

**TO: COMPANY ANNOUNCEMENTS OFFICE  
ASX LIMITED**

**DATE: 18 MARCH 2015**

---

## **RENOUNCEABLE RIGHTS ISSUE PROSPECTUS**

Bisan Limited (ASX: BSN) ("the Company") releases the Prospectus for the 2-for-3 renounceable Rights Issue of 157,102,984 new fully paid ordinary shares at 0.5 cents (\$0.005) per share together with free attaching options on a one-for-one basis exercisable at 1.5 cents (\$0.015) per option expiring 30 June 2018.

In accordance with the revised timetable, the Record Date for determining shareholders in Australia and New Zealand (Eligible Shareholders) entitled to participate in the Rights Issue is 25 March 2015.

The Prospectus and the Entitlement and Acceptance Form will be despatched to Eligible Shareholders on 30 March 2015.

The timetable is subject to change and is indicative only. The Company reserves the right to amend the timetable including, subject to the Corporations Act and the ASX Listing Rules, extending the Closing Date.

The date that the new securities are expected to commence trading on the ASX may vary with any change to the Closing Date.

The Company reserves the right not to proceed with the whole or part of the Offer at any time prior to the issue date. In that event, application monies will be refunded in full without interest.

**Ramon Jimenez**  
**Company Secretary**

# **BISAN LIMITED**

**ABN 75 006 301 800**

## **PROSPECTUS**

A renounceable offer to Eligible Shareholders of 2 New Shares for every 3 existing Shares held, plus 1 free Attaching Option for each New Share subscribed for (“**Rights Issue**”) to raise a total of approximately \$785,515 before costs.

The Rights Issue closes at 5:00 pm AEST on 10 April 2015.

### **THE ISSUE IS NOT UNDERWRITTEN**

### **An Investment in Bisan Limited is speculative**

#### **IMPORTANT NOTICE**

This is a Prospectus dated 18 March 2015. You should consider the Securities offered by this Prospectus a speculative investment. In particular, you should refer to Section 3 for further details concerning the risk factors applicable to the Company, its operations, the Securities and the Rights Issue.

This document is important. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser.

Neither Bisan Limited nor any other person guarantees the performance of the Securities offered pursuant to this Prospectus, or the performance of Bisan Limited, or the return of any investment.

## Corporate Directory

### Registered Office

Suite 506, Level 5  
1 Princess Street  
Kew VIC 3101  
Telephone (03) 9855 1886  
Facsimile (03) 9855 2885

### Directors

Patrick John Volpe  
(Non-Executive Chairman)  
David Herszberg  
(Non Executive Director)  
Avrohom (Avi) Kimelman  
(Non Executive Director)

### Share Registry

Computershare Investor Services  
Pty Ltd \*  
Yarra Falls,  
452 Johnson Street  
Abbotsford, VIC 3067  
Local: 1300 850 505  
International:+61 (0) 3 9415 4000

### Company Secretary

Ramon Jimenez

### Auditors

Grant Thornton Audit Pty Ltd  
Level 30  
525 Collins Street, VIC 3000

### Stock Exchange

ASX Limited \*  
Level 4, Rialto North Tower  
525 Collins Street  
MELBOURNE VIC 3000

*\*These entities have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus. They are named for information purposes only.*

## Important Notices

1. Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisors.
2. This Prospectus ("**Prospectus**") is dated 18 March 2015 and a copy of this Prospectus was lodged with ASIC on that date. ASIC and ASX take no responsibility for the content of this Prospectus. The Expiry Date of the Prospectus is 13 months after the date the Prospectus was lodged with the ASIC. No Securities will be allotted or issued on the basis of this Prospectus after the Expiry Date. Securities allotted or issued pursuant to this Prospectus will be allotted or issued on the terms and conditions set out in this Prospectus.
3. No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.
4. Certain terms and abbreviations used in this Prospectus have defined meanings, which are explained in Section 8 of this Prospectus.
5. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. No action has been taken to register or qualify the Securities the subject of this Prospectus or otherwise permit a public offering of the Securities the subject of this Prospectus in any jurisdiction outside Australia or New Zealand.
6. This Offer is only open to Eligible Shareholders. No offer of Securities will be made to Shareholders resident outside Australia or New Zealand. In accordance with the ASX Listing Rules, and having regard to:
  - a. the number of holders resident outside Australia and New Zealand;
  - b. the number and value of New Shares the holders of Shares resident outside of Australia and New Zealand would be offered; and
  - c. the cost of complying with the legal requirements and the requirements of regulatory authorities in places other than Australia and New Zealand,
7. The Directors consider that it is unreasonable to make an offer to Shareholders resident outside Australia or New Zealand and accordingly the Company will send each Shareholder to whom it will not make the offer details of the Rights Issue and advice that the Company will not offer Securities to that Shareholder.
8. The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any Securities.
9. Recipients may not send or otherwise distribute this Prospectus or the Application Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).
10. An investment in the Company is speculative. Eligible Shareholders should consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus. For further information in relation to the risk factors applicable to the Company, its operations and the Securities, please refer to Section 3 of this Prospectus.

## **TABLE OF CONTENTS**

<b>Corporate Directory</b>	<b>2</b>
<b>Important Dates and Summary of the Rights Issue</b>	<b>4</b>
<b>Chairman's Letter</b>	<b>5</b>
<b>Questions and Answers</b>	<b>6</b>
<b>1 Details of the Offer</b>	<b>8</b>
<b>2 Purpose and Effect of the Offer</b>	<b>13</b>
<b>3 Risk Factors</b>	<b>21</b>
<b>4 Rights and Liabilities attaching to Securities</b>	<b>25</b>
<b>5 Additional Information</b>	<b>28</b>
<b>6 Continuous Disclosure Obligations</b>	<b>33</b>
<b>7 Director's authorisation</b>	<b>36</b>
<b>8 Glossary</b>	<b>37</b>

## Important Dates and Summary of the Rights Issue

### Important Dates

Event	Date
Announcement of the Offer	13 February 2015
Lodgement of Appendix 3B	6 March 2015
Letter to option holders	6 March 2015
Lodgement of revised Appendix 3B	16 March 2015
Lodgement of Prospectus with ASIC and ASX	18 March 2015
Letter to shareholders	19 March 2015
Existing shares quoted on “ex” basis	23 March 2015
Rights trading starts	23 March 2015
Record Date to determine Entitlements under the Offer ( <b>Record Date</b> )	25 March 2015 5:00 pm (AEST)
Prospectus and Entitlement and Acceptance Form despatched to Eligible Shareholders ( <b>Opening Date</b> )	30 March 2015 9:00 am (AEST)
Rights trading ends	1 April 2015
Securities quoted on a deferred settlement basis	2 April 2015
Last day to extend offer	7 April 2015
Final date and time for receipt of acceptance and payment in full ( <b>Closing Date</b> )	10 April 2015 5:00 pm (AEST)
Company to notify ASX of under subscriptions	15 April 2015
Despatch of transaction confirmation statements (holding statements) ( <b>Issue Date</b> )	17 April 2015
Deferred settlement trading ends	17 April 2015
Date of quotation of new shares and options issued under the Rights Issue	20 April 2015

The Company reserves the right (subject to the Corporations Act, the ASX Listing Rules and other applicable laws) to vary the dates of this timetable including (without limitation) extending the Closing Date or accepting late Applications, either generally or in particular cases, without notice. As such the date the Securities are expected to commence trading on ASX may therefore vary.

### Summary of the Rights Issue

#### Renounceable Rights Issue

Issue price per New Share of 0.5 cents (\$0.005).

Issue price per Attaching Option is nil (exercise price of 1.5 cents (\$0.015) per option).

Offer of approximately \$785,515 worth of New Shares (before costs).

Eligible Shareholders' entitlement: 2 New Share for every 3 Shares held on the Record Date plus 1 Attaching Option for each New Share subscribed for.

Rights to New Shares in BSN are renounceable and are tradeable.

## Chairman's Letter

---

Dear Shareholder,

I am pleased to offer Shareholders the opportunity to participate in this Rights Issue ("the Offer") to raise approximately \$785,515 (before issue costs).

Under the terms of this Offer, Eligible Shareholders will be offered 2 New Shares at an issue price of 0.5 cent per share, for every 3 Shares held at the Record Date along with 1 Attaching Option for nil consideration for each New Share subscribed for.

Each Attaching Option has an exercise price of 1.5 cents and is exercisable at any time up until 5:00 pm AEST on 30 June 2018. More details about the rights and liabilities attaching to these Securities are set out in Section 4 of this Prospectus.

The Company requires new capital both to fund its ongoing operating costs and to fund the proposed acquisition of additional investment assets.

Funds raised will be directed to fund new opportunities, such as MyGeneration (discussed below) as well as to potentially increase its existing positions in other assets in the Company's present investment portfolio, such as by increasing its investment in P-Fuel. In this context, the Company holds approximately 16% of P-Fuel and is the largest shareholder in P-Fuel. P-Fuel was established in 2005 and has a process that claims to convert both waste plastics and waste oils into diesel. The investment in P-Fuel is the Company's largest investment.

The Company has recently entered into a binding Memorandum of Understanding for a new investment in a start-up business engaged in the trading of second hand and regenerated phones. The business will trade under the name MyGeneration Smartphones Limited (MyGen HK) and will operate from Hong Kong. Initial target markets for MyGen HK are in China and South East Asia.

The purpose and application of the funds to be raised by the Offer are detailed in Section 2 of this Prospectus.

Whilst your Board is enthusiastic for the potential of the investments in P-Fuel and MyGeneration, any investment in Bisan Limited is speculative.

Shareholders should consult with their professional advisors before making any investment decision pursuant to this Prospectus.

Yours sincerely,



Pat Volpe  
Chairman

## Questions and Answers

Information about the Offer is summarised below. For detailed information, refer to Sections of the Prospectus listed in the right hand column.

<b>What is the Offer?</b>	The Offer means the offer of approximately 157,102,984 New Shares and 157,102,984 free Attaching Options, by means of the Rights Issue and the Shortfall Offer.	Section 1
<b>What is the purpose of the Offer?</b>	The key purpose of the Offer is to ensure adequate funding is available for the Company's ongoing operating costs and the acquisition of investments. Funds will be directed to new opportunities such as MyGeneration as well as existing positions in the Company's portfolio, such as P-Fuel.	Section 2.1
<b>What is the Rights Issue?</b>	<p>Shareholders who are registered holders as at 5 pm AEST on the Record Date (25 March 2015) and whose address on the register is in Australia or New Zealand will receive an entitlement allocation.</p> <p>If you are an Eligible Shareholder, your Entitlement is to an allocation of two (2) New Shares for every three (3) Shares you hold on the Record Date.</p> <p>Rights are renounceable and can be traded on the ASX during the rights trading period.</p> <p>New Shares not subscribed for under the Rights Issue will be made available under the Shortfall Offer and can be subscribed for by, among others, Eligible Shareholders who wish to acquire more than their Entitlement, subject to applicable laws. The Rights Issue is not underwritten but placement of the Shortfall, if any, will be managed on a best endeavours basis by Foxfire Capital Pty Ltd (a company of which Mr Volpe is a shareholder and consultant) ("Foxfire"), a holder of an Australian Financial Services Licence (AFSL).</p> <p>All allocations of Shortfall Shares are at the discretion of Foxfire. However the Company will ensure that Foxfire will exercise its discretion in allocating any Shortfall Shares so that no person (and his Associates) become entitled to more than 19.9% of the shares on issue in the Company on completion of the issue with the effect that any such persons become entitled to exercise in excess of 19.9% of the voting power attaching to all shares on issue in the capital of the Company.</p>	Section 1
<b>Can foreign Shareholders participate in the Rights Issue?</b>	<p>Only Eligible Shareholders will receive an allocation under the Rights Issue. An Eligible Shareholder is a Shareholder whose registered address is in Australia or New Zealand and who is a Shareholder at 5.00 pm (AEST) on the Record Date.</p> <p>Subject to the Company obtaining ASIC approval, the Company will offer the Rights that would otherwise have been offered to each ineligible Shareholder to the Nominee. If there is a viable market in the Rights and a premium over the expenses of the sale can be obtained, the Nominee will sell the Rights and distribute the proceeds to ineligible Shareholders.</p>	Important Notes & Section 1.10
<b>Can Eligible Shareholders apply for more than their Entitlement?</b>	<p>Each Eligible Shareholder will receive an entitlement to subscribe for two (2) New Shares for every three (3) Shares held by them at the Record Date. Eligible Shareholders are not entitled to apply for more New Shares than their Entitlement.</p> <p>Eligible Shareholders wishing to acquire more shares than their entitlement can seek to purchase rights to subscribe for additional shares.</p>	Sections 1.3 and 1.4
<b>What is the Shortfall Offer?</b>	<p>Shortfall means the number of New Shares comprising the difference between the number of New Shares the subject of the Rights Issue and the number of New Shares for which valid Entitlement and Acceptance Forms have been received and accepted by Bisan by the Closing Date.</p> <p>The Shortfall Offer is the offer of the Shortfall to Eligible Shareholders and</p>	Section 1.4

	<p>any other persons located and receiving this Prospectus in Australia.</p> <p>The offer of New Shares under the Shortfall Offer is a separate offer independent from the Rights Issue.</p> <p>The issue price of any new Shares issued under the Shortfall Offer will be the same as the Issue Price under the Rights Issue being, 0.5 cents (\$0.005) per New Share.</p>	
<b>What rights attach to the New Shares?</b>	New Shares will have the same voting rights as existing Shares.	Section 4
<b>What rights attach to the Attaching Options?</b>	Each Attaching Option will expire at 5.00pm EST on 30 June 2018. The exercise price of an Attaching Option is 1.5 cents (\$0.015).	Section 4
<b>What are the risks associated with accepting or not accepting your Entitlement</b>	<p>If you choose not to accept your Entitlement in full under this Prospectus, your shareholding in the Company may be diluted. You should also be aware that subscribing for New Shares involves a number of risks. Section 3 sets out the key risk factors you should consider in determining whether to take up your Entitlements.</p> <p>In particular, some of the key risks identified in section 3 include the following:</p> <ol style="list-style-type: none"> <li>1. The Company's major investment is the holding in P-Fuel, an unlisted company in the start-up phase which is reliant on being able to raise further capital to develop its proposed business. There is a risk that P-Fuel will be unable to raise additional capital.</li> <li>2. The Company intends to undertake a significant investment in the new MyGeneration business. The business will be operated from Hong Kong by a third party who has contracted with the Company. There is a risk that the business may not be successful.</li> <li>3. There are operating and sovereign risks; and</li> <li>4. If successful the Offer will raise sufficient funds to meet the operating and administration costs of the Company, provide working capital and fund investments. Unless the Company is able to generate revenue from its investments it will be necessary for the Company to raise additional equity or debt capital in due course. There is a risk that such capital may not be able to be raised.</li> </ol> <p>If any of the risks outlined above eventuate then the financial and operating position of the Company may be adversely impacted.</p> <p>Please carefully consider whether to accept your Entitlement and, if you are in doubt as to whether to accept, you should consult your independent professional investment adviser.</p>	Section 3



# 1 Details of the Offer

---

## 1.1 Offer

By this Prospectus, the Company is making a pro-rata renounceable offer of Securities on the basis that for every three (3) Shares held by Eligible Shareholders at the Record Date, Eligible Shareholders will have the right (but not the obligation) to subscribe for two (2) New Shares at an issue price of 0.5 cents (\$0.005) per New Share, plus one (1) free Attaching Option per New Share for nil consideration ("**Rights Issue**").

The Rights Issue is renounceable and Eligible Shareholders may sell or transfer all or any part of their Entitlement to this Rights Issue on ASX or otherwise.

In addition to the Rights Issue, persons located and receiving this Prospectus in Australia are invited to apply for any Shortfall Shares pursuant to the Shortfall Offer. For further details in relation to the Shortfall Offer, please refer to Section 1.4 of this Prospectus.

As at the date of this Prospectus, the Company currently has 235,654,476 Shares on issue. The number of New Shares offered under this Prospectus is 157,102,984 and the number of Attaching Options will be 157,102,984.

Eligible Shareholders may accept their Entitlement in whole or in part, or may decide not to accept their Entitlement at all. Shareholders who do not accept their Entitlement in full may, as a result of the Rights Issue, have their percentage shareholding in the Company diluted.

Eligible Shareholders wishing to take up all or part of their Entitlement under the Rights Issue can only do so by completing the Entitlement and Acceptance Form which accompanies this Prospectus.

## 1.2 Opening and Closing Dates of the Offer

The Opening Date of the Offer will be 30 March 2015 at 9.00 am AEST and the Closing Date will be 10 April 2015 at 5.00 pm AEST. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so. Entitlement and Acceptance Forms received after the Closing Date will be rejected and Application Moneys will be returned without interest.

## 1.3 Entitlements and Acceptance

The Entitlement and Acceptance Form accompanying this Prospectus shows your Entitlement to New Shares for which you may apply and the total amount you would have to pay should you choose to take up all your Rights. Your Entitlement to New Shares is based on the number of Shares registered in your name on the Record Date. If you have fractions of entitlements then they will be rounded down to the next whole number in determining your share entitlements.

The Company will also issue you with one (1) Attaching Option for every one (1) New Share issued to you under the Offer for nil consideration.

You may subscribe for all or part of your Entitlement to New Shares prior to the Closing Date. There is no minimum number of New Shares (and Attaching Options) which you may apply for.

You cannot subscribe for more New Shares than your Entitlement. You can only apply for your Entitlement under this Rights Issue by completing and lodging the Entitlement and Acceptance Form together with the applicable Application Moneys for those New Shares you elect to subscribe for.

A completed and lodged Entitlement and Acceptance Form, together with a cheque for the Application Moneys or a BPAY® payment, constitutes a binding and irrevocable contract to buy the number of New Shares specified in the Entitlement and Acceptance Form or indicated by the amount of the BPAY® payment.

Completed Entitlement and Acceptance Forms together with the appropriate Application Moneys must reach the Company's share registry at the following address on or before the Closing Date:

**Computershare Investor Services Pty Ltd**

**GPO Box 505**

**MELBOURNE VIC 3001**

or

**452 Johnston Street**

**ABBOTSFORD VIC 3067**

Payments by cheque must be made to "Bisan Limited Rights Issue Account" and crossed "not negotiable".

All payments must be made in Australian dollars.

If you decide not to accept your Entitlement, you need not do anything; however, your percentage shareholding in the Company may be diluted.

#### **1.4 Shortfall Offer**

Any Entitlement not taken up by Shareholders will become part of the Shortfall and be offered under the Shortfall Offer. Placement of the Shortfall under the Shortfall Offer will be managed on a best endeavours basis by Foxfire Capital Pty Ltd (a company of which Mr Volpe is a shareholder and consultant) ("Foxfire"), a holder of an Australian Financial Services Licence (AFSL).

The offer of New Shares under the Shortfall Offer is a separate offer pursuant to this Prospectus and is independent from the Rights Issue and will remain open after the Rights Issue has closed to the extent permitted by the ASX Listing Rules. The issue price of any Shares issued pursuant to the Shortfall Offer will be 0.5 cents (\$0.005) per New Share, being the price at which the Entitlement has been offered to Eligible Shareholders pursuant to this Prospectus.

Eligible Shareholders cannot subscribe for New Shares in excess of their Entitlement.

The Company will pay a commission to Foxfire for any Shortfall placed.

Shortfall Shares will only be available for subscription if the Offer is undersubscribed. Shortfall Shares are those New Shares being the difference between the total number of New Shares offered for subscription under the Rights Issue and the total number of New Shares in respect of which valid Entitlement and Application Forms are received by the Company. Shortfall Shares will only be offered for subscription to the extent necessary to make up that shortfall in acceptances and take-up of Entitlements. If the Company receives Applications for Shortfall Shares in excess of that shortfall that would result in the Offer being oversubscribed then the Company will only accept Applications for Shortfall Shares to the extent of the available number of Shortfall shares. The Company may accept or reject any Application for Shortfall Shares in its absolute and unfettered discretion.

The Company reserves the right to reject any application for Shortfall Shares or to allot a lesser number of Shortfall Shares than applied for. Application Moneys received but not applied towards subscriptions for Shortfall Shares will be refunded as soon as practicable. No interest will be paid on Application Moneys held and returned. Furthermore, the Company will not issue Shortfall Shares where to do so would result in a breach of the Corporations Act or the Listing Rules.

The Company will ensure that no person, entity or Shareholder will, through the allocation of Shortfall Shares, acquire a holding of, or (in the case of existing Shareholders) increase their holding to, an amount in excess of 19.9% of all the Shares on issue following the

completion of the Offer. The Shortfall will not be placed with Foxfire, Directors of the Company, their associates or related parties of the Company.

### **1.5 Minimum subscription**

The minimum subscription for the Rights Issue Offer is \$325,000 or 65,000,000 New Shares.

If the minimum subscription is not reached under the Rights Issue Offer or under the Shortfall Offer within the maximum time allowed by the ASX Listing Rules and the Corporations Act, or such earlier period determined by the Directors, then no securities will be issued under the Prospectus and all Application Moneys received will be refunded without interest.

Refer to section 2.4 of this Prospectus for further information about the application of the funds raised under the Offer.

### **1.6 Underwriting**

The Rights Issue Offer is not underwritten.

### **1.7 Allotment of the New Shares**

Allotment of the New Shares and Attaching Options will take place as soon as practicable after the Closing Date. Where Application are lodged for Shortfall Shares, as set out above, the Company will determine the allottee(s) of New Shares and Attaching Options and reserves the right to reject any Application for Shortfall Shares.

Additionally, as referred to in section 5.3 below, if ASIC does not approve the appointment of Foxfire, or another suitable nominee, to sell those New Shares forming part of the Shortfall not taken up by Ineligible Shareholders, being foreign shareholders to whom the Rights Issue is not being made, then no Eligible Shareholder will be able to rely on the exception provided by item 10 of section 611 of the Corporations Act which would permit them to increase their voting power in the Company beyond 19.9% without contravening section 606 of the Corporations Act.

In that situation, no Eligible Shareholder (or any of their associates) will be able to acquire Shares under the Offer if the result of the acquisition was to increase their voting power in the Company beyond 19.9% and the Company will accordingly not issue and allot any Eligible Shareholder any New Shares which they would otherwise be entitled to where such issue and allotment would increase such voting power beyond 19.9% of the total voting power attached to all shares in the capital of the Company as exist on completion of the Rights Issue.

Until allotment and issue of the New Shares and Attaching Options, the Application Moneys will be held in trust in a separate bank account opened and maintained for that purpose only. Any interest earned on the Application Moneys will be for the benefit of the Company and will be retained by it irrespective of whether allotment and issue of the New Shares and Attaching Options takes place.

### **1.8 ASX Listing**

The Company will make application to ASX within 7 days following the date of this Prospectus for official quotation of the Securities, being the New Shares and the Attaching Options, offered pursuant to this Prospectus. If approval is not granted by ASX within 3 months after the date of this Prospectus, the Company will not allot the Securities and will repay all Application Moneys (where applicable) as soon as practicable, without interest.

A decision by ASX to grant official quotation of the Securities is not to be taken in any way as an indication of ASX's view as to the merits of the Company, or the Securities.

### **1.9 Privacy Act**

Shareholders provide personal information to the Company (directly or indirectly to the Company's share registry). The Company collects, holds and will use that information to

service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

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

## **1.10 Selling or Transferring Your Rights**

As an alternative to accepting or not accepting your Entitlement, you can sell or transfer your Rights to another person as described below:

### **(a) If you wish to sell your Rights in full on ASX**

Follow the instructions on the back of the accompanying Entitlement and Acceptance Form. You can sell your Rights on ASX from 23 March 2015. All sales must be effected by close of trading on 1 April 2015, when Rights trading ends on the ASX. The Company does not accept any responsibility for any failure by your stockbroker to carry out your instructions.

### **(b) If you wish to sell part of your rights on ASX and take up the balance**

Follow the instructions on the back of the accompanying Entitlement and Acceptance Form. You can sell your Rights on ASX from 23 March 2015. All sales must be effected by close of trading on 1 April 2015, when Rights trading ends on the ASX. To take up the remaining part of your Rights, your stockbroker will need to ensure that the completed Entitlement and Acceptance Form reaches the Share Registry by the Closing Date (or such later date as the Directors advise). The Company does not accept any responsibility for any failure by your stockbroker to carry out your instructions.

### **(c) If you wish to transfer all or part of your Rights to another person other than on ASX**

If you hold Shares on the issuer-sponsored register and you wish to transfer all or part of your Rights to another person other than on ASX, forward a completed standard renunciation form (which can be obtained from your stockbroker or the Share Registry) signed by you (as the seller) and the buyer, together with the Entitlement and Acceptance Form completed by the buyer and the buyer's cheque or bank draft for the appropriate Application Moneys to reach the Share Registry by no later than the Closing Date (or such later date as the Directors advise).

If you hold shares on CHESS and you wish to transfer all or part of your Rights to another person other than on ASX, you should contact your sponsoring participant.

If the Share Registry receives both a completed renunciation form and a completed Entitlement and Acceptance Form in favour of the same Shareholder in respect of the same Rights, the renunciation form will be given effect in priority to the acceptance.

### **1.11 Ineligible Shareholders**

The Company has decided that it is unreasonable to make offers under the Rights Issue Offer to Shareholders with registered addresses outside Australia and New Zealand having regard to:

- (a) The number of Shareholders in those places;
- (b) The number and value of the New Shares they would be offered; and
- (c) The cost of complying with the legal and regulatory requirements in those places.

Accordingly, the Rights Issue Offer is not being extended to, and does not qualify for distribution or sale, and no New Shares will be issued under the Rights Issue Offer to Shareholders having registered addresses outside Australia and New Zealand. This Prospectus is being sent to those Shareholders for information purposes only.

Subject to the Company obtaining ASIC approval, the Directors will offer the Rights that would otherwise have been offered to each of those Shareholders to Foxfire Capital Pty Ltd ("**Nominee**"). If there is a viable market in the Rights the Nominee will sell the Rights. Any sale will be at prices and otherwise in a manner determined by the Nominee in its sole discretion. The Nominee will not charge the Company a flat fee of \$6,000 (plus GST) for providing the nominee service for the Ineligible Shareholders.

Neither the Company nor the Nominee will be held liable for failure to sell the Rights or to sell the Rights at any particular price. The proceeds of the sale will be distributed to Shareholders for whose benefit the Rights are sold in proportion to their Shareholding.

If there is no viable market for the Rights, the Rights of Shareholders with registered addresses outside Australia and New Zealand will be allowed to lapse.

If ASIC does not approve the appointment of the Nominee, or an alternative nominee, then no provision will be made for the entitlements of shareholders outside Australia and New Zealand, those Entitlements will lapse and the relevant New Shares will form part of the Shortfall.

### **1.12 Enquiries**

Any questions concerning the Offer should be directed to the Company Secretary, Mr Ramon Jimenez on +61 3 9855 1886.

## 2 Purpose and Effect of the Offer

### 2.1 Purpose of the Offer

The purpose of the Offer is to raise new capital for the Company to fund its ongoing operating and administrative costs and the acquisition of investments.

As at 31 December 2014 the Company held cash of \$62,116. In February 2015 the Company completed the placement of 50,000,000 Shares at an issue price of 0.62 cents (\$0.0062) per Share to raise \$310,000 (before costs).

The Company has entered into a binding Memorandum of Understanding for an investment in the MyGeneration business. This transaction is summarised in section 2.6. The Company estimates that it will require cash of approximately \$400,000 to fund that investment.

In addition the Company is aware that P-Fuel is considering various capital raising initiatives. The Company wishes to ensure that it is in a financial position to acquire further P-Fuel shares on P-Fuel proceedings with the intended rights issue as advised by P-Fuel to its members by letter dated 10 March 2015. See section 2.8.

### 2.2 Effect of the Offer on capital structure

The effect of the Offer on the capital structure of the Company (on an undiluted basis) is set out below.

#### Shares

Shares currently on issue	235,654,476
New Shares offered pursuant to the Offer	157,102,984
<b>Total Shares on issue after the Closing Date</b>	<b>392,757,460</b>

#### Options

Attaching Options offered pursuant to the Offer exercisable at 1.5 cents (\$0.015) per option at any time up until 5pm AEST on 30 June 2018.	157,102,984
Unlisted options exercisable at 8 cents (\$0.08) per option expiring 31 December 2015	25,523,290
Unlisted options exercisable at 5 cents (\$0.05) per option expiring 31 December 2018	37,130,895
<b>Total Options on issue after the Closing Date</b>	<b>219,757,169</b>

#### NOTES:

1. The terms of the February 2015 placement provided for participants to receive one free option exercisable at 1.5 cents (\$0.015) expiring 30 June 2018 for each share subscribed subject to the approval of shareholders of the Company. The 50,000,000 options will only be issued if shareholder approval is obtained. The options are not shown in the table above.
2. The Company will apply for the New Shares and Attaching Options issued pursuant to this Rights Issue to be listed on the Australian Securities Exchange ("ASX"). See Section 1.8 for further details.
3. The Company has issued a total of 9,000,000 Performance Rights to Directors. The Performance Rights will vest and be exercisable into Shares on a one-for-one basis if the relevant Director is still a Director on 30 June 2015 and the 20 day VWAP of Shares prior to 30 June 2015 is at least 4 cents (\$0.04) per Share.

The issue of New Shares under this Prospectus will raise approximately \$785,515 before expenses. In addition to the issue of the New Shares, if all Options are exercised prior to their respective expiry dates, the Company will raise approximately \$6.2 million in addition to the amount raised by the issue of New Shares.

The effect of the Offer on the capital structure of the Company (on a fully diluted basis) is set out below.

Shares currently on issue	235,654,476
New Shares offered pursuant to the Offer	157,102,984
<b>Total Shares on issue after the Closing Date</b>	<b>392,757,460</b>
If all Options are exercised before expiry	219,757,169
<b>Total Shares after issue and exercise of all options</b>	<b>612,514,629</b>

As noted above, the Company has agreed to issue 50,000,000 options to participants in the February 2015 placement subject to obtaining shareholder approval. The options are not included in the table above.

## 2.3 Use of Funds

The funds will be used to pay the ongoing operating and administrative costs of the Company and to fund investments. Please refer to the Application of Funds set out below.

## 2.4 Application of Funds

The funds raised under the Offer will be applied towards the following:

- Investment in the MyGeneration business.
- Other investments including follow-on investments in existing investee entities such as P-Fuel.
- Outstanding creditors.
- Operating and administrative costs and working capital.

Assuming only the minimum subscription of \$325,000 is raised from the Rights Issue Offer and/or the Shortfall Offer, the funds raised will be allocated as follows:

Item	\$
Expenses of the Offer (refer to section 5.5)	23,619
Balance of investment in MyGeneration	
(NB: Initial \$300,000 will be funded from existing cash reserves)	100,000
Outstanding creditors (refer to section 2.5)	100,000
Operating and administrative costs and working capital	101,381
	<b>325,000</b>

Assuming the fully subscription of \$785,515 is raised from the Rights Issue Offer and/or the Shortfall Offer, the funds raised will be allocated as follows:

Item	\$
Expenses of the Offer (refer to section 5.5)	23,619
Balance of investment in MyGeneration	
(NB: Initial \$300,000 will be funded from existing cash reserves)	100,000
Outstanding creditors (refer to section 2.5)	200,000
Potential follow on investment in P-Fuel and other investments	360,000
Operating and administrative costs and working capital	101,896
	<b>785,515</b>

## 2.5 Financial Effect

Set out below is the statement of financial position of the Company as at 31 December 2014 reviewed by Grant Thornton Audit Pty Ltd together with a pro-forma statement that has been adjusted for the impact of transactions after 31 December 2014 and the Rights Issue.

	Auditor Reviewed 31/12/2014	Pro-forma 28/02/2015	Adjustment 2 Rights Issue	Pro-forma Post Rights Issue
	\$	\$	\$	\$
<b>Current Assets</b>				
Cash and cash equivalents	62,116	243,533	761,896	1,067,545
<b>Total Current Assets</b>	62,116			1,067,545
<b>Non-Current Assets</b>				
Other financial assets	598,058			598,058
<b>Total Non-Current Assets</b>	598,058			598,058
<b>Total Assets</b>	660,174			1,665,603
<b>Current Liabilities</b>				
Trade and Other Payables	251,922	69,184		321,106
<b>Total Current Liabilities</b>	251,922			321,106
<b>Non-Current Liabilities</b>				
<b>Total Non-Current Liabilities</b>	--			--
<b>Total Liabilities</b>	251,922			321,106
<b>Net Assets</b>	408,252			1,344,497
<b>Equity</b>				
Issued Capital	13,162,614	294,139	761,896	14,218,649
Reserves	1,456,351			1,456,351
Accumulated Losses	(14,210,713)	(119,790)		(14,330,503)
<b>Total Equity</b>	408,252			1,344,497

**Adjustment 1:** Pro-forma includes transactions of the Company between 1 January 2015 and 28 February 2015 including normal operating costs and costs relating to investments including the MyGeneration investment. The pro-forma also reflects the placement of 50,000,000 Shares at 0.62 cents (\$0.0062) per Share to raise \$310,000 cash less costs of the issue of \$15,861 (net of GST) accrued and written off against issued capital.

**Adjustment 2:** Rights issue of 157,102,984 Shares at 0.5 cents (\$0.005) per Share to raise \$785,515 cash less costs of the issue of \$23,619 to be paid in cash and written off against issued capital.

### Trade and Other payables

The amount of \$321,106 stated above as trade and other payables in the pro-forma statement of financial position post rights issue includes accrued fees and expenses due to Directors or Director related entities totalling \$309,524.

The relevant Directors and related entities are not expected to seek payment of these amounts unless the Company is in a financial position to do so. This expectation is reflected in the application of funds from the Rights Issue (refer section 2.4) where the amount to be paid out to creditors will be determined by the level of funds raised under the Rights Issue.

## 2.6 MyGeneration

The Company has incorporated MyGen Smartphones Pty Ltd ("**MyGen Australia**") as a wholly owned subsidiary and it is in the process of incorporating MyGeneration Smartphones Limited ("**MyGen HK**") as its wholly owned subsidiary in Hong Kong.

The Company has entered into a binding Memorandum of Understanding ("MOU") with Mr Yehuda Szender ("**Mr Szender**" or "**Contracting Party**") under which he has become a director and employee of MyGen HK and cause MyGen HK to establish, develop and conduct a business sourcing and selling "*brand generation and graded*" smartphones. Initially the operations will be set up in Hong Kong and then Singapore and Dubai and other markets. The initial trading hub in Hong Kong will source supply of second hand branded smartphones globally and seek to sell these to global buyers ("**MyGen Business**"). While the MOU is expressed to be binding it provides that a "Definitive Agreement" will be entered



into. In the Company's opinion this will be necessary as various aspects of the arrangement reflected in the MOU require further clarification.

Under the MOU Mr Szender represents that that he has expertise in sourcing and selling "brand generation and graded" smartphones.

Details of Mr Szender's relevant qualifications and experience as provided by Mr Szender to the Company are set out section 2.7 below. Mr Szender's experience and expertise will be critical to the creation of the business proposed to be established. If, for any reason, Mr Szender's services became unavailable to the Company, then the Company would not have the expertise to otherwise establish the MyGen business and its investment in MyGen Australia and in MyGen HK could become valueless, with the consequent adverse impact on the value of your investment in the Company.

It is agreed under the MOU that the Company will initially fund MyGen Australia so that it can subscribe an amount equal to USD 50,000 for 100% of the issued share capital of MyGen HK ("**Initial Capital**") and that the Company will then advance a further amount of USD 250,000 to MyGen HK by way of loan ("**Initial Loan**"). Under the MOU, the Company may advance a further USD30,000 to USD40,000 ("**Further Loan**") to MyGen HK to assist it in establishing the MyGen Business. The Initial Loan is regarded as a long term loan. The Further Loan, which can be recalled at any time, is provided as a short term measure for the trading of smartphones with the margin being applied against operating expenses not covered by the gross margin expected from the Initial Capital and Initial Loan.

The MOU requires that Mr Szender will, using the Initial Capital and the Initial Loan, set up the MyGen Business and secure a supply chain for purchasing smartphones for resale. In return the MOU provides that Mr Szender will provide his services exclusively to MyGen HK and he has already been appointed as Managing Director of MyGen HK which is the trading hub for the new business.

Under the MOU, Mr Szender will manage the business on a day-to-day basis and be responsible for:

- the buying and selling of smartphones;
- maintaining appropriate books and records for the Business which accurately and correctly record all trading and operational transactions; and
- ensuring that all relevant laws and regulations applying to the business are complied with.

Under clause 9 of the MOU, all financial transactions will be controlled by the Company until Mr Szender completes the Earn-In.

The parties have agreed on the following systems, procedures and internal controls for the management of the stock trading and cash payments and receipts of the business. These are summarised below and will form part of a service agreement which is being formalised.

- (a) All proposed purchase orders by MyGen HK for phones must be provided by Mr Szender to MyGen Australia which will place the purchase orders with the supplier and those purchase orders will be satisfied by the Initial Loan funds;
- (b) All phones purchased by MyGen HK will be delivered to MY Gen HK's nominated premises in Hong Kong;
- (c) Mr Szender will be responsible for all logistical requirements for transportation and storage of phones and for delivery of phones to purchasers when sold;
- (d) All sales of phones must be notified by Mr Szender to MyGen in Australia by email and invoices sent to purchasers must be paid in full with payment verified by MyGen Australia before Mr Szender is authorised to release any phones from storage to purchasers;
- (e) All costs of transportation, currency and trading costs will be payable from the Initial Capital subscribed and the proceeds of the Initial Loan (totalling approximately US\$300,000);

- (f) No credit terms will be provided to purchasers;
- (g) A term of purchase of all phones will be that the purchase price of all damaged or faulty goods will be refunded by the supplier unless otherwise agreed to by MyGen HK. For those damaged or faulty phones that cannot be refunded or cannot be resold then the cost will be deducted from the gross margin.

The MOU provides that, if the business meets the following performance targets within five months after the commencement of the business ("**Performance Targets**") then the Mr Szender will have become entitled to be issued with shares in MyGen HK equal to the post-issue share capital of MyGen HK ("**Earn-In**") as follows:

	<b>Cumulative Sales</b>	<b>Gross Margin</b>	<b>% MyGen HK capital to Contracting Party</b>
Level One Targets	USD 10,000,000	4%	60%
Level Two Targets	USD 20,000,000	10%	70%

The MOU does not provide any method of calculation of how a gross margin will be calculated and these and other financial terms relating to the manner in which the MyGen Business is operated are matters which will need to be dealt with in a more detailed agreement proposed to be entered into ("**Definitive Agreement**"). The Definitive Agreement will, among other things, establish mechanisms for internal financial and other controls which will be applicable to the operation of MyGen HK and the MyGen Business so as to be able the parties to verify whether the Targets are met and to fully account for all cash and accounting transactions including debtors, creditors and other liabilities. It is not intended that the Initial Loan will be advanced by to MyGen HK until the Definitive Agreement has been entered into although it is intended that the initial USD50,000 will be subscribed on incorporation of MyGen HK.

While the Company anticipates that the Definitive Agreement will be entered into, there is no assurance that this will occur before the Closing Date and, like all contract negotiations, a possibility exists that a Definitive Agreement will not be agreed and the MyGen Business not be established.

The MOU provides that the Definitive Agreement include a shareholders agreement as an annexure, which will become effective to regulate the affairs of the shareholders in MyGen HK once Mr Szender has caused MyGen HK to achieved the Performance Targets and Mr Szender has become entitled to 60% or 70% (as the case may be) of MyGen HK once the Earn-In is completed.

Clause 18 of the MOU provides if Mr Szender completes the Earn-In then he can, at his option, exchange his then equity in MyGen HK for an equivalent proportion of the issued capital and all other equity interests of or securities issued by the Company. This means that he would become entitled to be issued and allotted that number of shares and other equity interests or security interests such that, after their issue and allotment, he would hold 60% or 70% (as applicable of whatever equity or security interests (such as shares, options, warrants and other convertible instruments then extant. This right to effectively roll his then MyGen HK shareholding into the Company in exchange for such equity and other interests giving him 60% or 70% of each class of same is called the "**Equity Exchange**" in the MOU.

Under clause 19 (which deals with Mr Szender's right not to proceed with the Equity Exchange if he is dissatisfied with due diligence in relation to the Company) and clause 21 of the MOU, Mr Szender's right to the Equity Exchange is expressly made conditional on:

- Due-diligence being first carried out by Mr Szender to his satisfaction by the Contracting Party;
- Approval of the members of the Company in general meeting;
- All regulatory approvals required under the Corporations Act, ASX Listing Rules, ASIC Regulatory Guides and any other relevant laws or regulations being obtained; and

- the Company raising additional capital (\$3,000,000 if the Level One Performance Targets are met or \$5,000,000 if the Level Two Performance Targets are met).

Notwithstanding that the MOU is expressed to give Mr Szender the conditional “right” to be issued new securities well in excess of 20% of the issued capital of the Company, the MOU does not breach the takeover provisions of the Corporations Act because it is compliant with section 609(7) as it is effectively conditional on resolutions being passed in accordance with the requirements of item 7 in the table in section 611 and does not confer any control over, or power to substantially influence, the exercise of a voting right attached to the securities or restrict the Company from issuing any additional securities of any kind. In practical terms clauses 18 to 21 lay out a process to be complied with to enable the Equity Exchange to be implemented but, other than requiring the process to be followed in appropriate circumstances, imposes no obligations or restrictions on the Company which could breach those takeover provisions.

When, and if the Performance Targets are met and Mr Szender completes the Earn-In and becomes entitled to 60% or 70% of the capital of MyGen HK, if he then seeks to exercise the “option” or “right” referred to in clause 18 of the MOU, the Company will commission the requisite expert reports and convene the necessary meeting to enable members to consider, and if thought fit, approve the Equity Exchange. At that stage members will be able to form their own views as to the future control of the Company and vote in favour of, or against, the acquisition as they in their unfettered discretion determine appropriate and in their own best interests.

Importantly, while clause 20 of the MOU requires the Company to recommend the Equity Exchange, if it is put to members for approval, the obligation to do so is expressly made subject to the statutory, fiduciary and other duties of your directors so that they may make proper and appropriate recommendations to members.

Applicants should note that the equity exchange might be deemed by ASX to constitute a significant change in the nature or scale of activities of the Company under Chapter 11 of the ASX Listing Rules. In such a situation, ASX may require the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules if the equity exchange proceeds.

The MOU contains extensive provisions about what happens if the Performance Targets are not achieved the parties fail to agree on revised terms for the Earn-In.

Those provisions proceed on the basis that

- Mr Szender will use his skill and expertise to liquidate the remaining stock held by MyGen HK to the best advantage of MyGen HK;
- MyGen HK will, insofar as possible from those proceeds, repay the Company any Further Loans and the Initial Loan and reimburse the Company various of its costs incurred in the transaction.
- the Initial Capital subscribed by MyGen Australia will be returned to MyGen Australia;
- Any remaining cash surplus and other assets in MyGen HK will be divided equally between Mr Szender and My Gen Australia; and
- MyGen HK 's Business will cease with MyGen HK being voluntarily wound up, de-registered or liquidated.

If the Performance Targets are achieved but MyGen HK is not listed acquired by the Company and is not able to be listed on any other stock exchange then provisions similar to the above apply save that, in recognition of achievement of the Performance Targets, the surplus assets referred to in (d) would be distributed as to 60% or 80% to Mr Szender (depending on the Performance Standard achieved) with the balance being returned to MyGen Australia.

Any division or distribution or return of assets by MyGen HK would, of course, require to be completed in accordance with Hong Kong company law and any other applicable Hong Kong laws.

If the Performance Targets are achieved but the Company does not acquire Mr Szender's interest in MyGen HK, either because Mr Szender is dissatisfied with due diligence investigations in relation to the Company or because the members of the Company do not approve the acquisition or for other reason, then the MOU contemplates listing MyGen HK on a foreign stock exchange.

All of the above matters are to be dealt with in the Definitive Agreement.

## **2.7 Mr Yehuda Szender**

Mr Szender was born in the USA and is currently resident in Hong Kong and will be the key executive managing the operations of MyGen HK. His responsibilities will include:

- Sourcing branded second-hand smartphones
- Grading second-hand smartphones
- Negotiating terms for the acquisition of smartphones;
- Employing, training and managing a sales team;
- Managing relationships with key customers; and
- Procuring and negotiating the sale of smartphones.

Mr Szender has provided the Company with his Resume and the following is a summary of his work and business experience:

- In 2013-2014 Mr Szender worked in a joint venture with a Hong Kong Based company engaged in the sourcing and sale of branded second-hand smartphones. The venture had a trading volume of up to 100,000 mobile phones and the business had a peak turnover of USD\$4M per month. Mr Szender principally worked in sourcing smartphones and he was engaged in some sales activity for the JV with distributors in Hong Kong.
- Between 2010 and 2012 Mr Szender owned and operated an import business in Israel.
- Between 2007 and 2010 Mr Szender was employed by a large duty free retailer of diamonds and jewellery. His role was to source jewellery from Asia and supply it internationally, principally into the US market.
- Between 2006 and 2007 Mr Szender was employed by a mining company in Africa undertaking business development initiatives and sourcing prospective joint venture partners.

Mr Szender has provided the above information to the Company for inclusion in this prospectus and has consented in writing to the inclusion thereof in this prospectus in the form and context in which it appears herein.

## **2.8 P-Fuel**

As a shareholder in P-Fuel, the Company has received a letter from P-Fuel advising that:

- (a) P-Fuel has located a site at Appley Bridge in the United Kingdom for the construction and commissioning of the first P-Fuel plant.
- (b) P-Fuel has recently been granted patents for the "*oil to diesel*" process in Russia and has been granted patents for the "*waste electronics (WEEE)*" process in the USA.

and that P-Fuel proposes to make a pro rata non-renounceable rights issue of ordinary shares on a one-for-three basis at an issue price of \$0.06 (6 cents) to raise up to \$2,272,375.00 before costs.

Under the proposed P-Fuel rights issue the Company would be entitled to subscribe for 6,083,333 new shares in P-Fuel at a cost of \$365,000. The Company may take up part or all of its entitlement under the rights issue. This will be a matter for decision by the directors once the P-Fuel rights issue opens.

Mr Pat Volpe is a Director and substantial shareholder of P-Fuel. Accordingly, Mr Volpe will not participate in any deliberations or decisions of the Board of Directors of the Company regarding the Company's investment in P-Fuel.

### 3 Risk Factors

---

#### 3.1 Speculative Nature of Investment

The below 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 below risk factors, and others not specifically referred to below, may in the future materially affect the financial performance of the Company and the value of the Securities.

Therefore the Securities carry no guarantee with respect to the payment of dividends, returns of capital or their market value. An investment in the Company is speculative. Eligible Shareholders and potential investors should consult their professional advisers before deciding whether to invest.

#### 3.2 Key risks

##### (a) *MyGeneration*

The Company has entered into a binding Memorandum of Understanding to invest in MyGeneration, a start-up business to be established in Hong Kong and managed by the Contracting Party.

Bisan expects to commit approximately \$400,000 to the investment by way of investment in capital and loans to MyGen HK together with the payment of various costs relating to the investment.

A further risk is that it may not be possible for MyGen HK to establish the MyGeneration Business without access to additional funds which the Company may not be able to provide and which may not be available from other sources on acceptable terms or at all.

Further, as set out in section 2.6, there is the risk that the Definitive Agreement contemplated to be entered into may not be able to be entered into for a number of reasons, including the failure of the parties to agree all terms, in which case the My Generation Business will be unable to be established.

There can be no guarantee that the MyGeneration business will trade profitably and accordingly there is no guarantee that the Company will make a profit on its investment or receive back the share and loan capital invested. Applicants should not assume that the Performance Targets will be achieved or, even if they are achieved, that this will mean that the Company is profitable or will become so.

MyGen HK will be significantly reliant on the expertise of the Contracting Party to successfully operate the business. If the Contracting Party were unwilling or unable to perform his role then the business of MyGen HK would be adversely affected. Similarly any breach by the Contracting Party of the terms of the Memorandum of Understanding may adversely affect the business of MyGen HK and the interests of the Company.

It is expected that smartphones will be purchased in various markets and then re-sold into other markets. Trade will be undertaken in a number of currencies and MyGen HK will be exposed to foreign exchange risks including the unforeseen fluctuation in exchange rates.

In undertaking such trading, MyGen HK will be subject to a wide range of contract risks and substantially reliant on its suppliers and customers to comply with their contractual obligations as well as being dependent on service and other third party suppliers and contractors to implement its activities. The failure of these persons or any of them to meet their obligations in a timely manner might have an adverse

financial effect on the My Generation Business and MyGen HK and thus on the Company.

It should be remembered that the MyGen Business is a start-up and, although the Company and its directors consider that the Company is poised, through the My Generation Business plan, to participate in the anticipated world-wide expansion of the *trade in* and *resale* used phone business, which has been estimated to be likely to increase exponentially, the Company has not yet established itself in that market. Accordingly Applicants should recognise that the proposed My Generation Business is speculative in nature and not guaranteed of success.

(b) *P-Fuel*

As at 31 December 2014 the investment in P-Fuel was the largest investment held by the Company. P-Fuel was established in 2005 and has a process that claims to convert both waste plastics and waste oils into diesel. P-Fuel has a commercial plant with a 6,000 t.p.a design capacity that has been partially built but additional funds are required to enable completion and commissioning of the plant.

P-Fuel is not generating revenue at this time and is reliant on raising debt or equity capital to sustain its operations and to continue the development of its business. P-Fuel is not profitable and may never be so.

The nature of P-Fuel's proposed activities involve risks associated with industrial activity including, but not limited to, the following:

- Environmental risks – pollution may result from operations resulting in significant costs for clean up and remediation.
- Regulatory risks – necessary environmental or other approvals may not be obtainable such that operations cannot commence.
- Supply risks – required raw materials (waste plastics/waste oils) may not be able to be sourced at economical prices.
- Revenue risks – the end product may not be able to be sold at economical prices due to fluctuations in commodity prices or changes in the rate at which Government rebates may be received.

P-Fuel has advised the Company that it proposes to undertake a rights issue to raise the necessary capital to construct and commission its first plant at a site in the United Kingdom. If the rights issue is not successful, and P-Fuel is unable to raise funds from another source, then the plant will not be able to be constructed and commissioned.

(c) *Investment activities*

As a company holding investments in a number of other entities that operate in various industries, the Company is indirectly subject to a broad range of factors beyond the control of the Company, including fluctuations in commodity prices, exchange rates and stock market prices.

(d) *Capital, funding and going concern risks*

The Company can only continue as a going concern if it is able to raise equity or debt capital to fund its operations. The Company has priced the securities under this Offer at a level to make the securities attractive for investment to both existing and new Shareholders.

The funds raised under the Offer will enable the Company to meet its operating and administrative costs and to fund investments. Unless the Company is able to generate revenue from its investments, in due course it will be necessary for the Company to raise additional debt or equity capital to continue its operations.

There can be no guarantee that the Company will be able to raise additional equity or debit capital. If the Company is unable to do so then the operating position of the Company may be adversely affected and the Company may not be able to continue as a going concern.

(e) *Profitability*

The Company is not presently profitable and may never be so.

(f) *Ability to attract personnel*

The Company's success depends, in part, on its ability to identify, attract, motivate and retain suitably qualified management personnel. Competition for qualified staff is strong. The inability to access and retain the services of a sufficient number of qualified staff could be disruptive to the Company's development efforts or business development and could materially adversely affect its exploration activity and its operating results.

(g) *Regulatory risk*

Operations by the Company may require approvals from regulatory authorities which may not be forthcoming or which may not be able to be obtained on terms acceptable to the Company. While the Company has no reason to believe that all requisite approvals will not be forthcoming and whilst the Company's obligations for expenditure will be predicated on any requisite approvals being obtained, Eligible Shareholders should be aware that the Company cannot guarantee that any requisite approvals will be obtained. A failure to obtain any approvals would mean that the ability of the Company to make investments may be limited or restricted either in part or absolutely.

The regulatory environment for the Company's activities could change in ways that could substantially increase the Company's liabilities, tax liability or costs of compliance. This could materially and adversely affect the Company's financial position.

(h) *Sovereign risk*

The Company has investments in entities incorporated and operating outside Australia. As a result, the Company will be subject to political, social, economic and other uncertainties including, but not limited to, changes in policies or the personnel administering them, foreign exchange restrictions, changes of law affecting foreign ownership, currency fluctuations, royalties and tax increases in that country. Other potential issues contributing to uncertainty such as repatriation of income, environmental protection and government control over business activities should also be considered.

Potential risk to the Company's activities may occur if there are changes to the political, legal and fiscal systems that might affect the ownership and operation of the Company's interests overseas. This may also include changes in exchange control systems, expropriation of property, changes in government and in legislative and regulatory regimes.

### **3.3 Other risks**

(a) *War and terrorist attacks*

War or terrorist attacks anywhere in the world could result in a decline in economic conditions worldwide or in a particular region. There could also be a resultant material adverse effect on the business, financial condition and financial performance of the Company and its investments.



(b) *Foreign exchange risk*

Revenue and expenditure in overseas jurisdictions are subject to the risk of fluctuations of international currency exchange markets. Foreign taxes, limitation on repatriation of earnings, compliance with foreign accounting and business laws, and cultural differences, carry a certain amount of risk. Fluctuations in exchange rates may adversely affect the Company and its share price. The Company does not at present have any currency hedging in place. *Economic risk and external market factors*

(c) *Economic risk and external market factors*

Factors, such as, but not limited to, political movements, stock market trends, changing customer preferences, interest rates, inflation levels, commodity prices, exchange rates, industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes, may all have an adverse impact on the Company's operating costs, profit and share price. These factors are beyond the control of the Company and the Company cannot, to any degree of certainty, predict how they will impact on the Company.

### **3.4 Risks associated with the Securities**

(a) *Attaching Options may be "out of the money"*

The Attaching Options are currently "out of the money" and may remain so until the Option Expiry Date.

(b) *Dilution*

The interests of Eligible Shareholders who do not participate in the Rights Issue in full and Ineligible Shareholders will be diluted as a result of the Company undertaking the Rights Issue.

(c) *On-going capital requirements for Bisan*

The Company can only continue as a going concern if it is able to raise equity or debt capital to fund its operations in the future. As noted in this Prospectus, the funds raised under the Offer will enable the Company to meet its operating and administrative costs and provide funds for new investments. Bisan may be adversely affected in a material way if, for any reason, access to that capital is not available. There can be no assurance that additional funds will be available. If additional funds should be raised by issuing equity securities, this might result in dilution to the interests of then existing Shareholders.

(d) *Securities Investment*

Eligible Shareholders and potential investors should be aware that there are risks associated with investments in shares of companies listed on a stock exchange. The value of shares can be expected to fluctuate depending on various factors including general worldwide economic conditions, changes in government policies, investor perceptions, movements in interest rates and stock markets, variations in the operating costs and the profit of the Company. Accordingly, assuming that the Securities are granted official quotation by ASX, they may trade on ASX at higher or lower prices than the issue price.

Each Eligible Shareholder and potential investor should consider whether Securities are a suitable investment for them before deciding to invest in the Securities. Any Eligible Shareholder or potential investor in doubt about investing in shares should consult their stockbroker, accountant, lawyer or other professional adviser immediately.

## **4 Rights and Liabilities attaching to Securities**

---

### **4.1 Rights attached to New Shares**

New Shares will, once issued, rank *pari passu* with existing Shares. The rights attached to Shares are:

- (a) set out in the Company's Constitution which may be examined free of charge by appointment between 9.00 am and 5.00 pm on normal business days at the registered office of Bisan at Suite 506, Level 5, 1 Princess Street, Kew, Victoria, 3101; and
- (b) in certain circumstances, regulated by the Corporations Act, the ASX Listing Rules and the general law.

Set out below is a summary of the principal rights attaching to Shares:

(a) *General meetings*

Members are entitled to be present in person, or by proxy, attorney or representative to speak and vote at general meetings of the Company. Members may requisition general meetings in accordance with the Corporations Act and the Constitution of the Company.

(b) *Ranking*

The New Shares will be ordinary shares and rank equally in all respects with the existing Shares of the Company.

(c) *Reports and Notices*

Members are entitled to receive all notices, reports, accounts and other documents required to be furnished to members under the Constitution of the Company and the Corporations Act.

(d) *Voting rights*

At a general meeting of the Company every ordinary member present in person, or by proxy, attorney or representative shall on a show of hands, have one vote and upon a poll every member present in person or by proxy, attorney or representative has one vote for every Share held.

(e) *Issue of further Shares*

The allotment and issue of Shares is under the control of the Directors of the Company. Subject to restrictions on the allotment of Shares to Directors or their associates contained in the Constitution, the Corporations Act, and the ASX Listing Rules, the Directors may allot or otherwise dispose of Shares on such terms and conditions as they see fit.

(f) *Variation of rights*

The rights, privileges and restrictions attaching to Shares can be altered with the approval of a resolution passed at a separate general meeting of the holders of Shares by a three-quarters majority of those holders who, being entitled to do so, vote at that meeting or with the written consent of the holders of at least three-quarters of the Shares on issue, within two months of that general meeting.

(g) *Winding up*

Members will be entitled in a winding up to share in any surplus assets of the Company in proportion to the Shares held by them respectively, less any amount which remains unpaid on their Shares at the time of distribution.

(h) *Dividends*

The Directors may, subject to the Corporations Act and the ASX Listing Rules, declare and authorise the distribution of dividends to be distributed to members according to their rights and interests.

(i) *Transfer of Shares*

Subject to the Constitution of the Company and the Corporations Act the New Shares will be freely transferable.

(j) *Reduction of Capital*

The Company may only reduce its capital in such manner as may be permitted by the provisions of the Corporations Act from time to time.

(k) *Borrowing and Lending Powers*

The Company may borrow and lend in such manner as may be permitted by the provisions of the Corporations Act from time to time.

(l) *Directors*

The Constitution of the Company contains provisions relating to the rotation of Directors (other than Managing Directors / Executive Directors and Alternate Directors).

## 4.2 **CHESS and Bisan Sponsorship**

Bisan participates in CHESS. ASTC, a wholly owned subsidiary of ASX, operates CHESS in accordance with the ASX Listing Rules, the ASTC Settlement Rules and the ACH Clearing Rules. Holders of New Shares will not be issued a certificate but will be issued and sent a confirmation of their allotment of their holding of New Shares.

If you are a sponsored holder in CHESS, you will be sent a confirmation notice by the Share Registry which will set out the number of New Shares issued to you under this Prospectus and provide details of your HIN (holder identification number).

If you are registered on the issuer sponsored sub-register, your holding statement will contain the number of New Shares issued to you under this Prospectus and your SRN (security holder reference number).

A CHESS holding statement or issuer sponsored holding statement will otherwise be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time; however a charge may be made for additional statements.

## 4.3 **Terms and Conditions of Attaching Options**

The Attaching Options will be issued to successful Applicants under the Offer on the basis of one (1) Attaching Option for every one (1) New Share issued.

Each Attaching Option will expire at 5.00pm EST on 30 June 2018 (**Option Expiry Date**). Each Attaching Option may be exercised at any time prior to the Option Expiry Date in accordance with the notice provisions set out below and any Attaching Options not so exercised shall automatically expire on the Option Expiry Date.

The exercise price for the Attaching Options is 1.5 cents (\$0.015) per Attaching Option.

The following is a summary of the rights and liabilities attaching to all Options and which will attach to the Attaching Options once issued.

(a) *Ranking of Share allotted on Exercise of Option*

Each Share allotted as a result of the exercise of an Attaching Option will rank in all respects pari passu with the existing Shares in the Company on issue at the date of allotment.

(b) *Voting*

Attaching Options issued by the Company do not have any voting rights at general meetings of the Company.

(c) *Transfer of an Attaching Option*

Subject to the Constitution of the Company and the Corporations Act the Attaching Options will be freely transferable.

(d) *Method of Exercise of an Attaching Option*

An optionholder may exercise Attaching Options at any time prior to the Option Expiry Date by submitting the relevant Option Exercise Form to the Company's share registry. Forms for exercising Attaching Options are available from the Company's share registry, the Company's website or by contacting the Company directly.

(e) *Participation in New Share Issues*

Attaching Options issued by the Company do not entitle the optionholder to participate in new issues by the Company.

(f) *Change of Options' Exercise Price or the Number of Underlying Shares*

In the event of any reconstruction (including a consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of holders of Attaching Options will be changed to the extent necessary to comply with the Listing Rules at the time of the reorganisation.

(g) *Options to be listed*

The Company intends to make an application for the Attaching Options to be admitted to the official list of ASX.

## 5 Additional Information

### 5.1 Directors' interests and benefits

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director of Bisan, and no firm in which a Director or proposed Director of Bisan is a partner, holds, or held at any time during the last 2 years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of Bisan;
- (b) any property acquired or proposed to be acquired by Bisan in connection with its formation or promotion or in connection with the Offer, or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director or proposed director of Bisan:

- (a) to induce them to become, or to qualify them as, a Director; or
- (b) for services rendered by them in connection with the formation or promotion of Bisan or in connection with the Offer.

Directors are not required under Bisan's constitution to hold any shares in Bisan.

The table below shows the interest of each Director (whether held directly or indirectly) in securities of Bisan as at the date of this Prospectus:

Director	Shares	Options exercisable at 8 cents (\$0.08) expiring 31/12/15	Performance Rights
Patrick John Volpe	15,000,000	Nil	4,000,000
David Herzberg	5,800,000	1,000,000	1,000,000
Avrohom (Avi) Kimelman	13,945,589	2,000,000	4,000,000

Directors may hold the relevant interests in Shares shown above directly, or through holdings by companies, trusts or other persons with whom they are associated.

Management of the placement of any Shortfall is on a best endeavours basis by Foxfire Capital Pty Ltd ("Foxfire"), a company of which Mr Volpe is a holder of 50% of the issued capital and a consultant, on arm's length commercial terms. As stated herein, Foxfire will not place any New Shares (and Attaching Options) forming part of the Shortfall where to do so would result in any person (and his Associates) acquiring in excess of 19.9% of the issues capital of the Company as it will exist on completion of the Offer. Foxfire is the holder of an Australian Financial Services Licence (AFSL) and will be paid a commission of 5% (plus GST) of the amount of funds raised from the placement of the Shortfall.

In February 2015 Foxfire placed 50,000,000 Shares with free attaching options at an issue price of 0.62 cents (\$0.0062) per Share raising \$310,000. Foxfire will be paid a fee of 5% (plus GST) of the funds raised – the fee is \$17,050.

Subject to the Company obtaining ASIC approval, Foxfire will act as nominee to attempt to sell the Rights of shareholders with a registered address outside of Australia and New

Zealand that are ineligible to participate in the Offer. Foxfire will be paid a fee of \$6,000 (plus GST) for managing the nominee sale procedure.

The non-interested directors have determined that these arrangements are on terms that:

- (a) would be reasonable in the circumstances if the Company and Foxfire were dealing at arm's length; or
- (b) are less favourable to Foxfire than such terms noted in the bullet point above.

## 5.2 Interests of other persons

Other than as set out below or elsewhere in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, and no promoter of Bisan holds, or held at any time during the last 2 years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of Bisan;
- (b) any property acquired or proposed to be acquired by Bisan in connection with its formation or promotion or in connection with the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given to any of these persons for services rendered by them in connection with the formation or promotion of Bisan or in connection with the Offer.

## 5.3 Effect of full subscription by major shareholders

In this section a major shareholder is a shareholder of the Company with a voting power of greater than 5% on 17 March 2015 (the day prior to the date of this Prospectus).

The table below shows the effect on the number of shares held by the major shareholders if they apply for their full entitlement (not including any participation in the Shortfall, if any) and all the other shareholders also apply for their full entitlements:

Scenarios	Total Shares	Number Shares Mining Investments Limited	Number Shares Vermar Pty Ltd	Number Shares Kushkush Investments Pty Ltd	Number Shares Polarity B Pty Ltd
Before issue	235,654,476	16,000,000	15,000,000	13,945,589	25,129,032
Rights issue	157,102,984	10,666,667	10,000,000	9,297,059	16,752,688
	392,757,460	26,666,667	25,000,000	23,242,648	41,881,720

If the major shareholders subscribe for their entitlement (not including any participation in the Shortfall, if any) and the other shareholders subscribe for 0%, 25%, 50%, 75% or 100% of their entitlements under the offer then the voting power of the major shareholders will be as follows:

Subscription by other shareholders	Total Shares	Voting power Mining Investments Limited	Voting power Vermar Pty Ltd*	Voting power Kushkush Investments Pty Ltd*	Voting power Polarity B Pty Ltd	Total Voting Power Major Holders
100%	392,757,460	6.79%	6.37%	5.92%	10.66%	29.74%
75%	365,160,818	7.30%	6.85%	6.37%	11.47%	31.98%
50%	337,564,175	7.90%	7.41%	6.89%	12.41%	34.60%
25%	309,967,533	8.60%	8.07%	7.50%	13.51%	37.68%
0%	282,370,890	9.44%	8.85%	8.23%	14.83%	41.36%

\* Vermar Pty Ltd (and its associates) and Kushkush Investments Pty Ltd (and its associates) are entities related to Directors of the Company and are ineligible to participate in any Shortfall Offer.

If the major shareholders were to exercise the Options received under the Rights Issue then their voting power in the Company may increase further. Any increase in voting power as a result of the exercise of Options would be restricted by the takeover provisions of the Corporations Act unless an exception applied. There are too many different potential scenarios of voting power outcomes for it to be practical to include further calculations in this document.

If ASIC does not approve the appointment of Foxfire, or another suitable nominee, to sell the Entitlements of Ineligible Shareholders then Shareholders will not be able to rely on the exception provided by item 10 of section 611 of the Corporations Act which would permit them to increase their voting power in the Company beyond 19.9% without contravening section 606 of the Corporations Act.

In that situation, no Eligible Shareholder (or any of their associates) will be able to acquire Shares under the Offer if the result of the acquisition was to increase their voting power in the Company beyond 19.9%.

## 5.4 Consents

Each of the parties referred to in this section:

- (a) has not authorised or caused the issue of this Prospectus;
- (b) does not make, or purport to make, any statement in this Prospectus other than as specified in this section;
- (c) has not made any statement on which a statement in this Prospectus is based, other than as specified in this section; and
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus other than the reference to its name and the

statement (if any) included in this Prospectus with the consent of that party as specified in this section.

Foxfire has given and, at the time of lodgement of this Prospectus, has not withdrawn its written consent to being named in this Prospectus as manager of the placement of any Shortfall in respect of the Offer, and as nominee for the sale of the Rights of ineligible shareholders, in the form and context in which it is named.

Grant Thornton Audit Pty Ltd has given and, at the time of lodgement of this Prospectus, has not withdrawn its written consent to being named in this Prospectus as auditors to Bisan in the form and context in which it is named.

## **5.5 Expenses of the Rights Issue**

The estimated costs of the Offer are:

ASIC fees	\$2,907
ASX fees	\$4,212
Foxfire – fee for nominee service	\$6,000
Legal fees	\$2,500
Printing and postage	\$3,000
Share registry fees	\$5,000
<b>TOTAL</b>	<b><u>\$23,619</u></b>

These expenses are payable by the Company. The expenses are shown net of GST.

The fee of \$6,000 (plus GST) to Foxfire will only be payable if ASIC approves the appointment of Foxfire as nominee.

Foxfire will be paid a fee of 5% (plus GST) of the proceeds raised from the placement of any Shortfall. The Company cannot determine the extent of any Shortfall and it is not possible to calculate the fee that may be payable.

## **5.6 Market Price of Shares**

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market sale prices of the Company's Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest:	1.5 cents per Share	17 March 2015
Lowest:	0.6 cents per Share	6 January 2015

The closing sale price of the Company's Shares on ASX on the day prior to the lodgement of this Prospectus with the ASIC was 1.5 cents on 17 March 2015.

## **5.7 Litigation**

Neither the Company nor any of its subsidiaries are presently involved in litigation and the Directors are not aware of any basis on which any litigation against the Company or any of its subsidiaries may arise.

## **5.8 Taxation implications**

The Directors do not consider that it is appropriate to give Shareholders or other potential Applicants advice regarding the taxation consequences of applying for New Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation consequences. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders or other potential Applicants. Potential Applicants should, therefore, consult their own professional tax



adviser in connection with the taxation implications of subscribing for New Shares offered pursuant to this Prospectus.

## **5.9 Electronic Prospectus**

Pursuant to Class Order 00/44, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic Entitlement and Acceptance Forms on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic Entitlement and Acceptance Form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Entitlement and Acceptance Form. If you have not, please phone the Company on +61 3 9855 1886 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The New Shares will only be issued on receipt of an Entitlement and Acceptance Form issued together with this Prospectus. The Company reserves the right not to accept an Entitlement and Acceptance Form from a person if it has reason to believe that when that person was given access to the electronic Entitlement and Acceptance Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

## **6 Continuous Disclosure Obligations**

---

### **6.1 Nature of this Prospectus**

This Prospectus is issued under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act. This enables listed disclosing entities to issue a prospectus with less rigorous disclosure requirements if:

- (a) the securities offered by the prospectus are in a class of securities that have been quoted securities at all times in the 3 months before the date of the prospectus; and
- (b) the Company is not subject to certain exemptions or declarations prescribed by the Corporations Act.

Securities are quoted securities if:

- (a) the Company is included in the official list of ASX; and
- (b) the ASX Listing Rules apply to those securities.

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

- (a) the effect of the Offer on the Company; and
- (b) the rights and liabilities attaching to the New Shares offered by this Prospectus.

As Bisan has been listed on ASX since 29 January 1987, a substantial amount of information concerning Bisan has previously been notified to ASX and is therefore publicly available.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to Bisan 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. Eligible Shareholders should therefore also have regard to the other publicly available information in relation to Bisan before making a decision whether or not to invest in the New Shares. Information can be accessed from ASX.

### **6.2 Regular reporting and disclosure obligations**

Bisan is a disclosing entity under the Corporations Act. As a disclosing entity it is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules.

These obligations require Bisan to notify ASX of information about specified events and matters as they arise for the purposes of ASX making that information available to the stock market conducted by ASX. In particular, Bisan has an obligation under the ASX Listing Rules (subject to certain limited exceptions) to notify ASX immediately of any information of which it becomes aware concerning Bisan which a reasonable person would expect to have a material effect on the price or value of securities in Bisan.

Bisan is also required to prepare and lodge with ASIC both yearly and half yearly financial statements accompanied by a Directors' statement and report and an auditor's report.

All announcements made by Bisan are available from ASX.

Having taken such precautions and having made such enquiries as are reasonable, Bisan believes that it has complied with the general and specific requirements of the ASX (as applicable from time to time throughout the 12 months before the issue of this Prospectus) which require Bisan to notify ASX of information about specified events or matters as they arise, for the purpose of the ASX making that information available to the market.

Bisan believes there is no other information that Shareholders or investors would reasonably require for the purposes of making an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of Bisan and the rights and obligations attaching to the New Shares under this Prospectus, which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules.

### 6.3 Documents available for inspection

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

- (a) this Prospectus;
- (b) the constitution of Bisan; and
- (c) the consents referred to in section 5.4 of this Prospectus.

### 6.4 Your right to obtain copies of Bisan's documents

Copies of any documents in relation to Bisan which are lodged with ASIC may be obtained from, or inspected at, an ASIC office.

During the period that the Offer remains open, Bisan will provide copies of the following to any person on request, free of charge:

- (a) Bisan's financial report for the half-year ended 31 December 2014 lodged with ASIC;
- (b) Bisan's annual financial report for the year ended 30 June 2014 being the last annual financial report that has been lodged with ASIC before lodgement of this Prospectus; and
- (c) any continuous disclosure notices used to notify ASX of information relating to Bisan in the twelve months preceding the date of lodgement of this Prospectus.

The following documents were lodged by Bisan with ASX during this period:

Title of Notice as lodged with ASX	Lodgement Date
Rights Issue Revised Timetable and Appendix 3B	16/03/2015
Issue Update	13/03/2015
Appendix 3B	06/03/2015
Issue of Performance Rights – Appending 3B and Appendix 3Y x3	02/03/2015
Change in substantial holding	02/03/2015
Half Year Report – 31 December 2014	27/02/2015
Bisan Signs Binding M.O.U – Investor Presentation	26/02/2015
Change in substantial holding - Kushkush Investments Pty Ltd	25/02/2015
Change in substantial holding - Vermar Pty Ltd	23/02/2015
Becoming a substantial holder	18/02/2015
Placement	17/02/2015
Bisan new subsidiary MyGeneration Smartphones	13/02/2015
Renounceable issue	13/02/2015
Trading Halt	11/02/2015
Change in substantial holding – Mr Jason Peterson	04/02/2015
P-Fuel (P2D) Russian Patent Granted	12/01/2015
Pencil Hill Investment Not Proceeding	06/01/2015
Pencil Hill Update	12/12/2014
Issue of Unlisted Options - Appendix 3B	03/12/2014

Results of 2014 Annual General Meeting	28/11/2014
P-Fuel USA Patent Granted – Russia to Follow	13/11/2014
Notice of Annual General Meeting/Proxy Form	29/10/2014
Pencil Hill – Potential Large Graphite Deposit in Botswana	22/10/2014
Trading Halt	20/10/2014
Presentation Pencil Hill	30/09/2014
Annual Report – 30 June 2014	25/09/2014
Significant Graphite in Trenching at Pencil Hill Project	10/09/2014
Trading Halt	09/09/2014
Trading Halt	09/09/2014
Preliminary Final Report – 30 June 2014	29/08/2014
Significant Graphite Discovery at Pencil Hill Project	20/08/2014
Trading Halt	18/08/2014
Ceasing to be Substantial Shareholder – Jascot Rise Pty Ltd	14/08/2014
Gippsland selected for P-Fuel West Plastic to Diesel Site	12/08/2014
Change in Substantial Holding – Kushkush Investments Pty Ltd	31/07/2014
Change in Substantial Holding – Vermar Pty Ltd	30/07/2014
Share Placement – Cleansing Notice and Appendix 3B	29/07/2014
Drilling to Commence at Pencil Hill Graphite Project	29/07/2014
Graphite – New Investment for Bisan and P-Fuel with Raising	23/07/2014
Trading Halt	21/07/2014
Bisan to increase interest in P-Fuel Limited	17/07/2014
Bisan Makes Further Investment in World Oil Resources Ltd	14/07/2014
Resignation of Director	22/04/2014
Ceasing to be a substantial holder from LMC	03/04/2014
New Constitution	18/03/2014
Removal of Director	18/03/2014
Results of Extraordinary General Meeting	18/03/2014

## **7 Director's authorisation**

---

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

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

Each of the Directors of the Company has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board.

Dated: 18 March 2015



Patrick Volpe  
Director

## 8 Glossary

---

<b>ACH Clearing Rules</b>	The official clearing rules of the Australian Clearing House Pty Ltd ABN 48 001 314 503.
<b>AEST</b>	Australian Eastern Standard Time.
<b>Applicant</b>	An Eligible Shareholder who applies for New Shares.
<b>Application</b>	An application for New Shares.
<b>Application Moneys</b>	Money received by the Company in respect of Applications.
<b>ASIC</b>	Australian Securities & Investments Commission.
<b>Associate</b>	An Associate within the meaning of that term as defined in the Corporations Act.
<b>ASTC</b>	ASX Settlement and Transfer Corporation Pty Ltd ABN 49 008 504 532.
<b>ASTC Settlement Rules</b>	The official settlement rules of ASTC.
<b>ASX</b>	ASX Limited ABN 98 008 624 691.
<b>ASX Listing Rules</b>	The official listing rules of the ASX.
<b>Attaching Options</b>	The Options offered in this Prospectus to be issued free to successful Applicants under the Offer on the basis of 1 free Attaching Option for every 1 New Share issued, the terms of which are set out in Section 4.
<b>Bisan or Company</b>	Bisan Limited ABN 75 006 301 800
<b>Board or Board of Directors</b>	The board of directors of the Company.
<b>Business Day</b>	A day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Melbourne, Australia.
<b>CHESS</b>	Clearing House Electronic Subregister System operated by ASTC
<b>Closing Date</b>	5.00 pm AEST on 10 April 2015.
<b>Contracting Party</b>	Yehuda Szender.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	The directors of the Company.
<b>Eligible Shareholders</b>	A Shareholder whose registered address is in Australia or New Zealand and who is a Shareholder at 5.00 pm (AEST) on the Record Date
<b>Electronic Prospectus</b>	The electronic copy of this Prospectus located on ASX website.
<b>Entitlement or Right</b>	Entitlement of Eligible Shareholders to subscribe for 2 New Shares for every 3 Shares held by them as at the Record Date plus 1 Attaching Option, and <b>Rights</b> has a corresponding meaning.
<b>Entitlement and Acceptance Form</b>	The personalised entitlement and acceptance form accompanying this Prospectus,
<b>MyGeneration</b>	The business of sourcing and selling “brand generation and

	graded” smartphones.
<b>MyGen Australia</b>	My Generation Smartphones Pty Ltd (ACN 604 199 975).
<b>MyGen HK</b>	A Hong Kong company which is a 100% owned subsidiary of MyGen Australia which will act as the trading hub for the purchase and sale of branded second hand smartphones.
<b>New Shares</b>	The Shares to be issued in the Company under this Prospectus.
<b>Nominee</b>	Foxfire Capital Pty Ltd (ACN 147 300 865).
<b>Offer</b>	The offer of New Shares and free Attaching Options pursuant to this Prospectus.
<b>Opening Date</b>	9.00 am AEST on 30 March 2015.
<b>Option</b>	An option to acquire a Share.
<b>Option Expiry Date</b>	Has the meaning given to that term in Section 4.3 of this Prospectus.
<b>P-Fuel</b>	P-Fuel Limited (ACN 115 932 744).
<b>Privacy Act</b>	<i>Privacy Act 1988</i> (Cth).
<b>Prospectus</b>	This Prospectus dated 18 March 2015.
<b>Record Date</b>	5.00 pm AEST on 25 March 2015.
<b>Rights Issue</b>	Has the meaning given to that term on the cover page of this Prospectus.
<b>Securities</b>	The New Shares and the Attaching Options.
<b>Shareholders</b>	Registered holders of Shares.
<b>Share Registry</b>	Computershare Investor Services Pty Ltd.
<b>Shares</b>	Fully paid ordinary shares in the capital of Bisan.
<b>Shortfall</b>	The difference between the total number of Securities offered to Eligible Shareholders under the Offer and the number of Securities applied for on a pro rata basis in exercising the Entitlements.
<b>Shortfall Offer</b>	The offer of the Shortfall to persons located and receiving this Prospectus in Australia.
<b>Shortfall Shares</b>	New Shares not subscribed for prior to the close of the Offer.