

# Appendix 1A

## ASX Listing Application and Agreement

*This form is required by listing rule 1.7 to be used by an entity seeking admission to the +official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B and for classification as an ASX Foreign Exempt Listing use Appendix 1C).*

*All entity's seeking admission to the +official list as an ASX Listing must also provide to ASX the information and documents referred to in the Information Form and Checklist (ASX Listing) published on the ASX website.*

*The Appendix 1A and the Information Form and Checklist (ASX Listing) given to ASX become ASX's property and will be made public by way of release on ASX Markets Announcement Platform. Supporting documents may also be made public. This may occur prior to admission of the entity and +quotation of its +securities. If it does, publication does not mean that the entity will be admitted or that its +securities will be quoted.*

Name of entity

ABN/ARBN/ARSN

**MNEMON LIMITED**

**94 125 736 914**

**We (the entity named above) apply for admission to the +official list of ASX Limited (ASX) as an ASX Listing and for +quotation of the following +securities:**

	Number to be quoted	+Class
+Main class of +securities	16,431,561	Fully paid ordinary shares (following implementation of 1:200 share consolidation and the issue of shares pursuant to the Prospectus dated on 18 November 2013; excluding restricted securities)
Additional +classes of +securities to be quoted (if any) [Do not include +CDIs]	N/A	

We agree:

- Our admission to the +official list and classification as an ASX Listing is in ASX's absolute discretion. ASX may admit us on any conditions it decides. +Quotation of our +securities is in ASX's absolute discretion. ASX may quote our +securities on any conditions it decides. Our removal from the +official list, the suspension or ending of +quotation of our +securities, or a change in the category of our admission is in ASX's absolute discretion. ASX is entitled immediately to suspend +quotation of our +securities or remove us from the +official list if we break this agreement, but the absolute discretion of ASX is not limited.

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<sup>+</sup> See chapter 19 for defined terms.

2. We warrant the following to ASX:

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- The +securities to be quoted comply with listing rule 2.1 and there is no reason why the +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 and section 1016E of the Corporations Act do not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
3. We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
4. We give ASX the information and documents required by this form, including the information and documents referred to in the *Information Form and Checklist (ASX Listing)* published on the ASX website. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (or will be) true and complete.
5. We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.
6. The listing rules are to be interpreted:
- in accordance with their spirit, intention and purpose;
  - by looking beyond form to substance; and
  - in a way that best promotes the principles on which the listing rules are based.
7. ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.

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<sup>+</sup> See chapter 19 for defined terms.

8. A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
9. In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
10. Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's <sup>+</sup>securities cannot be approved under the operating rules of the <sup>+</sup>approved CS facility:
- We will satisfy the <sup>+</sup>technical and performance requirements of the <sup>+</sup>approved CS facility and meet any other requirements the <sup>+</sup>approved CS facility imposes in connection with approval of our <sup>+</sup>securities.
  - When <sup>+</sup>securities are issued we will enter them in the <sup>+</sup>approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
  - The <sup>+</sup>approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the <sup>+</sup>securities for which <sup>+</sup>quotation is sought.
11. Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's <sup>+</sup>securities cannot be approved under the operating rules of the <sup>+</sup>approved CS facility, we confirm that either:
- ☐ we have given a copy of this application to the <sup>+</sup>approved CS facility in accordance with the operating rules of the <sup>+</sup>approved CS facility ; or
- ☒ we ask ASX to forward a copy of this application to the <sup>+</sup>approved CS facility.
12. In the case of an entity established in a jurisdiction whose laws have the effect that the entity's <sup>+</sup>securities cannot be approved under the operating rules of the <sup>+</sup>approved CS facility:
- The <sup>+</sup>approved CS facility is irrevocably authorised to establish and administer a subregister in respect of <sup>+</sup>CDIs.
  - We will make sure that <sup>+</sup>CDIs are issued over <sup>+</sup>securities if the holder of quoted <sup>+</sup>securities asks for <sup>+</sup>CDIs.
13. In the case of an entity established in a jurisdiction whose laws have the effect that the entity's <sup>+</sup>securities cannot be approved under the operating rules of the <sup>+</sup>approved CS facility:
- ☐ we have given a copy of this application to the approved CS facility in accordance with the operating rules of the <sup>+</sup>approved CS facility; or

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<sup>+</sup> See chapter 19 for defined terms.

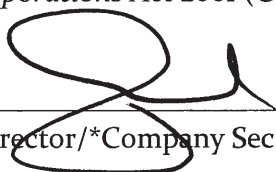


we ask ASX to forward a copy of this application to the +approved CS facility.

Dated: 22 NOVEMBER 2013

Executed as a deed:

Executed by MNEMON LIMITED in  
accordance with section 127 of the  
*Corporations Act 2001* (Cth):



\*Director/\*Company Secretary

John Thurman

Name of \*Director/\*Company Secretary  
(BLOCK LETTERS)

\*please delete as appropriate



Director

Alexander Beard

Name of Director  
(BLOCK LETTERS)

*You must complete, date and sign this agreement so that it takes effect as a deed. If the entity is an Australian company, the signatures of a director and a director/company secretary will be required. If the entity is an Australian trust, the signatures of a director and a director/company secretary of the responsible entity of the trust will be required. If the entity is established outside Australia, execution will have to comply with requirements for a deed in both the place of establishment of the entity and in Australia. If this agreement is signed under a power of attorney, please attach a copy of the power of attorney.*

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+ See chapter 19 for defined terms.

# Information Form and Checklist

## (ASX Listing)

Name of entity

ABN/ARBN/ARSN

**MNEMON LIMITED**

**94 125 736 914**

**We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Listing.**

*Please complete each applicable item. If an item is not applicable, please state so.*

*Note: the entity warrants in its Appendix 1A ASX Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.*

*Terms used in this Information Form and Checklist have the same meaning as in the ASX listing rules.*

## Part 1 – Key Information

### All entities – corporate details

Place of incorporation or establishment	Queensland, Australia
Date of incorporation or establishment	1 June 2007
Legislation under which incorporated or established	Corporations Act 2001 (Cth)
Address of registered office in place of incorporation or establishment	c/- Celtic Holdings Pty Ltd, Level 9, 77 Pacific Highway, North Sydney NSW 2060
Main business activity	E-commerce and online retailing.
Other exchanges on which the entity is listed	N/A
Street address of principal administrative office	5 Inglis Road, Ingleburn NSW 2565
Postal address of principal administrative office	5 Inglis Road, Ingleburn NSW 2565
Telephone number of principal administrative office	+61 2 9641 2222
E-mail address for investor enquiries	mark.tayler@dealsdirect.com.au
Website URL	<a href="http://www.mnemon.com.au">www.mnemon.com.au</a>

**All entities – management details<sup>1</sup>**

Full name and title of CEO/managing director	Michael Rosenbaum (acting Managing Director)
Full name and title of chairperson of directors	Naseema Sparks (Chairperson and non-executive director)
Full names of all existing directors	Naseema Sparks (Chairperson and non-executive director)  David Leslie (Non-executive director)  Elliott Kaplan (Non-executive director)
Full names of any persons proposed to be appointed as additional or replacement directors	N/A
Full name and title of company secretary	Mark Tayler

**All entities – ASX contact details<sup>2</sup>**

Full name and title of ASX contact(s)	Mark Tayler, Chief Financial Officer
Business address of ASX contact(s)	5 Inglis Road, Ingleburn NSW 2565
Business phone number of ASX contact(s)	+61 2 9641 2222
Mobile phone number of ASX contact(s)	Provided to ASX adviser in separate letter on 22 November 2013
Email address of ASX contact(s)	mark.tayler@dealsdirect.com.au

**All entities – auditor details<sup>3</sup>**

Full name of auditor	Ernst & Young
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**All entities – registry details<sup>4</sup>**

Name of securities registry	Computershare Investor Services Pty Limited
Address of securities registry	Level 5, 115 Grenfell Street, Adelaide SA 5000

<sup>1</sup> If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

<sup>2</sup> Under Listing Rule 1.1 condition 12, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

<sup>3</sup> If the applicant's auditor is not from a well-known firm, ASX will generally require the applicant to provide information about the qualifications and experience of the auditor for release to the market before quotation commences.

<sup>4</sup> If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

Phone number of securities registry	1300 556 161
Fax number of securities registry	1300 534 987
Email address of securities registry	N/A - shareholders are directed to website <a href="http://www.investorcentre.com">www.investorcentre.com</a> where there is a virtual agent that responds to queries
Type of subregisters the entity will operate <sup>5</sup>	CHESS and issuer sponsored sub registers

#### All entities – key dates

Annual balance date	30 June
Month in which annual meeting is usually held (or intended to be held) <sup>6</sup>	November
Months in which dividends or distributions are usually paid (or are intended to be paid)	October

#### Trusts – additional details

Name of responsible entity	N/A
Duration of appointment of directors of responsible entity	N/A
Full names of the members of the compliance committee (if any)	N/A

#### Entities incorporated or established outside Australia – additional details

Name and address of the entity's Australian agent for service of process	N/A
If the entity has or intends to have a certificated subregister for quoted securities, the location of Australian security registers	N/A
Address of registered office in Australia (if any)	N/A

<sup>5</sup> For example, CHESS and certificated subregisters.

<sup>6</sup> May not be applicable to some trusts.

## Part 2 – Checklist Confirming Compliance with Admission Requirements

*Note: it will assist ASX and speed up its review of the application if the various documents referred to in this checklist (other than the 25 copies of the applicant's Prospectus, Product Disclosure Statement or Information Memorandum referred to in item 4) were provided in a folder separated by numbered tabs.*

### All entities – key supporting documents

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- |    |   |   |
|----|---|---|
| 1. | <input checked="" type="checkbox"/> Copy of the entity's certificate of incorporation, certificate of registration or other evidence of status (including any change of name)   | See Attachment 1).  |
| 2. | <input checked="" type="checkbox"/> Copy of the entity's constitution in accordance with listing rule 1.1 condition 1A  | See Attachment 2).  |
| 3. | <input checked="" type="checkbox"/> Either:<br>(a) confirmation that the entity's constitution includes the provisions of Appendix 15A or Appendix 15B (as applicable); or<br>(b) a completed checklist that the constitution complies with the listing rules, <sup>7</sup> in accordance with listing rule 1.1 condition 2   | Confirmed – see clause 30.3 in Attachment 2) (Constitution).                          |
| 4. | <input checked="" type="checkbox"/> An electronic version and 25 copies of the Prospectus, Product Disclosure Statement or Information Memorandum being lodged with ASX in accordance with listing rule 1.1 condition 3   | See Attachment 3). 25 copies enclosed.  |
| 5. | <input checked="" type="checkbox"/> If the entity's corporate governance statement is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a copy of the entity's corporate governance statement in accordance with listing rule 1.1 condition 13  | See pages 7 to 10 of Attachment 16)a) (Annual Report for the period to 30 June 2013). |
| 6. | <input type="checkbox"/> If the entity will be included in the S & P All Ordinaries Index on admission to the official list, <sup>8</sup> confirmation that it will have an audit committee in accordance with listing rule 1.1 condition 13  | N/A   |
| 7. | <input type="checkbox"/> If the entity will be included in the S & P / ASX 300 Index on admission to the official list, <sup>9</sup> confirmation that it will comply with the recommendations set by the ASX Corporate Governance Council in relation to composition, operation and responsibility of the audit committee in accordance with listing rule 1.1 condition 13 | N/A   |

<sup>7</sup> An electronic copy of the checklist is available from the ASX Compliance Downloads page on ASX's website.

<sup>8</sup> If the entity is unsure whether they will be included in the S & P All Ordinaries Index on admission to the official list, they should contact ASX or S & P.

<sup>9</sup> If the entity is unsure whether they will be included in the the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.



Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- |     |                                     |  |  |
|-----|-------------------------------------|--|--|
| 8.  | <input checked="" type="checkbox"/> | Original executed agreement with ASX that documents may be given to ASX and authenticated electronically in accordance with listing rule 1.1 condition 14 <sup>10</sup>  | As confirmed by the ASX on 19 November 2013, MNZ is already listed so this is not required.                      |
| 9.  | <input checked="" type="checkbox"/> | If the entity's trading policy is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a copy of the entity's trading policy in accordance with listing rule 1.1 condition 15   | See Attachment 4).   |
| 10. | <input type="checkbox"/>            | If the entity will be included in the S & P / ASX 300 Index on admission to the official list, <sup>11</sup> confirmation that it will have a remuneration committee comprised solely of non-executive directors in accordance with listing rule 1.1 condition 16  | N/A  |
| 11. | <input checked="" type="checkbox"/> | For each director or proposed director, <sup>12</sup> a list of the countries in which they have resided over the past 10 years  | <p>Naseema Sparks: Australia</p> <p>David Leslie: Australia, United Kingdom</p> <p>Elliott Kaplan: Australia</p> |
| 12. | <input checked="" type="checkbox"/> | For each director or proposed director <sup>13</sup> who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac which is not more than 12 months old <sup>14</sup> | See Attachment 5).   |

<sup>10</sup> An electronic copy of the *ASX Online Agreement* is available from the ASX Compliance Downloads page on ASX's website.

<sup>11</sup> If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

<sup>12</sup> If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

<sup>13</sup> If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

<sup>14</sup> This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

13. ☒ For each director or proposed director<sup>15</sup> who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national criminal history check to that mentioned in item 12 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or, if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country of:
- (a) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or
  - (b) any other criminal offence which at the time carried a maximum term of imprisonment of five years or more (regardless of the period, if any, for which he or she was sentenced),
- or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved<sup>16</sup>

See Attachment 5).

14. ☒ For each director or proposed director<sup>17</sup> who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a search of the Insolvency Trustee Services Australia National Personal Insolvency Index which is not more than 12 months old<sup>18</sup>

See Attachment 6).

<sup>15</sup> If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

<sup>16</sup> This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

<sup>17</sup> If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

<sup>18</sup> This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

15. ☒ For each director or proposed director<sup>19</sup> who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national bankruptcy check to that mentioned in item 14 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that country or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved<sup>20</sup>

See Attachment 6).

16. ☒ A statutory declaration from each director or proposed director<sup>21</sup> confirming that:
- (a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
  - (b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;
  - (c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;
  - (d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its

See Attachment 7).

<sup>19</sup> If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

<sup>20</sup> This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

<sup>21</sup> If the entity applying for admission to the official list is a trust, references to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

obligations under the listing rules applicable to that entity; and

- (e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above,

or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved<sup>22</sup>

17. ☒ A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)

See Attachment 8).

18. ☒ Payment for the initial listing fee (including GST). Payment can be made via electronic funds transfer or cheque made payable to ASX Operations Pty Ltd. Contact ASX Listings Compliance for EFT details. Refer to ASX Guidance Notes 15 and 15A for the fees payable on the application. You can also use the ASX online equity listing fees calculator: <http://www.asx.com.au/professionals/cost-listing.htm>

See Attachment 9).

## All entities – capital structure

19. ☒ A table showing the existing and proposed capital structure of the entity, broken down as follows:
- (a) the number and class of each equity security and each debt security currently on issue; and
  - (b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and
  - (c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list.
- Note: This applies whether the securities are quoted or not.

See Attachment 10).

<sup>22</sup> This information is required so that ASX can be satisfied that the director or proposed director is of good fame and character under listing rule 1 condition 17.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

20.	<input checked="" type="checkbox"/> For each class of securities referred to in the table mentioned in item 19, the terms applicable to those securities Note: This applies whether the securities are quoted or not. For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable). For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).	For ordinary shares: See Section 11.3 in Attachment 3) (Prospectus).  For options: See Section 11.4 in Attachment 3) (Prospectus).
21.	<input checked="" type="checkbox"/> Confirmation that the issue/sale price of all securities for which the entity seeks quotation is at least 20 cents in cash (listing rule 2.1 condition 2)	See Section 2.5 in Attachment 3) (Prospectus).
22.	<input checked="" type="checkbox"/> If the entity has or proposes to have any options on issue, confirmation that the exercise price for each underlying security is at least 20 cents in cash (listing rule 1.1 condition 11)	See Section 11.4 in Attachment 3) (Prospectus).
23.	<input type="checkbox"/> If the entity has or proposes to have any debt securities or convertible debt securities on issue, a copy of any trust deed applicable to those securities	N/A
24.	<input type="checkbox"/> Details of any rights granted to any person, or to any class of persons (other than through the holding of securities referred to in the table mentioned in item 19), to participate in an issue of the entity's securities Note: This applies whether the securities are quoted or not.	N/A
25.	<input type="checkbox"/> If the entity has any partly paid securities and it is not a no liability company, the entity's call program setting out the date and amount of each proposed call and whether it allows for any extension for payment of a call	N/A
26.	<input checked="" type="checkbox"/> The terms of any employee incentive scheme	See Section 11.5 in Attachment 3) (Prospectus) and see Attachment 11).
27.	<input type="checkbox"/> The terms of any dividend or distribution plan	N/A
28.	<input checked="" type="checkbox"/> Details of all issues of securities (in all classes) in the last 5 years. Indicate clearly any issues for consideration other than cash	See Attachment 12).

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- |     |  |                    |
|-----|--|--------------------|
| 29. | <input checked="" type="checkbox"/> A copy of every Prospectus, Product Disclosure Statement or Information Memorandum issued in connection with any issue of securities (in all classes) in the last 5 years. | See Attachment 3). |
| 30. | <input checked="" type="checkbox"/> A copy of any court order in relation to a reorganisation of the entity's capital in the last 5 years  | N/A                |

#### All entities – other information

- |     |  |   |
|-----|--|---|
| 31. | <input checked="" type="checkbox"/> A brief history of the entity  | See Section 6 in Attachment 3) (Prospectus).  |
| 32. | <input checked="" type="checkbox"/> Details of the entity's existing and proposed activities and level of operations   | See Section 6 in Attachment 3) (Prospectus).  |
| 33. | <input checked="" type="checkbox"/> A copy of the entity's most recent annual report   | See Attachment 16)a).   |
| 34. | <input checked="" type="checkbox"/> A copy of the entity's most recent half yearly financial statements  | See Attachment 13).   |
| 35. | <input checked="" type="checkbox"/> If the entity has any child entities, a list of all child entities stating, in each case, the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests) | See Section 6.3(b) in Attachment 3) (Prospectus).   |
| 36. | <input checked="" type="checkbox"/> Copies of all material contracts referred to in the Prospectus, Product Disclosure Statement or Information Memorandum (including any underwriting agreement) plus the page reference in the Prospectus, Product Disclosure Statement or Information Memorandum where they are summarised                                      | For copies of material contracts: See Attachment 14).<br><br>For summary of material contracts: See Section 11.8 in Attachment 3) (Prospectus). |

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

37. ☒ If such information is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, either a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the entity or a related entity has entered into with:
- (a) its chief executive officer (or equivalent)
  - (b) any of its directors or proposed directors; or
  - (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above.

Note: if the entity applying for admission to the official list is a trust, references to a chief executive officer, director or proposed director mean a chief executive officer, director or proposed director of the responsible entity of the trust. However, the entity need not provide a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the responsible entity or a related entity has entered into with any of the persons referred to in (a), (b) or (c) above if the costs associated with the agreement are borne by the responsible entity or the related entity from out of its own funds rather than from out of the trust.

See Attachment 15).

See also Section 11.10 in Attachment 3) (Prospectus).

38. ☒ Confirmation that the material contracts summarised in the entity's Prospectus, Product Disclosure Statement or Information Memorandum include any material contract(s) the entity or a related entity has entered into with:
- (a) its chief executive officer (or equivalent)
  - (b) any of its directors or proposed directors; or
  - (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above

Note: if the entity applying for admission to the official list is a trust, references to a chief executive officer, director or proposed director mean a chief executive officer, director or proposed director of the responsible entity of the trust.

Confirmed.

39. ☒ If such information is included in its Prospectus, Product Disclosure Statement or Information Memorandum, the page reference where it is included. Otherwise, a statement as to whether directors<sup>23</sup> are entitled to participate in any employee incentive scheme and, if so, the extent to which they currently participate or are proposed to participate

See Section 11.5 in Attachment 3) (Prospectus).

40. ☒ Confirmation that all information that a reasonable person would expect to have a material effect on the price or value of the securities to be quoted is included in or provided with this Information Form and Checklist

Confirmed.

#### Entities that are trusts

41. ☐ Evidence that the entity is a registered managed investment scheme

N/A

<sup>23</sup> If the entity applying for admission to the official list is a trust, references to a director mean a director of the responsible entity of the trust.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

42. ☐ Confirmation that the responsible entity is not under an obligation to allow a security holder to withdraw from the trust

N/A

### Entities applying under the profit test (listing rule 1.2)

43. ☐ Evidence that the entity is a going concern (or successor)
44. ☐ Evidence that the entity has been in the same main business activity for the last 3 full financial years
45. ☐ Evidence that the entity's aggregated profit from continuing operations for the last 3 full financial years has been at least \$1 million
46. ☐ Evidence that the entity's profit from continuing operations in the past 12 months to a date no more than 2 months before the date of this application has exceeded \$400,000
47. ☐ Audited accounts for the last 3 full financial years and audit reports
48. ☐ Half yearly accounts (if required) and audit report or review
49. ☐ Pro forma statement of financial position and review
50. ☐ Statement from all directors<sup>24</sup> confirming that they have made enquiries and nothing has come to their attention to suggest that the entity is not continuing to earn profit from continuing operations up to the date of the application

N/A

N/A

N/A

N/A

N/A

N/A

N/A

N/A

### Entities applying under the assets test (listing rule 1.3)

51. ☒ Evidence that the entity:
- (a) has, if the entity that is not an investment entity, net tangible assets of at least \$3 million or a market capitalisation of at least \$10 million; or
  - (b) has, if the entity that is an investment entity other than pooled development fund, net tangible assets of at least \$15 million; or
  - (c) is a pooled development fund with net tangible assets of at least \$2 million

**NTA:** See Section 8.9 in Attachment 3) (Prospectus).

**Market capitalisation:** See Key Offer Statistics on page 4 of Attachment 3) (Prospectus).

<sup>24</sup> If the entity applying for admission to the official list is a trust, the statement should come from all directors of the responsible entity of the trust.



Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

- |     |                                     |   |   |
|-----|-------------------------------------|---|---|
| 52. | <input checked="" type="checkbox"/> | Evidence that:<br>(a) at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash; or<br>(b) there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash) | See Sections 2.7 and 6.2 in Attachment 3) (Prospectus). |
| 53. | <input checked="" type="checkbox"/> | A statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)   | See Section 2.7 in Attachment 3) (Prospectus).          |
| 54. | <input checked="" type="checkbox"/> | Accounts for the last 3 full financial years (or shorter period if ASX agrees) and audit report or review or statement that not audited or not reviewed   |   |
| 55. | <input type="checkbox"/>            | If last financial year ended more than 8 months before the date of this application, accounts for the last half year (or longer period if available) and audit report, review or statement that not audited or not reviewed   | N/A   |
| 56. | <input checked="" type="checkbox"/> | Pro forma statement of financial position and review  | See Sections 8.9 and 10 in Attachment 3) (Prospectus).  |

### Entities with restricted securities

- |     |                                     |  |                      |
|-----|-------------------------------------|--|----------------------|
| 57. | <input checked="" type="checkbox"/> | A statement setting out a list of any person (either on their own or together with associates) who has held a relevant interest in at least 10% of the entity's voting securities at any time in the 12 months before the date of this application | See Attachment 18)a) |
| 58. | <input checked="" type="checkbox"/> | A completed ASX Restricted Securities Table <sup>25</sup>  | See Attachment 18)a) |
| 59. | <input checked="" type="checkbox"/> | Copies of all restriction agreements entered into in relation to restricted securities   | See Attachment 18)b) |
| 60. | <input type="checkbox"/>            | Copies of all undertakings issued by any bank, recognised trustee or the provider of registry services to the entity   | N/A                  |

<sup>25</sup> An electronic copy of the ASX Restricted Securities Table is available from the ASX Compliance Downloads page on ASX's website.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

### Entities with classified assets<sup>26</sup>

*All mining exploration entities, oil and gas exploration entities and any other entity that has acquired, or entered into an agreement to acquire a classified asset within 2 years of the date of this application, must give ASX the following information.*

61.	<input type="checkbox"/> The name of the vendor and details of any relationship of the vendor with the entity	N/A
62.	<input type="checkbox"/> If the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s) and details of the relationship of the beneficial owner(s) to the entity	N/A
63.	<input type="checkbox"/> The date that the vendor acquired the classified asset	N/A
64.	<input type="checkbox"/> The method by which the vendor acquired the classified asset, including whether by agreement, exercise of option or otherwise	N/A
65.	<input type="checkbox"/> The consideration passing directly or indirectly from the vendor (when the vendor acquired the asset), and whether the consideration has been provided in full	N/A
66.	<input type="checkbox"/> Full details of the classified asset, including any title particulars	N/A
67.	<input type="checkbox"/> The work done by or on behalf of the vendor in developing the classified asset. In the case of a mining tenement or a petroleum tenement, this includes prospecting in relation to the tenement. If money has been spent by the vendor, state the amount (verification of which may be required by ASX)	N/A
68.	<input type="checkbox"/> The date that the entity acquired the classified asset from the vendor, the consideration passing directly or indirectly to the vendor, and whether that consideration has been provided in full, including confirmation of whether the entity has complied with listing rule 1.1 condition 10 if applicable	N/A
69.	<input type="checkbox"/> A breakdown of the consideration, showing how it was calculated, and whether any experts' reports were commissioned or considered (and if so, with copies attached)	N/A

<sup>26</sup> The term "classified asset" is defined in Listing Rule 19.12.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

### Mining exploration entities and oil and gas exploration entities

70.	<input type="checkbox"/> The name of the vendor and details of any relationship of the vendor with the entity	N/A
71.	<input type="checkbox"/> A map or maps of the mining tenements or petroleum tenements prepared by a competent person or a qualified petroleum reserves and resources evaluator. The map(s) must: (a) indicate the geology and other pertinent features of the tenements, including their extent and location in relation to a capital city or major town, and relative to any nearby properties which have a significant bearing on the potential of the tenements; (b) be dated; and (c) identify the competent person or the qualified petroleum reserves and resources evaluator and the report to which they relate	N/A
72.	<input type="checkbox"/> A schedule of mining tenements or petroleum tenements prepared by a competent person or qualified petroleum reserves and resources evaluator. The schedule must state in relation to each mining tenement or petroleum tenement: (a) the geographical area where the mining tenement or petroleum tenement is situated; (b) the nature of the title to the mining tenement or petroleum tenement; (c) whether the title has been formally confirmed or approved and, if not, whether an application for confirmation or approval is pending and whether the application is subject to challenge; and (d) the person in whose name the title to the mining tenement or petroleum tenement is currently held	N/A
73.	<input type="checkbox"/> If the entity has acquired an interest or entered into an agreement to acquire an interest in a mining tenement or a petroleum tenement from any person, a statement detailing the date of the acquisition of the interest from the vendor and the purchase price paid and all other consideration (whether legally enforceable or not) passing (directly or indirectly) to the vendor	N/A
74.	<input type="checkbox"/> A financial statement by the directors (if a trust, the directors of the responsible entity) setting out a program of expenditure together with a timetable for completion of an exploration program in respect of each mining tenement and petroleum tenement or, where appropriate, each group of tenements	N/A

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

75. ☐ A declaration of conformity or otherwise with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves appended to the listing rules, for any public reports on exploration results, mineral resources and ore reserves and a declaration of conformity or otherwise with the SPE PRMS for any public reports on petroleum reserves, contingent resources and prospective resources

N/A

### Entities incorporated or established outside of Australia

76. ☐ Evidence that the entity is registered as a foreign company in Australia

N/A

77. ☐ Confirmation that the entity's Prospectus, Product Disclosure Statement or Information Memorandum includes a clear statement of its place of incorporation or registration and a statement to the effect that:  
*"As [name of entity] is not established in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act 2001 of the Commonwealth of Australia or by the Australian Securities and Investments Commission but instead are regulated by [insert name of governing legislation] and [insert name of corporate regulator administering that legislation]."*

N/A

78. ☐ A concise summary<sup>27</sup> of the rights and obligations of security holders under the law of its home jurisdiction covering:
- what types of transactions require security holder approval;
  - whether security holders have a right to request or requisition a meeting of security holders;
  - whether security holders have a right to appoint proxies to attend and vote at meetings on their behalf;
  - how changes in the rights attaching to securities are regulated;
  - what rights do security holders have to seek relief for oppressive conduct;
  - what rights do security holders have to bring or intervene in legal proceedings on behalf of the entity; and
  - whether there is any equivalent to the "two strikes" rule in relation to remuneration reports in Part 2G.2 Division 9 of the Corporations Act

N/A

<sup>27</sup> The concise summary is not intended to be a legal treatise on the laws of the entity's home jurisdiction or a detailed comparative analysis of those laws with the laws of Australia. For those matters where the entity's home jurisdiction has broadly comparable laws to Australia, a statement to that effect will generally suffice.

Tick to indicate you are providing the information or documents

Where is the information or document to be found (eg folder tab number or page reference in the entity's Prospectus, Product Disclosure Statement or Information Memorandum)?

79. ☐ A concise summary<sup>28</sup> of how the disclosure of substantial holdings and takeovers are regulated under the law of its home jurisdiction

N/A

### Further documents to be provided before admission to the official list

Please note that in addition to the information and documents mentioned above, all entities will be required to provide the following before their admission to the official list and the quotation of their securities commences:

- A statement setting out the names of the 20 largest holders in each class of securities to be quoted, and the number and percentage of each class of securities held by those holders; **see Attachment 19)a)**
- A distribution schedule of each class of equity securities to be quoted, setting out the number of holders in the categories: **see Attachment 19)b)**
  - 1 - 1,000
  - 1,001 - 5,000
  - 5,001 - 10,000
  - 10,001 - 100,000
  - 100,001 and over
- The number of holders of a parcel of securities (excluding restricted securities) with a value of more than \$2,000, based on the issue/sale price; and **see Attachment 20)**
- Any other information that ASX may require under listing rule 1.17.<sup>29</sup>

<sup>28</sup> See note 27 above.

<sup>29</sup> Among other things, this information may include evidence (such as copies of the entity's share register, bank statements, application forms and cheques) to demonstrate compliance with the minimum spread requirements in listing rule 1 condition 7.

## List of Attachments:

- 1) Certificates:
  - a) Certificate of Incorporation (1 June 2007)
  - b) Certificate of registration of a company (7 November 2013) – *this is issued as replacement for the certificates of registration on change of name issued on 1 December 2009 and 31 January 2013*
- 2) Constitution
- 3) Prospectus
- 4) Securities Trading Policy (updated)
- 5) Criminal history checks for:
  - a) Naseema Sparks – Australia
  - b) David Leslie – Australia and United Kingdom – *the United Kingdom check provided 2 December 2013*
  - c) Elliott Kaplan – Australia
- 6) Bankruptcy check for:
  - a) Naseema Sparks – Australia
  - b) David Leslie – Australia and United Kingdom – *the United Kingdom check refers to a different person with different date of birth and address*
  - c) Elliott Kaplan – Australia
- 7) Statutory declaration by:
  - a) Naseema Sparks
  - b) David Leslie
  - c) Elliott Kaplan
- 8) Specimen holding statement.
- 9) Cheque for fees (\$81,038.98).
- 10) Summary of classes of securities on issue (updated)
- 11) Mnemon Limited Performance Rights Plan Rules.
- 12) List of issues of securities in the past 5 years (updated).
- 13) Mnemon Limited Half Year Report for the period to 31 December 2012
- 14) Copies of the following material contracts:

- a) Share Sale and Purchase Agreement re DealsDirect Group Pty Limited (30 October 2013)
  - b) Wilson HTM Mandate Letter (1 October 2013)
  - c) Wilson HTM Offer Agreement (12 November 2013)
  - d) Share Purchase Agreement re Ring Back Tones Australia Pty Ltd (29 April 2011)
  - e) Variation of Share Purchase Agreement re Ring Back Tones Australia Pty Ltd (1 January 2013)
  - f) Agreement re Mercury Mobility and m.Net Corporation (17 December 2012)
  - g) Asset Purchase Agreement re Mnemon USA (31 January 2013)
  - h) DealsDirect Website Terms and Conditions (as at 4 November 2013)
  - i) Lease for DealsDirect's premises at 5 Inglis Road, Ingleburn NSW 2565
- 15) Contracts with Managing Director or Directors:
- a) Employment contract for M Rosenbaum
  - b) Template Deed of Indemnity
- 16) For MNZ:
- a) Annual Report for the period to 30 June 2013
  - b) Annual Report for the period to 30 June 2012
  - c) Annual Report for the period to 30 June 2011
- 17) For DealsDirect Group Pty Limited
- a) Financial Report for the period to 30 June 2013
  - b) Financial Report for the period to 30 June 2012
  - c) Financial Report for the period to 30 June 2011
- 18) Restricted securities
- a) Restricted Securities Table
  - b) Restriction Agreements
- 19) Top 20 shareholders and distribution schedule
- a) Top 20 shareholders
  - b) Distribution schedule
- 20) Number of holders with at least \$2,000-worth of securities