

# Thorney Technologies Ltd

ABN 66 096 782 188

ASX Announcement: 15 September 2017

ASX Code: TEK

## TEK TO RAISE UP TO \$15M VIA A PLACEMENT

Thorney Technologies Ltd (TEK or Company) has lodged the attached Short Form Prospectus with ASIC today whereby the Company intends to issue Shares by way of two placements offers (together the Offer), raising up to \$15 million, which is, in part subject to Shareholder approval. There is no minimum amount being raised.

The Offer will be made at \$0.235 per Share. The audited NTA as at 30 June 2017 was \$0.227 per share and the last reported monthly NTA for August 2017 was \$0.238.

Placement Offer 1 is a placement of up to 27,659,574 Shares to raise approximately \$6.5 million from unrelated sophisticated investors.

Placement Offer 2 is subject to shareholder approval as the total of the combined Offers (63,829,787 Shares) will be in excess of the 15% cap under ASX Listing Rule 7.1. Subject to receipt of shareholder approval, Placement Offer 2 will involve participation by unrelated sophisticated investors and will also involve participation by Thorney Holdings and two Directors of TEK.

A notice of the Extraordinary General Meeting has been lodged in conjunction with this announcement.

Shares issued under the Offer will be ordinary shares and will rank equally with existing ordinary shares on issue in the Company.

The funds to be raised under the Offer will be added to the Company's existing cash reserves and will be available to be deployed to pursue investments, as well as to meet general working capital requirements and expenses.

## INDICATIVE TIMETABLE

Event	Date
Lodgement of Prospectus with ASIC and ASX	15 September 2017
Notice of Meeting dispatched and lodged with ASX	15 September 2017
Placement Offer 1 and Placement Offer 2 open	18 September 2017
Placement Offer 1 closes	10 October 2017
Issue of Shares under Placement Offer 1	13 October 2017
Holding statements issued for Shares issued under Placement Offer 1	16 October 2017
Trading of Shares issued under Placement Offer 1 begins	17 October 2017
Shareholder Meeting held approving issue of Shares under Offer and other matters	18 October 2017

**THORNEY TECHNOLOGIES LTD** ASX ANNOUNCEMENT continued

Event	Date
Placement Offer 2 closes	19 October 2017
Issue of Shares under Placement Offer 2	24 October 2017
Holding statements issued for Shares issued under Placement Offer 2	25 October 2017
Trading of Shares issued under Placement Offer 2 begins	26 October 2017

These times and dates are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act 2001 (Cth) and the ASX Listing Rules, to change any date, including to extend the closing dates of the Offer, to close the Offer early, to accept late applications either generally or in particular cases, or to withdraw or reduce the size of the Offer without notice. Any extension of the closing dates will have a consequential effect on the issue dates of Offer Shares. If the Offer is withdrawn, application monies will be returned in full as soon as reasonably practicable without interest.

Please direct enquiries to:  
Craig Smith  
Company Secretary  
[craig.smith@thorney.com.au](mailto:craig.smith@thorney.com.au)

# Thorney Technologies Ltd

ABN 66 096 782 188

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## SHORT FORM PROSPECTUS

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For the placement to nominated parties of  
up to 63,829,787 shares  
at \$0.235 each  
to raise up to \$15,000,000

### Important Notice

This is a short form prospectus issued in accordance with Section 712 of the *Corporations Act 2001* (Cth). This Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type but incorporates by reference information contained in other documents that have been lodged with ASIC.

This Prospectus is important and should be read in its entirety. If you do not understand it, you should consult your sharebroker, accountant or other adviser immediately in order to satisfy yourself as to the contents of this Prospectus.

Lead Manager and Authorised Intermediary

  
**BELL POTTER**

Australian Legal Adviser

**Arnold Bloch Leibler**  
Lawyers and Advisers

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Corporate Directory

## IMPORTANT NOTICE

### THIS PROSPECTUS

The Offer contained in this Prospectus is an invitation to purchase Shares in Thorney Technologies Ltd ("**TEK**" or "**Company**"). This Prospectus is an important document and should be read in its entirety.

This Prospectus is dated 15 September 2017. A copy of this Prospectus was lodged with ASIC on that date.

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

The Offer does not take into account your investment objectives, financial situation or particular needs. It is important that you read this Prospectus in its entirety before deciding whether to invest in the Company. In particular, you should consider the risk factors that could affect the performance of the Company and you should carefully consider these factors in the light of your personal circumstances (including financial and taxation issues) and seek professional guidance before deciding whether to invest.

No person is authorised to provide any information or to make any representation in connection with the Offer described in this Prospectus, which is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by the Company, its Directors, the Lead Manager, or any other person in connection with the Offer.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into its possession should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, such an offer or invitation would be unlawful.

### SHORT FORM PROSPECTUS

This is a short form prospectus issued in accordance with Section 712 of the Corporations Act 2001 (Cth). This Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type but incorporates by reference information contained in other documents that have been lodged with ASIC.

This Prospectus refers to various information and documents listed in Section 4 collectively referred to as the "Incorporated Documents". In referring to the Incorporated Documents the Company:

- (a) identifies the Incorporated Documents as being relevant to the Offer pursuant to this Prospectus and containing information that will assist investors and their professional advisers in making an informed assessment of:
  - (i) the rights and liabilities attaching to the Placement Shares; and
  - (ii) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company;
- (b) refers investors and their professional advisers to Section 4 of this Prospectus which summarises the information in the Incorporated Documents deemed to be incorporated in this Prospectus;
- (c) informs investors and their professional advisers that they are able to obtain a copy of any of the

Incorporated Documents, free of charge, by contacting the Company at its registered office during normal business hours within the currency of this Prospectus; and

advises that the information contained in the Incorporated Documents will be primarily of interest to investors and their professional advisers or analysts.

### ELECTRONIC PROSPECTUS

This Prospectus is available in electronic form at <http://www.thorneytechnologies.com.au/shortformprospectus.html>. This Prospectus is only available in electronic form to residents of Australia in Australia. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

### INTERMEDIARY AUTHORISATION

The Company does not hold an Australian Financial Services Licence (AFSL) under the Corporations Act. Accordingly, the Offer under this Prospectus will be made under an arrangement between the Company and Bell Potter (Authorised Intermediary) under Section 911A(2)(b) of the Corporations Act. The Company will only authorise the Authorised Intermediary to make offers to people to arrange for the issue of Shares by the Company under the Prospectus and the Company will only issue Shares in accordance with such offers if they are accepted.

Bell Potter is also the Lead Manager and will manage the Offer on behalf of the Company. The Lead Manager and Authorised Intermediary's functions should not be considered as an endorsement of the Offer, nor a recommendation of the suitability of the Offer for any investor.

Bell Potter, as Lead Manager and Authorised Intermediary, cannot guarantee the success or performance of the Company or the returns (if any) to be received by investors. Bell Potter, as Lead Manager and Authorised Intermediary, is not responsible for, nor has caused the issue of, this Prospectus.

### FORWARD LOOKING STATEMENTS

This Prospectus contains forward-looking statements which are identified by words such as "may", "could", "believes", "estimates", "expects", "intends" and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, at the date the Prospectus was prepared, were expected to take place. Such forward looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company. The 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 and investors are cautioned not to place undue reliance on these forward looking statements. Forward looking statements should be read in conjunction with the risk factors set out in the Incorporated Documents, in particular those set out in Section 6 of the 2016 Prospectus, and other information in this Prospectus.

The forward-looking statements in the Prospectus reflect the views held only immediately before the date of the Prospectus, unless otherwise stated. Other than as required by law, none of the Company or its Directors, officers or advisers or any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in this Prospectus will actually occur. You are cautioned not to place undue reliance on those statements. Subject to the Corporations Act and

## IMPORTANT NOTICE (continued)

any other applicable law, each of the Company and its officers, employees and advisers disclaims any duty to disseminate, after the date of the Prospectus, any updates or revisions to any such statements to reflect any change in expectations in relation to such statements or any change in events, conditions or circumstances on which any such statement is based.

### RESTRICTIONS ON DISTRIBUTION

The Offer is being made in Australia. The Prospectus does not constitute an offer in any place which, or to any person whom, it would not be lawful to make such an offer.

No action has been taken to register or qualify the Offer Shares or the Offer, or otherwise permit a public offering of the Offer Shares, in any jurisdiction outside Australia.

### DEFINITIONS AND ABBREVIATIONS

Defined terms and abbreviations used in this Prospectus are explained in the Glossary.

### PRIVACY

If you apply for Shares, you will provide personal information to the Company and the Registry. The Company and the Registry collect, hold and use your personal information in order to assess your Application, service your needs as an investor, provide facilities and services that you request and carry out appropriate administration.

Tax and company law requires you to supply some of the information to be collected in connection with your Application. If you do not provide the information requested, your Application may not be able to be processed efficiently, or at all.

The Company and the Registry may disclose your personal information for purposes related to your investment to their agents and service providers including those listed below or as otherwise authorised under the Privacy Act 1988:

- The Lead Manager in order to assess your Application;
- The Registry for ongoing administration of the Register;
- The printers and the mailing house for the purposes of preparation and distribution of statements and for handling of mail.

The information may also be disclosed to members of the Company's group and to their agents and service providers on the basis that they deal with such information in accordance with the Company's privacy policy.

Under the Privacy Act 1988, you may request access to your personal information held by (or on behalf of) the Company or the Registry. You can request access to your personal information by telephoning or writing to the Company through the Registry.

### COMPANY'S WEBSITE

Any references to documents included on the Company's website are provided for convenience only, and none of the documents or other information on the website is incorporated by reference.

### FINANCIAL AMOUNTS

All financial amounts contained in this Prospectus are expressed in Australian currency unless otherwise stated. Any discrepancies between totals and sums of components in tables contained in this Prospectus are due to rounding.

### ENQUIRIES

If you have any questions regarding the Offer or the matters set out in this document, you may contact the Company Secretary, Craig Smith, by telephone on +61 3 9921 7116, by facsimile on +61 3 9921 7100 and by email at [craig.smith@thorney.com.au](mailto:craig.smith@thorney.com.au) during the Offer Period.

Announcements made to ASX by the Company and other information relating to the Offer can be obtained from ASX's website at [www.asx.com.au](http://www.asx.com.au) (ASX code: TEK) or the Company's website at [www.thorneytechnologies.com.au](http://www.thorneytechnologies.com.au)

# 1 Investment Summary

## 1.1 Offer Statistics

Offer Price Per Share under Placement Offer 1 and Placement Offer 2	\$0.235
Shares on issue prior to the Offer	193,538,840

	Placement Offer 1	Placement Offer 1 and 2 Combined
Total number of Shares available under the Offer	27,659,574	63,829,787
Total Proceeds from the Offer	\$6,500,000	\$15,000,000
Shares on issue at completion of Offer	221,198,414	257,368,627
Market capitalisation on completion of Offer at Offer Price*	\$51,981,627	\$60,481,627

\* Calculated as the total number of Shares on issue following the Offer multiplied by the Offer Price of \$0.235 which may be different than the price at which Shares trade on the ASX from time to time.

Placement Offer 2 will only proceed if Shareholder Approval is obtained. The number of Shares that can be issued under Placement Offer 2 will be the maximum amount under Placement Offer 1 and 2, less the actual amount issued under Placement Offer 1. For example, if Shares equivalent to \$6.5 million are issued under Placement Offer 1, then Shares equivalent to \$8.5 million may be issued under Placement Offer 2.

## 1.2 Indicative Timetable

Event	Date
Lodgement of Prospectus with ASIC and ASX	15 September 2017
Notice of Meeting dispatched and lodged with ASX	15 September 2017
Placement Offer 1 and Placement Offer 2 open	18 September 2017
Placement Offer 1 closes	10 October 2017
Issue of Shares under Placement Offer 1	13 October 2017
Holding statements issued for Shares issued under Placement Offer 1	16 October 2017
Trading of Shares issued under Placement Offer 1 begins	17 October 2017
Shareholder Meeting held approving issue of Shares under Offer and other matters	18 October 2017
Placement Offer 2 closes	19 October 2017
Issue of Shares under Placement Offer 2	24 October 2017
Holding statements issued for Shares issued under Placement Offer 2	25 October 2017
Trading of Shares issued under Placement Offer 2 begins	26 October 2017

These times and dates are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act and the ASX Listing Rules, to change any date, including to extend the closing dates of the Offer, to close the Offer early, to accept late Applications either generally or in particular cases, or to withdraw or reduce the size of the Offer without notice. Any extension of the closing dates will have a consequential effect on the issue dates of Offer Shares. If the Offer is withdrawn, Application Monies will be returned in full as soon as reasonably practicable without interest.

## 2 Chairman's Letter

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Dear Investor,

The Company completed a re-compliance listing on the ASX and relaunched as Thorney Technologies Ltd on 18 January 2017 and raised approximately \$42.5 million of new capital. Since relisting, I have been pleased by the amount of investment opportunities that have been identified and the deal flow opportunities.

The Company has now deployed approximately 60% of the new capital into investments and the Board has decided to raise further capital to supplement the Company's resources. The Lead Manager has identified certain investors who have an interest in participating in an additional capital raising and intends to approach other potential investors.

The Company intends to issue Shares by way of two placement offers (together the **Offer**), raising up to \$15 million, which is, in part subject to Shareholder approval. There is no minimum amount being raised.

The Offer will be made at \$0.235 per Share. As at 30 June 2017, the audited NTA was \$0.227 per Share. The last reported NTA before the date of this Prospectus was 23.8 cents per share (as at 31 August 2017).

**Placement Offer 1.** Placement Offer 1 is a placement of up to approximately 14.3% of the issued capital of the Company (up to approximately 27,659,574 Shares, equivalent to gross proceeds of approximately \$6,500,000). The Company may issue these Shares without Shareholder approval. This placement is intended to be made available to unrelated sophisticated investors, being persons not associated with Thorney Holdings or a Director.

**Placement Offer 2.** Placement Offer 2, is a proposed placement which is subject to Shareholder approval. The Company is seeking Shareholder approval at the Shareholder Meeting set for 18 October 2017 to authorise Placement Offer 2 so that the total of the combined Offers can be in excess of the 15% placement cap under ASX Listing Rule 7.1. Placement Offer 2 will involve the participation of unrelated sophisticated investors (which would otherwise be restricted from participating in Placement Offer 1 due to the ASX Listing Rule 7.1). Shareholder approval is also being sought to authorise the participation of certain related parties including Thorney Holdings and two Directors in the Offer.

It is intended that the combined placement under Placement Offer 1 and Placement Offer 2 will be a maximum of 63,829,787 Shares, and being equivalent to approximately gross proceeds of \$15,000,000. Placement Offer 2 is structured so that subject to Shareholder approval, 63,829,787 Shares may be issued, but this amount will be reduced by the number of Shares issued under Placement Offer 1.

As at the date of this Prospectus, Thorney Holdings holds 43,462,038 Shares in the Company, equivalent to approximately 22.46% of the issued capital. Thorney Holdings has indicated its intention to acquire Shares in the Offer to subscribe for 13,617,021 Shares (equivalent to approximately \$3,200,000). Any participation by Thorney Holdings in the Offer is subject to Shareholder approval as Thorney Holdings is considered a related party of the Company. If Shareholder approval is obtained and Thorney Holdings participates in the Offer, its Shareholding will vary depending upon the take up by unrelated investors. Thorney Holdings' Shareholding will be 22.18% if the maximum amount of approximately \$15 million is raised but a higher percentage if a lower amount is raised (no more than 25.46%) See section 6.1 for further detail on the effect of the Offer on the Shareholding of Thorney Holdings.

Full details of the Offer are set out in this Prospectus, and investors are encouraged to read the entire Prospectus and obtain professional advice before investing under the Offer. An investment company is subject to a range of risks. Investors should review the risks that are set out in the 2016 Prospectus (which is incorporated by reference to this Prospectus). See Section 4.2(b) of this Prospectus for further detail.

Yours sincerely,

**Alex Waislitz**

Chairman

Thorney Technologies Ltd



### **3 Details of the Offer**

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#### **3.1 Important Note**

The information set out in this Section 3 is not intended to be comprehensive. This Prospectus should be read and considered in its entirety including the Incorporated Documents.

#### **3.2 The Offer**

The Offer under this Prospectus consists of:

- (a) a placement of up to 27,659,574 Shares, at an issue price of \$0.235, to certain sophisticated investors identified by the Company (**Placement Offer 1**); and
- (b) a placement of up to 63,829,787 Shares less the amount of Shares issued under Placement Offer 1, to select related parties of the Company as well as to certain sophisticated investors identified by the Company at an issue price of \$0.235 (**Placement Offer 2**).

#### **3.3 Rights attaching to the Offer Shares**

The Offer Shares 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 Offer Shares are set out in Section 8.1 of this Prospectus.

#### **3.4 Shareholder Approval**

Completion of Placement Offer 2 is subject to Shareholder approval which the Company is seeking at the Shareholder Meeting (set to take place on 18 October 2017). Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the Company. A related party includes a Director of the Company and any entity controlled by a Director. Accordingly, Shareholder approval must be obtained to issue Shares to Thorney Holdings as well as to the two Directors who intend to participate (Alan Fisher and Jeremy Leibler). Thorney Holdings is seeking to subscribe \$3.2 million (subject to its holding not exceeding 25.46%). If Shareholder approval is not obtained in relation to a resolution to issue Shares under Placement Offer 2 then the offer in relation to that resolution will be withdrawn and any application monies received in relation to that specific resolution will be refunded (without interest) as soon as is reasonably practicable.

Shareholder approval is not required for completion of Placement Offer 1. Listing Rule 7.1 imposes a 15% cap on the number of shares that can be issued by the Company, without approval of shareholders or ASX waiver, in any 12 month period (15% limit). The issue of up to 27,659,574 Shares under Placement Offer 1 will be within this limit and will not require Shareholder approval. However, the Company is seeking subsequent approval from Shareholders at the Shareholder Meeting under Listing Rule 7.3 to refresh the 15% limit. If approval under Listing Rule 7.3 is obtained it will mean that the issue under Placement Offer 1 will not be counted under the 15% limit. This will enable the Company to issue further Shares up to the 15% limit in the next 12 month period without Shareholder approval.

#### **3.5 Purpose of the Offer**

Completion of Placement Offer 1 and Placement Offer 2 will result in the Company raising up to \$15,000,000 in gross proceeds. The funds to be raised will be added to the Company's existing cash and will be available to be deployed to pursue investments, as well as to meet general working capital requirements and expenses (including expenses associated with, and incidental to, the Placement).

### **3 Details of the Offer** (continued)

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#### **3.6 Application & Allotment**

The Placement is only open to persons who are invited by the Company or the Lead Manager to participate. Details of how to participate, and information on allotment of the Offer Shares, will be separately provided to invited participants.

#### **3.7 Opening and Closing Dates**

Both Placement Offer 1 and Placement Offer 2 open on 18 September 2017. Placement Offer 1 will close on 10 October 2017 or such other date as the Directors in their absolute discretion determine. Placement Offer 2 will close on 19 October 2017 or such other date as the Directors in their absolute discretion determine.

#### **3.8 Lead Manager and Authorised Officer**

The Company does not hold an Australian Financial Services Licence (AFSL) under the Corporations Act. Accordingly, the Offer under this Prospectus will be made under an arrangement between the Company and Bell Potter (Authorised Intermediary) under Section 911A(2)(b) of the Corporations Act. The Company will only authorise the Authorised Intermediary to make offers to people to arrange for the issue of Shares by the Company under the Prospectus and the Company will only issue Shares in accordance with such offers if they are accepted.

Bell Potter is also the Lead Manager and will manage the Offer on behalf of the Company. The Lead Manager and Authorised Intermediary's functions should not be considered as an endorsement of the Offer, nor a recommendation of the suitability of the Offer for any investor.

Bell Potter, as Lead Manager and Authorised Intermediary, cannot guarantee the success or performance of the Company or the returns (if any) to be received by investors. Bell Potter, as Lead Manager and Authorised Intermediary, is not responsible for, nor has caused the issue of, this Prospectus.

The Company has appointed Bell Potter as Lead Manager to the Offer.

#### **3.9 No Underwriting**

The Offer is not being underwritten.

#### **3.10 Issue and Dispatch**

The Offer Shares are expected to be issued, and holding statements dispatched, on the dates set out in the Indicative Timetable in this Prospectus.

#### **3.11 ASX Quotation**

Application will be made for quotation of the Offer Shares by ASX.

#### **3.12 Overseas Investors**

Investors outside Australia should consult their professional advisers as to whether governmental or other consents are required, or other compliance requirements need to be observed, before taking up Offer Shares pursuant to this Prospectus.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Where this Prospectus has been dispatched to persons domiciled outside of Australia, and where that country's securities code or legislation requires registration, this Prospectus is provided for information purposes only.

It is the responsibility of non-Australian resident investors to obtain all necessary approvals for the allotment and issue of Offer Shares pursuant to this Prospectus.

### 3 Details of the Offer (continued)

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#### 3.13 Market prices of Shares on ASX and NTA

The highest and lowest closing market sale prices of Shares on ASX during the period from the commencement of trading after the Company's relisting as TEK (previously Australian Renewable Fuels Ltd) on ASX 18 January 2018 to the last day on which Shares were traded prior to the announcement of the Offer are:

	Price	Date
High	\$0.270	13/09/2017
Low	\$0.205	1/06/2017
Last	\$0.265	13/09/2017

The volume weighted average price of Shares traded on ASX in the 10 days trading prior to the date of the announcement of the Offer is \$0.254.

The Company's Net Tangible Asset backing per share (NTA) after tax, as reported to the ASX prior to the date of this Offer, are:

Date	NTA (after tax)
31/01/2017	\$0.208
28/02/2017	\$0.210
31/03/2017	\$0.214
30/04/2017	\$0.220
31/05/2017	\$0.223
30/06/2017	\$0.227
31/07/2017	\$0.228
31/08/2017	\$0.238

## **4 Information Incorporated by Reference**

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### **4.1 Short Form Prospectus**

Section 712 of the Corporations Act permits a prospectus to incorporate the contents of a document or part of a document that has been lodged with ASIC by referring to the document (or part thereof) instead of setting out the information contained in that document in full in the prospectus.

Pursuant to section 712 of the Corporations Act, the following documents which collectively are referred to as the "Incorporated Documents" are expressly incorporated in this Prospectus:

- (a) sections of the Company's 2016 Prospectus (as set out in Section 4.2); and
- (b) 2017 Annual Report

The Company considers that the Incorporated Documents are relevant to the issue of Offer Shares under this Prospectus and contain information that will provide investors and their professional advisers information to assist them in making an informed assessment of:

- (a) the rights and liabilities attaching to the Shares; and
- (b) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company.

The Company will provide, free of charge, a copy of any of the Incorporated Documents to any investor who requests a copy during the application period for this Prospectus.

The 2016 Prospectus is available at [www.thorneytechnologies.com.au/prospectus.html](http://www.thorneytechnologies.com.au/prospectus.html).

The 2017 Annual Report is available on the Company's website at:  
<http://www.thorneytechnologies.com.au/assets/2017AnnualReport.pdf>.

The information in the Incorporated Documents is primarily of interest to the select sophisticated investors and related parties who have been invited to participate in the Offer and their advisers.

### **4.2 Summary of information deemed incorporated by reference**

Set out below is a summary of the information contained in the 2016 Prospectus that is deemed to be incorporated in this Prospectus:

#### **(a) Section 5 - The Company**

Section 5 of the 2016 Prospectus contains background information on the Company and its business model.

#### **(b) Section 6 - Risk Factors**

Section 6 of the 2016 Prospectus lists a number of risks for the future performance of the Company and the future investment performance of the Shares. Risks include those relating specifically to the Company as well as general market and economic risks.

#### **(c) Section 8 - The Company Board and governance**

Section 8 of the 2016 Prospectus contains information on each of the Directors and the Company Secretary as well as the Company's corporate governance policies.

## **4 Information Incorporated by Reference** (continued)

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(d) **Section 11 - Additional Information**

Section 11 of the 2016 Prospectus sets out additional information for investors that was required to be disclosed in the 2016 Prospectus, including:

- (i) Section 11.1 Constitution and rights attaching to Shares
- (ii) Section 11.5 Material Contracts (including the Investment Management Agreement with Thorney Management Services Pty Ltd )
- (iii) Section 11.7 Australian Taxation Considerations
- (iv) Section 11.8 Interests of Directors
- (v) Section 11.4 Litigation and Claims

(e) **Section 12 - Glossary**

Section 12 of the 2016 Prospectus sets out the glossary of terms used in the 2016 Prospectus.

All information contained in the 2017 Annual Report is deemed to be incorporated by reference into this Prospectus. The 2017 Annual Report includes the Directors' report, the financial statements for the year ended 30 June 2017 and the independent auditors' report prepared by Ernst & Young.

## 5 Company Overview and Update

### 5.1 Overview and Reference to Incorporated Documents

The Incorporated Documents comprehensively provide an overview of the Company. Other than as stated in this Prospectus, in particular Section 5.2 below, the Company is not aware of any other material matter or circumstance that would impact on the contents of the Incorporated Documents.

### 5.2 Matters Subsequent to 2016 Prospectus

#### (a) Shares

Under the 2016 Prospectus the Company raised approximately \$42.5 million of capital and issued 167,269,487 new Shares at \$0.22 per Share. Following the Company's re-compliance listing, the Shares recommenced trading on ASX on 18 January 2017.

#### (b) Board

Since the 2016 Prospectus, Alex Waislitz and Jeremy Leibler have been appointed as Directors, joining Alan Fisher and Martin Casey. Alex Waislitz has been appointed to the position of Chairman of the Board. Craig Smith has retired as Director but remains Company Secretary.

#### (c) Investments

Since January 2017, the Company has invested its funds into a number of investments, and in some cases sold previously held shareholdings. As at the date of this Prospectus, the Company holds investments in ASX listed securities, unlisted securities and loan notes. The majority of financial assets are held in Australian dollars but the Company has acquired some investments denominated in USD.

As at 30 June 2017, the Company had deployed approximately \$25.3m into investments (non-cash), being approximately 60% of the capital of the Company, with the balance held in cash and cash equivalents, debtors and prepayments.

As at 30 June 2017, the Company:

- Held cash and cash equivalents of \$20,521,143, receivables of \$86,395 and prepayments of \$26,844.
- Held investments in ASX listed companies of \$22,328,358. As at 30 June 2017, all of these investments are measured at fair value using quoted market prices.
- Held unlisted investments in private companies (not ASX listed) of \$1,633,349 which have been valued at a recent transaction price which equates to fair value.
- Held loan notes in various companies totalling \$1,350,067 which have been valued using a discounted cash flow model. Key inputs to the discounted cash flow model include the principal value of the loan, the applicable coupon rate (4%-12%), the discount rate (which approximates the coupon rate) and the maturity date.

The Company's total net exposure to fluctuations in foreign currency exchange rates as at 30 June 2017 is:

	2017
<i>All amounts stated in AUD equivalents</i>	\$
<b>Net Assets and Liabilities as fair value</b>	
US Dollars	1,168,371
<b>Total</b>	<b>1,168,371</b>

## 5 Company Overview and Update (continued)

As at 30 June 2017, the Company held the following investments which had a fair value in excess of \$1 million:

	Market value as at 30 June 2017 \$
Afterpay Holdings Ltd	5,476,855
Mesoblast Ltd <sup>1</sup>	1,951,924
NEXTDC Ltd	1,747,625
HUB24 Ltd <sup>1</sup>	1,872,000
OneVue Holdings Ltd <sup>1</sup>	1,915,772
Oventus Medical Ltd <sup>1</sup>	1,146,090
Updater Inc. <sup>1</sup>	2,078,882

<sup>1</sup> The Company filed initial substantial holding notices with the ASX for these investments. A number of these investments have been co-investments with the private Thorney Investment Group (TIG). In addition to those listed above the Company has also filed initial substantial holding notices for Adacel Technologies Limited, Anantara Lifesciences Limited, Micro-X Limited and Dubber Corporation Limited.

(d) **Tiga Trading Loan**

The related party loan to Tiga Trading Pty Ltd was repaid in full during January 2017 following receipt of cash proceeds upon issue of the Shares under the 2016 Prospectus. See Note 15 to the 2017 Annual Report for further details.

(e) **Investment Management Agreement**

The gross asset value of the Company will increase upon the receipt of the capital raised under the Placement Offers and be subject to the Base Fees payable to the Investment Manager under the investment management agreement with Thorney Management Services Pty Ltd. See section 11.5(c) of the 2016 Prospectus for further information on the investment management agreement.

## 5 Company Overview and Update (continued)

### 5.3 Continuous disclosure

The Company is a “disclosing entity” for the purposes of Part 1.2A of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations which require it to disclose to ASX any information which it has or becomes aware of concerning the Company and which a reasonable person would expect to have a material effect on the price or value of the securities of the Company.

At the time of lodging this Prospectus the Company's ASX Announcement's for 2017 were:

Date	Description of Announcement
14/09/2017	Trading Halt
13/09/2017	Chairman's Update – September 2017
7/09/2017	Net Tangible Asset Backing - August 2017
30/08/2017	Appendix 4G and 2017 Corporate Governance Statement
30/08/2017	Appendix 4E and 2017 Annual report
18/08/2017	Becoming a substantial holder for MX1
14/08/2017	Net Tangible Asset Backing - July 2017
3/08/2017	Chairman's update August 2017
14/07/2017	Net Tangible Asset Backing - June 2017
4/07/2017	Change in substantial holding for DUB
30/06/2017	Becoming a substantial holder for OVN
7/06/2017	TEK Chairman's Update June 2017
6/06/2017	Net Tangible Asset Backing - May 2017
11/05/2017	Net Tangible Asset Backing - April 2017
13/04/2017	Net Tangible Asset Backing - March 2017
31/03/2017	Becoming a substantial holder for MSB
17/03/2017	TEK Chairman's Update March 2017
10/03/2017	Net Tangible Asset Backing - February 2017
1/03/2017	Change of Director's Interest Notice - J Leibler
27/02/2017	Appendix 4D and 2017 Half-year financial report
14/02/2017	Net Tangible Asset Backing - January 2017
6/02/2017	Change of Director's Interest Notice - J Leibler
31/01/2017	Change of Director's Interest Notice - J Leibler
23/01/2017	Becoming a substantial holder
17/01/2017	Becoming a substantial holder for OVH
17/01/2017	Becoming a substantial holder for ANR
17/01/2017	Becoming a substantial holder for HUB
17/01/2017	Becoming a substantial holder for UPD
17/01/2017	Becoming a substantial holder for DUB
17/01/2017	Becoming a substantial holder for ADA
17/01/2017	ASX Notice
17/01/2017	Trading Policy
17/01/2017	Corporate Governance Statement 2016
17/01/2017	Constitution
17/01/2017	Appendix 1A, information form and checklist
17/01/2017	Reinstatement to Official Quotation - 18/01/17
17/01/2017	Pre-reinstatement Disclosure Notice
13/01/2017	Change in substantial holding - Thorney Holdings Pty Ltd
13/01/2017	Change of Director's Interest Notice - A Waislitz
13/01/2017	Appendix 3B
13/01/2017	TEK Completes its capital raising

Full text of these announcements can be found on the ASX website at [www.asx.com.au](http://www.asx.com.au).



## 6 Capital Structure

### 6.1 Capital Structure on completion of the Offer

The following is an illustration of the potential impact on the capital structure of the Company, following the Offer - including both Placement Offer 1 and Placement Offer 2. The actual impact of the Offer will depend upon the total amount of new capital raised. There is no minimum but there is a maximum of 63,829,787 Shares which may be issued under the Offer (equivalent to \$15 million).

Effect of the Offer	Placement Offer 1	Placement Offer 1 & 2 Combined
Total Proceeds from the Offer	\$6,500,000	\$15,000,000
Current Shares on issue	193,538,840	193,538,840
Maximum new Shares to be issued	27,659,574	63,829,787
<b>Total shares on issue</b>	<b>221,198,414</b>	<b>257,368,627</b>

As at the date of this Prospectus, Thorney Holdings holds 43,462,038 Shares, equivalent to approximately 22.46% of the issued capital. Thorney Holdings has committed to participate in the Offer, such that, subject to Shareholder approval and Thorney Holdings' Shareholding not exceeding 25.46%, it will subscribe for 13,617,021 Shares (approximately \$3,200,000). Thorney Holdings may only participate in the Offer in the event that Shareholder approval is obtained.

The following table demonstrates the potential impact on the Shareholding of Thorney Holdings under the Offer. The table below assumes that Placement Offer 1 will be fully subscribed (which will initially dilute the holding of Thorney Holdings) and then sets out the impact of Placement Offer 2 in two scenarios: (a) in the event that Shareholder approval is not obtained and Thorney Holdings does not participate, and (b) in the event that Shareholder approval is obtained and the maximum number of Shares are issued under the Placement and Thorney Holdings does participate.

	(a) Placement Offer 1	(b) Placement Offer 1 and 2
Thorney Participation	Thorney Holdings <u>does not</u> participate	Thorney Holdings <u>does</u> participate
Maximum new Shares issued	27,659,574	63,829,787
New Shares issued to Thorney	-	13,617,021
<b>Total Thorney Holdings Shares</b>	<b>43,462,038</b>	<b>57,079,059</b>
<b>Total Shares on issue</b>	<b>221,198,414</b>	<b>257,368,627</b>
<b>Thorney Holdings %</b>	<b>19.65%</b>	<b>22.18%</b>

There is no minimum raising and a maximum of Shares issued equivalent to \$15 million. If there is low participation by third parties, then Thorney Holdings relevant interest may be higher than described above, but in no circumstance can Thorney Holdings be greater than 25.46%.

## 7 Pro Forma Balance Sheet

### 7.1 Financial impact of scenarios

The following table illustrates the potential impact on the financial position of the Company from a capital raising. Two scenarios are provided, namely if the Company raises new capital of \$6.5 million or \$15 million. There is no minimum subscription amount.

The table shows the financial position of the Company as at 30 June 2017. The historical numbers are based on the audited 2017 financial report contained in the 2017 Annual Report. For the costs of issue see also Section 8.7 of this Prospectus (Expenses of the Offer).

Thorney Technologies Ltd					
Pro forma statement of financial position		Illustrative scenarios			
As at 30 June 2017		Mid-level subscription \$6.5 million		Maximum subscription \$15.0 million	
	Historical as at 30-Jun-17 \$	Pro forma Adjustments \$	Pro forma Historical as at 30-Jun-17 \$	Pro forma Adjustments \$	Pro forma Historical as at 30-Jun-17 \$
<b>Current assets</b>					
Cash and cash equivalents	20,521,143	6,307,811	26,828,954	14,596,643	35,117,786
Financial assets	22,490,971	-	22,490,971	-	22,490,971
Receivables	86,395	6,739	93,134	19,910	106,305
Prepayments	26,844		26,844		26,844
<b>Total current assets</b>	<b>43,125,353</b>	<b>6,314,550</b>	<b>49,439,903</b>	<b>14,616,553</b>	<b>57,741,906</b>
<b>Non-current assets</b>					
Financial assets	2,820,803	-	2,820,803	-	2,820,803
<b>Total non-current assets</b>	<b>2,820,803</b>	<b>-</b>	<b>2,820,803</b>	<b>-</b>	<b>2,820,803</b>
<b>Total assets</b>	<b>45,946,156</b>	<b>6,314,550</b>	<b>52,260,706</b>	<b>14,616,553</b>	<b>60,562,709</b>
<b>Current liabilities</b>					
Trade and other payables	1,999,461	-	1,999,461	-	1,999,461
<b>Total current liabilities</b>	<b>1,999,461</b>	<b>-</b>	<b>1,999,461</b>	<b>-</b>	<b>1,999,461</b>
<b>Total liabilities</b>	<b>1,999,461</b>	<b>-</b>	<b>1,999,461</b>	<b>-</b>	<b>1,999,461</b>
<b>Net assets</b>	<b>43,946,695</b>	<b>6,314,550</b>	<b>50,261,245</b>	<b>14,616,553</b>	<b>58,563,248</b>
<b>Equity</b>					
Issued capital (less costs of issue)	41,257,949	6,314,549	47,572,498	14,616,553	55,874,502
Reserves	2,688,746	-	2,688,746	-	2,688,746
<b>Total equity</b>	<b>43,946,695</b>	<b>6,314,549</b>	<b>50,261,244</b>	<b>14,616,553</b>	<b>58,563,248</b>
	Historical as at 30-Jun-17 Qty	Prospectus shares issued Qty	Post adjustment CI Bal Qty	Prospectus shares issued Qty	Post adjustment CI Bal Qty
<b>Share quantities (Qty)</b>					
Thorney shares	43,462,038	12,855,078	56,317,116	13,617,021	57,079,059
<i>Thorney's percentage</i>	<i>22.46%</i>		<i>25.46%</i>		<i>22.18%</i>
Non-Associated Shareholders	150,076,802	-	150,076,802	-	150,076,802
New Shareholders	-	14,804,496	14,804,496	50,212,766	50,212,766
<b>Total shares on issue</b>	<b>193,538,840</b>	<b>27,659,574</b>	<b>221,198,414</b>	<b>63,829,787</b>	<b>257,368,627</b>
<b>NTA cents per share (30 June 2017)</b>	<b>22.71</b>		<b>22.72</b>		<b>22.75</b>

## 8 Additional Information

### 8.1 Rights and liabilities attaching to Shares

Offer Shares issued pursuant to this Prospectus will be fully paid ordinary shares in the capital of the Company, ranking equally with all other issued Shares. The rights attaching to the Shares are set out in the Constitution and in certain circumstances regulated by the Corporations Act, the Listing Rules, the ASX Settlement Operating Rules and the common law. A summary of the significant rights, liabilities and obligations attaching to the Shares and a description of other material provisions of the Constitution are set out in Section 11.4 of the 2016 Prospectus.

### 8.2 Taxation Implications

All potential investors in the Company are urged to take independent financial advice about the taxation and any other consequences of investing in the Company. Section 11.7 of the 2016 Prospectus provides a general outline of Australian tax issues for Australian tax resident Shareholders.

### 8.3 Directors' Interests

#### (a) Remuneration

For full details refer to the *2017 Remuneration Report (Audited)* which starts on page 9 of the 2017 Annual Report.

#### (b) Current interests and interests following Offer

Director	Interest in Shares as at the date of this Prospectus	Interest in Shares post completion of the Offer*
Alex Waislitz	43,462,038	57,079,059*
Alan Fisher	1,000	50,000*
Martin Casey	Nil	Nil
Jeremy Leibler	169,500	382,266*

\*None of the Directors are eligible to participate in Placement Offer 1 and their participation in Placement Offer 2 is subject to Shareholder approval.

Alex Waislitz is executive chairman of the Thorney Group. Martin Casey provides advice to the Thorney Group under a consulting arrangement. Jeremy Leibler is a partner at Arnold Bloch Leibler, which is engaged as the Company's Australian legal adviser.

### 8.4 Interests of advisers

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer under this Prospectus; or
- the Offer under this Prospectus.

## 8 Additional Information (continued)

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, securities or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer under this Prospectus.

Bell Potter has been appointed by the Company as Authorised Intermediary and Lead Manager in respect of the Offer and will receive a fee of 2% on all proceeds raised under the Offer (excluding any fee on any capital subscribed by Thorney Group). In addition, Bell Potter will be entitled to reimbursement of its reasonable costs and expenses in relation to the Offer.

Arnold Bloch Leibler has acted as Australian legal adviser (other than in respect of taxation and stamp duty) to the Company in relation to the Offer. The Company has paid, or agreed to pay, approximately \$67,000 (excluding GST) for these services up until the date of this Prospectus in respect of the Offer. Further amounts may be paid to Arnold Bloch Leibler for other work in accordance with its normal time-based charges. In addition, any fees which Jeremy Leibler receives in connection with his role as Director of the Company will be paid to Arnold Bloch Leibler.

### 8.5 Consents

Each consenting party has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its written consent to being named in the Prospectus in the form and context in which it is named. No consenting party referred to below has made any statement that is included in this Prospectus or any statement on which a statement is made in this Prospectus is based, other than as specified below:

- (a) Arnold Bloch Leibler as Australian legal adviser to the Company;
- (b) Bell Potter as Authorised Intermediary and Lead Manager to the Offer;
- (c) Computershare as the Company's Share Registry;
- (d) Ernst & Young as auditor of the Company's financial statements for the year ended 30 June 2017 contained in the 2017 Annual Report;
- (e) PKF Corporate Finance has given consent to the incorporation of and reference to the Independent Expert in the 2016 Prospectus in the form and context in which it is included; and
- (f) Thorney Holdings on behalf of the Thorney Group.

### 8.6 Risk Factors

The value of the Company's investments is subject to change and the NTA per share is subject to change. There is the risk that the NTA per share may change materially before the conclusion of either Placement Offer 1 or Placement Offer 2.

For additional risk factors see section 6 of the 2016 Prospectus.

### 8.7 Expenses of the Offer

Mid-level subscription \$6.5 million \$	Maximum subscription \$15.0 million \$
181,780	383,447

The estimated expenses of the Offers are:

### 8.8 Expiry Date

No Shares will be issued on the basis of this Prospectus after the Expiry Date.

## **9 Directors' Statement**

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

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

Signed for and on behalf of Thorney Technologies Ltd

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Mr Martin Casey

Director

Dated: 15 September 2017

## 10 Glossary

Term	Meaning
2016 Prospectus	The Company's re-compliance prospectus dated 23 November 2016 which was lodged with ASIC on that date for an offer of up to 568,181,818 Shares each at an issue price of \$0.22.
2017 Annual Report	The Company's Appendix 4E and Annual Report for 2017 as lodged with ASX on 30 August 2017.
AEST	Australian Eastern Standard Time.
AFSL	Australian Financial Services Licence.
Application	An application to buy Shares under this Prospectus made pursuant to an invitation, and in accordance with the instructions, separately provided by the Lead Manager and accompanied by the relevant Application Monies.
Application Monies	The monies payable in connection with an Application.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange (as applicable).
ASX Settlement Operating Rules	The settlement operating rules of the ASX.
Authorise Intermediary	Bell Potter Securities Limited ABN 25 006 390 772.
Bell Potter	Bell Potter Securities Limited ABN 25 006 390 772.
Board	The Board of Directors of the Company.
Chairman	Chairman of the Company.
Closing Date	The date on which each component of the Offer closes, being 10 October 2017 at 5:00 pm (AEST) for Placement Offer 1 and 19 October 2017 at 5:00 pm (AEST) for Placement Offer 2. These dates and times may be varied by the Company, in consultation with the Lead Manager, without prior notice.
Company	Thorney Technologies Ltd (ACN 096 782 188).
Company Secretary	The secretary of the Company.
Constitution	The constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	The directors of the Company.
Expiry Date	Being 13 months after the date of the Original Prospectus.
Financial year	12 months ended or ending 30 June of any year.
GST	Goods and services tax.
Incorporated Documents	The documents listed in Section 4.1 which have been lodged with ASIC and are deemed to be incorporated into this Prospectus.
Lead Manager	Bell Potter Securities.
Listing Rules	The listing rules of ASX.
Offer	Offer of Shares under this Prospectus consisting of Placement Offer 1 and Placement Offer 2 to raise a maximum of 63,829,787.
Offer Price	\$0.235 per Share.

Offer Shares	A maximum of 63,829,787 Shares being offered under this Prospectus.
Placement Offer 1	A placement of up to 27,659,574 Shares, at an issue price of \$0.235, to certain sophisticated investors identified by the Company.
Placement Offer 2	A placement of up to 13,878,787 Shares to select related parties of the Company as well as up to 49,951,000 Shares (reduced by the amount of Shares issued under Placement Offer 1) to certain sophisticated investors identified by the Company at an issue price of \$0.235.
Prospectus	This document (including the electronic form of this Prospectus), and any supplementary or replacement Prospectus in relation to this document.
Prospectus Date	The date of this Prospectus.
Register	The Company's share register.
Registry	Computershare Investor Services Pty Limited.
Shares	Fully paid ordinary shares in the capital of the Company.
Shareholder	An owner of Shares.
Shareholder Meeting	The meeting of Company Shareholders set to take place on 18 October 2017 to approve the issue of Shares under this Offer.
Thorney Group	Thorney Holdings, its related bodies corporate and controlled entities and their respective officers, employees and consultants.
Thorney Holdings	Thorney Holdings Proprietary Limited (ACN 006 262 835)
VWAP	Volume Weighted Average Price.

## Corporate Directory

Directors  Mr Alex Waislitz Mr Alan Fisher Mr Martin Casey Mr Jeremy Leibler	
Company Secretary  Mr Craig Smith	Auditors  Ernst & Young 8 Exhibition Street Melbourne VIC 3000
Registered Office  Level 39, 55 Collins Street Melbourne VIC 3000	Registry  Computershare Yarra Falls Level 8, 446 Collins Street 52 Johnston Street Abbotsford VIC 3067
Lead Manager and Authorised Intermediary  Bell Potter Securities Limited Level 29 101 Collins Street Melbourne VIC 3000	Australian Legal Adviser  Arnold Bloch Leibler Level 21 333 Collins Street Melbourne VIC 3000
Company website  <a href="http://www.thorneytechnologies.com.au">www.thorneytechnologies.com.au</a>	