

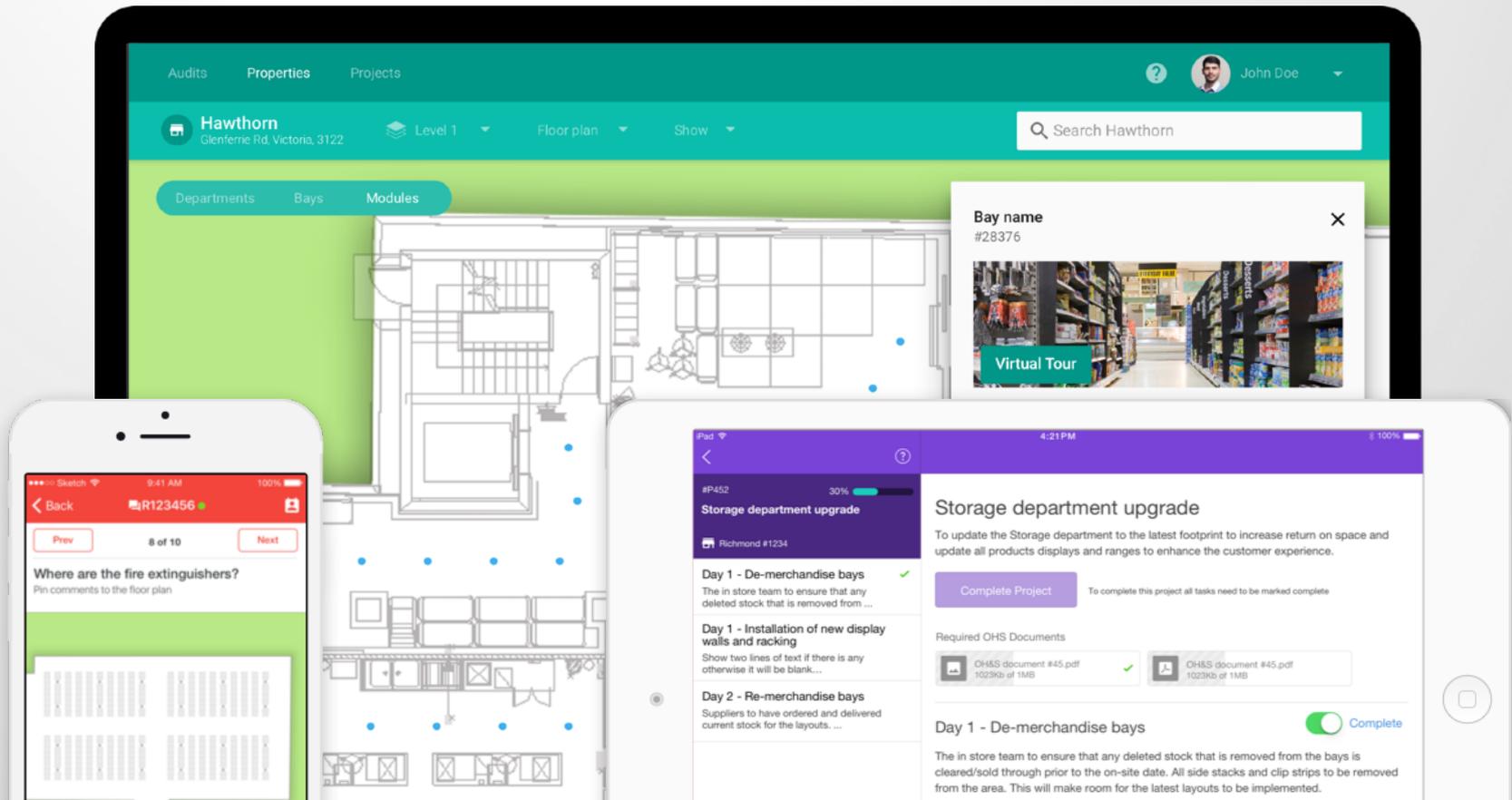


AssetOwl

AssetOwl Ltd (ASX:AO1)

formerly Regalpoint Resources Ltd (ASX: RGU)

Investor Presentation January 2017



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All figures in this document are in Australian dollars (AUD) unless stated otherwise.

- AssetOwl Limited (ASX: AO1) acquired **AssetOwl Pty Ltd** (“AssetOwl”) for \$12m consisting of \$3m of escrowed securities and \$9m of performance based equity in December 2016.
- Established in August 2014, AssetOwl is an innovative technology company which has developed an **enterprise software Management Platform initially applicable to retailers** with a growing number of applications to other industries
- **The Management Platform is a powerful tool** designed specifically for retailers to visualise, question, analyse and interpret data within the four walls of each property and collectively across all properties within a network
- **A game-changing technology** for the retail site management and analysis
- **Global early-mover advantage** and attractive revenue model
- Intellectual Property developed with **patents pending for international protection.**
- Significant initial **traction with potential customers**
- **Experienced management** with proven track record. Senior management team with extensive recent experience across retail and technology. Management are heavily invested and incentivised
- By appropriately capitalising the business of AssetOwl as it rolls into commercialisation of the Management Platform the Company expects to be able to **attract executive talent to complement and enhance its team**
- **Global market** +++100,000's stores, centres and locations

AssetOwl System Overview

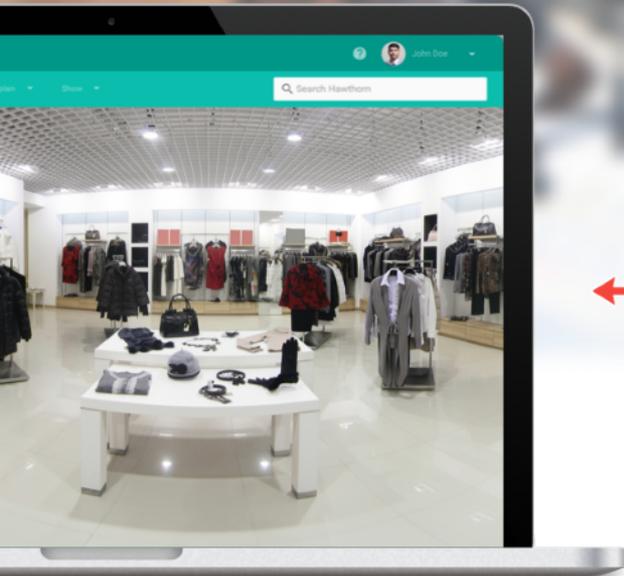


Head office users

Visibility of store network from desktop through virtual tour of each store

Integrate other systems into AssetOwl and maintain a history for each store in one location

Powerful analytics capability. Reporting with contextualised and relevant information



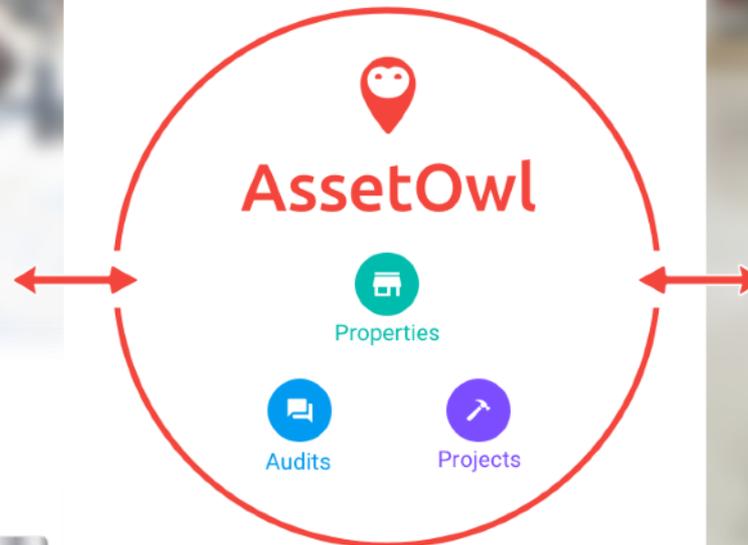
AssetOwl

- Cloud based enterprise system
- SaaS revenue model on a per store basis
- ISO: 27001 accreditation - IT security system
- Open API's - ability to integrate with existing software systems

In-store users

Mobile app enables users to maintain accuracy of existing conditions

Connecting head office to stores. Communicate, monitor and manage in real time



- The genesis of AssetOwl lies in the **12 years' experience** of one of the Company's co-founders in the retail industry where he was exposed to the issues faced by retailers with large geographically dispersed networks and a large number of ageing business assets
- AssetOwl has combined **Geographic Information Systems (GIS)** and **virtual reality technologies** to develop an **Internal Visualisation System (IVS)**
- The Management Platform is a **powerful tool** designed specifically for retailers to visualise, question, analyse and interpret data within the four walls of each property and collectively across all properties within a network
- AssetOwl has invested in developing its internal systems and has **attained ISO 27001 accreditation**, the industry standard for information security management systems
- AssetOwl has undertaken detailed scoping sessions and/or held initial discussions with major Australian retail groups and **commenced commercial trials** with some of Australia's largest retailers
- **Conventional recurring SaaS (Software-as-a-Service) revenue model** (i.e. a licence model) and upfront implementation fees

- **A game-changing technology for the retail industry**

- Industry-wide tool with productivity, financial, consistency, communication, monitoring and reporting benefits
- Readily integrates with existing operational systems

- **Global first-mover advantage and attractive revenue model**

- No direct competition currently exists with functionality on one management platform
- Tiered revenue via up-front implementation fees and recurring SaaS licence fees
- Potential to generate significant recurring revenue anticipated as customer network increases at material margin >50%

- **Well advanced development pathway**

- Now funded to further develop functionality and initial commercialisation of the management platform - potential to self-fund full domestic roll-out.

- **Significant initial traction with potential customers**

- Advanced negotiations and/or discussions underway with several major retailing groups
- Represents a combined network of >1,500 stores
- Australian market represents +100,000's of stores, centres and locations

- **Experienced management with proven track record**

- Senior management team with extensive recent experience across retail and technology

- **Near term geographic and industry expansion potential**

- Product readily transferrable to global retail markets and across large number of retailing sub-sectors and other industries
- Identified several other industries such as property, construction and mining where Management Platform has application
- USA and UK targets identified through existing relationships
- Global market represents +++100,000's stores, centres and locations

Intellectual Property

- AssetOwl has filed a **patent application** PCT/AU2015/050579 under the Patent Cooperation Treaty process seeking international protection. The application covers:
 - Business process of AssetOwl's 3 existing modules
 - Computer vision method for geolocation and processing of imagery
 - Mobile geolocation method for updated imagery
- Response from Australia patent office indicates that the key IP is novel and does not infringe any existing patents
- Final jurisdiction patent filings due by March 2017

Speed to market is crucial

- Traditional bricks and mortar retailers are in the most dynamic times of the last 15 years due to:
 - introduction low cost international retailers
 - impact of e-commerce
- Large retailers compete head to head across categories and brands
- All of the above requiring retailers to constantly grow their store network, refurbish and refine their in-store offer as quickly, cost effectively and consistently as possible to grow or maintain market share

Change management is cumbersome

- Retailers use Excel spreadsheets and email to manage network wide change initiatives
- Numerous functional teams involved, these tools do not allow collaboration or communication amongst stakeholders efficiently leading to significant 'down stream' costs

No 'one source of the truth'

- Each functional team uses a specific software application
- No common platform enabling collaboration between functional teams

Retailers have lost visibility	<ul style="list-style-type: none">• Retailers with large, national store networks, hub and spoke management, legacy software systems has lead to lost visibility of in-store environments
On-site auditing is costly	<ul style="list-style-type: none">• Currently head office based management physically visit sites or engage third party suppliers to perform 'clip board' audits of each store to gain an understanding of their existing conditions; 60% of audit costs are travel related• Audits performed by in-store team members are often not completed and incorrect, leading to capital expenditure decisions based on erroneous data with additional costs borne
Information is diverse and dispersed	<ul style="list-style-type: none">• Retailers have numerous functional teams with specific software applications for each function• Information is not easily accessible or usable by other functional teams• Collaboration between functional teams within projects is difficult
No ability to manage change projects in real-time	<ul style="list-style-type: none">• Retailers communicate change projects via email to 3rd party suppliers or store teams• No means to monitor or manage execution of project by completion• Current practice requires site visitation or confirmation via phone to confirm completed

- **Visibility** of store network from head office via virtual tours
 - Large retailers spend 10's of \$millions endeavouring to gain visibility and manage assets
 - AssetOwl's core modules are designed to potentially deliver \$millions in savings annually
- **Speed to market reduced** significantly
 - AssetOwl's implementation has been shown in trials to reduce a retailers in-store project execution time from as much as 6 weeks to 1 week, with the potential to substantially increase sales
- **Ability to manage projects in real time**
 - Retailers are losing millions in revenue through poor execution as they do not currently have the means to manage projects in real time. AssetOwl has the potential to assist in substantially increasing sales
- **Sequential development of new modules** has the potential to assist AssetOwl's customers to generate substantial savings and potentially add multiples of this in revenue growth

- AssetOwl has widespread application across the Australian retail industry, including:

- Food retailing;
- Household goods retailing;
- Clothing, footwear and personal accessory retailing;
- Department stores;
- Other retailing; and
- Cafes, restaurants and takeaway food services

- Aust. Hardware - Bunnings 343 stores; Home Timber & Hardware 290 stores, Mitre 10 400 stores (approximate figures)

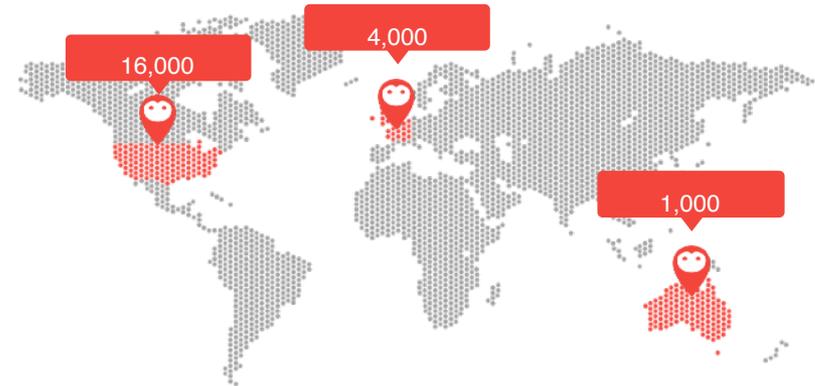
- Aust. Supermarkets - Coles 780 stores; Woolworths 960; Aldi 460; IGA 1,400 (approximate figures)

- Directly transferable into global retail markets with relationships waiting to be activated upon commercialisation in Australia

- USA: Southeastern Grocers 800; Home Depot 2,250 (approximate figures)

- UK: Tesco - 6,700; ASDA 600; HomeBase 265 (approximate figures)

Hardware



Supermarkets



Applicable Australian Retail Markets

Retail Classification	Examples of potential client by category
Household Goods	<ul style="list-style-type: none">• Bunnings Warehouse• Home Timber & Hardware• Mitre 10• Freedom• IKEA
Food, Liquor, Petrol	<ul style="list-style-type: none">• Coles / Coles Express• Liquorland / Vintage Cellars / First Choice• Woolworths• BWS / Dan Murphy's• Aldi• IGA
Department	<ul style="list-style-type: none">• MYER / David Jones• Target• Kmart• Big W
Other Retailing	<ul style="list-style-type: none">• Officeworks• JB Hi-Fi / Good Guys• Australia Post• Telstra

Commercialisation

- AssetOwl's **conventional SaaS revenue model** includes:
 - Implementation fees (up front)
 - Annual licence fees for use of the Management Platform software (ongoing)
- AssetOwl's core business proposition to customers involves potentially significant savings as well as the technological benefits and efficiencies
- AssetOwl's management are backing themselves with up to \$9m worth of deferred consideration (cash or shares) linked directly to the delivery of commercial outcomes over 3 years – sites, revenue and profitability
- The performance milestones have been framed to be achievable:

Milestones	Year 1	Year 2	Year 3
Sites	320	1,152	1,408
Revenue	\$3.0m	\$5.7m	\$10.4m
Net profit before tax	B/E	\$1.8m	\$5.7m

Board



Shane Stone
Chairman

- A former senior Cabinet Minister, Chief Minister of the Northern Territory and Federal President of the Liberal Party with extensive experience with large private and public companies.
- Current directorships include Chairman of Mayfair Limited in Australia; Executive Chairman of APAC Group; deputy Chairman of Impellam PLC (UK); Chairman of Impellam subsidiaries in Australia; and non-executive director of Australia Pacific Coal Limited.



Simon Trevisan
Non-Executive Director

- Significant experience in public and private investments, corporate finance and management of large public and private businesses.
- Currently Managing Director of the Transcontinental Group.



Bruce McCracken
Non-Executive Director

- Experienced business executive with a legal and investment banking background in corporate finance and mergers and acquisitions, and the corporate sector.
- Currently the Managing Director of BMG Resources Limited



Ian Murchison
Non-Executive Director

- Founding shareholder and investment director of private equity fund manager Foundation Management Pty Ltd.
- Fellow of the institute of chartered accountants and director of ACP Group Pty Ltd and Primary Securities Ltd.



Andrew Lane
Non-Executive Director

- Managing Director at Matrix Partners Pty Ltd, Chairman Access Group Pty Ltd, Non-Executive Director AssetOwl since August 2014.

Management



Giuseppe DiFranco
Chief Executive Officer
& Co-Founder

- Before co-founding AssetOwl had a working partnership with Google where he became one of the first members of the Australian Google Business View Program.
- At AssetOwl Giuseppe leads the teams developing the Web and Mobile applications, Robotic Hardware and Vision systems.

Capital Structure

Having raised \$3.5m and completed the acquisition of the AssetOwl business the capital structure is as follows:

	Shares (m)	Options AO10 (m)	Options AO10A (m)	Options Vendors (m)
Tradable	46.96	10.14	8.75	-
Restricted	13.58	-	11.00	5.00
Total	60.54	10.14	19.75	5.00

- There is also 25.65m performance rights on issue
- AO10 - exercisable @ 20¢ by 30 September 2018
- AO10A - exercisable @ 40c by 31 March 2019
- Vendor Options - exercisable @ 25c by 31 March 2019

- AssetOwl is considering a spin-out of its existing resource assets for the benefit of shareholders (excluding the AssetOwl Vendors) under the capital raising.

Top 10 Shareholders

1	Transcontinental Investments Pty Ltd	13.43%
2	Chesapeake Capital Limited	4.46%
3	Ogee Aust Pty Ltd	4.42%
4	NCKH Pty Ltd	4.42%
5	Imprint Investments Pty Ltd	4.42%
6	Indermaur C C + Indermaur	4.42%
7	Brady D J + K E + RF	3.02%
8	Argall Catherine Ellen	2.36%
9	Retzos Executive Pty Ltd	2.07%
10	Decket Pty Ltd	2.06%
Total		45.00%
Top 20		70.29%
Total Shareholders		513

Performance Milestones

- AssetOwl presents with a strongly constructed proposed financial roll out over 3 years
- The roll out does not include overseas sales and was discounted circa 33% to arrive at the Performance Milestones
- The Vendors of AssetOwl will be entitled to additional consideration on the achievement of the following performance hurdles over 3 calendar years :

	Amount	Performance Hurdle		Consideration
Class A Performance Rights	\$3m	CY17 Stores	320	Cash or up to 15m shares at 20¢ per share
		CY17 Revenue	\$3,008,000	
		CY17 NPBT	breakeven	
Class B Performance Rights	\$3m	CY18 Stores	1,152	Cash or up to 7.5m shares at higher of 40¢ per share or 10% discount to 14 day VWAP
		CY18 Revenue	\$5,760,000	
		CY18 NPBT	\$1,792,000	
Class C Performance Rights	\$3m	CY19 Stores	1408	Cash or up to 3.15m shares at the higher of 40¢ or 14 day VWAP
		CY19 Revenue	\$10,400,000	
		CY19 NPBT	\$5,696,000	

- Performance Rights for Class A, B and C vest one third for each performance hurdle met, ie stores/revenue/NPBT
- Adjustments to the number of Performance Rights which vest may occur as an offset against certain excess post acquisition liabilities in AssetOwl
- Company's election whether milestone payment is cash or shares

Use of Funds Raised

As per prospectus 9th November 2016

Funds Available	Subscriptions (\$3,500,000)
Cash on Hand	750,000
Funds from the offer	3,500,000
Total Funds Available	4,250,000
Use of Funds	
Corporate Overhead - ASX listed entity	600,000
Software development	1,550,000
Business Development & Marketing	350,000
Patent costs	100,000
Costs of the Offer	350,000
Regalpoint existing resource projects	300,000
General working capital	1,000,000
Total	4,250,000

Investment Proposition

- Following the acquisition of AssetOwl, AssetOwl presents with a **market capitalisation of \$12.1m @ 20¢ per share, net cash of circa \$3.5m ex issue costs (no debt)**, on cusp of commercialisation of the Management Platform with the expectation of a **breakeven CY17**
- AssetOwl's Management have a **very clear and precise understanding of the market**, the opportunities and have custom crafted solutions that offer very significant savings to retailers with other market's evolving
- The **magnitude of the “savings” for retailers** coupled with the functional capability of the product suite create what AssetOwl believes is a compelling business case
- **Initial sales** are emerging which support the transition to profitability
- **Scalability** and the **global nature of market potential** suggests exponential revenue possibilities
- **Management are completely aligned** with commercialising AssetOwl's Management Platform
- Access to capital and the materially enhanced status that an ASX listing bestows will escalate AssetOwl's ability to attract executive talent and make it a **materially stronger counterparty**
- AssetOwl fully expects management to **satisfy the performance milestones** opening up the prospect of significant shareholder returns