- (i) **(Term)**: Mr Walker's appointment is subject to satisfactory performance and successful re-election by Shareholders as and when required by the Constitution and the Corporations Act at annual general meetings of the Company. Mr Walker holds office until:
 - (A) he ceases to be a Director under an provision of the Corporations Act;
 - (B) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (C) he becomes prohibited from being a director by reason of any order made under the Corporations Act;

- (D) he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (E) he resigns by notice in writing to the Company;
 - (F) he is removed from office by resolution of the Company;
 - (G) he is not re-elected to office; or
 - (H) any other circumstances as specified by the Constitution.
- (ii) (**Remuneration**): \$44,000 per annum.

The appointment letter contains additional provisions considered standard for agreements of this nature.

12.11 Administrative Services Agreement

On 1 August 2015, the Company entered into an administration services agreement with Cicero Corporate Services Pty Ltd (**Cicero Corporate**) (**Administration Services Agreement**) pursuant to which Cicero Corporate agreed to provide administrative and accounting services to the Company on the following terms:

- (a) (**Term**): An initial term of 12 months commencing on 1 August 2015, following which the engagement may be terminated with 6 months' written notice from one party to the other, or a period mutually agreed by both parties.
- (b) (**Services**): Cicero Corporate will provide the following services to the Company:
 - (i) provision of registered address, principle place of business and the provision of a PO Box address;
 - (ii) personal receptionist during business hours;
 - (iii) general administrative services including mail, fax, email and local phone calls;
 - (iv) bookkeeping including MYOB preparations for quarterly BAS preparation for ASX quarterly, half yearly and annual accounts;
 - (v) accounting services including the preparation of unaudited statutory financial statements, preparation of profit and loss budgets and cash flow reports; and
 - (vi) all company secretarial services,
 (together, the **Base Services**).
- (c) (**Fees**): In consideration for the provision of the Base Services, the Company will pay a monthly fee of \$10,000 per month (plus GST) to Cicero Corporate.

- (d) **(Additional Services):** In consideration for any additional services (being labour charges for administration requirements that extend beyond the Base Services) provided by Cicero Corporate, the Company will pay Cicero Corporate an hourly rate of \$125 per hour (plus GST).
- (e) **(Review of Fees):** Fees will be reviewed on 30 June 2016 and thereafter on an annual basis in the month of June. Fees can be reviewed by mutual consent of both parties at any time.

The Administration Services Agreement contains additional provisions considered standard for agreements of this nature.

12.12 Corporate Advisory Agreement

On 21 August 2015, Intiger Asset Management Australia Pty Ltd (**Intiger Australia**) entered into a corporate advisory agreement with Pitcher Partners (WA) Pty Ltd (**Pitcher Partners**) (**Corporate Advisory Agreement**) pursuant to which Pitcher Partners agreed to provide corporate advisory services in relation to a potential corporate or asset transaction (**Transaction**) on the following terms:

- (a) **(Services):** The services to be provided by Pitcher Partners to Intiger Australia will include:
 - (i) general corporate advisory services; and
 - (ii) in relation to a specific Transaction, the following services:
 - (A) working with management to present Intiger Australia to potential bidders, including the preparation of financial models, datarooms;
 - (B) evaluating the financial and other merits of the Transaction and any alternative transactions;
 - (C) assisting Intiger Australia in determining the preferred structuring, terms and conditions of a Transaction;
 - (D) assisting Intiger Australia with its due diligence requirements;
 - (E) negotiating on behalf of Intiger Australia with third parties, including leading discussions with regard to structure, terms and conditions of a Transaction;
 - (F) assisting with drafting, preparation and/or review of final Transaction documentation;
 - (G) providing input to Intiger Australia's legal adviser in the development, drafting and legal negotiation of the relevant transaction documentation to ensure these documents properly reflect the agreed commercial terms and conditions;
 - (H) coordinating lawyers, accountants, tax advisers and other consultants in order to ensure a timely and efficient process;

- (I) assisting Intiger Australia in drafting any public announcements that may be required; and
 - (J) project management of the Transaction through to completion in a timely manner, in conjunction with Intiger Australia's lawyers.
- (b) **(Term):** An initial period of 12 months commencing on the date of the Corporate Advisory Agreement. Prior to the end of the term, the parties may, by mutual agreement, extend the appointment of Pitcher Partners.
- (c) **(Termination):** Either party may terminate the Corporate Advisory Agreement without notice. In the event that Intiger Australia withdraws from a Transaction or terminates the Corporate Advisory Agreement through no fault of Pitcher Partners, and then subsequently concludes a Transaction worked on by Pitcher Partners within 18 months of termination, Pitcher Partners will be entitled to all fees as if the Transaction had not been terminated.
- (d) **(Retainer Fee):** Intiger Australia will pay Pitcher Partners a monthly retainer fee of \$5,000 (plus GST), capped at four months from the date of the Corporate Advisory Agreement. The retainer period may be reviewed and extended, taking into consideration ongoing corporate advisory work and the status of any specific transactions being contemplated.
- (e) **(Success Fee):** On completion of a Transaction, a success fee being a cash payment of \$80,000 (plus GST); and
- (f) **(Expenses):** Pitcher Partners is entitled to be reimbursed for all out-of-pocket expenses incurred in relation to the engagement (including travel and accommodation) whether or not a Transaction is completed, but must obtain prior approval from Intiger Australia before incurring an expense greater than \$500.

The Corporate Advisory Agreement contains additional provisions considered standard for agreements of this nature.

12.13 Deeds of indemnity, insurance and access

The Company has entered into a deed of indemnity, insurance and access with each of its Directors. Under these deeds, our Company agrees to indemnify each officer to the extent permitted by the Corporations Act against any liability arising as a result of the officer acting as an officer of the Company. The Company is also required to maintain insurance policies for the benefit of the relevant officer and must also allow the officers to inspect board papers in certain circumstances. The Company intends to enter deeds on materially the same terms with each of the Proposed Directors following their respective appointments.

13. ADDITIONAL INFORMATION

13.1 Litigation

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

13.2 Rights attaching to Shares

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.

(a) General meetings

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

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

(b) Voting rights

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

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

(c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the

dividend which shall be payable on all shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such shares.

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

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

(d) **Winding-up**

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

The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Variation of rights**

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

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms

of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(h) **Alteration of Constitution**

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

13.3 Terms of existing Options

The terms and conditions of the existing class of Options are as follows:

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.008 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 31 December 2017 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

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

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

(h) **Shares issued on exercise**

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

(i) **Quotation of Shares issued on exercise**

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

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

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

13.4 **Terms of Options offered pursuant to the Options Offer**

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 June 2020 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

(g) **Timing of issue of Shares on exercise**

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

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

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

(h) **Shares issued on exercise**

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

(i) **Quotation of Shares issued on exercise**

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

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

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

13.5 **Terms of Options to be issued under Incentive Option Plan**

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 June 2020 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

(g) **Timing of issue of Shares on exercise**

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

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

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

(h) **Shares issued on exercise**

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

(i) **Quotation of Shares issued on exercise**

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

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

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

(n) **Interaction with Incentive Option Plan**

These terms also incorporate the Rules of the Incentive Option Plan (**Rules**). In the event of any inconsistency between these terms and the Rules adopted by the Company as at the date of issue of the Options, the Rules shall prevail, unless such an inconsistency arises only as a result of a variation to the Rules made subsequent to the date of issue of the Options.

13.6 **Terms of Performance Shares**

The terms and conditions of the Performance Shares are as follows:

Rights attaching to the Performance Shares

- (a) **(Performance Shares)** Each Performance Share is a share in the capital of Star Striker Limited (ACN 098 238 585) (**Company**).
- (b) **(No voting rights)** A Performance Share does not entitle the Holder to vote on any resolutions proposed by the Company except as otherwise required by law.
- (c) **(No dividend rights)** A Performance Share does not entitle the Holder to any dividends.
- (d) **(No rights to return of capital)** A Performance Share does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (e) **(Rights on winding up)** A Performance Share does not entitle the Holder to participate in the surplus profits or assets of the Company upon winding up.
- (f) **(Not transferable)** A Performance Share is not transferable.
- (g) **(Reorganisation of capital)** If at any time the issued capital of the Company is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganisation.
- (h) **(Application to ASX)** The Performance Shares will not be quoted on ASX. However, if the Company is listed on ASX at the time of conversion of the Performance Shares into fully paid ordinary shares (**Shares**), the Company must within 10 Business Days apply for the official quotation on the ASX of the Shares arising from the conversion.
- (i) **(Participation in entitlements and bonus issues)** A Performance Share does not entitle a Holder (in their capacity as a holder of a Performance Share) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (j) **(No other rights)** A Performance Share gives the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Conversion of the Performance Shares

- (k) **(Conversion on achievement of milestone)** Subject to paragraph (n), a Performance Share in the relevant class will, upon achievement of the relevant milestone, convert into:
- (i) Class A: one Class C Performance Share and one Share.
 - (ii) Class B: one Class D Performance Share and one Share.
 - (iii) Class C: one Share.
 - (iv) Class D: one Share.
- (l) **(Milestones)** Subject to paragraph (n), a Performance Share in the relevant class will convert upon achievement of:
- (i) Class A: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$1,000,000 between the date of issue of the Performance Shares and 30 June 2019 **(Milestone)**.
 - (ii) Class B: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$4,000,000 between the date of issue of the Performance Shares and 30 June 2019. **(Milestone)**.
 - (iii) Class C: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$11,000,000 between the date of issue of the Performance Shares and 30 June 2019 **(Milestone)**.
 - (iv) Class D: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$40,000,000 between the date of issue of the Performance Shares and 30 June 2019 **(Milestone)**.
- (m) **(Conversion on change of control)** Subject to paragraph (n) and notwithstanding the relevant Milestone has not been satisfied, upon the occurrence of either:
- (i) a takeover bid under Chapter 6 of the Corporations Act 2001 (Cth) having been made in respect of the Company of not less than 8.5 cents per Share with the Bidder having received acceptances for more than 50% of the Company's shares on issue and having declared the bid unconditional ; or
 - (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

that number of Performance Shares that is equal to 10% of the Shares on issue immediately following conversion under this paragraph will convert into an equivalent number of Shares. The conversion will be completed on a pro rata basis across each class of Performance Shares then on issue as well as on a pro rata basis for each Holder. Performance Shares that are not converted into Shares under this

paragraph will continue to be held by the Holders on the same terms and conditions.

- (n) **(Deferral of conversion if resulting in a prohibited acquisition of Shares)** If the conversion of a Performance Share under paragraph (k) or (m) would result in any person being in contravention of section 606(1) of the Corporations Act 2001 (Cth) (**General Prohibition**) then the conversion of that Performance Share shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Share would result in a contravention of the General Prohibition:
- (i) Holders may give written notification to the Company if they consider that the conversion of a Performance Share may result in the contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.
 - (ii) The Company may (but is not obliged to) by written notice to a Holder request a Holder to provide the written notice referred to in paragraph (n)(i) within seven days if the Company considers that the conversion of a Performance Share may result in a contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.
- (o) **(Redemption if Milestone not achieved)** If the relevant Milestone is not achieved by the required date, then each Performance Share in that class will be automatically redeemed by the Company for the sum of \$0.00001 within 10 Business Days of non satisfaction of the Milestone.
- (p) **(Conversion procedure)** The Company will issue the Holder with a new holding statement for any Share issued upon conversion of a Performance Share within 10 Business Days following the conversion.
- (q) **(Ranking upon conversion)** The Share into which a Performance Share may convert will rank pari passu in all respects with existing Shares.

13.7 Incentive Option Plan Terms and Conditions

The terms and conditions of the Incentive Option Plan are as follows:

- (a) **Eligibility:** Participants in the Plan may be:
- (i) a Director (whether executive or non-executive) of the Company, its subsidiaries and any other related body corporate of the Company (**Group Company**);
 - (ii) a full or part time employee of any Group Company;
 - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 (or any amendment to or replacement of that Class Order) (**Class Order**); or

- (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a Participant under clauses (a), (b) or (c) above,
 - (v) who is declared by the Board to be eligible to receive grants of Options under the Plan (**Participants**).
- (b) **Offer:** The Board may, from time to time, in its absolute discretion, make a written offer to any Participant (including a Participant who has previously received an offer) to apply for up to a specified number of Options, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines.
- (c) **Plan limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Options offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (d) **Issue price:** unless the Options are quoted on the ASX, Options issued under the Plan will be issued for no more than nominal cash consideration.
- (e) **Vesting Conditions:** An Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option.
- (f) **Vesting:** The Board may in its absolute discretion (except in respect of a Change of Control occurring where Vesting Conditions are deemed to be automatically waived) by written notice to a Participant, resolve to waive any of the Vesting Conditions applying to Options due to
- (i) the Participant ceasing to be a Participant due to death or total and permanent disability; or
 - (ii) a Change of Control occurring; or
 - (iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- (g) **Lapse of an Option:** An Option will lapse upon the earlier to occur of:
- (i) an unauthorised dealing in the Option;
 - (ii) a Vesting Condition in relation to the Option is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to vest the Option (eg due to death, total and permanent disability);
 - (iii) in respect of unvested Option only, a Participant ceases to be a Participant, unless the Board exercises its discretion to vest the Right (eg due to death, total and permanent disability) or allow

- the unvested Options to remain unvested after the relevant person ceases to be a Participant;
- (iv) in respect of vested Options only, a relevant person ceases to be a Participant and the Option granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that person ceases to be a Participant;
 - (v) the Board deems that an Option lapses due to fraud, dishonesty or other improper behaviour of the Participant;
 - (vi) the Company undergoes a change in control or winding up, and the Board does not exercise its discretion to vest the Option;
 - (vii) the expiry date of the Option; and
 - (viii) the 7 year anniversary of the date of grant of the Option.
- (h) **Not transferrable:** Options are only transferrable with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death to the participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- (i) **Shares:** Shares resulting from the exercise of the Options shall, subject to any Sale Restrictions (refer below) from the date of issue, rank on equal terms with all other Shares on issue.
- (j) **Quotation of Shares:** If Shares of the same class as those issued upon exercise of Options issued under the Plan are quoted on the ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any restriction period applying to the disposal of Shares ends.
- (k) **Share Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Options, that a restriction period will apply to some or all of the Shares issued to a Participant (or their eligible nominee) on exercise of those Options up to a maximum of seven (7) years from the grant date of the Options.
- (l) **No Participation Rights:** There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
- (m) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Option are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (n) **Amendments:** Subject to express restrictions set out in the Plan and complying with the Corporations Act, ASX Listing Rules and any other applicable law, the Board may at any time by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of

any Option granted under the Plan including giving any amendment retrospective effect.

- (o) **Definitions:** Capitalised terms used in the above summary are as defined in the Plan, including:
- (i) **Change of Control** means:
 - (A) a bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in at least 50.1% of the Company's issued Shares;
 - (B) a court approves, under section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
 - (C) in any other case, a person obtains Voting Power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

13.8 Interests of Directors and Proposed Directors

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

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

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

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

13.9 Interests of Experts and Advisers

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

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

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

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

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

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

HLB Mann Judd Corporate Finance Pty Ltd has acted as Investigating Accountant and has prepared the Independent Limited Assurance Report which is included in Section 9 of this Prospectus. The Company estimates it will pay HLB Mann Judd Corporate Finance Pty Ltd a total of \$20,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, HLB Mann Judd has not received any fees from the Company. However, HLB Mann Judd (Vic Partnership), of which HLB Mann Judd Corporate Finance Pty Ltd is a division, has received \$66,000 in fees from the Company (including GST and disbursements) for audit and review services.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offers and the Acquisition. The Company estimates it will pay Steinepreis Paganin \$80,000 (excluding GST and disbursements) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has received \$336,083.59 in fees from the Company (including GST and disbursements) for other legal services.

Security Transfer Registrars Pty Ltd has acted as share registry for the Company in relation to the Offers and the Company estimates it will pay \$5,000 (excluding GST) for these services. During the 24 months preceding lodgement of this

Prospectus with ASIC, Security Transfer Registrars Pty Ltd has received \$70,212 (excluding GST) in fees from the Company for other services.

13.10 Consents

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

HLB Mann Judd Corporate Finance Pty Ltd has given its written consent to being named as Investigating Accountant in this Prospectus and to the inclusion of the Independent Limited Assurance Report in Section 9 of this Prospectus in the form and context in which the report is included. HLB Mann Judd Corporate Finance Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

HLB Mann Judd (Vic Partnership) has given its written consent to being named as the Company's auditor in this Prospectus. HLB Mann Judd (Vic Partnership) has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

Cicero Advisory Services Pty Ltd has given its written consent to being named as the lead manager to the Public Offer in this Prospectus. Cicero Advisory Services Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Pitcher Partners BA&A Pty Ltd has given its written consent to:

- (a) being named as the auditor to Intiger Asset Management Pty Ltd and Integra Asset Management Australia Pty Ltd in this Prospectus;
- (b) the inclusion in Section 7.4(a) of reference to the audited financial reports for Intiger Asset Management Pty Ltd and Integra Asset Management Australia Pty Ltd containing an emphasis of matter paragraph in respect of a material uncertainty regarding the companies' ability to continue as a going concern;
- (c) the inclusion of the audited financial information of Intiger Asset Management Pty Ltd and Integra Asset Management Australia Pty Ltd as at 31 December 2015 used in the preparation of the statement of financial position at Section 8.5 of the Prospectus; and
- (d) the inclusion of all other statements and information relating to or attributable to Pitcher Partners BA&A Pty Ltd in the Prospectus,

in the form and context in which the information is included. Pitcher Partners BA&A Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

Baker Tilly Hong Kong Limited has given its written consent to:

- (a) being named as the auditor to Intiger Asset Management Limited, Tiger 1 Limited and Tiger 2 Limited in this Prospectus;
- (b) the inclusion in Section 7.4(a) of reference to the audited financial reports for Tiger 1 Limited and Tiger 2 Limited containing an emphasis of matter paragraph in respect of a material uncertainty regarding the companies' ability to continue as a going concern;
- (c) the inclusion of the audited financial information of Intiger Asset Management Limited, Tiger 1 Limited and Tiger 2 Limited as at 31 December 2015 used in the preparation of the statement of financial position at Section 8.5 of the Prospectus; and
- (d) the inclusion of all other statements and information relating to or attributable to Baker Tilly Hong Kong Limited in the Prospectus,

in the form and context in which the information is included. Baker Tilly Hong Kong Limited has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

Francia Lavina – Eugenio has given its written consent to:

- (a) being named as the auditor to Lion 2 Business Process, Inc in this Prospectus;
- (b) the inclusion of the audited financial information of Lion 2 Business Process, Inc as at 31 January 2016 in used in the preparation of the statement of financial position at Section 8.5 of this Prospectus; and
- (c) the inclusion of all other statements and information relating to or attributable to Francia Lavina – Eugenio in the Prospectus,

in the form and context in which the information is included. Francia Lavina – Eugenio has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

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

13.11 Estimated expenses of the Acquisition and Offers

| Estimated Costs of Acquisition and Offers | Minimum Subscription | Maximum Subscription |
|---|----------------------|----------------------|
| ASIC fee | \$2,320 | \$2,320 |
| ASX Listing fees | \$78,164 | \$79,164 |
| Underwriting Fees | \$148,837 | \$208,837 |
| Legal Fees | \$80,000 | \$80,000 |

| | | |
|---------------------------|------------------|------------------|
| Adviser Fees ¹ | \$80,000 | \$80,000 |
| Accounting Fees | \$20,000 | \$20,000 |
| Independent Expert Fees | \$20,000 | \$20,000 |
| Share Registry costs | \$5,000 | \$5,000 |
| Printing and distribution | \$5,000 | \$5,000 |
| Miscellaneous | \$1,088 | \$1,088 |
| TOTAL | \$440,409 | \$501,409 |

Notes

- Intiger Asset Management Pty Ltd appointed Pitcher Partners (WA) Pty Ltd as its corporate adviser. In consideration for these services a success fee of \$80,000 is payable on Settlement.

13.12 Continuous disclosure obligations

Following admission of the Company to the Official List, the Company will be a “disclosing entity” (as defined in section 111AC of the Corporations Act) and, as such, will be subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will be required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

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

13.13 Privacy statement

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

By submitting an Application Form, you authorise the Company to disclose any personal information contained in your Application Form (**Personal Information**) to the Collecting Parties where necessary, for any purpose in connection with the Offers, including processing your acceptance of the Offers and complying with the applicable law, the ASX Listing Rules, the ASX Settlement Operating Rules and any requirements imposed by any public authority.

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

If the Offers are successfully completed, your Personal Information may also be used from time to time and disclosed to persons inspecting the register of Shareholders including bidders for your securities in the context of takeovers,

public authorities, authorised securities brokers, print service providers, mail houses and the share registry.

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

Subject to certain exemptions under the law, you may have access to Personal Information that the Collecting Parties hold about you and seek correction of such information. Access and correction requests and any other queries regarding this privacy statement must be made in writing to the Company's share registry. A fee may be charged for access.

14. 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 and Proposed Director has consented to the lodgement of this Prospectus with the ASIC.

Mathew Walker
Chairman
For and on behalf of
Star Striker Limited

15. GLOSSARY

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

\$ means an Australian dollar.

Acquisition means the Company's acquisition of a 100% interest in each of the entities comprising the Intiger Group on the terms and condition set out in the Agreement.

Agreement means the conditional binding terms sheet between the Company, the Intiger Group and the Major Shareholder dated 19 January 2016, the material terms of which are summarised in Section 12.1.

Applicant means a person who has submitted an Application Form pursuant to one of the Offers.

Application Form means the Public Offer Application Form, the Intiger Offer Application Form, or the Options Offer Application Form as the context requires attached to or accompanying this Prospectus relating to the relevant Offer.

ASIC means Australian Securities & Investments Commission.

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

ASX Listing Rules means the official listing rules of ASX.

ASX Settlement Operating Rules means the operating rules of the ASX Settlement Facility (as defined in Rule 11.1 and 11.2 of the ASX Settlement Operating Rules) in accordance with Rule 1.2 which govern, *inter alia*, the administration of the CHES subregisters.

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

Business Day has the same meaning as in the ASX Listing Rules.

CHES has the meaning given in Section 5.10.

Class A Performance Shares means Performance Shares that will convert to a Share on the achievement of the Milestone as set out in Section 13.6.

Class B Performance Shares means Performance Shares that will convert to a Share on the achievement of the Milestone as set out in Section 13.6.

Closing Dates means Public Offer Closing Date, the Intiger Offer Closing Date and the Options Offer Closing Date.

Company or Star Striker means Star Striker Limited (to be renamed 'Intiger Group Limited') (ACN 098 238 585).

Conditions means the conditions of the Offers set out in Section 2.7.

Consideration Shares means the 500,000,000 Performance Shares to be issued to the Intiger Shareholders on Settlement pursuant to the Agreement.

Constitution means the constitution of the Company.

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

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

Essential Resolution means Resolutions 1 to 9 in the Notice of Meeting.

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

General Meeting means the general meeting of Shareholder to be held on 10 June 2016 which seeks Shareholder approval for the matters set out in the Notice of Meeting.

Intiger Group means each of:

- (a) Intiger Asset Management Pty Ltd (ACN 606 729 328);
- (b) Integra Asset Management Australia Pty Ltd (ACN 162 734 376);
- (c) Intiger Process Enhancement Pty Ltd (ACN 610 159 209);
- (d) Intiger Asset Management Limited (a Hong Kong Company), HKCN 2254952;
- (e) Tiger 1 Limited (a Hong Kong Company), HKCN: 2258742;
- (f) Tiger 2 Limited (a Hong Kong Company), HKCN: 2258743; and
- (g) Lion 2 Business Process Inc (a Philippines Company), PIN: CS201522320.

Intiger Offer means the offer of Performance Shares to the Intiger Shareholders pursuant to this Prospectus.

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

Intiger Offer Closing Date means the closing date of the Intiger Offer as set out in the indicative timetable on Page 1 of this Prospectus (subject to the Company reserving the right to extend it or close the Intiger Offer early).

Intiger Shareholders means a holder of one or more shares in the capital of an entity in the Intiger Group.

Lead Manager means Cicero Advisory Services Pty Ltd (ACN 166 321 393), a corporate authorised representative No. 449190 of ACNS Capital Markets Pty Ltd T/A Alto Capital (AFSL: 279099).

Major Shareholder has the meaning given in Section 4.1.

Minority Shareholders has the meaning given in Section 4.1.

Notice of Meeting means the notice of meeting and explanatory statement of the Company announced to ASX on 26 April 2016 and the Addendum to the Notice of General Meeting released to ASX on 25 May 2016 in relation to the General Meeting.

Offers means the Public Offer, Intiger Offer and Options Offer.

Official List means the official list of ASX.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Options Offer means the offer of up to 50,000,000 Options to Merchant Capital Markets Pty Ltd (or its nominees) pursuant to this Prospectus.

Options Offer Application Form means the application form attached to or accompanying this Prospectus relating to the Underwriter Offer.

Options Offer Closing Date means the closing date of the Options Offer as set out in the indicative timetable on Page 1 of this Prospectus (subject to the Company reserving the right to extend it or close the Options Offer early).

Performance Shares means the performance shares to be issued to the Intiger Shareholders on Settlement pursuant to the Agreement with the terms and conditions set out in Section 13.6.

Proposed Directors means Mark Fisher, Patrick Canion and Mark Rantall.

Prospectus means this prospectus.

Public Offer means the offer of Shares pursuant to this Prospectus as set out in Section 5, of up to 174,030,549 Shares at an issue price of \$0.02 per Share to raise up to \$3,480,610.98.

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

Public Offer Closing Date means the closing date of the Public Offer as set out in the indicative timetable on Page 1 of this Prospectus (subject to the Company reserving the right to extend it or close the Public Offer early).

Section means a section of this Prospectus.

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

Settlement means settlement of the Acquisition in accordance with the terms of the Agreement.

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

Shareholder means a holder of Shares.

Share Registry means Security Transfer Registrars Pty Ltd (ACN 008 894 488).

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