

**iWebGate Limited**  
**(To be renamed NetLinkz Limited)**  
**ACN 141 509 426**

# **Prospectus**

For the offer of 1 Share to the public at an issue price of \$0.20 to raise \$0.20 (**Offer**).

This Prospectus has been prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Shares issued prior to the Closing Date.

## **IMPORTANT NOTICE**

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. If after reading this Prospectus, you have any questions about the Share being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Share being offered by this Prospectus should be considered speculative.

## TABLE OF CONTENTS

IMPORTANT INFORMATION	3
CORPORATE DIRECTORY	5
1. DETAILS OF THE OFFER	6
2. PURPOSE AND EFFECT OF THE OFFER	8
3. RISK FACTORS	9
4. ADDITIONAL INFORMATION	16
5. DIRECTORS' AUTHORISATION	24
6. DEFINITIONS	25

# IMPORTANT INFORMATION

## General

The Prospectus is dated 12 October 2016 and a copy of this Prospectus was lodged with ASIC on that date. ASIC and ASX do not take any responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. This Prospectus does not include all information that would be included in a prospectus for an initial public offering.

Please refer to **Section 1.1** for further information. No Shares will be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

The Company has applied to ASX for quotation of the Share on ASX.

## Electronic Prospectus

In addition to issuing the Prospectus in printed form, a read-only version of the Prospectus is also available on the Company's website at [www.iwebgate.com](http://www.iwebgate.com). Applications cannot be made online. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus. The Company will not accept a completed Application Form if it has reason to believe that the Applicant has not received a complete and unaltered copy of the Prospectus. Any person may obtain a hard copy of this

Prospectus by contacting the Company prior to the Closing Date.

## Risk factors

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs of any prospective investor. Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the risk factors that could affect the performance of the Company. Potential investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest. No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital by the Company or the payment of a return on the Shares.

## Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website [www.asx.com.au](http://www.asx.com.au)). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in Shares or the Company.

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

## Offer restrictions

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

## Interpretation

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in **Section 6**.

All references in this Prospectus to **\$, AUD** or **dollars** are references to Australian currency, unless otherwise stated.

All references to time in this Prospectus relate to the time in Sydney, Australia.

# CORPORATE DIRECTORY

## Directors

James Tsiolis (Executive Chairman)  
Timothy Gooch (Executive Director)  
Robert Turner (Non Executive Director)  
Trevor Cain (Non Executive Director)

## Company Secretary

Greg MacMillan

## Registered Office

Level 31  
50 Bridge Street  
Sydney NSW 2000

## Share Registry

Computershare Investor Services Pty Ltd  
Level 11  
172 St Georges Terrace  
PERTH WA 6000

## Auditor (for information purposes only)

BDO Audit (WA) Pty Ltd  
38 Station Street  
SUBIACO WA 6008

## ASX Code

IWG  
(ASX code to change to NET following name change)

## Website

[www.iwebgate.com](http://www.iwebgate.com)  
(Website to change to netlinkz.com following name change)

## 1. DETAILS OF THE OFFER

### 1.1 Summary of the Offer

The Company is making an invitation to apply for 1 Share to the public at an issue price of \$0.20 to raise \$0.20 before expenses of the Offer. The Offer is open to persons by invitation from the Company only.

### 1.2 Timetable

The timetable for the Offer is as follows:

Event	Date
Lodgement of this Prospectus with ASIC and ASX	12 October 2016
Opening Date	12 October 2016
Closing Date	11 January 2017

The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act or the ASX Listing Rules. This may include extending the Offer or accepting late acceptances, either generally or in particular cases. No cooling-off rights apply to applications submitted under the Offer. The commencement of quotation of the Share is subject to confirmation from ASX.

### 1.3 Rights and liabilities attaching to Shares

The Share to be issued pursuant to this Offer is of the same class and will rank equally in all respects with the existing Shares on issue. The rights and liabilities attaching to Shares are further described in **Section 4.2**.

### 1.4 Minimum subscription

There is no minimum subscription for the Offer.

### 1.5 No Underwriting

The Offer is not underwritten.

### 1.6 Applications

An Application under the Offer may only be made by persons on invitation from the Company.

An Application Form must be delivered or mailed together with a cheque on or before the Closing Date to Level 31, 50 Bridge Street, Sydney NSW 2000.

### 1.7 Issuance

The Share will be issued as soon as practicable after the Closing Date. In accordance with section 722(1) of the Corporations Act, until the issue of the Share, all Application Monies will be held in trust by the Company.

The Share will not be issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus.

Application money will be refunded to unsuccessful applicants without interest as soon as reasonably practicable after the close of the Offer.

## **1.8 Overseas investors**

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit an offering of Shares in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals and comply with all relevant regulations for the issue to them of the Share offered pursuant to this Prospectus. Return of a duly completed Application Form will constitute a representation and warranty that there has been no breach of such regulations.

## **1.9 CHESS and issuer sponsorship**

The Company operates an electronic CHESS sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of Shares.

The Company will not issue a share certificate to a security holder. Rather, a holding statement (similar to a bank statement) will be dispatched to security holders as soon as practicable after allotment of the Share the subject of this Offer. The holding statement will be sent either by CHESS (if the security holders elect to hold the Share on the CHESS sub-register) or by the Company's Share Registry (if the security holders elect to hold the Share on the issuer sponsored sub-register). The statement will set out details of the Share allotted under this Prospectus and the Holder Identification Number (if the security holder elects to hold the Share on the CHESS sub register) or Shareholder Reference Number (if the security holders elect to hold the Share on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the ASX Listing Rules and the Corporations Act.

## **1.10 Privacy disclosure**

Persons who apply for the Share pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for Shares, to provide facilities and services to Shareholders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for Shares will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry. For details on how the Company and the Share Registry collect, store, use and disclose your personal information, please read the Company's privacy policy available at [www.iwebgate.com](http://www.iwebgate.com) and the Share Registry's privacy policy available at [www.computershare.com.au](http://www.computershare.com.au).

## **1.11 Taxation**

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisors. The Company and the Directors do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

## **1.12 Enquiries**

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay. Questions relating to the Offer can be directed to the Company Secretary on +61 8 9325 8888.

## 2. PURPOSE AND EFFECT OF THE OFFER

### 2.1 Purpose of the Offer

By this Prospectus, the Company is making an Offer to certain persons by invitation only of 1 Share at an issue price of \$0.20 to raise \$0.20 before expenses. Accordingly, the primary purpose of the Offer is not to raise capital.

As described in **Sections 4.2 and 4.4**, Shares are be required to be issued by the Company without disclosure under the Placement and the Loan Note.

However, the Company is not able to issue a cleansing notice under section 708A(5) of the Corporations Act due to its securities being suspended from trading on the ASX for more than 5 trading days within the last 12 months.

Accordingly, the primary purpose of this Prospectus is to remove any trading restrictions that may attach to Shares issued by the Company under the Placement and the Loan Note before the Closing Date.

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

- the relevant securities are in a class of securities of the company that are already quoted on the ASX;
- a prospectus is lodged with ASIC either:
  - on or after the day on which the relevant securities were issued (section 708A(11)(b)(i)); or
  - before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued (section 708A(b)(ii)); and
- the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

### 2.2 Financial position

The issue of 1 Share under this Prospectus will not have a material impact on the Company's financial position. For this reason, a pro-forma statement of financial position of the Company showing the financial effect of the Offer has not been included in this Prospectus.

### 2.3 The effect of the Offer on the capital structure

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

Shares	Number
Shares currently on issue	763,742,450
Shares offered pursuant to the Offer	1
<b>Total Shares on issue after completion of the Offer</b>	<b>763,742,451</b>



Options	Number
Unlisted Options (exercisable at \$0.25, expiring on 31 October 2017)	11,768,821
Unlisted Options (exercisable at \$0.187, expiring on 4 November 2020)	2,139,036
Unlisted Options (exercisable at \$0.1412, expiring on 8 March 2019)	1,500,000
Unlisted Options (exercisable at \$0.1470, expiring on 14 March 2019)	8,500,000
<b>Total Options on issue</b>	<b>23,907,857</b>

## 2.4 Effect of the Offer on control

The Offer will not have a material impact on control of the Company.

## 3. RISK FACTORS

As with any share investment, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and a general nature. Some can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated.

This **Section 3** identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. Potential investors should read the entire Prospectus and consult their professional advisor before deciding whether to apply for the Share the subject of this Offer.

### 3.1 Specific risks

#### (a) Competition and new technologies

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

#### (b) Special reputational risks

The Company operates in an online and fast-changing environment. Negative publicity can spread quickly, whether true or false. Disgruntled customers posting negative comments about the Company in public forums may have a disproportionate effect on the Company's reputation and its ability to earn revenues. Additionally, complaints by such users can lead to additional regulatory scrutiny and a consequential increased compliance burden in responding to regulatory inquiries. This could negatively impact on the Company's profitability.

(c) **Data loss, theft or corruption**

The Company provides its services through online and on-premise deployments. Hacking or exploitation of some unidentified vulnerability of the Company's services could lead to a loss, theft or corruption of data. This could render the Company's services unavailable for a period of time while systems and data are restored. It could also lead to unauthorised disclosure of users' data with associated reputational damage, claims by users, regulatory scrutiny and fines. Although the Company has strategies and protections in place to try to minimise security breaches and to protect data, these strategies might not be successful. In that event, disruption to the Company's services and unauthorised disclosure of user data could negatively impact on the Company's revenues and profitability.

(d) **Hacker attacks**

To some extent, the Company relies on the availability of its website to provide services to customers and attract new customers. Hackers could render the website unavailable through a disrupted denial of service or other disruptive attacks.

Although the Company has strategies in place to minimise such attacks, these strategies may not be successful. Unavailability of the website could lead to a loss of revenues while the Company is unable to provide its services. Further, it could hinder the Company's abilities to retain existing customers or attract new customers, which would have a material adverse impact on the Company's growth.

(e) **Domain name risk**

To some extent, the Company's business depends on customers being attracted to its website. The Company has registered a domain name in Australia for the purposes of its website. However, should the Company not renew or otherwise lose control of its domain name, it would lose all website traffic direct to that domain. This would adversely affect the Company's revenue.

(f) **Attracting customers to the Company's website**

To some extent, the Company's revenues depend on sufficient customers being attracted to its website. The amount of visitors to its website directly affects its sales of the product. Various factors can affect the level of web traffic arriving at the Company's website including (but not limited to):

- (i) **marketing and promotions:** if the Company's marketing and promotion efforts are not effective this will manifest itself in a lack of customers visiting the Company's website;
- (ii) **brand damage:** should the Company suffer from reputational damage, web traffic could be affected; and
- (iii) **search engine traffic:** search engines such as Google, direct significant traffic to the Company's website. Should these search engines make changes to their algorithms and procedures that direct this traffic, the Company could see a substantial drop in customers visiting its website. For example, Google regularly updates the algorithms that determine the ranking of results it returns for any given search term. The Company will attempt to follow Google's guidelines and online best practice to maintain the flow of traffic to the Company's website, but such changes could adversely affect the traffic to its website.

A decline in traffic to the Company's website could lead to a decline in its ability to attract customers. This could adversely affect the Company's revenue.

(g) **Customer service risk**

Customers may need to engage with the Company's customer service personnel in certain circumstances, such as if they have a question about the services or if there is a dispute between a customer and the Company. The Company needs to recruit and retain staff with interpersonal skills sufficient to respond appropriately to customer services requests. Poor customer service experiences may result in the loss of customers. If the Company loses key customer service personnel, fails to provide adequate training and resources for customer service personnel, or if the computer systems relied on by customer service personnel are disrupted by technological failures, this could lead to adverse publicity, litigation, regulatory inquiries and/or a decrease in customers, all of which may negatively impact on the Company's revenue and/or profits.

(h) **Development in Key Growth Areas**

The Company has been investing and expects to continue to invest in key growth areas as well as maintaining leadership in Peer-to-Peer (P2P) technology, mobile containerization, software defined networking, cyber security and cloud.

If the Company does not achieve the benefits anticipated from these investments (including if its selection of areas for investment does not play out as expected), or if the achievement of these benefits is delayed, the Company's operating results and financial condition may be adversely affected

(i) **If the return on these investments is lower or develops more slowly than the Company expects, its operating results and financial condition may be harmed.****Cloud Service Provider Market**

Sales to the Cloud Service Provider market are especially volatile and often characterized by sporadic purchases. Cloud Service Provider customers typically have longer implementation cycles, require a broader range of services including design services, demand vendors take on a larger share of risks, often require acceptance provisions that can lead to a delay in revenue recognition, and often expect some form of financing from vendors. Sales activity in this industry depends upon the stage of completion of expanding network infrastructures, the availability of funding, and the extent to which service providers are affected by regulatory, economic, and business conditions in the country of operations. All these factors and can add further risk to business conducted with Cloud Service Providers and weakness in sales orders from this industry could have a material adverse effect on the Company's business, operating results and financial condition.

(j) **Distribution**

Disruption of, or changes in, the Company's distribution model could harm the Company's sales and margins. If the Company fails to manage distribution of its products and services properly, or if the Company's distributors' financial condition or operations weaken, the Company's revenue and gross margins could be adversely affected.

A substantial portion of the Company's products and services are sold through its channel partners. the Company's channel partners include systems integrators, service providers, original equipment manufacturers, other resellers and distributors.

Some factors could result in disruption of, or changes in, the Company's distribution model, which could harm the Company's sales and margins, including the following:

- the Company competes with some of its channel partners, including through direct sales, which may lead these channel partners to use other suppliers that do not directly sell their own products or otherwise compete with them;
- some of the Company's channel partners may demand that the Company absorb a greater share of the risks their customers may ask them to bear;
- some of the Company's channel partners may have insufficient financial resources and may not be able to withstand changes and challenges in business conditions; and
- revenue from indirect sales could suffer if the Company's channel partners' financial condition or operations weaken.

In addition, the Company depends on its channel partners globally to comply with applicable regulatory requirements. To the extent that they fail to do so, that could have a material adverse effect on the Company's business, operating results, and financial condition. Further, sales of the Company's products outside of agreed territories can result in disruption to its distribution channels.

**(k) Risks associated with the regulatory environment**

The Company's main operating entities are based in Australia and subject to Australian laws and regulations. For example, the Company is required to comply with the Corporations Act and the *Competition and Consumer Act 2010* (Cth). However, the Company also intends to increase its operations in international jurisdictions such as the United States of America and Europe. Users, competitors, members of the general public or regulators could allege breaches of the legislation in the relevant jurisdictions, for example, if they considered an advertisement to be misleading or deceptive. This could result in remedial action or litigation, which could potentially lead to the Group being required to pay compensation or a fine. The Group's operations may become subject to regulatory requirements, such as licensing and reporting obligations, which would increase the costs and resources associated with its regulatory compliance. Any such increase in the costs and resources associated with regulatory compliance could impact on the Company's profitability. In addition, if regulators took the view that a Group company had failed to comply with regulatory requirements, this could lead to enforcement action resulting in public warnings, infringement notices or the imposition of a pecuniary penalty. This could lead to significant reputational damage to the Group and consequent impact on its revenue.

**(l) Foreign exchange risks**

The Company's costs and expenses in the United States of America are in US\$. Accordingly, the depreciation and/or the appreciation of the US\$ relative to the Australian currency would result in a translation loss on consolidation which is taken directly to shareholder equity. Any depreciation of the US\$ relative to the Australian currency may result in lower than anticipated revenue, profit and earning. The Company will be affected on an ongoing basis by foreign exchange risks between the Australian dollar and the US\$, and the Company will have to monitor this risk on an ongoing basis. The Company does not have any currency hedging policies in place at present and the Company will review and adopt any hedging of currencies as the business grows.

**(m) Future capital needs**

It is likely that the Company will require additional funding in the future in order to develop its business and support its ongoing activities and operations.

Any additional equity financing may be dilutive to Shareholders and any debt financing, if available, may involve restrictive covenants, which may limit the Company's operations and business strategy.

Further, there can be no assurance that any such equity or debt funding will be available for the Company on favourable terms or at all. If adequate funds are not available on acceptable terms, there is significant uncertainty as to whether the Company can continue as a going concern.

Accordingly, the Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

**(n) Liability claims**

The Company's product is sold predominantly within Australia and the United States of America. The Company may be exposed to liability claims if its product is faulty and/or causes harm to its customers. As a result, the Company may have to expend significant financial and managerial resources to defend against such claims. The Company believes that such liability claim risks will increase as new technology is introduced to the market to circumvent sub-security systems such as included within the Company's product. If a successful claim is made against the Company, the Company may be fined or sanctioned and its reputation and brand may be negatively impacted, which could materially and adversely affect its reputation, business prospects, financial condition and results of operation.

**(o) Protection of intellectual property rights**

The Company believes that its intellectual property rights such as trademarks and patents are important to its success and competitive position and recognises the importance of registering patents and trademarks related to its product and brand. The Company is not aware of any material violations or infringements of its intellectual property rights. However, third parties may in the future attempt to challenge the ownership and/or validity of the Company's intellectual property rights.

In addition, the business of the Company is subject to the risks of third parties counterfeiting the "iWebGate" brand or otherwise infringing intellectual property rights. Such unauthorised use of the "iWebGate" brand in counterfeit products could not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities. The Company may not always be successful in securing protection for the Group's intellectual property rights, in preventing the production and sale of counterfeit products or preventing other infringements of its intellectual property rights. Following the name change to Netlinkz Limited the company will also operate under the "NetLinkz" brand which will also be subject to the above risks.

Protections offered by foreign jurisdictions in respect of intellectual property may not be as effective as in Australia. The Company may need to resort to litigation in the future to enforce the Group's intellectual property rights. Any such litigation could result in substantial costs and a diversion its resources. The Company's failure to protect and enforce the Group's intellectual property rights could have a material adverse impact on its reputation, business and results of operations.

**(p) Reliance on key management**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel.

The Company's operations in the United States of America are the responsibility of existing and future senior management and key personnel, including Tim Gooch, who has the experience and knowledge required to manage development and commercialisation in the United States of America.

The Company's operations in the Asia Pacific Region are the responsibility of existing and future senior management and key personnel.

There can be no assurance given that there will be no detrimental impact on the Company if one or more of these personnel cease their employment. Further, there can be no assurance that appropriately qualified senior management and key personnel will be available for engagement by the Company as and when required and on terms acceptable to the Company.

**(q) Contractors and contractual disputes**

The operations of the Company will require the involvement of a number of third parties, including suppliers, contractors and customers. With respect to these third parties, and despite applying best practice in terms of pre-contracting due diligence, the Directors are unable to completely avoid the risk of:

- (i) financial failure or default by a participant in any joint venture to which the Company or its subsidiaries may become a party;
- (ii) insolvency, default on performance or delivery, or any managerial failure by any of the operators and contractors used by the Company or its subsidiaries in its activities; or
- (iii) insolvency, default on performance or delivery, or any managerial failure by any other service providers used by the Company or its subsidiaries or operators for any activity.

Financial failure, insolvency, default on performance or delivery, or any managerial failure by such third parties may have a material impact on the Company's operations and performance. While best practice pre-contracting due diligence is undertaken for all third parties engaged by the Company, it is not possible for the Company to predict or protect itself completely against all such risks.

**(r) Government policy changes and legal risk**

Government action or policy changes (in particular, by the government of the United States of America) in relation to aspects such as access to internet security, export restrictions, and taxation may adversely affect the Company's operations and financial performance.

The Company's operations in the United States of America and other countries will be governed by a series of laws and regulations in those countries. Breaches or non-compliance with these laws and regulations could result in penalties and other liabilities. These may have a material adverse impact on the financial position, financial performance, cash flows, growth prospects and share price of the Company.

These laws and regulations may be amended from time to time, which may also have a material adverse impact on the financial position, financial performance, cash flows, growth prospects and share price for the Company. The legal and political conditions of the United States of America and other countries (as may be or become relevant to the Company) and any changes thereto are outside the control of the Company.

The introduction of new legislation or amendments to existing legislation by governments, developments in existing common law, or the respective interpretation of the legal requirements in any of the legal jurisdictions which govern the Company's operations or contractual obligations, could impact adversely on the assets, operations and, ultimately, the financial performance of the Company and the value of its Shares. In addition, there is a commercial risk that legal action may be taken against the Company in relation to commercial matters.

## **3.2 General Risks**

### **(a) Investment risk**

The Share to be issued pursuant to this Prospectus should be considered speculative. It carries no guarantee as to payment of dividends, return of capital or the market value of the Shares. The prices at which an investor may be able to trade the Share may be above or below the Offer Price paid for the Share. While the Directors commend the Offer, prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

### **(b) Share market**

Share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors including, but not limited to, the following:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital;
- (vi) terrorism or other hostilities; and
- (vii) other factors beyond the control of the Company.

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the technology including, but not limited to, the following:

- (i) general economic conditions in Australia and its major trading partners;
- (ii) changes in Government policies, taxation and other laws;
- (iii) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology sector;
- (iv) movement in, or outlook on, interest rates and inflation rates; and
- (v) natural disasters, social upheaval or war in Australia or overseas.

### **(c) Economic and government risks**

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the technology industry including, but not limited to, the following:

- (i) general economic conditions in jurisdictions in which the Company operates;

- (ii) changes in government policies, taxation and other laws in jurisdictions in which the Company operates;
- (iii) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology sector;
- (iv) movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the Company operates; and
- (v) natural disasters, social upheaval or war in jurisdictions in which the Company operates.

(d) **Taxation**

The acquisition and disposal of the Share the subject of this Offer will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring the Share the subject of this Offer from a taxation point of view and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for the Share under this Prospectus.

## **4. ADDITIONAL INFORMATION**

### **4.1 Continuous disclosure obligations**

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

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

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:



- (i) the annual financial report of the Company for the financial year ended 30 June 2016;
- (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC; and
- (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
  - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
  - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with the ASX in respect of the Company since the lodgement of the annual financial report for the year ended 30 June 2016.

Date	Title
11 Oct 2016	Shareholder meeting results
6 Oct 2016	Appendix 4G
5 Oct 2016	Final Director's Interest Notice
5 Oct 2016	Final Director's Interest Notice

## 4.2 Placement

On 27 July 2016, the Company announced that it had successfully entered into agreements in connection with a placement of Shares to institutional and sophisticated investors in Australia and certain other foreign jurisdictions (**Investors**) at an issue price of A\$0.045 per Share to raise A\$8 million.

The Placement was comprised of:

- (a) a first tranche of 124,444,431 Shares which were issued to Investors on 3 August 2016 in accordance with the Company's 25% issue capacity under ASX Listing Rules 7.1 and 7.1A; and
- (b) a second tranche of 53,333,334 Shares to be issued to Investors subject to approval by Shareholders (**Tranche 2 Placement Shares**).

Approval for the issue of the Tranche 2 Placement Shares was received on 11 October 2016. The Company intends to issue the Tranche 2 Placement Shares as soon as possible.

### 4.3 Debt facilities

On 26 February 2016, the Company entered into an additional \$250,000 debt facility with the lenders under the debt facility announced on 16 October 2015. This debt facility may be converted into Shares at any time after 1 January 2017 or on an event of default at the lower of: (i) the lowest price per Share at which the Company undertakes a rights issue or placement of Shares before 31 December 2016; or (ii) 90% of the lowest volume weighted average price of Shares on ASX over the last 5 trading days on which Shares are traded immediately preceding the date of conversion; and before 1 January 2017 at 90% of the price per Share at which the Company undertakes the capital raising on which the conversion is based.

As announced on ASX on 14 March 2016, the Company entered into the Lind Facility (the terms of which were set out in the Company's prospectus dated 28 June 2016 (a copy of which was released to the ASX on 28 June 2016)).

As announced on ASX on 22 August 2016, the Company entered into a settlement deed with Lind pursuant to which it was agreed that following the Company making cash payments to Lind in the amount of US\$1,889,759.14 (representing the amount owing by the Company to Lind under the Lind Facility plus a premium for early discharge of the Lind Facility), Lind would waive its rights against the Company under the Lind Facility, and the Lind Facility would be terminated with no further liability to either party, other than the parties' obligations with respect to the Options and the collateral Shares issued by the Company to Lind under the Lind Facility.

On 22 August 2016, the Company made a payment of US\$1,147,319.36 to Lind and is required to pay the balance owing to Lind under the settlement deed by no later than 15 October 2016. If for any reason such payment is not made by this date, the Company will be in default of the settlement deed and Lind will retain all of its rights against the Company under the Lind Facility.

### 4.4 Loan Note

The Company has entered into the Loan Note with Leeds Capital Investments Pty Ltd and Bricklane Asset Management (together, the **Lenders**) pursuant to which the Lenders advanced the amount of US\$500,000 to the Company on, and subject to, the terms of the Loan Note. The Loan bears interest at a rate of 20% for the duration of the term of the Loan.

Amounts advanced to the Company by the Lenders under the Loan Note are due for repayment by the Company on 17 October 2016 unless earlier demanded by the Lenders (**Maturity Date**). The Company may also elect to prepay amounts owing to the Lenders (in whole or in part) at any time without penalty or premium.

The Loan, if not prepaid by the Company earlier, is required to be repaid on the Maturity Date in US dollars in accordance with instructions received from the Lenders. Pursuant to the terms of the Loan Note, the repayment of the Loan (together with interest owing) will comprise:

- (a) US\$200,000 in cash, which was paid by the Company to the Lenders on 12 August 2016;
- (b) US\$200,000 to be repaid to the Lenders in Shares on the Maturity Date (at an issue price of A\$0.02 per Share) and to be escrowed for a period of 12 months from the date of issue. The Directors may elect to issue these shares to the Lenders at a date which is earlier than the Maturity Date; and
- (c) US\$200,000 to be repaid to the Lenders in Shares on the Maturity Date (at an issue price which is equal to 80% of the volume weighted average price of the Company's Shares on

ASX over the last 10 days on which the Company's Shares traded on ASX immediately preceding the Maturity Date).

In the event of a default by the Company under the Loan Note (eg. the Company fails to repay any principal amount of the Loan when due and such failure continues for 5 days after written notice is provided to the Company, any representation or warranty made by the Company to the Lenders is incorrect in any material respect or an insolvency event occurs in respect of the Company), the Lenders may declare the entire principal amount of the Loan (as reduced by any prepayment or Shares which have been issued to satisfy the Loan) immediately due and payable.

## **4.5 Other matters**

The Company may also consider acquiring other businesses in the future which offer complimentary or competing products and services to those currently offered by the Company. The Company will keep shareholders informed of the details of any proposed acquisitions in accordance with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules.

## **4.6 Rights and liabilities attaching to the Shares**

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

### **(a) Ranking of Shares**

At the date of this Prospectus, all shares are of the same class and rank equally in all respects. Specifically, the Share issued pursuant to this Prospectus will rank equally with the Company's existing Shares.

### **(b) Voting rights**

Subject to any rights or restrictions, at general meetings:

- every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative; and
- has one vote on a show of hands; or
- has one vote for every share held, upon a poll.

### **(c) Dividend rights**

Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up, from the date of payment. No dividend carries interest against the Company and the declaration of Directors as to the amount to be distributed is conclusive.

Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Directors may set aside a sum out of the profits of the Company, as reserves, before recommending dividends of the profits.

(d) **Variation of rights**

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

(e) **Transfer of Shares**

Shares can be transferred upon delivery of a proper instrument of transfer to the Company. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

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

(f) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

The Directors may convene a general meeting at their discretion.

(g) **Unmarketable parcels**

The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the minority Shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.

(h) **Rights on winding up**

If the Company is wound up, the liquidator may with the sanction of special resolution, divide the assets of the Company amongst shareholders as the liquidator sees fit. If the assets are insufficient to repay the whole of the paid up capital of shareholders, they will be distributed in such a way that the losses borne by shareholders are in proportion to the capital paid up.

## **4.7 Interests of Directors, experts and advisors**

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

- Director or proposed Director;
- 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;
- promoter of the Company; or
- financial services licensee named in this Prospectus as a financial services licensee involved the Offer,

holds, or has held within 2 years before the date of this Prospectus, any interest in the Offer or in the formation or promotion of, or in any property acquired or proposed to be acquired by, the Company in connection with its formation or promotion or the Offer.

- (b) Other than as set out in **Section 4.8** or elsewhere in the Prospectus, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:
- (i) to a Director or proposed Director to induce him to become, or to qualify him as, a director of the Company; or
  - (ii) for services provided in connection with the formation or promotion of the Company or the Offer by any Director or proposed Director, 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 this Prospectus, any promoter of the Company, or any underwriter or financial services licensee named in this Prospectus as an underwriter or financial services licensee involved in the Offer.

## 4.8 Details of interests

(a) **Directors' security holdings**

The relevant interests of the Directors in Shares as at the date of this Prospectus are as follows:

Director	Shares
James Tsiolis (as a shareholder and director of Strategic Capital Management Ltd which holds the shares)	2,500,000
Timothy Gooch	84,138,951
Robert Turner	-
Trevor Cain	-

Mr Tsiolis is to be granted unlisted Options to subscribe for: 20.0 million ordinary fully paid shares at an exercise price of 4.5 cents per share (for services rendered to date of commencement); 2.5 million ordinary fully paid shares at an exercise price of 6.0 cents per share at the first anniversary; 2.5 million ordinary fully paid shares at an exercise price of 12.0 cents per share at the second anniversary, and 5.0 million ordinary fully paid shares at an exercise price of 30.0 cents per share at the third anniversary, the issue of Options to Directors is subject to shareholder approval.

Mr Turner is to be granted unlisted Options to subscribe for 7.5 million ordinary fully paid shares at an exercise price of 4.5 cents per share that will vest over the next three years in equal annual instalments, the issue of Options to Directors is subject to shareholder approval.

Mr Cain is to be granted unlisted Options to subscribe for 7.5 million ordinary fully paid shares at an exercise price of 4.5 cents per share that will vest over the next three years in equal annual instalments, the issue of Options to Directors is subject to shareholder approval.

(b) **Director's remuneration**

As executive Director, Mr James Tsiolis is paid \$300,000 per annum plus statutory superannuation.

As executive Director, Mr Timothy Gooch is paid US\$250,000 per annum inclusive of statutory superannuation and allowances of up to US\$90,000.

As a non executive Director, Mr Robert Turner will be paid \$90,000 directors fees per annum.

As a non executive Director, Mr Trevor Cain will be paid \$90,000 directors fees per annum.

(c) **Related party arrangements**

As at 30 June 2016 \$63,076 is owed to Talks One Pty Ltd as trustee for the Gooch Family Trust (of which Tim Gooch is a director and beneficiary). For the year ending 30 June 2016 \$4,505 interest has accrued on the loan.

For the year ending 30 June 2016 \$546,698 of corporate advisory, and capital raising fees was paid to Strategic Capital Management Ltd (of which Mr James Tsiolis is a Director). As at the 30 June 2016 \$168,200 is payable to Strategic Capital Management Ltd. For the year ending 30 June 2016 \$22,000 of director fees was incurred from Strategic Capital Management Ltd (of which Mr James Tsiolis is a Director). As at the 30 June 2016 \$nil is payable to Strategic Capital Management Ltd. For the year ending 30 June 2016 \$220,000 of remuneration was incurred from Alpha First Pty Ltd (of which Mr James Tsiolis is a Director). As at the 30 June 2016 \$220,000 is payable to Alpha First Pty Ltd.

(d) **Other**

James Tsiolis, a director of the Company, is also a shareholder and director of Strategic Capital Management Ltd. Another director and shareholder of Strategic Capital Management Ltd holds 11,250,000 Shares. Mr Tsiolis and the other shareholder of Strategic Capital Management Ltd are not associates in relation to the Company as defined in the Corporations Act and therefore Mr Tsiolis does not have a relevant interest in that shareholder's Shares.

## **4.9 Consents**

(a) **Consenting parties**

Computershare Investor Services Pty Limited has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as share registry to the Company in respect of the Offer in the form and context in which it is named.

BDO Audit (WA) Pty Ltd has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as auditor to the Company in respect of the Offer in the form and context in which it is named.

(b) **Basis of consents**

Each of the persons named as providing consents above:

- did not authorise or cause the issue of this Prospectus;
- 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 **Section 4.9**; and
- 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 the consent of that party as specified in this **Section 4.9**.

#### **4.10 Expenses of the Offers**

The total expenses of the Offer including legal fees, ASX and ASIC fees and other miscellaneous expenses are estimated to be \$12,000.

#### **4.11 Litigation**

As at the date of this Prospectus, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company with the exception of potential action in relation to ASIC's investigations.

#### **4.12 Governing law**

The information in this Prospectus, the Offer, and the contracts formed on acceptance of the Offer are governed by the law applicable in New South Wales, Australia. Any person who applies for the Share the subject of this Offer submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

## **5. DIRECTORS' AUTHORISATION**

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

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

Signed for and on behalf of the Company on 12 October 2016.

**James Tsiolis**

Executive Chairman and Director  
iWebGate Limited



## 6. DEFINITIONS

Definitions used in this Prospectus are as follows:

**Application Form** means an application form attached to and forming part of this Prospectus.

**Application Monies** means the amount of money in dollars and cents payable for the Share at \$0.20 per Share pursuant to the Offer.

**ASIC** means the Australian Securities and Investments Commission.

**ASX Listing Rules** means the official listing rules of ASX Listing Rules as amended or waived from time to time.

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

**Board** means the board of Directors of the Company from time to time.

**Business Day** means a day on which banks are open for business in Perth, Western Australia excluding a Saturday, Sunday or public holiday.

**CHESS** means ASX Clearing House Electronic Sub-register System.

**Closing Date** means the date that the Offer closes which is 5.00pm (Sydney time) on the date referred to as the Closing Date in **Section 1.2** or such other time and date as the Directors determine.

**Company** means iWebGate Limited ACN 141 509 426.

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Lind** means Lind Asset Management V, LLC.

**Lind Facility** means the share purchase and convertible security agreement between the Company and Lind, as described in the announcement released to ASX on 14 March 2016.

**Loan** means the amount of US\$500,000 advanced to the Company by Leeds Capital Investments Pty Ltd and Bricklane Asset Management pursuant to the terms of the Loan Note.

**Loan Note** means the loan note agreement entered into between the Company, Leeds Capital Investments Pty Ltd and Bricklane Asset Management.

**Offer** means the invitation to the public to apply for 1 Share at an issue price of \$0.20 each pursuant to this Prospectus to raise \$0.20.

**Official List** means the official list of the ASX.

**Opening Date** means the first date for receipt of completed Application Forms which is 9:00am (Sydney time) on the date referred to as the Opening Date in **Section 1.2** or such other time and date as the Directors determine.

**Option** means an option to acquire a Share.

**Placement** means the placement of Shares to institutional and sophisticated investors in Australia and certain other foreign jurisdictions at an issue price of A\$0.045 per Share to raise \$8 million which was undertaken by the Company, details of which were announced to the market on 27 July 2016.

**Prospectus** means this prospectus.

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

**Shareholder** means a holder of Shares.

**Share Registry** means Computershare Investor Services Pty Ltd ACN 078 279 277.

**APPLICATION FORM AND INSTRUCTIONS**  
iWebGate Limited ACN 141 509 426

Please read all instructions on the reverse of this form

A Number of Shares applied for  
(Maximum of 1 Share)

	at \$0.20 per Share	A\$
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You may be allocated all of the Shares above or a lesser number

**B** Total amount payable by cheque(s) for Shares

C Full name details, title, given name(s) (no initials) and surname or Company name

Name of applicant 1

[illegible]

Name of applicant 2 or <Account Designation>

[illegible]

Name of applicant 3 or <Account Designation>

[illegible]

E Write Your Full Postal Address Here

Number/Street

[illegible][illegible]

Suburb/Town

[illegible]

G	Chess HIN (if applicable)
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[illegible]

H Cheque payment details please fill out your cheque details and make your cheque is payable to "iWebGate Limited"

Drawer

Cheque Number

BSB Number

Account Number

Total amount of cheque

				\$	
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You should read the prospectus dated 12 October 2016 (**Prospectus**) carefully before completing this Application Form. The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant supplementary prospectus (whether in paper or electronic form).

I/We declare that:

- (a) I/we agree to the terms and conditions of the Prospectus and I/we are eligible to apply for the Share being offered under the Prospectus having regard to all applicable securities laws;
- (b) this Application Form is completed according to the declaration/appropriate statements on the reverse of this form and I/we agree to be bound by the Constitution of iWebGate Limited; and
- (c) I/we have received personally a copy of this Prospectus accompanied by or attached to this Application Form or a copy of this Application Form or a direct derivative of this Application Form, before applying for the Share the subject of this Application Form.

Return of this Application Form with your cheque for the Application Monies will constitute your offer to subscribe for the Share in the Company under the Offer. Please note that the Company will not accept electronic lodgement of Application Forms or electronic funds transfer.

Share Registrars Use Only	
Broker reference – Stamp only	
Broker Code	Adviser Code

D	Tax File Number(s) Or exemption category
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F	Contact Details
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Contact Name

\_\_\_\_\_

Contact telephone number

( )

State/postcode

\_\_\_\_\_

## Guide to the Application Form

This Application Form relates to the offer of 1 Share in iWebGate Limited pursuant to the Prospectus. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of iWebGate Limited and it is advisable to read this document before applying for the 1 Share the subject of the Offer. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable), and an Application Form on request and without charge.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars in the correct forms of registrable titles to use on the Application Form are contained in the table below.

- A Insert the number of Shares you wish to apply for. The application must be for a minimum of 1 Share.
- B Insert the relevant account Application Monies. To calculate your Application Monies, add the number of Shares applied for multiplied by \$0.20.
- C Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of a company. Up to three joint applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that presently registered in the CHES system.
- D Enter your Tax File Number (TFN) or exemption category. Where applicable please enter the TFN for each joint applicant. Collection of TFNs is authorised by taxation laws. Quotation for your TFN is not compulsory and will not affect your application.
- E Please enter your postal address for all correspondence. All communications to you from the Shares Registry will be mailed to the person(s) and address as shown. For Joint applicants, only one address can be entered.
- F Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your application.
- G iWebGate Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX Limited. In CHES, the Company will operate an electronic CHES subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of securities issued.

If you are CHES participant (or are sponsored by a CHES participant) and you wish to hold the Share issued to you under this Application Form in uncertified form on the CHES subregister, complete section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave section G blank and on issue, you will be sponsored by the Company and an SRN will be allocated to you. For Further information refer to the relevant section of the Prospectus.

- H Please complete cheque details as requested.

Make your cheque payable to "iWebGate Limited" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank, and the amount should agree with the amount shown in section B.

Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application Form being rejected.

- I Before completing the Application Form the applicant(s) should read the Prospectus to which the Application Form relates. By lodging the Application Form, the applicant(s) agrees that this Application Form is for Shares in iWebGate Limited upon and subject to the terms of this Prospectus and declares that all details and statements made in this Application Form are complete and accurate. It is not necessary to sign the Application Form.

**Lodgement of Application Forms:** Return your completed Application Form with cheque(s) attached to:

<b>Delivered to:</b> iWebGate Limited Level 1 18 Richardson Street WEST PERTH WA 6005	<b>Posted to:</b> iWebGate Limited Level 1 18 Richardson Street WEST PERTH WA 6005
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Application Forms must be received no later than 5.00pm (Sydney time) on 11 January 2017 which may be changed immediately after the Opening Date at any time at the discretion of the Company.

### Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to iWebGate Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual - Use Names in full, no initials	Mr John Alfred Smith	JA Smith
Minor ( a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	John Alfred Smith <Peter Smith>	Peter Smith
Company - Use Company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates - Use executor(s) person name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of Late John Smith
Partnerships - Use partners personal names, do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith and Son A/C>	John Smith and Son