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Australian Stock Exchange Limited
20 Bridge Street
Sydney NSW 2000

By: e-lodgement

COMPANY ANNOUNCEMENT
For immediate release

RKS Consolidated Limited to acquire SkyFii Group Pty Limited
Binding Letter of Intent signed

1 Highlights

- RKS Consolidated Limited (**RKS** or the **Company**) has entered into a Binding Letter of Intent (**LOI**) to acquire 100% of the shares of SkyFii Group Pty Limited (**SkyFii**)
- The Company will issue RKS shares to the value of $13,500,000 plus an earn-out amount not exceeding $16,500,000, which will be based on 2016 calendar year revenues of SkyFii
- SkyFii is a technology company that makes big data actionable for retailers to drive customer loyalty and sales
- Proprietary technology platform that allows collection of rich consumer behavioural data to faciliate dynamic location based content delivery in real-time
- Significant contracts already in place with large retail groups and a strong pipeline of partners already at contract and pilot stage.
- Revenue derived from 3 main channels
  - Advertising – personalised, location based
  - Analytics – online measurement for bricks & mortar retailers
  - Data Services – bridging the gap between advertising & sales
- Market leader in retail Wi-Fi analytics and content delivery in Australia
- Experienced and well-qualified management team

The Directors of RKS Consolidated Limited (**RKS**) are pleased to announce that RKS has entered into a Binding Letter of Intent with SkyFii Group Pty Limited (**SkyFii**) under which the parties will seek to reach final agreement for the acquisition by RKS of SkyFii (**Proposed Transaction**).

The Proposed Transaction involves a change in the nature and scale of the Company's activities, and is therefore conditional on the approval of RKS shareholders at a general meeting (**General Meeting**). A Notice of Meeting will be sent to RKS shareholders in due course.

Following completion of the Proposed Transaction, Wayne Arthur, SkyFii's Managing Director, and the SkyFii directors will be appointed to the RKS Board and the current RKS directors will resign. Subject to the completion of the Proposed Transaction, Wayne Arthur will be appointed Managing Director and CEO of the Company.

2 About SkyFii

SkyFii is a leading Australian based retail technology company which captures, analyses and visualises customer behavior to provide retailers with actionable insights to drive more informed decision making and deliver targeted content in real-time. SkyFii services are currently available in Australia, Brazil, Indonesia and South Africa.

Originally conceived in late 2011, the development of SkyFii's business model has been spearheaded by Mr Wayne Arthur, Managing Director and CEO, and supported by an entrepreneurial team with extensive commercial experience in technology, media, product development and operations.

At the heart of SkyFii is proprietary technology platform which is able to collect a wealth of consumer behavioural and intent data both online and physically within retail environments. The platform integrates this data with the retail partners existing data sets (online/offline/POS/ CRM) to form an actionable 360 view of current and future customers.

SkyFii's unique integrated data warehouse and content delivery platform allows retailers/advertisers to use this data, including location information and customer profiles, to push targeted content to and engage with customers through WiFi, SMS, Email or App based push notifications in real-time. This "targeted" messaging can be enhanced with Bluetooth LE nodes providing localised proximity marketing by integrating with a customer's mobile app.

In addition, SkyFii's in store data gathering capability can inform retailer's operational strategy (staffing, merchandising, infrastructure) through providing insight into physical customer habits in store and patterns exhibited before and after entering the store.

For more on SkyFii please see attached Overview and visit www.skyfii.com

3 Proposed Transaction Conditions

The Proposed Transaction is conditional upon RKS conducting confirmatory legal and accounting due diligence on SkyFii to its satisfaction and the negotiation and documentation of final terms and conditions of a comprehensive sale and purchase agreement between RKS and SkyFii.RKS expects to complete its due diligence within 10 days of the date of this announcement.

4 Proposed Transaction terms

The key elements of the Transaction are as follows:

(a) the Company will issue RKS shares to the value of $13,500,000 as initial consideration for the acquisition of SkyFii (**Initial Consideration**)

(b) the Vendors of SkyFii will be entitled to an earn out (capped at $16,500,000) based on the revenue of the Company during the 2016 calendar year (**Earn Out Consideration**). The

Earn Out Consideration will be payable by the issue of RKS shares at an issue price equivalent to the Initial Consideration.

(c) RKS will seek to undertake a capital raising of up to $2,000,000 by way of a public offer under a prospectus which will be issued in due course.

(d) RKS will implement a 10-to-1 share consolidation of its existing share capital. This share consolidation will occur post the General Meeting.

(e) the Company will issue RKS shares to its advisors valued at $500,000 as consideration for advisory services performed.

(f) The Company will implement a 10-to-1 share consolidation of its existing share capital. This share consolidation will occur post the General Meeting.

(g) The Company will be required to re-comply with the ASX admission requirements;

5 General Meeting

It is proposed that RKS acquire SkyFii for shares in RKS. Due to the size of the Proposed Transaction and potential change in nature of the RKS business, a general meeting of RKS shareholders is required to approve the Proposed Transaction and RKS will be required to satisfy the listing conditions of ASX (including the minumim capital requirements and minimum number of shareholders required under the Listing Rules).

If the Proposed Transaction is committed to and agreed, more details regarding the Proposed Transaction, SkyFii and necessary resolutions required at a general meeting to approve the Proposed Transaction will be provided in a notice of meeting and explanatory memorandum, and an Independent Expert's Report to enable the current RKS shareholders to make an informed decision in relation to the proposed transaction.

6 Effect on RKS capital structure

The following table shows the indicative impact the Proposed Transaction will have on the Company's share capital structure, subject to rounding of fractional entitlements under the proposed RKS share consolidation and assuming the public offer is fully subscribed:

Share Capital transaction	Number of Shares	% of total
Total RKS Shares on issue	85,000,000	-
Shares to be issued at EGM on 3 July 2014	15,000,000	-
Shares on issue pre consolidation	100,000,000	-
Shares on issue post consolidation on a 1:10 basis	10,000,000	5.797 %
Shares to be issued to Vendors security holders at $0.20 per Share	67,500,000	39.130 %
Shares to be issued to under the public offer at $0.20 per Share	10,000,000	5.797 %
Maximum number of earn out shares	82,500,000	47.826 %
Issue of Shares to Advisors	2,500,000	1.450 %

Total RKS Shares on completion of the Skyfii acquisition and change of activities	**172,500,000**	**100%**

7 Suspension

Trading in the Company's quoted securities is currently suspended and will remain suspended until the Company is in compliance with Chapters 1 and 2 of the ASX Listing Rules to the satisfaction of ASX.

8 Indicative Timetable

Action	Proposed Date
Execution of share purchase agreement	27 June 2014
Lodgement of Prospectus with ASIC	11 July 2014
General Meeting	1 August 2014
Closing date of public offer	14 August 2014
Acquisition completion	28 August 2014
Expected date for re-quotation of the Company's securities on ASX	4 September 2014

The above dates are indicative only and may be subject to change without notice.

9 Additional Information

For additional information about this announcement, please contact Peter Dykes or Anthony Dunlop on (02) 8079 2940.

Yours faithfully

Peter Dykes
Chairman


Skyfii
Connect.
Understand.
Engage.
Retain.
INVESTMENT OVERVIEW

Executive Summary

PURPOSE OF THIS PRESENTATION

This presentation will address the business model of SkyFii, the industry it operates in and the case for investment.

INVESTMENT THESIS

- Experienced management team
- Unique technology platform
- Customers, Revenue & Profits
- First mover advantage
- Big data play
- Key industry partnerships

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- Product Overview
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- Business Model
- Investment Highlights

"*SkyFii is a retail technology company that makes big data actionable for retailers, to drive customer loyalty and sales.*"

Unique Technology Platform

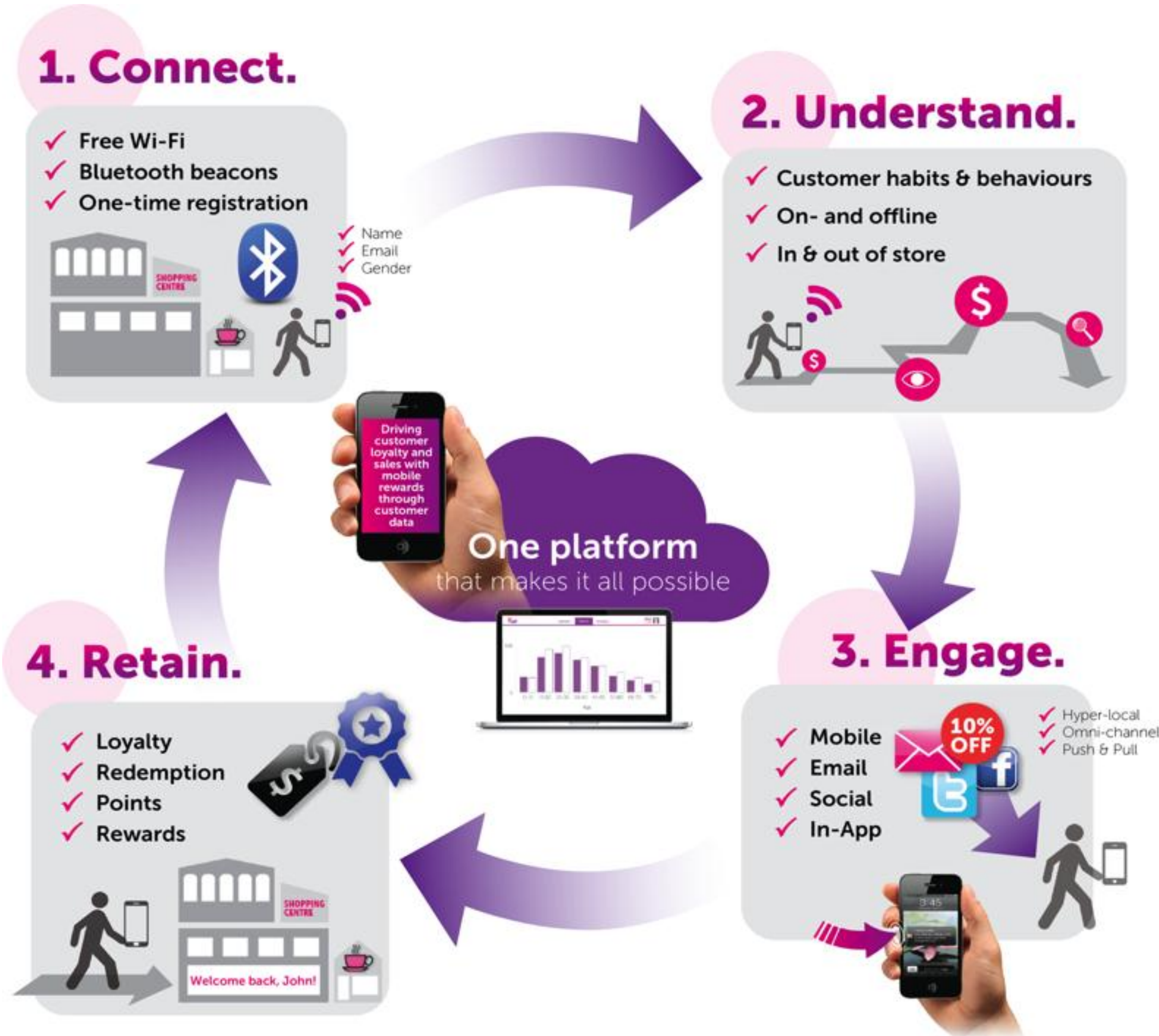
SkyFii has built a best in class platform that helps venue owners understand their visitors as well as engage with them. The platform uses complex algorithms to interpret signal probes, unique device identity codes and time stamps relayed from mobile phones via a wireless access point or Bluetooth beacon. This allows us to track and monitor device movement patterns (provided the device has WiFi switched ON) all in real time.

Core USP:

- Analytics engine
- Content management system
- Ad-serving platform
- Agnostic of hardware type

All contained in one cloud-based platform…
SkyFii HQ.

BUSINESS MODEL



1. Connect.
Free Wi-Fi
Bluetooth beacons
One-time registration
SHOPPING CENTRE
Name
Email
Gender
2. Understand.
Customer habits & behaviours
On- and offline
In & out of store
Driving customer loyalty and sales with mobile rewards through customer data
One platform
that makes it all possible
3. Engage.
Mobile
Email
Social
In-App
10% OFF
Hyper-local
Omni-channel
Push & Pull
4. Retain.
Loyalty
Redemption
Points
Rewards
SHOPPING CENTRE
Welcome back, John!

Typical user Experience

Connect once. Connect everywhere. (Single registration)

Welcome page | **Engagement page** | **Landing page**

Revenue channels

ADVERTISING

Contextual, personalised, location based content delivered in REAL TIME

SKYFII MAIL
Targeted email and SMS marketing based on rich customer data profiling.

SKYFII MOBILE
Personalzed static & digital content delivery in real time.

IN-APP
We integrate with a venues APP to push proximity marketing content based on location and interest profile.

ANALYTICS

Online measurement metrics for bricks and mortar retailers

RICH CUSTOMER SEGMENTATION
- ✓ Demo, geo, psychographic, life stage

LOYALTY METRICS
- ✓ New Vs Repeat customers
- ✓ Frequency of visit, dwell time, day of week, time of day

BENCHMARKING & COMPARISON
- ✓ Cross shopping
- ✓ Trend or spot analysis

DATA SERVICES

Bridging the gap between advertising placement and sales generation.

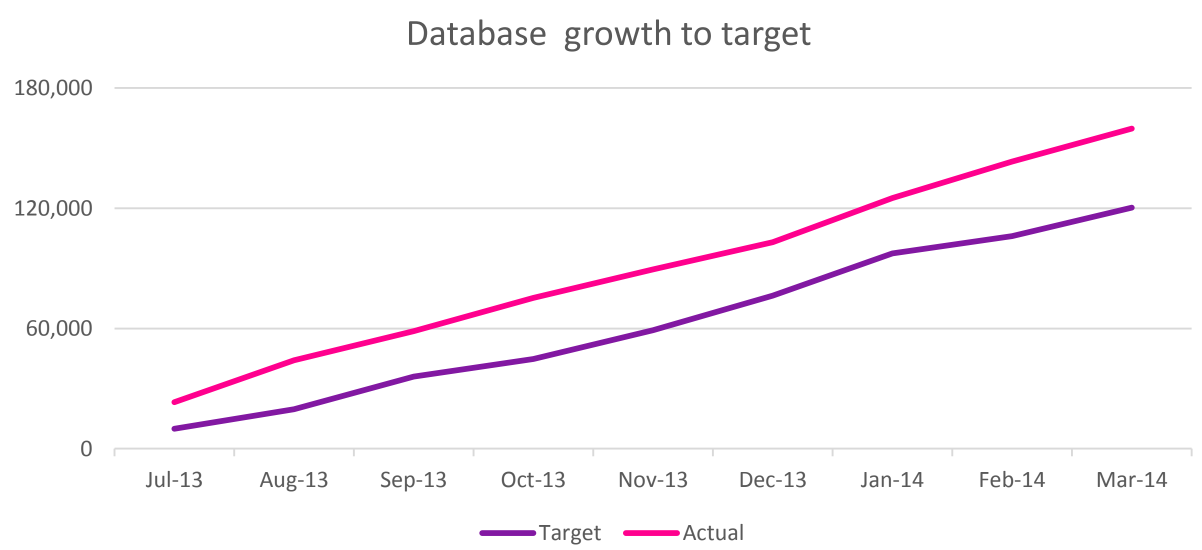
REAL TIME AUDIENCE MEASUREMENT
Our data feeds major advertising agencies and outdoor advertising vendors with real time audience data

SKYFII MOBILE ANALYTICS
SkyFii's unique view on a customer's in-store and online behavior allows a deeper segmentation opportunity for retailers based on psychographic and life stage. This informs in store retail strategy, merchandising, product placement and pricing.

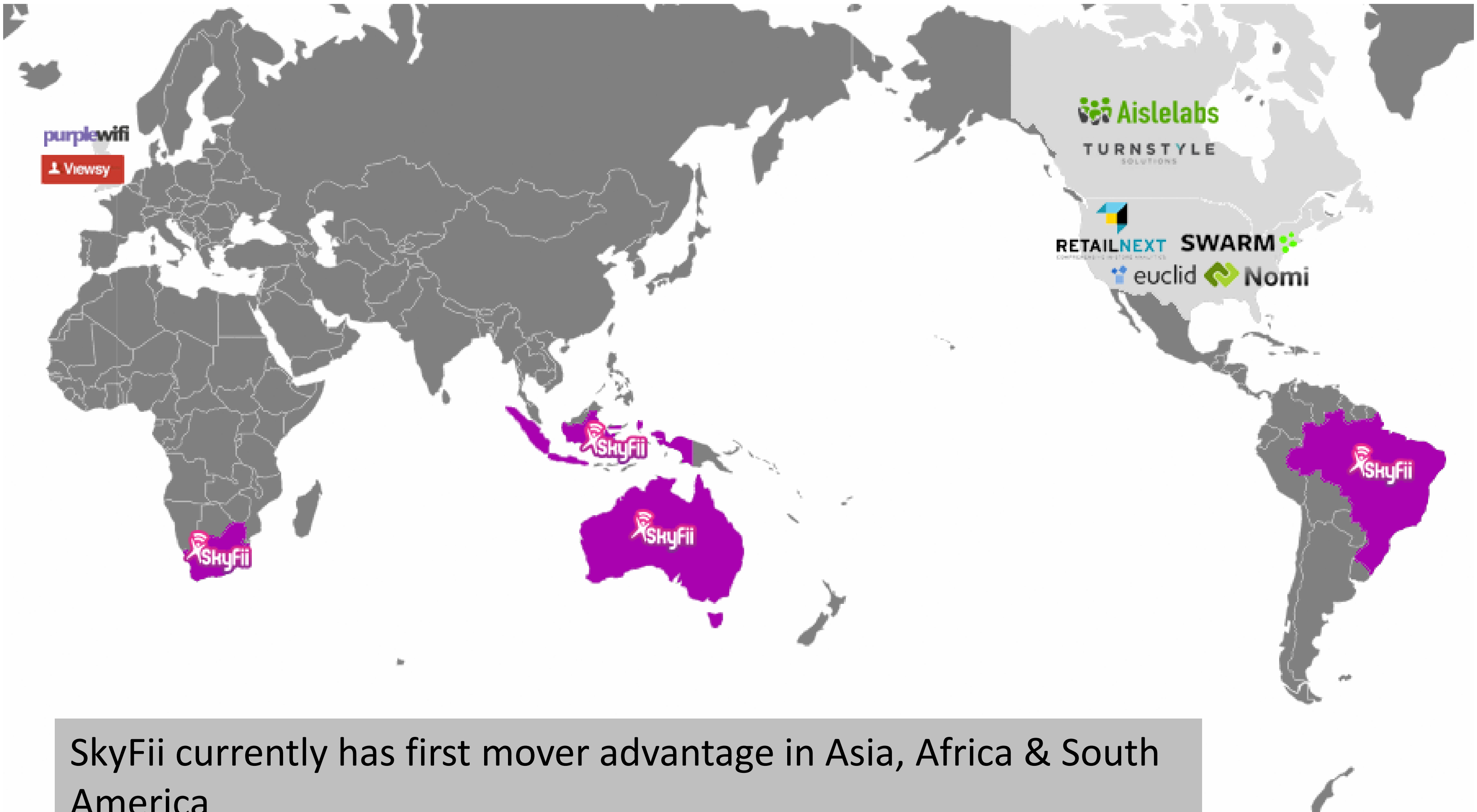
INVESTMENT HIGHLIGHTS

Strong customer acquisition

- Founded in December 2012, SkyFii already has ~185,000 registered users in Australia alone.
    - ✓ We have a current acquisition rate of ~850 new, unique registrations per day
- As our understanding of the user base improves, the more relevant the content we serve and the more engaged our user base. This will drive increased usage, longer network dwell times and higher CPMs.
- As our footprint builds locally and internationally we expect to see an accelerated user acquisition rate which will drive both affiliate and behavioral advertising revenue.



First mover advantage



SkyFii currently has first mover advantage in Asia, Africa & South America

Strong pipeline of partners

We have already built strong Industry relationships and have **existing contracts** in place with:

We are at **Pilot stage** with:

Executive team

WAYNE ARTHUR
Managing Director
- 15 years media industry experience
- General Manager Sales – Titan Media Group
- Group Sales Manager – Eye Corp

IAN ROBINSON
Media Director
- 17 years media experience
- National Sales Manager – Eye Corp
- Founder/Director at Amity Media

SIMON MAINWARING
Product manager
- 11 years in the Telco industry
- Past 4 years building mobile products for Australia’s largest brands (Optus, Yahoo)

JASON MARTIN
Technology Director
Jason’s background is primarily focused on designing and building high volume processing systems.

MICHAEL WALKER
Operations Director
- +20 years executive management and capital markets experience
- Private Equity Investment & Management
- Director, Head of Exchange Traded Securities, Asia Pacific - Citigroup

GEORGE YEOH
Finance Director
MBA (Aust), FCA(Aust), FCCA (UK), CPA (Mal)George Yeoh brings extensive experience as corporate CFO and COO with some of the world’s largest conglomerates in advertising and marketing communications.

Advisory Board

Richard McLaren

Richard McLaren is the current Managing Director of Data and Services at Mi9 and was previously CTO of Ninemsn. His previous roles include Director at Open Mobile Payments, Division Director of Macquarie Group Limited and VP Client Services Strategy at ThoughtWorks. He specialises in business strategy, e-commerce and digital strategy.

Kerry McCabe

Kerry McCabe is currently Managing Director or Radium One Asia Pacific. Radium One is ANZ's first mobile DSP. Prior to starting his current role, Kerry held roles as Managing Director of Microsoft Media Group Asia Pacific, General Manager at NineMSN and General Manager at EYE Corp.

Chris Walton

Chris Walton was most recently a Principal at Quantium. Quantium has developed globally renowned data, analytics and software tools for a blue-chip list of Australian and International organisations and was recently purchased by Woolworths Group. Prior to Quantium, Chris served as CEO of Mindshare in China and then in Australia.

Skyfii