



International Limited ACN 110 184 355

Corporate Head Office
Ground Floor, 22 Delhi Street
West Perth 6005
Western Australia 6160
ASX Code: TV2

ASX ANNOUNCEMENT

1 June 2016

LODGMET OF REPLACEMENT PROSPECTUS

TV2U International Limited (“TV2U” or “the Company”) refers to the Prospectus lodged 31 May 2016 with respect to the entitlement option issue (**Prospectus**). The issue price of \$0.0001 per Option has been amended to \$0.001 per Option in order to comply with the requirements of the ASX Listing Rules. A replacement prospectus incorporating the change has been lodged with ASIC and is attached (**Replacement Prospectus**).

The Replacement Prospectus is for a non-renounceable entitlement option issue of 1 Option for every 4 Shares held by Shareholders at the Record Date at an issue price of \$0.001 to raise up to approximately \$296,694 before expenses and for an offer of up to 1,000 Shares at an issue price of \$0.03 per Share to facilitate secondary trading of certain shares issued by the Company being:

- (a) 70,133,331 fully paid ordinary shares to be issued pursuant to the placement announced on 27 May 2016; and
- (b) 75 million fully paid ordinary shares to advisors for corporate and business development services provided.

Investor Enquiries:

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Corporate Communications
Email: tom@tv2u.com

Media queries:

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Media & Capital Partners
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About TV2U

TV2U is a global complete entertainment platform that enables businesses, such as telecommunications companies, to quickly and easily offer streaming content to their customers. The service includes movies, television programs, karaoke content and games through an encrypted channel for enhanced copyright protection. TV2U also offers unique real-time viewership analytics to enable businesses to send highly targeted advertising to end-users to maximise their revenue streams. TV2U is changing the face of online entertainment and advertising.

UNITED KINGDOM
MALAYSIA

GLOBAL OFFICE LOCATIONS
HONG KONG
SYDNEY

INDONESIA
PERTH

TV2U International Limited

ACN 110 184 355

Replacement Prospectus

For the non-renounceable entitlement issue of 1 Option for every 4 Shares held by Shareholders at the Record Date at an issue price of \$0.001 per Option to raise up to approximately \$296,694 before expenses (**Entitlement Offer**).

For an offer of up to 1,000 Shares at an issue price of \$0.03 per Share to facilitate secondary trading of the Cleansed Shares (**Cleansing Offer**).

This is a Replacement Prospectus dated 1 June 2016 which replaces in its entirety the Prospectus dated 31 May 2016 in relation to the Offers.

***Important information:** This Prospectus provides important information to assist prospective investors to decide whether or not to invest in the Company. It should be read in its entirety. If you do not understand it, you should consult your professional advisers.*

THE SECURITIES OFFERED BY THIS PROSPECTUS SHOULD BE CONSIDERED SPECULATIVE.

Corporate directory

Directors

Tony Chong

Non-Executive Chairman

Faldi Ismail

Non-Executive Director

Nick Fitzgerald

Chief Executive Officer

Company's Registered Office

945 Wellington Street
WEST PERTH WA 6005
Australia

ASX Code: TV2 (ordinary shares)

Tel: + 61 8 9322 7600

Fax: + 61 8 9322 7602

Web: www.tv2u.com

Company Secretary

Sarah Smith

Share Registry*

Automic Registry Services

Office Address: Suite 310, Level 3
50 Holt Street
Surry Hills NSW 2010
Australia

Postal Address: PO Box 2226
Strawberry Hills NSW 2012
Australia

Tel: 1300 288 664 (within Australia)
+61 8 9324 2099 (outside Australia)

Fax: +61 8 9321 2337

Web: www.automic.com.au

Solicitors to the Offers

Lavan Legal
Level 20, The Quadrant
1 William Street
PERTH WA 6000

Auditors*

Pitcher Partners Corporate & Audit (WA) Pty Ltd
Level 1, 914 Hay Street
PERTH WA 6000

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

Indicative timetable

Lodge Original Prospectus with ASIC	31 May 2016
Lodge Original Prospectus and Appendix 3B with ASX	31 May 2016
Lodge Replacement Prospectus with ASIC	1 June 2016
Lodge Replacement Prospectus and replacement Appendix 3B with ASX	1 June 2016
Cleansing Offer opens	1 June 2016
Notice sent to Optionholders and Shareholders	1 June 2016
“Ex” date	7 June 2016
Record Date for determining Entitlements	8 June 2016
Replacement Prospectus dispatched to eligible Shareholders	14 June 2016
Last day to extend Closing Date*	20 June 2016
Closing Date for the Offer and the Cleansing Offer*	23 June 2016
Options quoted on a deferred settlement basis*	24 June 2016
ASX notified of under subscriptions*	24 June 2016
Issue date and dispatch of holding statements*	28 June 2016
Quotation of Securities issued under the Offers*	29 June 2016

***Note:** The Company may extend the Closing Date for the Entitlement Offer by giving at least 3 Business Days’ notice to ASX prior to the Closing Date. The date of commencement of deferred settlement trading, issue and quotation of Options issued under the Entitlement Offer may therefore vary accordingly. The Closing Date for the Cleansing Offer is indicative only and may change without notice.

Important notices

This Replacement Prospectus (which is referred to in this document as either “this **Replacement Prospectus**” or “this **Prospectus**”) replaces the Original Prospectus. This Replacement Prospectus has been issued to amend the issue price of the Options pursuant to the Entitlement Offer to \$0.001 per Option and the maximum funds raised from the Entitlement Offer to \$296,694. Arising from these changes are various other consequential minor amendments.

This Prospectus is dated 1 June 2016. A copy of the Prospectus was lodged with ASIC on that date. ASIC takes no responsibility for the content of this Prospectus.

No securities will be issued on the basis of this Prospectus later than 13 months after the date of the Original Prospectus.

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

This Prospectus is a transaction specific prospectus for an offer of Shares and options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as a prospectus for an initial public offering. In making statements in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the

This Replacement Prospectus is dated 1 June 2016 and replaces the Original Prospectus dated 31 May 2016 relating to securities in TV2U International Limited ACN 110 184 355.

Corporations Act and certain matters may reasonably be expected to be known to investors and their professional advisers.

This Prospectus does not constitute an offer in any place in which, or to persons to whom, it would not be lawful to make an offer. 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 and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This document may not be distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy securities in the United States. Any Securities described in this document have not been and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act of 1933 and applicable US state securities law.

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 5.

Applications for Securities offered pursuant to this Prospectus can only be made on an original Application Form.

Before deciding to invest in the Company prospective investors should read entirely this Prospectus and, in particular the risk factors set out in Section 5. They should carefully consider these factors in the light of their personal circumstances (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding to invest.

Any investment in the Securities offered under this Prospectus should be regarded as speculative.

Please read the privacy information located in Section 6.9. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary on page 31.

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1 Details of the Offers

1.1 The Entitlement Offer

The Entitlement Offer is a non-renounceable entitlement offer for the subscription of 1 Option for every 4 Shares held by Shareholders registered at 5:00pm (AWST) on the Record Date at an issue price of \$0.001 per Option. Fractional entitlements will be rounded down to the nearest whole number.

Based on the number of Shares on issue as at the date of this Prospectus, a maximum of 296,694,653 Options will be issued pursuant to the Entitlement Offer, raising up to approximately \$296,694 before expenses.

As at the date of this Prospectus the Company has 66,754,165 options on issue, all of which may be exercised prior to the Record Date in order to participate in the Entitlement Offer. Section 2.2 contains further information on the exercise price and expiry date of the options on issue.

The Options issued under the Prospectus will be issued on the terms and conditions set out in Section 3.

The Shares issued upon the exercise of the Options offered under this Prospectus will rank equally with the existing Shares on issue. Section 4 contains further information regarding the rights and liabilities attaching to the Shares.

The Entitlement Offer will close on the Closing Date.

The Entitlement Offer is non-renounceable. Consequently, a Shareholder may not sell or transfer all or any part of their Entitlement.

1.2 Acceptance of the Entitlement Offer

Eligible Shareholders' acceptance of the Entitlement Offer must be made using the personalised Entitlement and Acceptance Form. Your acceptance must not exceed your Entitlement as shown on that form. If it purports to do so, your acceptance will be deemed to be for your maximum Entitlement.

If you wish to **accept your full Entitlement** as shown on your personalised Entitlement and Acceptance Form, unless you wish to pay by BPAY® (see Section 1.3), you should:

- complete and sign the Entitlement and Acceptance Form, and
- return it, together with your cheque or a bank draft, for the amount indicated on the Entitlement and Acceptance Form.

If you wish to **accept only for part of your Entitlement** as shown on your personalised Entitlement and Acceptance Form, unless you wish to pay by BPAY® (see Section 1.3), you should:

- fill in the number of Options you wish to accept in the space provided on the Entitlement and Acceptance Form,
- complete and sign the Entitlement and Acceptance Form, and

- return it, together with your cheque or a bank draft, for the appropriate application monies (at \$0.001 per Option).

If you **do not wish to accept any part of your Entitlement**, you need take no further action.

All cheques and bank drafts must be drawn on an Australian bank, payable in Australian dollars and made payable to “**TV2U International Limited – Entitlement Offer Account**” and crossed “Not Negotiable”.

All completed Entitlement and Acceptance Forms together with the associated cheques or bank drafts must reach the Company’s share registry at the following address by no later than 5:00pm AEST on the Closing Date:

Automatic Registry Services
PO Box 2226
Strawberry Hills NSW 2012
Australia

You should ensure that cleared funds are available at the time the Entitlement and Acceptance Form is lodged, as dishonoured cheques will result in the Entitlement and Acceptance Form being rejected.

By completing an Entitlement and Acceptance Form, you will be taken to have declared that all details and statements made by you are complete and accurate and that you have personally received the Entitlement and Acceptance Form together with a complete and unaltered copy of the Prospectus.

If your Entitlement and Acceptance Form is not completed properly, or if the accompanying payment is for the wrong amount, the Directors may elect to treat it as valid or may reject it. The decision of the Directors as to whether to treat any application for Options as valid or invalid and how to construe, amend or complete the associated Entitlement and Acceptance Form will be final. The Directors may complete any blanks or spaces left in any Entitlement and Acceptance Form and you, by lodging that form, appoint the Directors, and each of them, as your joint and several attorneys for such purpose and authorise all such amendments, insertions and alterations. If the Company elects, in its absolute and unfettered discretion, to treat any such incomplete or incorrectly completed Entitlement and Acceptance Form, or any Entitlement and Acceptance Form accompanied by the wrong amount as invalid and to therefore reject the Application, the relevant payment will be refunded without interest.

A completed and lodged Entitlement and Acceptance Form, together with a cheque or bank draft for the relevant payment, constitutes a binding and irrevocable application for the number of Options specified in the Entitlement and Acceptance Form or which could be subscribed for by your payment (whichever is the lower).

Detailed instructions on how to complete the Entitlement and Acceptance Form are set out on the reverse of the form.

1.3 Payment by BPAY® under Entitlement Offer

If you wish to pay for Options subscribed for under the Entitlement Offer by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You may only pay by

BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you choose to pay by BPAY®:

- you do not need to submit your Entitlement and Acceptance Form, but you will be taken to have made the declarations on it; and
- if you do not pay for your Entitlement in full, you will be deemed to have taken up your Entitlement in respect of such whole number of Options which is covered in full by your payment.

It is your responsibility to ensure that your BPAY® payment is received by the Company's share registry by no later than 4:00pm AEST on the Closing Date. Please note that your financial institution may implement earlier cut-off times for electronic payments and you should therefore take this into consideration when making payment. Any monies received for more than your final allocation of Options (but only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any monies received or refunded.

Payment by BPAY® constitutes a binding and irrevocable application for the number of Options specified in your Entitlement and Acceptance Form or which could be subscribed for by your payment (whichever is the lower).

1.4 The Cleansing Offer

The Cleansing Offer is an offer to selected investors of up to 1,000 Shares at an issue price of \$0.03 per Share to raise up to \$30 before costs.

The Shares offered under the Cleansing Offer will rank equally with the existing Shares on issue. Section 4 contains further information regarding the rights and liabilities attaching to the Shares.

The Cleansing Offer will close on the Closing Date.

The purpose of the Cleansing Offer is to facilitate secondary trading of the Cleansed Shares. The issue of the Cleansed Shares will not be undertaken by the Company with the intention that the subscribers sell or transfer their Shares. However, the Directors consider that the subscribers should be able to sell their Shares within the next 12 months should they wish to do so, without being required to issue a prospectus.

The Cleansing Offer is only made to investors invited by the Company to subscribe for Shares and is not open to the general public. The Company may determine in its discretion whether to accept any or all applications.

Applications for Shares under the Cleansing Offer must be made using the personalised Cleansing Offer application form attached to a paper copy of this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over which applications to accept.

Applicants will need to follow the procedures advised to them by the Company for applications under the Cleansing Offer.

1.5 Minimum subscription

There is no minimum subscription in respect of the Offers.

1.6 Underwriter

The Offers are not underwritten.

1.7 ASX listing

Application for Official Quotation by ASX of the Securities offered pursuant to this Prospectus will be made in accordance with the timetable set out at the start of this Prospectus.

If the Options or Shares offered pursuant to this Prospectus 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 ASIC, the Company will not issue any Options or (as the case may be) Shares and will repay all application monies for those Securities within the time prescribed under the Corporations Act, without interest.

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

1.8 Issue

The issue of Securities under the Offers will take place in accordance with the ASX Listing Rules and the timetable set out at the start of this Prospectus.

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 Applicants in a separate bank account as required by the Corporations Act. The Company will, however, be entitled to retain all interest that accrues on that bank account, and each Applicant waives the right to claim interest.

Holding statements for Securities issued under the Offers will be dispatched in accordance with the ASX Listing Rules and the timetable set out at the start of this Prospectus.

1.9 Applicants outside Australia

This Prospectus and the Offers do not, and are 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 Company has decided that it is unreasonable to make the Entitlement Offer to any Shareholder with a registered address outside Australia or New Zealand at the Record Date having regard to the cost to the Company of complying with applicable legal and regulatory requirements outside Australia and New Zealand.

Accordingly the Entitlement Offer is not being extended to Shareholders with a registered address outside Australia or New Zealand. In accordance with ASX Listing Rule 7.7.1(b) the Company will send each holder to whom it will not offer Options, details of the Entitlement Offer and an advice that the Company will not offer Options to those holders.

New Zealand

The Options are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand, to whom the offer of these securities is being made in reliance on the transitional provisions of the *Financial Markets Conduct Act 2013* (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form, or otherwise accept the Entitlement Offer, on behalf of any Shareholder resident outside Australia and New Zealand without the prior consent of the Company. Return of a duly completed Entitlement and Acceptance Form, or payment of the relevant application monies by BPAY®, will be taken by the Company to constitute a representation that there has been no breach of this requirement.

1.10 Enquiries

Any queries regarding the Offers should be directed to Sarah Smith, Company Secretary, on +61 8 9322 7600.

2 Use of funds and effect of the Offers

2.1 Use of funds

The primary purpose of the Entitlement Offer is to provide Shareholders with the opportunity to further invest in the future development of the Company by acquiring Options. A further purpose of the Entitlement Offer is to facilitate secondary trading of the options issued pursuant to the Placement. The issue of the options pursuant to the Placement will not be undertaken by the Company with the intention that the placees sell or transfer their options. However, the Directors consider that the placees should be able to sell their options within the next 12 months should they wish to do so, without being required to issue a prospectus.

Under the Entitlement Offer, an amount of approximately \$296,694 (before expenses) will be raised (assuming the Entitlement Offer is fully subscribed). Funds raised from the Entitlement Offer will, after paying the expenses of the Offers, be allocated towards the Company's working capital, from which they will be utilised in the ongoing operations of the Company.

The primary purpose of the Cleansing Offer is to facilitate secondary trading of the Cleansed Shares. Accordingly, only a nominal amount of funds will be raised from the Cleansing Offer (being \$30 if the Cleansing Offer is fully subscribed) and these will be applied towards the expenses of the Offers.

2.2 Effect of the Offers on capital structure

The Company's capital structure upon completion of the Offers (assuming they are fully subscribed) is summarised below:

Shares	Number
Shares currently on issue ¹	1,186,778,612
Shares to be issued pursuant to the Cleansing Offer	1,000
Shares to be issued pursuant to the Entitlement Offer	Nil
Total Shares on completion of the Offers^{1,2}	1,186,779,612
Options	Number
Options currently on issue:	
Unlisted options exercisable at \$0.03 each on or before 31 December 2018 ³	31,687,500
Options (quoted) exercisable at \$0.04 each on or before 30 March 2019 (being options issued pursuant to the Placement)	35,066,665
Options offered pursuant to the Entitlement Offer:	
Options (to be quoted) exercisable at \$0.04 each on or before 30 March 2019	296,694,653
Total options on completion of the Offers⁴	363,448,818
Performance rights	Number
Unquoted performance rights currently on issue ⁵	6,000,000
Performance rights to be issued pursuant to the Offers	Nil
Total performance rights on completion of the Offers⁶	6,000,000

Performance Shares	Number
Unquoted Performance Shares currently on issue ⁷	517,857,143
Performance Shares to be issued pursuant to the Offers	Nil
Total performance Shares on completion of the Offers⁸	517,857,143

Notes:

1. This amount includes 412,534,000 escrowed Shares as well as the Cleansed Shares (comprising 70,133,331 Shares issued pursuant to the Placement and 75,000,000 Shares issued to Energy Capital Partners Pty Ltd and/or its nominees in satisfaction of corporate advisory and business development activity fees following the Company's re-listing).
2. Assumes no options currently on issue are exercised, or performance rights or Performance Shares currently on issue convert, before completion of the Entitlement Offer.
3. All of these existing options are escrowed.
4. Assumes no options currently on issue are exercised before completion of the Entitlement Offer.
5. Please refer to the Company's 2014 annual report for a summary of the terms on which the performance rights were issued.
6. Assumes no performance rights currently on issue convert into Shares before completion of the Offers.
7. All of these existing Performance Shares are escrowed. Please refer to the Company's replacement prospectus dated 11 December 2015 for a summary of the terms of issue of the Performance Shares (including conversion rights into Shares).
8. Assumes no Performance Shares currently on issue convert into Shares before completion of the Offers.

2.3 Effect of the Offers on financial position

The Directors do not consider that the Offers will have a material effect on the Company's financial position. Assuming that the Offers are fully subscribed, the effect of the Offers on the Company's financial position will be to increase the Company's cash reserves by approximately \$296,724 (before deducting the estimated expenses of the Offers).

The unaudited statement of financial position as at 31 May 2016 and the unaudited pro forma statement of financial position as at 31 May 2016 set out below have been prepared on the basis of the accounting policies normally adopted by the Company. The unaudited pro forma statement of financial position reflects the changes to the Company's position on the assumption that all Securities offered pursuant to this Prospectus, the Cleansed Shares and the options issued pursuant to the Placement, had been issued on 31 May 2016.

The statements of financial position set out below have been prepared to provide investors with information on the assets and liabilities of the Company, and the pro-forma assets and liabilities of the Company, as noted below. The historical and pro-forma financial information is presented in abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	Consolidated as at 31 May 2016	Pro-forma Adjustments			Pro-forma after issue
		Issue of Shares and Options under this Prospectus	Issue of Shares and options pursuant to the Placement	Issue of Shares in satisfaction of corporate advisory and business development activity fees	
	AUD	AUD	AUD	AUD	AUD
Current Assets					
Cash on hand	1,127,117	268,351	2,104,351		3,499,819
Other Current Assets	272,940				272,940
Total Current Assets	1,400,058	268,351	2,104,351	-	3,772,759
Non-Current Assets					
Other Non-Current Assets	317,724				317,724
Investments in controlled subsidiaries	-				-
Investments in controlled subsidiaries (CN)	-				-
NTT assets at cost	300,000				300,000
Property Plant & Equipment	-				-
Total Non-Current Assets	617,724	-	-	-	617,724
Total Assets	2,017,782	268,351	2,104,351	-	4,390,483
Current Liabilities					
Trade Creditors	46,781				46,781
TV2U Worldwide	(1,656)				(1,656)
Loan - TV2U Global Ltd	91,903				91,903
Loan - TV2U Pty Ltd	290,340				290,340
Interco Loan - Con Notes	-				-
Interco Loan - TV2U International	-				-
Other liabilities	4,208				4,208
Total Current Liabilities	431,576	-	-	-	431,576
Total Liabilities	431,576	-	-	-	431,576
Net Assets	1,586,206	268,351	2,104,351	-	3,958,907
Equity					
Issued & Paid Up Capital	52,260,890	296,725	2,104,351	4,050,000	58,711,966
Issued capital costs	(2,796,267)	(28,374)			(2,824,641)
Performance Shares	56,935				56,935
Reserves	1,391	4,153,725	490,933		4,646,049
Accumulated Losses	(47,936,744)	(4,153,725)	(490,933)	(4,050,000)	(56,331,402)
Total Equity	1,586,206	268,351	2,104,351	-	3,958,907

Notes:

Offers pursuant to this Prospectus

- Estimated expenses of the Offers of \$28,374
- The value of the 296,694,653 Options is based on the last traded Share price at 30 May 2016 of \$0.054 and an exercise price of \$0.04
- Includes \$30 cash received for the Cleansing Offer

Issue of Shares and options pursuant to the Placement

- Issue of 70,133,331 Shares at \$0.03 per Share and 35,056,665 listed options at \$0.00001 per option
- Revaluation of listed options based on the last traded Share price at 30 May 2016 of \$0.054 and an exercise price of \$0.04

Issue of Shares in satisfaction of corporate advisory and business development activity fees

- Issue of 75,000,000 Shares based on the last traded Share price at 30 May 2016 of \$0.054

3 Terms and conditions of the Options

The terms and conditions of the Options offered pursuant to this Prospectus are as follows:

3.1 Entitlement

Subject to paragraph 3.14 below, each Option entitles the holder to subscribe for one Share upon exercise of the Option.

3.2 Exercise Price

Subject to paragraphs 3.11 and 3.13 below, the amount payable upon exercise of each Option will be \$0.04 (**Exercise Price**).

3.3 Expiry Date

Each Option will expire at 5:00pm (AWST) on 30 March 2019 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

3.4 Exercise Period

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

3.5 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.

3.6 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**).

3.7 Timing of issue of Shares on exercise

Within 15 Business Days after the later of the following:

3.7.1 the Exercise Date; and

3.7.2 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:

3.7.3 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;

3.7.4 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

3.7.5 if admitted to the Official List at the time, apply for Official Quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph 3.7.4 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.

3.8 Shares issued on exercise

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

3.9 Quotation of Options

The Company will apply for quotation of the Options on ASX.

3.10 Quotation of Shares issued on exercise

If admitted to the Official List at the time, the Company will apply for quotation of the Shares issued upon the exercise of the Options.

3.11 Reconstruction of capital

If at any time the Company's issued capital 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.

3.12 Participation in new issues

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

3.13 Adjustment for rights issue

If the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the Exercise Price will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

3.14 Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

3.14.1 the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and

3.14.2 no change will be made to the Exercise Price.

3.15 Transferability

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

4 Rights and liabilities attaching to Shares

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

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

4.1 General meetings

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

For so long as the Company remains a listed entity, Shareholders will be entitled to receive at least 28 days' prior written notice of any proposed general meeting.

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

4.2 Voting rights

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

4.2.1 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

4.2.2 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 her, or in respect of which he or she 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).

4.3 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 Board 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 Board may also from time to time pay to the Shareholders such interim dividends as the Board may determine.

No dividend shall carry interest as against the Company. The Board 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 Board, 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 Board, implement a dividend reinvestment plan on such terms and conditions as the Board thinks fit and which provides for any dividend which the Board 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.

4.4 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 or she 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.

4.5 Shareholder liability

As the Shares which will be issued upon exercise of the Options are fully paid shares, they are not subject to any calls for money by the Company and will therefore not become liable for forfeiture.

4.6 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.

4.7 Variation of rights

The rights attaching to Shares may only be varied or cancelled by the sanction of a special resolution passed at a meeting of Shareholders or with the written consent of holders of three quarters of all Shares on issue. A special resolution is passed only where approved by at least 75% of all votes cast (and entitled to be cast) on the resolution at the meeting.

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.

4.8 Alteration of Constitution

The Constitution can only be amended by a special resolution in accordance with section 136(2) of the Corporations Act. In addition, at least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

5 Investment risks

5.1 Introduction

The Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Securities and to consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

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

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

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

Specific risks

5.2 Failure to sign operators

The Company's business model is fundamentally dependent on signing one or more operators to its OTT/IPTV platform. The engagement of an operator is likely to provide necessary capital for the Company to operate its business for an extended term, launch new products, acquire additional rights to content and generate predictable revenue streams.

If the Company fails to sign a key operator to its platform in the near term, it is likely to have a significantly adverse effect on the financial viability of the Company.

The Company is currently in discussions with a number of potential operators, including in China and Indonesia, but there can be no guarantee that any potential operators will sign on to the Company's platform.

5.3 Limited trading history

The Company's business is a start-up with limited trading history and, at such an early stage of its development, there are significant uncertainties associated with forecasting future revenues and expenses of the Company.

Since its establishment on 28 May 2015, the business's activities have principally involved funding the development of its software and product testing.

As is the case with many start-ups, the business has incurred losses since its inception.

5.4 Commercial agreements risk

Many of the Company's key commercial agreements are indicative only, are not binding on the parties and require a formal agreement to be negotiated and signed in order to bind the parties.

There is a significant risk that formal agreements may not be agreed and signed by the Company in respect of these arrangements. If the Company was unable to sign formal agreements with its anticipated operators and suppliers, the Company would not be able to derive any financial or other benefit from any of those relationships and the relevant commercial agreements would be of no effect.

5.5 Contract and cost risk

In order for the Company to be able to achieve its objectives, it is reliant on its customers, contractors and end users complying with their contractual obligations. Should any of the counter-parties to the Company's contracts fail to comply with such agreements, it may have an adverse effect on the business and performance of the Company.

If the Company is successful in signing an operator, there is a risk of delay in payment between signing the contract and launch of the operator's product in its chosen territory which is outside the control of the Company. An extended delay in receiving payment from its material contracts may affect the Company's financial viability.

In addition, as the Company is reliant on third party components used in its technology, its business may be materially affected if there is a significant increase in the cost of licences to such components.

5.6 Technology risk

The Company is reliant upon certain technologies and upon the successful commercialisation of the technologies currently held by it. There is a risk that as marketable technologies continue to develop in the communications and entertainment industry there may be certain product developments that supersede, and render obsolete, the products and services of the Company which would adversely affect the profitability of the Company and likely the value of the Options and Shares.

The Company's existing hardware and software can only support a limited number of channels (up to 10). In order to expand the number of channels that can be offered, the Company will need to upgrade its hardware (the content hub in Kuala Lumpur) and further develop its software (both its own software and that of third parties). Upgrades of this type can run into risks of integration and scalability.

In addition, the Company's business is reliant on the technology accessible by end users. If end users do not have capacity to receive or properly utilise the Company's services (for example, their networks are of insufficient speed to provide internet video), the Company's business may be adversely affected in those regions.

5.7 Intellectual property

Certain of the Company's subsidiaries have licensed or acquired the rights to certain patent applications relating to their core business. None of the patent applications are held in the name of the relevant subsidiary and, at the date of this Prospectus, none of the patent applications have been granted.

The patent applications are held in the name of TARA IP Limited, an entity controlled by Mr Nick Fitzgerald, the CEO of the Company. TV2U Singapore has acquired all of the rights, title and interest in and to the patent applications by assignment and has licensed such rights to TV2U Worldwide. However, as TV2U Singapore is not itself the applicant for the patents, it is reliant on TARA IP Limited to comply with the terms of the assignment and progress the patent applications if and to the extent required by TV2U Singapore. Should TARA IP Limited fail to comply with its contractual obligations, it may have an adverse effect on the business of the Company.

In respect of the patent applications, even if granted, the granting of a patent does not guarantee that the rights of others are not infringed nor that competitors will not develop competing intellectual property that circumvents such patents. The Company's success depends, in part, on its ability to obtain patents, maintain trade secret protection and operate without infringing the proprietary rights of third parties.

Although the Company is not aware of any third party interests in relation to the intellectual property rights, and has taken steps to protect and confirm its interest in these rights, there is always a risk of third parties claiming involvement in technological discoveries, and if any disputes arise, they could adversely affect the Company.

The Company's prospects also depend on its ability to develop and patent technology that meets changing market needs and addresses the technological advances and competitiveness of other companies operating in the markets targeted by it.

5.8 Additional requirements for capital

The Company does not intend to proceed with expanding the content hub in Kuala Lumpur until such time that either a key operator is secured that finances the expansion, or additional finance is secured by the Company in the future.

Failure to secure either of these sources of finance could have a materially adverse impact on the Company's business and revenue moving forward.

Further, additional funding may be required in the event future costs exceed the Company's estimates and to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur.

The Company may seek to raise further funds through equity or debt financing, joint ventures or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of its research and development programmes. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

5.9 Competition

Competitors in the market, or any technological developments providing an alternative to the Company's product offerings, could impact the market share that the Company is able to acquire and cause downward price pressure on consumer software and services platforms, thus reducing its margins and revenue.

Further, existing providers of similar consumer services may also respond aggressively to the Company's product offerings to retain or regain market share, which could also impact its margins and revenue.

There is also a risk that competitors and operators may block the Company's products and services in their networks to favour their own products and television solutions.

5.10 Change in government policy and legislation

The Company operates in a number of jurisdictions. Any material adverse changes in relevant government policies or legislation may affect the viability and profitability of the Company, and consequent returns to investors. The Company's activities are subject to various international, federal, state and local laws governing taxes, labour standards and occupational health and safety, and other matters. The Company's principal opportunities in the Republic of Indonesia and the People's Republic of China are with government owned or related entities. Any changes in regulations or requirements of the governments in these jurisdictions may affect the potential agreements with these entities and the terms on which the Company provides its services.

5.11 Failure to deal with growth

The Company's business has the potential to grow rapidly. If that occurs and the Company fails to properly manage that growth, then that failure could harm its business. Any failure to adequately meet customer or operator demand could adversely affect the business.

5.12 Availability of IT staff in the market

The Company is reliant upon employees with specialist IT skills in order to develop and maintain its projects. Any shortage of availability of these skills in the IT employment market could impair the development of the Company's products and business and the rate of such development. Such shortage could also cause wage inflation, which may impact on the Company's profitability.

5.13 Security breaches and hacker attacks

A malicious attack on the Company's systems, processes or people from external or internal sources could put the integrity and privacy of customers' data and business systems used at risk. The impact of loss or leakage of customer or business data could include costs for rebates, potential service disruption, litigation, and brand damage resulting in reduced or falling revenues.

5.14 Customer service risk

The Company's business model is based on recurring revenue arising from usage. Poor customer service experiences may result if the Company loses key customer service personnel, fails to provide adequate training and resources for customer service personnel or there is a disruption to monitoring and account management systems utilised by customer service personnel. Poor experiences may result in the loss of customers, adverse publicity, litigation, regulatory enquiries and customers reducing the use of the Company's products or services. If any of these occur, it may adversely impact the Company's revenues.

5.15 Dilution risk

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

General risks

5.16 General economic conditions

Economic conditions, both domestic and global, may affect the performance of the Company. Factors such as fluctuations in currencies, commodity prices, inflation, interest rates, supply and demand and industrial disruption may have an impact on operating costs and share market prices. The Company's future possible revenues and the market price and value of Shares and Options can be affected by these factors, all of which are beyond the control of the Company or its Directors.

5.17 Foreign exchange rate risk

The Company's revenue will be predominantly in United States dollars and the Company's operating expenses will be incurred principally in Australian dollars. Movements in the USD/AUD exchange rate may adversely or beneficially affect the Company's results or operations and cash flows.

5.18 Equity market conditions

Securities listed on the stock market can experience extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of Shares and Options may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

General factors that may affect the market price of Shares and Options include economic conditions in both Australia and internationally (particularly Australian, US and Chinese economic conditions), investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

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

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.

6 Additional information

6.1 Disclosing entity

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. The Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

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

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

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

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

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

- 6.1.1 it is subject to regular reporting and disclosure obligations;
- 6.1.2 copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- 6.1.3 it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (a) the annual financial report of the Company for the financial year ended 30 June 2015, being the most recent financial report for a financial year of the Company lodged with the ASIC before the issue of this Prospectus;
 - (b) the half-year financial report of the Company for the half-year ended 31 December 2015, being the half-year financial report lodged with ASIC by the Company after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC; and

- (c) any continuous disclosure notices given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of that annual report and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours. The Company has lodged the following announcements with ASX since lodgement of the 30 June 2015 annual financial report and before the lodgement of this Prospectus:

Date	Description of announcement
30 September 2015	Appendix 4G
30 September 2015	Corporate Governance Statement
5 October 2015	Trading Halt
6 October 2015	Variation to TV2U Deal & Deferral of Shareholder Meeting
7 October 2015	TV2U's TARA Set To Enter The North American Market
14 October 2015	TV2U Signs Agreement With Vubiquity
20 October 2015	Deferral of Shareholder Meeting
23 October 2015	Market Update and NOM Addendum
23 October 2015	Updated Proxy Form
26 October 2015	Updated IER
27 October 2015	Investor Presentation - TV2U
27 October 2015	Consolidation/Split - GAL
27 October 2015	Quarterly Activities Report & appendix 5B
27 October 2015	Notice of Annual General Meeting/Proxy Form
6 November 2015	Suspension from Official Quotation 9th November 2015
9 November 2015	Results of Meeting
10 November 2015	Prospectus
16 November 2015	Prospectus with Application Form
23 November 2015	ASIC Interim Stop Order
24 November 2015	Extension of Closing Date - Prospectus
27 November 2015	Results of Meeting
4 December 2015	Extension of Closing Date - Prospectus
11 December 2015	Replacement Prospectus
14 December 2015	Replacement Application Form
5 January 2016	Extension of Prospectus Closing Date & Revised Timetable
15 January 2016	Extension of Prospectus & Revised Timetable
25 January 2016	Extension of Closing Date - Prospectus
28 January 2016	Quarterly Activities Report & Appendix 5B
3 February 2016	Close of Public Offer
3 February 2016	Appendix 3B

Date	Description of announcement
4 February 2016	Change of Company Name and ASX Code
5 February 2016	Reinstatement to Official Quotation - 9 February 2016
5 February 2016	ASX Notice
5 February 2016	Pre-reinstatement disclosure
5 February 2016	Distribution Schedule
5 February 2016	Top 20 Holders
5 February 2016	Appendix 1A and Information Form and Checklist
5 February 2016	Securities Trading Policy
5 February 2016	Terms of Existing Options
5 February 2016	Capital Structure
5 February 2016	Pro Forma Balance Sheet
5 February 2016	TV2U Pre-reinstatement disclosures
8 February 2016	Appendix 3X
8 February 2016	Appendix 3Z
8 February 2016	Becoming a substantial holder
9 February 2016	Board Changes
9 February 2016	Appendix 3X
9 February 2016	Appendix 3Z
10 February 2016	Multilingual Karaoke Service into the Emerging Markets
29 February 2016	Trading Halt
29 February 2016	Trading Halt request
1 March 2016	Appendix 4D
1 March 2016	Half Yearly Report and Accounts
2 March 2016	Partnership Agreement Brings Immediate Revenue
11 March 2016	Amazon Alliance
15 March 2016	Loyalty Option Entitlement Issue
2 May 2016	Quarterly Activities Report
2 May 2016	Appendix 4C - quarterly
2 May 2016	Investor Presentation
10 May 2016	Response to ASX Price & Volume Query
11 May 2016	Trading Halt
13 May 2016	Suspension from Official Quotation
13 May 2016	Company Update
13 May 2016	Response to ASX Price & Volume Query
16 May 2016	Clarification Announcement
16 May 2016	Responses to ASX Aware Letters (x2)

Date	Description of announcement
16 May 2016	Reinstatement to Official Quotation
20 May 2016	Trading Halt
20 May 2016	Request for Trading Halt
24 May 2016	TV2U Signs Agreement with Leading B2B Telco
25 May 2016	Trading Halt
27 May 2016	TV2U Completes Oversubscribed Placement
31 May 2016	Prospectus
31 May 2016	Placement Disclosure
31 May 2016	Entitlement Offer Appendix 3B
31 May 2016	Response to Price and Volume Query
1 June 2016	Trading Halt

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

The announcements are also available on the ASX platform at www.asx.com.au.

6.2 Interests of Directors

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

- 6.2.1 the formation or promotion of the Company;
- 6.2.2 any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- 6.2.3 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 to any firm in which a Director is a partner:

- 6.2.4 as an inducement to become, or to qualify as, a Director; or
- 6.2.5 for services provided in connection with the formation or promotion of the Company or the Offers.

Holdings of securities

The direct and indirect interests of the Directors in the Company's securities as at the date of this Prospectus are shown in the following table:

Director	Shares	Options	Performance Shares	Performance Rights
Tony Chong	2,950,000	Nil	Nil	Nil
Faldi Ismail	392,500 ¹	Nil	Nil	Nil
Nick Fitzgerald	303,571,428 ²	Nil	440,178,572 ²	Nil
Total:	306,913,928	Nil	440,178,572	Nil

Notes:

1. Shares held by Benefico Pty Ltd, being an entity indirectly controlled by Mr Ismail.
2. Shares and Performance Shares held by Talico Technologies PTE LTD, an entity controlled by Mr Fitzgerald and of which he is a director.

Each of the Directors intends to take up their Entitlement in full.

Remuneration

The Constitution provides that the remuneration of non-executive Directors will be not more than the aggregate fixed sum determined by a general meeting. The Constitution provides that the aggregate annual remuneration for non-executive Directors shall be no more than \$250,000.

The Company may also pay the Directors' travelling and other expenses that they properly incur:

- in attending Directors' meetings or any meetings of committees of Directors;
- in attending any general meeting of the Company; and
- in connection with the Company's business.

The remuneration paid to Directors for the financial years ended 30 June 2014 and 30 June 2015, together with the proposed remuneration for the current financial year, is set out in the following table:

Director	Year	Fees and salary (\$)	Share based payments (\$)	Total (\$)
Tony Chong	FY 2014	Nil	Nil	Nil
	FY 2015	Nil	Nil	Nil
	FY 2016	25,000	Nil	25,000
Faldi Ismail	FY 2014	Nil	Nil	Nil
	FY 2015	6,000	Nil	6,000
	FY 2016	36,000	Nil	36,000
Nick Fitzgerald	FY 2014	Nil	Nil	Nil
	FY 2015	Nil	Nil	Nil
	FY 2016	295,833	Nil	295,833

6.3 Interests of experts and advisers

Other than as set out in this Prospectus, no:

- 6.3.1 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;
- 6.3.2 promoter of the Company; or
- 6.3.3 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 ASIC, any interest in:

- 6.3.4 the formation or promotion of the Company;
- 6.3.5 any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- 6.3.6 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:

- 6.3.7 the formation or promotion of the Company; or
- 6.3.8 the Offers.

Lavan Legal (a firm in which Director, Tony Chong is a partner) have acted as the Company's solicitors in relation to the Offers. The Company estimates Lavan Legal will be paid approximately \$20,000 (excluding GST and disbursements) with respect to the Offers and this Prospectus. The Company and its subsidiaries have incurred other fees with Lavan Legal in an amount of approximately \$35,000 (excluding GST and disbursements) for services provided in the 2 years prior to the date of this Prospectus.

6.4 Litigation

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

6.5 Consents

Each person referred to in this Section:

- 6.5.1 has not caused or authorised the issue of this Prospectus;
- 6.5.2 does not make, or purport to make, any statement in this Prospectus other than those (if any) referred to in this Section; and
- 6.5.3 to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section (if any).

Lavan Legal have given their written consent to being named as the solicitors to the Company in this Prospectus. Lavan Legal have not withdrawn their consent prior to the lodgement of this Prospectus with ASIC.

6.6 Expenses of the Offers

The expenses of the Offers (assuming they are fully subscribed) are estimated to be as follows:

Item of Expenditure	\$ (excl. GST, where applicable)
ASIC fees	2,320
ASX fees	1,654
Legal fees	20,000
Printing and distribution	4,400
Total	28,374

6.7 Clearing House Electronic Subregister System (CHES) and Issuer Sponsored holdings

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

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be sent a statement that sets out the number of Options 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. A monthly statement will be sent to holders if there has been any change to the number of securities held during the preceding month. That statement is dispatched in the week following the relevant month end.

6.8 Electronic Prospectus

This Prospectus will be issued in paper form and as an electronic Prospectus which may be accessed on the internet at www.tv2u.com. The Offers pursuant to the electronic Prospectus are only available to persons receiving an electronic version of this Prospectus in Australia.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company Secretary on +61 8 9322 7600 and the Company will send you, free of charge, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.tv2u.com.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or that any of those documents was incomplete or altered.

6.9 Privacy statement

The Company collects information about each Applicant from the Application Form for the purposes of processing and, if the application is successful, to administer the Applicant's holdings of securities in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information in the Application Form for the purposes set out in this Prospectus and may disclose it for those purposes to the Company's share registry, the Company's related bodies corporate, agents, contractors and third party service providers (including mailing houses), ASX, ASIC and other regulatory authorities.

If an Applicant becomes an Optionholder or a Shareholder, the Corporations Act requires the Company to include information about the Optionholder or Shareholder (name, address and details of the securities held) in its public registers. This information must remain in the registers even if that person ceases to be an Optionholder or Shareholder. Information contained in the Company's registers is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its investors) and compliance by the Company with legal and regulatory requirements. Successful Applicants may request access to their personal information held by (or on behalf of) the Company by telephoning or writing to the Company Secretary.

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

7 Directors' authorisation

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

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



Nick Fitzgerald
Chief Executive Officer & Executive Director
For and on behalf of
TV2U International Limited

8 Glossary

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

\$	means the official currency of the Commonwealth of Australia.
AEST	means Australian Eastern Standard Time as observed in Sydney, New South Wales.
Applicant	means an eligible Shareholder who applies for Securities pursuant to either the Entitlement Offer or the Cleansing Offer (as applicable) using an Application Form.
Application Form	means an Entitlement and Acceptance Form or a Cleansing Offer application form (as applicable).
ASIC	means Australian Securities & Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.
ASX Listing Rules	means the official listing rules of ASX.
AWST	means Australian Western Standard Time as observed in Perth, Western Australia.
Board	means the board of Directors as constituted from time to time.
Cleansed Shares	means the 70,133,331 Shares issued pursuant to the Placement and the 75,000,000 Shares issued to Energy Capital Partners Pty Ltd and/or its nominees in satisfaction of corporate advisory and business development activity fees following the Company's re-listing.
Cleansing Offer	means the offer of Shares pursuant to this Prospectus for the purposes of facilitating secondary trading of Shares issued pursuant to the Placement.
Closing Date	means the closing date of the Entitlement Offer and/or the Cleansing Offer (as applicable), as set out in the timetable in the indicative timetable at the beginning of this Prospectus (unless extended).
Company	means TV2U International Limited ACN 111 184 355.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Entitlement	means the entitlement of a Shareholder to participate in the Entitlement Offer.
Entitlement Offer	means the non-renounceable entitlement offer of Options under this Prospectus, as described in Section 1.
Entitlement and Acceptance Form	means the entitlement and acceptance form in relation to the Entitlement Offer either attached to or accompanying this Replacement Prospectus.
IPTV	means internet protocol television.

Offers	means the offers pursuant to this Replacement Prospectus as described in Section 1.
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 on the terms and conditions set out in Section 3.
Optionholder	means a holder of one or more options issued by the Company.
Original Prospectus	means the prospectus issued by the Company on 31 May 2016.
OTT	means over-the-top, in the context of broadcasting TV (and other media) over the internet.
Placement	means the placement of Shares and options to acquire Shares to sophisticated and professional investors which was announced by the Company on 27 May 2016.
Prospectus or Replacement Prospectus	means this prospectus.
Record Date	means the date set out in the indicative timetable at the front of this Prospectus..
Section	means a section of this Prospectus.
Securities	means Shares and/or Options and/or options to acquire Shares, as the context permits.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of one or more Shares.
TV2U Singapore	means TV2U Singapore Pte Ltd, a company incorporated in Singapore with the registration number 201433888G, being a wholly-owned subsidiary of the Company.
TV2U Worldwide	means TV2U Worldwide Pty Ltd (ACN 606 107 699), a wholly-owned subsidiary of the Company.

TV2U International Limited

ACN 110 184 355

Replacement Prospectus

For the non-renounceable entitlement issue of 1 Option for every 4 Shares held by Shareholders at the Record Date at an issue price of \$0.001 per Option to raise up to approximately \$296,694 before expenses (**Entitlement Offer**).

For an offer of up to 1,000 Shares at an issue price of \$0.03 per Share to facilitate secondary trading of the Cleansed Shares (**Cleansing Offer**).

This is a Replacement Prospectus dated 1 June 2016 which replaces in its entirety the Prospectus dated 31 May 2016 in relation to the Offers.

***Important information:** This Prospectus provides important information to assist prospective investors to decide whether or not to invest in the Company. It should be read in its entirety. If you do not understand it, you should consult your professional advisers.*

THE SECURITIES OFFERED BY THIS PROSPECTUS SHOULD BE CONSIDERED SPECULATIVE.

Corporate directory

Directors

Tony Chong

Non-Executive Chairman

Faldi Ismail

Non-Executive Director

Nick Fitzgerald

Chief Executive Officer

Company's Registered Office

945 Wellington Street
WEST PERTH WA 6005
Australia

ASX Code: TV2 (ordinary shares)

Tel: + 61 8 9322 7600

Fax: + 61 8 9322 7602

Web: www.tv2u.com

Company Secretary

Sarah Smith

Share Registry*

Automic Registry Services

Office Address: Suite 310, Level 3
50 Holt Street
Surry Hills NSW 2010
Australia

Postal Address: PO Box 2226
Strawberry Hills NSW 2012
Australia

Tel: 1300 288 664 (within Australia)
+61 8 9324 2099 (outside Australia)

Fax: +61 8 9321 2337

Web: www.automic.com.au

Solicitors to the Offers

Lavan Legal
Level 20, The Quadrant
1 William Street
PERTH WA 6000

Auditors*

Pitcher Partners Corporate & Audit (WA) Pty Ltd
Level 1, 914 Hay Street
PERTH WA 6000

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

Indicative timetable

Lodge Original Prospectus with ASIC	31 May 2016
Lodge Original Prospectus and Appendix 3B with ASX	31 May 2016
Lodge Replacement Prospectus with ASIC	1 June 2016
Lodge Replacement Prospectus and replacement Appendix 3B with ASX	1 June 2016
Cleansing Offer opens	1 June 2016
Notice sent to Optionholders and Shareholders	1 June 2016
“Ex” date	7 June 2016
Record Date for determining Entitlements	8 June 2016
Replacement Prospectus dispatched to eligible Shareholders	14 June 2016
Last day to extend Closing Date*	20 June 2016
Closing Date for the Offer and the Cleansing Offer*	23 June 2016
Options quoted on a deferred settlement basis*	24 June 2016
ASX notified of under subscriptions*	24 June 2016
Issue date and dispatch of holding statements*	28 June 2016
Quotation of Securities issued under the Offers*	29 June 2016

***Note:** The Company may extend the Closing Date for the Entitlement Offer by giving at least 3 Business Days’ notice to ASX prior to the Closing Date. The date of commencement of deferred settlement trading, issue and quotation of Options issued under the Entitlement Offer may therefore vary accordingly. The Closing Date for the Cleansing Offer is indicative only and may change without notice.

Important notices

This Replacement Prospectus (which is referred to in this document as either “this **Replacement Prospectus**” or “this **Prospectus**”) replaces the Original Prospectus. This Replacement Prospectus has been issued to amend the issue price of the Options pursuant to the Entitlement Offer to \$0.001 per Option and the maximum funds raised from the Entitlement Offer to \$296,694. Arising from these changes are various other consequential minor amendments.

This Prospectus is dated 1 June 2016. A copy of the Prospectus was lodged with ASIC on that date. ASIC takes no responsibility for the content of this Prospectus.

No securities will be issued on the basis of this Prospectus later than 13 months after the date of the Original Prospectus.

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

This Prospectus is a transaction specific prospectus for an offer of Shares and options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as a prospectus for an initial public offering. In making statements in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the

This Replacement Prospectus is dated 1 June 2016 and replaces the Original Prospectus dated 31 May 2016 relating to securities in TV2U International Limited ACN 110 184 355.

Corporations Act and certain matters may reasonably be expected to be known to investors and their professional advisers.

This Prospectus does not constitute an offer in any place in which, or to persons to whom, it would not be lawful to make an offer. 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 and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This document may not be distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy securities in the United States. Any Securities described in this document have not been and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act of 1933 and applicable US state securities law.

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 5.

Applications for Securities offered pursuant to this Prospectus can only be made on an original Application Form.

Before deciding to invest in the Company prospective investors should read entirely this Prospectus and, in particular the risk factors set out in Section 5. They should carefully consider these factors in the light of their personal circumstances (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding to invest.

Any investment in the Securities offered under this Prospectus should be regarded as speculative.

Please read the privacy information located in Section 6.9. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary on page 31.

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1 Details of the Offers

1.1 The Entitlement Offer

The Entitlement Offer is a non-renounceable entitlement offer for the subscription of 1 Option for every 4 Shares held by Shareholders registered at 5:00pm (AWST) on the Record Date at an issue price of \$0.001 per Option. Fractional entitlements will be rounded down to the nearest whole number.

Based on the number of Shares on issue as at the date of this Prospectus, a maximum of 296,694,653 Options will be issued pursuant to the Entitlement Offer, raising up to approximately \$296,694 before expenses.

As at the date of this Prospectus the Company has 66,754,165 options on issue, all of which may be exercised prior to the Record Date in order to participate in the Entitlement Offer. Section 2.2 contains further information on the exercise price and expiry date of the options on issue.

The Options issued under the Prospectus will be issued on the terms and conditions set out in Section 3.

The Shares issued upon the exercise of the Options offered under this Prospectus will rank equally with the existing Shares on issue. Section 4 contains further information regarding the rights and liabilities attaching to the Shares.

The Entitlement Offer will close on the Closing Date.

The Entitlement Offer is non-renounceable. Consequently, a Shareholder may not sell or transfer all or any part of their Entitlement.

1.2 Acceptance of the Entitlement Offer

Eligible Shareholders' acceptance of the Entitlement Offer must be made using the personalised Entitlement and Acceptance Form. Your acceptance must not exceed your Entitlement as shown on that form. If it purports to do so, your acceptance will be deemed to be for your maximum Entitlement.

If you wish to **accept your full Entitlement** as shown on your personalised Entitlement and Acceptance Form, unless you wish to pay by BPAY® (see Section 1.3), you should:

- complete and sign the Entitlement and Acceptance Form, and
- return it, together with your cheque or a bank draft, for the amount indicated on the Entitlement and Acceptance Form.

If you wish to **accept only for part of your Entitlement** as shown on your personalised Entitlement and Acceptance Form, unless you wish to pay by BPAY® (see Section 1.3), you should:

- fill in the number of Options you wish to accept in the space provided on the Entitlement and Acceptance Form,
- complete and sign the Entitlement and Acceptance Form, and

- return it, together with your cheque or a bank draft, for the appropriate application monies (at \$0.001 per Option).

If you **do not wish to accept any part of your Entitlement**, you need take no further action.

All cheques and bank drafts must be drawn on an Australian bank, payable in Australian dollars and made payable to “**TV2U International Limited – Entitlement Offer Account**” and crossed “Not Negotiable”.

All completed Entitlement and Acceptance Forms together with the associated cheques or bank drafts must reach the Company’s share registry at the following address by no later than 5:00pm AEST on the Closing Date:

Automatic Registry Services
PO Box 2226
Strawberry Hills NSW 2012
Australia

You should ensure that cleared funds are available at the time the Entitlement and Acceptance Form is lodged, as dishonoured cheques will result in the Entitlement and Acceptance Form being rejected.

By completing an Entitlement and Acceptance Form, you will be taken to have declared that all details and statements made by you are complete and accurate and that you have personally received the Entitlement and Acceptance Form together with a complete and unaltered copy of the Prospectus.

If your Entitlement and Acceptance Form is not completed properly, or if the accompanying payment is for the wrong amount, the Directors may elect to treat it as valid or may reject it. The decision of the Directors as to whether to treat any application for Options as valid or invalid and how to construe, amend or complete the associated Entitlement and Acceptance Form will be final. The Directors may complete any blanks or spaces left in any Entitlement and Acceptance Form and you, by lodging that form, appoint the Directors, and each of them, as your joint and several attorneys for such purpose and authorise all such amendments, insertions and alterations. If the Company elects, in its absolute and unfettered discretion, to treat any such incomplete or incorrectly completed Entitlement and Acceptance Form, or any Entitlement and Acceptance Form accompanied by the wrong amount as invalid and to therefore reject the Application, the relevant payment will be refunded without interest.

A completed and lodged Entitlement and Acceptance Form, together with a cheque or bank draft for the relevant payment, constitutes a binding and irrevocable application for the number of Options specified in the Entitlement and Acceptance Form or which could be subscribed for by your payment (whichever is the lower).

Detailed instructions on how to complete the Entitlement and Acceptance Form are set out on the reverse of the form.

1.3 Payment by BPAY® under Entitlement Offer

If you wish to pay for Options subscribed for under the Entitlement Offer by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You may only pay by

BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you choose to pay by BPAY®:

- you do not need to submit your Entitlement and Acceptance Form, but you will be taken to have made the declarations on it; and
- if you do not pay for your Entitlement in full, you will be deemed to have taken up your Entitlement in respect of such whole number of Options which is covered in full by your payment.

It is your responsibility to ensure that your BPAY® payment is received by the Company's share registry by no later than 4:00pm AEST on the Closing Date. Please note that your financial institution may implement earlier cut-off times for electronic payments and you should therefore take this into consideration when making payment. Any monies received for more than your final allocation of Options (but only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any monies received or refunded.

Payment by BPAY® constitutes a binding and irrevocable application for the number of Options specified in your Entitlement and Acceptance Form or which could be subscribed for by your payment (whichever is the lower).

1.4 The Cleansing Offer

The Cleansing Offer is an offer to selected investors of up to 1,000 Shares at an issue price of \$0.03 per Share to raise up to \$30 before costs.

The Shares offered under the Cleansing Offer will rank equally with the existing Shares on issue. Section 4 contains further information regarding the rights and liabilities attaching to the Shares.

The Cleansing Offer will close on the Closing Date.

The purpose of the Cleansing Offer is to facilitate secondary trading of the Cleansed Shares. The issue of the Cleansed Shares will not be undertaken by the Company with the intention that the subscribers sell or transfer their Shares. However, the Directors consider that the subscribers should be able to sell their Shares within the next 12 months should they wish to do so, without being required to issue a prospectus.

The Cleansing Offer is only made to investors invited by the Company to subscribe for Shares and is not open to the general public. The Company may determine in its discretion whether to accept any or all applications.

Applications for Shares under the Cleansing Offer must be made using the personalised Cleansing Offer application form attached to a paper copy of this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over which applications to accept.

Applicants will need to follow the procedures advised to them by the Company for applications under the Cleansing Offer.

1.5 Minimum subscription

There is no minimum subscription in respect of the Offers.

1.6 Underwriter

The Offers are not underwritten.

1.7 ASX listing

Application for Official Quotation by ASX of the Securities offered pursuant to this Prospectus will be made in accordance with the timetable set out at the start of this Prospectus.

If the Options or Shares offered pursuant to this Prospectus 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 ASIC, the Company will not issue any Options or (as the case may be) Shares and will repay all application monies for those Securities within the time prescribed under the Corporations Act, without interest.

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

1.8 Issue

The issue of Securities under the Offers will take place in accordance with the ASX Listing Rules and the timetable set out at the start of this Prospectus.

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 Applicants in a separate bank account as required by the Corporations Act. The Company will, however, be entitled to retain all interest that accrues on that bank account, and each Applicant waives the right to claim interest.

Holding statements for Securities issued under the Offers will be dispatched in accordance with the ASX Listing Rules and the timetable set out at the start of this Prospectus.

1.9 Applicants outside Australia

This Prospectus and the Offers do not, and are 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 Company has decided that it is unreasonable to make the Entitlement Offer to any Shareholder with a registered address outside Australia or New Zealand at the Record Date having regard to the cost to the Company of complying with applicable legal and regulatory requirements outside Australia and New Zealand.

Accordingly the Entitlement Offer is not being extended to Shareholders with a registered address outside Australia or New Zealand. In accordance with ASX Listing Rule 7.7.1(b) the Company will send each holder to whom it will not offer Options, details of the Entitlement Offer and an advice that the Company will not offer Options to those holders.

New Zealand

The Options are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand, to whom the offer of these securities is being made in reliance on the transitional provisions of the *Financial Markets Conduct Act 2013* (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form, or otherwise accept the Entitlement Offer, on behalf of any Shareholder resident outside Australia and New Zealand without the prior consent of the Company. Return of a duly completed Entitlement and Acceptance Form, or payment of the relevant application monies by BPAY®, will be taken by the Company to constitute a representation that there has been no breach of this requirement.

1.10 Enquiries

Any queries regarding the Offers should be directed to Sarah Smith, Company Secretary, on +61 8 9322 7600.

2 Use of funds and effect of the Offers

2.1 Use of funds

The primary purpose of the Entitlement Offer is to provide Shareholders with the opportunity to further invest in the future development of the Company by acquiring Options. A further purpose of the Entitlement Offer is to facilitate secondary trading of the options issued pursuant to the Placement. The issue of the options pursuant to the Placement will not be undertaken by the Company with the intention that the placees sell or transfer their options. However, the Directors consider that the placees should be able to sell their options within the next 12 months should they wish to do so, without being required to issue a prospectus.

Under the Entitlement Offer, an amount of approximately \$296,694 (before expenses) will be raised (assuming the Entitlement Offer is fully subscribed). Funds raised from the Entitlement Offer will, after paying the expenses of the Offers, be allocated towards the Company's working capital, from which they will be utilised in the ongoing operations of the Company.

The primary purpose of the Cleansing Offer is to facilitate secondary trading of the Cleansed Shares. Accordingly, only a nominal amount of funds will be raised from the Cleansing Offer (being \$30 if the Cleansing Offer is fully subscribed) and these will be applied towards the expenses of the Offers.

2.2 Effect of the Offers on capital structure

The Company's capital structure upon completion of the Offers (assuming they are fully subscribed) is summarised below:

Shares	Number
Shares currently on issue ¹	1,186,778,612
Shares to be issued pursuant to the Cleansing Offer	1,000
Shares to be issued pursuant to the Entitlement Offer	Nil
Total Shares on completion of the Offers^{1,2}	1,186,779,612
Options	Number
Options currently on issue:	
Unlisted options exercisable at \$0.03 each on or before 31 December 2018 ³	31,687,500
Options (quoted) exercisable at \$0.04 each on or before 30 March 2019 (being options issued pursuant to the Placement)	35,066,665
Options offered pursuant to the Entitlement Offer:	
Options (to be quoted) exercisable at \$0.04 each on or before 30 March 2019	296,694,653
Total options on completion of the Offers⁴	363,448,818
Performance rights	Number
Unquoted performance rights currently on issue ⁵	6,000,000
Performance rights to be issued pursuant to the Offers	Nil
Total performance rights on completion of the Offers⁶	6,000,000

Performance Shares	Number
Unquoted Performance Shares currently on issue ⁷	517,857,143
Performance Shares to be issued pursuant to the Offers	Nil
Total performance Shares on completion of the Offers⁸	517,857,143

Notes:

1. This amount includes 412,534,000 escrowed Shares as well as the Cleansed Shares (comprising 70,133,331 Shares issued pursuant to the Placement and 75,000,000 Shares issued to Energy Capital Partners Pty Ltd and/or its nominees in satisfaction of corporate advisory and business development activity fees following the Company's re-listing).
2. Assumes no options currently on issue are exercised, or performance rights or Performance Shares currently on issue convert, before completion of the Entitlement Offer.
3. All of these existing options are escrowed.
4. Assumes no options currently on issue are exercised before completion of the Entitlement Offer.
5. Please refer to the Company's 2014 annual report for a summary of the terms on which the performance rights were issued.
6. Assumes no performance rights currently on issue convert into Shares before completion of the Offers.
7. All of these existing Performance Shares are escrowed. Please refer to the Company's replacement prospectus dated 11 December 2015 for a summary of the terms of issue of the Performance Shares (including conversion rights into Shares).
8. Assumes no Performance Shares currently on issue convert into Shares before completion of the Offers.

2.3 Effect of the Offers on financial position

The Directors do not consider that the Offers will have a material effect on the Company's financial position. Assuming that the Offers are fully subscribed, the effect of the Offers on the Company's financial position will be to increase the Company's cash reserves by approximately \$296,724 (before deducting the estimated expenses of the Offers).

The unaudited statement of financial position as at 31 May 2016 and the unaudited pro forma statement of financial position as at 31 May 2016 set out below have been prepared on the basis of the accounting policies normally adopted by the Company. The unaudited pro forma statement of financial position reflects the changes to the Company's position on the assumption that all Securities offered pursuant to this Prospectus, the Cleansed Shares and the options issued pursuant to the Placement, had been issued on 31 May 2016.

The statements of financial position set out below have been prepared to provide investors with information on the assets and liabilities of the Company, and the pro-forma assets and liabilities of the Company, as noted below. The historical and pro-forma financial information is presented in abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	Consolidated as at 31 May 2016	Pro-forma Adjustments			Pro-forma after issue
		Issue of Shares and Options under this Prospectus	Issue of Shares and options pursuant to the Placement	Issue of Shares in satisfaction of corporate advisory and business development activity fees	
	AUD	AUD	AUD	AUD	AUD
Current Assets					
Cash on hand	1,127,117	268,351	2,104,351		3,499,819
Other Current Assets	272,940				272,940
Total Current Assets	1,400,058	268,351	2,104,351	-	3,772,759
Non-Current Assets					
Other Non-Current Assets	317,724				317,724
Investments in controlled subsidiaries	-				-
Investments in controlled subsidiaries (CN)	-				-
NTT assets at cost	300,000				300,000
Property Plant & Equipment	-				-
Total Non-Current Assets	617,724	-	-	-	617,724
Total Assets	2,017,782	268,351	2,104,351	-	4,390,483
Current Liabilities					
Trade Creditors	46,781				46,781
TV2U Worldwide	(1,656)				(1,656)
Loan - TV2U Global Ltd	91,903				91,903
Loan - TV2U Pty Ltd	290,340				290,340
Interco Loan - Con Notes	-				-
Interco Loan - TV2U International	-				-
Other liabilities	4,208				4,208
Total Current Liabilities	431,576	-	-	-	431,576
Total Liabilities	431,576	-	-	-	431,576
Net Assets	1,586,206	268,351	2,104,351	-	3,958,907
Equity					
Issued & Paid Up Capital	52,260,890	296,725	2,104,351	4,050,000	58,711,966
Issued capital costs	(2,796,267)	(28,374)			(2,824,641)
Performance Shares	56,935				56,935
Reserves	1,391	4,153,725	490,933		4,646,049
Accumulated Losses	(47,936,744)	(4,153,725)	(490,933)	(4,050,000)	(56,331,402)
Total Equity	1,586,206	268,351	2,104,351	-	3,958,907

Notes:

Offers pursuant to this Prospectus

- Estimated expenses of the Offers of \$28,374
- The value of the 296,694,653 Options is based on the last traded Share price at 30 May 2016 of \$0.054 and an exercise price of \$0.04
- Includes \$30 cash received for the Cleansing Offer

Issue of Shares and options pursuant to the Placement

- Issue of 70,133,331 Shares at \$0.03 per Share and 35,056,665 listed options at \$0.00001 per option
- Revaluation of listed options based on the last traded Share price at 30 May 2016 of \$0.054 and an exercise price of \$0.04

Issue of Shares in satisfaction of corporate advisory and business development activity fees

- Issue of 75,000,000 Shares based on the last traded Share price at 30 May 2016 of \$0.054

3 Terms and conditions of the Options

The terms and conditions of the Options offered pursuant to this Prospectus are as follows:

3.1 Entitlement

Subject to paragraph 3.14 below, each Option entitles the holder to subscribe for one Share upon exercise of the Option.

3.2 Exercise Price

Subject to paragraphs 3.11 and 3.13 below, the amount payable upon exercise of each Option will be \$0.04 (**Exercise Price**).

3.3 Expiry Date

Each Option will expire at 5:00pm (AWST) on 30 March 2019 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

3.4 Exercise Period

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

3.5 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.

3.6 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**).

3.7 Timing of issue of Shares on exercise

Within 15 Business Days after the later of the following:

3.7.1 the Exercise Date; and

3.7.2 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:

3.7.3 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;

3.7.4 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

3.7.5 if admitted to the Official List at the time, apply for Official Quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph 3.7.4 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.

3.8 Shares issued on exercise

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

3.9 Quotation of Options

The Company will apply for quotation of the Options on ASX.

3.10 Quotation of Shares issued on exercise

If admitted to the Official List at the time, the Company will apply for quotation of the Shares issued upon the exercise of the Options.

3.11 Reconstruction of capital

If at any time the Company's issued capital 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.

3.12 Participation in new issues

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

3.13 Adjustment for rights issue

If the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the Exercise Price will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

3.14 Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

3.14.1 the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and

3.14.2 no change will be made to the Exercise Price.

3.15 Transferability

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

4 Rights and liabilities attaching to Shares

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

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

4.1 General meetings

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

For so long as the Company remains a listed entity, Shareholders will be entitled to receive at least 28 days' prior written notice of any proposed general meeting.

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

4.2 Voting rights

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

- 4.2.1 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
- 4.2.2 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 her, or in respect of which he or she 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).

4.3 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 Board 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 Board may also from time to time pay to the Shareholders such interim dividends as the Board may determine.

No dividend shall carry interest as against the Company. The Board 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 Board, 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 Board, implement a dividend reinvestment plan on such terms and conditions as the Board thinks fit and which provides for any dividend which the Board 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.

4.4 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 or she 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.

4.5 Shareholder liability

As the Shares which will be issued upon exercise of the Options are fully paid shares, they are not subject to any calls for money by the Company and will therefore not become liable for forfeiture.

4.6 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.

4.7 Variation of rights

The rights attaching to Shares may only be varied or cancelled by the sanction of a special resolution passed at a meeting of Shareholders or with the written consent of holders of three quarters of all Shares on issue. A special resolution is passed only where approved by at least 75% of all votes cast (and entitled to be cast) on the resolution at the meeting.

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.

4.8 Alteration of Constitution

The Constitution can only be amended by a special resolution in accordance with section 136(2) of the Corporations Act. In addition, at least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

5 Investment risks

5.1 Introduction

The Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Securities and to consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

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

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

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

Specific risks

5.2 Failure to sign operators

The Company's business model is fundamentally dependent on signing one or more operators to its OTT/IPTV platform. The engagement of an operator is likely to provide necessary capital for the Company to operate its business for an extended term, launch new products, acquire additional rights to content and generate predictable revenue streams.

If the Company fails to sign a key operator to its platform in the near term, it is likely to have a significantly adverse effect on the financial viability of the Company.

The Company is currently in discussions with a number of potential operators, including in China and Indonesia, but there can be no guarantee that any potential operators will sign on to the Company's platform.

5.3 Limited trading history

The Company's business is a start-up with limited trading history and, at such an early stage of its development, there are significant uncertainties associated with forecasting future revenues and expenses of the Company.

Since its establishment on 28 May 2015, the business's activities have principally involved funding the development of its software and product testing.

As is the case with many start-ups, the business has incurred losses since its inception.

5.4 Commercial agreements risk

Many of the Company's key commercial agreements are indicative only, are not binding on the parties and require a formal agreement to be negotiated and signed in order to bind the parties.

There is a significant risk that formal agreements may not be agreed and signed by the Company in respect of these arrangements. If the Company was unable to sign formal agreements with its anticipated operators and suppliers, the Company would not be able to derive any financial or other benefit from any of those relationships and the relevant commercial agreements would be of no effect.

5.5 Contract and cost risk

In order for the Company to be able to achieve its objectives, it is reliant on its customers, contractors and end users complying with their contractual obligations. Should any of the counter-parties to the Company's contracts fail to comply with such agreements, it may have an adverse effect on the business and performance of the Company.

If the Company is successful in signing an operator, there is a risk of delay in payment between signing the contract and launch of the operator's product in its chosen territory which is outside the control of the Company. An extended delay in receiving payment from its material contracts may affect the Company's financial viability.

In addition, as the Company is reliant on third party components used in its technology, its business may be materially affected if there is a significant increase in the cost of licences to such components.

5.6 Technology risk

The Company is reliant upon certain technologies and upon the successful commercialisation of the technologies currently held by it. There is a risk that as marketable technologies continue to develop in the communications and entertainment industry there may be certain product developments that supersede, and render obsolete, the products and services of the Company which would adversely affect the profitability of the Company and likely the value of the Options and Shares.

The Company's existing hardware and software can only support a limited number of channels (up to 10). In order to expand the number of channels that can be offered, the Company will need to upgrade its hardware (the content hub in Kuala Lumpur) and further develop its software (both its own software and that of third parties). Upgrades of this type can run into risks of integration and scalability.

In addition, the Company's business is reliant on the technology accessible by end users. If end users do not have capacity to receive or properly utilise the Company's services (for example, their networks are of insufficient speed to provide internet video), the Company's business may be adversely affected in those regions.

5.7 Intellectual property

Certain of the Company's subsidiaries have licensed or acquired the rights to certain patent applications relating to their core business. None of the patent applications are held in the name of the relevant subsidiary and, at the date of this Prospectus, none of the patent applications have been granted.

The patent applications are held in the name of TARA IP Limited, an entity controlled by Mr Nick Fitzgerald, the CEO of the Company. TV2U Singapore has acquired all of the rights, title and interest in and to the patent applications by assignment and has licensed such rights to TV2U Worldwide. However, as TV2U Singapore is not itself the applicant for the patents, it is reliant on TARA IP Limited to comply with the terms of the assignment and progress the patent applications if and to the extent required by TV2U Singapore. Should TARA IP Limited fail to comply with its contractual obligations, it may have an adverse effect on the business of the Company.

In respect of the patent applications, even if granted, the granting of a patent does not guarantee that the rights of others are not infringed nor that competitors will not develop competing intellectual property that circumvents such patents. The Company's success depends, in part, on its ability to obtain patents, maintain trade secret protection and operate without infringing the proprietary rights of third parties.

Although the Company is not aware of any third party interests in relation to the intellectual property rights, and has taken steps to protect and confirm its interest in these rights, there is always a risk of third parties claiming involvement in technological discoveries, and if any disputes arise, they could adversely affect the Company.

The Company's prospects also depend on its ability to develop and patent technology that meets changing market needs and addresses the technological advances and competitiveness of other companies operating in the markets targeted by it.

5.8 Additional requirements for capital

The Company does not intend to proceed with expanding the content hub in Kuala Lumpur until such time that either a key operator is secured that finances the expansion, or additional finance is secured by the Company in the future.

Failure to secure either of these sources of finance could have a materially adverse impact on the Company's business and revenue moving forward.

Further, additional funding may be required in the event future costs exceed the Company's estimates and to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur.

The Company may seek to raise further funds through equity or debt financing, joint ventures or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of its research and development programmes. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

5.9 Competition

Competitors in the market, or any technological developments providing an alternative to the Company's product offerings, could impact the market share that the Company is able to acquire and cause downward price pressure on consumer software and services platforms, thus reducing its margins and revenue.

Further, existing providers of similar consumer services may also respond aggressively to the Company's product offerings to retain or regain market share, which could also impact its margins and revenue.

There is also a risk that competitors and operators may block the Company's products and services in their networks to favour their own products and television solutions.

5.10 Change in government policy and legislation

The Company operates in a number of jurisdictions. Any material adverse changes in relevant government policies or legislation may affect the viability and profitability of the Company, and consequent returns to investors. The Company's activities are subject to various international, federal, state and local laws governing taxes, labour standards and occupational health and safety, and other matters. The Company's principal opportunities in the Republic of Indonesia and the People's Republic of China are with government owned or related entities. Any changes in regulations or requirements of the governments in these jurisdictions may affect the potential agreements with these entities and the terms on which the Company provides its services.

5.11 Failure to deal with growth

The Company's business has the potential to grow rapidly. If that occurs and the Company fails to properly manage that growth, then that failure could harm its business. Any failure to adequately meet customer or operator demand could adversely affect the business.

5.12 Availability of IT staff in the market

The Company is reliant upon employees with specialist IT skills in order to develop and maintain its projects. Any shortage of availability of these skills in the IT employment market could impair the development of the Company's products and business and the rate of such development. Such shortage could also cause wage inflation, which may impact on the Company's profitability.

5.13 Security breaches and hacker attacks

A malicious attack on the Company's systems, processes or people from external or internal sources could put the integrity and privacy of customers' data and business systems used at risk. The impact of loss or leakage of customer or business data could include costs for rebates, potential service disruption, litigation, and brand damage resulting in reduced or falling revenues.

5.14 Customer service risk

The Company's business model is based on recurring revenue arising from usage. Poor customer service experiences may result if the Company loses key customer service personnel, fails to provide adequate training and resources for customer service personnel or there is a disruption to monitoring and account management systems utilised by customer service personnel. Poor experiences may result in the loss of customers, adverse publicity, litigation, regulatory enquiries and customers reducing the use of the Company's products or services. If any of these occur, it may adversely impact the Company's revenues.

5.15 Dilution risk

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

General risks

5.16 General economic conditions

Economic conditions, both domestic and global, may affect the performance of the Company. Factors such as fluctuations in currencies, commodity prices, inflation, interest rates, supply and demand and industrial disruption may have an impact on operating costs and share market prices. The Company's future possible revenues and the market price and value of Shares and Options can be affected by these factors, all of which are beyond the control of the Company or its Directors.

5.17 Foreign exchange rate risk

The Company's revenue will be predominantly in United States dollars and the Company's operating expenses will be incurred principally in Australian dollars. Movements in the USD/AUD exchange rate may adversely or beneficially affect the Company's results or operations and cash flows.

5.18 Equity market conditions

Securities listed on the stock market can experience extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of Shares and Options may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

General factors that may affect the market price of Shares and Options include economic conditions in both Australia and internationally (particularly Australian, US and Chinese economic conditions), investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

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

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.

6 Additional information

6.1 Disclosing entity

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. The Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

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

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

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

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

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

- 6.1.1 it is subject to regular reporting and disclosure obligations;
- 6.1.2 copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- 6.1.3 it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (a) the annual financial report of the Company for the financial year ended 30 June 2015, being the most recent financial report for a financial year of the Company lodged with the ASIC before the issue of this Prospectus;
 - (b) the half-year financial report of the Company for the half-year ended 31 December 2015, being the half-year financial report lodged with ASIC by the Company after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC; and

- (c) any continuous disclosure notices given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of that annual report and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours. The Company has lodged the following announcements with ASX since lodgement of the 30 June 2015 annual financial report and before the lodgement of this Prospectus:

Date	Description of announcement
30 September 2015	Appendix 4G
30 September 2015	Corporate Governance Statement
5 October 2015	Trading Halt
6 October 2015	Variation to TV2U Deal & Deferral of Shareholder Meeting
7 October 2015	TV2U's TARA Set To Enter The North American Market
14 October 2015	TV2U Signs Agreement With Vubiquity
20 October 2015	Deferral of Shareholder Meeting
23 October 2015	Market Update and NOM Addendum
23 October 2015	Updated Proxy Form
26 October 2015	Updated IER
27 October 2015	Investor Presentation - TV2U
27 October 2015	Consolidation/Split - GAL
27 October 2015	Quarterly Activities Report & appendix 5B
27 October 2015	Notice of Annual General Meeting/Proxy Form
6 November 2015	Suspension from Official Quotation 9th November 2015
9 November 2015	Results of Meeting
10 November 2015	Prospectus
16 November 2015	Prospectus with Application Form
23 November 2015	ASIC Interim Stop Order
24 November 2015	Extension of Closing Date - Prospectus
27 November 2015	Results of Meeting
4 December 2015	Extension of Closing Date - Prospectus
11 December 2015	Replacement Prospectus
14 December 2015	Replacement Application Form
5 January 2016	Extension of Prospectus Closing Date & Revised Timetable
15 January 2016	Extension of Prospectus & Revised Timetable
25 January 2016	Extension of Closing Date - Prospectus
28 January 2016	Quarterly Activities Report & Appendix 5B
3 February 2016	Close of Public Offer
3 February 2016	Appendix 3B

Date	Description of announcement
4 February 2016	Change of Company Name and ASX Code
5 February 2016	Reinstatement to Official Quotation - 9 February 2016
5 February 2016	ASX Notice
5 February 2016	Pre-reinstatement disclosure
5 February 2016	Distribution Schedule
5 February 2016	Top 20 Holders
5 February 2016	Appendix 1A and Information Form and Checklist
5 February 2016	Securities Trading Policy
5 February 2016	Terms of Existing Options
5 February 2016	Capital Structure
5 February 2016	Pro Forma Balance Sheet
5 February 2016	TV2U Pre-reinstatement disclosures
8 February 2016	Appendix 3X
8 February 2016	Appendix 3Z
8 February 2016	Becoming a substantial holder
9 February 2016	Board Changes
9 February 2016	Appendix 3X
9 February 2016	Appendix 3Z
10 February 2016	Multilingual Karaoke Service into the Emerging Markets
29 February 2016	Trading Halt
29 February 2016	Trading Halt request
1 March 2016	Appendix 4D
1 March 2016	Half Yearly Report and Accounts
2 March 2016	Partnership Agreement Brings Immediate Revenue
11 March 2016	Amazon Alliance
15 March 2016	Loyalty Option Entitlement Issue
2 May 2016	Quarterly Activities Report
2 May 2016	Appendix 4C - quarterly
2 May 2016	Investor Presentation
10 May 2016	Response to ASX Price & Volume Query
11 May 2016	Trading Halt
13 May 2016	Suspension from Official Quotation
13 May 2016	Company Update
13 May 2016	Response to ASX Price & Volume Query
16 May 2016	Clarification Announcement
16 May 2016	Responses to ASX Aware Letters (x2)

Date	Description of announcement
16 May 2016	Reinstatement to Official Quotation
20 May 2016	Trading Halt
20 May 2016	Request for Trading Halt
24 May 2016	TV2U Signs Agreement with Leading B2B Telco
25 May 2016	Trading Halt
27 May 2016	TV2U Completes Oversubscribed Placement
31 May 2016	Prospectus
31 May 2016	Placement Disclosure
31 May 2016	Entitlement Offer Appendix 3B
31 May 2016	Response to Price and Volume Query
1 June 2016	Trading Halt

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

The announcements are also available on the ASX platform at www.asx.com.au.

6.2 Interests of Directors

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

- 6.2.1 the formation or promotion of the Company;
- 6.2.2 any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- 6.2.3 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 to any firm in which a Director is a partner:

- 6.2.4 as an inducement to become, or to qualify as, a Director; or
- 6.2.5 for services provided in connection with the formation or promotion of the Company or the Offers.

Holdings of securities

The direct and indirect interests of the Directors in the Company's securities as at the date of this Prospectus are shown in the following table:

Director	Shares	Options	Performance Shares	Performance Rights
Tony Chong	2,950,000	Nil	Nil	Nil
Faldi Ismail	392,500 ¹	Nil	Nil	Nil
Nick Fitzgerald	303,571,428 ²	Nil	440,178,572 ²	Nil
Total:	306,913,928	Nil	440,178,572	Nil

Notes:

1. Shares held by Benefico Pty Ltd, being an entity indirectly controlled by Mr Ismail.
2. Shares and Performance Shares held by Talico Technologies PTE LTD, an entity controlled by Mr Fitzgerald and of which he is a director.

Each of the Directors intends to take up their Entitlement in full.

Remuneration

The Constitution provides that the remuneration of non-executive Directors will be not more than the aggregate fixed sum determined by a general meeting. The Constitution provides that the aggregate annual remuneration for non-executive Directors shall be no more than \$250,000.

The Company may also pay the Directors' travelling and other expenses that they properly incur:

- in attending Directors' meetings or any meetings of committees of Directors;
- in attending any general meeting of the Company; and
- in connection with the Company's business.

The remuneration paid to Directors for the financial years ended 30 June 2014 and 30 June 2015, together with the proposed remuneration for the current financial year, is set out in the following table:

Director	Year	Fees and salary (\$)	Share based payments (\$)	Total (\$)
Tony Chong	FY 2014	Nil	Nil	Nil
	FY 2015	Nil	Nil	Nil
	FY 2016	25,000	Nil	25,000
Faldi Ismail	FY 2014	Nil	Nil	Nil
	FY 2015	6,000	Nil	6,000
	FY 2016	36,000	Nil	36,000
Nick Fitzgerald	FY 2014	Nil	Nil	Nil
	FY 2015	Nil	Nil	Nil
	FY 2016	295,833	Nil	295,833

6.3 Interests of experts and advisers

Other than as set out in this Prospectus, no:

- 6.3.1 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;
- 6.3.2 promoter of the Company; or
- 6.3.3 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 ASIC, any interest in:

- 6.3.4 the formation or promotion of the Company;
- 6.3.5 any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- 6.3.6 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:

- 6.3.7 the formation or promotion of the Company; or
- 6.3.8 the Offers.

Lavan Legal (a firm in which Director, Tony Chong is a partner) have acted as the Company's solicitors in relation to the Offers. The Company estimates Lavan Legal will be paid approximately \$20,000 (excluding GST and disbursements) with respect to the Offers and this Prospectus. The Company and its subsidiaries have incurred other fees with Lavan Legal in an amount of approximately \$35,000 (excluding GST and disbursements) for services provided in the 2 years prior to the date of this Prospectus.

6.4 Litigation

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

6.5 Consents

Each person referred to in this Section:

- 6.5.1 has not caused or authorised the issue of this Prospectus;
- 6.5.2 does not make, or purport to make, any statement in this Prospectus other than those (if any) referred to in this Section; and
- 6.5.3 to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section (if any).

Lavan Legal have given their written consent to being named as the solicitors to the Company in this Prospectus. Lavan Legal have not withdrawn their consent prior to the lodgement of this Prospectus with ASIC.

6.6 Expenses of the Offers

The expenses of the Offers (assuming they are fully subscribed) are estimated to be as follows:

Item of Expenditure	\$ (excl. GST, where applicable)
ASIC fees	2,320
ASX fees	1,654
Legal fees	20,000
Printing and distribution	4,400
Total	28,374

6.7 Clearing House Electronic Subregister System (CHES) and Issuer Sponsored holdings

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

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be sent a statement that sets out the number of Options 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. A monthly statement will be sent to holders if there has been any change to the number of securities held during the preceding month. That statement is dispatched in the week following the relevant month end.

6.8 Electronic Prospectus

This Prospectus will be issued in paper form and as an electronic Prospectus which may be accessed on the internet at www.tv2u.com. The Offers pursuant to the electronic Prospectus are only available to persons receiving an electronic version of this Prospectus in Australia.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company Secretary on +61 8 9322 7600 and the Company will send you, free of charge, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.tv2u.com.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or that any of those documents was incomplete or altered.

6.9 Privacy statement

The Company collects information about each Applicant from the Application Form for the purposes of processing and, if the application is successful, to administer the Applicant's holdings of securities in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information in the Application Form for the purposes set out in this Prospectus and may disclose it for those purposes to the Company's share registry, the Company's related bodies corporate, agents, contractors and third party service providers (including mailing houses), ASX, ASIC and other regulatory authorities.

If an Applicant becomes an Optionholder or a Shareholder, the Corporations Act requires the Company to include information about the Optionholder or Shareholder (name, address and details of the securities held) in its public registers. This information must remain in the registers even if that person ceases to be an Optionholder or Shareholder. Information contained in the Company's registers is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its investors) and compliance by the Company with legal and regulatory requirements. Successful Applicants may request access to their personal information held by (or on behalf of) the Company by telephoning or writing to the Company Secretary.

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

7 Directors' authorisation

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

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



Nick Fitzgerald
Chief Executive Officer & Executive Director
For and on behalf of
TV2U International Limited

8 Glossary

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

\$	means the official currency of the Commonwealth of Australia.
AEST	means Australian Eastern Standard Time as observed in Sydney, New South Wales.
Applicant	means an eligible Shareholder who applies for Securities pursuant to either the Entitlement Offer or the Cleansing Offer (as applicable) using an Application Form.
Application Form	means an Entitlement and Acceptance Form or a Cleansing Offer application form (as applicable).
ASIC	means Australian Securities & Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.
ASX Listing Rules	means the official listing rules of ASX.
AWST	means Australian Western Standard Time as observed in Perth, Western Australia.
Board	means the board of Directors as constituted from time to time.
Cleansed Shares	means the 70,133,331 Shares issued pursuant to the Placement and the 75,000,000 Shares issued to Energy Capital Partners Pty Ltd and/or its nominees in satisfaction of corporate advisory and business development activity fees following the Company's re-listing.
Cleansing Offer	means the offer of Shares pursuant to this Prospectus for the purposes of facilitating secondary trading of Shares issued pursuant to the Placement.
Closing Date	means the closing date of the Entitlement Offer and/or the Cleansing Offer (as applicable), as set out in the timetable in the indicative timetable at the beginning of this Prospectus (unless extended).
Company	means TV2U International Limited ACN 111 184 355.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Entitlement	means the entitlement of a Shareholder to participate in the Entitlement Offer.
Entitlement Offer	means the non-renounceable entitlement offer of Options under this Prospectus, as described in Section 1.
Entitlement and Acceptance Form	means the entitlement and acceptance form in relation to the Entitlement Offer either attached to or accompanying this Replacement Prospectus.
IPTV	means internet protocol television.

Offers	means the offers pursuant to this Replacement Prospectus as described in Section 1.
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 on the terms and conditions set out in Section 3.
Optionholder	means a holder of one or more options issued by the Company.
Original Prospectus	means the prospectus issued by the Company on 31 May 2016.
OTT	means over-the-top, in the context of broadcasting TV (and other media) over the internet.
Placement	means the placement of Shares and options to acquire Shares to sophisticated and professional investors which was announced by the Company on 27 May 2016.
Prospectus or Replacement Prospectus	means this prospectus.
Record Date	means the date set out in the indicative timetable at the front of this Prospectus..
Section	means a section of this Prospectus.
Securities	means Shares and/or Options and/or options to acquire Shares, as the context permits.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of one or more Shares.
TV2U Singapore	means TV2U Singapore Pte Ltd, a company incorporated in Singapore with the registration number 201433888G, being a wholly-owned subsidiary of the Company.
TV2U Worldwide	means TV2U Worldwide Pty Ltd (ACN 606 107 699), a wholly-owned subsidiary of the Company.

TV2U International Limited

ACN 110 184 355

Replacement Prospectus

For the non-renounceable entitlement issue of 1 Option for every 4 Shares held by Shareholders at the Record Date at an issue price of \$0.001 per Option to raise up to approximately \$296,694 before expenses (**Entitlement Offer**).

For an offer of up to 1,000 Shares at an issue price of \$0.03 per Share to facilitate secondary trading of the Cleansed Shares (**Cleansing Offer**).

This is a Replacement Prospectus dated 1 June 2016 which replaces in its entirety the Prospectus dated 31 May 2016 in relation to the Offers.

***Important information:** This Prospectus provides important information to assist prospective investors to decide whether or not to invest in the Company. It should be read in its entirety. If you do not understand it, you should consult your professional advisers.*

THE SECURITIES OFFERED BY THIS PROSPECTUS SHOULD BE CONSIDERED SPECULATIVE.

Corporate directory

Directors

Tony Chong

Non-Executive Chairman

Faldi Ismail

Non-Executive Director

Nick Fitzgerald

Chief Executive Officer

Company's Registered Office

945 Wellington Street
WEST PERTH WA 6005
Australia

ASX Code: TV2 (ordinary shares)

Tel: + 61 8 9322 7600

Fax: + 61 8 9322 7602

Web: www.tv2u.com

Company Secretary

Sarah Smith

Share Registry*

Automic Registry Services

Office Address: Suite 310, Level 3
50 Holt Street
Surry Hills NSW 2010
Australia

Postal Address: PO Box 2226
Strawberry Hills NSW 2012
Australia

Tel: 1300 288 664 (within Australia)
+61 8 9324 2099 (outside Australia)

Fax: +61 8 9321 2337

Web: www.automic.com.au

Solicitors to the Offers

Lavan Legal
Level 20, The Quadrant
1 William Street
PERTH WA 6000

Auditors*

Pitcher Partners Corporate & Audit (WA) Pty Ltd
Level 1, 914 Hay Street
PERTH WA 6000

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

Indicative timetable

Lodge Original Prospectus with ASIC	31 May 2016
Lodge Original Prospectus and Appendix 3B with ASX	31 May 2016
Lodge Replacement Prospectus with ASIC	1 June 2016
Lodge Replacement Prospectus and replacement Appendix 3B with ASX	1 June 2016
Cleansing Offer opens	1 June 2016
Notice sent to Optionholders and Shareholders	1 June 2016
“Ex” date	7 June 2016
Record Date for determining Entitlements	8 June 2016
Replacement Prospectus dispatched to eligible Shareholders	14 June 2016
Last day to extend Closing Date*	20 June 2016
Closing Date for the Offer and the Cleansing Offer*	23 June 2016
Options quoted on a deferred settlement basis*	24 June 2016
ASX notified of under subscriptions*	24 June 2016
Issue date and dispatch of holding statements*	28 June 2016
Quotation of Securities issued under the Offers*	29 June 2016

***Note:** The Company may extend the Closing Date for the Entitlement Offer by giving at least 3 Business Days’ notice to ASX prior to the Closing Date. The date of commencement of deferred settlement trading, issue and quotation of Options issued under the Entitlement Offer may therefore vary accordingly. The Closing Date for the Cleansing Offer is indicative only and may change without notice.

Important notices

This Replacement Prospectus (which is referred to in this document as either “this **Replacement Prospectus**” or “this **Prospectus**”) replaces the Original Prospectus. This Replacement Prospectus has been issued to amend the issue price of the Options pursuant to the Entitlement Offer to \$0.001 per Option and the maximum funds raised from the Entitlement Offer to \$296,694. Arising from these changes are various other consequential minor amendments.

This Prospectus is dated 1 June 2016. A copy of the Prospectus was lodged with ASIC on that date. ASIC takes no responsibility for the content of this Prospectus.

No securities will be issued on the basis of this Prospectus later than 13 months after the date of the Original Prospectus.

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

This Prospectus is a transaction specific prospectus for an offer of Shares and options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as a prospectus for an initial public offering. In making statements in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the

This Replacement Prospectus is dated 1 June 2016 and replaces the Original Prospectus dated 31 May 2016 relating to securities in TV2U International Limited ACN 110 184 355.

Corporations Act and certain matters may reasonably be expected to be known to investors and their professional advisers.

This Prospectus does not constitute an offer in any place in which, or to persons to whom, it would not be lawful to make an offer. 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 and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This document may not be distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy securities in the United States. Any Securities described in this document have not been and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act of 1933 and applicable US state securities law.

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 5.

Applications for Securities offered pursuant to this Prospectus can only be made on an original Application Form.

Before deciding to invest in the Company prospective investors should read entirely this Prospectus and, in particular the risk factors set out in Section 5. They should carefully consider these factors in the light of their personal circumstances (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding to invest.

Any investment in the Securities offered under this Prospectus should be regarded as speculative.

Please read the privacy information located in Section 6.9. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary on page 31.

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1 Details of the Offers

1.1 The Entitlement Offer

The Entitlement Offer is a non-renounceable entitlement offer for the subscription of 1 Option for every 4 Shares held by Shareholders registered at 5:00pm (AWST) on the Record Date at an issue price of \$0.001 per Option. Fractional entitlements will be rounded down to the nearest whole number.

Based on the number of Shares on issue as at the date of this Prospectus, a maximum of 296,694,653 Options will be issued pursuant to the Entitlement Offer, raising up to approximately \$296,694 before expenses.

As at the date of this Prospectus the Company has 66,754,165 options on issue, all of which may be exercised prior to the Record Date in order to participate in the Entitlement Offer. Section 2.2 contains further information on the exercise price and expiry date of the options on issue.

The Options issued under the Prospectus will be issued on the terms and conditions set out in Section 3.

The Shares issued upon the exercise of the Options offered under this Prospectus will rank equally with the existing Shares on issue. Section 4 contains further information regarding the rights and liabilities attaching to the Shares.

The Entitlement Offer will close on the Closing Date.

The Entitlement Offer is non-renounceable. Consequently, a Shareholder may not sell or transfer all or any part of their Entitlement.

1.2 Acceptance of the Entitlement Offer

Eligible Shareholders' acceptance of the Entitlement Offer must be made using the personalised Entitlement and Acceptance Form. Your acceptance must not exceed your Entitlement as shown on that form. If it purports to do so, your acceptance will be deemed to be for your maximum Entitlement.

If you wish to **accept your full Entitlement** as shown on your personalised Entitlement and Acceptance Form, unless you wish to pay by BPAY® (see Section 1.3), you should:

- complete and sign the Entitlement and Acceptance Form, and
- return it, together with your cheque or a bank draft, for the amount indicated on the Entitlement and Acceptance Form.

If you wish to **accept only for part of your Entitlement** as shown on your personalised Entitlement and Acceptance Form, unless you wish to pay by BPAY® (see Section 1.3), you should:

- fill in the number of Options you wish to accept in the space provided on the Entitlement and Acceptance Form,
- complete and sign the Entitlement and Acceptance Form, and

- return it, together with your cheque or a bank draft, for the appropriate application monies (at \$0.001 per Option).

If you **do not wish to accept any part of your Entitlement**, you need take no further action.

All cheques and bank drafts must be drawn on an Australian bank, payable in Australian dollars and made payable to “**TV2U International Limited – Entitlement Offer Account**” and crossed “Not Negotiable”.

All completed Entitlement and Acceptance Forms together with the associated cheques or bank drafts must reach the Company’s share registry at the following address by no later than 5:00pm AEST on the Closing Date:

Automatic Registry Services
PO Box 2226
Strawberry Hills NSW 2012
Australia

You should ensure that cleared funds are available at the time the Entitlement and Acceptance Form is lodged, as dishonoured cheques will result in the Entitlement and Acceptance Form being rejected.

By completing an Entitlement and Acceptance Form, you will be taken to have declared that all details and statements made by you are complete and accurate and that you have personally received the Entitlement and Acceptance Form together with a complete and unaltered copy of the Prospectus.

If your Entitlement and Acceptance Form is not completed properly, or if the accompanying payment is for the wrong amount, the Directors may elect to treat it as valid or may reject it. The decision of the Directors as to whether to treat any application for Options as valid or invalid and how to construe, amend or complete the associated Entitlement and Acceptance Form will be final. The Directors may complete any blanks or spaces left in any Entitlement and Acceptance Form and you, by lodging that form, appoint the Directors, and each of them, as your joint and several attorneys for such purpose and authorise all such amendments, insertions and alterations. If the Company elects, in its absolute and unfettered discretion, to treat any such incomplete or incorrectly completed Entitlement and Acceptance Form, or any Entitlement and Acceptance Form accompanied by the wrong amount as invalid and to therefore reject the Application, the relevant payment will be refunded without interest.

A completed and lodged Entitlement and Acceptance Form, together with a cheque or bank draft for the relevant payment, constitutes a binding and irrevocable application for the number of Options specified in the Entitlement and Acceptance Form or which could be subscribed for by your payment (whichever is the lower).

Detailed instructions on how to complete the Entitlement and Acceptance Form are set out on the reverse of the form.

1.3 Payment by BPAY® under Entitlement Offer

If you wish to pay for Options subscribed for under the Entitlement Offer by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You may only pay by

BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

If you choose to pay by BPAY®:

- you do not need to submit your Entitlement and Acceptance Form, but you will be taken to have made the declarations on it; and
- if you do not pay for your Entitlement in full, you will be deemed to have taken up your Entitlement in respect of such whole number of Options which is covered in full by your payment.

It is your responsibility to ensure that your BPAY® payment is received by the Company's share registry by no later than 4:00pm AEST on the Closing Date. Please note that your financial institution may implement earlier cut-off times for electronic payments and you should therefore take this into consideration when making payment. Any monies received for more than your final allocation of Options (but only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any monies received or refunded.

Payment by BPAY® constitutes a binding and irrevocable application for the number of Options specified in your Entitlement and Acceptance Form or which could be subscribed for by your payment (whichever is the lower).

1.4 The Cleansing Offer

The Cleansing Offer is an offer to selected investors of up to 1,000 Shares at an issue price of \$0.03 per Share to raise up to \$30 before costs.

The Shares offered under the Cleansing Offer will rank equally with the existing Shares on issue. Section 4 contains further information regarding the rights and liabilities attaching to the Shares.

The Cleansing Offer will close on the Closing Date.

The purpose of the Cleansing Offer is to facilitate secondary trading of the Cleansed Shares. The issue of the Cleansed Shares will not be undertaken by the Company with the intention that the subscribers sell or transfer their Shares. However, the Directors consider that the subscribers should be able to sell their Shares within the next 12 months should they wish to do so, without being required to issue a prospectus.

The Cleansing Offer is only made to investors invited by the Company to subscribe for Shares and is not open to the general public. The Company may determine in its discretion whether to accept any or all applications.

Applications for Shares under the Cleansing Offer must be made using the personalised Cleansing Offer application form attached to a paper copy of this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over which applications to accept.

Applicants will need to follow the procedures advised to them by the Company for applications under the Cleansing Offer.

1.5 Minimum subscription

There is no minimum subscription in respect of the Offers.

1.6 Underwriter

The Offers are not underwritten.

1.7 ASX listing

Application for Official Quotation by ASX of the Securities offered pursuant to this Prospectus will be made in accordance with the timetable set out at the start of this Prospectus.

If the Options or Shares offered pursuant to this Prospectus 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 ASIC, the Company will not issue any Options or (as the case may be) Shares and will repay all application monies for those Securities within the time prescribed under the Corporations Act, without interest.

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

1.8 Issue

The issue of Securities under the Offers will take place in accordance with the ASX Listing Rules and the timetable set out at the start of this Prospectus.

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 Applicants in a separate bank account as required by the Corporations Act. The Company will, however, be entitled to retain all interest that accrues on that bank account, and each Applicant waives the right to claim interest.

Holding statements for Securities issued under the Offers will be dispatched in accordance with the ASX Listing Rules and the timetable set out at the start of this Prospectus.

1.9 Applicants outside Australia

This Prospectus and the Offers do not, and are 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 Company has decided that it is unreasonable to make the Entitlement Offer to any Shareholder with a registered address outside Australia or New Zealand at the Record Date having regard to the cost to the Company of complying with applicable legal and regulatory requirements outside Australia and New Zealand.

Accordingly the Entitlement Offer is not being extended to Shareholders with a registered address outside Australia or New Zealand. In accordance with ASX Listing Rule 7.7.1(b) the Company will send each holder to whom it will not offer Options, details of the Entitlement Offer and an advice that the Company will not offer Options to those holders.

New Zealand

The Options are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand, to whom the offer of these securities is being made in reliance on the transitional provisions of the *Financial Markets Conduct Act 2013* (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form, or otherwise accept the Entitlement Offer, on behalf of any Shareholder resident outside Australia and New Zealand without the prior consent of the Company. Return of a duly completed Entitlement and Acceptance Form, or payment of the relevant application monies by BPAY®, will be taken by the Company to constitute a representation that there has been no breach of this requirement.

1.10 Enquiries

Any queries regarding the Offers should be directed to Sarah Smith, Company Secretary, on +61 8 9322 7600.

2 Use of funds and effect of the Offers

2.1 Use of funds

The primary purpose of the Entitlement Offer is to provide Shareholders with the opportunity to further invest in the future development of the Company by acquiring Options. A further purpose of the Entitlement Offer is to facilitate secondary trading of the options issued pursuant to the Placement. The issue of the options pursuant to the Placement will not be undertaken by the Company with the intention that the placees sell or transfer their options. However, the Directors consider that the placees should be able to sell their options within the next 12 months should they wish to do so, without being required to issue a prospectus.

Under the Entitlement Offer, an amount of approximately \$296,694 (before expenses) will be raised (assuming the Entitlement Offer is fully subscribed). Funds raised from the Entitlement Offer will, after paying the expenses of the Offers, be allocated towards the Company's working capital, from which they will be utilised in the ongoing operations of the Company.

The primary purpose of the Cleansing Offer is to facilitate secondary trading of the Cleansed Shares. Accordingly, only a nominal amount of funds will be raised from the Cleansing Offer (being \$30 if the Cleansing Offer is fully subscribed) and these will be applied towards the expenses of the Offers.

2.2 Effect of the Offers on capital structure

The Company's capital structure upon completion of the Offers (assuming they are fully subscribed) is summarised below:

Shares	Number
Shares currently on issue ¹	1,186,778,612
Shares to be issued pursuant to the Cleansing Offer	1,000
Shares to be issued pursuant to the Entitlement Offer	Nil
Total Shares on completion of the Offers^{1,2}	1,186,779,612
Options	Number
Options currently on issue:	
Unlisted options exercisable at \$0.03 each on or before 31 December 2018 ³	31,687,500
Options (quoted) exercisable at \$0.04 each on or before 30 March 2019 (being options issued pursuant to the Placement)	35,066,665
Options offered pursuant to the Entitlement Offer:	
Options (to be quoted) exercisable at \$0.04 each on or before 30 March 2019	296,694,653
Total options on completion of the Offers⁴	363,448,818
Performance rights	Number
Unquoted performance rights currently on issue ⁵	6,000,000
Performance rights to be issued pursuant to the Offers	Nil
Total performance rights on completion of the Offers⁶	6,000,000

Performance Shares	Number
Unquoted Performance Shares currently on issue ⁷	517,857,143
Performance Shares to be issued pursuant to the Offers	Nil
Total performance Shares on completion of the Offers⁸	517,857,143

Notes:

1. This amount includes 412,534,000 escrowed Shares as well as the Cleansed Shares (comprising 70,133,331 Shares issued pursuant to the Placement and 75,000,000 Shares issued to Energy Capital Partners Pty Ltd and/or its nominees in satisfaction of corporate advisory and business development activity fees following the Company's re-listing).
2. Assumes no options currently on issue are exercised, or performance rights or Performance Shares currently on issue convert, before completion of the Entitlement Offer.
3. All of these existing options are escrowed.
4. Assumes no options currently on issue are exercised before completion of the Entitlement Offer.
5. Please refer to the Company's 2014 annual report for a summary of the terms on which the performance rights were issued.
6. Assumes no performance rights currently on issue convert into Shares before completion of the Offers.
7. All of these existing Performance Shares are escrowed. Please refer to the Company's replacement prospectus dated 11 December 2015 for a summary of the terms of issue of the Performance Shares (including conversion rights into Shares).
8. Assumes no Performance Shares currently on issue convert into Shares before completion of the Offers.

2.3 Effect of the Offers on financial position

The Directors do not consider that the Offers will have a material effect on the Company's financial position. Assuming that the Offers are fully subscribed, the effect of the Offers on the Company's financial position will be to increase the Company's cash reserves by approximately \$296,724 (before deducting the estimated expenses of the Offers).

The unaudited statement of financial position as at 31 May 2016 and the unaudited pro forma statement of financial position as at 31 May 2016 set out below have been prepared on the basis of the accounting policies normally adopted by the Company. The unaudited pro forma statement of financial position reflects the changes to the Company's position on the assumption that all Securities offered pursuant to this Prospectus, the Cleansed Shares and the options issued pursuant to the Placement, had been issued on 31 May 2016.

The statements of financial position set out below have been prepared to provide investors with information on the assets and liabilities of the Company, and the pro-forma assets and liabilities of the Company, as noted below. The historical and pro-forma financial information is presented in abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	Consolidated as at 31 May 2016	Pro-forma Adjustments			Pro-forma after issue
		Issue of Shares and Options under this Prospectus	Issue of Shares and options pursuant to the Placement	Issue of Shares in satisfaction of corporate advisory and business development activity fees	
	AUD	AUD	AUD	AUD	AUD
Current Assets					
Cash on hand	1,127,117	268,351	2,104,351		3,499,819
Other Current Assets	272,940				272,940
Total Current Assets	1,400,058	268,351	2,104,351	-	3,772,759
Non-Current Assets					
Other Non-Current Assets	317,724				317,724
Investments in controlled subsidiaries	-				-
Investments in controlled subsidiaries (CN)	-				-
NTT assets at cost	300,000				300,000
Property Plant & Equipment	-				-
Total Non-Current Assets	617,724	-	-	-	617,724
Total Assets	2,017,782	268,351	2,104,351	-	4,390,483
Current Liabilities					
Trade Creditors	46,781				46,781
TV2U Worldwide	(1,656)				(1,656)
Loan - TV2U Global Ltd	91,903				91,903
Loan - TV2U Pty Ltd	290,340				290,340
Interco Loan - Con Notes	-				-
Interco Loan - TV2U International	-				-
Other liabilities	4,208				4,208
Total Current Liabilities	431,576	-	-	-	431,576
Total Liabilities	431,576	-	-	-	431,576
Net Assets	1,586,206	268,351	2,104,351	-	3,958,907
Equity					
Issued & Paid Up Capital	52,260,890	296,725	2,104,351	4,050,000	58,711,966
Issued capital costs	(2,796,267)	(28,374)			(2,824,641)
Performance Shares	56,935				56,935
Reserves	1,391	4,153,725	490,933		4,646,049
Accumulated Losses	(47,936,744)	(4,153,725)	(490,933)	(4,050,000)	(56,331,402)
Total Equity	1,586,206	268,351	2,104,351	-	3,958,907

Notes:

Offers pursuant to this Prospectus

- Estimated expenses of the Offers of \$28,374
- The value of the 296,694,653 Options is based on the last traded Share price at 30 May 2016 of \$0.054 and an exercise price of \$0.04
- Includes \$30 cash received for the Cleansing Offer

Issue of Shares and options pursuant to the Placement

- Issue of 70,133,331 Shares at \$0.03 per Share and 35,056,665 listed options at \$0.00001 per option
- Revaluation of listed options based on the last traded Share price at 30 May 2016 of \$0.054 and an exercise price of \$0.04

Issue of Shares in satisfaction of corporate advisory and business development activity fees

- Issue of 75,000,000 Shares based on the last traded Share price at 30 May 2016 of \$0.054

3 Terms and conditions of the Options

The terms and conditions of the Options offered pursuant to this Prospectus are as follows:

3.1 Entitlement

Subject to paragraph 3.14 below, each Option entitles the holder to subscribe for one Share upon exercise of the Option.

3.2 Exercise Price

Subject to paragraphs 3.11 and 3.13 below, the amount payable upon exercise of each Option will be \$0.04 (**Exercise Price**).

3.3 Expiry Date

Each Option will expire at 5:00pm (AWST) on 30 March 2019 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

3.4 Exercise Period

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

3.5 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.

3.6 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**).

3.7 Timing of issue of Shares on exercise

Within 15 Business Days after the later of the following:

3.7.1 the Exercise Date; and

3.7.2 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:

3.7.3 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;

3.7.4 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

3.7.5 if admitted to the Official List at the time, apply for Official Quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph 3.7.4 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.

3.8 Shares issued on exercise

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

3.9 Quotation of Options

The Company will apply for quotation of the Options on ASX.

3.10 Quotation of Shares issued on exercise

If admitted to the Official List at the time, the Company will apply for quotation of the Shares issued upon the exercise of the Options.

3.11 Reconstruction of capital

If at any time the Company's issued capital 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.

3.12 Participation in new issues

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

3.13 Adjustment for rights issue

If the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the Exercise Price will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

3.14 Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

3.14.1 the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and

3.14.2 no change will be made to the Exercise Price.

3.15 Transferability

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

4 Rights and liabilities attaching to Shares

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

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

4.1 General meetings

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

For so long as the Company remains a listed entity, Shareholders will be entitled to receive at least 28 days' prior written notice of any proposed general meeting.

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

4.2 Voting rights

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

4.2.1 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

4.2.2 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 her, or in respect of which he or she 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).

4.3 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 Board 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 Board may also from time to time pay to the Shareholders such interim dividends as the Board may determine.

No dividend shall carry interest as against the Company. The Board 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 Board, 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 Board, implement a dividend reinvestment plan on such terms and conditions as the Board thinks fit and which provides for any dividend which the Board 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.

4.4 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 or she 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.

4.5 Shareholder liability

As the Shares which will be issued upon exercise of the Options are fully paid shares, they are not subject to any calls for money by the Company and will therefore not become liable for forfeiture.

4.6 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.

4.7 Variation of rights

The rights attaching to Shares may only be varied or cancelled by the sanction of a special resolution passed at a meeting of Shareholders or with the written consent of holders of three quarters of all Shares on issue. A special resolution is passed only where approved by at least 75% of all votes cast (and entitled to be cast) on the resolution at the meeting.

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.

4.8 Alteration of Constitution

The Constitution can only be amended by a special resolution in accordance with section 136(2) of the Corporations Act. In addition, at least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

5 Investment risks

5.1 Introduction

The Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Securities and to consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

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

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

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

Specific risks

5.2 Failure to sign operators

The Company's business model is fundamentally dependent on signing one or more operators to its OTT/IPTV platform. The engagement of an operator is likely to provide necessary capital for the Company to operate its business for an extended term, launch new products, acquire additional rights to content and generate predictable revenue streams.

If the Company fails to sign a key operator to its platform in the near term, it is likely to have a significantly adverse effect on the financial viability of the Company.

The Company is currently in discussions with a number of potential operators, including in China and Indonesia, but there can be no guarantee that any potential operators will sign on to the Company's platform.

5.3 Limited trading history

The Company's business is a start-up with limited trading history and, at such an early stage of its development, there are significant uncertainties associated with forecasting future revenues and expenses of the Company.

Since its establishment on 28 May 2015, the business's activities have principally involved funding the development of its software and product testing.

As is the case with many start-ups, the business has incurred losses since its inception.

5.4 Commercial agreements risk

Many of the Company's key commercial agreements are indicative only, are not binding on the parties and require a formal agreement to be negotiated and signed in order to bind the parties.

There is a significant risk that formal agreements may not be agreed and signed by the Company in respect of these arrangements. If the Company was unable to sign formal agreements with its anticipated operators and suppliers, the Company would not be able to derive any financial or other benefit from any of those relationships and the relevant commercial agreements would be of no effect.

5.5 Contract and cost risk

In order for the Company to be able to achieve its objectives, it is reliant on its customers, contractors and end users complying with their contractual obligations. Should any of the counter-parties to the Company's contracts fail to comply with such agreements, it may have an adverse effect on the business and performance of the Company.

If the Company is successful in signing an operator, there is a risk of delay in payment between signing the contract and launch of the operator's product in its chosen territory which is outside the control of the Company. An extended delay in receiving payment from its material contracts may affect the Company's financial viability.

In addition, as the Company is reliant on third party components used in its technology, its business may be materially affected if there is a significant increase in the cost of licences to such components.

5.6 Technology risk

The Company is reliant upon certain technologies and upon the successful commercialisation of the technologies currently held by it. There is a risk that as marketable technologies continue to develop in the communications and entertainment industry there may be certain product developments that supersede, and render obsolete, the products and services of the Company which would adversely affect the profitability of the Company and likely the value of the Options and Shares.

The Company's existing hardware and software can only support a limited number of channels (up to 10). In order to expand the number of channels that can be offered, the Company will need to upgrade its hardware (the content hub in Kuala Lumpur) and further develop its software (both its own software and that of third parties). Upgrades of this type can run into risks of integration and scalability.

In addition, the Company's business is reliant on the technology accessible by end users. If end users do not have capacity to receive or properly utilise the Company's services (for example, their networks are of insufficient speed to provide internet video), the Company's business may be adversely affected in those regions.

5.7 Intellectual property

Certain of the Company's subsidiaries have licensed or acquired the rights to certain patent applications relating to their core business. None of the patent applications are held in the name of the relevant subsidiary and, at the date of this Prospectus, none of the patent applications have been granted.

The patent applications are held in the name of TARA IP Limited, an entity controlled by Mr Nick Fitzgerald, the CEO of the Company. TV2U Singapore has acquired all of the rights, title and interest in and to the patent applications by assignment and has licensed such rights to TV2U Worldwide. However, as TV2U Singapore is not itself the applicant for the patents, it is reliant on TARA IP Limited to comply with the terms of the assignment and progress the patent applications if and to the extent required by TV2U Singapore. Should TARA IP Limited fail to comply with its contractual obligations, it may have an adverse effect on the business of the Company.

In respect of the patent applications, even if granted, the granting of a patent does not guarantee that the rights of others are not infringed nor that competitors will not develop competing intellectual property that circumvents such patents. The Company's success depends, in part, on its ability to obtain patents, maintain trade secret protection and operate without infringing the proprietary rights of third parties.

Although the Company is not aware of any third party interests in relation to the intellectual property rights, and has taken steps to protect and confirm its interest in these rights, there is always a risk of third parties claiming involvement in technological discoveries, and if any disputes arise, they could adversely affect the Company.

The Company's prospects also depend on its ability to develop and patent technology that meets changing market needs and addresses the technological advances and competitiveness of other companies operating in the markets targeted by it.

5.8 Additional requirements for capital

The Company does not intend to proceed with expanding the content hub in Kuala Lumpur until such time that either a key operator is secured that finances the expansion, or additional finance is secured by the Company in the future.

Failure to secure either of these sources of finance could have a materially adverse impact on the Company's business and revenue moving forward.

Further, additional funding may be required in the event future costs exceed the Company's estimates and to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur.

The Company may seek to raise further funds through equity or debt financing, joint ventures or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of its research and development programmes. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

5.9 Competition

Competitors in the market, or any technological developments providing an alternative to the Company's product offerings, could impact the market share that the Company is able to acquire and cause downward price pressure on consumer software and services platforms, thus reducing its margins and revenue.

Further, existing providers of similar consumer services may also respond aggressively to the Company's product offerings to retain or regain market share, which could also impact its margins and revenue.

There is also a risk that competitors and operators may block the Company's products and services in their networks to favour their own products and television solutions.

5.10 Change in government policy and legislation

The Company operates in a number of jurisdictions. Any material adverse changes in relevant government policies or legislation may affect the viability and profitability of the Company, and consequent returns to investors. The Company's activities are subject to various international, federal, state and local laws governing taxes, labour standards and occupational health and safety, and other matters. The Company's principal opportunities in the Republic of Indonesia and the People's Republic of China are with government owned or related entities. Any changes in regulations or requirements of the governments in these jurisdictions may affect the potential agreements with these entities and the terms on which the Company provides its services.

5.11 Failure to deal with growth

The Company's business has the potential to grow rapidly. If that occurs and the Company fails to properly manage that growth, then that failure could harm its business. Any failure to adequately meet customer or operator demand could adversely affect the business.

5.12 Availability of IT staff in the market

The Company is reliant upon employees with specialist IT skills in order to develop and maintain its projects. Any shortage of availability of these skills in the IT employment market could impair the development of the Company's products and business and the rate of such development. Such shortage could also cause wage inflation, which may impact on the Company's profitability.

5.13 Security breaches and hacker attacks

A malicious attack on the Company's systems, processes or people from external or internal sources could put the integrity and privacy of customers' data and business systems used at risk. The impact of loss or leakage of customer or business data could include costs for rebates, potential service disruption, litigation, and brand damage resulting in reduced or falling revenues.

5.14 Customer service risk

The Company's business model is based on recurring revenue arising from usage. Poor customer service experiences may result if the Company loses key customer service personnel, fails to provide adequate training and resources for customer service personnel or there is a disruption to monitoring and account management systems utilised by customer service personnel. Poor experiences may result in the loss of customers, adverse publicity, litigation, regulatory enquiries and customers reducing the use of the Company's products or services. If any of these occur, it may adversely impact the Company's revenues.

5.15 Dilution risk

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

General risks

5.16 General economic conditions

Economic conditions, both domestic and global, may affect the performance of the Company. Factors such as fluctuations in currencies, commodity prices, inflation, interest rates, supply and demand and industrial disruption may have an impact on operating costs and share market prices. The Company's future possible revenues and the market price and value of Shares and Options can be affected by these factors, all of which are beyond the control of the Company or its Directors.

5.17 Foreign exchange rate risk

The Company's revenue will be predominantly in United States dollars and the Company's operating expenses will be incurred principally in Australian dollars. Movements in the USD/AUD exchange rate may adversely or beneficially affect the Company's results or operations and cash flows.

5.18 Equity market conditions

Securities listed on the stock market can experience extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of Shares and Options may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

General factors that may affect the market price of Shares and Options include economic conditions in both Australia and internationally (particularly Australian, US and Chinese economic conditions), investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

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

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.

6 Additional information

6.1 Disclosing entity

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. The Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

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

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

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

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

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

- 6.1.1 it is subject to regular reporting and disclosure obligations;
- 6.1.2 copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- 6.1.3 it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (a) the annual financial report of the Company for the financial year ended 30 June 2015, being the most recent financial report for a financial year of the Company lodged with the ASIC before the issue of this Prospectus;
 - (b) the half-year financial report of the Company for the half-year ended 31 December 2015, being the half-year financial report lodged with ASIC by the Company after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC; and

- (c) any continuous disclosure notices given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of that annual report and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours. The Company has lodged the following announcements with ASX since lodgement of the 30 June 2015 annual financial report and before the lodgement of this Prospectus:

Date	Description of announcement
30 September 2015	Appendix 4G
30 September 2015	Corporate Governance Statement
5 October 2015	Trading Halt
6 October 2015	Variation to TV2U Deal & Deferral of Shareholder Meeting
7 October 2015	TV2U's TARA Set To Enter The North American Market
14 October 2015	TV2U Signs Agreement With Vubiquity
20 October 2015	Deferral of Shareholder Meeting
23 October 2015	Market Update and NOM Addendum
23 October 2015	Updated Proxy Form
26 October 2015	Updated IER
27 October 2015	Investor Presentation - TV2U
27 October 2015	Consolidation/Split - GAL
27 October 2015	Quarterly Activities Report & appendix 5B
27 October 2015	Notice of Annual General Meeting/Proxy Form
6 November 2015	Suspension from Official Quotation 9th November 2015
9 November 2015	Results of Meeting
10 November 2015	Prospectus
16 November 2015	Prospectus with Application Form
23 November 2015	ASIC Interim Stop Order
24 November 2015	Extension of Closing Date - Prospectus
27 November 2015	Results of Meeting
4 December 2015	Extension of Closing Date - Prospectus
11 December 2015	Replacement Prospectus
14 December 2015	Replacement Application Form
5 January 2016	Extension of Prospectus Closing Date & Revised Timetable
15 January 2016	Extension of Prospectus & Revised Timetable
25 January 2016	Extension of Closing Date - Prospectus
28 January 2016	Quarterly Activities Report & Appendix 5B
3 February 2016	Close of Public Offer
3 February 2016	Appendix 3B

Date	Description of announcement
4 February 2016	Change of Company Name and ASX Code
5 February 2016	Reinstatement to Official Quotation - 9 February 2016
5 February 2016	ASX Notice
5 February 2016	Pre-reinstatement disclosure
5 February 2016	Distribution Schedule
5 February 2016	Top 20 Holders
5 February 2016	Appendix 1A and Information Form and Checklist
5 February 2016	Securities Trading Policy
5 February 2016	Terms of Existing Options
5 February 2016	Capital Structure
5 February 2016	Pro Forma Balance Sheet
5 February 2016	TV2U Pre-reinstatement disclosures
8 February 2016	Appendix 3X
8 February 2016	Appendix 3Z
8 February 2016	Becoming a substantial holder
9 February 2016	Board Changes
9 February 2016	Appendix 3X
9 February 2016	Appendix 3Z
10 February 2016	Multilingual Karaoke Service into the Emerging Markets
29 February 2016	Trading Halt
29 February 2016	Trading Halt request
1 March 2016	Appendix 4D
1 March 2016	Half Yearly Report and Accounts
2 March 2016	Partnership Agreement Brings Immediate Revenue
11 March 2016	Amazon Alliance
15 March 2016	Loyalty Option Entitlement Issue
2 May 2016	Quarterly Activities Report
2 May 2016	Appendix 4C - quarterly
2 May 2016	Investor Presentation
10 May 2016	Response to ASX Price & Volume Query
11 May 2016	Trading Halt
13 May 2016	Suspension from Official Quotation
13 May 2016	Company Update
13 May 2016	Response to ASX Price & Volume Query
16 May 2016	Clarification Announcement
16 May 2016	Responses to ASX Aware Letters (x2)

Date	Description of announcement
16 May 2016	Reinstatement to Official Quotation
20 May 2016	Trading Halt
20 May 2016	Request for Trading Halt
24 May 2016	TV2U Signs Agreement with Leading B2B Telco
25 May 2016	Trading Halt
27 May 2016	TV2U Completes Oversubscribed Placement
31 May 2016	Prospectus
31 May 2016	Placement Disclosure
31 May 2016	Entitlement Offer Appendix 3B
31 May 2016	Response to Price and Volume Query
1 June 2016	Trading Halt

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

The announcements are also available on the ASX platform at www.asx.com.au.

6.2 Interests of Directors

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

- 6.2.1 the formation or promotion of the Company;
- 6.2.2 any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- 6.2.3 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 to any firm in which a Director is a partner:

- 6.2.4 as an inducement to become, or to qualify as, a Director; or
- 6.2.5 for services provided in connection with the formation or promotion of the Company or the Offers.

Holdings of securities

The direct and indirect interests of the Directors in the Company's securities as at the date of this Prospectus are shown in the following table:

Director	Shares	Options	Performance Shares	Performance Rights
Tony Chong	2,950,000	Nil	Nil	Nil
Faldi Ismail	392,500 ¹	Nil	Nil	Nil
Nick Fitzgerald	303,571,428 ²	Nil	440,178,572 ²	Nil
Total:	306,913,928	Nil	440,178,572	Nil

Notes:

1. Shares held by Benefico Pty Ltd, being an entity indirectly controlled by Mr Ismail.
2. Shares and Performance Shares held by Talico Technologies PTE LTD, an entity controlled by Mr Fitzgerald and of which he is a director.

Each of the Directors intends to take up their Entitlement in full.

Remuneration

The Constitution provides that the remuneration of non-executive Directors will be not more than the aggregate fixed sum determined by a general meeting. The Constitution provides that the aggregate annual remuneration for non-executive Directors shall be no more than \$250,000.

The Company may also pay the Directors' travelling and other expenses that they properly incur:

- in attending Directors' meetings or any meetings of committees of Directors;
- in attending any general meeting of the Company; and
- in connection with the Company's business.

The remuneration paid to Directors for the financial years ended 30 June 2014 and 30 June 2015, together with the proposed remuneration for the current financial year, is set out in the following table:

Director	Year	Fees and salary (\$)	Share based payments (\$)	Total (\$)
Tony Chong	FY 2014	Nil	Nil	Nil
	FY 2015	Nil	Nil	Nil
	FY 2016	25,000	Nil	25,000
Faldi Ismail	FY 2014	Nil	Nil	Nil
	FY 2015	6,000	Nil	6,000
	FY 2016	36,000	Nil	36,000
Nick Fitzgerald	FY 2014	Nil	Nil	Nil
	FY 2015	Nil	Nil	Nil
	FY 2016	295,833	Nil	295,833

6.3 Interests of experts and advisers

Other than as set out in this Prospectus, no:

- 6.3.1 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;
- 6.3.2 promoter of the Company; or
- 6.3.3 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 ASIC, any interest in:

- 6.3.4 the formation or promotion of the Company;
- 6.3.5 any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- 6.3.6 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:

- 6.3.7 the formation or promotion of the Company; or
- 6.3.8 the Offers.

Lavan Legal (a firm in which Director, Tony Chong is a partner) have acted as the Company's solicitors in relation to the Offers. The Company estimates Lavan Legal will be paid approximately \$20,000 (excluding GST and disbursements) with respect to the Offers and this Prospectus. The Company and its subsidiaries have incurred other fees with Lavan Legal in an amount of approximately \$35,000 (excluding GST and disbursements) for services provided in the 2 years prior to the date of this Prospectus.

6.4 Litigation

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

6.5 Consents

Each person referred to in this Section:

- 6.5.1 has not caused or authorised the issue of this Prospectus;
- 6.5.2 does not make, or purport to make, any statement in this Prospectus other than those (if any) referred to in this Section; and
- 6.5.3 to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section (if any).

Lavan Legal have given their written consent to being named as the solicitors to the Company in this Prospectus. Lavan Legal have not withdrawn their consent prior to the lodgement of this Prospectus with ASIC.

6.6 Expenses of the Offers

The expenses of the Offers (assuming they are fully subscribed) are estimated to be as follows:

Item of Expenditure	\$ (excl. GST, where applicable)
ASIC fees	2,320
ASX fees	1,654
Legal fees	20,000
Printing and distribution	4,400
Total	28,374

6.7 Clearing House Electronic Subregister System (CHES) and Issuer Sponsored holdings

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

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be sent a statement that sets out the number of Options 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. A monthly statement will be sent to holders if there has been any change to the number of securities held during the preceding month. That statement is dispatched in the week following the relevant month end.

6.8 Electronic Prospectus

This Prospectus will be issued in paper form and as an electronic Prospectus which may be accessed on the internet at www.tv2u.com. The Offers pursuant to the electronic Prospectus are only available to persons receiving an electronic version of this Prospectus in Australia.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company Secretary on +61 8 9322 7600 and the Company will send you, free of charge, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.tv2u.com.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or that any of those documents was incomplete or altered.

6.9 Privacy statement

The Company collects information about each Applicant from the Application Form for the purposes of processing and, if the application is successful, to administer the Applicant's holdings of securities in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information in the Application Form for the purposes set out in this Prospectus and may disclose it for those purposes to the Company's share registry, the Company's related bodies corporate, agents, contractors and third party service providers (including mailing houses), ASX, ASIC and other regulatory authorities.

If an Applicant becomes an Optionholder or a Shareholder, the Corporations Act requires the Company to include information about the Optionholder or Shareholder (name, address and details of the securities held) in its public registers. This information must remain in the registers even if that person ceases to be an Optionholder or Shareholder. Information contained in the Company's registers is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its investors) and compliance by the Company with legal and regulatory requirements. Successful Applicants may request access to their personal information held by (or on behalf of) the Company by telephoning or writing to the Company Secretary.

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

7 Directors' authorisation

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

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



Nick Fitzgerald
Chief Executive Officer & Executive Director
For and on behalf of
TV2U International Limited

8 Glossary

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

\$	means the official currency of the Commonwealth of Australia.
AEST	means Australian Eastern Standard Time as observed in Sydney, New South Wales.
Applicant	means an eligible Shareholder who applies for Securities pursuant to either the Entitlement Offer or the Cleansing Offer (as applicable) using an Application Form.
Application Form	means an Entitlement and Acceptance Form or a Cleansing Offer application form (as applicable).
ASIC	means Australian Securities & Investments Commission.
ASX	means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.
ASX Listing Rules	means the official listing rules of ASX.
AWST	means Australian Western Standard Time as observed in Perth, Western Australia.
Board	means the board of Directors as constituted from time to time.
Cleansed Shares	means the 70,133,331 Shares issued pursuant to the Placement and the 75,000,000 Shares issued to Energy Capital Partners Pty Ltd and/or its nominees in satisfaction of corporate advisory and business development activity fees following the Company's re-listing.
Cleansing Offer	means the offer of Shares pursuant to this Prospectus for the purposes of facilitating secondary trading of Shares issued pursuant to the Placement.
Closing Date	means the closing date of the Entitlement Offer and/or the Cleansing Offer (as applicable), as set out in the timetable in the indicative timetable at the beginning of this Prospectus (unless extended).
Company	means TV2U International Limited ACN 111 184 355.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Entitlement	means the entitlement of a Shareholder to participate in the Entitlement Offer.
Entitlement Offer	means the non-renounceable entitlement offer of Options under this Prospectus, as described in Section 1.
Entitlement and Acceptance Form	means the entitlement and acceptance form in relation to the Entitlement Offer either attached to or accompanying this Replacement Prospectus.
IPTV	means internet protocol television.

Offers	means the offers pursuant to this Replacement Prospectus as described in Section 1.
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 on the terms and conditions set out in Section 3.
Optionholder	means a holder of one or more options issued by the Company.
Original Prospectus	means the prospectus issued by the Company on 31 May 2016.
OTT	means over-the-top, in the context of broadcasting TV (and other media) over the internet.
Placement	means the placement of Shares and options to acquire Shares to sophisticated and professional investors which was announced by the Company on 27 May 2016.
Prospectus or Replacement Prospectus	means this prospectus.
Record Date	means the date set out in the indicative timetable at the front of this Prospectus..
Section	means a section of this Prospectus.
Securities	means Shares and/or Options and/or options to acquire Shares, as the context permits.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of one or more Shares.
TV2U Singapore	means TV2U Singapore Pte Ltd, a company incorporated in Singapore with the registration number 201433888G, being a wholly-owned subsidiary of the Company.
TV2U Worldwide	means TV2U Worldwide Pty Ltd (ACN 606 107 699), a wholly-owned subsidiary of the Company.