

Marion Energy Limited (to be renamed 'Cre8tek Limited') (ACN 000 031 292)

Prospectus

For an offer of 180,000,000 Shares at a price of \$0.02 each to raise \$3,600,000 before costs (**Public Offer**). The minimum subscription under the Public Offer is \$3,600,000.

This Prospectus also contains the following **Secondary Offers**:

1. An offer of 2,500,000 Shares to the Vendor of Global Agenda Technologies Pty Ltd (**Agenda**) for the acquisition of all the shares in Agenda by the Company (**Consideration Offer**).
2. An offer of up to 50,000,000 Options to corporate advisers and brokers in consideration for capital raising services provided to the Company (**Option Offer**).

(Together, the **Offers**).

Re-compliance with Chapters 1 and 2

In addition to the purpose of raising funds under the Public Offer, this Prospectus is issued for the purpose of re-complying with the admission requirements under Chapters 1 and 2 of the ASX Listing Rules following a change to the nature and scale of the Company's activities.

Conditional Offers

The Offers are conditional upon certain events occurring. Please refer to Section 2.3 for further information.

The Offers are not underwritten.

Lead Manager to the Public Offer



IMPORTANT NOTICE

This is an important document and investors should read the document in its entirety and are advised to consult with their professional advisers before deciding whether to apply for securities pursuant to this Prospectus.

Any investment in the Company under this Prospectus should be considered **highly speculative** in nature and prospective investors should be aware that they may lose some or all of their investment.

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IMPORTANT INFORMATION

Prospectus

This Prospectus is dated 8 December 2015 and was lodged with ASIC on that date. ASIC, ASX and their respective officers do not take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Within 7 days of the date of this Prospectus, the Company will make an application to ASX for the Shares offered pursuant to the Prospectus to be admitted for quotation on ASX.

Securities will not be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

Persons wishing to apply for Securities pursuant to the Offers must do so using the applicable Application Form attached to or accompanying this Prospectus. Before applying for Securities potential investors should carefully read the Prospectus so that they can make an informed assessment of:

- the rights and liabilities attaching to the Securities;
- the assets and liabilities of the Company; and
- the Company's financial position and performance, profits and losses, and prospects.

Investors should carefully consider these factors in light of their own personal financial and taxation circumstances.

No person is authorised to give any information or to make any representation in relation to the Offers which is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by the Company or the Directors in relation to the Offers.

Risks

Any investment in the Company should be considered **highly speculative**. Before deciding to invest in the Company, potential investors should read the entire Prospectus and, in particular, in considering the prospects of the Company, potential investors should consider the risk factors that could affect the financial performance and assets of the Company. Investors should carefully consider these factors in light of their personal circumstances (including financial and taxation issues). The Securities offered by this Prospectus should be considered highly speculative. Please refer to Section 4 for details relating to risk factors. Persons considering applying for Securities pursuant to the Prospectus should obtain professional advice from an accountant, stockbroker, lawyer or other adviser before deciding whether to invest.

Offers outside Australia

The offer of Securities made pursuant to this Prospectus is not made to persons to whom, or places in which, it would not be lawful to make such an offer of Securities. No action has been taken to register the Offers under this Prospectus or otherwise permit the Offers to be made in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws.

Forward-looking statements

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events, as at the date of this Prospectus, are expected to take place, but there is no guarantee that such will occur as anticipated or at all given that many of the events are outside the Company's control.

Accordingly, the Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements

contained in this Prospectus will actually occur. Further, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

Exposure Period

This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to applying for Securities. This examination may result in the identification of deficiencies in this Prospectus and, in those circumstances; any application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act. Applications for Securities under the Secondary Offers set out in this Prospectus will not be processed by the Company until after the expiry of the Exposure Period. No preference will be conferred on applications lodged prior to the expiry of the Exposure Period.

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

The Acquisition will constitute a change to the nature and scale of the Company's activities. Pursuant to Listing Rule 11.1.3, the Company must re-comply with the admission requirements of Chapters 1 and 2 of the Listing Rules, as if applying for admission to the official list of ASX. Accordingly, this Prospectus is issued for the purpose of satisfying Chapters 1 and 2 of the Listing Rules, as well as for the purpose of raising funds under the Public Offer.

Conditional Offer

The Offers contained in this Prospectus are conditional on certain events occurring. If these events do not occur, the Offers will not proceed and investors will be refunded their application monies without interest. Please refer to Section 2.3 for further details on the conditions attaching to the Offers.

Electronic Prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please contact the Company at +61 8 9486 7244 and the Company will send you, at no cost, either a hard copy or a further electronic copy of the Prospectus or both. Alternatively, you may obtain a copy of the Prospectus from the Company's website at <http://www.cre8tek.com.au>.

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

Photographs and diagrams

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

Miscellaneous

All references to "\$", "A\$", "AUD", "dollar" and "cents" are references to Australian currency unless otherwise stated.

All references to time relate to the time in Perth, Western Australia unless otherwise stated.

A number of terms and abbreviations used in this Prospectus have defined meanings which appear in Section 11.

CORPORATE DIRECTORY

Board of Directors

Mr Bryn Hardcastle
Mr Faldi Ismail
Mr Tom Bahen

Company Secretary

Mr Dave Filov

Registered Office

108 Outram Street
WEST PERTH WA 6005

Telephone: +61 8 9486 7244
Facsimile: +61 8 9463 6373
Email: admin@cre8tek.com.au

Share Registry*

Automic Registry Services
Level 1, 7 Ventnor Avenue
WEST PERTH WA 6005

Telephone: +61 8 9324 2099
Facsimile: +61 8 9321 2337

ASX Code

Current: MAE
Proposed: CR8

Website

<http://www.cre8tek.com.au>

Auditor

Ernst & Young
11 Mounts Bay Road
PERTH WA 6000

Legal Adviser

Bellanhouse Legal
Ground Floor
11 Ventnor Avenue
WEST PERTH WA 6005

Investigating Accountant

Abbott Audit Services Pty Ltd
3 Alvan Street
MOUNT LAWLEY WA 6050

Telephone: +61 8 6165 4000

Facsimile: +61 8 6165 4067

Lead Manager

Otsana Capital
108 Outram Street
WEST PERTH WA 6005

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

LETTER FROM THE BOARD

Dear Investor,

On behalf of the Board of Directors of Marion Energy Limited (the **Company**), I am pleased to present you with this opportunity to become a shareholder in the Company (expected to be renamed 'Cre8tek Limited').

On 5 November 2015, the Company announced that it had entered into a binding heads of agreement (**Acquisition Agreement**) to acquire 100% of the issued capital of Global Agenda Technologies Pty Ltd (**Agenda**) (**Acquisition**). Completion of the Acquisition requires the Company to re-comply with Chapters 1 and 2 of the Listing Rules (together with the Acquisition, the **Transaction**).

Subject to Shareholder approval, the Company intends to operate in the technology and software development sector, with its first proposed acquisition being Agenda. The Company plans to further expand its portfolio in technology solutions, with a particular focus on software marketing solutions, application software, communication software, software as a service, online social networking services, and security and encryption.

Agenda is an early stage start-up Australian private company engaged in the development of an online platform (**Agenda Platform**) which proposes to facilitate sales conversions between businesses and consumers (**Business**) and is the legal and beneficial owner of all of the intellectual property interests relating to the Agenda Platform.

Funds raised under this Prospectus will be used to pursue the development and commercialisation strategy for the Agenda Platform as well as seek out other complementary acquisitions. The Company is looking forward to working toward the development and commercialisation of the Agenda Platform proposed to be offered over iOS, Android, Mac, PC and Tablet systems.

The Transaction is subject to a number of conditions, including obtaining necessary Shareholder approvals, which are being sought at a General Meeting scheduled for 23 December 2015. This includes approval for the Company to be renamed Cre8tek Limited (proposed ASX code: CR8). The Transaction will result in a material change in the nature and scale of the Company's activities, and requires the Company to re-comply with Chapters 1 and 2 of the ASX Listing Rules.

An investment in the Company is highly speculative and subject to certain risks, non-exhaustive lists of which are highlighted in Section 4, including, but not limited to limited history risks, competition and new technologies risks, development and marketing risks, operation and commercialisation risks, intellectual property protection risks and reliance on key personnel. It is recommended that you consider the terms of the Offers contained in this Prospectus carefully and in its entirety. If you are in any doubt as to the contents of this Prospectus, you should consult your stockbroker, lawyer, accountant or other professional adviser.

On behalf of the Board of the Company, I commend this opportunity to you and look forward to welcoming you as a security holder.

Yours faithfully

Bryn Hardcastle
Chairman
Marion Energy Limited
(to be renamed Cre8tek Limited)

KEY OFFER DETAILS

Key offer details	
Offer Price per Share under the Public Offer	\$0.02 per Share
Shares to be offered under the Public Offer	180,000,000 Shares
Cash raised under the Public Offer (before expenses)	\$3,600,000
Shares offered pursuant to the Consideration Offer	2,500,000 Shares
Options offered pursuant to the Option Offer	50,000,000 Options
Existing Shares on issue	51,926,409 Shares
Total number of Shares on issue following the Offers	234,426,409 Shares
Ownership by Vendor at ASX relisting	1%
Ownership by investors under Public Offer at ASX relisting	77%

Note: The figures shown above assume none of the existing Options are exercised and that the Performance Rights have not converted into Shares. Please refer to Section 2.4 for further details relating to the proposed capital structure of the Company.

INDICATIVE TIMETABLE

Event	Date
Despatch of Notice of General Meeting	24 November 2015
Lodgement of this Prospectus with ASIC	8 December 2015
Opening Date for the Public Offer	8 December 2015
Opening Date for the Secondary Offers	15 December 2015
General Meeting	23 December 2015
Closing Date for the Offers	23 December 2015
Completion of the Acquisition	5 January 2016
Issue of Securities under the Offers	5 January 2016
Dispatch of holding statements	6 January 2016
Expected date for Shares to be reinstated to trading on ASX	11 January 2016

Note: The dates shown above are indicative only and may vary subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, the Company reserves the right to vary the Opening Dates and the Closing Date without prior notice, which may have a consequential effect on the other dates. Applicants are therefore encouraged to lodge their Application Form as soon as possible after the relevant Opening Date if they wish to invest in the Company. The Company also reserves the right not to proceed with any of the Offers at any time before the issue of Shares to Applicants.

IMPORTANT NOTE - ASX POLICY ON REMOVAL OF LONG TERM SUSPENDED ENTITIES

The Company reminds investors of ASX's policy for the removal of long term suspended entities detailed in ASX Guidance Note 33 Removal of Entities from the ASX Official List (**Guidance Note 33**).

Pursuant to Guidance Note 33, any entity that has been in continuous suspension for more than three years, as the Company has been, will be automatically delisted on 4 January 2016 if it is still suspended on 31 December 2015. It is unlikely the Company's securities will re-commence trading before 31 December 2015.

ASX may agree to a short extension of this deadline if the Company can demonstrate to ASX's satisfaction that it is in the final stages of implementing a transaction that will lead to the resumption of trading in its securities within a reasonable period. For these purposes, ASX considers "final stages" to mean:

1. having announced the transaction to market;
2. having signed definitive legal agreements for the transaction (including for any financing required in respect of the transaction);
3. if the transaction requires a prospectus or product disclosure statement to be lodged with ASIC, having lodged that document with ASIC, and
4. if the transaction requires security holder approval, having obtained that approval.

With the lodgement of this Prospectus the Company has met the first three requirements. Providing shareholders pass the resolutions the subject of the Notice of Meeting, the Company will have met all requirements to enable it to request a short extension from ASX to the delisting deadline. The Company confirms it will make such a request at the appropriate time and keep the market updated in this regard.

The Company notes that any such extension of time may not be granted by the ASX and that the ASX has sole discretion on whether an extension of time is approved or not and for what period of time the extension is to be granted.

If the Company is unable to meet the conditions required by ASX to request an extension, or if ASX does not grant an extension, the Offers will be withdrawn and the Company will be removed from the Official List of ASX on 4 January 2016.

INVESTMENT OVERVIEW

This Section is not intended to provide full information for investors intending to apply for Securities offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety. The Securities offered pursuant to this Prospectus carry no guarantee in respect of return of capital, return on investment, payment of dividends or the future value of the Securities.

Topic	Summary	More information
Introduction		
Who is the Company and what does it do?	<p>Marion Energy Limited (ACN 000 031 292) (Company) (to be renamed 'Cre8tek Limited') is an Australian incorporated company listed on ASX.</p> <p>The Company recently exited external administration and is seeking shareholder approval to change its activities from oil and gas exploration and production to development of software and other technology solutions.</p>	Section 3.1
What is the Acquisition and what is the Agenda Platform?	<p>The Company intends to acquire 100% of the issued capital of Agenda.</p> <p>Agenda is an early stage start-up Australian private company founded by Ms Annabel Slade (Vendor) in October 2015 that holds and is developing intellectual property interests pertaining to business-to-consumer sales, automated booking services and a peer-to-peer communication application under construction to be known as the Agenda Platform.</p> <p>If successfully developed, the Agenda Platform will provide consumers with the tools to find that last minute appointment from a range of reputable service providers across a range of industries and within a selected radius of their current location, removing the need for all of the Googling, phone calls, diary checks and unanswered messages.</p>	Section 3.4
What is the Company's strategy?	<p>Agenda is the first proposed acquisition by the Company in line with the Company's new focus, being technology and software development. The Company plans to further expand its portfolio in technology solutions, with a particular focus on software marketing solutions, application software, communication software, software as a service, online social networking services, and security and encryption.</p> <p>It is possible that future acquisitions that may be contemplated may exceed the current or projected financial resources of the Company and it is expected that these acquisitions would be funded by debt and/or equity issues (subject to any</p>	Section 3.10

Topic	Summary	More information
	required regulatory approvals).	
<p>What are the key steps to development of the Agenda Platform?</p>	<p>The key steps for development of the Agenda Platform are:</p> <ol style="list-style-type: none"> 1. Design phase 2. Development of wireframes 3. Acquisition of service providers 4. Code development 5. Alpha release 6. Beta release <p>The continued development of the Agenda Platform and its launch are contingent on, among other things:</p> <ol style="list-style-type: none"> (a) the Company acquiring Agenda and obtaining additional funding through this Prospectus; (b) Agenda signing up initial service providers and retaining those service providers; (c) increased functionality through software and technical development; (d) timely response and management of 'bug fixes' and feedback from Beta-release users through in-application diagnostics; (e) acquisition and management of strategic partnerships with scheduling software providers to maintain functionality of the application; and (f) successful management of social media integration and channel monitoring through development of filtering and security tools in order to manage content available to users. 	Section 3.7
Business model		
<p>What are the potential revenue sources from the Agenda Platform?</p>	<p>The Merged Group intends to use the funds raised under the Public Offer to complete the development and launch of the Agenda Platform.</p> <p>If successfully developed, the Agenda Platform aims to take advantage of multiple revenue streams via transaction fees, advertising, in-application purchases and software sales.</p> <ol style="list-style-type: none"> (a) Transaction fees: Transaction fees will be generated each time a booking is converted and a consumer confirms their appointment through the in-application payment vehicle. A set percentage of the service fee is intended to be withdrawn from the total at the time of booking. 	Section 3.11

Topic	Summary	More information
	<p>(b) Advertising: Once significant traffic flows across/through the Agenda Platform, Agenda may have the opportunity to offer brands and advertising agencies a content site from which digital advertising may be hosted. This is dependent on building minimum viable traffic figures.</p> <p>(c) In-App purchases: It is proposed that users of the Agenda Platform can purchase additional settings for a small fee such as added preference listings, the ability to 'ignore' listings from specific providers and the ability to purchase gift cards to 'gift' their friends and family, which can be redeemed via the application.</p> <p>(d) Software sales: It is proposed that businesses utilising the Agenda Platform are able to purchase web-based software packages that enable them to utilise scheduling and diary management aspects, which are associated with the application. This is an opportunity for sole traders to utilise scheduling software for minimum financial outlay and provide businesses working with other scheduling software providers, or out-dated diary management methods, an integrated tool which targets consumers whilst aiding business management.</p>	
<p>What are the key dependencies of the Merged Group's business model?</p>	<p>The key factors that the Merged Group will depend on to meet its objectives are:</p> <p>(a) the successful completion of the Offers;</p> <p>(b) the successful completion of the Acquisition;</p> <p>(c) the successful development of the Agenda Platform;</p> <p>(d) retaining the key personnel of Agenda;</p> <p>(e) the ability to protect its intellectual property in the Agenda Platform;</p> <p>(f) the ability to acquire, retain and grow service providers; and</p> <p>(g) the ability to acquire, retain and engage consumers to the Agenda Platform.</p>	<p>Section 3.13</p>

Topic	Summary	More information
Summary of key risks		
<p>Prospective investors should be aware that subscribing for Shares in the Company involves a number of risks. The risk factors set out in Section 4, and other general risks applicable to all investments in listed securities, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. This Section summarises the key risks which apply to an investment in the Company and investors should refer to Section 4 for a more detailed summary of the risks.</p>		
No trading history	<p>Agenda has no trading history and is yet to develop and commercialise the Agenda Platform. There is therefore uncertainty in relation to the business of Agenda and investors should consider the Company's prospects in light of Agenda's limited financial history. In addition, there is no guarantee that the Company will be able to successfully develop or commercialise the Agenda Platform and if it is unable to do so it will not be able to realise revenues in the future.</p>	Section 4.2(a)
Technology and development risks	<p>Agenda is an early-stage company and is yet to develop the Agenda Platform.</p> <p>Accordingly, the development phase of the Agenda Platform is subject to a number of technological and development risks which may result in unforeseen and unavoidable delays. These risks include, amongst other things, overestimating the ease at which the technology can be developed for the Agenda Platform, issues in developing the code, availability of appropriately skilled third parties, and unforeseen bugs and errors.</p> <p>While the development of the technology per se is not considered to be particularly difficult or unique, the risk lies in developing a quality product. In order for the Agenda Platform to succeed, it must be a quality product. A product which may be functional, but of a low quality, is unlikely to result in the consumer retention and engagement required for the Company's business plan to succeed.</p>	Section 4.2(b)
Failure to attract, retain and engage consumers and service providers	<p>The potential revenue streams for the Company depend on its ability to attract, retain and engage consumers and service providers to the Agenda Platform. There is a risk that the Company may be unable to attract, retain and engage sufficient service providers and consumers for the potential revenue streams to materialise or be sufficient for the continued operation of the Agenda Platform.</p>	Section 4.2(c)

Topic	Summary	More information
Sales and marketing success	<p>Following completion of the Acquisition, the Company intends to continue with the development and commercialisation of the Agenda Platform, including brand development and sales and marketing. By its nature, there is no guarantee that the Company's brand development and sales and marketing campaign will be successful. In the event that it is not, the Company may encounter difficulty in bringing the Agenda Platform to market and creating market awareness of the brand. This would likely have an adverse impact on the Company's ability to generate revenue.</p> <p>Even if the Company does successfully commercialise the Agenda Platform, there is a risk the Company will not achieve a commercial return. The Company may not be able to sell products and services to customers at a rate which covers its operating and capital costs, or new technology may overtake the Company's technology.</p>	Section 4.2(d)
Agenda's intellectual property	<p>If the Company fails to protect the intellectual property rights of Agenda adequately, competitors may gain access which would in turn harm its business.</p> <p>Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which products may become available. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.</p> <p>The Company may be required to incur significant expenses in monitoring and protecting its intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and cause a distraction to management. In addition, unauthorised use of the Agenda brand in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.</p>	Section 4.2(e)

Topic	Summary	More information
Intellectual property infringement	<p>Agenda will use a combination of open source and third party licensed software to develop its own software and platforms, and relies on its ability to protect its intellectual property rights adequately. Failure to do so may result in competitors gaining access to its technology, which would harm the business. Agenda currently has no issued patents or trademarks and may be unable to obtain patent or trademark protection in the future. If any patents or trademarks are issued in the future, they may not provide Agenda with any competitive advantages, or may be challenged by third parties.</p> <p>There is a risk that the validity, ownership or authorised use of intellectual property relevant to Agenda's business will be successfully challenged by third parties. Any litigation, whether or not it is successful, could result in significant expense to the Company and divert the efforts of its personnel.</p>	Section 4.2(f)
Competition and new technologies	<p>The industry in which Agenda is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business. For instance, new technologies could overtake the advancements made by the Agenda Platform. In that case, the Company's revenues and profitability could be adversely affected.</p> <p>The Company's competition may include businesses with much higher capitalisation and substantially greater resources. These competitors may succeed in developing products and services which are either superior or additional to the Company's, resulting in the migration of existing clients and potential clients to a competitor's business. Competitors with increased access to capital could lead to the Company's business becoming uncompetitive.</p> <p>Further, the cost and time for a new competitor (including new entrants) to develop competing technology or products may not be significant, and may be substantially less than the implied market capitalisation of the Company based on the issue price of \$0.02 per Share. This may result in a heightened risk of competition to the Company. If a person or entity successfully develops and commercialises a competing product, this may have</p>	Section 4.2(g)

Topic	Summary	More information
	<p>a materially adverse effect on the value and prospects of the Company and consequently on the value of your investment.</p>	
<p>Reliance on key personnel</p>	<p>The emergence and development of the Agenda Platform has been in large part due to the talent, effort, and experience of the Vendor. There is no assurance that the Company will be able to retain the services of the Vendor.</p> <p>The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on the business. Competition for qualified technical, sales and marketing staff can be intense and no assurance can be provided that the Company will be able to attract or retain key personnel in the future. A shortage of qualified staff could also cause wage inflation, which may impact on the Company's profitability.</p>	<p>Section 4.2(h)</p>
<p>Reliance of third party platforms</p>	<p>Agenda plans to utilise third party hardware ('smartphones'), software ('mobile operating systems') and distribution ('app stores') platforms for commercialisation of the Agenda Platform. If access to these third party platforms were terminated or reduced, Agenda's operations and business would be adversely affected.</p> <p>The business model of Agenda is dependent upon the existence and ownership of these devices. There can be no guarantee that these devices will continue to be as widely used as they are currently or that they will not be replaced by alternative devices upon which the Agenda Platform may not function as intended, which could impact on the profitability of the Company.</p>	<p>Section 4.2(i)</p>
<p>Reinstatement of Securities to quotation on ASX</p>	<p>The acquisition of Agenda constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the Listing Rules as if it were seeking admission to the Official List.</p> <p>There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, the Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the Listing Rules.</p> <p>If the Company is unable to obtain an extension from ASX preventing the mandatory removal of certain long term suspended entities on 4 January</p>	<p>Section 4.1(a)</p>

Topic	Summary	More information
	2016, the Company will be removed from the Official List.	
Dilution risk	<p>The Company currently has 51,926,409 Shares on issue. On completion of the Acquisition, the Company proposes to issue up to 27,500,000 Consideration Shares and up to 180,000,000 Shares under the Public Offer. On completion of the Acquisition and assuming all of the Shares under the Public Offer are issued, (and no exercise of Options or conversion of Performance Rights), the existing Shareholders will retain approximately 22% of the issued capital of the Company, with the Vendor holding 1% and the investors under the Public Offer holding 77% of the issued capital of the Company respectively.</p> <p>There is also a risk that the interests of Shareholders will be further diluted as a result of future capital raisings required in order to fund the future development of the Company.</p>	Section 4.1(b)
Litigation risks	The Company is exposed to possible litigation risks including, but not limited to, intellectual property and patent claims. Further, the Company or Agenda may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company and Agenda are not currently engaged in any litigation.	Section 4.5(d)
Directors and Key Management Personnel		
Directors	It is proposed that there will be no changes to the Board upon settlement of the Acquisition. The Board will remain comprised of Mr Bryn Hardcastle (Non-executive Chairman), Mr Tom Bahen (Non-executive Director) and Mr Faldi Ismail (Non-executive Director). The profiles of each of these individuals are detailed in Section 7.2. Details of the personal interests of each of the above individuals are in Sections 7.4 and 7.5.	Section 7.2
Additional key management personnel	<p>Apart from the Directors, upon successful completion of the Acquisition, it is proposed that Ms Annabel Slade will be appointed as the Chief Operating Officer of the Company.</p> <p>Ms Annabel Slade is currently the sole director and the sole shareholder of Agenda.</p> <p>Agenda is in the process of assembling a team to assist the Chief Operating Officer post-completion of the Acquisition. It is the intention that this team</p>	Section 7.3

Topic	Summary	More information
	<p>will include the following positions:</p> <ul style="list-style-type: none"> (a) Head of Sales and Marketing/PR; (b) Head of Business Development and Strategic Partnerships; and (c) third party agencies to assist at various stages of the creation, build and launch of the Agenda Platform. 	
Related party transactions	<p>Details of Director remuneration and interests in the Company's securities are provided in Section 7.5 and 7.6.</p> <p>Details of related party transactions are detailed in Sections 7.7 and Sections 8.3 to 8.9.</p>	Sections 7.5, 7.6, 7.7, 8.3 to 8.9
Financial information		
How have the Company and Agenda performed over the past 12 months?	<p>The audited statements of financial position of the Company as at 30 June 2015, and Agenda as at 30 November 2015 are set out in the Investigating Accountant's Report in Section 6 and Section 5 respectively.</p> <p>The Company has recently exited external administration, effectuating a DOCA on 28 October 2015.</p> <p>Agenda was incorporated in October 2015 and therefore has a limited history.</p> <p>Following the change in the nature of its activities, the Merged Group will be focused on developing the Agenda business. Therefore, the Company's past operational and financial performance will not be of significant relevance to future activities.</p>	Sections 5 and 6
What is the financial outlook for the Merged Group?	The operations of the Merged Group are inherently uncertain. As such, the Directors believe that they do not have a reasonable basis to forecast future earnings.	Section 5.3
Does the Merged Group have sufficient funds for its activities?	<p>The funding for the Merged Group's short to medium term activities will be generated from funds raised under the Public Offer.</p> <p>The Board is satisfied that upon completion of the Public Offer, the Company will have sufficient working capital to meet its stated objectives.</p>	Section 3.16
What is the proposed use of funds raised under the Public Offer?	The Company intends to apply the funds raised from the Public Offer as set out in Section 3.16.	Section 3.16

Topic	Summary	More information
What are the Offers?		
What is the Public Offer?	<p>The Public Offer is a conditional offer inviting the general public to apply for 180,000,000 Shares at an Offer Price of \$0.02 each to raise \$3,600,000 (before expenses).</p> <p>The Public Offer is subject to a minimum subscription requirement to raise \$3,600,000.</p>	Section 2.1
What are the Secondary Offers?	<p>The Company is undertaking the following conditional Secondary Offers in connection with the Acquisition:</p> <p>(a) Consideration Offer: an offer of up to 2,500,000 Shares to the Vendor (or nominees) as consideration for the acquisition of all the shares in Global Agenda Technologies Pty Ltd.</p> <p>(b) Option Offer: an offer of up to 50,000,000 Options to brokers and corporate advisers for capital raising services provided to the Company.</p>	Section 2.2
What are the conditions of the Offers?	<p>The Offers remain conditional upon the following events occurring:</p> <p>(a) the Acquisition Agreement becoming unconditional;</p> <p>(b) Shareholders approving the Essential Resolutions;</p> <p>(c) the Company raising the minimum subscription (\$3,600,000) under the Public Offer; and</p> <p>(d) ASX providing the Company with a list of conditions which, when satisfied, will result in ASX reinstating the Shares to quotation on ASX upon the satisfaction of Chapters 1 and 2 of the Listing Rules.</p> <p>If these conditions are not satisfied then the Offers will not proceed and the Company will repay all Application Monies received under the Public Offer in accordance with the Corporations Act.</p>	Section 2.3
Why are the Offers being conducted?	<p>The purposes of the Offers are to:</p> <p>(a) meet the requirement that the Company re-complies with the ASX's admission requirements in accordance with Chapters 1 and 2 of the Listing Rules;</p> <p>(b) provide funding for the purposes outlined in Section 3.16;</p>	Section 2.1(c)

Topic	Summary	More information
	<p>(c) provide the Company with access to equity capital markets for future funding needs; and</p> <p>(d) enhance the public and financial profile of the Company.</p>	
Additional information		
Will the Company be adequately funded after completion of the Public Offer?	The Directors are satisfied that on completion of the Public Offer, the Company will have sufficient working capital to carry out its stated objectives.	Section 3.16
What rights and liabilities attach to the Securities on issue post-Acquisition?	<p>All Shares issued under the Offers will rank equally in all respects with existing Shares on issue. The rights and liabilities attaching to the Shares are described in Section 9.1.</p> <p>The rights and liabilities attaching to the Options issued under the Option Offer are described in Section 9.2. The Shares issued on exercise of the Options will rank equally in all respects with existing Shares on issue.</p> <p>The rights and liabilities attaching to the Performance Rights to be issued to the Directors are described in Section 9.4. The Shares issued on exercise of the Performance Rights will rank equally in all respects with existing Shares on issue.</p>	Sections 9.1, 9.2 and 9.4
Is the Public Offer underwritten?	No, the Public Offer is not underwritten.	Section 2.5
Will the Shares issued under the Offers be quoted?	The Company will apply to ASX no later than 7 days from the date of this Prospectus for official quotation of the Shares on the ASX under the new code, "CR8".	"Important Information"
What are the tax implications of investing in Securities under the Offers?	<p>The tax consequences of any investment in Securities under the Offers will depend upon your particular circumstances.</p> <p>Prospective investors should obtain their own tax advice before deciding to invest.</p>	Section 2.14
How do I apply for Securities under the Offers?	Applications for Securities under the Offers must be made by completing the relevant Application Form and, for the Public Offer, must be accompanied by a cheque in Australian dollars for the full amount of the application being the number of Shares applied for multiplied by \$0.02 per Share. Cheques must be made payable to "Marion Energy Limited" and should be crossed "Not Negotiable".	Section 2.6

Topic	Summary	More information
When will I receive confirmation that my application has been successful?	It is expected that holding statements will be sent to successful applicants by post on or about 4 December 2015.	"Key Offer Details"
Will any Shares be subject to escrow?	<p>No Shares issued under the Public Offer will be subject to escrow.</p> <p>Subject to the Company's Shares being reinstated to trading on the ASX, all Securities issued under the Secondary Offers will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of reinstatement.</p>	Section 2.9
What is the Company's dividend policy?	<p>The Company does not expect to pay dividends in the near future as its focus will primarily be on using cash reserves to grow and develop the MAE business.</p> <p>Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors. No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.</p>	Section 5.4
How can I find out more about the Prospectus or the Offers?	Questions relating to the Offers and applications for Securities can be directed to the Company on +61 8 9486 7244.	Section 2.15

1. Transaction overview

1.1 The Acquisition

On 5 November 2015, the Company announced it had agreed to acquire the entire issued capital of Global Agenda Technologies Pty Ltd (**Agenda**) (**Acquisition**), an Australian based proprietary company, which holds intellectual property interests pertaining to the development of a software platform (**Agenda Platform**).

A summary of the Acquisition Agreement, including the conditions precedent to settlement occurring on the Acquisition, is set out in Section 8.2.

Upon successful completion of the Acquisition, the Company will focus on developing and commercialising the Agenda Platform, whilst also seeking to expand its portfolio in technology solutions. A more detailed summary of Agenda and the proposed business of the Company following completion of the Acquisition is set out in Section 3.

Subject to Shareholder approval, the Company intends to operate in the technology and software development sector, with its first proposed acquisition being Agenda. The Company plans to further expand its portfolio in technology solutions, with a particular focus on software marketing solutions, application software, communication software, software as a service, online social networking services, and security and encryption.

Completion of the Acquisition is subject to a number of conditions, including the following:

- (a) the Company raising the minimum subscription under the Public Offer, being \$3,600,000; and
- (b) ASX approving the Company's re-compliance with the admission requirements under Chapters 1 and 2 of the Listing Rules.

1.2 About Agenda

Agenda is an early stage start-up Australian private company founded by Ms Annabel Slade and more recently incorporated in October 2015, that holds intellectual property interests pertaining to business-to-consumer sales, automated booking services and a peer-to-peer communication application under construction to be known as the Agenda Platform.

Ms Slade's vision in founding Agenda was to provide a solution that enabled consumers to be connected with credible and reliable providers efficiently after being frustrated with her own experiences.

The concept for the Agenda Platform stemmed from Ms Slade's travelling experiences. She had found the research and booking process time-consuming, complicated and inefficient across a number of service industries within Australia and set about changing the appointment booking process within Australia.

Ms Slade's background in Marketing and Communication was the catalyst for providing not only a software solution for consumers, but also a strategic advertising and promotional platform. One of Agenda's goals is to maintain the integrity of individual business branding and engage with target markets at the optimum time, allowing for more targeted and effective advertising solutions for businesses. Please refer to

Section 3 for a more detailed summary of Agenda and the Company's proposed business following completion of the Acquisition.

1.3 Suspension and reinstatement on ASX

The Acquisition, if successfully completed, will represent a significant change in the nature and scale of the Company's operations to a technology company focused initially on developing the Agenda Platform.

The change in the nature and scale of the Company's activities requires:

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

The Company's Securities are currently suspended from trading on ASX and will not be reinstated unless:

- (a) each Essential Resolution is passed by Shareholders (see Section 1.4 below for further details);
- (b) ASX is satisfied the Company has met the requirements of Chapters 1 and 2 of the Listing Rules;
- (c) the Company meets the requirements of ASX pursuant to Guidance Note 33 and ASX grants an extension of time so as not to remove the Company from the Official List in accordance with ASX's long terms suspended companies policy (see the 'Important Note' below the Indicative Timetable on page 7 for further details).

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

- (a) the Company must satisfy the shareholder spread requirements relating to the minimum number of Shareholders and the minimum value of the shareholdings of those Shareholders; and
- (b) the Company must satisfy the "assets test" as set out in Listing Rule 1.3.

It is expected that the conduct of the Public Offer pursuant to this Prospectus will enable the Company to satisfy the above requirements.

Applicants should be aware that ASX will not re-admit or admit any Shares to Official Quotation until the Company re-complies with Chapters 1 and 2 of the Listing Rules and is re-admitted by ASX to the Official List.

In the event that the Company does not receive conditional approval for re-admission to the Official List, the Company will not proceed with the Public Offer and will repay all Application monies received by it in connection with this Prospectus (without interest).

If Shareholder approval to the change in nature and scale of the Company's activities is not obtained, the Company will be de-listed from the Official List of the ASX.

The Company will apply to ASX no later than seven days from the date of this Prospectus for ASX to grant official quotation of the Shares issued pursuant to this Prospectus. If the Shares are not admitted to quotation within three months after the date of this Prospectus, no Shares will be issued and Application Monies received

under the Public Offer will be refunded in full without interest in accordance with the Corporations Act.

Neither ASX nor ASIC take responsibility for the contents of this Prospectus. The fact that ASX may grant official quotation to the Shares issued pursuant to this Prospectus is not to be taken in any way as an indication by ASX as to the merits of the Company or the Shares.

1.4 General Meeting

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

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

- (a) **Change in nature and scale:** the Company changing the nature and scale of its activities as a result of the Acquisition to become a technology company (at present the Company is classified by ASX as an oil and gas exploration and production company);
- (b) **Issue of Consideration Shares:** the issue of Shares as consideration for the Acquisition, being the issue of:
 - (i) 2,500,000 Shares to the Vendor (or her nominees) as initial consideration (**Initial Consideration Shares**); and
 - (ii) 25,000,000 Shares to the Vendor (or her nominees) on the satisfaction of the Milestone (being Agenda achieving of 500,000 active registered users on the Platform within 24 months of relisting and revenue of Agenda reaching \$500,000 (**Milestone Consideration Shares**),(together, **Consideration Shares**);
- (c) **Public Offer:** the issue of Shares under the Public Offer;
- (d) **Re-elect directors:** the re-election of directors Mr Bryn Hardcastle and Mr Tom Bahen as directors of the Company;
- (e) **Performance Rights:** adopt the Company's Performance Rights Plan (**Plan**) and the issue of up to 30,000,000 Performance Rights pursuant to the Plan to the Directors of the Company on the terms set out in Section 9.4; and
- (f) **Change of name:** change of the Company's name to 'Cre8tek Limited',

(each, an Essential Resolution).

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

2. Details of the Offers

2.1 Public Offer

(a) General

By this Prospectus, pursuant to the Public Offer the Company offers 180,000,000 Shares at an Offer Price of \$0.02 per Share to raise funds of \$3,600,000 (before costs). The Public Offer is open to the general public.

The Shares to be issued pursuant to the Public Offer are of the same class and will rank equally in all respects with the existing Shares in the Company. The rights and liabilities attaching to the Shares are further described in Section 9.1 of the Prospectus.

Applications for Shares under the Public Offer must be made on the Public Offer Application Form accompanying this Prospectus and received by the Company on or before the Closing Date. Persons wishing to apply for Shares under the Public Offer should refer to Section 2.6 for further details and instructions.

(b) Minimum subscription

The minimum level of subscription for the Public Offer is 180,000,000 Shares to raise \$3,600,000 (before costs). If the minimum subscription has not been achieved within three months after the date of this Prospectus (or such period as varied by ASIC), the Company will not issue any Securities under this Prospectus and will repay all Application Monies in accordance with the Corporations Act.

(c) Purpose of the Public Offer

The purposes of the Public Offer are to:

- (i) meet the requirement that the Company re-complies with the ASX's admission requirements in accordance with Chapters 1 and 2 of the Listing Rules;
- (ii) provide funding for the purposes outlined in Section 3.16;
- (iii) provide the Company with access to equity capital markets for future funding needs; and
- (iv) enhance the public and financial profile of the Company.

2.2 Secondary Offers

The Company is also undertaking the Secondary Offers (described below) in connection with the Acquisition. The Secondary Offers are being made under this Prospectus to remove the need for an additional disclosure document to be issued upon the sale of any Securities (or any Shares issued on conversion of any Securities into Shares) that are issued under the Secondary Offers.

(a) **Consideration Offer**

The Prospectus also includes the Consideration Offer, under which the Company offers 2,500,000 Shares to the Vendor (or her nominees) for the acquisition of all the shares in Global Agenda Technologies Pty Ltd.

The Shares to be issued pursuant to the Consideration Offer are of the same class and will rank equally in all respects with the existing Shares in the Company. A summary of the rights and liabilities attaching to the Shares is set out in Section 9.1 of the Prospectus.

Applications for Shares under the Consideration Offer may only be made by the Vendor (or her nominees) on the Consideration Offer Application Form accompanying this Prospectus and received by the Company on or before the Closing Date.

Persons wishing to apply for Shares under the Consideration Offer should refer to Section 2.6 for further details and instructions. No Application Monies are payable under the Consideration Offer.

(b) **Option Offer**

The Company has agreed to offer Options to brokers and corporate advisers for capital raising services provided to the Company.

This Prospectus includes a separate offer of 50,000,000 Options to brokers and corporate advisers.

The rights and liabilities attaching to the Options issued under the Option Offer are described in Section 9.2. If the Options are exercised, the resultant Shares will be of the same class and will rank equally in all respects with the existing Shares in the Company.

Only specified brokers and corporate advisers (or their nominees) may accept the Option Offer. A personalised Application Form in relation to the Option Offer will be issued to brokers and corporate advisers together with a copy of this Prospectus.

No Application Monies are payable under the Option Offer.

The Options will not be quoted.

2.3 Conditional

The Offers under this Prospectus are conditional upon the following events occurring:

- (a) the Acquisition Agreement becoming unconditional;
- (b) Shareholders approving the Essential Resolutions;
- (c) the Company raising the minimum subscription being \$3,600,000 under the Public Offer (refer to Section 2.1); and
- (d) ASX providing the Company with a list of conditions which, when satisfied, will result in ASX reinstating the Shares to quotation on ASX upon the satisfaction of Chapters 1 and 2 of the Listing Rules.

If these conditions are not satisfied then the Offers will not proceed and the Company will repay all Application Monies received under the Public Offer in accordance with the Corporations Act.

2.4 Capital structure

The proposed pro forma capital structure of the Company following completion of the Offers and the Acquisition is as follows:

Shares	
Shares on issue prior to the Offers	51,926,409
Initial Consideration Shares	2,500,000
Maximum number of Shares to be issued under the Public Offer	180,000,000
Total Shares on issue following completion and re-compliance	234,426,409
Milestone Consideration Shares ²	25,000,000
Total Shares on issue if Milestone Consideration Shares are issued	259,426,409
Options	
Options on issue prior to the Offers ³	25,567,156
Maximum number of Options to be issued pursuant to Option Offer	50,000,000
Maximum number of Options on issue following completion and re-compliance	75,567,156
Performance Rights	
Performance Rights on issue prior to the Offers	Nil
Performance Rights to be issued to Directors ⁴	30,000,000
Total Performance Rights on issue following completion and re-compliance	30,000,000

Notes:

1. The above tables assume that no Options are exercised and any milestones with respect to the Performance Rights and Milestone Shares are not achieved so that the Performance Rights do not convert into Shares and the Milestone Shares are not issued.
2. Milestone Consideration Shares to be issued on achievement of 500,000 active registered users on the Agenda Platform within 24 months of relisting and revenue of Agenda reaching \$500,000.
3. Includes 25,000,000 unquoted options on issue exercisable at \$0.02 each and expiring 4 November 2019, and 567,156 unquoted options with exercise prices between \$3.00 and \$10.00 per share and expiring up to two years from the date of relisting.
4. Issue subject to Shareholder approval at the Meeting. See Section 9.4 for full terms and conditions of Performance Rights.

2.5 No underwriting

The Public Offer is not underwritten.

2.6 Applications

Applications for Securities under the Offers can only be made using the relevant Application Form accompanying this Prospectus. The Application Form must be completed in accordance with the instructions set out on the form.

Applications under the Public Offer must be for a minimum of 100,000 Shares (\$2,000) and then in increments of 25,000 Shares (\$500). No brokerage, stamp duty or other costs are payable by applicants. Cheques must be made payable to "Marion Energy Limited - Share Application Account" and should be crossed "Not Negotiable". All Application Monies will be paid into a trust account.

Completed Application Forms and accompanying cheques must be received by the Lead Manager before 5.00pm WST on the Closing Date by either being delivered to, or posted to, the following address:

By Hand	By Post
Otsana Capital 108 Outram Street West Perth, WA 6005	Otsana Capital PO Box 1974 West Perth, WA 6872

Applicants are urged to lodge their Application Forms as soon as possible as the Public Offer may close early without notice.

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

It is the responsibility of Applicants outside Australia to obtain all necessary approvals for the allotment and issue of Securities pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

2.7 Allocation and allotment of Securities

The Directors reserve the right to reject any application or to allot a lesser number of Securities than that applied for. If the number of Securities allocated is less than that applied for, or no allotment is made, any surplus Application Monies will be promptly refunded without interest.

Subject to ASX granting approval for quotation of the Shares, the allotment of Shares will occur as soon as practicable after the Public Offer closes. Holding statements will be dispatched as required by ASX. It is the responsibility of applicants to determine their allocation prior to trading in the Shares.

Applicants who sell the Shares before they receive their holding statement will do so at their own risk.

2.8 Application Monies to be held in trust

The Application Monies for Shares to be issued pursuant to the Public Offer will be held in a separate bank account on behalf of applicants until the Shares are allotted. If the Shares to be issued under this Prospectus are not admitted to quotation within a period of three months from the date of this Prospectus, the Application Monies will be refunded in full without interest, and any Shares issued will be deemed to be void. All interest earned on Application Monies (including those which do not result in the issue of Shares) will be retained by the Company.

2.9 Escrow arrangements

Subject to the Company's Shares being reinstated to trading on the ASX, certain Securities in the Company will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of reinstatement. During the period in which these Securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of their Shares in a timely manner.

The Securities likely to be subject to escrow are the Securities issued under the Secondary Offers. The Shares offered under the Public Offer will not be subject to any escrow restrictions.

Prior to the Company's Shares being reinstated to trading on the ASX, the Company will enter into escrow agreements with the recipients of the restricted securities in accordance with Chapter 9 of the Listing Rules, and the Company will announce to ASX full details (quantity and duration) of the Securities required to be held in escrow.

2.10 CHESS and issuer sponsorship

The Company participates in CHESS. All trading on the ASX in existing Shares is, and in new Shares will be, settled through CHESS. ASX Settlement, a wholly-owned subsidiary of the ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules. On behalf of the Company, the Share Registry operates an electronic issuer sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together make up the Company's principal register of securities.

Under CHESS, the Company does not issue certificates to Shareholders. Rather, holding statements (similar to bank statements) will be sent to Shareholders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for Shareholders who elect to hold Shares on the CHESS sub-register) or by the Company's Share Registry (for Shareholders who elect to hold their Shares on the issuer sponsored sub-register). The statements will set out the number of existing Shares (where applicable) and the number of new Shares allotted under this Prospectus and provide details of a Shareholder's holder identification number (for Shareholders who elect to hold Shares on the CHESS sub-register) or Shareholder reference number (for Shareholders who elect to hold their Shares on the issuer sponsored sub-register). Updated holding statements will also be sent to each Shareholder at the end of each month in which there is a transaction on their holding, as required by the Listing Rules.

2.11 Risks

As with any share investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 4 of this Prospectus. The Securities on offer under this Prospectus should be considered highly speculative. Accordingly, before deciding to invest in the Company, applicants should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

2.12 Overseas investors

An offer made pursuant to this Prospectus is not made to persons or in places which would not be lawful to make the offer. No action has been taken to register the Offers under this Prospectus or otherwise permit the Offers to be made in any jurisdiction outside Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Failure to comply with such restrictions may constitute a violation of applicable securities laws.

Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed in respect of the Offers.

2.13 Privacy disclosure

Persons who apply for Securities pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for Securities, to provide facilities and services to Security holders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for Securities will not be processed. In accordance with privacy laws, information collected in relation to specific Security holders can be obtained by that Security holder through contacting the Company or the Share Registry.

2.14 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offers, by consulting their own professional tax advisers. Neither the Company nor any of its Directors or officers accepts any liability or responsibility in respect of the taxation consequences of the matters referred to above.

2.15 Enquiries

This is an important document and should be read in its entirety. Investors should consult with their professional advisers before deciding whether to apply for Securities under this Prospectus. Any investment in the Company under this Prospectus should be considered highly speculative.

Questions relating to the Offers and the completion of an Application Form can be directed to the Company on +61 8 9486 7244.

3. Overview of the Company, Agenda and the Merged Group

3.1 Marion Energy Limited (to be renamed 'Cre8tek Limited')

The Company was incorporated on 14 November 1935 and admitted to the Official List of ASX on 3 July 1986. The Company is presently classified as an ASX-listed oil and gas exploration and production company. Its principal activities in the past were the development of oil and gas properties located in Utah, USA.

The Company's securities were suspended from official quotation on 3 October 2011 due to the non-lodgement of its financial report for the year ended 30 June 2011, and have remained suspended since that date.

On 2 February 2015, the Company announced that the then Board resolved to appoint Mr James (Jim) Downey of JP Downey & Co as voluntary administrator of the Company.

On 19 March 2015, the Company announced that at a meeting of creditors of the Company, the creditors resolved that the Company execute a deed of company arrangement (**Original DOCA**) and that Mr James Downey be appointed as administrator of the deed of company arrangement (**Deed Administrator**). The purpose of the Original DOCA was to put in place a moratorium on all unsecured debts until the end of a further creditors' meeting which was required to be called after conclusion of a US bankruptcy process with respect to the Company's subsidiary or by 19 March 2016 (whichever was the later).

On 6 August 2015, the creditors of the Company resolved that the Company vary the Original DOCA. The following day the Company executed a varied deed of company arrangement (**DOCA**), which embodied a proposal by Otsana Capital for the recapitalisation of the Company. Further information on the history of the Company and the DOCA can be found in sections 3.1 and 3.2 of the Company's previous notice of general meeting released to ASX on 28 August 2015.

Pursuant to the DOCA all the assets of the Company were transferred to a creditors' trust, to be realised by the Deed Administrator and distributed amongst creditors in accordance with the DOCA.

Following completion of the DOCA on 28 October 2015, the Company has been actively seeking to identify and evaluate new opportunities both in related or non-related industries that may increase shareholder value.

3.2 Acquisition of Agenda

On 5 November 2015, the Company announced it had agreed to acquire the entire issued capital of Agenda, an Australian based proprietary company, which holds intellectual property interests pertaining to the development of a software platform known as the Agenda Platform.

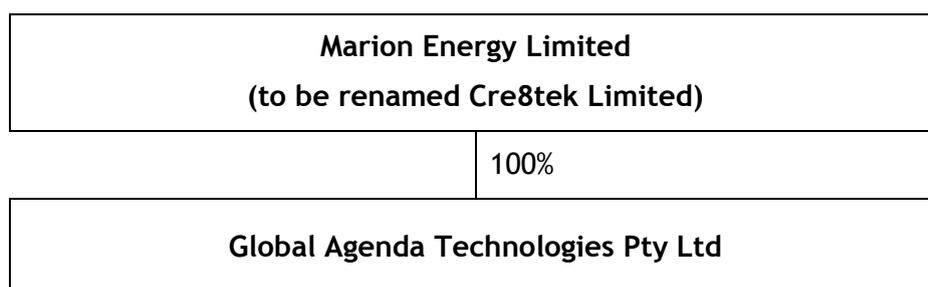
A summary of the Acquisition Agreement, including the conditions precedent to settlement occurring on the Acquisition, is set out in Section 8.2.

Upon successful completion of the Acquisition, the Company will focus on developing and commercialising the Agenda Platform, whilst also seeking to expand its portfolio in technology solutions. A more detailed summary of Agenda and the proposed business of the Company following completion of the Acquisition is set out below.

Investors should note the Company intends to operate in the technology and software development sector, with its first proposed acquisition being Agenda. The Company plans to further expand its portfolio in technology solutions, with a particular focus on software marketing solutions, application software, communication software, software as a service, online social networking services, and security and encryption.

3.3 Corporate structure

The diagram below summarises the corporate structure of the Company following completion of the Acquisition.



3.4 Global Agenda Technologies Pty Ltd

Agenda was founded by Ms Annabel Slade (**Vendor**), and more recently incorporated as an early stage start-up Australian private company in October 2015. Agenda holds and is developing intellectual property interests pertaining to business-to-consumer sales, automated booking services and a peer-to-peer communication application under construction to be known as the Agenda Platform.

The Vendor's vision in founding Agenda was to provide a solution that enabled consumers to be connected with credible and reliable service providers efficiently after being frustrated with her own experiences.

The concept for the Agenda Platform stemmed from the Vendor's own knowledge and research into travelling experiences. She had found the research and booking process for service providers time-consuming, complicated and inefficient across a number of service industries within Australia and set about changing the appointment booking process within Australia.

Ms Slade's background in Marketing and Communication was the catalyst for providing not only a software solution for consumers, but also a strategic advertising and promotional platform. One of Agenda's goals is to maintain the integrity of individual business branding and engage with target markets at the optimum time, allowing for more targeted and effective advertising solutions for businesses.

3.5 Background to the Agenda Platform

Schedules often change and sometimes, consumers are just not as organised as they would like to be. If successfully developed, the Agenda Platform will provide consumers with the tools to find that last minute appointment from a range of reputable service providers across a range of industries and within a selected radius of their current location, removing the need for all of the Googling, phone calls, diary checks and unanswered messages. If successfully developed, clients will be able to browse providers by service, available times, price range and user star ratings.

The objective of the Agenda Platform (if successfully developed) is to bridge the gap between service providers and clientele, developing an innovative smartphone App and web-based software which links businesses and consumers based on consumer

profiling, social networking and location services, and converts these connections into real-time sales and profits.

The Agenda Platform is aiming to remove the convoluted research process for consumers in their search for services, simplify marketing procedures for businesses and link consumers and businesses in a simplified manner of scheduling appointments across a range of industries.

Should the Agenda Platform be successfully developed, the following table includes examples of consumer and business interactions the Agenda Platform is aiming to achieve. As the Agenda Platform is under development the examples are provided for illustration purposes only.

Industry	Example
Beauty	<p>A consumer has set their profile to include their preferences relating to their hair treatment services and is able to specify their preferred end-of-treatment service (eg. services which include a blow dry, hydration treatment, session styling etc) and preferred treatment brands. They have also selected their location as Perth and will travel a distance of up to 10km for their treatment.</p> <p>If successfully developed, this user will be shown available times and dates for providers within their selected distance, offering services that include their preferred additional services and who stock or utilise brands the consumer desires.</p> <p>With pre-set preferences, the Agenda Platform is aiming to remove the research process for consumers when engaging a new service provider and businesses are enabled to target audiences specific to their skills, attributes and service offerings.</p>
Fitness	<p>A new pilates studio has opened in Darlinghurst and whilst clientele has been building, they are experiencing a number of empty or half-filled classes.</p> <p>If successfully developed, via the Agenda Platform, the pilates studio could authorise discounts on available appointments to people in the area and send in application push notifications to alert users that a new deal has been activated.</p> <p>Until a booking is converted into a sale, the studio will have no financial risk and be able to communicate with a large audience and engage prospective new and existing clientele in the area. This proposed functionality allows businesses to manage their own scheduling and pricing whilst still presenting an attractive brand to engaged and active consumers.</p>

Industry	Example
Tradespeople	<p>A professional in garden care has uploaded his portfolio of client work to his business Facebook and Instagram pages but is still unable to connect with potential clients, as his search engine optimisation isn't capturing his business name when people search for 'Brisbane gardener'.</p> <p>Within the Agenda Platform, it is proposed that consumers are able to browse multiple social networking sites for inspiration and local providers listed on the platform directory. The aim is to allow a user to identify the concept of what they wish to achieve and be connected directly to the provider who performed the service pictured.</p> <p>The goal of this proposed process is to seamlessly connect businesses to consumers whilst they are actively looking for solutions. If successful, enabling this connection through the use of social media increases the opportunity for a service to be booked as the user is actively pursuing options and is connected to their preferences immediately.</p>

Agenda has identified inefficiencies, difficulties and lack of presence in the existing market of consumer service industries such as health, beauty, fitness, domestic services, tradespeople and others and has set out to:

- (a) create the premier online and mobile sales conversion and booking solution for service industries and consumers;
- (b) provide a simple and seamless platform for consumers to manage appointment bookings and payments;
- (c) engage new clientele and provide revenue security for service providers;
- (d) provide a cost effective and targeted advertising and marketing solution;
- (e) capture key consumer trends and profiling information to develop key business drivers and strategies;
- (f) provide a credible directory for consumers to identify providers which match their unique criteria; and
- (g) engage users by creating a unique social networking community allowing connections to share experiences and inspirations.

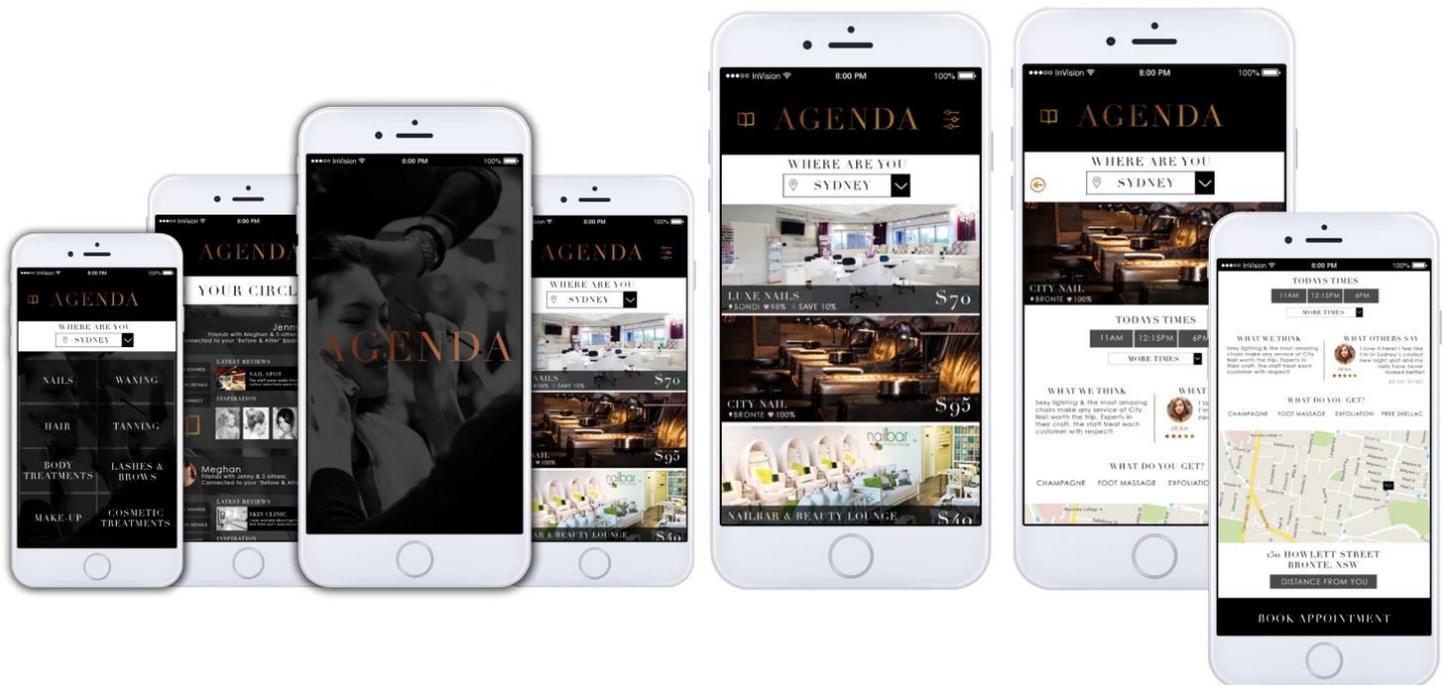
3.6 Current stage of development

The Agenda Platform is currently under construction (presently in a non-functioning prototype state) and is yet to be completed. Due to the early stage of platform construction no service providers have agreed to use the platform.

To date, nominal funds have been expended on developing the Agenda Platform by Agenda and the Vendor, with approximately 950 hours spent by the Vendor developing the concept, initial design, and strategy and creating and developing the mobile and desktop test sites that currently make up the Agenda Platform.

Agenda has completed the initial design concepts for the Agenda Platform, some of which are illustrated below. These 'creative skins' are indicative of the proposed

interactive interface, remain subject to change and are provided for illustration purposes only.



To date development of the Agenda Platform has focused on the beauty industry. An overview of the significant creative skins produced to date and their purpose/features is set out below. Agenda plans to use the same design concepts across other service industries.

(a) Industry discipline page

Users will be able to access their preferences from the taskbar

Users will be able to change their location with one click

Available industry disciplines will be segmented and listed in one touch, continuous scroll galleries dependent on location.

Popular services will be individually listed whilst broader and more specialised services will be listed by service group.

As an example 'Nails' is selected.

(b) Available service options



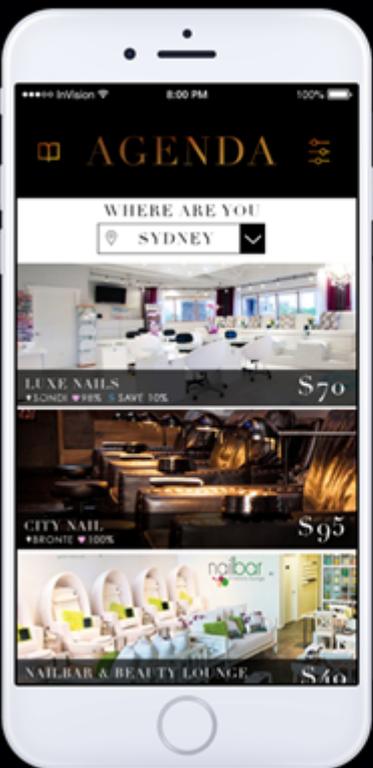
The image shows a white smartphone displaying the 'AGENDA' app. At the top, the app name 'AGENDA' is in gold. Below it, a location selector shows 'WHERE ARE YOU' with 'SYDNEY' selected. The main content area features a dark background with white text listing service options: 'MANICURE', 'PEDICURE', 'ACRYLICS & GELS', and 'BUFF & SHAPE'. The phone's status bar at the top shows 'Infusion', '8:00 PM', and '100%' battery.

Once relevant service group selected, the next screen provides the available service options.

Dependent on the chosen discipline, available service options will be displayed on a continuous scroll listing. Proposed that users will be able to easily identify their required service and be directed to service providers with available appointments.

Continuing with the example, 'Pedicure' is selected.

(c) Service provider options



The image shows the same white smartphone displaying the 'AGENDA' app. The location is still 'SYDNEY'. Below the location selector, a gallery of service providers is shown. Each provider card includes a photo of the business, the provider name, location, price, and a discount. The providers shown are 'LUXE NAILS' (Bondi, \$70, 10% off), 'CITY NAIL' (Beaconsfield, \$95, 100% off), and 'NAILBAR & BEAUTY LOUNGE' (North Sydney, \$70). The phone's status bar at the top shows 'Infusion', '8:00 PM', and '100%' battery.

All available options based on location, filtering preferences and required services are proposed to be displayed through a continuous scroll gallery highlighting name, location, feedback score, price and discount (if applicable).

The gallery option is proposed to allow providers to showcase their business and provide key service information which enables cut-through and direct advertising to customers.

Proposed that users have the ability to modify the order of display by utilising their filtering options based on their preferences (e.g. closest provider, cheapest service etc).

(d) Selected service provider



Continuing with the example, a service provider is selected.

The gallery option proposed to allow up to five images supplied by the service provider of their business, their services and general imaging.

Proposed that users have the ability to access today's available appointment times or select a different date and view those available appointments

Proposed that snapshots of feedback relating to the provider highlighting positives of the services provided and the business will be available, allowing for quick insights.

(e) Available appointments and payment



Continuing with the example, available appointments are selected.

Proposed that users have the option to change the appointment date and time

One touch selection will be available for preferred times with continuous scrolling options

Proposed that payments will be made on this screen with security for both the user and business that the appointment is secured

3.7 Key steps to development of the Agenda Platform

The key steps for development of the Agenda Platform are described below.

Step	Description
<p>1. Design phase</p>	<p>Development of the scope and design of the Agenda Platform and determining the technologies across which the Agenda Platform will operate.</p> <p>The initial design concepts have been completed by Agenda and Agenda has determined that the Agenda Platform will be developed such that it is compliant with and available on iOS and Android mobile, Mac, PC and Tablet.</p> <p>Design to date has focussed on the beauty industry, and Agenda will apply the same methodology across a range of consumer services.</p>
<p>2. Development of wireframes</p>	<p>It is proposed that third party teams who are specialists in developing native mobile apps will be engaged to develop the wireframes for the Agenda Platform.</p> <p>"Wireframes" are two-dimensional illustrations of a webpage's interface that specifically focuses on space allocation and prioritisation of content, functionalities available, and intended behaviours.</p> <p>In architectural terms, the wireframes are the blueprints to the webpage which outline what information the website will contain, but without the functionality that will be present in the live webpage.</p> <p>Risks which may result in delays to complete the Agenda Platform include, amongst other things, inferior code based selection and/or poor determination of the scope and design of the Agenda Platform.</p>
<p>3. Acquisition of service providers</p>	<p>Post-wireframe development, Agenda will be able to actively seek to secure service providers to implement as live listings on the application.</p> <p>As an example of the working tool, it is imperative that Agenda secures providers at this stage as testing stages require live and functional appointments and businesses.</p> <p>This stage allows providers to see an example of the working product and will provide ample information to secure their interest.</p> <p>The acquisition of service providers is critical to the Agenda Platform's success. Should there be delays or issues involved in acquiring service providers, the success of the Agenda Platform may be compromised.</p>
<p>4. Code development</p>	<p>Once the wireframes have been developed, code development and integration of required third party services for the operation and functionality of the Agenda Platform will be facilitated.</p> <p>These third party services may include, for example,</p>

Step	Description
	<p>integration with existing scheduling management tools (eg. Konnect, MindBody, Kitomba etc) and the integration of Instagram, Facebook and Pinterest.</p> <p>Risks which may result in delays to complete the Agenda Platform include, amongst other things, reliance on key personnel, scope creep and/or poor budget or task management.</p>
<p>5. Alpha testing</p>	<p>The next step will involve stress testing the Agenda Platform to identify any missing functionalities or errors.</p> <p>The alpha testing phase will be done in-house and utilise a test audience of consumers as well as initial service providers who have been engaged and will be the first formal testing phase for the Agenda Platform.</p> <p>Risks which may result in delays to complete the Agenda Platform include, amongst other things, improper stress case definitions and/or code breakage due to poor infrastructure.</p>
<p>6. Beta release</p>	<p>The last stage of testing will involve sending the product to beta test sites and service providers for real-world exposure or offering the Agenda Platform for a free trial download over the internet.</p> <p>The beta release is the phase most likely to identify matters within the Agenda Platform which need to be rectified prior to the live launch. These matters may be:</p> <ul style="list-style-type: none"> • of a technical nature, such as missing functionalities or errors; or • of a more fundamental or general nature such as the Agenda Platform being confusing or suggestions of improvements. <p>Risks which may result in delays to complete the Agenda Platform include latencies unforeseen in ISP/Mobile ISP carriers, third party system integrators and consumer support systems.</p>

The development of integrated software and technology applications similar to that proposed for the Agenda Platform has been completed numerous times before. The Board considers that there is a low risk that the Agenda Platform cannot be built as intended.

The risk with technological development is that in order for the Agenda Platform to succeed, it must be a quality product. A product which may be technologically functional, but of a low quality (e.g. because of a lack of service providers), is unlikely to result in the consumer retention and engagement required for the Agenda Platform to succeed. For further details of the risks see Section 4.

The continued development of the Agenda Platform and its launch are contingent on, among other things:

- (a) the Company acquiring Agenda and obtaining additional funding through this Prospectus;

- (b) Agenda signing up initial service providers and retaining those service providers;
- (c) increased functionality through software and technical development;
- (d) timely response and management of 'bug fixes' and feedback from Beta-release users through in-application diagnostics;
- (e) acquisition and management of strategic partnerships with scheduling software providers to maintain functionality of the application; and
- (f) successful management of social media integration and channel monitoring through development of filtering and security tools in order to manage content available to users.

The above section contains statements of current intentions as at the date of this Prospectus. Investors should note that, as with any business plan, the steps set out above may change depending on a number of factors, including the outcome of operational and development activities and the materialisation of risks (refer to Section 4 for additional detail regarding the likely risks). In light of this, the Board reserves the right to alter the development process described above.

3.8 Industry overview

The high growth of mobile, communications and data analytics, and the increasing adoption of new technologies in everyday life and business, is accelerating the pace of innovation and creating opportunities to capture value through smart investments in the technology space.

Technology and communications are becoming more and more embedded into our everyday lives. The number of people that are using the internet continues to grow. The prevalence of smartphones has meant that the use of mobile devices to access the internet and global mobile data traffic is growing at an even faster rate.

Consumer behaviour indicates that the usage of devices is becoming more social and content-rich, with expanded use of photos, video and audio. Not only do people use their phones to stream and share content, they also use their phones as a medium to carry out lots of life tasks, including paying bills, booking tickets online or checking timetables. People look to their smartphone as a multipurpose device and businesses are increasingly responding to this need through their online and mobile presence.

The cost of starting a business in the technology sector has decreased significantly. Start-ups are now able to produce products and services that are accessible by large populations and can be delivered to global companies with relatively low levels of capital investment and in a short space of time. Using widely available software development tools and social media, free or discounted products can be deployed and tested in market on a large scale to determine their appeal to customers, before being modified for paying customers.

The Company initially intends to operate within the smartphone application industry, with a focus on the services industry via the Agenda Platform.

While it is intended that the Agenda Platform will, if successfully developed, be able to be viewed on any internet-enabled device, Agenda is pursuing a "mobile first" strategy where mobile devices are to be the main viewing platform. This is due to the well-known strong growth in mobile internet access through smartphones and tablets, creating a growing potential consumer base for Agenda. This is also stimulated by the similarly well-known improvements in mobile network speed and

reliability, and the greater ubiquity of Wi-Fi networks, which improve the mobile viewing experience.

(a) **Industry competition**

The smartphone application and services market is highly competitive with a range of applications available across a range of industries.

Whilst Agenda will be a part of the mobile application market, industry specific use will determine the individual success of the application. As the Agenda Platform is proposed to be applied to a range of consumer service industries, there is a vast amount of opportunity for success.

Currently, the US market is saturated with appointment booking and sales conversion applications relating to the broad consumer services industry however, Australia is yet to see any significant competitive indicators.

Whilst the Company is not aware of any direct competitor to the proposed Agenda Platform, there are aspects of the Agenda Platform which are similar with existing defined products which have achieved positive reviews and awareness among consumers. Examples of such competition include:

- (i) **Beautiful:** A leader in the United States' largest cities (New York and recently Los Angeles), Beautiful is a tightly curated selection of salons, spas and fitness studios, from brow waxing to barre classes, picked by the company's editors. There is no social media integration and it is only available in two major cities within the United States;
- (ii) **StyleSeat:** Developed in 2011, StyleSeat is positioned as a web and mobile marketplace for booking beauty and wellness services with individual sole traders within the industry. These individual providers can utilise the platform as a schedule management tool which currently has 320,000 listings available in the United States;
- (iii) **Vaniday:** A recent addition in Australia with proven successes in other international markets, this application is a variation of Beautiful and StyleSeat, allowing users to sift through various options to find providers they wish to utilise. Vaniday has secured 500 salon businesses across Sydney and Melbourne only;
- (iv) **ClassPass:** ClassPass is a monthly subscription (US\$99) application which provides users access to a range of available fitness related classes. Currently, ClassPass holds 7,000 partnerships across the US, Canada and UK, with limited providers available in Sydney and Melbourne; and
- (v) **KFit:** Similar to ClassPass, KFit is a Malaysian-based application available in the Australian cities of Perth, Sydney and Melbourne, whilst also available in Auckland, Singapore, Seoul, Taipei, Hong Kong, Kuala Lumpur and Manila. KFit provides users with access to fitness classes for a fee of AU\$79 per month. They currently hold 4,000 partnerships with gyms and studios with 900 of these available in Australia.

(b) **Barriers to entry**

Due to the rapid pace of technological change and industry development, it is likely that new technologies or products may be developed that replicate or even supersede the proposed Agenda Platform in the future. This constitutes a potential significant risk to the business of the Merged Group.

3.9 The future of Agenda

Agenda's objective is to complete the current platform under construction by December 2016, initially targeting the beauty, health and fitness industries. Further expansion of the Agenda Platform's services and functionality to allow social media integration, and collaboration with industry professionals to provide a greater amount of credible resources for consumers to access is also planned post-launch.

The initial launch will focus on the beauty, health and fitness industries where consumers are already actively pursuing mobile and web-based solutions for appointment bookings. Strategic partnerships to be pursued with scheduling software providers are industry specific and should these partnerships materialise, are expected to provide a high level of user functionality in the initial roll out.

Future works of the Agenda Platform will include the diversification of industry sectors such as homecare, garden services and utilities services. This will allow a broader range of consumer groups to be profiled and able to access the technology based on their requirements in these sectors.

If successful, the growth of the platform will allow Agenda to branch into international markets, concentrating on entering Asia and Middle-East initially.

3.10 Direction of the Company

Agenda is the first proposed acquisition by the Company in line with the Company's new focus, being technology and software development. The Company plans to further expand its portfolio in technology solutions, with a particular focus on software marketing solutions, application software, communication software, software as a service, online social networking services, and security and encryption. It is possible that future acquisitions that may be contemplated may exceed the current or projected financial resources of the Company and it is expected that these acquisitions would be funded by debt and/or equity issues (subject to any required regulatory approvals).

3.11 Potential revenue sources from the Agenda Platform

If successfully developed, the Agenda Platform aims to take advantage of multiple revenue streams via transaction fees, advertising, in-application purchases and software sales.

(a) **Transaction fees**

Transaction fees will be generated each time a booking is converted and a consumer confirms their appointment through the in-application payment vehicle. A set percentage of the service fee is intended to be withdrawn from the total at the time of booking.

(b) **Advertising**

Once significant traffic flows across/through the Agenda Platform, Agenda may have the opportunity to offer brands and advertising agencies a content

site from which digital advertising may be hosted. This is dependent on building minimum viable traffic figures.

(c) In-App purchases

It is proposed that users of the Agenda Platform can purchase additional settings for a small fee such as added preference listings, the ability to 'ignore' listings from specific providers and the ability to purchase gift cards to 'gift' their friends and family, which can be redeemed via the application.

(d) Software sales

It is proposed that businesses utilising the Agenda Platform are able to purchase web-based software packages that enable them to utilise scheduling and diary management aspects, which are associated with the application. This is an opportunity for sole traders to utilise scheduling software for minimum financial outlay and provide businesses working with other scheduling software providers, or out-dated diary management methods, an integrated tool which targets consumers whilst aiding business management.

3.12 Business model

The basis for any revenue generated by consumer service offerings such as that proposed to be offered through the Agenda Platform, is driven by the acquisition, retention and engagement of its consumers and service providers.

The value attributed to consumers and service providers of the Agenda Platform, once developed, will fall into the three key metrics described below.

Category	Description	Value	Focus
Consumer / service provider acquisition	Consumer and service provider acquisition is the number of individual potential participants who access the Agenda Platform.	High	To maximise consumer and service provider acquisition, the Merged Group will undertake a focused and strategic marketing campaign both before the launch of the proposed Agenda Platform and on an ongoing basis.
Consumer / service provider retention	Consumer and service provider retention means the number of consumers and service providers that continue to access or use the Agenda Platform following the initial access or download.	High	To maximise consumer and service provider retention, the Merged Group will need to ensure that the Agenda Platform is cohesive from initial access or installation to first usage and re-engagement. This will be one of the focuses during the alpha and beta testing phases described in Section 3.7.

Category	Description	Value	Focus
Consumer / service provider engagement	Repeat users provide the most value.	High	<p>To maximise consumer and service provider engagement, the Merged Group will be required to constantly monitor consumer behaviour, make optimisation changes and keep the flow of communication between and from users open over social media and the offering itself.</p> <p>The Agenda Platform shall be a "living" technology, consistently monitored for performance improvement.</p> <p>The Merged Group will be required to adapt and modify the product offering on an ongoing basis to ensure consumers and service providers remain engaged.</p> <p>Testing during the beta phase is intended to ensure the Agenda Platform and product offerings will maximise this engagement.</p>

3.13 Key dependencies of the business model

The key factors that the Company will depend on to meet its objectives are:

- (a) successful completion of the Offers;
- (b) successful completion of the Acquisition;
- (c) successful development of the Agenda Platform;
- (d) retaining the key personnel of Agenda;
- (e) ability to protect its intellectual property in the Agenda Platform;
- (f) ability to acquire, retain and grow service providers; and
- (g) ability of the Company to acquire, retain and engage consumers to the Agenda Platform.

3.14 Intellectual property

An Australian application to register the mark 'AGENDA' was filed on 1 December 2015. While an application does not guarantee that registration will be granted, searches undertaken indicate at this stage that it is likely that registration will be granted in due course.

Whilst domain names of themselves provide no proprietary rights, they are generally recognised as extremely useful vehicles for marketing in the online space. As at the date of this Prospectus Agenda has registered various domain names such as theagenda.com.au and theagendaapp.com.

As development of the Agenda Platform progresses the Company, on the advice of its intellectual property solicitors, will make an assessment on whether to apply for registration of any intellectual property of the Company in the future.

3.15 Key personnel of the Merged Group

The key personnel proposed to be involved in the Merged Group are described in Sections 7.2 and 7.3.

3.16 Proposed use of funds

The Company has minimal cash reserves as at the date of this Prospectus, having only recently effectuated a deed of company arrangement.

The Company intends to apply the funds raised from the Public Offer as follows over the next two years:

SOURCES OF FUNDS	2016	2017
Estimated Cre8tek cash balance c/f 2016	\$-	\$1,704,667
Equity raising amount	\$3,600,000	\$-
Opening Cash Balance	\$-	\$-
Total funds available	\$3,600,000	\$1,704,667
USE OF FUNDS		
Contractors and consultants		
Business Development & Marketing	\$23,333	\$140,000
COO - Project Manager	\$120,000	\$120,000
Subtotal	\$143,333	\$260,000
Product development and commercialisation		
Mobile and Web Application development	\$275,000	\$80,000
Hosting & 3rd Party Services	\$18,000	\$36,000
Support & Maintenance	\$-	\$60,000
Social Network Integration and API development	\$85,000	\$85,000
Subtotal	\$378,000	\$261,000

Marketing activities		
Branding	\$35,000	\$10,000
Direct Sales	\$40,000	\$150,000
Advertising / Social Media	\$70,000	\$185,000
Public Relations / Events	\$50,000	\$185,000
Subtotal	\$195,000	\$530,000
Listed company expenses		
Operating Expenses	\$348,000	\$348,000
Recapitalisation & Costs of Offer	\$165,000	\$-
DOCA Effectuation (loan repayment)	\$150,000	\$-
Brokerage on Capital Raising	\$216,000	\$-
Working Capital/Acquisition Opportunities	\$300,000	\$305,667
Subtotal	\$1,179,000	\$653,667
TOTAL USES OF FUNDS	\$1,895,333	\$1,704,667
Balance at End of Year	\$1,704,667	\$-

The above table is a statement of current intentions as at the date of this Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments and market and general economic conditions. In light of this, the Board reserves the right to alter the way the funds are applied.

The Board is satisfied that upon completion of the Public Offer, the Company will have sufficient working capital to meet its stated objectives.

The use of further equity funding or Share placements will be considered by the Board where it is appropriate to accelerate a specific project or strategy.

Agenda is the first proposed acquisition by the Company in line with the Company's new focus, being technology and software development. The Company plans to further expand its portfolio in technology solutions, with a particular focus on software marketing solutions, application software, communication software, software as a service, online social networking services, and security and encryption. It is possible that future acquisitions that may be contemplated may exceed the current or projected financial resources of the Company and it is expected that these acquisitions would be funded by debt and/or equity issues (subject to any required regulatory approvals).

4. Risk Factors

As with any share investment, there are risks involved. This Section identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its Security holders are exposed. Potential investors should read the entire Prospectus and consult their professional advisers before deciding whether to apply for Securities.

Any investment in the Company under this Prospectus should be considered highly speculative.

4.1 Risks relating to the change in nature and scale of activities

(a) Reinstatement of Securities to quotation on ASX

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

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

If the Company is unable to obtain an extension from ASX preventing the mandatory removal of certain long term suspended entities on 4 January 2016, the Company will be removed from the Official List.

(b) Dilution risk

The Company currently has 51,926,409 Shares on issue. On completion of the Acquisition, the Company proposes to issue up to 27,500,000 Consideration Shares and up to 180,000,000 Shares under the Public Offer. On completion of the Acquisition and assuming all of the Shares under the Public Offer are issued, (and no exercise of Options or conversion of Performance Rights), the existing Shareholders will retain approximately 22% of the issued capital of the Company, with the Vendor holding 1% and the investors under the Public Offer holding 77% of the issued capital of the Company respectively.

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

(c) Liquidity risk

On Settlement of the Acquisition, the Company proposes to issue up to 27,500,000 Consideration Shares to the Vendor. These securities will be subject to escrow restrictions in accordance with Chapter 9 of the Listing Rules. Based on the post-offer capital structure (and assuming no further Shares are issued or Options exercised), these Shares will equate to approximately 11% of the post-Offer issued Share capital. This could be considered an increased liquidity risk as a portion of issued capital will not be able to be traded freely for a period of time.

(d) **Contractual risk**

Pursuant to the Acquisition Agreement the Company has agreed to acquire the Agenda Shares subject to the fulfilment of certain conditions precedent.

The ability of the Company to achieve its stated objectives will depend on the performance by the parties of their obligations under the Acquisition Agreement. If any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.

4.2 **Specific risks to the Agenda business**

There are a number of specific risks involved for the Company, and consequently its security holders, in the acquisition of Agenda, including risks specific to the business and assets of Agenda, which include the following non-exhaustive list.

(a) **No trading history**

Agenda has no trading history and is yet to develop and commercialise the Agenda Platform. There is therefore uncertainty in relation to the business of Agenda and investors should consider the Company's prospects in light of Agenda's limited financial history. In addition, there is no guarantee that the Company will be able to successfully develop or commercialise the Agenda Platform and if it is unable to do so it will not be able to realise revenues in the future.

(b) **Technology and development risks**

Agenda is an early-stage company and is yet to develop the Agenda Platform.

Accordingly, the development phase of the Agenda Platform is subject to a number of technological and development risks which may result in unforeseen and unavoidable delays. These risks include, amongst other things, overestimating the ease at which the technology can be developed for the Agenda Platform, issues in developing the code, availability of appropriately skilled third parties, and unforeseen bugs and errors.

While the development of the technology per se is not considered to be particularly difficult or unique, the risk lies in developing a quality product. In order for the Agenda Platform to succeed, it must be a quality product. A product which may be functional, but of a low quality, is unlikely to result in the consumer retention and engagement required for the Company's business plan to succeed.

(c) **Failure to attract, retain and engage consumers and service providers**

The potential revenue streams for the Company depend on its ability to attract, retain and engage consumers and service providers to the Agenda Platform. There is a risk that the Company may be unable to attract, retain and engage sufficient service providers and consumers for the potential revenue streams to materialise or be sufficient for the continued operation of the Agenda Platform.

(d) Sales and marketing success

Following completion of the Acquisition, the Company intends to continue with the development and commercialisation of the Agenda Platform, including brand development and sales and marketing. By its nature, there is no guarantee that the Company's brand development and sales and marketing campaign will be successful. In the event that it is not, the Company may encounter difficulty in bringing the Agenda Platform to market and creating market awareness of the brand. This would likely have an adverse impact on the Company's ability to generate revenue.

Even if the Company does successfully commercialise the Agenda Platform, there is a risk the Company will not achieve a commercial return. The Company may not be able to sell products and services to customers at a rate which covers its operating and capital costs, or new technology may overtake the Company's technology.

(e) Agenda's intellectual property

If the Company fails to protect the intellectual property rights of Agenda adequately, competitors may gain access which would in turn harm its business.

Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which products may become available. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.

The Company may be required to incur significant expenses in monitoring and protecting its intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and cause a distraction to management. In addition, unauthorised use of the Agenda brand in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.

(f) Intellectual property infringement

Agenda will use a combination of open source and third party licensed software to develop its own software and platforms, and relies on its ability to protect its intellectual property rights adequately. Failure to do so may result in competitors gaining access to its technology, which would harm the business. Agenda currently has no issued patents or trademarks and may be unable to obtain patent or trademark protection in the future. If any patents or trademarks are issued in the future, they may not provide Agenda with any competitive advantages, or may be challenged by third parties.

There is a risk that the validity, ownership or authorised use of intellectual property relevant to Agenda's business will be successfully challenged by third parties. Any litigation, whether or not it is successful, could result in significant expense to the Company and divert the efforts of its personnel.

(g) Competition and new technologies

The industry in which Agenda is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business. For instance, new technologies could overtake the advancements made by the Agenda Platform. In that case, the Company's revenues and profitability could be adversely affected.

The Company's competition may include businesses with much higher capitalisation and substantially greater resources. These competitors may succeed in developing products and services which are either superior or additional to the Company's, resulting in the migration of existing clients and potential clients to a competitor's business. Competitors with increased access to capital could lead to the Company's business becoming uncompetitive.

Further, the cost and time for a new competitor (including new entrants) to develop competing technology or products may not be significant, and may be substantially less than the implied market capitalisation of the Company based on the issue price of \$0.02 per Share. This may result in a heightened risk of competition to the Company. If a person or entity successfully develops and commercialises a competing product, this may have a materially adverse effect on the value and prospects of the Company and consequently on the value of your investment.

(h) Reliance on key personnel

The emergence and development of the Agenda Platform has been in large part due to the talent, effort, and experience of the Vendor. There is no assurance that the Company will be able to retain the services of the Vendor.

The loss of any key person or the inability to find and retain new key persons could have a material adverse effect on the business. Competition for qualified technical, sales and marketing staff can be intense and no assurance can be provided that the Company will be able to attract or retain key personnel in the future. A shortage of qualified staff could also cause wage inflation, which may impact on the Company's profitability.

(i) Reliance of third party platforms

Agenda plans to utilise third party hardware ('smartphones'), software ('mobile operating systems') and distribution ('app stores') platforms for commercialisation of the Agenda Platform. If access to these third party platforms were terminated or reduced, Agenda's operations and business would be adversely affected.

The business model of Agenda is dependent upon the existence and ownership of these devices. There can be no guarantee that these devices will continue to be as widely used as they are currently or that they will not be replaced by alternative devices upon which the Agenda Platform may not function as intended, which could impact on the profitability of the Company.

(j) **Outsourcing to third parties**

Agenda will be required to outsource key components of the development of the Agenda Platform to third party consultants and experts and organisations. There is no guarantee that such consultants and experts or organisations will be available as required or will meet expectations.

(k) **Faults with products/services**

If successfully developed, the Agenda Platform may have errors or defects that users identify after they begin using it, which could harm the Company's reputation and business. Internet-based services frequently contain undetected errors when first introduced or when new versions or enhancements are released.

Agenda seeks to mitigate this risk via internal processes for testing and quality assurance.

(l) **Dependence on the internet**

Expanding sales of the Agenda Platform and other future developed products depends on the continued acceptance of the internet as a communications and commerce platform for individuals and enterprises. The internet could become less viable as a business tool due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease-of-use, accessibility and quality-of-service.

The performance of the internet and its acceptance as a business tool have been harmed by "viruses", "worms" and similar malicious programs, and the internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If for any reason the internet does not remain a widespread communications medium and commercial platform, the demand for the Company's products would be significantly reduced, which would harm its business.

(m) **Hacker attacks**

Agenda will rely upon the availability of its website to provide services to customers and attract new customers. Hackers could render the website unavailable through a disrupted denial of service or other disruptive attacks.

Unavailability of the website could lead to a loss of revenues for the Company. Further, it could hinder the Company's abilities to retain existing customers or attract new customers, which could have an adverse impact on the Company's growth.

(n) **Domain name risk**

Agenda's business depends to some extent on customers being attracted to its website. Agenda has registered several domain names. Should the Company not renew or otherwise lose control of the Agenda domain names, it would lose all website traffic direct to that domain. This would likely adversely affect the Company's potential to earn revenue.

(o) **Attracting customers to the website**

The Company's revenues will be affected by its ability to attract customers to the Agenda website. Various factors can affect the level of web traffic arriving at the Agenda website, including:

- (i) **Marketing and promotions:** If the Company's marketing and promotion efforts are not effective this may result in fewer customers visiting the Agenda website.
- (ii) **Brand damage:** If the Company or Agenda suffer from reputational damage, web traffic could be affected.
- (iii) **Search engine traffic:** Search engines such as Google direct significant traffic to the Agenda website. Should these search engines make changes to their algorithms and procedures that direct this traffic, the Company could see a substantial drop in customers visiting the Agenda website. For example, Google regularly updates the algorithms that determine the ranking of results it returns for any given search term. Agenda attempts to follow Google's guidelines and online best practice to maintain the flow of traffic to its website, but such changes could adversely affect the traffic to its website. A decline in traffic to the Agenda website could lead to a decline in the Company's ability to attract customers, which in turn may affect the Company's profitability.

(p) **Acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to Agenda's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as 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 and customer and supplier relationships.

4.3 Market Risks

(a) **Additional requirements for capital**

The funds raised under the Capital Raising are considered sufficient to meet the immediate objectives of the Company. Additional funding may be required in the event costs exceed the Company's estimates and to effectively implement its business and operations plans in the future (including in relation to Agenda) to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur. Further additional financing will be required if the Board determines to accelerate the development of the Company's technology.

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

be favourable to the Company and might involve substantial dilution to Shareholders.

(b) Regulatory risks

The Company will incur ongoing costs and obligations associated with compliance with necessary regulations. Any failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions on the Company's proposed business operations. In addition, changes in regulations could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

The Company's ability to operate in the future will depend in part on whether it is able to effectively commercialise its potential interests in products. This will depend on successful completion of product development activities, obtaining regulatory approval and on there being commercial demand for such products which cannot be guaranteed.

(c) Reinstatement to ASX's Official List

The Company's Shares are currently suspended from trading on the ASX. In the event the Essential Resolutions are approved at the Meeting, it is anticipated that the Company's Securities will remain suspended until completion of the Acquisition and Public Offer, re-compliance by the Company with Chapters 1 and 2 of the Listing Rules and compliance with any further conditions ASX imposes on such reinstatement. There is a risk that the Company will not be able to satisfy one or more of those requirements and that its listed securities may consequently remain suspended from quotation.

As noted above in the Indicative Timetable, should the Company not be able to obtain an extension for the mandatory removal of long term suspended entities on 4 January 2016, the Company will be removed from the Official List of ASX.

4.4 Industry specific risks

(a) Competition

The industry in which Agenda is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business. For instance, new technologies could result in the Agenda Platform not being differentiated to other similar offerings.

The size and financial strength of some of Agenda's competitors may make it difficult for it to maintain a competitive position in the technology market. In particular, Agenda's ability to acquire additional technology interests could be adversely affected if it is unable to respond effectively and/or in a timely manner to the strategies and actions of competitors and potential competitors or the entry of new competitors into the market. This may in turn impede the financial condition and rate of growth of the Company.

The key competition risk is in achieving appreciable market share and differentiation from its key competitors.

(b) Unforeseen expenditure risk

Expenditure may need to be incurred that has not been taken into account in the estimates summarised in Section 3.16 above. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

4.5 General risks

(a) Economic

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

(b) Force majeure

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

(c) Insurance risks

The Company intends to insure its operations and those of Agenda (as required) in accordance with industry practice. However, in certain circumstances, such insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company effected.

(d) Litigation risks

The Company is exposed to possible litigation risks including, but not limited to, intellectual property and patent claims. Further, the Company or Agenda may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company and Agenda are not currently engaged in any litigation.

(e) Dependence on outside parties

The Company may pursue a strategy that forms strategic business relationships with other organisations in relation to potential products and services. There can be no assurance that the Company will be able to attract such prospective organisations and to negotiate appropriate terms and conditions with these organisations or that any potential agreements with such organisations will be complied with.

(f) **Market conditions**

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

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and technology stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return to security holders arising from the transactions the subject of this Prospectus or otherwise.

4.6 Investment speculative

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

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.

5. Financial information

5.1 Financial information

The Investigating Accountant's Report contained in Section 6 sets out:

- (a) the audited Statement of Financial Position of the Company as at 30 June 2015; and
- (b) the audit reviewed pro-forma Statement of Financial Position of the Merged Group.

Investors are urged to read the Investigating Accountant's Report in full.

The full audited financial statements for the Company for its financial years ended 2015, 2014 and 2013 can be found at the Company's ASX announcements platform on www.asx.com.au.

5.2 Agenda financial background

Agenda was incorporated in Australia on 26 October 2015 and prior to this was run as a private project. Agenda's historical financial information provided below has been prepared in accordance with AASB 101: Presentation of Financial Statements, AASB 110: Events after Balance Sheet Date and AASB 1031: Materiality.

Agenda's statement of financial position from incorporation to 30 November 2015 has been audited by Graeme Wovodich of Abbott Audit Services Pty Ltd who has issued an unmodified audit opinion.

The Agenda historical financial information is presented in an abbreviated form insofar as it does not contain all of the disclosures, statements or comparative information as required by Australian Accounting Standards applicable to annual financial reports.

The Proforma Financial Information in the Investigating Accountant's Report in Section 6 includes the acquisition of Agenda.

As demonstrated below and discussed in Section 3, Agenda is a start-up company with limited trading history. Given Agenda's limited trading history, and given its business is largely unproven as the Agenda Platform is yet to be developed or commercialised, it is difficult to make an evaluation of Agenda's business or its prospects. Accordingly, no assurance can be given that the Company will achieve commercial viability through the acquisition of Agenda and the implementation of its development plan.

Set out below is Agenda's audited profit and loss statement for the period from incorporation to 30 November 2015.

Income	
Sales	\$0
Less: Expenses	
Incorporation Expenses	\$958
Net Profit or (Loss)	\$(958)

Set out below is Agenda's audited statement of financial position for the period from incorporation to 30 November 2015.

Cash & cash equivalent	\$10
Trade and other payables	<u>\$(958)</u>
Net assets	\$(948)
Contributed Equity	\$10
Accumulated Losses	<u>\$(958)</u>
Total Share Capital & Equity	<u>\$(948)</u>

Agenda's audited financial statements from incorporation to 30 November 2015 were released to the ASX on 8 December 2015 and can be viewed at the Company's ASX announcements platform on www.asx.com.au

5.3 Forecast financial information

There are significant uncertainties associated with forecasting future revenues and expenses of the Company. In light of uncertainty as to timing and outcome of the Company's growth strategies and the general nature of the industry in which the Company will operate, as well as uncertain macro market and economic conditions in the Company's markets, the Company's performance in any future period cannot be reliably estimated. On these bases and after considering ASIC Regulatory Guide 170, the Directors do not believe that they have a reasonable basis to reliably forecast future earnings and accordingly forecast financials are not included in this Prospectus.

5.4 Dividend policy

It is anticipated that, post-settlement of the Acquisition, the Company will focus on the development of the Agenda Platform. The Company does not expect to declare any dividends during this period.

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

6. Investigating Accountant's Report

Accounting and Tax
Bookkeeping Services
Financial Planning
Native Title Trustees
Audit Services
Lending
Business Consultancy

08 December 2015

The Directors
Marion Energy Limited
108 Outram Street
WEST PERTH WA 6005

Dear Sirs

Abbott
Solutions

INVESTIGATING ACCOUNTANT'S REPORT

1. Introduction

We have prepared this Investigating Accountant's Report ("**Report**") on historical financial information of Marion Energy Limited ("**MAE**" or "**the Company**") for inclusion in a Prospectus. Broadly, the Prospectus will offer up to 180,000,000 Shares at an issue price of \$0.02 per Share to raise \$3,600,000 before costs ("**the Offer**").

This Prospectus also contains separate offers:

- an offer of 2,500,000 shares to the Vendor of Global Agenda Technologies Pty Ltd ("**Agenda**") for the acquisition of all the shares in Agenda by the Company ("**Consideration Offer**").
- an offer of up to 50,000,000 unlisted Options to corporate advisers and brokers in consideration for capital raising services provided to the Company ("**Option Offer**").

2. Basis of Preparation

This Report has been prepared to provide investors with information on the Statement of Comprehensive Income, the Statement of Financial Position and the pro-forma Statement of Financial Position, and the Statement of Changes in Equity as noted in Appendices 1, 2 and 3 respectively. It has also been prepared assuming the \$3,600,000 is raised and includes costs associated with such.

This Report does not address the rights attaching to the shares to be issued in accordance with the Prospectus, nor the risks associated with the investment, and has been prepared based on the complete Offer being achieved. Abbott Audit Services Pty Ltd ("**AAS**") has not been requested to consider the prospects for the Company, the shares on offer and related pricing issues, nor the merits and risks associated with becoming a shareholder and accordingly has not done so, and does not purport to do so.

AAS accordingly takes no responsibility for these matters or for any matter or omission in the Prospectus, other than responsibility for this Report. Risk factors are set out in the Prospectus.

Expressions defined in the Prospectus have the same meaning in this Report.

3. Background

The Company was incorporated on 14 November 1935 and admitted to the Official List of ASX on 3 July 1986. The Company is presently classified as an ASX-listed oil and gas exploration and production company. Its principal activities in the past were the development of oil and gas properties located in Utah, USA. The Company's securities were suspended from official quotation on 3 October 2011 due to the non-lodgement of its financial report for the year ended 30 June 2011, and have remained suspended since that date.

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Following completion of a deed of company arrangement (DOCA) on 28 October 2015, the Company has been actively seeking to identify and evaluate new opportunities both in related or non-related industries that may increase shareholder value.

On 5 November 2015, the Company entered into a binding Heads of Agreement with Agenda, a proprietary company incorporated in Australia and the shareholder of Agenda, Ms Annabel Slade ("**Vendor**") for the acquisition of 100% of the issued shares in Agenda ("**Agenda Shares**"), including Agenda's business and assets ("**Acquisition Agreement**").

The consideration for the Acquisition will be satisfied by the issue of:

- 2,500,000 fully paid ordinary shares in the capital of MAE at a deemed issue price of \$0.02 each ("**Initial Consideration Shares**"); and
- 25,000,000 Milestone consideration shares at a deemed issued price of \$0.02 each ("**Milestone Consideration Shares**").

The Milestone Consideration Shares shall be issued to the vendor upon achievement of 500,000 active registered users on the Agenda Platform within 24 months of relisting and the revenue of Agenda reaching \$500,000.

4. Scope

You have requested AAS to prepare an Investigating Accountant's Report covering the following financial information:

- MAE's audited statement of Comprehensive Income for the period ended 30 June 2015;
- MAE's audited statement of financial position as at 30 June 2015;
- the pro forma statement of financial position as at 30 June 2015 reflecting the actual position as at that date, major transactions between that date and the date of our report and the proposed capital raising under the Prospectus;
- the audited historical statement of change in equity; and
- the accounting policies applied by MAE in preparing its financial statements.

The historical financial information set out in the appendices to this Report has been extracted from the audited financial statements of the Company for the period from 1 July 2014 to 30 June 2015 audited by Ernst and Young.

Ernst and Young have qualified their audit report and provided a basis for disclaimer of opinion on the financial report.

The audit report by Ernst and Young includes an emphasis of matter and disclaimer of opinion as following: "Because of the significance of the matters described in the basis for disclaimer of opinion paragraphs, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial report."

For an understanding of the matters raised it is recommended the audit report of Ernst and Young be read in full.

The Directors are responsible for the preparation of the historical financial information including determination of the adjustments.

We have conducted our review of the historical and pro forma financial information in accordance with the Australian Auditing and Assurance Standard ASAE 3450 "Assurance Engagements involving Corporate

Fundraisings and / or prospective Financial Information”. We made such inquiries and performed such procedures as we, in our professional judgment, considered reasonable in the circumstances including:

- a review of work papers, accounting records and other documents pertaining to balances in existence at 30 June 2015;
- a review of the assumptions used to compile the pro-forma Balance Sheet;
- a review of the adjustments made to the pro-forma historical financial information;
- a comparison of consistency in application of the recognition and measurement principles in Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by the Company disclosed in the appendices to this Report; and
- enquiry of Directors and others.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Our review was limited primarily to an examination of the historical financial information, the pro-forma financial information, analytical review procedures and discussions with both management and directors. A review of this nature provides less assurance than an audit and, accordingly, this Report does not express an audit opinion on the historical information or pro-forma financial information included in this Report or elsewhere in the Prospectus.

In relation to the information presented in this Report:

- support by another person, corporation or an unrelated entity has not been assumed;
- the amounts shown in respect of assets do not purport to be the amounts that would have been realised if the assets were sold at the date of this Report; and
- the going concern basis of accounting has been adopted.

5. Conclusion

Statement on Historical Financial Information

Based on our review, which was not an audit, nothing has come to our attention which would cause us to believe the reviewed historical financial information as set out in the Appendices to this Report does not present fairly the financial performance for the period ended 30 June 2015 or the financial position as at 30 June 2015 in accordance with the measurement and recognition requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory professional reporting requirements in Australia.

Statement of Pro-forma Financial Information

Based on our review, which was not an audit, nothing has come to our attention which would cause us to believe the pro-forma financial information does not present fairly the financial position of the Company as at 30 June 2015, in accordance with the measurement and recognition requirements (but not all of the disclosure requirements) of applicable Accounting Standards and other mandatory professional reporting requirements in Australia as if the pro-forma transactions had occurred on that date.

6. Subsequent Events

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

Significant events subsequent to 30 June 2015 and prior to the date of this Report are as follows:

- The clearing of balances on completion of the DOCA, payment of \$150,000 to the creditor trust and the issue of \$200,000 (by the issue of 10 million shares) for forgiveness of debt;
- Issued 40 million DOCA Proponent Shares at \$0.00001 to raise \$400 on 28 October 2015; and
- Issued 25 million DOCA Proponent Options at \$0.00001 to raise \$250 on 4 November 2015;
- Entry into loan agreement for facility of \$200,000.

7. Assumptions Adopted in Compiling the Pro-forma Statement of Financial Position

The pro-forma Statement of Financial Position post issue is shown in Appendix 2. This has been prepared based on the audited financial statements as at 30 June 2015 and the transactions and events relating to the issue of shares under this Prospectus:

- The issue of 180,000,000 Shares at an issue price of \$0.02 per Share to raise \$3,600,000;
- Capital raising costs totalling approximately \$381,770, to be offset against contributed equity;
- The issue of 50,000,000 unlisted Broker Options, exercisable at \$0.03 on or before 3 years from the date of issue valued at Nil;
- The acquisition of Agenda for consideration as follows:
 - 2,500,000 fully paid ordinary shares in MAE at a deemed issue price of \$0.02 each;
 - 25,000,000 Milestone Consideration Shares at a deemed issued price of \$0.02 each;
- The following entries arising on the consolidation of Agenda:
 - The elimination of existing trade and other payables, borrowing and provision in MAE upon debt release arising from the execution of the Deed of Company Arrangement;

8. Disclosures

Abbott Audit Services Pty Ltd is a registered company of Abbott Solutions Group in Perth. Graeme Wovodich is the director of Abbott Audit Service Pty Ltd and a registered company auditor (NO. 13421).

Neither Abbott Audit Services Pty Ltd nor Abbott Solutions Group, nor any director or executive or employee thereof, has any financial interest in the outcome of the proposed transaction except for the normal professional fee due for the preparation of this Report.

Consent to the inclusion of the Investigating Accountant's Report in the Prospectus in the form and context in which it appears, has been given. At the date of this Report, this consent has not been withdrawn.

Yours faithfully

Abbott Audit Services Pty Ltd



Graeme Wovodich
Director
Register Company Auditor NO.13421

**APPENDIX 1
MARION ENERGY LIMITED
STATEMENT OF COMPREHENSIVE INCOME**

	Audited For the period from 1 July 2014 to 30 June 2015 \$
Revenue	457
Administrators expense	(45,985)
Salaries and employee benefits expense	(79,167)
Loss on deconsolidation of subsidiaries	(138,959,347)
Legal and professional fees	(425,020)
Secretarial and listing expenses	(103,800)
Finance Costs	(146,356)
Share based payment expense	(1,658,942)
Other operating expenses	<u>(51,757)</u>
Results from operating activities	(141,469,917)
Loss before income tax benefit	(141,469,917)
Income tax benefit	-
Loss for the period	<u>(141,469,917)</u>
Other comprehensive income for the year, net of tax	-
Total comprehensive income (loss) for the year	<u>(141,469,917)</u>
 Items that may be reclassified subsequently to profit or Loss	
Exchange differences on translating foreign operations	<u>18,473,866</u>
Other comprehensive loss for the year, net of tax	<u>18,476,866</u>
Total comprehensive loss for the year	<u><u>(122,996,051)</u></u>
 Loss attributable to:	
Members of the parent entity	<u><u>(141,469,917)</u></u>
 Total comprehensive income (loss) attributable to:	
Members of the parent entity	<u><u>(141,469,917)</u></u>

The Statement of Comprehensive Income is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 4.

**APPENDIX 2
MARION ENERGY LIMITED
STATEMENT OF FINANCIAL POSITION**

		MAE			
		Audited	Subsequent	Pro-forma	Pro-forma
		30-Jun-15	Events	Adjustments	After Issue
Notes		\$	\$	\$	\$
CURRENT ASSETS					
	2	53,208	(165,120)	3,234,000	3,122,088
		-	-	-	-
		<u>53,208</u>	<u>(165,120)</u>	<u>3,234,000</u>	<u>3,122,088</u>
NON-CURRENT ASSETS					
		-	-	-	-
	8	-	-	-	-
		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
		<u>53,208</u>	<u>(165,120)</u>	<u>3,234,000</u>	<u>3,122,088</u>
TOTAL ASSETS					
		<u>53,208</u>	<u>(165,120)</u>	<u>3,234,000</u>	<u>3,122,088</u>
CURRENT LIABILITIES					
	3	966,716	(965,758)	-	958
	4	2,744,844	(2,594,844)	(150,000)	-
		<u>3,711,560</u>	<u>(3,560,602)</u>	<u>(150,000)</u>	<u>958</u>
		<u>3,711,560</u>	<u>(3,560,602)</u>	<u>(150,000)</u>	<u>958</u>
TOTAL LIABILITIES					
		<u>3,711,560</u>	<u>(3,560,602)</u>	<u>(150,000)</u>	<u>958</u>
NET ASSETS / (LIABILITIES)					
		<u>(3,658,352)</u>	<u>3,395,482</u>	<u>3,384,000</u>	<u>3,121,130</u>
EQUITY					
	6	216,497,117	(165,120)	3,434,000	219,765,997
		20,287,708	-	-	20,287,708
	7	-	-	-	-
	5	(240,443,177)	3,560,602	(50,000)	(236,932,575)
		<u>(3,658,352)</u>	<u>3,395,482</u>	<u>3,384,000</u>	<u>3,121,130</u>
TOTAL EQUITY					
		<u>(3,658,352)</u>	<u>3,395,482</u>	<u>3,384,000</u>	<u>3,121,130</u>

The pro-forma Statement of Financial Position after Issue is as per the Statement of Financial Position before Issue adjusted for the transactions described in sections 6 and 7 of this Report. The Statement of Financial Position is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 4.

**APPENDIX 3
MARION ENERGY LIMITED
STATEMENT OF CHANGES IN EQUITY**

	Notes	MAE Audited 30-Jun-15 \$	Subsequent Events \$	Pro-forma Adjustments \$	Pro-forma After Issue \$
Balance at 1 July 2014		-		-	-
<i>Comprehensive income for the period</i>					
Profit/(Loss) for the period	6	<u>(240,443,177)</u>	<u>3,560,602</u>	<u>(50,000)</u>	<u>(236,932,575)</u>
Total comprehensive income for the period		<u>(240,443,177)</u>	<u>3,560,602</u>	<u>(50,000)</u>	<u>(236,932,575)</u>
<i>Transactions with equity holders in their capacity as equity holders:</i>					
Contributed equity	6	216,497,117	(165,120)	3,434,000	219,765,997
Reserves		20,287,708	-	-	20,287,708
Share Based Payment Reserve	7	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Contributions of equity, net of transaction costs		<u>236,784,825</u>	<u>(165,120)</u>	<u>3,434,000</u>	<u>240,053,705</u>
Balance		<u>(3,658,352)</u>	<u>3,395,482</u>	<u>3,384,000</u>	<u>3,121,130</u>

The Statement of Changes in Equity is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 4.

APPENDIX 4
MARION ENERGY LIMITED
NOTES TO AND FORMING PART OF THE HISTORICAL FINANCIAL INFORMATION

The significant accounting policies adopted in the preparation of the historical financial information included in this Report have been set out below.

Basis of Preparation

(a) Statement of Compliance

These financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards (“AASBs”) (including Australian interpretations) adopted by the Australian Accounting Standard Board (“AASB”) and the Corporations Act 2001 where possible. These financial statements of the Group also comply with the International Financial Reporting Standards (“IFRSs”) and interpretations adopted by the International Accounting Standards Board (“IASB”) where possible.

The financial statements have been prepared on an accruals basis and is based on historical costs modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

(b) Incomplete records

On 2 February 2015, the Board resolved to place the Company into voluntary administration and appointed Mr James Downey of JP Downey and Co as voluntary administrator of the Company.

Following appointment of the administrators, the powers of the Company’s officers (including Directors) were suspended and the administrators assumed control of the Company’s business, property and affairs.

The financial report has been prepared by Directors who were not in office for the periods presented in this report, nor were they parties involved with the Company and did not have oversight or control over the group’s financial reporting systems including but not limited to being able to obtain access to complete accounting records of the Company. In addition, Directors have not been able to source books and records of the company’s subsidiaries. Accordingly, the financial information of the group’s subsidiaries has been deconsolidated effective 1 July 2014. The Directors who prepared this financial report were appointed after 28 October 2015. Every reasonable effort has been made by the Directors to ascertain the true position of the Company as at 30 June 2015.

To prepare the financial report, the directors have reconstructed the financial records of the Group using data extracted from the Group’s accounting system for the entire financial year. However, there may be information that the current Directors have not been able to obtain, the impact of which may or may not be material on the financial statements.

These financial statements do not contain all the required information or disclosures in relation transactions undertaken by the Company as this information is unascertainable due to the administration process and/or the change in directorships and key management personnel.

Consequently, although the Directors have prepared this financial report to the best of their knowledge based on the information made available to them, they are of the opinion that it is not possible to state that this financial report has been prepared in accordance with Australian Accounting Standards including Australian interpretations, other authoritative pronouncements of the Australian Accounting Standard Board and the Corporations Act 2001, nor is it possible to state this financial report gives a true and fair view of the Group’s financial position as at 30 June 2015 and for the year then ended.

(c) Going concern

The financial report has been prepared on a going concern basis, which assumes continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business. The Directors believe it is appropriate to prepare these accounts on a going concern basis because the DOCA was effectuated on 28 October 2015. The Company has extinguished all liabilities associated with the previous administration of the Company and has undertaken or is in the process of undertaking the following transactions:

- Completion of a capital raising to raise a minimum of \$3,600,000; and
- Acquisition of Global Agenda Technologies Pty Ltd (“Agenda”), a software and technology development company. In consideration for the acquisition, Marion Energy Limited will issue
 - 2,500,000 fully paid ordinary shares in MAE at a deemed issue price of \$0.02 each (Initial Consideration Shares). All consideration shares will be subject to ASX escrow provisions;
 - 25,000,000 deferred consideration shares (Deferred Consideration Shares) (at a deemed issue price of \$0.02 per MAE share) upon Agenda achieving 500,000 active registered users on the Agenda Platform and revenue of Agenda reaching \$500,000 within 24 months of listing on the ASX (milestone)

Should the company not achieve the matters set out above, there is significant uncertainty whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

The financial report does not contain any adjustments relating to the recoverability and classification of recorded assets or liabilities that might be necessary should the company not be able to continue as a going concern.

Significant Accounting Policies

The accounting policies set out below have been applied consistently in the year ended 30 June 2015 financial statements, unless otherwise stated.

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at 30 June 2015. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee,
- Rights arising from other contractual arrangements,
- The Group’s voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- De-recognises the assets (including goodwill) and liabilities of the subsidiary
- De-recognises the carrying amount of any non-controlling interests
- De-recognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investments retained
- Recognises any surplus or deficit in profit and loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

For the purposes of the financial statements for the year ended 30 June 2015, the Directors have not been able to obtain financial information of the group's subsidiaries and accordingly, the financial information of the group's subsidiaries have been deconsolidated effective 1 July 2014.

(b) Income Tax

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of

set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(c) Plant and equipment

Each class of plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment are measured on the cost basis.

The carrying amount of plant and equipment is reviewed annually by Directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employment and subsequent disposal. The expected net cash flows have not been discounted to their present values in determining recoverable amounts.

(d) Depreciation

The depreciable amount of all fixed assets including building and capitalised lease assets is depreciated on a straight line basis over their useful lives to the Group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

Class of Fixed Asset	Depreciation Rate
Plant and Equipment	10 - 20 %

The assets' carrying values are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Profit and loss on disposal is determined by comparing proceeds with the carrying amount. These amounts are included in the profit or loss.

(e) Financial Instruments

Initial recognition and measurement

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument. Trade date accounting is adopted for financial assets that are delivered within timeframes established by marketplace convention.

Financial instruments are initially measured at fair value plus transactions costs where the instrument is not classified as at fair value through profit or loss. Transaction costs related to instruments classified as at fair value through profit or loss are expensed to profit or loss immediately. Financial instruments are classified and measured as set out below.

Classification and subsequent measurement

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

The Group does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of accounting standards specifically applicable to financial instruments.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Loans and receivables are included in current assets, except for those which are not expected to mature within 12 months after the end of the reporting period. (All other loans and receivables are classified as non-current assets.)

Financial assets at fair value through profit and loss

Financial assets are classified at fair value through profit or loss when they are held for trading for the purpose of short term profit taking, where they are derivatives not held for hedging purposes, or designated as such to avoid an accounting mismatch or to enable performance evaluation where a Group of financial assets is managed by Key Management Personnel on a fair value basis in accordance with a documented risk management or investment strategy. Realised and unrealised gains and losses arising from changes in fair value are included in profit or loss in the period in which they arise.

Financial liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost. Gains or losses are recognised in profit and loss through the amortisation process and when the financial liability is derecognised.

Derivative instruments

The Group does not trade or hold derivatives.

Financial guarantees

The Group has no material financial guarantees.

Impairment

At the end of each reporting period, the Group assesses whether there is objective evidence that a financial instrument has been impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset (an incurred 'loss event') has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flow expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset.

Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

(f) Impairment of non-financial assets

At the end of each reporting period, the Directors assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information, including dividends received from subsidiaries, associates or jointly controlled entities deemed to be out of pre-acquisition profits.

If any such indication exists, an impairment test is carried out on the asset by comparing the asset's recoverable amount, being the higher of its fair value less costs to sell and its value in use, to the asset's carrying amount. Any excess of the asset's carrying amount over its recoverable amount is recognised immediately in profit or loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

(g) Intangible assets**Research and development costs**

Research costs are expensed as incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset

- The ability to measure reliably the expenditure during development
- The ability to use the intangible asset generated

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. During the period of development, the asset is tested for impairment annually.

(h) Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits available on demand with banks with original maturity of three months or less.

(i) Revenue

Revenue is measured at the fair value of the consideration received or receivable.

Interest revenue is brought to account on an accruals basis using the effective interest rate method and, if not received at the end of the reporting period, is reflected in the statement of financial position as a receivable

(j) Goods and Services Tax (GST)

Revenues, expenses, and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office (ATO).

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

Cash flows are presented in the statement of cash flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(k) Employee Benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits that are expected to be settled within 12 months have been measured at the amounts expected to be paid when the liability is settled. Employee benefits payable later than 12 months have been measured at the present value of the estimated future cash outflows to be made for those benefits. In determining the liability, consideration is given to employee wages increases and the probability that the employee may satisfy any vesting requirements. Those cash flows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows attributable to employee benefits.

Equity-settled compensation

The Group operates an employee share ownership plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortised over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using the Black-Scholes pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognised for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

(l) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

(m) Comparative figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

(n) Foreign currency transactions and balances

Functional and presentation currency

The functional currency of each entity within the Group is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Australian dollars which is the parent entity's functional and presentation currency.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items are recognised in the profit or loss.

Exchange differences arising on the translation of non-monetary items are recognised directly in other comprehensive income to the extent that the underlying gain or loss is recognized other comprehensive Income; otherwise the exchange difference is recognised in profit or loss.

(o) Oil and Gas Properties

Development expenditure is recognised at cost less accumulated depletion and any impairment losses. Where commercial production in an area of interest has commenced, the associated costs together with any forecast capital expenditure necessary to develop proved and probable reserves are amortised over the estimated economic life of the field on a units-of-production basis.

Changes in factors such as estimates of proved and probable reserves that affect unit-of-production calculations are dealt with on a prospective basis.

(p) Provision for Site Restoration Costs

A provision for site restoration costs is recognised when there is a present obligation as a result of exploration, development or production activities undertaken, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the provision can be measured reliably. The estimated future obligations include the costs of dismantling and removal of oil and gas plant, equipment and building structures, waste removal and rehabilitation of the site in accordance with clauses of the oil and gas permits.

(q) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Group companies

The financial results and position of foreign operations whose functional currency is different from the Group's presentation currency are translated as follows:

- assets and liabilities are translated at year-end exchange rates prevailing at that reporting period;
- income and expenses are translated at average exchange rates for the period; and
- retained earnings are translated at the exchange rates prevailing at the date of the transaction.

Exchange differences arising on translation of foreign operations with functional currencies other than Australian dollars are recognised in other comprehensive income and included in the foreign currency

translation reserve in the statement of financial position. These differences are recognised in the profit or loss in the period in which the operation is disposed of.

(r) Critical Accounting estimates and judgements

The directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

Key Estimates

Impairment - General

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognised in the period in which the estimate is revised if it affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

NOTE 2.	Cash & Cash Equivalents	Audited 30 June 2015 \$	Pro-forma After Issue \$
	Cash	<u>53,208</u>	<u>3,122,088</u>
	<i>Adjustments arising in the preparation of the pro-forma other payables balance are summarised as follows:</i>		
	Audited balance of MAE at 30 June 2015		53,208
	<i>Subsequent Events</i>		
	40,000,000 DOCA Proponent Shares		400
	25,000,000 DOCA Proponent Options		250
	Loan Received		150,000
	Recapitalisation Costs		(165,770)
	Creditor Trust Payment		<u>(150,000)</u>
			(165,120)
	<i>Pro-forma Adjustments:</i>		
	Proceeds from shares issued under this Prospectus		3,600,000
	Capital Raising Costs		(216,000)
	Loan Payment		<u>(150,000)</u>
			<u>3,234,000</u>
	Pro-forma Balance		<u><u>3,122,088</u></u>

NOTE 3.	Trade and Other Payables	Audited 30 June 2015 \$	Pro-forma After Issue \$
	Trade and Other Payables	<u>966,716</u>	<u>958</u>
	<i>Adjustments arising in the preparation of the pro-forma other payables balance are summarised as follows:</i>		
	Audited balance of MAE at 30 June 2015		966,716
	<i>Subsequent Events</i>		
	Elimination of trade and other payables upon debt release arising from the execution of the Deed of Company Arrangement		(966,716)
	Sundry Creditor to set up Agenda		<u>958</u>
			(965,758)
	<i>Pro-forma Adjustments:</i>		
	-		<u>-</u>
	Pro-forma Balance		<u><u>958</u></u>

NOTE 4.	Borrowing	Audited 30 June 2015 \$	Pro-forma After Issue \$
	Borrowing	2,744,844	-
<i>Adjustments arising in the preparation of the pro-forma other payables balance are summarised as follows:</i>			
	Audited balance of MAE at 30 June 2015		2,744,744
<i>Subsequent Events</i>			
	Loan Received		150,000*
	Credit Trust Payment		(150,000)
	Elimination of borrowing upon debt release arising from the execution of the Deed of Company Arrangement		(2,594,844)
			(2,544,844)
<i>Pro-forma Adjustments:</i>			
	Loan Payment		(150,000)
			(150,000)
	Pro-forma Balance		-

*\$200,000 facility loan was set up, \$150,000 was drawn down at the time of report, there is still \$50,000 available.

NOTE 5.	Accumulated Losses	Audited 30 June 2015 \$	Pro-forma After Issue \$
	Reserves	(240,443,177)	(236,932,575)
<i>Adjustments arising in the preparation of the pro-forma accumulated losses balance are summarised as follows:</i>			
	Audited balance of MAE at 30 June 2015		(240,443,177)
<i>Subsequent Events</i>			
	Agenda Accumulated Losses		958
	Elimination of accumulated losses upon debt release arising from the execution of the Deed of Company Arrangement		3,559,644
			3,560,602
<i>Pro-forma Adjustments:</i>			
	Impairment of Intangible Asset		(50,000)
			(50,000)
	Pro-forma Balance		(236,932,575)

NOTE 6. Contributed Equity	Audited 30 June 2015	Pro-forma After Issue
	\$	\$
Contributed Equity	<u>216,497,117</u>	<u>219,765,997</u>
	Number of Shares	\$
a) Ordinary Shares		
<i>Adjustments arising in the preparation of the pro-forma contributed equity balance are summarised as follows:</i>		
MAE fully paid ordinary share capital	192,505,978	216,497,117
Agenda fully paid ordinary share capital	10	10
<i>Subsequent Events</i>		
Shares Consolidation	(190,579,569)	-
DOCA Proponent Shares	40,000,000	400
DOCA Proponent Options	-	250
Creditor Payment Shares	10,000,000	-
Recapitalisation costs	-	(165,770)
<i>Acquisition of Agenda</i>		
2,500,000 fully paid ordinary shares in MAE at \$0.02 each	2,500,000	50,000
<i>Pro-forma adjustments:</i>		
Proceeds from shares issued under this Prospectus	180,000,000	3,600,000
Capital raising costs	-	(216,000)
Broker options	-	-
Elimination of contributed equity of Agenda on consolidation	(10)	(10)
Pro-forma Balance at the time of relisting	<u>234,426,409</u>	<u>219,765,997</u>
Performance Shares issued after milestone achieved		
<i>Acquisition of Agenda</i>		
25,000,000 Milestone Consideration Shares at \$0.02 each	<u>25,000,000</u>	<u>500,000</u>
Subtotal - Milestone Shares	<u>25,000,000</u>	<u>500,000</u>
Subtotal-Ordinary Shares on issue	<u>259,426,409</u>	<u>220,145,997</u>

NOTE 7.	Share Based Payments Reserve	Audited 30 June 2015 \$	Pro-forma After Issue \$
	Reserves	-	-
<i>Adjustments arising in the preparation of the pro-forma share based payments reserve balance are summarised as follows:</i>			
	Reviewed balance of MAE at 30 June 2015		-
<i>Subsequent Events</i>			
	-		-
<i>Pro-forma Adjustments:</i>			
	Broker options		-
	Pro-forma Balance		-

NOTE 8. Intangible Asset

On 5 November 2015, the Company entered into a binding Heads of Agreement with Global Agenda Pty Ltd (“**Agenda**”), Agenda is an early stage start-up Australian private company founded by Ms Annabel Slade (“**Vendor**”) in October 2015 that holds and is developing intellectual property interests pertaining to business-to-consumer sales, automated booking services and a peer-to-peer communication application under construction to be known as the Agenda Platform. The Acquisition of Agenda is accounted for as an “asset acquisition” under Australian Accounting Standards. The Consideration paid for the acquisition of Agenda is as follows:

- Up front amount by way of 2,500,000 fully paid ordinary shares in MAE at \$0.02 each \$50,000
- Milestone Consideration by way of 25,000,000 Shares at \$0.02 each \$500,000

a) Up Front Issue

Details of the net Intangible Assets acquired, and purchase consideration are as follows:

	Fair value
Cash and cash equivalents	-
Fixed Assets	-
Trade and other payables	-
Deferred tax liabilities	-
Net identifiable assets and liabilities	-
Less: Non-controlling interests	-
Net assets acquired	-
Payment by the issue of shares	50,000
Less: impairment	(50,000)
Intangible Asset	-

b) Milestone Payment by way of additional share issue

Milestone is considered as contingent consideration, which should be recorded at its fair value in the accounting records of the Company.

Intangible assets have finite useful lives. The Company is in the process of determining the useful lives of its intangible assets.

NOTE 9. Related Party Disclosures

At the date of the report no material transactions with related parties and directors interests exist that we are aware of, other than those disclosed in the prospectus.

NOTE 10. Commitments and Contingencies

At the date of the report no material commitments or contingent liabilities exist that we are aware of, other than those disclosed in the prospectus.

7. Directors, Key Management and Corporate Governance

7.1 Board of Directors

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

- (a) Mr Bryn Hardcastle - Non-Executive Chairman;
- (b) Mr Faldi Ismail - Non-Executive Director; and
- (c) Mr Tom Bahen - Non-Executive Director.

The Board is aware of the need to have sufficient management to properly manage the Agenda business and the Board will continually monitor the management roles in the Company. The Board may look to appoint additional management and/or consultants when and where appropriate to ensure proper management of the Company and Agenda.

7.2 Director profiles

Details of the Directors comprising the Board are set out below.

(a) **Mr Bryn Hardcastle - Non-executive Chairman**

BA, LLB

Mr Hardcastle is an experienced corporate lawyer specialising in corporate, commercial and securities law. He is the principal of Bellanhouse Legal which predominantly advises on equity capital markets, re-compliance transactions and takeovers across a variety of industries. Mr Hardcastle has extensive international legal experience and has advised on numerous cross border transactions working in the United Kingdom, Middle East and North America. He also has experience acting as a non-executive director of ASX listed companies.

Mr Hardcastle is also a non-executive director of Attila Resources Limited (ASX: AYA).

(b) **Mr Faldi Ismail - Non-executive Director**

BBus

Mr Ismail is an experienced corporate advisor who specialises in the restructure and recapitalisation of a wide range of ASX-listed companies. He has many years of investment banking experience and has advised on numerous cross border transactions including capital raisings, structuring of acquisitions and joint ventures overseas with a strong emphasis in the technology sector.

Mr Ismail is also the founder and operator of Otsana Capital, and is currently a director of the following ASX listed companies Advanced Engine Components Limited (ASX: ACE), BGD Corporation Limited (ASX: BGD), Galicia Energy Corp (ASX: GAL) and WHL Energy Limited (ASX: WHN).

(c) **Tom Bahen - Non-executive Director**

BComm

Mr Bahen is currently a director of Private Clients and Institutional Sales at national stock broking firm Patersons Securities Limited. He has significant experience in capital raisings and corporate advisory for ASX listed companies. He has previously worked in assurance for global accounting firm Deloitte.

Mr Bahen is currently a director of ASX listed companies Naracoota Resources (ASX: NRR) and Carbine Resources (ASX: CRB).

7.3 Key personnel

(a) **Ms Annabel Slade - Proposed Chief Operating Officer**

BCommunications

Ms Annabel Slade has 10 years' experience in the Marketing and Communications industry, specialising in communications strategy and development. She was twice awarded the World Champion title for her campaign development and research at the International Advertising Association (IAA) InterAd and Asia-Pacific Media Forum.

Canon Europe identified Ms Slade as 'one to watch' after winning the World Championship title at the International Advertising Association InterAd awards, leading a team of six through a new campaign development targeting Generation-Y in Europe and beyond. Ms Slade has also cemented her credibility in the Asia-Pacific region by winning the coveted Asia-Pacific Media award for young professionals in Indonesia.

Ms Slade also holds Bachelor degrees in Business and Communications, specialising in Marketing and Advertising, and has recently been identified on a national scale as an emerging leader by Calibre Group and is currently participating in the NAB Start Counting program. She has worked across major industries such as FMCG, Automotive and Construction however, the majority of her career has spanned the Resources industry within Western Australia which now sees her as a Marketing and Communications Executive for one of Australia's largest mining services providers.

For further detail regarding Ms Slade's Consultancy Agreement, please refer to Section 8.7.

(b) **Additional senior management**

The Company is in the process of assembling a team to assist the Chief Operating Officer post-completion of the Acquisition. It is the intention that this team will include the following positions:

- (i) Head of Sales and Marketing/PR: to be responsible for the acquisition of service providers and all marketing and PR related activities and strategy;
- (ii) Head of Business Development and Strategic Partnerships: responsible for the management of strategic partnerships (platform integration) with scheduling software providers and social media

platforms as well as national and international market development; and

- (iii) third party agencies to assist at various stages of the creation, build and launch of the Agenda Platform:
 - (A) digital and analogue brand services which will develop Agenda's corporate identity and develop brand management tools and collateral to aid in the promotion and use of the brand; and
 - (B) external public relations consultation that will allow access to social media influencers, high-profile users and promotion of the brand/product through industry specific events and promotion.

7.4 Directors' interests

Other than as disclosed in this Prospectus, no Director holds at the date of this Prospectus or held at any time during the last 2 years, 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 Offers; and
- (c) the Offers.

Further, other than as disclosed in this Prospectus, the Company has not paid any amount or provided any benefit, or agreed to do so, to any Director, either to induce that Director to become, or to qualify them as a Director, or otherwise, for services rendered by them in connection with the formation or promotion of the Company or the Offers.

7.5 Directors' security holdings

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

Details of the Directors' remuneration and relevant interest in the Securities of the Company upon completion of the Offer are set out in the table below:

Director	Faldi Ismail ¹	Tom Bahen ²	Bryn Hardcastle ³
Remuneration for year ended 30 June 2014	Nil	Nil	Nil
Remuneration for year ended 30 June 2015	Nil	Nil	Nil
Proposed remuneration for current financial year	\$36,000	\$36,000	\$36,000
Shares	Nil	Nil	Nil
Options	Nil	Nil	Nil
Performance Rights ⁴	10,000,000	10,000,000	10,000,000

Notes:

1. Shareholder approval is being sought for the issue of up to 10,000,000 Options to Otsana Capital, a company controlled by Mr Faldi Ismail, in consideration for capital raising services provided to the Company in relation to the Offer.
2. Mr Tom Bahen was appointed as a director on 5 November 2015. Shareholder approval is being sought at the General Meeting for the re-election of Mr Bahen as a Director.
3. Mr Bryn Hadrcastle was appointed as a director on 5 November 2015. Shareholder approval is being sought at the General Meeting for the re-election of Mr Hardcastle as a Director.
4. Shareholder approval is being sought at the General Meeting for the issue of 10,000,000 Performance Rights to each of Mr Ismail, Mr Hardcastle and Mr Bahen.

7.6 Directors' remuneration

The Constitution provides that each Director is entitled to such remuneration from the Company as the Directors decide, but the total amount provided to all non-executive Directors must not exceed in aggregate the amount fixed by the Company in a general meeting. The current maximum amount of remuneration that may be paid to all non-executive Directors (set by the previous board pre-DOCA) has been set at \$500,000 per annum.

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

7.7 Related party transactions

The Company has entered into the following related party transactions on arms' length terms:

- (a) a loan agreement with three entities, two of which are associated with Mr Bryn Hardcastle and Mr Faldi Ismail (refer Section 8.4 for details);
- (b) a lead manager/corporate advisor mandate with Otsana Capital. Mr Faldi Ismail, a Director, is a director and controlling shareholder of Otsana Capital (refer Section 8.3 for details);
- (c) a lease agreement with Adamantium Holdings Pty Ltd, an entity controlled by Mr Faldi Ismail, commencing on relisting (refer Section 8.5 for details);
- (d) letters of appointment with each of its Directors on standard terms (refer Section 8.8 for details); and
- (e) deeds of indemnity, insurance and access with each of its Directors on standard terms (refer Section 8.9 for details).

In addition, Mr Faldi Ismail is a minority shareholder of Onyx Corporate Pty Ltd, which provides accounting services to the Company (refer Section 8.6) for details).

7.8 Corporate Governance

The Board is responsible for establishing the Company's corporate governance framework, the key features of which are set out in this Section 7.8. In establishing its corporate governance framework, the Board has referred to the 3rd edition of the ASX Corporate Governance Councils' Corporate Governance Principles and Recommendations (**Recommendations**). To the extent applicable, commensurate

with the Company's size and nature, the Company has adopted the Recommendations.

The Board seeks, where appropriate, to provide accountability levels that meet or exceed the Recommendations.

The Company's main corporate governance policies and practices as at the date of this Prospectus are outlined below and further details on the Company's corporate governance procedures, policies and practices can be obtained from the Company website at <http://www.cre8tek.com.au>.

(a) Board of Directors

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

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

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

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

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

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

(b) Composition of the Board

Election of Board members is substantially the province of the Shareholders in general meeting. However, subject thereto, the Company is committed to the following principles:

- (i) the Board is to comprise Directors with a blend of skills, experience and attributes appropriate for the Company and its business; and

- (ii) the principal criterion for the appointment of new Directors is their ability to add value to the Company and its business.

The Board consists of 3 members. The Company has adopted a Nominations Committee Charter, but has not formally adopted a Nominations and Remuneration Committee. The Directors consider that the Company is currently not of a size, nor are its affairs of such complexity, to justify the formation of a Nomination and Remuneration Committee. The responsibilities of a Nomination and Remuneration Committee are currently carried out by the Board.

Where a casual vacancy arises during the year, the Board has procedures to select the most suitable candidate with the appropriate experience and expertise to ensure a balanced and effective Board. Any Director appointed during the year to fill a casual vacancy or as an addition to the current Board, holds office until the next general meeting and is then eligible for re-election by the Shareholders.

(c) **Identification and management of risk**

The Board has not established a risk management committee and the full Board is responsible for overseeing the risk management function. The Board is responsible for ensuring the risks and opportunities are identified on a timely basis.

(d) **Ethical standards**

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

(e) **Independent professional advice**

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

(f) **Remuneration arrangements**

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 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.

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

The Board reviews and approves the remuneration policy to enable the Company to attract and retain Directors who will create value for Shareholders having consideration to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment and responsibility.

(g) **Trading policy**

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

(h) **External audit**

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

(i) **Audit committee**

The Company does not have an audit committee. The full Board fulfils the Company's corporate governance and monitoring responsibilities in relation to the Company's risks associated with the integrity of the financial reporting, internal control systems and the independence of the external audit function.

(j) **Diversity Policy**

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

(k) **Departures from Recommendations**

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

7.9 Intellectual property and confidentiality policy and processes

In anticipation of completion of the Acquisition, the Company has adopted an "Intellectual Property and Confidentiality Policy and Processes" document (**Policy**), which forms part of the contract of employment or engagement for each of the Company's (and, following completion of the Acquisition, the Merged Group's) staff, contractors and consultants (**Employees**).

The purpose of the Policy is to:

- (a) provide consistent rules, processes and guidelines with respect to the conduct, protection and management of the Company's design and development projects for the purpose of protecting the results of the intellectual activities of the Employees for the benefit of the Company;
- (b) ensure proper compliance with applicable intellectual property laws and regulations and related laws and regulations;

- (c) provide a platform for rational decision making, improved commercialisation efforts and generation of maximum returns for Shareholders relating to intellectual property; and
- (d) formalise a business culture of respecting the intellectual property rights and confidential information of third parties, including and especially the rights of organisations and individuals who have previously engaged the Employees, whereby third party intellectual property and confidentiality rights are to be treated as important as the rights of the Company.

Pursuant to the Policy, Employees are required to, amongst other things:

- (a) take appropriate measures to secure and protect the Company's intellectual property rights;
- (b) respect and take due care of the legitimate intellectual property rights of third parties;
- (c) ensure that their design and development is an original work undertaken in order to gain knowledge and understanding for the benefit of the Company;
- (d) declare to the Board any potential, perceived, or actual conflicts of interest;
- (e) responsibly manage all relevant documentation;
- (f) assist the Company in investigating and defending third party claims for alleged or actual infringement of third party intellectual property rights; and
- (g) assist the Company in the prosecution, assignment, encumbrance, enforcement (including any threat of enforcement or any revocation or cancellation of third party intellectual property rights).

Paragraphs (f) and (g) above survive termination of any Employee's contract of employment or engagement. In that event, the Company undertakes to pay for the Employee's reasonable costs of assisting the Company in those acts, matters and things contemplated above.

The Policy also provides that the Company will own all intellectual property created by Employees which is created in the course of their employment, involves the use of the Company's resources, or relates to current or future business plans of the Company.

The Policy also imposes obligations on Employees in relation to their use and disclosure of intellectual property and confidential information.

8. Material Contracts

8.1 Introduction

The Directors consider that certain contracts entered into by the Company are material to the Company or are of such a nature that an investor may wish to have particulars of them when making an assessment of whether to apply for Securities under the Offers. The provisions of such material contracts are summarised in this Section.

8.2 Acquisition Agreement

The key terms of the Acquisition Agreement are as follows:

(a) Acquisition

The Company has agreed to acquire the Agenda Shares held by the Vendor for the consideration set out in Section 8.2(c) below.

(b) Conditions Precedent

Completion of the Acquisition is subject to the satisfaction or waiver by the parties of the following outstanding conditions:

- (i) the Company obtaining all necessary regulatory approvals or waivers pursuant to the Listing Rules, Corporations Act or any other law required to allow the parties to lawfully complete the matters set out in the Acquisition Agreement, including but not limited to:
 - (A) conditional approval to reinstate the Company to the Official List;
 - (B) obtaining a waiver to permit the Company to issue the Capital Raising Shares at not less than \$0.02 each; and
 - (C) obtaining a waiver for the delayed issue of the Milestone Consideration Shares;
- (ii) the Company completing a capital raising of not less than \$3,600,000 via the issue of Shares at not less than \$0.02 each;
- (iii) to the extent required by the ASX or the Listing Rules, the Vendor entering into a restriction agreement with the Company in relation to the Consideration Shares;
- (iv) the Company obtaining all necessary shareholder approvals, including to:
 - (A) change the name of the Company to 'Cre8tek Limited';
 - (B) establish a performance rights plan and to issue a total of 30,000,000 performance rights under that plan to the Directors; and
- (v) the Company entering into an agreement with the Vendor to be appointed Chief Operating Officer of the Company.

If the conditions are not satisfied (or waived) on or before 5:00pm (WST) on 3 March 2016 (the date that is 120 days after the execution of the Acquisition Agreement) or such other date as Agenda, the Company and the Vendor all approve in writing, then the Acquisition Agreement will be at an end and the parties will be released from their obligations under the Acquisition Agreement.

(c) **Consideration**

In exchange for the Company acquiring the Agenda Shares, the Company agrees to issue the following Consideration Shares to the Vendor or her nominees:

- (i) 2,500,000 Initial Consideration Shares; and
- (ii) 25,000,000 Milestone Consideration Shares, upon Agenda achieving 500,000 active registered users on the Agenda Platform within 24 months of the Company being re-quoted on the ASX and revenue of Agenda reaching \$500,000 (**Milestone**).

The Company expects all of the Initial Consideration Shares to be escrowed by ASX for a period of 12 months from the date of issue. The Company expects that an undertaking will be required to be provided to ASX that the Milestone Consideration Shares will not be issued until an escrow agreement for the remainder of the period of the Initial Consideration Shares is first provided to ASX.

Approval for the issue of the Consideration Shares is the subject of Resolution 2 of the General Meeting.

(d) **Performance Rights**

As stated above, as part of the Acquisition, the Company intends to issue a total of 30,000,000 Performance Rights on the terms set out in Section 9.4 to Directors of the Company.

Approval for the establishment of the Plan and the issue of up to 30,000,000 Performance Rights pursuant to the Plan is the subject of Resolutions 7 to 10 of the General Meeting.

The Company expects all of the Performance Rights to be escrowed by ASX for a period of 24 months commencing from reinstatement of the Company's securities to trading on ASX.

(e) **Board of Directors**

In accordance with the terms of the Acquisition Agreement the Company has appointed the following directors to the Board:

- (i) Mr Bryn Hardcastle - Non Executive Director; and
- (ii) Mr Tom Bahen - Non Executive Director.

Approval for the re-election of the Directors is the subject of Resolutions 4 and 5 of the General Meeting.

8.3 Lead Manager / Corporate Advisor Mandate

The Company has entered into a corporate advisory mandate with Otsana Capital. A summary of the key terms set out below.

- (a) **(Term):** The Company will engage Otsana as a Corporate Advisor for a period of 12 months (effective from mandate being executed), with access to its corporate team as required.
- (b) **(Capital Raising Fee):** With respect to the Offer, Otsana, acting in its capacity as Corporate Advisor, will be entitled to a 2% advisory fee on total monies raised. Monies raised in this context will exclude any monies raised or contributed directly by anyone that the Company or its shareholders have solicited themselves during the course of the transaction.

In addition, the Company will pay up to an additional 4% on any capital raised by Otsana or any AFSL holders that Otsana introduces.

- (c) **(Management fee and advisor options):** The Company will pay to Otsana a management fee of \$45,000 for Otsana's re-compliance project management services.

In addition, subject to shareholder approval at the General Meeting, up to 10,000,000 Options may be issued to Otsana or its nominees for capital raising and lead manager services.

8.4 Loan agreement

The Company (as borrower) has entered into a loan agreement with the following three lenders:

- (a) DXB Holdings Pty Ltd, an entity associated with Mr Bryn Hardcastle;
- (b) Romfal Sifat Pty Ltd, an entity associated with Mr Faldi Ismail; and
- (c) Seamist Enterprises Pty Ltd (a substantial holder).

Pursuant to the terms of the loan agreement the lenders have agreed (each in equal portions) to make available a loan facility of up to \$200,000, with funds drawn down to be used towards the necessary costs of the Company's re-compliance with Chapters 1 and 2 of the Listing Rules.

As at the date of this Prospectus, the Company has drawn down \$150,000.

The loan is interest free and must be repaid within two weeks of the Company's securities being reinstated to trading following completion of the Acquisition.

Upon the occurrence of an event of default, the lenders may, for so long as the event of default is continuing, declare outstanding monies to be immediately due and payable to the lenders without the need for any further demand or notice to be given. Events of default include the Company failing to repay an amount by the due date (unremedied within 14 days), the Company failing to obtain any relevant authorisations, any warranty provided by the Company becomes false or misleading, or any part of the agreement becomes void or unenforceable.

8.5 Lease agreement

The Company (as Tenant) has entered into a lease agreement with Adamantium Holdings Pty Ltd (**Landlord**), an entity controlled by Mr Faldi Ismail.

A summary of the key terms of the lease agreement is set out below:

- (a) **(Premises):** The Landlord gives the Tenant the right to use the premises located at 108 Outram Street, West Perth, Western Australia, as its registered office and principal place of business, including all fixtures and fittings, use of desk space, use of boardroom, IT related usage from 28 October 2015.
- (b) **(Rent):** Monthly rent of \$1,000 plus GST is payable in advance commencing upon the Company's re-listing. In addition, a monthly fee of \$500 plus GST, is payable as the fee for the registered office of principal place of business.
- (c) **(Outgoings):** Outgoings including electricity, gardening, landline telephone, water usage are included in the monthly rent fee.
- (d) **(Term and Termination):** The term of the agreement is for an initial period of 12 months and then monthly thereafter. The minimum cancellation notification period is 3 months.

8.6 Corporate services agreement

The Company has entered into a corporate services agreement with Onyx Corporate Pty Ltd, an entity in which Mr Faldi Ismail holds a minority interest, for the provision of accounting and book keeping services to the Company. The agreement can be terminated for any reason by either party giving the other 1 months' notice. The consultancy fee under the agreement is \$3,000 per month plus GST, however the Company is not liable to pay the fee until its securities are reinstated to trading on ASX.

8.7 Consultancy agreement - Chief Operations Officer - Ms Annabel Slade

The Company has entered into a consultancy services agreement with Ms Annabel Slade effective on the date the Company's securities are reinstated to trading on ASX.

The material terms of the agreement are as follows:

- (a) **(Services):** The Consultant will manage the operational functions of the Company, including acting as Chief Operating Officer, being primarily responsible for the development and launch of the Agenda Platform and managing operations functions to achieve the Company's goals and outcomes in accordance with Board approved budgets and business plans.
- (b) **(Fees):** The total consultancy fee payable is up to \$120,000 per annum.
- (c) **(Term and Termination):** The term of the agreement is for 24 months. The minimum cancellation notification period is 1 month.
- (d) **(Confidentiality and Intellectual Property):** The Consultant must comply with the Company's 'Intellectual Property and Confidentiality Policy and Processes' document as summarised in Section 7.9 and otherwise agrees that any intellectual property created or developed in connection with the services is owned by the Company.

8.8 Non-executive letters of appointment

The Company has entered into letters of appointment with each of its non-executive directors, with each entitled to a fee of \$3,000 per month and otherwise on standard terms for agreements of this nature.

8.9 Deeds of indemnity, insurance and access

The Company has entered into deeds of indemnity, insurance and access with each of its Directors and the company secretary. Under these deeds, the Company agrees to indemnify each officer to the extent permitted by the Corporations Act against any liability arising as a result of the officer acting as an officer of the Company or a related body corporate (subject to customary exceptions). The Company is also required to maintain insurance policies for the benefit of the relevant officer and must also allow the officers to inspect board papers and other documents provided to the Board in certain circumstances.

9. Additional Information

9.1 Rights and liabilities attaching to Shares

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, Listing Rules and the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

The summary below is based on the proposed new Constitution being considered by Shareholders at the General Meeting.

- (a) **(Ranking of Shares):** At the date of this Prospectus, all Shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.
- (b) **(Voting rights):** Subject to any rights or restrictions, at general meetings:
 - (i) every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative;
 - (ii) has one vote on a show of hands; and
 - (iii) has one vote for every Share held, upon a poll.
- (c) **(Dividend rights):** Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up, from the date of payment. No dividend carries interest against the Company and the declaration of Directors as to the amount to be distributed is conclusive.

Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Company must not pay a dividend unless the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend.

- (d) **(Variation of rights):** The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.
- (e) **(Transfer of Shares):** Shares can be transferred upon delivery of a proper instrument of transfer to the Company or by a transfer in accordance with the ASX Settlement Operating Rules. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than a marketable parcel. The Board may refuse to register a transfer of Shares upon which the Company has a lien.

- (f) **(General meetings):** Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

The Directors may convene a general meeting at their discretion. General meetings shall also be convened on requisition as provided for by the Corporations Act.

- (g) **(Unmarketable parcels):** The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the minority Shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.
- (h) **(Rights on winding up):** If the Company is wound up, the liquidator may with the sanction of special resolution, divide the assets of the Company amongst members as the liquidator sees fit. If the assets are insufficient to repay the whole of the paid up capital of members, they will be distributed in such a way that the losses borne by members are in proportion to the capital paid up.

9.2 Terms of Options to be issued pursuant to this Prospectus

- (a) **(Entitlement):** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **(Exercise Price):** Subject to paragraph 9.2(j), the amount payable upon exercise of each Option will be \$0.03 **(Exercise Price)**
- (c) **(Expiry Date):** Each Option will expire at 5:00pm (WST) three years from date the Company's securities are reinstated to trading as a result of the Acquisition **(Expiry Date)**. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **(Exercise Period):** The Options are exercisable at any time on or prior to the Expiry Date **(Exercise Period)**.
- (e) **(Notice of Exercise):** The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate **(Notice of Exercise)** and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **(Exercise Date):** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds **(Exercise Date)**.
- (g) **(Timing of issue of Shares on exercise):** Within 15 Business Days after the Exercise Date, the Company will:
 - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

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

- (h) **(Shares issued on exercise):** Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (i) **(Quotation of Shares issued on exercise):** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- (j) **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (k) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (l) **(Change in exercise price):** An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (m) **(Unquoted):** The Company will not apply for quotation of the Options on ASX.
- (n) **(Transferability):** The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

9.3 Summary of the Company's Performance Rights Plan

The Cre8tek Limited Performance Rights Plan (**Plan**) is being considered for approval by Shareholders at the General Meeting. An overview of the terms and conditions of the Plan is below:

- (a) **(Eligible Participants):** A Director, full time, part time or casual employee of the Company and certain contractors (current or prospective) who is declared by the Board to be eligible to receive grants of Performance Rights under the Performance Rights Plan (**Eligible Participant**).
- (b) **(Offers):** The Board may, from time to time, at its absolute discretion, make an offer to an Eligible Participant under the Performance Rights Plan to apply for up to a specified number of Performance Rights, upon the terms of the Performance Rights Plan and on such additional terms and conditions as the Board determines (**Offer**).

- (c) **(Performance Rights):** Each Performance Right, once vested, entitles the holder, on exercise, to the issue of one Share.
- (d) **(Limit on Offers):** The Company must have reasonable grounds to believe, when making an Offer, that the number of Shares to be received on exercise of Performance Rights offered under an Offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on Class Order 14/1000 (**Class Order**) at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Offer.
- (e) **(Not transferrable):** Performance Rights are only transferrable in special circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death to the participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- (f) **(Vesting Conditions):** A Performance Right may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Performance Right (**Vesting Conditions**).
- (g) **(Vesting):** A Performance Right will vest where Vesting Conditions are satisfied or where, despite Vesting Conditions not being satisfied, the Board (in its absolute discretion) resolves that unvested Performance Rights have vested as a result of:
 - (i) a relevant person ceasing to be an Eligible Participant due to special circumstances;
 - (ii) a relevant person suffering severe financial hardship;
 - (iii) a change of control occurring or the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- (h) **(Exercise of vested Performance Right):** A Participant may, subject to the terms of any offer, exercise any vested Performance Right at any time after the Board notifies that the Performance Right has vested and before it lapses.
- (i) **(Issue of Shares):** Subject to the Corporations Act, the Listing Rules, the Plan and the terms of any offer under the Plan, within 10 days of receipt of a valid notice of exercise for Performance Rights, the Board must issue or transfer one (1) Share, free of encumbrances, to the Participant or his or her personal representative for each Performance Right exercised.
- (j) **(Lapse of a Performance Right):** A Performance Right will lapse upon the earlier to occur of:
 - (i) an unauthorised dealing in, or hedging of, the Performance Right;
 - (ii) a Vesting Condition in relation to the Performance Right is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to vest the Performance Right under a good leaver exception (e.g. due to death, total and

permanent disability, retirement or redundancy or financial hardship) or change of control event;

- (iii) in respect of unvested Performance Rights only, where a relevant person ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right under a good leaver exception or change of control event or resolves to allow the unvested Performance Right to remain unvested after the relevant person ceases to be an Eligible Participant;
 - (iv) in respect of a vested Performance Right only, where a relevant person ceases to be an Eligible Participant and the Performance Right granted is not exercised within one (1) month of the date the relevant person ceases to be an Eligible Participant;
 - (v) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant;
 - (vi) the Company undergoes a change in control or winding up, and the Board does not exercise its discretion to vest the Performance Right; and
 - (vii) the expiry date of the Performance Right.
- (k) **(Shares):** All shares issued under the Performance Rights Plan will rank equally in all respects with the Shares of the same class for the time being on issue except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue.
- (l) **(Quotation of Shares):** If Shares of the same class as those allotted under the Plan are quoted on the ASX, the Company will, subject to the Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any restriction period applying to the disposal of Shares ends.
- (m) **(Share sale restrictions):** The Board may, in its discretion, determine at any time up until exercise of Performance Rights, that a restriction period will apply to some or all of the Shares issued to a Participant on exercise of those Performance Rights (**Restricted Shares**), up to a maximum of seven (7) years from the date the Performance Rights are granted (**Restriction Period**). Other than any Restriction Period, there will be no transfer restrictions on Shares issued or transferred under the Plan unless the sale, transfer or disposal would require the preparation of a disclosure document.
- The Company will issue, where required to enable Shares issued or transferred on exercise of Performance Rights to be freely tradeable on the ASX, a cleansing statement at the time the shares are issued.
- (n) **(No participation rights):** There are no participating rights or entitlements inherent in the Performance Rights and participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
- (o) **(No change):** A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Right can be exercised.

- (p) **(Reorganisation):** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a participant are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.
- (q) **(Deferred taxation):** Subdivision 83A-C of the Income Tax Assessment Act 1997 applies to Performance Rights granted under the Plan except to the extent an offer provides otherwise.
- (r) **(Amendments):** Subject to express restrictions set out in the Plan and complying with the Corporations Act, Listing Rules and any other applicable law, the Board may at any time by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Performance Right granted under the Plan including giving any amendment retrospective effect.
- (s) **(Restrictions on amendments):** Without the consent of the Participant, no amendment may be made to the terms of any granted Performance Right which reduced the rights of the Participant in respect of that Performance Right, other than an amendment introduced primarily:
 - (i) for the purpose of complying with or conforming to present or future State or Commonwealth legislation governing or regulating the maintenance or operation of the Plan or like plans;
 - (ii) to correct any manifest error or mistake;
 - (iii) to enable a member of the Company to comply with the Corporations Act, the Listing Rules, applicable foreign law, or a requirement, policy or practice of the ASIC or other foreign or Australian regulatory body; or
 - (iv) to take into consideration possible adverse tax implications in respect of the Plan arising from, amongst others, adverse rulings from the Commissioner of Taxation, changes to tax legislation (including an official announcement by the Commonwealth of Australia) and/or changes in the interpretation of tax legislation by a court of competent jurisdiction.

9.4 Terms of Performance Rights

- (a) **(Milestones):** The Performance Rights will have the following milestones attached to them:
 - (i) **Class A Performance Rights:** the volume weighted average price (VWAP) for 10 consecutive trading days of Shares equalling or exceeding 3 cents, such price to be adjusted on a pro-rata basis post consolidation, after completion of the Acquisition (**Performance Rights Milestone 1**);
 - (ii) **Class B Performance Rights:** the VWAP for 10 consecutive trading days of Shares equalling or exceeding 4 cents, such price to be adjusted on a pro-rata basis post consolidation, after completion of the Acquisition (**Performance Rights Milestone 2**); and
 - (iii) **Class C Performance Rights:** the VWAP for 10 consecutive trading days of Shares equalling or exceeding 5 cents, such price to be

adjusted on a pro-rata basis post consolidation, after completion of the Acquisition (**Performance Rights Milestone 3**),

(each referred to as a **Performance Rights Milestone**).

- (b) (**Notification to holder**): The Company shall notify the holder in writing when the relevant Milestones have been satisfied.
- (c) (**Vesting**): The Performance Rights will vest on the date the Milestone relating to that Performance Right has been satisfied.
- (d) (**Consideration**): The Performance Rights will be issued for no consideration.
- (e) (**Conversion**): Upon vesting, each Performance Right will, at the election of the holder, convert into one fully paid ordinary share in the Company (**Share**).
- (f) (**Trading restriction**): Any Share issued on conversion of a Performance Right within 12 months of the Company being reinstated to official quotation on the ASX after Settlement of the Acquisition (**Re-Listing Date**) cannot be traded until the date which is 12 months after the Re-Listing Date unless otherwise permitted by the Board and subject to any other escrow requirements imposed by ASX.
- (g) (**Lapse**): Any Performance Right that has not vested within 3 years from the Settlement Date will automatically lapse.
- (h) (**Share ranking**): All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.
- (i) (**Listing of shares on ASX**): The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the vesting of Performance Rights on ASX within the period required by ASX.
- (j) (**Transfer of Performance Rights**): The Performance Rights are not transferable.
- (k) (**Participation in entitlements and bonus issues**): Subject always to the rights under items 9.4(l) and 9.4(m), holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (l) (**Adjustment for bonus issue**): If securities are issued pro-rata to shareholders generally by way of bonus issue (other than an issue in lieu of dividends by way of dividend reinvestment), the number of Performance Rights to which each holder is entitled will be increased by that number of securities which the holder would have been entitled if the Performance Rights held by the holder were vested immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Corporations Act and the Listing Rules at the time of the bonus issue.
- (m) (**Reorganisation of capital**): In the event that the issued capital of the Company is reconstructed, all rights of a holder will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the economic and other rights of the holder are not diminished or terminated.

- (n) **(Dividend and voting rights):** The Performance Rights do not confer on the holder an entitlement to vote or receive dividends.
- (o) **(Change in control):** Upon:
- (i) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (A) having received acceptances for not less than 50.1% of the Company's shares on issue; and
 - (B) having been declared unconditional by the bidder; or
 - (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of a Milestone, Performance Rights will automatically convert to that number of Shares which when issued together with all Shares issued under any other class of Performance Rights then on issue in the Company, is equal to the lesser of one Share per Performance Right and 10% of the total Shares on issue at that time. Performance Rights that are not converted into Shares will continue to be held by the holder on the same terms and conditions.

9.5 Substantial Shareholders

As at the date of this Prospectus, the following Shareholders hold 5% or more of the total number of Shares on issue:

Shareholder	Existing Shares	% Existing	% Shares Post-Transaction
James Patrick Downey <Marion Energy Creditors A/C>	10,000,000	19.26	4.27
Blu Bone Pty Ltd	6,666,667	12.84	2.84
Seamist Enterprises	6,666,667	12.84	2.84
CYM Holdings Pty Ltd <GCM Trust>	6,666,667	12.84	2.84
Konkera Pty Ltd	6,666,667	12.84	2.84
Gregory James Mason	6,666,666	12.84	2.84
Dr Brendan Dekauwe <Atollo Investment A/C>	6,666,666	12.84	2.84

Note: The table above assumes that the no convertible securities (eg options and performance rights) are converted into Shares.

On completion of the Acquisition, no Shareholders are expected to hold 5% or more of the total number of Shares on issue. In addition, the Shares held by James Patrick

Downey are expected to be distributed to creditors in accordance with the DOCA in the near future.

9.6 Interests of experts and advisers

(a) No interest except as disclosed

Other than as set out below or elsewhere in this Prospectus, no persons or entity 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 holds at the date of this Prospectus, or held at any time during the last 2 years, any interest in:

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

and the Company has not paid any amount or provided any benefit, or agreed to do so, to any of those persons for services rendered by them in connection with the formation or promotion of the Company or the Offers.

(b) Legal Advisers

Bellanhouse Legal has acted as the solicitors to the Company in relation to the Offers, the Acquisition, the General Meeting and various other matters. The Company estimates it will pay Bellanhouse Legal \$47,000 (excluding GST) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. In addition, Bellanhouse Legal has performed other legal work for the Company. Bellanhouse Legal has not received any fees during the 24 months preceding lodgement of this Prospectus with ASIC.

(c) Lead Manager

Otsana Capital is acting as the lead manager to the Offer. The Company expects that it will pay Otsana Capital up to \$261,000 (excluding GST) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. Otsana Capital has not received any fees during the 24 months preceding lodgement of this Prospectus with ASIC.

(d) Investigating Accountants

Abbott Audit Services Pty Ltd has acted as Investigating Accountant and has prepared the Investigating Accountant's Report which is included in Section 6 of this Prospectus. The Company estimates it will pay Abbott Audit Services Pty Ltd a total of \$3,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Abbott Audit Services Pty Ltd has not provided services to the Company.

(e) Auditor

Ernst & Young has acted as auditor of the Company. During the 24 months preceding lodgement of this Prospectus with the ASIC, Ernst & Young has not received any fees from the Company for audit services.

9.7 Consents

Each of the parties referred to below:

- (a) does not make the Offers;
- (b) does not make, or purport to make, any statement that is included in this Prospectus, or a statement on which a statement made in this Prospectus is based, other than as specified below or elsewhere in this Prospectus;
- (c) 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 contained in this Prospectus with the consent of that party as specified below; and
- (d) has given and has not, prior to the lodgement of this Prospectus with ASIC, withdrawn its consent to the inclusion of the statements in this Prospectus that are specified below in the form and context in which the statements appear.

Bellanhouse Legal has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to being named in this Prospectus as legal adviser to the Company in the form and context in which it is named.

Abbott Audit Services Pty Ltd has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to being named in this Prospectus as the Investigating Accountant to the Company in the form and context in which it is named and has given and not withdrawn its consent to the inclusion of the Investigating Accountant's Report in the form and context in which it is included.

Ernst & Young has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to being named in this Prospectus as auditor of the Company in the form and context in which it is named.

Otsana Capital has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as the Lead Manager to the Public Offer in the form and context in which it is named, together with all references to it in this Prospectus.

9.8 Expenses of the Offers

The expenses of the Offers (excluding GST) are estimated to be approximately \$354,270 and are expected to be applied towards the items set out in the table below.

Items of expenditure	Amount
Capital raising fees	\$216,000
Management fee	\$45,000
Legal fees	\$47,000
Accounting and Investigating Accountant's Report	\$3,000
ASIC fees	\$2,320

Items of expenditure	Amount
ASX fees	\$38,450
Other expenses	\$30,000
Total estimated expenses	\$354,270

9.9 ASX waivers

The Company has obtained the following ASX waivers in relation to the Offers and the Acquisition:

- (a) a waiver of Listing Rules 1.1 Condition 11 to allow existing options, and the Options offered under this Prospectus, to have an exercise price of less than \$0.20 each, and for the proposed Performance Rights to have a nil exercise price;
- (b) a waiver from Listing Rule 2.1 Condition 2 to allow Shares under the Offer to have an issue price of less than \$0.20 each; and
- (c) a waiver of Listing Rule 7.3.2 to allow the Milestone Consideration Shares to be issued within 25 months of the Company being re-admitted to quotation on the ASX.

9.10 Continuous disclosure obligations

As the Company is admitted to the official list of ASX, the Company is a "disclosing entity" for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company's Securities.

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

9.11 Litigation

As at the date of this Prospectus, neither the Company or Agenda are involved in any material legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company or Agenda or any of their respective subsidiaries.

10. Directors' Authorisation

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

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

Signed for and on behalf of the Company.

A handwritten signature in black ink, appearing to be 'BH', with a long horizontal stroke extending to the right.

Bryn Hardcastle
Chairman
8 December 2015

11. Definitions

Acquisition means the acquisition of 100% of the issued capital of Agenda in accordance with the Acquisition Agreement.

Acquisition Agreement means the binding heads of agreement between Agenda, the Company and the Vendor for the acquisition of 100% of the issued capital of Agenda by the Company.

Agenda means Global Agenda Technologies Pty Ltd (ACN 608 952 254).

Agenda Platform means the online platform developed and operated by Agenda for sales conversions between businesses and consumers.

Agenda Shares means 100% of the issued capital in Agenda, being 10 fully paid ordinary shares.

Application Form means the Public Offer Application Form, Consideration Offer Application Form, Options Application Form, as the context requires.

Application Monies means the amount of money in dollars and cents payable for Shares at the Offer Price per Share pursuant to the Public Offer. No application monies will be payable pursuant to the Secondary Offers.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Settlement means ASX Settlement Pty Limited (ACN 008 504 532).

ASX Settlement Operating Rules means the settlement and operating rules of ASX Settlement.

Board means the board of Directors.

Business or Agenda Business means Agenda's business of developing and operating the Agenda Platform.

Business Day means Monday to Friday except for any day that ASX declares is not a business day.

CHESS means the Clearing House Electronic Subregister System operated by ASX Settlement.

Closing Date means the date that the Offers close which is 5.00pm (WST) on 23 December 2015 or such other time and date as the Board determines.

Company means Marion Energy Limited (to be renamed Cre8tek Limited) (ACN 000 031 292).

Consideration Offer means the offer of 2,500,000 Shares to the Vendor under this Prospectus.

Consideration Offer Application Form means the Application Form in respect of the Consideration Offer.

Consideration Shares means the Initial Consideration Shares and the Milestone Consideration Shares.

Constitution means the proposed new constitution of the Company, to be approved by Shareholders at the General Meeting.

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

Director means a director of the Company.

DOCA means the amended and restated deed of company arrangement dated 7 August 2015.

Essential Resolutions has the meaning set out in Section 1.4.

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

General Meeting means the general meeting of Shareholders to be held on 23 December 2015.

Initial Consideration Shares means 2,500,000 Shares to be issued to the Vendor (or nominees) pursuant to the Acquisition Agreement.

Investigating Accountant means Abbott Audit Services Pty Ltd.

Lead Manager means Otsana Capital.

Listing Rules means the listing rules of ASX.

Merged Group means the Company and its wholly owned subsidiary, Agenda, after completion of the Acquisition.

Milestone means Agenda achieving 500,000 active registered users on the Agenda Platform within 24 months of the Company being re-quoted on the ASX and revenue of Agenda reaching \$500,000.

Milestone Consideration Shares means 25,000,000 Shares to be issued to the Vendor (or their nominees) pursuant to the Acquisition Agreement, on the satisfaction of the Milestone.

Offer Price means \$0.02 per Share under the Public Offer.

Offers means the Public Offer and the Secondary Offers.

Opening Date means the Public Offer Opening Date or the Secondary Offers Opening Date, as applicable.

Options means options to acquire Shares to be issued on the terms set out in Section 9.2.

Otsana Capital means Otsana Pty Ltd, trading as Otsana Capital.

Performance Right means any one of a Class A Performance Right, Class B Performance Right or Class C Performance Right issued on the terms and conditions contained in Section 9.4.

Plan means the Company's Performance Rights Plan, a summary of which is set out in Section 9.3.

Prospectus means this prospectus dated 8 December 2015.

Public Offer means the public offer of 180,000,000 Shares at the Offer Price pursuant to this Prospectus to raise \$3,600,000 before costs.

Public Offer Application Form means the Application Form in respect of the Public Offer.

Public Offer Opening Date means the first date for receipt of completed Application Forms under the Public Offer which is 8 December 2015.

Secondary Offers means the Consideration Offer and the Option Offer.

Secondary Offers Opening Date means the first date for receipt of completed Application Forms under the Secondary Offers, which is 15 December 2015.

Section means a section of this Prospectus.

Securities means Shares, Options and/or Performance Rights.

Settlement means settlement under the Acquisition Agreement of the sale by the Vendor and purchase by the Company of the Agenda Shares.

Settlement Date means that date which is no later than 5 Business Days after the satisfaction or waiver of the conditions precedent set out in the Acquisition Agreement (or such other later date as agreed by the Company and Agenda).

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

Share Registry means Automic Registry Services.

Shareholder means a holder of one or more Shares.

Vendor means Ms Annabel Slade.

WST means Western Standard Time, being the time in Perth, Western Australia.