

VICULUS LIMITED

ACN 074 976 828

REPLACEMENT PROSPECTUS

For a non-renounceable pro rata offer of 5,086,930 Shares at an issue price of \$0.08 each on the basis of 1 Share for every 1 Share held at the Record Date to raise \$406,954 before costs.

Partially underwritten by:

Mercer Capital Pty Ltd

(with full underwriting committed subject to shareholder approval)

THIS OFFER CLOSES AT 5.00PM AEST ON 16 September 2013 - ACCEPTANCES MUST BE RECEIVED BEFORE THAT TIME.

Please read the instructions in this Prospectus and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your entitlement.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION

IT SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

This is a replacement prospectus dated 26 August 2013. It replaces a prospectus dated 26 July 2013 relating to shares of Viculus Ltd.

CORPORATE DIRECTORY

Directors
Samuel Armytage (Director)
Emily D'Cruz (Director)
Robert Parton (Director)
John Darling (Director)
Company Secretary
Samuel Armytage
Registered and Corporate Office
Level 27, 101 Collins Street Melbourne VIC 3000
Telephone: +61 3 9008 0464 Facsimile: +61 3 9653 7373
Underwriter
Mercer Capital Pty Ltd Level 27, 101 Collins Street Melbourne VIC 3000
Stock Exchange Listing
Australian Securities Exchange ASX Code: VCL

CONTENTS

Section	Description	Page No
	Important Notices	1
	Proposed Timetable	2
1	Details of the Offer	2
2	Action required by Shareholders	7
3	Risk Factors	8
4	Effect of the Offer	12
5	Additional Information	14
6	Authorisation	21
7	Glossary of Terms	21

IMPORTANT NOTICES

This Prospectus is dated **26 August 2013** and replaces the Prospectus lodged by Viculus Ltd with ASIC on **26 July 2013**. ASIC and ASX take no responsibility for the contents of this Prospectus.

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

A copy of this Prospectus is available for inspection at the registered office of the Company at Level 27, 101 Collins Street, Melbourne, Victoria, during normal business hours. The Company will provide a copy of this Prospectus to any person on request.

The Shares offered by this Prospectus should be considered speculative. Please refer to Section 3 for details relating to investment risks.

Applications for Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form sent with this Prospectus. The Entitlement and Acceptance Form sets out an Eligible Shareholders' entitlement to participate in the Offer.

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

No action has been taken to permit the offer of Shares under this Prospectus in any jurisdiction other than Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the application and, if the application is successful, to administer the Applicant's security holding in the Company.

By submitting a Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your application.

An Applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under law. Access requests must be made in writing to the Company's registered office.

This is a replacement prospectus dated 26 August 2013. It replaces a prospectus dated 26 July 2013 relating to shares of Viculus Ltd.

PROPOSED TIMETABLE

Lodge Prospectus with ASIC & ASX	26 July 2013
Lodge Prospectus and Appendix 3B with ASX	29 July 2013
Despatch notice containing Appendix 3B information to Share holders	29 July 2013
Ex-Entitlement Date	1 August 2013
Record Date	8 August 2013
Replacement Prospectus and Entitlement and Acceptance Form despatched to Eligible Shareholders	2 September 2013
Offer Opens	2 September 2013
Offer Closes	16 September 2013
Anticipated date for the issue of the Shares to Eligible Shareholders including allocation for any Shortfall Shares subscribed	17 September 2013
Allocation and issuance of Shortfall Shares to any sophisticated and professional investors, and issuance to the Underwriter up to a maximum 19.9% relevant interest in the Company's issued capital..	23 September 2013
Issue of any remaining Shortfall Shares to the Underwriter that would result in the Underwriter possessing a relevant interest in the Company's issued capital exceeding 19.9%	To be determined (pending a meeting of shareholders' to approve this issue.

1. DETAILS OF THE OFFER

1.1 The Offer

Viculus is making a non-renounceable pro rata offer of Shares at an issue price of \$0.08 each to Eligible Shareholders on the basis of 1 Share for every 1 Share held at 5:00 pm (AEST) on the Record Date ("**the Offer**").

A maximum of 5,086,930 Shares will be issued pursuant to this Prospectus to raise up to \$406,954.

Viculus has entered into a general underwriting arrangement with Mercer Capital Pty Ltd, pursuant to which Mercer Capital is liable to underwrite the full amount of the Offer. **However, unless and until the Company holds a meeting of its members to approve the underwriting, Viculus must ensure Mercer Capital does not acquire a relevant interest in the Company's issued capital exceeding 19.9%** in taking up any Shares under the Offer.

This is a replacement prospectus dated 26 August 2013. It replaces a prospectus dated 26 July 2013 relating to shares of Viculus Ltd.

Shareholder should refer to sections 1.6 and 5.8 of this Prospectus for a summary of the underwriting arrangement.

Eligible Shareholders will have the right to subscribe for any Shortfall Shares in priority to Mercer Capital Pty Ltd, the underwriter.

Shareholders should be aware of the risks associated with the Offer, details of which are set out in Section 3 of this Prospectus. A summary of the rights attaching to the Shares is contained in section 5.1.

1.2 Entitlement

This Offer is made to Eligible Shareholders, being the registered shareholders of ordinary fully paid shares in Viculus at the Record Date, **8 August 2013**. As an Eligible Shareholder you are entitled under the Offer to subscribe for 1 new Share on the basis of every 1 Share held by you at the Record Date.

Your Entitlement has been calculated and is shown in the accompanying Entitlement and Acceptance Form.

The Offer is being made on a non-renounceable basis, meaning that Entitlements cannot be transferred or sold.

Acceptances must not exceed your entitlement as shown on the Entitlement and Acceptance Form, although you may accept all or only part of your entitlement. If your acceptance exceeds your entitlement, acceptance will be deemed to be for your maximum entitlement and any surplus Application Monies will be returned.

1.3 Entitlement and Acceptance Form

Acceptance of a completed Entitlement and Acceptance Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares accepted. The Entitlement and Acceptance Form does not need to be signed to be a binding acceptance of Shares.

If the Entitlement and Acceptance Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat an Entitlement and Acceptance Form as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

1.4 Opening and Closing Dates

The Company will accept Entitlement and Acceptance Forms until 5.00 p.m. AEST on the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.

1.5 Purpose of the Offer

Completion of the issue of Shares offered by this Prospectus will result in an increase in the cash on hand of up to approximately \$406,954 (before payment of associated costs).

The funds raised under the Offer are proposed to be expended as follows:

Description of Cash Outflows	Offer A\$
1. Pay down debt that is due	\$250,000
2. General working capital and due diligence to identify and acquire a new business	\$150,454
3. Estimated Costs of Offer	\$6,500
Total funds raised under the Offer	\$406,954

The Directors consider shareholders' best interests are served by conducting the Offer now to ensure continuing solvency of the Company and to enhance a productive search for a new business to be acquired.

Various debts of the Company, as outlined below, are past the due date for repayment and are now subject to repayment on demand. The Company's largest creditor has demonstrated patience in terms of waiting for repayment of the sum owed to it. However the Directors have been recently put on notice that such patience is limited.

The various debts of the company include:

1. Approximately \$170,000 is owed to Mathieson Nominees Pty Ltd and was due for repayment on 31 December 2012. These loan funds are secured by a fixed and floating charge that were loaned to the Company to funding updating of its financial reporting over multiple reporting periods prior to 2010.
2. Approximately \$22,000 is owed to Euro Petroleum Pty Ltd and is due for repayment. This funding was provided to enable the Company to pay its ASX listing fees last year.
3. Approximately \$10,000 is owed to the Company's Auditors in respect of previous audit services.

4. Approximately \$50,000 is owed to an entity associated with one of the directors (Samuel Armytage - a legal practitioner) that has provided administration services and a funding facility to the Company for the past three years - including: office accommodation, statutory reporting, legal services, accounting services, and company secretarial services - which amount has been accrued without payment.

Actual expenditure may differ significantly from the above estimates due to a number of factors including market conditions, the development of new opportunities and other factors (including the risk factors outlined in Section 3).

The Company also intends to consider other opportunities as they arise which may result in costs being incurred which are not included in the above estimates. To capitalise on future opportunities and depending on the success of its activities the Company may require further equity fund raisings.

The working capital may be utilised by the Company to pay for non-budgeted expenditures (if any), acquisition of new opportunities and the administration of the Company.

1.6 Underwriting of the Offer

The Offer is fully underwritten by Mercer Capital Pty Ltd ("**the Underwriter**") pursuant to an Underwriting Agreement entered into with the Company on 18 July 2013.

However, unless and until the Company holds a meeting of its members to approve the underwriting provided by Mercer Capital, Viculus must ensure Mercer Capital does not acquire a relevant interest in the Company's issued capital exceeding 19.9 %.

The sole director of the Underwriter (Ms Emily D'Cruz) is also a director of the Company which means the Underwriting Agreement will constitute a related party transaction. The terms of the Underwriting Agreement are summarised in Section 5.8, along with disclosure of the Board's handling of this related party transaction.

Mercer Capital Pty Ltd has agreed not to accept a fee for its underwriting services.

1.7 Shortfall

Shareholders are offered the opportunity to apply for any Shortfall Shares (e.g. all shares that other shareholders choose not to subscribe for pursuant to their Entitlement).

Eligible Shareholders that subscribe for their full Entitlement under the Offer may subscribe for any number of Shortfall Shares by completing the section of the Entitlement and Acceptance Form entitled 'Shortfall'. Your tailored Entitlement and Acceptance Form accompanies this Prospectus.

Shortfall Shares will be issued at the same price and on the same terms as the Shares and an Eligible Shareholder may only make an application for Shortfall Shares if they apply for their maximum Entitlement.

Shortfall Shares will only be issued if the Offer is undersubscribed and will only be issued to the

extent necessary to make up any shortfall in subscriptions. If the Company receives applications for Shortfall Shares that would result in the Offer being oversubscribed then the Company will not accept such oversubscriptions and will reject applications at its absolute discretion.

The Directors will not issue any shares to the underwriter - Mercer Capital Pty Ltd - until all applications for Shortfall Shares have been accepted from Eligible Shareholders and following a five (5) day period after the Closing Date where any residual Shortfall Shares must be offered to any sophisticated or professional investors expressing interest to subscribe for the Shortfall Shares. In the event of receiving subscription for residual Shortfall Shares from sophisticated or professional investors, the maximum number of shares to be issued will be subject to the capacity of the Company to issue shares without shareholder approval under Chapter 7 of the ASX Listing Rules.

Application Monies received but not applied towards subscriptions for Shortfall Shares will be refunded as soon as practicable. No interest will be paid on Application Monies held and returned. Furthermore, the Company will not issue Shortfall Shares where to do so would result in a breach of the *Corporations Act* or the Listing Rules.

The Company will ensure that no person, entity or Shareholder will, through the allocation of Shortfall Shares, acquire a holding of, or (in the case of existing Shareholders) increase their holding to, an amount in excess of 19.9% of all the Shares on issue following the completion of the Offer. The Shortfall Shares will not be placed with Directors of the Company, their associates or related parties of the Company (save that any amount of the Shortfall Shares not subscribed for will become subject to subscription from the underwriter - Mercer Capital Pty Ltd - subject to obtaining a maximum relevant interest in 19.9% of Viculus shares on issue).

1.8 No rights trading

The rights to Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your rights to subscribe for Shares to any other party. If you do not take up your entitlement to Shares under the Offer by the Closing Date, the Offer to you will lapse.

1.9 Issue and dispatch

All Shares offered by this Prospectus are expected to be issued, and security holder statements dispatched, on or before the date specified in the Timetable.

It is the responsibility of Applicants to determine their allocation prior to trading in the Shares. Applicants who sell Shares before they receive their holding statements will do so at their own risk.

1.10 Application Monies held on trust

All Application Monies received for the Shares will be held in trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the Shares are issued. All Application Monies will be returned (without interest) if the Shares are

not issued.

1.11 No brokerage and stamp duty payable on subscription under Entitlement

No brokerage or stamp duty will be payable by you in respect of a subscription for New Shares under your Entitlement.

1.12 No ASX quotation

Importantly, the Shares offered under this Prospectus will not initially be quoted on the ASX. It is intended the shares will at some stage in the future become the subject of an application for quotation following re-compliance by the Company with Chapters 1 and 2 of the ASX Listing Rules. However, no such application will be made until such time that the Company finishes of business to acquire and completes the acquisition thereof. Despite this intention to apply for quotation of the Shares on the ASX at a later date, the Board cannot provide any guarantee that the Shares issued under this Prospectus will become tradable on the ASX in the future.

1.13 CHESS

The Company will not be issuing share certificates or option certificates. The Company will apply to the ASX to participate in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares and Options allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number ("HIN") or Shareholder Reference Number ("SRN") and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

1.14 Overseas Shareholders

The Offer is not being extended to any Shareholders whose registered address is outside Australia or New Zealand. The Company is of the view that it is unreasonable to make the Offer to shareholders outside Australia and New Zealand, having regard to:

- (a) the number of those Shareholders;
- (b) the number and value of Shares to be offered to those persons; and
- (c) the cost of complying with overseas legal requirements.

The Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer other than for Shareholders in Australia and New Zealand. The Company is not required to make offers under the Prospectus to Shareholders other than in Australia and New Zealand. Where the Prospectus has been dispatched to Shareholders domiciled outside Australia or New Zealand and where the country's securities code or legislation prohibits or restricts in any way the making of the offers contemplated by the Prospectus, the Prospectus is provided for information purposes only.

1.15 Risk factors

An investment in Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are in Section 3.

It is important that Eligible Shareholders understand the risks associated with not accepting their Entitlement.

If you elect not to accept your Entitlement in full under this Prospectus, your Shareholding in the Company will be diluted. Please carefully consider whether to accept your Entitlement and, if you are in doubt as to whether to accept, you should consult your independent professional investment adviser.

1.16 Tax implications

The Company makes no representation and provides no advice in relation to the tax consequences for any Shareholder of taking up their Entitlement under the Offer. Shareholders should seek professional taxation advice about the tax consequences of taking up the Entitlement.

1.17 Major activities and financial information

A summary of the major activities and financial information relating to the Company for the half year ended 31 December 2012 is in the Half Yearly Report which was lodged with ASX on 21 June 2013.

The Company's continuous disclosure notices (i.e. ASX announcements) since 1 January 2012 are listed in Section 5.3.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that Shareholders review these and all other announcements prior to deciding whether or not to participate in the Offer.

Enquiries concerning Prospectus

Enquiries concerning the Entitlement and Acceptance Form and this Prospectus should be directed to the Company Secretary - Sam Armytage - by telephone on + 61 3 9008 0464.

2. Action required by Shareholders

2.1 Acceptance of Securities under this Prospectus

Should you wish to accept all or part of your Entitlement, then applications for Shares under this Prospectus must be made on the Entitlement and Acceptance Form, which accompanies this Prospectus, in accordance with the instructions referred to in this Prospectus and on the reverse side of the Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided **including the number of Shares you wish to accept and any subscription for Shortfall Shares you may desire**. Also fill in details of the amount of the Application Monies (calculated at \$0.08 per Share accepted) and attach a cheque for the Application Monies or make arrangements to pay via direct deposit as indicated on the Entitlement and Acceptance Form.

If you choose to accept the Offer and to make payment other than by direct deposit then your completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Viculus Limited – Rights Issue" and lodged and received at any time after the issue of this Prospectus and on or before the Closing Date at the Company's share registry (by delivery or by post) at:

Viculus Ltd
Level 27, 101 Collins St
MELBOURNE VIC 3000

The Company shall not be responsible for any postal or delivery delays.

2.2 Entitlements not taken up

If you do not wish to accept any of your entitlement, you are not obliged to do anything. The number of Shares you hold and the rights attached to those Shares will not be affected should you choose not to accept any of your entitlement.

2.3 Enquiries concerning your entitlement

If you have any queries concerning your entitlement please contact:

Viculus Limited
Attention: Sam Armytage
Company Secretary
Level 27, 101 Collins Street
MELBOURNE VIC 3000
Telephone: + 61 3 9008 0464
E-mail: sta@aclaw.com.au

3. Risk Factors

The activities of the Company, as in any business, are subject to risks which may impact on the Company's future performance. The Company has implemented appropriate strategies, actions, systems and safeguards for known risks. However, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Shareholders need to be aware of in evaluating the Company and the risks of increasing your investment in the Company. Shareholders should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the following:

3.1 Specific Risks associated with the Company

(a) **Operations Status**

Viculus does not currently own or operate a business. Since the effectuating of the Company's deed of company arrangement in 2010, the Board has been overseeing a search for an acquisition of a suitable business by which to support reinstatement of the Shares to Official Quotation. The Company's Shares are currently suspended from trading and are likely to remain suspended until the Company successfully acquires a business and complies with the requirements in an application to ASX under Chapters 1 & 2 of the ASX Listing Rules.

This process poses significant challenges for the Company in terms of finding an appropriate business to acquire, followed by raising sufficient new capital to complete the acquisition and to satisfy the requirements of the ASX Listing Rules with regard to having the prescribed amount of net tangible assets (a minimum of \$3 million) and having the requisite number of shareholders that each possess a marketable parcel of Shares (a minimum of \$2000 per parcel).

To bolster the Company's skill set with regard to completing a successful business acquisition, the Board recently announced Viculus would focus on investigating opportunities in the biotechnology field, since negotiations to acquire a number of mining projects became untenable in light of the downturn in market sentiment in this sector.

To support this change in focus the Board recently appointed a new director, Ms Emily D'Cruz. Ms D'Cruz past experience and accomplishments in the biotechnology sector are described in the Company's market release dated 11 June 2013 titled "Letter to Shareholders / Director Appointment".

(b) **Liquidity / No quotation of Shares on ASX**

Please refer to the explanation contained in Section 1.11 of this Prospectus. None of the

Shares, existing and to be issued under the Offer will be quoted on the ASX until such time as the Company successfully applies for re-quotations of the shares under Chapters 1 & 2 of the ASX Listing Rules. Accordingly, there will be little or no liquidity in the Shares for the foreseeable future.

(c) **New Projects and Acquisitions**

The Company has to date and will continue to actively pursue and assess other new business opportunities particularly those in the “biotech” sector. These new business opportunities may take the form of business acquisitions, project acquisitions, joint ventures, or equity participation.

The acquisition of new business opportunities (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies already advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is completed, the Directors will need to reassess at that time, the funding allocated to current businesses and new businesses, which may result in the Company reallocating funds from other businesses and/or the raising of additional capital (if available). Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new business activities will remain.

Furthermore, any new business acquisition may change the risk profile of the Company, particularly if the new business is located in another jurisdiction, involves a new technology and/or changes the Company’s capital/funding requirements.

Should the Company propose or complete the acquisition of a new business activity, investors should re-assess their investment in the Company in light of the new project/business activity.

(d) **Future Capital Requirements**

The Company’s activities may require significant expenditures. There can be no assurances that the funds raised through the Offer will be sufficient to successfully achieve all the objectives of the Company’s overall business strategy. If the Company is unable to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Offer, there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all. 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. 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.

(e) **Competitive Activity**

The Company is likely to face a variety of competitive challenges. The inability of the Company to achieve a share of the chosen market may have a material impact on its future operations and the ultimate viability of the Company.

(f) **Development Risk**

The Company is targeting opportunities that will require exposure to product development and research into new bio-technologies. There is a risk that development of these new products will require costs beyond those budgeted and even if developed there is no guarantee that the products will be successfully commercialised and exploited.

3.2 General Risks

(a) **Securities Investments**

There are risks associated with any securities investment. The value of the Shares may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for "cleantech" companies, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. There can be no guarantee that these trading prices will be sustained. These factors may materially affect the market price of the Shares regardless of the Company's operational performance.

(b) **Share Market Conditions**

Share market conditions may affect the value of Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) changes in investor sentiment toward particular market sectors;
- (iv) the demand for, and supply of, capital; and

(v) terrorism or other hostilities.

The market price of the Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and “cleantech” stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company, or any return on an investment in the Company.

(c) **Economic Risk**

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption, the rate of growth of gross domestic product in Australia, or any other country in which the Company operates, interest rates and the rate of inflation.

(d) **Changes in Government Policies & Legislation**

Any material adverse changes in government policies or legislation of Australia or any other country where the Company may acquire economic interests may affect the viability and future profitability of the Company.

(e) **Dilution risk**

In the event you determine not to accept your Entitlement, then your relative ownership interest in the Company will decrease to depending on the extent to which other Eligible Shareholders take up their Entitlements and that any Shortfall Shares are taken up by Shareholders and the Underwriter.

3.3 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus. Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares. Potential investors should consider that an investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for Shares pursuant to this Prospectus.

4. Effect of the Offer

4.1 Capital Structure on completion of the Offer

	Number of Shares	Number of Options
Balance at the date of this Prospectus	5,086,930	-
To be issued under the Offer	5,086,930	-
Balance after the Offer	10,173,860	-

4.2 Voting Control

The Company will ensure that no person, entity or Shareholder will, through the Offer, acquire a holding of, or (in the case of existing Shareholders) increase their holding to, an amount in excess of 19.9% of all the Shares on issue following the completion of the Offer. The Shares and Shortfall Shares will not be placed with Directors of the Company, their associates or related parties of the Company (save that any amount of the Shortfall Shares not subscribed for will become subject to subscription from the underwriter - Mercer Capital Pty Ltd - subject to obtaining a maximum relevant interest in 19.9% of the Shares on issue following completion of the Offer).

4.3 Proposed Offer

Basis of Preparation

The pro-forma statement of financial position has been prepared in accordance with the draft ASIC Guide to Disclosing Pro-Forma Financial Information (issued July 2005).

The pro forma balance sheets have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The pro forma statement of financial position is based on the statement of financial position as at 30 June 2013 (unaudited) that has then been adjusted to reflect the material transactions in the notes below.

	Unaudited 30-Jun-13 \$	Pro-Forma Post Offer \$
Current Assets		
Cash and cash equivalents ¹	-	400,454
Total Current Assets	-	400,454
TOTAL ASSETS	-	400,454
Current Liabilities		
Trade and other payables	80,800	80,800
Borrowings	222,457	222,457
Total Current Liabilities	303,257	303,257
TOTAL LIABILITIES	303,257	303,257
NET ASSETS	303,257	97,197
Equity		
Issued capital	22,720,660	23,127,614
Accumulated losses	(23,023,917)	(23,030,417)
TOTAL EQUITY	(303,257)	97,197
Note 1: Reconciliation of Cash		
Balance at 30 June 2013	0	
Funds to be raised from Offer	406,954	
Estimated cost of Offer	(6,500)	
Pro Forma Balance	400,454	

4.4 Market Price of Shares

The Company's Shares have been suspended from trading on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and as such no on-market sales were recorded.

4.5 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

5. Additional information

5.1 Rights attaching to Shares

The Shares to be issued pursuant to this Prospectus will rank equally in all respects with Existing Shares in the Company. Full details of the rights attaching to the Shares are set out in the Company's Constitution, a copy of which can be inspected at the Company's registered office.

The following is a summary of the rights which attach to the Company's existing Shares:

(a) Voting

Subject to any restriction on voting imposed due to a breach of the Listing Rules relating to restricted shares or any escrow agreement entered into by the Company and a member, every holder of Shares present in person or by proxy, attorney or representative at a meeting of Shareholders has one vote on a vote taken by a show of hands and, on a poll, every holder of Shares who is present in person or by proxy, attorney or representative has one vote for every Share held by him or her, but, in respect of partly- paid shares, shall have a fraction of a vote for each partly-paid share.

A poll may be demanded before a vote is taken, or before or immediately after the declaration of the result of the show of hands by the chairperson of the meeting, by at least five Shareholders present in person or by proxy, attorney or representative, or by any one or more Shareholders who are together entitled to not less than 5% of the total voting rights of all those Shareholders having the right to vote on the resolution.

(b) Dividends

Dividends are payable out of the Company's profits and are declared by the Directors. Dividends declared will (subject to the rights of any preference shareholders and to the right of the holders of any shares created or raised under any special arrangement as to dividend) be payable on the Shares in accordance with the Corporations Act.

(c) Transfer of Shares

A Shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX or the Corporations Act for the purpose of facilitating transfers in shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors.

The Directors may refuse to register any transfer of Shares, other than a market transfer, where permitted by the Listing Rules or the ASTC Settlement Rules. The Company must comply with such obligations as may be imposed on it by the Listing Rules and where appropriate the ASTC Settlement Rules in connection with any market transfer and may not

prevent, delay or in any way interfere with the registration of a market transfer where to do so would be contrary to the provisions of any of the Listing Rules or the ASTC Settlement Rules.

(d) Meetings and Notice

Each Shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution of the Company, the Corporations Act or the Listing Rules.

(e) Winding Up

The Company has only issued one class of Shares, which all rank equally in the event of liquidation. A liquidator may, with the authority of a special resolution of Shareholders divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders.

The liquidator can, with the sanction of a special resolution of the Company's Shareholders, vest the whole or any part of the assets in trust for the benefit of Shareholders as the liquidator thinks fit, but no Shareholder of the Company can be compelled to accept any Shares or other shares in respect of which there is any liability.

(f) Shareholder Liability

As the Shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(g) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. At least 28 days written notice, specifying the intention to propose the resolution as a special resolution, must be given.

(h) ASX Listing Rules

Notwithstanding anything in the Constitution of the Company, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain

that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

5.2 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 5.3 below).

5.3 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the issue, a copy of:

- a) the Annual Financial Report of the Company for the year ended 30 June 2012, being the last financial year for which an annual financial report has been lodged with ASIC in relation to the Company before the issue of this Prospectus;
- b) the Half-Year Financial Report of the Company for the half-year ended 31 December 2012, being the half-year financial report lodged with ASIC in relation to the Company since the lodgement of the annual financial report and before lodgement of this Prospectus; and the following continuous disclosure notices given by the Company to notify ASX of information relating to the Company during the period from the date of the Annual Financial Report referred to in paragraph (a) and before the date of issue of this Prospectus are as follows:

Date Lodged	Subject of Announcement
21/06/2013	Half Yearly Report and Accounts – 2012
21/06/2013	Half Yearly Report and Accounts – 2011
21/06/2013	Annual Report to shareholders
21/06/2013	Initial Director Interest Notice
11/06/2013	Letter to Shareholders / Director Appointment
08/03/2013	Business Update

The following documents are available for inspection throughout the application period of this Prospectus during normal business hours at the registered office of the Company at Level 27, 101 Collins Street, Melbourne VIC 3000:

- (i) this Prospectus;
- (ii) the Constitution; and

- (iii) the consents referred to in Section 5.10 and the consents provided by the Directors to the issue of this Prospectus.

5.4 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

5.5 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Securities under this Prospectus.

5.6 Directors' interests

(a) Directors' Interests

Except as disclosed in this Prospectus, no Director and no firm in which a Director is a partner:

- (i) has any interest, nor has had any interest in the last two years prior to the date of this Prospectus, in
 - (A) the formation or promotion of the Company; or
 - (B) the Offer; or
 - (C) property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offer; nor
- (ii) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Offer.

(b) Directors' Holdings

Set out in the table below are details of Directors' relevant interests in the Securities of the Company at the date of this Prospectus:

Director	Relevant Interest in No. of Shares
Samuel Armytage	28,200
Emily D'Cruz	Nil
Robert Parton	Nil
John Darling	Nil

(c) Remuneration of Directors

The Company's Constitution provides that the Company may remunerate the Directors. The remuneration shall, subject to any resolution of a general meeting, be fixed by the Directors.

The maximum aggregate amount of fees that can be paid to Non-Executive Directors is subject to approval by shareholders at a general meeting. Total directors' fees paid to all non-executive directors is not to exceed \$300,000 per annum. Director's fees paid to non-executive directors accrue on a daily basis. Fees for non-executive directors are not linked to the performance of the economic entity. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company and non-executive directors may receive incentive options in order to secure and/or retain their services.

Fees in the table below include all remuneration provided by the Company.

Directors received the following remuneration for the preceding two financial years:

Directors	Financial Year	Salary & Fees \$	Super \$	Options \$	Other non-cash Benefits \$	Total \$
Samuel Armytage ^{1,3}	2013 [*]	24,000	-	-	-	24,000
	2012	12,000	-	-	-	12,000
Emily D'Cruz ²	2013 [*]	-	-	-	-	-
	2012	-	-	-	-	-
Robert Parton ¹	2013 [*]	-	-	-	-	-
	2012	-	-	-	-	-
John Darling	2013 [*]	-	-	-	-	-
	2012	-	-	-	-	-

1 Appointed as a Director on 21 February 2012.

- ² Appointed as a Director on 11 June 2013.
- ³ Fees paid to Mr Samuel Armytage are pursuant to a contract between the Company and a law firm, Armytage Corporate Lawyers, for the provision of services including company secretarial, general administration, legal, bookkeeping and reporting.
- * Unaudited

5.7 Interests of Named Persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest, nor has had any interest in the last two years prior to the date of this Prospectus, in
- (i) the formation or promotion of the Company; or
 - (ii) the Offer; or
 - (iii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offer; nor
- (b) has been paid or given or will be paid or given, any amount or benefit in connection with the formation or promotion of the Company or the Offer.

Mercer Capital has been appointed as underwriter to the Offer. Refer to Section 5.8 for further details of the terms of the underwriting agreement.

5.8 Underwriting

The Company has entered into an underwriting agreement with Mercer Capital Pty Ltd dated 18 July 2013 (**Underwriting Agreement**) pursuant to which Mercer Capital has agreed to underwrite a total of \$814,153 through the issuance of Shares at eight cents each (**Underwritten Amount**).

As a first step towards fulfilling the Underwritten Amount, Mercer Capital has agreed to underwrite the Offer for the full amount of \$406,173. Mercer Capital has agreed to forego a fee for provision of the underwriting services.

The obligations of Mercer Capital to underwrite the Offer pursuant to the Underwriting Agreement are unconditional.

Mercer Capital may procure any person to sub-underwrite such portion of the Offer as Mercer Capital, in its discretion, thinks fit.

As disclosed in Section 1.6 of this Prospectus, Ms Emily D'Cruz is a director of both Viculus and Mercer Capital (the underwriter to the Offer).

The Board (excluding Ms Emily D'Cruz) have met and made a careful determination in their opinion that the Underwriting Agreement contains terms that are sufficiently less favourable to Mercer Capital than would be obtained in an otherwise arms' length transaction. In these circumstances the Board is confident that the Underwriting Agreement is not a related party transaction requiring

approval from members under Section 208 of the *Corporations Act 2001*. The Board is confident in this position based on the fact Mercer Capital will not be paid a fee for performing the underwriting services and, furthermore, the performance of those services is unconditional and not subject to the range of conditions and pre-requisites that usually apply to a commercial underwriting with respect to offers similar in nature to the Offer.

Unless and until the Company holds a meeting of its members to approve the underwriting provided by Mercer Capital, Viculus must ensure Mercer Capital does not acquire a relevant interest in the Company's issued capital exceeding 19.9 %.

5.9 Expenses of Offer

The estimated expenses of the issue are as follows:

ASIC lodgement fee	\$2,500
Printing, mailing and other expenses	<u>\$4,000</u>
Total	<u>\$6,500</u>

5.10 Consents

The following consents have been given in accordance with the Corporations Act and have not been withdrawn as at the date of lodgement of this Prospectus with ASIC:

Armytage Corporate Lawyers Pty Ltd has given, and has not withdrawn, its written consent to being named in this Prospectus as solicitors to the Company. Armytage Corporate Lawyers Pty Ltd has not authorised or caused the issue of this Prospectus or the making of the Offer under this Prospectus. Armytage Corporate Lawyers Pty Ltd makes no representation regarding, and to the extent permitted by law excludes any responsibility for, any statements in, or omissions from, any part of this Prospectus.

Mercer Capital Pty Ltd has given and, has not withdrawn, its written consent to be named as underwriter in the form and context in which it is named. Mercer Capital has had no involvement in the preparation of any part of this Prospectus other than being named as underwriter of the Offer. Mercer Capital has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Prospectus.

5.11 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings of a material nature and the Directors are not aware of any legal proceedings pending or threatened against the Company.

6. Authorisation

This Prospectus is authorised by each of the Directors of the Company. This Prospectus is signed for and on behalf of Company by:



I just want to

Samuel Armytage

Company Secretary

Dated: 26 August 2013

7. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

Acceptance means a valid application for Shares made pursuant to this Prospectus on an Entitlement and Acceptance Form.

AEST means Australian Eastern Standard Time, being the time in Melbourne, Australia.

Applicant means a person who submits an Entitlement and Acceptance Form.

Application Monies means the application monies paid in accordance with Section 2 of this Prospectus which may be in the form of direct deposit paid to Viculus or a cheque attached to a completed Entitlement and Acceptance Form.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691.

Board means the Directors meeting as a board.

Business Day means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

CHESS means ASX Clearing House Electronic Subregister System.

Closing Date means 16 September 2013 or such later date as the Directors may determine.

Company means Viculus Limited ACN 074 976 828.

Constitution means the constitution of the Company as at the date of this Prospectus.

Corporations Act means Corporations Act (Cth) 2001.

Directors mean the directors of the Company as at the date of this Prospectus.

Eligible Shareholder means a person registered as the holder of Shares on the Record Date whose registered address is in Australia or New Zealand.

Entitlement means the number of Shares that an Eligible Shareholder is entitled to subscribe under the Offer, as stipulated in the Entitlement and Acceptance Forms sent to the Eligible Shareholder.

Entitlement and Acceptance Form or **Form** means the entitlement and acceptance form attached to this Prospectus that sets out the entitlement of Shareholders to subscribe for Shares pursuant to the Offer.

Mercer Capital means Mercer Capital Pty Ltd ACN 153 814 218.

Issuer Sponsored means securities issued by an issuer that are held in un-certificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHES.

Listing Rules means the Listing Rules of ASX.

Offer means as defined in Section 1.1.

Official List means the official list of ASX.

Official Quotation means quotation of Shares on the Official List.

Prospectus means this prospectus dated 26 July 2013. Record Date means the day specified in the proposed Timetable.

Record Date means 8 August 2013.

Section means a section of this Prospectus.

Shareholder means a holder of Shares.

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

Shortfall Shares means 5,086,930 Shares in the Offer less the number of Shares validly subscribed for by Eligible Shareholders in accordance with their Entitlement.

Timetable means the proposed timetable for the Offer on page 2 of this Prospectus.

Underwriting Agreement means the underwriting agreement between the Company and Mercer Capital.

\$ means Australian dollars.