

CONSEGNA GROUP LIMITED

ACN 107 903 159



CONSEGNA
DELIVERING INNOVATION

Prospectus

**For a non-renounceable fully underwritten pro-rata rights issue of
1 New Option for every 3 Shares held as at 7.00pm (AEST) on 29 April 2013
at an issue price of \$0.004 per New Option to raise approximately \$382,000.**

The rights issue is fully underwritten by Peloton Capital Pty Ltd ACN 149 540 018, AFSL 406040

This is an important document and requires your immediate attention. It should be read in its entirety. If you do not understand its content or any part of it, you should consult your broker, accountant or other professional adviser.

The New Options offered pursuant to this Prospectus should be considered a speculative investment.

IMPORTANT NOTES

This Prospectus is dated 18 April 2013 and was lodged with ASIC on that date. ASIC takes no responsibility for the content of this Prospectus.

Expiry date

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

Application for grant of official quotation of the New Options

The Company will apply to ASX within 7 days after the date of this Prospectus for the grant of official quotation of the New Options. ASX takes no responsibility for the content of this Prospectus.

Not investment advice

You should read this Prospectus in its entirety before deciding whether to participate in the Rights Issue, and in particular, you should consider, in light of your personal circumstances, the risk factors that could affect the performance of the New Options, the underlying Shares or the Company, some of which are outlined in **Section 4**. The information in this Prospectus is not financial product advice and does not take into account your individual investment objectives, financial situation, tax position or particular needs.

Definitions

Certain words and terms used in this Prospectus have defined meanings that are explained in the **Glossary of Terms** in **Section 8**.

Disclosing Entity

The Company is a 'disclosing entity' for the purposes of the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and Listing Rules. Copies of documents lodged by the Company with ASIC may be obtained from, or inspected at, an ASIC office.

Disclaimer

No person is authorised to give any information, or to make any representation, in connection with the Rights Issue described in this Prospectus that is not contained in this Prospectus.

Electronic Prospectus

Eligible Shareholders can obtain a copy of this Prospectus during the period of the Rights Issue on the Company's website at www.consegna.com.au or by calling the Company on (03) 9824 5254. The electronic version of this Prospectus will not include an Entitlement and Acceptance Form.

Eligible Shareholders will only be entitled to exercise their Entitlements and take up the New Options by completing the personalised Entitlement and Acceptance Form that accompanies a paper copy of this Prospectus.

Overseas shareholders

This Prospectus does not constitute an offer or issue in any place in which, or to any person to whom, it would not be lawful to make such an offer or issue. In particular, this Prospectus does not constitute an offer or issue to Ineligible Shareholders. No action has been taken to register or qualify the Rights Issue, the Entitlements or the New Options, or otherwise permit the public offering of the New Options, in any jurisdiction other than Australia and New Zealand.

The distribution of this Prospectus outside of Australia or New Zealand (including an electronic copy) may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe those restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws.

This Prospectus is neither an offer to sell, nor a solicitation of an offer to buy, securities as those terms are defined under the US Securities Act of 1933. This Prospectus does not constitute an offer in the US or to a US Person (or to any person acting for the account or benefit of a US Person), or in any other place in which, or to any person to whom, it would not be lawful to make such an offer and may not be distributed in the US or to a US Person (or to any person acting for the account or benefit of a US Person).

Letter from the Chairman

Thursday 18th April 2013

Dear Shareholder,

On behalf of the Directors, I am pleased to introduce you to this fully underwritten, non-renounceable pro-rata offer of 1 New Option for every 3 Shares held by Eligible Shareholders as at 7:00 pm AEST on the Record Date.

Since the start of February this year the management and Board have been driving a significant turnaround of the Company. Much progress has been made to date and we are moving towards our goal of rapidly to commercialising our technology assets. I am therefore pleased to invite you to take advantage of this opportunity to acquire New Options to increase your investment in the Company.

Each New Option will be offered at an issue price of \$0.004 to raise approximately \$382,000 before expenses of the Offer. Each New Option will entitle the holder to subscribe for 1 Share at an exercise price of \$0.06 per New Option on or before 7:00 pm AEST on 30 April 2017 on the terms set out in this Prospectus. Application will be made for the New Options to be listed on ASX.

Proceeds from the issue of New Options under the Rights Issue will be used for working capital purposes and to advance the Company's BreatheAssist technology towards commercialisation.

You should read this Prospectus in full to understand the details of the Rights Issue. If you are in any doubt whether to take up your Entitlement given your financial, taxation, and other personal circumstances, you should consult your stockbroker, accountant or other professional adviser.

Yours sincerely;



Martin Rogers
Chairman

1. Summary of the Rights Issue

1.1 Answers to key questions

Detailed below are answers to some key questions about the Rights Issue. This Section is only a summary of some of the key information relating to the Rights Issue and is not a substitute for reading the Prospectus in its entirety. It should be read in conjunction with the remainder of the information in this Prospectus.

Question	Response	Where to find more information (Section)
What is the Rights Issue?	The Rights Issue is an offer to Eligible Shareholders to subscribe for 3 New Options for every 1 Share held at 7.00pm AEST on the Record Date at an issue price of \$0.004 per New Option.	2.1
Who is an Eligible Shareholder?	An Eligible Shareholder is a Shareholder with a registered address in Australia or New Zealand.	2.1
How many New Options will be issued?	Approximately 95,400,000 New Options will be issued under the Rights Issue.	2.1 3.5
What happens if I have a fractional Entitlement?	Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Options	2.1
What are the main terms of the New Options?	Each New Option will entitle its holder to subscribe for 1 Share at an exercise price of \$0.06 at any time prior to 5.00pm AEST on 30 April 2017.	2.1
How much will the Rights Issue raise?	The Rights Issue will raise approximately \$382,000. Net proceeds of the Rights Issue will be used for working capital purposes and to advance the Company's BreatheAssist technology towards commercialisation.	2.1 3.2
Is the Rights Issue underwritten?	The Rights Issue is fully underwritten by Peloton Capital in accordance with the terms of the Underwriting Agreement.	2.5 6.6
What are the risks of participating in the Rights Issue?	Participation in the Rights Issue should be considered as a speculative investment. Some of the risk factors that you should consider, in light of your personal circumstances before deciding to participate in the Rights Issue are outlined in Section 4 .	4
How do I accept my Entitlement?	If you are an Eligible shareholder, and you wish to participate in the Rights Issue, you should complete the Entitlement and Acceptance Form that accompanies this Prospectus. You may accept all or part of your Entitlement and you should pay the amount due in respect of the Entitlements you intend to take up. If you have not received an Entitlement and Acceptance Form, please contact the Company on (03) 9824 5254.	2.6 2.7
Can I sell my Entitlements?	No. The Rights Issue is non-renounceable.	2.2

	Response	Where to find more information (Section)
What happens if I don't wish to participate in the Rights Issue?	<p>If you decide not to participate in the Rights Issue, you do not need to complete the Entitlement and Acceptance Form that accompanies this Prospectus.</p> <p>New Options in relation to the Entitlements held by persons who are either ineligible to participate in the Rights Issue or who do not exercise their Entitlements will form the Shortfall. The Underwriter must apply for all of the Shortfall Options in accordance with the terms of the Underwriting Agreement.</p>	2.6 2.9 6.6
How can I obtain further information?	By speaking to your broker, accountant or other professional adviser or by calling the Company on (03) 9824 5254.	2.6

1.2 Indicative Timetable

Item	Date
Lodgement of Prospectus with ASIC	18 April 2013
Shares quoted on an 'ex' basis	22 April 2013
Record Date for determining Entitlements	29 April 2013
Prospectus and Entitlement and Acceptance Forms sent to Eligible Shareholders	3 May 2013
Rights Issue Opens	3 May 2013
Closing Date	17 May 2013
Shortfall notification to ASX and delivery of Shortfall Notice to Underwriter	22 May 2013
Despatch of holding statements for New Options	27 May 2013
Official quotation of New Options on ASX expected to commence	28 May 2013

These dates are indicative only and are subject to change. The Company, in conjunction with the Underwriter, reserves the right to amend this timetable including, subject to the Corporations Act and Listing Rules: to extend the Closing Date; to accept Entitlement and Acceptance Forms after the Closing Date, either generally or in particular cases; or to cancel the Rights Issue without prior notice.

2. Details of the Rights Issue

2.1 Overview

The Company is offering Eligible Shareholders the opportunity to subscribe for 3 New Options for every 1 Share held at 7.00pm (AEST) on the Record Date at an issue price of \$0.004 per New Option. The Record Date is 29 April 2013.

Each New Option will entitle its holder to subscribe for 1 Share at an exercise price of \$0.06 at any time prior to 5.00pm AEST on 30 April 2017.

Eligible Shareholders are those Shareholders who:

- are registered as a holder of Shares at 7.00pm (AEST) on the Record Date;
- have a registered address in Australia or New Zealand;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States); and
- are eligible under all applicable securities laws to receive an offer under the Rights Issue.

Shareholders who are not Eligible Shareholders are Ineligible Shareholders.

Approximately 95,403,000 New Options will be issued under the Rights Issue, raising approximately \$382,000 before expenses of the Rights Issue. Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Options.

2.2 Non-renounceable

Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferrable. Shareholders who do not take up their Entitlements in full will not receive any value in respect of those Entitlements they do not take up.

2.3 Existing optionholders

Existing optionholders will not be entitled to participate in the Rights Issue unless they:

- have become entitled to exercise their existing options under the terms of their issue and do so prior to the Record Date; and/or
- participate in the Rights Issue as a result of being an Eligible Shareholder.

2.4 Treatment of foreign Shareholders

This Prospectus and the accompanying Entitlement and Acceptance Form do not constitute an offer in any jurisdiction in which, or to any persons to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Rights Issue, the Entitlements or the New Options, or otherwise permit the public offering of the New Options, in any jurisdiction other than Australia and New Zealand.

An Eligible Shareholder holding Shares on behalf of another person resident outside Australia is responsible for ensuring that any participation complies with all applicable foreign laws and that each beneficial owner on whose behalf the Eligible Shareholder is submitting the Entitlement and Acceptance Form is not in the United States. Eligible Shareholders who are nominees are therefore advised to seek independent advice as to how they should proceed.

The New Options being offered under this Prospectus are being offered to Eligible Shareholders with registered addresses in New Zealand in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This Prospectus is not an investment statement or prospectus under New Zealand law, and may not

contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

2.5 Underwriting

The Rights Issue is fully underwritten by the Underwriter. See **Sections 2.9 and 6.6** for further information and a summary of the material terms of the Underwriting Agreement.

2.6 Options available to Eligible Shareholders

The number of New Options to which an Eligible Shareholder is entitled is printed on the Entitlement and Acceptance Form that accompanies this Prospectus.

If you are an Eligible Shareholder, you may:

- take up all or part of your Entitlement (see **Section 2.7**);
- do nothing, in which case your Entitlement will lapse (see **Section 2.9**).

If you are in any doubt as to what action you should take, you should immediately contact your broker, accountant or other professional adviser.

2.7 Acceptance of your Entitlement

There are two ways to take up all or part of your Entitlement, which vary depending on whether you pay for the New Options:

- by BPAY®; or
- by cheque, bank draft or money order.

Payment by BPAY®

If you wish to take up all or part of your Entitlement and pay for the New Options by BPAY®, you must follow the instructions on the Entitlement and Acceptance Form (which includes a Biller Code and unique Reference Number).

You do not need to submit the Entitlement and Acceptance Form but are:

- taken to have made the declarations on that Entitlement and Acceptance Form; and
- deemed to have taken up your Entitlement for such whole number of New Options which is covered in full by your Application Monies.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry **by no later than 7.00pm (AEST) on 17 May 2013 (subject to variation)**.

If you have more than one registered shareholding of Shares, you will receive more than one Entitlement and Acceptance Form. When taking up your Entitlement in respect of such shareholdings, you must use the BPAY® Reference Number included on each Entitlement and Acceptance Form to pay for each Entitlement separately. If you use the same BPAY® Reference Number for more than one of your shareholdings, this may result in your Application Monies being applied to your Entitlement in respect of only one of your registered shareholdings.

Any Application Monies received for more than your Entitlement to New Options will be refunded as soon as reasonably practicable following the Closing Date. No interest will be paid on any Application Monies received or refunded by the Company.

Payment by cheque, bank draft or money order

If you wish to take up all or part of your Entitlement and pay for the New Options by cheque, bank draft or money order, you must complete the Entitlement and Acceptance Form and return it, together with a cheque, bank draft or money order in Australian currency for the amount of the Application Monies due in respect of the number of New Options you wish to apply for to either of the following addresses:

Hand deliver to:

Consegna Group Limited
c/- Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

Mail to:

Consegna Group Limited
c/- Security Transfer Registrars Pty Ltd
PO Box 535
Applecross WA 6953

Your cheque, bank draft or money order must be made payable to "Consegna Group Limited" and crossed "Not Negotiable".

It is your responsibility to ensure that your completed Entitlement and Acceptance Form and cheque, bank draft or money order are received **by no later than 7.00pm (AEST) on 17 May 2013**.

If the amount of your cheque, bank draft or money order for Application Monies (or the amount for which the cheque, bank draft or money order clears in time for allocation of New Options) is insufficient to pay in full for the number of New Options you have applied for, you will be taken to have applied for such lower number of whole New Options as your cleared Application Monies (if any) will pay for (and to have specified that number of New Options on your Entitlement and Acceptance Form).

Any Application Monies received for more than your Entitlement to New Options will be refunded as soon as reasonably practicable following the Closing Date. No interest will be paid on any Application Monies received or refunded by the Company.

Cash payments and post dated cheques, bank drafts or money orders will not be accepted.

2.8 Allotment and Quotation

Allotment of New Options

The New Options to be issued under the Rights Issues will be allotted as soon as practicable after the Closing Date, currently expected to be on or around 27 May 2013.

It is the responsibility of Applicants to determine their allocation prior to trading in New Options. Applicants trading New Options before they receive their holding statement(s) do so at their own risk.

ASX quotation

The Company will apply to ASX within seven days of the date of this Prospectus for the grant of official quotation of the New Options. If ASX accepts the Company's application, official quotation of the New Options on ASX is expected to commence on 28 May 2013.

If official quotation of the New Options is not granted by ASX within three months after the date of this Prospectus, or such longer period as is permitted under the Corporations Act, the Company will not issue the New Options and the Application Monies in respect of the New Options will be refunded to Applicants without interest within the time prescribed by the Corporations Act.

2.9 Shortfall and Underwriting Arrangement

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement will be taken up by the Underwriter, who has agreed to fully underwrite the Rights Issue.

The underwriting is subject to the terms of the Underwriting Agreement, including payment of a commission to the Underwriter and termination rights on the part of the Underwriter. A summary of the material terms of the Underwriting Agreement is set out in **Section 6.6**. If the Underwriting Agreement is terminated by the Underwriter, the Rights Issue may not proceed, in which case Application Monies will be refunded to Applicants (without interest).

2.10 Taxation implications

The taxation implications of the Rights Issue will vary depending on the particular circumstances of each Shareholder. Accordingly, you should consult your own tax adviser as to the tax consequences for you which arise from the Rights Issue, whether or not you participate in the Rights Issue and acquire New Options.

3. Purpose and effect of the Rights Issue

3.1 Purpose

It is intended that funds raised under the Rights Issue will be used for working capital purposes and to advance the Company's BreatheAssist technology towards commercialisation.

3.2 Use of Funds

The approximate application of the funds raised under the Rights Issue is set out in the table below.

Use of Funds	Amount
Expenses of the Rights Issue	\$48,300
Net proceeds of the Rights Issue will be used for working capital purposes and to advance the Company's BreatheAssist technology towards commercialisation.	\$333,700
Approximate amount raised under the Rights Issue	\$382,000

3.3 Market Price of Shares on ASX

The highest and lowest sale price of Shares on ASX during the 3 months immediately preceding the lodgement of this Prospectus with ASIC and the respective dates of those trades were:

Highest: \$0.012 (pre-consolidation)* on 14 March 2013

Lowest: \$0.003 (pre-consolidation)* on 1 March 2013

*At a general meeting of Shareholders held on 28 March 2013, Shareholders approved the consolidation of the Company's capital on a 5:1 basis. Trading in the consolidated shares commenced on a deferred net settlement basis on 3 April 2013 and ended on 17 April 2013.

The last available market sale price of Shares on ASX immediately prior to the date of this Prospectus was \$0.034 post consolidation on 16 April 2013.

3.4 Effect on the Rights Issue on the Company

The principal effect of the Rights Issue on the Company will be to increase the:

- (a) cash on hand by approximately \$382,000 before payment of expenses of the Rights Issue;
- (b) number of New Options on issue by approximately 95,403,201, without changing the number of Shares on issue in the Company.

3.5 Capital Structure

At the date of this Prospectus, the Company has 286,209,604 Shares on issue and 128,360,150 Existing Options on issue.

Assuming that no Existing Options are exercised before the Record Date, the capital structure of the Company following completion of the Rights Issue will be as summarised below.

Shares	Number
Shares on issue at the date of this Prospectus	286,209,604
Total Shares on issue after completion of the Rights Issue	286,209,604

Option	Number
Existing Options on issue at the date of this Prospectus	128,360,150
Options to be issued under the Rights Issue	95,403,201
Total Options on issue after completion of the Rights Issue	223,763,351

If all New Options issued under this Prospectus were exercised immediately following their issue, the total number of Shares on issue would increase to 381,612,805.

There is no certainty that any New Options will be exercised at any particular time or at all.

3.6 Effect of Shortfall on control

The Underwriter (or its nominees) will acquire New Options if there is a Shortfall under the Rights Issue. The number of New Options it acquires will depend on the size of the Shortfall. If no one takes up the Rights Issue, the Underwriter (or its nominee) will acquire all New Options offered under this Prospectus.

If the Underwriter (or its nominees) were to keep and exercise the New Options it is issued, they would acquire a number of Shares equal to the number of Options exercised.

The table below illustrates the potential voting power of the Underwriter (assuming no nominees) and the commensurate effect on control of the Company for various levels of assumed Shortfall for the Rights Issue.

Shortfall	Underwriter		
	Number of Options held	Voting Power	
		after exercise of Shortfall Options	after exercise of Shortfall and Existing Options
100% of New Options subscribed (0% Offer shortfall)	0	0 (0%)	0 (0%)
75% of New Options subscribed (25% Offer shortfall)	23,850,800	23,850,800 (7.7%)	23,850,800 (4.68%)
50% of New Options subscribed (50% Offer shortfall)	47,701,600	47,701,600 (14.29%)	47,701,600 (9.35%)
25% of New Options subscribed (75% Offer shortfall)	71,552,400	71,552,400 (20.00%)	71,552,400 (14.03%)
0% of New Options subscribed (100% Offer shortfall)	95,403,201	95,403,201 (25.00%)	95,403,201 (18.71%)

3.7 Historical and pro forma balance sheets

Set out below is:

- the audited consolidated statement of financial position of the Company and its controlled entities as at 30 June 2012;
- the reviewed consolidated statement of financial position of the Company and its controlled entities as at 31 December 2012; and
- a pro forma consolidated statement of financial position of the Company and its controlled entities as at 31 December 2012 (which has not been audited or reviewed) incorporating the effect of the Rights Issue and other subsequent events set out in the notes below as if these subsequent events had occurred on 31 December 2012.

	30 June 2012	31 Dec 2012	Pro-Forma Adjustments post Balance Date					Adjusted Pro-forma
	(Audited)	(Auditor Reviewed)	\$					Post Issue
	\$	\$	1	2	3	4	5	Balance Sheet
ASSETS								\$
Current Assets								
Cash and cash equivalents	446,113	283,397	30,000	-	591,878	-	333,729	1,239,004
Trade and other receivables	74,949	126,733	-	-	-	-	-	126,733
Other financial assets	-	45,930	-	-	-	-	-	45,930
Inventory	2,628	16,046	-	-	-	-	-	16,046
Other current assets	100,557	108,636	-	-	-	-	-	108,636
Non-current assets held for sale	2,859,592	-	-	-	-	-	-	-
Total Current Assets	3,483,839	580,742	30,000	-	591,878	-	333,729	1,536,349
Non-Current Assets								
Other financial assets	37,500	1,137,500	-	-	-	-	-	1,137,500
Property, plant and equipment	206,954	48,107	-	-	-	-	-	48,107
Intangible assets	22,143,968	4,775,366	-	-	-	-	-	4,775,366
Total Non-Current Assets	22,388,422	5,960,973	-	-	-	-	-	5,960,973
TOTAL ASSETS	25,872,261	6,541,715	30,000	-	591,878	-	333,729	7,497,322
LIABILITIES								
Current Liabilities								
Trade and other payables	990,304	615,608	-	-	-	-	-	615,608
Employee Benefits	22,148	24,874	-	-	-	-	-	24,874
Deferred Purchase Consideration	1,835,862	-	-	-	-	-	-	-
Interest bearing liability	45,266	430,503	-	(147,148)	-	-	-	283,355
Liabilities directly associated with disposal assets held for sale	2,386,241	-	-	-	-	-	-	-
Other current liabilities	-	70,000	(70,000)	-	-	-	-	-
Total Current Liabilities	5,279,821	1,140,985	(70,000)	(147,148)	-	-	-	923,837
Non-Current Liabilities								
Deferred Purchase Consideration	190,891	-	-	-	-	-	-	-
Total Non-Current Liabilities	190,891	-	-	-	-	-	-	-
TOTAL LIABILITIES	5,470,712	1,140,985	(70,000)	(147,148)	-	-	-	923,837
NET ASSETS	20,401,549	5,400,730	100,000	147,148	591,878	-	333,729	6,573,485
EQUITY								
Issued capital	31,815,310	33,043,126	100,000	147,148	591,878	2,009,319	333,729	36,225,199
Reserve	1,833,783	2,239,183	-	-	-	-	-	2,239,183
Reserve – Transactions with NCI	(6,158,687)	(6,158,687)	-	-	-	-	-	(6,158,687)
Accumulated losses	(7,088,857)	(23,722,892)	-	-	-	(2,009,319)	-	(25,732,211)
TOTAL EQUITY	20,401,549	5,400,730	100,000	147,148	591,878	-	333,729	6,573,485

Notes: 1) Adjustment for Tranche Two of Private Placement as announced to the ASX on 29 Jan 2013.
2) Adjustment as per Funding Loan Agreement and Conversion of Convertible Loan as Announced to the ASX on 31 Jan 2013.
3) Adjustments for Private Placement and Share Purchase Plan as Announced to the ASX on 15 Feb 2013.
4) Adjustment for Securities issued pursuant to the Resolutions approved by Shareholders at the General Meeting held on 28 March 2013.
5) Adjustments for Option Rights Issue pursuant to this Prospectus document

3.8 Substantial Shareholders

As at the date of this Prospectus, the Company's substantial Shareholders are set out in the table below.

Name	Number of Shares	Shareholding Interest
Jason Peterson and his related entities	25,349,000	8.86%
HSBC Custody Nominees Australia Limited	20,257,982	7.07%
National Nominees Limited	19,720,000	6.89%
Total	65,326,982	22.82%

4. RISKS FACTORS

4.1 Introduction

An investment in the Company, and in the New Options and the underlying Shares, is subject to various risks, some of which are common to investment in securities generally and some of which are more specific to the Company. The Directors believe the following to be some of the key risks in respect of an investment in the Company, the New Options and the underlying Shares. If you are in any doubt whether an investment in the New Options is suitable having regard to the listed or other risk factors given your financial, taxation and other personal circumstances, you should consult your broker, accountant or other professional adviser.

4.2 Investment & Trading Risks

The price at which New Options and Shares may be traded can fall as well as rise. The price at which the New Options or Shares trade on ASX may be influenced by many unpredictable factors and may rise and fall based on factors beyond the control of the Company. There can be no guarantee that New Options will trade at or above the total of the issue and exercise price of New Options. At any given time the New Options may trade 'in the money' or out 'out of the money' and can therefore expire with no value.

4.3 Company Specific Risks

In common with other biotechnology companies, the Company is subject to the following specific risks.

(a) Technical risk

Risk associated with the development of our products which may cause a delay in development or failure to complete development programs. To mitigate this risk, the Company has identified a number of market opportunities with a variety of low technical requirements that enable the company to monetise the technology in the near term, while development programs that require higher levels of investment are fully scoped in order to reduce risk.

(b) Funding risk

The Company may not be able to raise further debt or equity capital (either at all or on commercially acceptable terms) that may be needed. The Company will seek underwriting of its capital raising initiatives in the future, such as this Rights Issue, to mitigate the risk of potential shortfalls.

(c) **Regulatory risk**

Some of the Company's products will be regulated by government bodies such as the Therapeutic Goods Administration and FDA. Regulatory approvals for the Company's products may be delayed or not given. There is also the risk that the Company does not meet the prescribed standards for manufacture and operations. The Company has taken a two stage approach, firstly to focus on markets where no regulatory approval is required and then secondly, as the regulatory requirements increase engaging regulatory consultants with a history of success to mitigate this risk.

(d) **Commercialisation risk**

No assurances can be given that the Company's research will give rise to the development of a commercially successful product. The Company has multiple product development programs to ensure that this risk is mitigated. A core element of this risk mitigation is the undertaking of statistically valid market research that will seek to identify the unmet need, validate the ability of the Company's technology to meet this unmet need and quantify potential demand in the Company's major markets.

(e) **Competition risks**

The Company may face competitors in the market, which include includes organisations with greater capital resources and expertise. The ability of a current or new competitor to introduce an improved product may adversely impact on the Company's financial performance. The Company can do little to prevent competition.

(f) **Intellectual property risk**

The Company's patents may expire or may be infringed by others. To mitigate this risk the Company has a comprehensive patent strategy and has a monopoly around many of the technical areas it operates in with little room for others to achieve freedom to operate. In addition, the Company has ongoing monitoring in relation to product development activities in related fields. An inability to effectively protect and enforce any intellectual property rights may harm the Company's business, prospects, financial condition or results of operations. The development of an IP strategy that seeks to clearly articulate the Company's position and outline clear paths to build the IP portfolio is a key part of the Company's business strategy.

4.4 General Risks

As common with many companies, the Company is subject to the following general risks:

(a) **Key personnel**

The Company's success and ability to continue its operations largely depends on the core competencies' of the Directors and its key management team, and its ability to retain the services of those personnel. Loss of key personnel may have an adverse impact on the Company's performance.

(b) **Product liability**

The Company may be exposed to potential product liability claims arising from the sale of its existing or future products. The Company will have product liability insurance in place to mitigate this risk. There can be no assurance that adequate or necessary insurance coverage will be available at an acceptable cost or in sufficient amounts, if at all, or that a product liability or other claim would not materially and adversely affect the Company's business or financial condition.

(c) **General macroeconomic risks**

Changes in both Australian and world economic conditions may adversely affect the Company's financial performance. The Company's operating costs, revenues and its ability to obtain funding may be affected by external economic factors such as interest rates, currency fluctuations, inflation, changes in tax rates, changes in the availability or conditions attaching to incentives for research and development, changes in government policy in areas affecting our business, and general economic conditions and sentiment.

5. Rights attaching to new securities

5.1 Rights attaching to New Options

The rights attaching to New Options are as follows:

- (a) Each New Option entitles the holder to subscribe in cash for one Share in the Company.
- (b) Each New Option is exercisable at an exercise price equal to \$0.06 at any time prior to 5pm (AEST) on 30 April 2017 (**Expiry Date**) by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the New Option is exercised, to the registered office of the Company. Any New Option that has not been exercised prior to the Expiry Date lapses.
- (c) The Company will apply for official quotation by ASX of the New Options, subject to obtaining sufficient spread pursuant to Listing Rules.
- (d) Subject to the Corporations Act, the Listing Rules, and the Constitution, each New Option is freely transferable.
- (e) Shares issued upon the exercise of New Options will rank *pari passu* with the existing Shares.
- (f) The Company will apply for official quotation by ASX of the Shares issued upon exercise of New Options, subject to any restriction obligations imposed by ASX.
- (g) The New Options will not give any right to participate in dividends until Shares are issued upon exercise of the relevant New Options.
- (h) There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the life of the New Options. The Company will ensure that holders will be allowed at least 7 business days notice to allow for the exercise of New Options prior to the record date in relation to any offers of securities made to Shareholders.
- (i) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of New Options or the rights attaching to the New Options or both will be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (j) If there is any inconsistency between any of the preceding terms and conditions and the Listing Rules, then the Listing Rules prevail to the extent of the inconsistency.

5.2 Rights attaching to Shares

Shares issued upon exercise of New Options will have the same voting and other rights as the existing Shares, which are set out in the Constitution, the Listing Rules and the Corporations Act.

The Constitution has been lodged with ASIC. The Constitution contains provisions common for public companies in Australia and is taken to be included in this Prospectus by operation of section 712 of the Corporations Act. Any person may request and the Company will provide free of charge, a copy of the Constitution during the application period of the Prospectus.

The following is a broad summary of the rights and liabilities which attach to the Shares. It is not intended to be an exhaustive or definitive summary of the rights and obligations of Shareholders which can involve complex questions of law arising from the interaction of the Company's Constitution, statutes, common law and Listing Rule requirements.

(a) Voting Rights

Subject to any special rights or restrictions for the time being attached to any class or classes of shares in the Company (at present there are none), at a general meeting every Shareholder present in person or by proxy, representative or attorney will have 1 vote on a show of hands and, on a poll, 1 vote for each Share held.

(b) General Meetings

Each Shareholder is entitled to receive notice of and to be present, to vote and to speak at a general meeting of the Company.

(c) Dividend Rights

There is no entitlement to a dividend other than that determined by the Directors from time to time. The Directors are not anticipating paying dividends at this stage of the Company's development.

(d) Capitalisation of Profits

Subject to the Listing Rules, the Directors may capitalise any profits, whether or not involving the issue of Shares.

(e) Rights on Winding-up

Subject to any special rights or restrictions attached to Shares in a winding-up, all monies and property of the Company that are to be distributed among members on a winding up will be distributed in proportion to the Shares held by them respectively, irrespective of the amount paid-up or credited as paid up on the Shares.

(f) Offer of Shares

Subject to the Corporations Act and the Listing Rules, the Company may issue Shares on any terms, with any rights or restrictions attached to the Shares, at any time, and at any price the Directors decide.

(g) Variation of Rights

The Company may only modify or vary the rights attaching to any class of shares with the consent in writing of the Shareholders with at least 75% of the votes in the class or the sanction of a special resolution passed at a meeting of the holders of the issued shares of that class.

6. Additional Information

6.1 Litigation

On 3 April 2013, Southbank Capital Pty Ltd ACN 130 971 201 (**Southbank**) commenced proceedings against the Company in the Magistrates Court of Victoria. The proceedings relate to a claim by Southbank for payment of a retainer fee of \$55,000 in consideration of it introducing an investor to the Company pursuant to the terms of a mandate agreement allegedly entered into in January 2013.

The Company intends to vigorously defend the proceedings and has instructed its lawyers to file a defense as soon as practicable.

Investors should be aware that the outcome of the litigation is always uncertain, and that there is a risk that an outcome adverse to the Company will result in an order being made against the Company for damages, interest and costs.

Aside from the Southbank Proceedings, the Company is not involved in any legal proceedings nor, so far as the Directors are aware, are any such proceedings pending or threatened against the Company.

6.2 Directors

The minimum number of Directors is 3 and the maximum is 10 unless the Company in a general meeting determines otherwise. The Directors of the Company at the date of this Prospectus are:

- (a) Martin Rogers;
- (b) Michael Johnson; and
- (c) Lord Simon Reading.

6.3 Directors' and Other Interests

- (a) Interests of Directors

Other than as disclosed in this Prospectus, no Director or proposed Director holds, or has held at any time during the last 2 years, any interest in:

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

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person to a Director or proposed Director to induce him or her to become, or to qualify as, a Director or for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Rights Issue.

(b) Interests in securities as at the date of this Prospectus

As at the date of this Prospectus, the Directors' direct and indirect interests in Shares and Existing Options are:

Director	Shares (Qty)	Existing Options	
		Qty	Terms
Martin Rogers	2,150,000	24,000,000	Options exercisable at \$0.06 on or before 30 April 2017.
		600,000	Options exercisable at \$0.15 on or before 28 Feb 2015.
Michael Johnson	819,166	30,000,000	Options exercisable at \$0.06 on or before 30 April 2017.
		1,000,000	Options exercisable at \$0.225 on or before 31 Dec 2014.
Lord Simon Reading	Nil	10,000,000	Options exercisable at \$0.06 on or before 30 April 2017.

(c) Remuneration of directors

Director	2012 financial year		2013 financial year to date	
	Salary and fees (\$)	Equity based payments (\$)	Salary and fees (\$)	Equity based payments* (\$)
Martin Rogers	N/A	N/A	55,700	602,400
Michael Johnson	N/A	N/A	15,000	753,000
Lord Simon Reading	36,948	-	40,807	251,000

* The equity based payments are recorded at the valuation at the time of issue using the Black Scholes methodology of valuing options. The grant of the options to the Directors was approved at a general meeting of Shareholders held on 28 March 2013.

6.4 Interests of the Underwriter, experts and advisers

Other than as disclosed in this Prospectus, no person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, no promoter of the Company, no broker or underwriter to the Rights Issue has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Rights Issue; or
- (c) the Rights Issue.

Other than 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 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 Rights Issue.

McCabes Lawyers Pty Ltd (**McCabes**) has acted as lawyers to the Company in relation to the Rights Issue. The Company has paid or agreed to pay an amount of approximately \$15,000 (excluding GST) for these services to the date of this Prospectus. Further amounts may be paid to McCabes in accordance with its normal time based charges.

Peloton Capital Pty Ltd (**Peloton**) has acted as underwriter to the Rights Issue and will receive an underwriting fee of approximately \$19,100 (excluding GST) for these services to the date of this Prospectus and reimbursement of its costs and expenses as detailed in the summary of the Underwriting Agreement set out in **Section 6.6**.

6.5 Transaction Specific Prospectus and Continuous Disclosure Obligations

(a) Transaction specific prospectus

The Company is a 'disclosing entity' for the purposes of the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and Listing Rules.

This Prospectus is a prospectus to which the special content rules under section 713 of the Corporations Act apply. That provision allows a more concise prospectus in relation to an offer of options to acquire securities in a class which has been continuously quoted by ASX for the 12 months prior to the date of issue of the prospectus.

(b) Information available to Shareholders

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

- (i) it is subject to regular reporting and disclosure obligations;
- (ii) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, the offices of ASIC; and
- (iii) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (A) the annual financial report most recently lodged by the Company with ASIC;
 - (B) the half-year financial report lodged with ASIC by the Company after the lodgement of that annual financial report and before the lodgement of the copy of this Prospectus with ASIC; and
 - (C) any continuous disclosure notices given by the Company after the lodgement of the annual financial report and before the lodgement of the copy of the Prospectus with ASIC.

(c) ASX Announcements

The Company has lodged the following announcements with ASX since the lodgement of the 2012 Annual Financial Report.

2012

Date	Detail
03/10/2012	BreatheAssist Due Diligence Complete
19/10/2012	Notice under section 708A of the Corporations Act
19/10/2012	Appendix 3B
19/10/2012	Consegna Broker Presentation
29/10/2012	Notice of Annual General Meeting/Proxy Form
29/10/2012	Annual Report to shareholders
31/10/2012	Appendix 4C - quarterly
01/11/2012	Consegna Elects to return Aspen Medisys
01/11/2012	BreatheAssist Global Licence Negotiations Continuing
20/11/2012	Appendix 3B
23/11/2012	Notice under section 708A of the Corporations Act
23/11/2012	Appendix 3B
23/11/2012	Reply to ASX Query - 4C
27/11/2012	Board Changes and Capital Containment Program
30/11/2012	Final Director's Interest Notice
30/11/2012	Results of Meeting
30/11/2012	Chairman Address & CTO Presentation
30/11/2012	BreatheAssist licensing deal negotiations update
10/12/2012	Trading Halt
12/12/2012	Suspension from Official Quotation
17/12/2012	Private Placement/SPP
17/12/2012	Reinstatement
18/12/2012	Share Purchase Plan
24/12/2012	Appendix 3B
24/12/2012	Appointment of joint Company Secretary
31/12/2012	Notice under section 708A of the Corporations Act

2013

Date	Detail
07/01/2013	Update on Private Placement
22/01/2013	Consegna strengthens BreatheAssist IP portfolio
25/01/2013	Extension of SPP Closing Date
29/01/2013	Appendix 3B
29/01/2013	Notice under section 708A of the Corporations Act
31/01/2013	Trading Halt
31/01/2013	Appendix 4C – quarterly
31/01/2013	Appendix 3B
01/02/2013	Management and Board Changes at Consegna Group
04/02/2013	Notice under section 708A of the Corporations Act
06/02/2013	Becoming a substantial holder – TASOF
07/02/2013	Appendix 3Z – Final Director's Interest Notice (FP)
07/02/2013	Appendix 3Y – Initial Director's Interest Notice (MJ)
15/02/2013	Share Purchase Plan Results & Private Placement
18/02/2013	Appendix 3B and Section 708A notice
21/02/2013	Appendix 3Y – Change of Directors Interest Notice (MR)
21/02/2013	Appendix 3Y – Change of Directors Interest Notice (MJ)
25/02/2013	Notice of General Meeting/Proxy Form
28/02/2013	Half Yearly Report and Accounts
28/02/2013	Investor Presentation
12/03/2013	Consolidation of Capital Timetable
12/03/2013	Options Rights Issue
14/03/2013	Price Query and Response
20/03/2013	Amendment to Consolidation Ratio in Notice of Meeting
20/03/2013	Updated Proxy Form
20/03/2013	Update on Options Rights Issue
28/03/2013	Results of Meeting
03/04/2013	Appendix 3B and Section 708A Notice
03/04/2013	Appendix 3Y – Change of Directors Interest Notice (MJ)
03/04/2013	Appendix 3Y - Change of Director's Interest Notice (SR)
03/04/2013	Becoming a substantial holder
03/04/2013	Interim ASX codes - Capital Consolidation

08/04/2013	Appendix 3Y - Change of Director's Interest Notice (MR)
16/04/2013	Consolidation letter to CHESS shareholders
16/04/2013	Consolidation letter to issuer sponsored shareholders
17/04/2013	Interim ASX Codes - Consolidation of Capital
17/04/2013	Update on Options Rights Issue

6.6 Underwriting Agreement

The Company has entered into an Underwriting Agreement dated 17 April 2013 with the Underwriter. The Underwriter has agreed to fully underwrite the Rights Issue.

If valid applications are not received for all New Options by the close of the Rights Issue and the Underwriting Agreement has not been terminated, the Underwriter must lodge or cause to be lodged valid applications for the Shortfall Options and pay the relevant application monies against allotment of those New Options.

The Underwriter is entitled to receive an underwriting fee of 5.0% of the amount raised by the Rights Issue. The Underwriter must pay any sub-underwriting fees out of the amount paid to it. The Company has also agreed to reimburse the Underwriter for certain costs and expenses incurred by the Underwriter in relation to the Rights Issue.

Customary with these types of arrangements:

- the Company has (subject to certain limitations) indemnified the Underwriter and its directors, officers, employees, agents and advisers against losses in connection with the Rights Issue;
- the Company and the Underwriter has given certain representations, warranties and undertakings in connection with (among other things) the conduct of the Rights Issue;
- the Underwriter may terminate the underwriting agreement and be released from their obligations on the happening of any one or more of the following events:
 - ASX suspends trading in the Shares, unless such suspension is a voluntary suspension agreed in advance with the Underwriter;
 - ASX states that it will not quote the New Offer or, by 27 May 2013, has not approved, other than subject to customary conditions, the quotation of the New Options or any approval which has been given is withdrawn;
 - the S&P/ASX 200 falls to a level that is 80% or less of the level as at the close of trading on the Business Day prior to the date of the Underwriting Agreement;
 - the Company becomes insolvent;
 - the Company withdraws the Rights Issue;
 - if, in the reasonable opinion of the Underwriter, an Adverse Event:
 - has, or is likely to have, a material adverse effect on the Rights Issue; or
 - could create a potential liability for the Underwriter under any applicable law or regulation.

Adverse Event means the occurrence of any of these events:

- the Company defaults in the performance of any material obligation under the Underwriting Agreement and fails to remedy that default (if capable of remedy) to the reasonable satisfaction of the Underwriter within a reasonable period specified by the Underwriter;
- the Company contravenes any provision of the Corporations Act, its constitution or any regulation or any requirements of ASIC or ASX or any other similar law or regulation;
- a representation or warranty made or given by the Company under the Underwriting Agreement is untrue or incorrect or the Company fails to perform or observe any of its obligations under the Underwriting Agreement;
- hostilities not existing at the date of the Underwriting Agreement commence (whether or not war has been declared) or a major escalation in existing hostilities occurs (whether or not war has been declared) involving any one or more of Australia, the United States of America, any member state of the European Union, Indonesia, Japan, Russia, the Peoples Republic of China, North Korea or South Korea, or a significant terrorist act is perpetrated anywhere in the world;
- the occurrence of a suspension or material limitation (in each case persisting for at least one trading day) in trading in securities generally on ASX, or a material disruption in commercial banking or securities settlement or clearance services in Australia;
- a scheme or arrangement or reconstruction is announced by the Company, or a takeover or other offer to shareholders is announced by another person, which, if implemented, may result in a person and their associates acquiring a beneficial interest in, or voting power of, 50% or more of the Company; or
- there is introduced into any Parliament in Australia a new law which does or is likely to materially adversely affect the regulation of the Offer or the taxation treatment of the New Options.

6.7 Expenses of the Rights Issue

The total expenses of the Rights Issue are estimated to be \$48,300 as set out below:

Cost Description	Amount
Underwriting fee	\$19,100
Legal fees	\$15,000
Printing and mailing	\$4,500
Administrative Fees	\$5,000
Lodgement and issue expenses	\$4,700
TOTAL:	\$48,300

6.8 Consents

Peloton Capital Pty Ltd has given, and has not, before lodgement of this Prospectus withdrawn its written consent to being named in this Prospectus as Underwriter to the Rights Issue in the form and context in which it is named.

Security Transfer Registrars Pty Ltd has given and has not before lodgement of this Prospectus withdrawn its written consent to being named in this Prospectus as Share Registrar to the Company in the form and context in which it is named.

McCabes has given and has not before lodgement of this Prospectus withdrawn its written consent to being named in this Prospectus as legal adviser to the Company in the form and context in which it is named.

Each of Peloton, McCabes and Security Transfer Registrars Pty Ltd:

- (a) did not authorise or cause the issue of this Prospectus;
- (b) does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this **clause 6.8**; and
- (c) to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with consent of that party as specified in this **clause 6.8**.

6.9 Privacy

A completed Entitlement and Acceptance Form will include personal information about you. The Company collects your personal information to process and administer your investment in the Company and to provide related services to you. If you do not complete the relevant form in full, the Company may not accept your application for New Options. The Company may disclose your personal information, for purposes related to your investment, to its agents or service providers, including the Underwriter and the Share Registry. You can obtain access to personal information that the Company holds about you. To make a request for access to your personal information held by (or on behalf of) the Company, or to obtain further information about the Company's privacy policy, please contact the Company or its Share Registry on the relevant contact numbers set out in this Prospectus.

7. Directors' Statement and consents

Every Director of the Company has authorised and consented to the lodgement of this Prospectus with ASIC in accordance with section 720 of the Corporations Act

Signed for and on behalf of Consegna Group Limited;



Martin Rogers
Chairman

8. Glossary of Terms

In this Prospectus, unless the contrary intention appears, the following words have the following meanings:

Term	Definition
Applicant	an Eligible Shareholder who applies for New Options issued or to be issued under this Prospectus.
Application	an application for New Options under the Rights Issue.
Application Money	the total number of New Options applied for by an Applicant multiplied by \$0.004 under an Entitlement and Acceptance Form.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ABN 98 008 624 691.
ASX Listing Rules or Listing Rules	the listing rules of ASX.
Board	the board of Directors of Company.
Closing Date	17 May 2013.
Company or Consegna	Consegna Group Limited ACN 107 903 159.
Constitution	the constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	the directors of the Company.
Eligible Shareholder	a Shareholder who: <ul style="list-style-type: none"> • is registered as a holder of Shares at 7.00pm (AEST) on the Record Date; • has a registered address in Australia or New Zealand; • is not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such person holds Shares for the account or benefit of such person in the United States); and • is eligible under all applicable securities laws to receive an offer under the Rights Issue.
Entitlement	the entitlement to subscribe for 1 New Option for every 3 Shares held at 7.00pm (AEST) on the Record Date by Shareholders under the Rights Issue.
Entitlement and Acceptance Form	a personalised Entitlement and Acceptance Form that accompanies or will accompany (as the case may be) this Prospectus upon which an application for New Options may be made.

Term	Definition
Existing Option	an option over an unissued Share held by an existing option holder at the Record Date.
Expiry Date	the date at which New Options issued under this Prospectus expire, being 5.00pm (AEST) on 30 April 2017.
GST	a tax, duty, levy, charge or deduction, imposed by GST Law and any related interest, penalties, fines or other charges.
GST Law	the <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth), or any other act imposing a goods and services tax in Australia.
Ineligible Shareholder	a Shareholder who is not an Eligible Shareholder.
New Option	an option over an unissued Share issued or to be issued (as the context requires) under this Prospectus pursuant to the Rights Issue.
Prospectus	this prospectus dated 18 April 2013.
Record Date	7:00pm AEST on 29 April 2013
Rights Issue	the non-renounceable rights issue of 1 New Option for every 3 Shares pursuant to this Prospectus.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of Shares.
Share Registrar	Securities Transfer Registrars Pty Limited ACN 008 894 488.
Shortfall	any Entitlement not taken up by Eligible Shareholders under the rights issue.
Shortfall Options	New Options constituting the Shortfall.
Underwriter	Peloton Capital Pty Ltd ACN 149 540 018, AFSL 406 040.
Underwriting Agreement	the underwriting agreement between Company and the Underwriter dated 17 April 2013

CORPORATE DIRECTORY

AUSTRALIAN COMPANY NUMBER (ACN)

107 903 159

Consegna Group Limited is a Public Company Limited by shares and is domiciled in Australia.

DIRECTORS

Mr Martin Rogers
Mr Michael Johnson
Lord Simon Reading

Non-Executive Chairman
Executive Director
Non-Executive Director

COMPANY SECRETARIES

Mr. Justyn Stedwell
Mr Phillip Hains

CHIEF FINANCIAL OFFICER (CFO)

Mr Phillip Hains

PRINCIPAL PLACE OF BUSINESS

Suite 1, 1233 High Street
Armadale, Victoria, 3143
Australia
Telephone: + 61 (0)3 9824 5254
Facsimile: + 61 (0)3 9822 7735

REGISTERED OFFICE

Suite 1, 1233 High Street
Armadale, Victoria, 3143
Australia
Telephone: + 61 (0)3 9824 5254
Facsimile: + 61 (0)3 9822 7735

LAWYERS

McCabes Lawyers Pty Ltd
Level 14, 130 Elizabeth Street
Sydney NSW 2000
Telephone: +61 (0)2 9261 1211
Facsimile: +61 (0)2 9261 2336

SHARE REGISTRY

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross, Western Australia, 6153
Australia
Telephone: +61 (0)8 9315 2333

WEBSITE

www.consegna.com.au

UNDERWRITER

Peloton Capital Pty Ltd
ACN 149 540 018
AFSL 406040

SECURITIES QUOTED

Australian Securities Exchange

- Ordinary Fully Paid Shares (Code: CGP)

- Listed Options over Ordinary Fully Paid Shares
(Code: CGPO) exercisable at \$0.125 per option
on or before 31 Dec 2014.