

MIGHTY KINGDOM LIMITED
ACN 627 145 260

Prospectus

For the offer of up to 10,000 Shares in the capital of the Company at an issue price of \$0.003 per Share to raise up to \$30 (before expenses).

This Prospectus has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date. The Offer is only available to those who are personally invited to accept the Offer. Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Shares being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Shares offered under this Prospectus should be considered speculative.

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1. CORPORATE DIRECTORY

Directors

David Butorac
Non-Executive Chair

Ian Hogg
Non-Executive Director

Mark Aubrey
Non-Executive Director

Chris Whiteman
Non-Executive Director

David Yin**
Chief Executive Officer

Simon Rabbitt
CFO / COO

Katelyn Adams
Company Secretary

Auditor*

Grant Thornton
Level 3 170 Frome Street
Adelaide SA 5000

Share Registry*

Computershare Investor Services Pty Ltd
Level 5
115 Grenfell Street
Adelaide, South Australia 5000

Phone: 1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)

Email: www.investorcentre.com/contact
Web: www.computershare.com

Registered Office

Level 1, 169 Fullarton Road
Dulwich SA 5065

Email: investorrealitions@mightykingdom.com
Website: www.mightykingdom.com

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

** David Yin is proposed to be a director of the Company in the near future but not formally appointed as at the date of this Prospectus.

2. TIMETABLE AND IMPORTANT NOTES

2.1 Timetable

Action	Date
Lodgement of Prospectus with the ASIC and ASX	Tuesday 11 June 2024
Opening Date	Tuesday 11 June 2024
Closing Date*	Friday 14 June 2024
Expected date of Official Quotation of the Shares	Friday 21 June 2024

* The Directors reserve the right to bring forward or extend the Closing Date at any time after the Opening Date without notice. As such, the date the Shares are expected to commence trading on ASX may vary with any change in the Closing Date.

2.2 Important Notes

This Prospectus is dated 11 June 2024 and was lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

The Offer is only available to those who are personally invited to accept the Offer. Applications for Shares offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

2.3 Web Site – Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.mightykingdom.com.au. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

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

2.4 Website

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

2.5 Risk Factors

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 6 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

2.6 Overseas Investors

The distribution of this Prospectus in jurisdictions outside Australia 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. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

2.7 Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offer described in this Prospectus which is not contained in this Prospectus. Any information not so contained may not be relied upon as having been authorised by the Company or any other person in connection with the Offer. You should rely only on information in this Prospectus.

3. DETAILS OF THE OFFER

3.1 Offer

Under this Prospectus, the Company invites investors identified by the Directors to apply for up to 10,000 Shares at an issue price of \$0.003 per Share to raise up to \$30 (before expenses).

The Offer will only be extended to specific parties on invitation from the Directors. Application Forms will only be provided by the Company to these parties.

All of the Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus.

3.2 Objective

The Company is seeking to raise only a nominal amount of \$30 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital.

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Shares issued by the Company prior to the Closing Date.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - (i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

3.3 Application for Shares

Applications for Shares must be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus.

Payment for the Shares must be made in full at the issue price of \$0.003 per Share.

Completed Application Forms must be mailed or delivered to the Company as follows:

Delivery by hand	Delivery by post
Level 1, 169 Fullarton Road Dulwich SA 5065	Level 1, 169 Fullarton Road Dulwich SA 5065

Payment is to be as directed by the Company with funds to be received no later than the Closing Date.

3.4 Minimum subscription

There is no minimum subscription.

3.5 Issue of Shares

Issue of Shares under the Offer will take place as soon as practicable after the Closing Date. Application monies will be held in a separate subscription account until the Shares are issued. This account will be established and kept by the Company in trust for each Applicant. Any interest earned on the application monies will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued and each Applicant waives the right to claim any interest.

The Directors will determine the recipients of all the Shares. The Directors reserve the right to reject any application or to allocate any Applicant fewer Shares than the number applied for.

Where the number of Shares issued is less than the number applied for, the surplus monies will be returned by cheque as soon as practicable after the Closing Date. Where no issue of Shares is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

3.6 ASX listing

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made within 7 days of the date of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

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

3.7 Restrictions on the distribution of the Prospectus

The distribution of this Prospectus outside Australia may be restricted by law.

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Shares on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

3.8 Enquiries

Any questions concerning the Offer should be directed to the Company at investorrelations@mightykingdom.com

4. PURPOSE AND EFFECT OF THE OFFER

4.1 Purpose of the Offer

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Shares issued by the Company prior to the Closing Date (including prior to the date of this Prospectus). All of the funds raised from the Offer will be applied towards the expenses of the Offer. Refer to Section 7.9 of this Prospectus for further details relating to the estimated expenses of the Offer.

4.2 Effect of the Offer on capital structure

The effect of the Offer on the Company's capital structure is set out below.

Shares¹	Number
Shares currently on issue ^{1, 2}	2,497,599,702
Shares offered under this Prospectus	10,000
Total Shares on issue on completion of the Offer ³	2,497,609,702

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 5 of this Prospectus.
2. This assumes the Offer is fully subscribed.

4.3 Financial effect of the Offer

After expenses of the Offer of approximately \$5,000, there will be no proceeds from the Offer. The expenses of the Offer (exceeding \$30) will be met from the Company's existing cash reserves.

As such, the Offer will have an effect on the Company's financial position, being receipt of funds of \$30 less costs of preparing the Prospectus of approximately \$5,000.

5. RIGHTS AND LIABILITIES ATTACHING TO SHARES

The following table summarises the significant rights, liabilities and obligations attaching to Shares and describes other material provisions of the Constitution. It assumes that the Company has been admitted to the Official List. It should not be treated as a definitive statement of the rights and liabilities of Shareholders, which arise under each of the Constitution, the Corporations, the ASX Listing Rules, the ASX Settlement Operating Rules and the general law.

Material provision	Description (summary)
Meetings of members	Each Shareholder is entitled to receive notice of, and to attend and vote at general meetings of the Company, and to receive all financial and other supporting materials required to be sent to shareholders under the Constitution, the Corporations Act and the ASX Listing Rules.
Voting at a general meeting	At a general meeting of the Company, every Shareholder present in person or by proxy is entitled to one vote on a show of hands and one vote per fully paid Share held, on a poll. In the case of an equality of votes on a resolution at a general meeting, the chair does not have a second or casting vote.
Dividends	Subject to the Constitution, the Corporations Act and any special conditions or rights as to dividends attaching to any shares, the Directors shall be entitled to pay, resolve to pay or declare any dividend. The Directors may fix the amount, time and method of payment of dividends (which may be by paying cash, issuing shares, granting options or transferring assets).
Dividend reinvestment plan	The Board may establish a dividend selection plan or bonus Share plan or dividend reinvestment plan on any terms, under which participants may elect in respect of all or part of their Shares to receive a dividend from the Company in whole or in part or to forego a dividend and receive some other form of distribution or entitlement (including Securities) from the Company or another body corporate or trust.
Authority to capitalise profits	<p>The Constitution authorises the Directors to resolve to capitalise profits or other amounts standing to the credit of any reserve account and otherwise available for distribution to Shareholders, and to apply those amounts to benefit Shareholders in the proportions to which those Shareholders would have been entitled if the sum had been distributed by way of a dividend, in all or partly the following manners:</p> <ul style="list-style-type: none">• by paying up any amounts unpaid on Share held by Shareholders; or

	<ul style="list-style-type: none"> by paying up in full unissued Shares or debentures to be issued to Shareholders as fully paid.
Transfers of shares	Subject to the Constitution and any restrictions attached to any share or class of shares, Shares may be transferred by proper ASTC transfer (effected in accordance with the ASX Settlement Operating Rules, Corporations Regulations and ASX Listing Rules) or by a written transfer in any usual form or any other form approved by the Directors and permitted by relevant laws and ASX requirements. The Directors may, in circumstances permitted under the ASX Listing Rules or ASX Settlement Operating Rules, decline to register, or prevent registration of, a transfer of Shares or apply a holding lock to prevent a transfer. If the Directors decline to register a transfer, the Company must give the party lodging the transfer written notice of the refusal and the reason for the refusal.
Employee share scheme	The Directors may at their discretion introduce an employee share scheme under which the Company may issue Securities in the Company to employees in any manner permitted by the Constitution, the Corporations Act, the ASX Listing Rules and general law.
Issue of further Shares	Subject to the Constitution and the ASX Listing Rules, the Directors may issue new Shares with or without any special conditions, preferences or priority either as to dividends or capital or both, and with any other special rights or advantages, as they think fit.
Winding up	If the Company is wound up then, subject to the rights or restrictions attaching to any share or class of shares, surplus assets must be divided among the Shareholders in proportion to the number of shares held by them, irrespective of the amounts paid or credited as paid on the shares.
Directors – appointment and rotation	<p>Unless otherwise resolved by a Shareholders at a general meeting, the number of Directors should be not less than three and no more than nine.</p> <p>Directors are elected or re-elected by Shareholders at a general meeting. The Directors may also appoint a Director to fill a casual vacancy on the Board or in addition to the existing Directors. However, that Director must retire and stand for re-election at the next annual general meeting of the Company.</p> <p>Retirement of Directors will occur on a rotational basis so that no Director (other than the managing director) may hold office without re-election after three years or beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected (whichever is later).</p>
Directors - voting	Questions arising at a meeting of the Board must be

	<p>decided by a majority of the votes of the Directors present at the meeting and entitled to vote on the matter. In the case of an equality of votes on a resolution, the chair does not have a second or casting vote.</p>
Directors - remuneration	<p>The Company may pay the Directors remuneration for carrying out their duties and responsibilities as a director and Directors are entitled to be reimbursed for travelling and other expenses properly incurred in attending Board meetings or general meetings of the Company, or otherwise in connection with the Company's business.</p> <p>The remuneration of executive Directors will be determined by the Board and must not include a commission on or percentage of operating revenue.</p> <p>The remuneration of Non-Executive Directors must be affixed sum for each Director and the total amount of a non-executive directors fees payable must not exceed the amount set by a resolution of Shareholders. The current maximum aggregate sum of Non-Executive Directors remuneration is \$600,000 per annum. Any changes to this amount must be approved by Shareholders.</p> <p>If a Director renders or is called upon to perform extra services, the Directors may arrange for special remuneration to be paid to that Directors. Payments to retiring directors are also permitted in certain circumstances allowed by applicable law.</p> <p>Directors remuneration and benefits are discussed further in Section 8.2(b).</p>
Directors - indemnities	<p>To the extent permitted by law, the Directors may determine that the Company indemnify any Director, Company Secretary or other officer of the Company (including legal costs incurred in defence a claim) in their capacity as an officer of the Company.</p> <p>The Company has entered into deeds of indemnity, access and insurance with each Director. See Section 8.2(d) for further details.</p>
Sale of non-marketable parcels	<p>The Company may sell the shares of a Shareholder who holds less than a marketable parcel of shares, in accordance with the procedures set out in the Constitution. A marketable parcel is defined in the ASX Listing Rules and is, generally, a holding of Shares with a market value of less than \$500.</p>
Share buy-backs	<p>The Company may buy back shares in itself in accordance with the Corporations Act and, where applicable, the ASX Listing Rules.</p>
Reduction of share capital	<p>The Company may reduce its share capital in any manner permitted by the Corporations Act.</p>

Proportional takeover provisions	The Constitution contains provisions requiring Shareholder approval before any proportional takeover bid can proceed.
Amendments to Constitution	The Constitution may only be amended in accordance with the Corporations Act, which requires any amendments to be approved by at least 75% of Shareholders present (in person or by proxy) and entitled to vote on the resolution.
Variation of class rights	At present, the Company has only one class of shares on issue. If the capital of the Company is divided into different classes of shares in futures then the rights attaching to any class of shares may only be varied by a resolution of 75% of Shareholders present (in person or by proxy) and entitled to vote on the resolution and 75% of the Shareholders holding shares of the relevant class present (in person or by proxy) and entitled to vote on the resolution.

6. RISK FACTORS

6.1 Introduction

This Section provides an overview of the key risks associated with an investment in the Company. Some of these risks are specific to Mighty Kingdom, others are risks relevant to all participants in the global games market or to investments in Australian company shares generally.

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

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

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

If you are unclear on the potential risks associated with an investment in the Company, or if you are uncertain as to whether the Company is a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.

6.2 Specific Risks to Mighty Kingdom

Overview of key risks specific to Mighty Kingdom

History of operating losses	Mighty Kingdom has a history of operating losses and there is no guarantee that its future activities (including new game releases) will be commercially successful. There is also a risk that Mighty Kingdom's historical investment in game and original IP development will not be recovered from future earnings.
Access to capital	Game development is a capital-intensive undertaking that requires the Company to expend significant resources to develop a game over a substantial period of time, often before any investment is fully recouped. Therefore, Mighty Kingdom's ability to fund such projects, and raise additional capital as and when required, is critical to the Company's success. Mighty Kingdom's ability to raise additional funds may be affected by factors beyond the control of the Company. Any failure to raise sufficient capital at appropriate times could have a material adverse effect on Mighty Kingdom's financial position and prospects.
Project cost overruns and delay	Game development, from idea generation to product release, is a lengthy and complex undertaking that is susceptible to delays and cost overruns. Some of these delays and cost overruns may be outside the control of Mighty Kingdom and may be driven by factors such as changing consumer preferences (necessitating a change to the design

	<p>of the game), technical issues (requiring the attention of highly skilled technical staff) or partner-related issues (e.g., delays in the release of the partner's media or IP underpinning the game).</p> <p>Project cost overruns and delays are likely to have an adverse effect on Mighty Kingdom's cash flow, margins and overall financial performance.</p> <p>Under "work for hire" projects, project delays or missing delivery milestones can result in cost overruns or the work for hire contract being terminated. If the work for hire contract is terminated, Mighty Kingdom is no longer entitled to future milestone payments under that contract and applicable development costs may not be fully recouped.</p> <p>Under Co Development and original IP projects, Mighty Kingdom will carry the cost of development while there is a project delay, as Mighty Kingdom does not typically start to earn any substantial revenue from these projects until the game is launched in market.</p>
Recruitment and retention of talent	<p>In order to effectively operate its business, execute its growth strategy and remain competitive, Mighty Kingdom must identify, recruit and retain suitably qualified and experienced personnel.</p> <p>The departure of skilled technical staff and key management, or the inability to attract new, suitably qualified and experienced employees, may adversely affect Mighty Kingdom's ability to service its existing contracts, produce market leading games and to remain competitive with other top tier developers, preventing Mighty Kingdom from meeting key objectives and achieving the desired growth.</p>
Reliance on third parties	<p>Mighty Kingdom relies on third-party distribution channels (such as the virtual App stores operated by Google, Apple and Amazon) and third-party software vendors to operate its business. Any change to the business policies and practices of these third parties could have an adverse impact on Mighty Kingdom and its overall financial position and prospects.</p> <p>Access to the digital distribution channels and third-party software on which Mighty Kingdom relies may be disrupted by events outside of Mighty Kingdom's control (such as server outages, computer viruses, downtime due to unforeseen maintenance, or interference by hackers). Such disruption could materially adversely affect Mighty Kingdom's ability to distribute its games, resulting in loss of revenue and an overall adverse impact on Mighty Kingdom's cash flow, margins and overall financial performance.</p> <p>Mighty Kingdom cannot guarantee that it will always be permitted to distribute its mobile games through the virtual app stores operated by Apple, Google and Amazon. Any restriction on Mighty Kingdom's ability to distribute its mobile games through those platforms would have a material adverse effect on Mighty Kingdom and its overall financial position and prospects.</p> <p>Mighty Kingdom cannot guarantee that third-party software vendors will continue to make their products available to Mighty Kingdom and its customers, or that such products will be offered at the same price or on the same terms. Any variation to the terms and conditions on which third-party software products are offered, or any withdrawal of those products from the market, or any limitation on their distribution, could have a material adverse effect on Mighty Kingdom and its overall financial</p>

	position and prospects.
Competition	<p>Mighty Kingdom operates in the highly competitive global interactive games market, where technological innovation is essential to keep up with changing consumer preferences and the emergence of new or competing products, platforms and technologies.</p> <p>Significant ongoing investment will be required to ensure that Mighty Kingdom has the ongoing capacity to develop high quality, market-leading games, including a commitment of resources across key inputs (infrastructure, design, engineering, and human capital). There is no assurance that Mighty Kingdom will have the necessary resources to maintain and develop its technology to the required standards to keep up with its competitors, or that Mighty Kingdom will have the capacity to identify and respond to market changes (including changing consumer preferences) within the required time. If Mighty Kingdom is not able to adapt in a timely manner to the evolving games market, then it is possible that its new games will not return the revenues expected or intended, and that not all development expenditure on each game will be recovered. This could have a material adverse impact on Mighty Kingdom's overall financial position and prospects.</p>
Growth strategy	<p>Execution of Mighty Kingdom's growth strategy will require progressive growth in the scope of Mighty Kingdom's operations, both in terms of people and project size. Such growth may place a burden on Mighty Kingdom's management, operations, financial resources and infrastructure. Mighty Kingdom's future success depends heavily on the ability of management to successfully manage such challenges and on the Company's ability to raise additional capital where required. There is no guarantee that Mighty Kingdom will successfully execute its growth strategy, or that the revenues generated from the execution of the growth strategy will be sufficient to meet Mighty Kingdom's expenses. Further, there is no guarantee that Mighty Kingdom's investment in this growth strategy will be recovered.</p>
Protection of intellectual property rights	<p>While Mighty Kingdom takes all reasonable steps to protect its intellectual property rights, Mighty Kingdom cannot guarantee that all intellectual property rights are adequately or completely protected from misuse or infringement, or that Mighty Kingdom's ownership or exercise of those rights will be uncontested. If Mighty Kingdom was required to take legal action to protect any of its intellectual property rights, or to defend a third-party IP infringement claim against it, then this could have a material adverse impact on Mighty Kingdom's reputation, cash flow and overall financial performance, given the potentially substantial costs involved in pursuing such legal action and the impact on productivity this could have due to the diversion of resources and management attention.</p>
Material contracts	<p>Mighty Kingdom's core development, licensing and publishing contracts tend to include indemnification provisions under which Mighty Kingdom agrees to indemnify the counterparty for losses suffered or incurred as a result of a various actions or claims including, without limitation, claims relating to IP infringement or violation by Mighty Kingdom of any third-party rights. I</p>
Bugs and errors	<p>Although Mighty Kingdom takes all reasonable steps to ensure that its games are free of bugs and errors, Mighty Kingdom cannot guarantee that all bugs and errors will be detected or be corrected once detected. The presence of a bug or error in a game could negatively impact the Mighty Kingdom brand and reputation, potentially resulting</p>

	in a loss of revenue and a general deterioration in Mighty Kingdom's financial position and prospects.
Security breach	<p>A security breach involving Mighty Kingdom's technology systems could cause significant disruption to Mighty Kingdom's operations or damage Mighty Kingdom's reputation and have a material adverse effect on Mighty Kingdom's cash flow, margins and overall financial performance.</p> <p>Unauthorised copying of Mighty Kingdom's games could have an adverse effect on Mighty Kingdom's ability to generate revenues and maintain its reputation.</p> <p>Although Mighty Kingdom has protections in place to mitigate security breaches and to protect data, these safeguards might not be successful, and complete protection from unauthorised copying of Mighty Kingdom's games (software piracy) and associated risks, or from the loss, theft or corruption of data, cannot be guaranteed.</p>
Insurance	Although the Company maintains insurance that it considers adequate, all material risks relevant or applicable to the Company and its business may not be covered, as the relevant insurance may not be available or may only be available on unfavourable terms. In addition, there is no assurance that the Company's insurance will be available in the future on reasonable terms or will provide adequate coverage against claims made. If the Company incurs uninsured losses or liabilities, this may have a material adverse impact on the financial position of the Company.
Foreign exchange movements	A significant proportion of Mighty Kingdom's receivables are denominated in US dollars, while it has substantial payment obligations in Australian dollars. This means that Mighty Kingdom is exposed to foreign exchange rate risk, primarily as against the US dollar. Adverse exchange rate movements could have a material adverse effect on Mighty Kingdom's cash flow, margins and overall financial performance. Mighty Kingdom will continue to monitor this risk, and implement measures where appropriate to mitigate this risk, however, the Company cannot guarantee this risk will be managed effectively as anticipated by Mighty Kingdom.
Acquisitions	Mighty Kingdom may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to Mighty Kingdom's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as the risks associated with integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff. Failure to effectively manage these risks could have a material adverse effect on Mighty Kingdom and its overall financial position and prospects.
Litigation	<p>As announced to the ASX on 28 February 2024, the Company has received a pre-action notice from Gamestar Interactive Inc (Gamestar). The Company considers that it is well positioned to respond to the claims and will vigorously defend any proceedings if issued. The Company notes that it has claims against Gamestar for unpaid invoices in relation to the relevant contract, with the parties having been in negotiations regarding the dispute over the timing of payment and delivery of the game.</p> <p>In accordance with the pre-action process, on 20 March 2024 the Company served its pre-action response, and also provided notice of an</p>

	<p>intention to issue proceedings against Gamestar for unpaid invoices, as noted in the Company's 2023 Annual Report. No response has been received from Gamestar and no further steps in the pre-action process have been taken.</p> <p>Contrary to statements that have been made otherwise the Company denies that there is any liability to Gamestar and remains of the view that Gamestar's claims are without merit. Any legal proceedings commenced by Gamestar will be vigorously defended by the Company.</p> <p>Other than the above, the Company is not aware of any material pending claims against Mighty Kingdom. However, there is always a risk that disputes may arise in future that could result in a material claim being made against Mighty Kingdom causing reputational harm and, potentially, loss of future revenue. Any litigation or dispute could be expensive to defend and/or resolve and could have a material adverse effect on Mighty Kingdom and its overall financial position and prospects.</p>
Grant funding and assistance	<p>Mighty Kingdom has been the recipient of numerous Government and industry grants and assistance, some which required Mighty Kingdom to have met certain criteria to receive the funds, and some may have delays in payment from the Government.</p> <p>If such criteria were found subsequently to not have been met, or if the Government or grant body adopts a different approach to interpreting the grant or assistance criteria, the Government or applicable grant body may have the power to require repayment of all or part of such grant funding or assistance.</p> <p>If Mighty Kingdom was required to repay all or part of any grant or assistance funding, this could have a material adverse effect on Mighty Kingdom and its overall financial position and prospects.</p> <p>As at the date of this document, Mighty Kingdom is not aware of any material non-compliance with the terms of any Government or industry grant or assistance.</p>

6.3 Key Games Market Risks

Overview of key market risks.

Market risk	<p>As Mighty Kingdom's operations are concentrated in the global games market, Mighty Kingdom is susceptible to risks affecting that market generally. Any deterioration in global games market conditions, including a decline in gamer numbers globally or regionally, could have a material adverse impact on Mighty Kingdom's cash flow, margins and overall financial performance. As a relatively small company in global terms, Mighty Kingdom has very limited capacity to influence such trends and global games market conditions are generally beyond the control of Mighty Kingdom and its management.</p> <p>Furthermore, although the global market has experienced significant growth over the past decade, there is no guarantee that this trend will continue globally, or in the regions in which Mighty Kingdom operates and distributes games.</p>
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Change to regulatory environment	Interactive game developers and publishers are subject to a number of consumer protection and data privacy and other laws and regulations in the countries in which they distribute games, including particularly games targeted at minors. Any changes to these laws and regulations in jurisdictions in which Mighty Kingdom operates or distributes products, or any change in their interpretation or application, or any breach of these laws and regulations by Mighty Kingdom, could have a material adverse effect on Mighty Kingdom and its overall financial position and prospects due to resulting fines and/or penalties, increased compliance costs and/or limitations on Mighty Kingdom's ability to carry out its operations in the manner previously conducted.
Reputational risk	Mighty Kingdom relies on its reputation as a leading independent studio in the interactive games market to create future revenue-generating opportunities, develop partnerships for future projects and to attract and retain talent. Negative publicity (whether true or untrue) and other factors beyond the reasonable control of Mighty Kingdom (such as the conduct of other industry participants) may cause reputational harm to Mighty Kingdom. Any deterioration in Mighty Kingdom's reputation could have a material adverse effect on Mighty Kingdom's overall financial position and prospects.

6.4 General Risks

Overview of general risks

Price of Shares	The price of Shares may fluctuate due to various factors that affect the Company's financial performance, including some factors beyond the control of the Company (such as global economic conditions). These fluctuations can be significant. There is no guarantee that the Shares will always trade at a price above the Offer Price or that you will be able to sell your Shares for a price that is more than Offer Price.
Liquidity	There is no guarantee that there will be an active market for trading in the Shares and it is possible that there may be relatively few parties interested in buying or selling Shares at any one time.
Shareholder dilution	The Company may in future raise additional capital through the issue of Shares, which could cause a Shareholder's holding in the Company to be diluted.
Dividends	The Board will determine from time to time, based on the Company's current financial position and capital and expenditure requirements and other relevant factors, whether to declare or pay a dividend. There is no guarantee that the Board will at any time declare or pay a dividend.
Changes to tax laws	The tax laws applicable to Mighty Kingdom and its operations are subject to change in the future. Any changes to the current rate of company income tax may impact Shareholder returns or the availability of franking credits, and cash flow of the Company.
Accounting Standards	The Australian Accounting Standards (AAS) are set by the AASB, which is independent of the Company and its Directors. Any changes to the AAS or to the interpretation of those standards may have a material impact on the reported financial performance and position of the Company.

Force majeure events	Events may occur that could impact upon the global or Australian economy, the operations of the Company and the price of Shares. Such events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease, pandemic or other natural or man-made events or occurrences that could have a material adverse effect on the Company's business and operations. The Company cannot and does not insure against all of these risks.
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7. ADDITIONAL INFORMATION

7.1 Continuous disclosure obligations

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

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities and certain information that has not been disclosed to the market because it is excluded from disclosure obligations. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company. The Company confirms that there is no excluded information (as defined in subsection 708A(7) of the Corporations Act) which is required to be disclosed by the Company.

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

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

and

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

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company or an ASIC office during normal office hours.

Details of documents lodged with ASX since the date of lodgment of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below:

Date	Description of Announcement
Monday, 3 June 2024	Proposed issue of securities - MKL
Monday, 3 June 2024	Results of Meeting - EGM
Monday, 13 May 2024	Completion of Operational Review and Restructure
Wednesday, 1 May 2024	Notice of Extraordinary General Meeting/Proxy Form
Tuesday, 30 April 2024	Quarterly Activities/Appendix 4C Cash Flow Report
Monday, 29 April 2024	Correction to charge in substantial holding
Monday, 29 April 2024	Application for quotation of securities - MKL
Monday, 29 April 2024	Change in substantial holding
Friday, 26 April 2024	Change of Registered Office
Wednesday, 24 April 2024	Reinstatement to quotation
Wednesday, 24 April 2024	Proposed issue of securities - MKL
Wednesday, 24 April 2024	Capital Raising Upscaled to \$8.2m total
Wednesday, 24 April 2024	Outcome of Court Orders
Monday, 22 April 2024	Application for quotation of securities - MKL
Monday, 22 April 2024	Suspension from Quotation
Thursday, 18 April 2024	Application for quotation of securities - MKL
Thursday, 18 April 2024	Trading Halt
Wednesday, 17 April 2024	Correction to Timetable
Wednesday, 17 April 2024	Results of Retail Shortfall Bookbuild and Timetable Update
Friday, 12 April 2024	Change in substantial holding
Friday, 12 April 2024	Rights Issue Results and Shortfall Placement Update
Thursday, 4 April 2024	Investor Presentation - April 2024
Thursday, 28 March 2024	Change in substantial holding
Monday, 25 March 2024	Retails Offer Booklet and Retails Entitlement Offer Opens
Thursday, 21 March 2024	Applications for quotation of securities - MKL
Thursday, 21 March 2024	Final Director's Interest Notice - PM
Thursday, 21 March 2024	Initial Director's Interest Notice - CW
Thursday, 21 March 2024	Initial Director's Interest Notice - MA
Wednesday, 20 March 2024	Reinstatement to quotation
Wednesday, 20 March 2024	Completion of Institutional Component of Entitlement Offer
Tuesday, 19 March 2024	Capital Raising Update
Friday, 15 March 2024	Notice under section 708AA(2)(f) of the Corporations Act
Friday, 15 March 2024	Proposed issue of securities - MKL

Friday, 15 March 2024	Key Appointments and Capital Raising
Wednesday, 13 March 2024	Suspension from Quotation
Tuesday, 12 March 2024	Notification of cessation of securities - MKL
Monday, 11 March 2024	Trading Halt
Tuesday, 5 March 2024	Notification of cessation of securities - MKL
Thursday, 29 February 2024	Half Yearly Report and Accounts
Thursday, 29 February 2024	Change in substantial holding
Sunday, 28 April 2024	Calling of Extraordinary General Meeting
Sunday, 28 April 2024	Pre-action Notice from Gamestar
Wednesday, 21 February 2024	Change in substantial holding
Wednesday, 21 February 2024	Notification of cessation of securities - MKL
Wednesday, 21 February 2024	Update- Notification of buy-back - MKL
Monday, 19 February 2024	Change in substantial holding
Friday, 16 February 2024	Results from Meeting - EGM
Thursday, 15 February 2024	Notification of buy-back - MKL
Monday, 12 February 2024	Company Secretary Appointment/Resignation
Thursday, 8 February 2024	Notification regarding unquoted securities - MKL
Thursday, 8 February 2024	Notification regarding unquoted securities - MKL
Monday, 5 February 2024	Convertible Note Clarifying Announcement
Monday, 5 February 2024	Proposed issue of securities - MKL
Monday, 5 February 2024	Proposed issue of securities - MKL
Wednesday, 31 January 2024	Quarterly Activities/Appendix 4C Cash Flow Report
Tuesday, 23 January 2024	TOV: MKL Contravention of Procedural Rules
Friday, 19 January 2024	Results of Meeting - EGM
Friday, 19 January 2024	Share Buy Back - Notice of Meeting
Thursday, 18 January 2024	Share Buy Back - Notice of Meeting
Monday, 15 January 2024	Strategic Review Update
Thursday, 11 January 2024	Application for quotation of securities - MKL
Wednesday, 10 January 2024	Letter to Shareholders
Friday, 29 December 2023	Proposed issue of securities - MKL
Friday, 29 December 2023	Proposed issue of securities - MKL
Friday, 29 December 2023	Strategic Review Update and Convertible Note
Wednesday, 27 December 2023	Trading Halt
Wednesday, 27 December 2023	Pause in Trading
Friday, 22 December 2023	Notification of cessation of securities - MKL
Friday, 22 December 2023	Change in substantial holding
Wednesday, 20 December 2023	Notice of Extraordinary General Meeting/Proxy Form
Friday, 15 December 2023	TOV: MKL Panel Declines to Declare UC with Undertakings
Tuesday, 12 December 2023	Final Director's Interest Notice - MG
Tuesday, 12 December 2023	Initial Director's Interest Notice - PM
Monday, 11 December 2023	s249D Extraordinary General Meeting
Friday, 6 December 2024	Board Changes
Thursday, 30 November 2023	Results of Meeting - AGM
Wednesday, 29 November 2023	AGM Presentation
Wednesday, 29 November 2023	Chair's Address to Shareholders
Wednesday, 29 November 2023	TOV: MKL Undertaking
Monday, 27 November 2023	Rejection of Gamestar assertions
Wednesday, 22 November 2023	Section 249D Notice

Tuesday, 21 November 2023	TOV: MKL Panel Receives Application
Tuesday, 21 November 2023	Corporate Update
Monday, 20 November 2023	Shareholder Letter
Tuesday, 14 November 2023	FY23 R&D Tax Incentive Received
Tuesday, 31 October 2023	Quarterly Activities/Appendix 4C Cash Flow Report
Tuesday, 31 October 2023	Cleansing Notice
Tuesday, 31 October 2023	Application for quotation of securities - MKL
Monday, 30 October 2023	Notice of Annual General Meeting/Proxy Form
Monday, 30 October 2023	Appendix 4G and Corporate Governance Statement
Monday, 30 October 2023	Annual Report to shareholders
Monday, 30 October 2023	Change in substantial holding
Friday, 27 October 2023	Proposed issue of securities - MKL
Friday, 27 October 2023	Additional Placement of Securities
Thursday, 26 October 2023	Cleansing Notice
Thursday, 26 October 2023	Application for quotation of securities - MKL
Tuesday, 24 October 2023	Gamestar Update
Thursday, 17 October 2023	Proposed issue of securities - MKL
Tuesday, 17 October 2023	Strategic Review and Capital Raise
Sunday, 6 October 2023	Appointment of Interim CEO

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours and available at www.asx.com.au

7.2 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, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the most recent dates of those sales were:

	Price	Date
Highest*	\$0.006	1 May 2024
Lowest*	\$0.002	8 and 9 April 2024
Last*	\$0.004	7 June 2024

*on the basis of ASX closing price

7.3 Details of substantial holders

The following holders have a relevant interest in 5% or more of the Shares.

Phoenix Portfolios Pty Ltd	239,232,858 Ordinary Shares
PHILIP JAMES MAYES + MICHELLE LEE	127,928,570 Ordinary Shares

7.4 Board of Directors and senior management

The Board and senior management of the Company consists of:

(a) **David Butorac** – *Non- Executive Chair*

David is a Harvard Business School alumnus, with 35+ years of executive experience spanning some of the world's most successful broadcasting & digital media companies. David has held executive positions at OSN, WIN Corp, Star TV & Astro and spent 14 years in senior managerial roles at the News Corporation's BSkyB and Foxtel. During his tenure at OSN, the company navigated to profitability and became the highest revenue broadcasting business in the MENA region. He is proficient in business & fiscal management, leadership, operations, turnarounds, start-ups, business development & strategic planning.

Other directorships of listed companies in the last 3 years: Nil

(b) **Ian Hogg** – *Non-Executive Director*

Ian has 25+ years of executive experience in the media & entertainment industries. A Columbia University alumnus, he spent 9 years as CEO of Fremantle with full P&L responsibility for Asia Pacific group operation, as well as sitting on the Global Operating Board. Ian has previously held senior leadership positions at MGM UA, Network TEN, Mediaworks NZ and as CEO of the Singapore based World Sport Group. Ian's passion for storytelling and managing Intellectual property workflows will add immediate strength to MK's business pipelines.

Other directorships of listed companies in the last 3 years: Nil

(c) **Mark Aubrey** – *Non-Executive Director*

Mark is a recognised leader in the gaming industry. Notably, Mark was the Managing Director of Activision Blizzard King (ABK) APAC, a senior executive at Warner Bros and a board member of the Interactive Games and Entertainment Association ("IGEA").

Additionally, Mark has extensive Board and Advisory experience, recently performing executive advisory with the Savvy Games Group among others. He currently serves as CEO and Board Member of Sydney Football Club.

Other directorships of listed companies in the last 3 years: Nil

(d) **Chris Whiteman** – *Non-Executive Director*

Chris is a Corporate and Commercial Advisor with over 25 years of ASX and private company experience across multiple industries. Chris has been on the Board of Animoca Brands since 2018, and is also a Director of iCandy Interactive, one of the largest game studios in SE Asia & Australia (a shareholder of MKL), and OliveX Holdings Limited, a pioneer in the move-to-earn mobile gaming experience. Chris has significant public company experience through differing perspectives of both listed and unlisted public company directorships, as well as sell side equity capital markets activities. Chris is a Fellow member of

the Governance Institute of Australia

Other directorships of listed companies in the last 3 years: iCandy Interactive Limited,

(e) **David Yin** – *Chief Executive Officer**

David is a leader in the mobile gaming industry, recognized for his significant expertise in leading and advising successful mobile gaming studios, with over 25 years of experience. Most recently, David was the CEO & Managing Director of Storms Gaming Studio, which developed owned IP games as well as published 3rd party games.

Prior, he was the Head of Business Development for Google Play in ANZ & Southeast Asia where he led growth strategies with leading mobile game studios and managed over +\$100M in annual revenues.

David holds a Bachelor of Commerce (University of Sydney) & a Master of Business Administration (MBA exec) from the Australian Graduate School of Management, UNSW. David is an Australian Chartered Accountant (CAANZ) & a Graduate of the Australian Institute of Company Directors (GAICD).

Other directorships of listed companies in the last 3 years: Nil

** David Yin is proposed to be a director of the Company in the near future but not formally appointed as at the date of this Prospectus.*

(f) **Simon Rabbitt** – *Chief Financial Officer / Chief Operating Officer*

Simon is a business leader with 11+ years of executive experience having held key financial and operational roles within the Media, Sport and Entertainment industries. Simon is the current Chief Financial and Operations Officer (CFOO) of Mighty Kingdom, responsible for managing the company's financial and operational performance as well as developing and executing strategic and commercial objectives.

Previously Simon had his own management consultancy, supporting businesses and working directly with CEO's and Executive Teams to deliver strategic, operational, and financial alignment. He has held previous positions as the Chief Business Officer for Rugby Australia and Chief Operating Officer for FremantleMedia - Australia and Asia. Simon is passionate about engaging with people and teams to plan, execute and achieve organisational success. His roles have led cross-functional teams to collaborate and deliver on strategic and commercial objectives.

With a Bachelor degree in Commerce (Adelaide University), Simon is a Member Chartered Accountants Australia and New Zealand (CA). Simon has served as a member of both the Finance & Risk Advisory Committee and Sustainability Advisory Panel for the FIBA Women's World Cup 2022 and was a Director for the Rugby Australia Foundation.

Other directorships of listed companies in the last 3 years: Nil

7.5 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer pursuant to this Prospectus; or
- (c) the Offer

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner or director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offer.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Director	Shares	Options	Convertible Notes	2024 Placement
David Butorac	Nil	4,000,000	-	-
Ian Hogg	Nil	4,000,000	-	-
Mark Aubrey	Nil	10,000,000 (1)	2,750,000 (2)	26,666,666 (3)
Chris Whiteman	Nil	10,000,000 (1)	1,100,000 (2)	31,666,666 (3)
David Yin(4)	33,333,333	10,000,000 (5)	-	-

- (1) Options: These have been approved but not yet issued
- (2) Convertible Notes: The number represents the maximum number of Shares that the convertible notes held by the holder may convert into
- (3) 2024 Placement: The number represents the number of Shares that the person has committed to under the placement announced to the ASX on 24 April 2024
- (4) David Yin is proposed to be a director of the Company in the near future but not formally appointed as at the date of this Prospectus.
- (5) Approved but not yet issued.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general

meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$600,000 per annum.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors. The table below is inclusive of superannuation, exclusive of FBT and any applicable Share Based Payments. In the current financial year the Non-Executive Directors have not been paid, and it is yet to be determined if the amounts owing will be paid in cash or shares/options (following any required shareholder approval).

Director	Remuneration for the financial year ended 30 June 2022	Remuneration for the financial year ended 30 June 2023	Proposed remuneration for the financial year ending 30 June 2024
David Butorac	Nil	\$55,000	\$94,000
Ian Hogg	Nil	\$55,000	\$60,000
Mark Aubrey	Nil	Nil	\$17,500
Chris Whiteman	Nil	Nil	\$17,500
David Yin*	Nil	Nil	\$97,125

* David Yin is proposed to be a director of the Company in the near future but not formally appointed as at the date of this Prospectus.

7.6 Interests of experts and advisers

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

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

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

- (d) the formation or promotion of the Company;

- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (f) 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 of these persons for services provided in connection with:

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

7.7 Consents

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

Each of the parties referred to in this Section:

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

7.8 Estimated expenses of Offer

The expenses of the Offer are estimated to be approximately \$5,000 (excluding GST) and are expected to comprise administrative expenses, including ASIC fees. The estimated expenses will be paid out of the Company's existing working capital.

7.9 Electronic Prospectus

ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application 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 Application Form. If you have not, please email investorrelations@mightykingdom.com and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an Application Form from a person

if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

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

The Company will not be issuing Share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

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

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

7.11 Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, 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 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 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

8. DIRECTORS' AUTHORISATION

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

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

This Prospectus is signed for and on behalf of the Company by

A handwritten signature in black ink, appearing to be 'David Butorac', written in a cursive style.

David Butorac

9. DEFINITIONS

\$ means Australian dollars.

ACST means central standard time as observed in Adelaide, South Australia.

Applicant means an investor who applies for Shares pursuant to the Offer.

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

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHES.

Board means the board of Directors unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Closing Date means the date specified in the timetable in Section 2.1 of this Prospectus (unless extended or brought forward).

Company means Mighty Kingdom Ltd (ACN 627 145 260).

Constitution means the constitution of the Company as at the date of this Prospectus.

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

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

Offer means the offer of Shares referred to in the "Details of the Offer" Section of this Prospectus.

Official Quotation means official quotation on ASX.

Opening Date means the opening date of the Offer as specified in the timetable set out in Section 2.1 of this Prospectus (unless varied).

Option means an option to acquire a Share.

Prospectus means this prospectus.

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

Shareholder means a shareholder of the Company.