



Replacement Prospectus

Harnessing big data to help drive customer loyalty and sales.

For the issue of a minimum of 12,500,000 shares at an issue price of \$0.20 to raise a minimum of \$2,500,000 and up to 17,500,000 Shares at an issue price of \$0.20 to raise a maximum of \$3,500,000

RKS Consolidated Limited ACN 009 264 699 (to be renamed SkyFii Limited)

This document is important. Carefully read this Prospectus in full and consult your licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser if you are in any doubt as to what to do.

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This Prospectus is an important document and requires your prompt attention. You should read it carefully. It is important that you consider the risk factors (see section 10) before deciding on your course of action as these could affect RKS Consolidated Limited's (**RKS** or the **Company**) financial performance.

This Prospectus is dated 15 October 2014 (**Prospectus**) and a copy of this Prospectus was lodged with ASIC on that date. It is a replacement prospectus which replaced the prospectus dated 2 October 2014 and lodged with ASIC on that date (**Original Prospectus**).

No New Shares will be issued on the basis of this Prospectus later than 13 months after the date of issue of the Original Prospectus. New Shares offered pursuant to this Prospectus will be issued on the terms and conditions set out in this Prospectus.

Re-Compliance

This Prospectus is a re-compliance prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules and to satisfy ASX requirements for re-listing following a change to the nature and scale of the Company's activities.

The Offer under this Prospectus is conditional on:

- (a) the satisfaction or waiver of all of the conditions precedent to the Acquisition Agreements; and
- (b) the Company's successful re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

The Company's securities were suspended from Quotation in July 2008 and will not be reinstated until satisfaction of the conditions to the Offer and ASX approving the Company's compliance with the admission requirements of Chapters 1 and 2 of the ASX Listing Rules.

There is a risk that the Company may not be able to meet the requirements of ASX for re-quotation on the ASX. The Company does not intend to issue any New Shares unless and until the ASX has confirmed that the Company will, upon issue of the New Shares, have re-complied with Chapters 1 and 2 of the Listing Rules and that the New Shares will be quoted on the ASX. If permission is not granted for the New Shares to be quoted within 3 months of the date of this Prospectus or such longer period permitted by the Corporations Act or with the consent of ASIC, all Application Payments received pursuant to the Prospectus will be refunded in full without interest within the time prescribed by the Corporations Act.

Exposure Period

The Corporations Act prohibits the Company from processing the Applications received until after the Exposure Period. The Exposure Period is the 7 day period from the date of the Original Prospectus and may be extended by ASIC by up to a further 7 days. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants. That examination may result in the identification of deficiencies in this Prospectus, in which case any Application received may need to be dealt with in accordance with section 724 of the Corporations Act. On 8 October 2014, ASIC gave notice to the Company that it had extended the Exposure Period for 7 days to end on 16 October 2014.

Foreign Jurisdictions

The Offer is being made in Australia only. This Prospectus does not constitute an offer in any place which, or to any person whom, it would not be lawful to make such an offer. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus in such jurisdictions should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the New Shares or the Offer, or otherwise to permit a public offering of the New Shares, in any jurisdiction outside Australia.

The Shares (including the New Shares) have not been, and will not be, registered under the US Securities Act 1933 (US Securities Act) and may not be offered or sold in the United States of America, or to, or for the account or benefit of, "US Persons" (as defined in Rule 902 under the US Securities Act) except under an available exemption from registration under the US Securities Act. The Shares (including the New Shares) may only be resold or transferred in the United States of America, or to, or for the account or benefit of, US Persons if registered under the US Securities Act or pursuant to an exemption from registration under the US Securities Act and in compliance with state securities laws. The Company is under no obligation and has no intention to register any of the Shares (including the New Shares) in the United States of America.

ASIC and ASX

Neither ASX nor ASIC takes any responsibility for the contents of this Prospectus. The fact that the ASX may admit the Company to its official list is not to be taken in any way as an indication of the merits of the Company or the New Shares offered under this Prospectus.



Representations

No person is authorised to give any information or make any representations in connection with the Offer other than as contained in this Prospectus. Any information or representation in connection with the Offer not contained in this Prospectus is not, and may not be relied on as having been, authorised by the Company (or any of its officers).

Forward looking statements

Certain statements in this Prospectus are about the future. There are risks (both known and unknown), uncertainties, assumptions and other important factors that could cause the actual conduct, results, performance or achievements of the Company to be materially different from the future conduct results, performance or achievements expressed or implied by such statements or that could cause the future conduct to be materially different from historical conduct. Deviations as to future conduct, results, performance and achievements are both normal and to be expected.

No person is authorised to give any information or 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's Directors or any other person in connection with the Offer. You should rely only on information in this Prospectus. Except as required by law, and only to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company, or any return on any investment made pursuant to this Prospectus.

This Prospectus contains forward looking statements which are statements that may be identified by words such as 'may', 'could', 'believes', 'estimates', 'expects', 'intends' and other similar words that involve risks and uncertainties. The Company has no intention to update or revise forward looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, other than to the extent required by law. Such forward looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the directors of the Company and management. Forward looking statements should therefore be read in conjunction with, and are qualified by reference to, Sections 8 and 9, and other information in this Prospectus.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward looking statements.

This Prospectus, including the industry overview in Section 5, uses market data, industry forecasts and projections. The Company has obtained significant portions of this information from market research prepared by third parties. There is no assurance that any of the forecasts contained in the reports, surveys and research of such third parties that are referred to in this Prospectus will be achieved. The Company has not independently verified this information. Estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed in the risk factors in Section 10.

Disclaimer

This Prospectus contains general information only, and does not take into account the individual investment objectives, financial situation or particular needs of any person. Nothing in this Prospectus should be construed as a recommendation by the Company or any other person concerning an investment in the Company. You should read the entire Prospectus and, in particular, in considering the prospects for the Company, you should consider the risk factors that could affect the financial performance of the Company. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues), and you should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser in relation to the Offer and the transactions contemplated in this Prospectus.

Photographs and Diagrams

Diagrams used in the Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Prospectus.

Photographs used in this Prospectus that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by the Company.



Electronic Prospectus

This Prospectus may be viewed on-line at **www.rksconsolidated.com.au**. The website and its contents do not form part of this Prospectus and are not to be interpreted as part of, nor incorporated into, this Prospectus. Persons who receive the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

The Offer to which the electronic Prospectus relates is only available to persons receiving the electronic Prospectus in Australia. Persons having received a copy of this Prospectus in its electronic form may obtain a paper copy of the Prospectus (including any supplementary document and the Application Form) (free of charge) during the life of this Prospectus by contacting the Company.

Glossary

Certain words and expressions used in this Prospectus are defined in the Glossary in section 13 of this Prospectus.

Financial amounts

Financial amounts in this Prospectus are expressed in Australian dollars unless otherwise stated.

References to Company include references to SkyFii

The Company has entered into the conditional Acquisition Agreements to acquire all of the issued capital of SkyFii Group Pty Ltd (**SkyFii**). Unless otherwise specified, certain parts of this Prospectus are prepared as if the Acquisition Agreements have completed. For example the consolidated pro forma balance sheet represents the combined business operations of the Company and SkyFii.

Privacy

The Company collects information about each Applicant provided on an Application 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 an Application, each Applicant agrees that the Company may use the information provided by that Applicant on that Application 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, ASIC and other regulatory authorities.

If an Applicant becomes a security holder of the Company, the Corporations Act requires the Company to include information about the security holder (name, address and details of the securities held) in its public register. This information must remain in the register even if that person ceases to be a security holder of the Company. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Application, 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 and the Share Registry holds about that person subject to certain exemptions under law. Access requests must be made in writing to the Company.

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NOTE: Capitalised terms used in this Prospectus are defined in the Glossary (Section 13).

1. CHAIRMAN'S LETTER



15 October 2014

Dear Investor,

On behalf of the Directors of RKS Consolidated Limited (**RKS** or the **Company**), I am pleased to confirm that the Board is implementing a public offer of new RKS Shares (**New Shares**) to raise a minimum of \$2.5 million and up to \$3.5 million before expenses (**Offer**). The Offer provides an opportunity for new investors to become Shareholders, by subscribing for New Shares at an Issue Price of \$0.20 per New Share.

The Offer is not underwritten.

The Company's Shares are currently suspended from quotation from the ASX and have been suspended since July 2008. The Company was placed into voluntary administration in July 2008 and into liquidation in June 2009. The liquidation was subsequently terminated via a court order on 23 August 2010. Since that time, the Directors have been reviewing potential investment opportunities as a precursor to attaining re-quotation of the Shares on the ASX.

In order to achieve this objective, the directors of RKS are delighted to advise they have executed conditional agreements (**Acquisition Agreements**) to acquire all of the issued capital of SkyFii Group Pty Ltd (**SkyFii**) (the **Proposed Transaction**). SkyFii is a retail-focused technology company that captures and utilises big data to drive customer loyalty and sales for retailers.

The funds raised by the Offer will be used to fund the ongoing operations and future growth of the SkyFii business and provide it working capital, as well as assist with the expenses of the Offer. The implementation of the Offer will also enable the Company to increase its spread of Shareholders.

The Company's acquisition of SkyFii represents a significant change in the nature and scale of the Company's activities, and therefore requires the approval of Shareholders which was obtained at the General Meeting. The Company is also required to satisfy the provisions of Chapters 1 and 2 of the ASX Listing Rules as if applying for admission to the Official List of the ASX.

If any other conditions precedent under the Acquisition Agreements are not met, no funds will be raised pursuant to this Prospectus, no New Shares will be issued pursuant to the Offer and all Application Payments will be refunded to Applicants.

The Offer will close at 5:00pm (Sydney time) on 31 October 2014, unless varied by the Board.

Details of the Offer, including information on the Company's proposed projects, business strategy, markets, management and finances, are set out in this Prospectus, which I encourage you to read before making a decision to invest.

The risks of an investment in the Company are set out in Section 10 of this Prospectus, and you should pay particular attention to them in light of your personal circumstances and consult with your professional advisers before deciding whether to apply for New Shares.

In particular, given SkyFii has been predominantly focussed on developing its technology solutions, it is only in early stages of revenue generation. As such, SkyFii as a consolidated entity, has traded at a loss. Further, its shares have not previously been listed on an exchange, therefore there is no relevant trading history in its shares.

In addition, the Vendors will hold a large portion of the issued capital of the Company (approximately 74%, assuming only the minimum number of New Shares under the Offer is subscribed for) and will have significant influence overall on matters that require approval by Shareholders, including the election and removal of Directors and approval of significant transactions (unless prevented from voting under the Corporations Act or ASX Listing Rules). The ability of other Shareholders to influence corporate decisions of the Company will therefore be reduced.

If you have any queries in relation to this Prospectus, please contact the Company or consult your licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser.

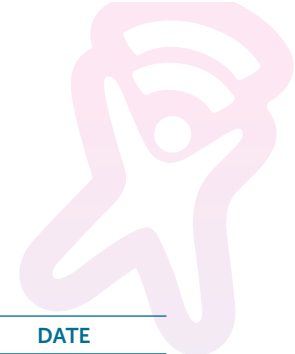
On behalf of the Directors, I invite you to consider this opportunity to invest in the Company, and look forward to welcoming you as a Shareholder.

Yours sincerely

Peter Dykes
Chairman



2. KEY DATES AND OFFER STATISTICS



2.1 Key dates

EVENT	DATE
Lodgement of Prospectus with ASIC	15 October 2014
Offer Opens	17 October 2014
Offer Closes	31 October 2014
New Shares expected to commence trading on ASX	21 November 2014

NOTE: The above timetable is indicative only. The Company reserves the right to vary any of the above dates without notice, subject to the Corporations Act, the ASX Listing Rules and other applicable laws.

2.2 Key offer statistics

Number of Shares on issue as at the date of this Prospectus	10,000,337
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ISSUE OF CONSIDERATION SHARES, PROMOTER SHARES AND EARN OUT SHARES	
Consideration Shares to be issued to the Vendors (or at their direction) ¹	70,000,000
Promoter Shares to be issued ¹	2,500,000
Maximum number of Earn Out Shares to be issued ¹	82,500,000
Deemed issue price per Consideration Share, Promoter Shares and Earn Out Shares	\$0.20

OFFER	
Maximum number of New Shares to be issued under Offer ¹	17,500,000
Issue Price per New Share	\$0.20
Maximum total proceeds from the Offer before expenses ²	\$3,500,000
Maximum total number of RKS Shares on issue after completion of the Offer ³	100,000,337
Maximum market capitalisation on completion of the Offer ⁴	\$20,000,067

NOTES:

1. Subject to and upon Completion of the Proposed Transaction.
2. Assuming Offer is fully subscribed.
3. Excludes Earn Out Shares.
4. Assuming Offer is fully subscribed at \$0.20 Offer price.



3. INVESTMENT OVERVIEW





3.1 Background

The information in this Section 1 is a summary only. It should be read in conjunction with the information in the remainder of this Prospectus.

QUESTION	ANSWER	WHERE TO FIND MORE INFORMATION
What is RKS?	RKS Consolidated Limited ACN 009 264 699 is an Australian public company listed on the official list of the ASX (ASX:RKS). Its shares are currently suspended from quotation from the ASX and have been suspended since July 2008.	Section 6.1
What is SkyFii?	SkyFii is a private company incorporated in Australia in 2013. SkyFii is an Australian based data and technology company which captures, analyses and visualises customer behaviour data to provide retailers with actionable insights to drive more informed decision making and deliver targeted content in real-time.	Section 6.2
What are the Acquisition Agreements?	On 30 July 2014 RKS executed conditional agreements (Acquisition Agreements) with each of the SkyFii shareholders (together the Vendors) to acquire all of the issued shares in SkyFii (the Proposed Transaction). In consideration, the Company will issue the Consideration Shares and the Earn Out Shares (if any) to the Vendors (or at their direction).	Sections 6.1 and 11.4
What is the Proposed Transaction?	Completion of the Proposed Transaction depends, amongst other things, on each of the following elements being completed: • RKS raising at least \$2,500,000 under a public offer (Offer); • the transfer by the Vendors to the Company of all of the equity securities in the capital of SkyFii (SkyFii Shares); • in consideration for the transfer of the SkyFii Shares to RKS, the Company issuing the Consideration Shares and Earn Out Shares to the Vendors; • ASX approval of the Quotation of the New Shares. Following completion of the Proposed Transaction, SkyFii will effectively be listed on the ASX. Further details of the Conditions are set out below in Section 11. The Completion of the Offer is one of the Conditions.	Section 11

3 . INVESTMENT OVERVIEW

3.1 Background (continued)



QUESTION	ANSWER	WHERE TO FIND MORE INFORMATION
Is the offer conditional?	The Company will apply to the ASX within 7 days after the date of this Prospectus for Quotation of the New Shares. If ASX does not grant permission for Quotation of the New Shares within 3 months of the date of this Prospectus, or such longer period as is permitted by the Corporations Act, none of the New Shares offered under this Prospectus will be issued. In that circumstance, all Application Payments will be dealt with in accordance with the Corporations Act. If the Company's application for listing is accepted by the ASX, it is anticipated that the Combined Group will be listed on the ASX in or about November 2014. No issue of New Shares will be made until permission is granted for quotation of the New Shares on the ASX. If the New Shares are not admitted for quotation within 3 months after the date of this Prospectus or if any of the other conditions precedent to the Offer are not met, no funds will be raised pursuant to this Prospectus, then the Offer will not proceed, no New Shares will be issued pursuant to the Offer and Applications received for New Shares may need to be dealt with in accordance with section 724 of the Corporations Act. If any of the other conditions precedent to the Acquisition Agreements are not met, no funds will be raised pursuant to this Prospectus, no New Shares will be issued pursuant to the Offer and all Application Payments will be refunded to Applicants.	Section 4.2
Does the nature and scale of activities change?	As a result of the Proposed Transaction, the Company was required to obtain Shareholder approval for a change of nature and scale of its activities and to re-comply with Chapters 1 and 2 of the Listing Rules as if it were seeking admission to the Official List. This Prospectus is issued to assist the Company to comply with these requirements.	Sections 6.1 and 6.2
What are the expected benefits of the Offer?	The Offer is expected to generate significant future opportunities for the development of Skyfii, including: • technological advancement through research and development; • accelerated customer acquisition and database growth; and • potential strategic acquisition opportunities to complement our solution offering. Certain of these benefits may be generated quickly while others may be achieved over a longer time span.	Section 4.5

3 . INVESTMENT OVERVIEW



3.1 Background (continued)

QUESTION	ANSWER	WHERE TO FIND MORE INFORMATION																								
What is the purpose of the Offer?	The purpose of the Offer is to: - assist the Company in meeting the requirements of ASX and to re-comply with Chapters 1 and 2 of the Listing Rules; - provide the Company funding to support the ongoing operations and future growth of the Skyfii business; and - provide the Company with working capital and provide funding required for the costs of the Offer.	Sections 4.3 and 6.1																								
How will the Proceeds be used?	The proceeds raised from the Offer are expected to be applied to working capital as follows: <table> <tr> <th>USE OF FUNDS</th><th>MIN</th><th>MAX</th></tr> <tr> <td>Technological advancement (research and development)</td><td>\$500,000</td><td>\$500,000</td></tr> <tr> <td>Key Staff Hires</td><td>\$500,000</td><td>\$500,000</td></tr> <tr> <td>International Expansion</td><td>\$300,000</td><td>\$800,000</td></tr> <tr> <td>Marketing & Branding</td><td>\$200,000</td><td>\$200,000</td></tr> <tr> <td>Expenses of the Offer (including GST)</td><td>\$615,000</td><td>\$675,000</td></tr> <tr> <td>Other working capital</td><td>\$385,000</td><td>\$825,000</td></tr> <tr> <td>TOTAL</td><td>\$2,500,000</td><td>\$3,500,000</td></tr> </table> The use of funds set out above represents the Company's current intentions based on the Combined Group's current plans and current business conditions. The amounts and timing of actual expenditure may vary and will depend on various factors. While the Company believes it will have sufficient funds after completion of the Proposed Transactions to meet all of its growth and capital requirements, the Company may seek to exploit future opportunities of a kind that will require it to raise additional capital from equity or debt sources.	USE OF FUNDS	MIN	MAX	Technological advancement (research and development)	\$500,000	\$500,000	Key Staff Hires	\$500,000	\$500,000	International Expansion	\$300,000	\$800,000	Marketing & Branding	\$200,000	\$200,000	Expenses of the Offer (including GST)	\$615,000	\$675,000	Other working capital	\$385,000	\$825,000	TOTAL	\$2,500,000	\$3,500,000	Sections 4.3 and 11.15
USE OF FUNDS	MIN	MAX																								
Technological advancement (research and development)	\$500,000	\$500,000																								
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Expenses of the Offer (including GST)	\$615,000	\$675,000																								
Other working capital	\$385,000	\$825,000																								
TOTAL	\$2,500,000	\$3,500,000																								
What are Skyfii's target market and industry?	Skyfii's key targets include retail centres, hospitality, quick service retail & coffee, and big & small box retail stores. Secondary to these are transit, outdoor advertising, and experiential marketing.	Sections 5 and 6																								

3 . INVESTMENT OVERVIEW

3.1 Background (continued)



QUESTION	ANSWER	WHERE TO FIND MORE INFORMATION
What is SkyFii's strategy for revenue growth?	SkyFii aims to be the global leader in the provision of customer behavioural data and analytics to the retail sector. Our revenue strategy is underpinned by 3 distinct channels - analytics, data services and advertising. Our analytics revenue channel centres around a Software as a Service (SaaS) model for our retail partners and underpins our footprint growth. As our footprint expands, the applications for data services and advertising become more prominent.	Sections 6.2.5, 6.3, 6.7 and 6.9
What are the capabilities of the proposed Board?	Non-Executive Director and Chairman - Gary Flowers Gary Flowers will be the Independent Non-Executive Chairman of the Company following the completion of the acquisition. Gary is a highly experienced and successful senior executive, and also has experience as a board member of a number of companies. His previous roles include; Chief Operating Officer for Mirvac, and Chief Executive Officer of the Australian Rugby Union. Executive Director and CEO - Wayne Arthur Wayne Arthur has significant experience in the global media sales industry, having worked the UK, South Africa and Australia. He was formerly Group Sales Manager of outdoor advertising business EYE Corp, which was acquired by Champ Private Equity in 2012, and General Manager of Sales for Titan Media Group. Non-Executive Directors Anthony Dunlop will remain as a non-executive director of the Company. He has more than 20 years corporate advisory and investment experience. Andrew Johnson is Managing Partner of Delta Systems International and Chairman of Vodafone Bmobile Papua New Guinea and the Solomon Islands. James Scott is the current Group Executive Director – Performance at Seven Group Holdings. Chris Taylor is currently the Vice President of International Television for NBC Universal.	Section 7.1
Is there a dividend Policy?	As the Company is currently pursuing growth, the Directors do not anticipate that the Company will pay dividends in the immediate future. Any future payment of dividends by the Company will be at the discretion of the Directors.	Section 11

3. INVESTMENT OVERVIEW



3.1 Background (continued)

QUESTION	ANSWER	WHERE TO FIND MORE INFORMATION												
What will be the capital structure of the Company on Quotation?	Following Completion of the Acquisition and completion of the Offer the Company will have a maximum of 100,000,337 Shares on issue. This includes the Shares to be issued: • under the Offer; • as Consideration Shares to the Vendors under the Acquisition Agreement; • as part of the consideration package to the promoters of the Company. This amount does not include the Earn Out Shares which may be issued to the Vendors in accordance with the Acquisition Agreements. The Earn Out Shares will be issued for nil consideration. If the maximum number of Earn Out Shares are issued, the Company will have 182,500,337 (assuming that no further Shares are issued from the date of issue of the New Shares to the date of issue of the Earn Out Shares).	Sections 2.2 and 8.4												
What is the historical financial performance of SkyFii (unaudited)?	<table><tr><th colspan="2">30 June 2014</th></tr><tr><td>Revenue</td><td>\$641,017</td></tr><tr><td>Operating Loss</td><td>(\$2,116,215)</td></tr></table>	30 June 2014		Revenue	\$641,017	Operating Loss	(\$2,116,215)	Section 8.2						
30 June 2014														
Revenue	\$641,017													
Operating Loss	(\$2,116,215)													
What is the consolidated pro-forma financial position at 30 June 2014 (unaudited)?	<table><tr><th>Totals</th><th>Assets</th><th>Liabilities</th><th>Equity</th></tr><tr><td>Mini Subs</td><td>\$3,877,023</td><td>\$ 454,240</td><td>\$3,422,783</td></tr><tr><td>Max Subs</td><td>\$4,817,023</td><td>\$454,240</td><td>\$4,362,783</td></tr></table>	Totals	Assets	Liabilities	Equity	Mini Subs	\$3,877,023	\$ 454,240	\$3,422,783	Max Subs	\$4,817,023	\$454,240	\$4,362,783	Section 8.4
Totals	Assets	Liabilities	Equity											
Mini Subs	\$3,877,023	\$ 454,240	\$3,422,783											
Max Subs	\$4,817,023	\$454,240	\$4,362,783											
Are there any related party transactions?	Other than the Acquisition Agreements and the Key Employment Agreements, the Company is not a party to any agreements with related parties.	Section 11												
Will the Company be adequately funded after Completion?	The Company believes that the net proceeds of the Offer together with revenue generated by the business of the Combined Group will enable the Company to have, following completion of the Proposed Transaction, sufficient working capital to carry out its business objectives as described in this Prospectus.	Section 4.3												
How does the Company expect to fund its operations?	On Completion of the Acquisition Agreements, the Company expects to fund its operations from revenues generated from part of the proceeds of the Offer and its business activities in conjunction with the proceeds of the Offer.	Sections 4.3 and 6.2												
Where can I get more information?	If, after reading this Prospectus, you have any questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or independent financial adviser. Additional copies of the Prospectus or further advice on how to complete the Application Form can be obtained by contacting: Peloton Capital Level 5, 56 Pitt Street Sydney NSW 2000 Phone: (02) 8651 7800 Email: admin@pelotoncapital.com.au	Section 4.23												

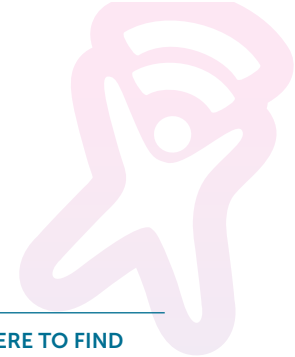


3.2 Key Risks

There are a number of risks associated with an investment in the Company which may affect its financial performance, financial position, cash flows, distributions, growth prospects and share price. The key risk factors identified by the Directors are discussed in more detail in Section 10 and include:

RISK	SUMMARY	WHERE TO FIND MORE INFORMATION
Changes to Privacy Legislation	Any future adverse changes in privacy legislation (including changes to the Privacy Act and the Australian Privacy Principles), or changes in the way privacy laws are interpreted in the future could render any of SkyFii's services and products (or the ways in which such services and products are currently implemented or delivered) less attractive or contrary to law, which could have a material adverse effect on its business, operations and financial performance, and the price of the Shares.	Section 10.2.1
Changes to mobile device identification	Changes to the way mobile devices search for wireless networks, including masking or randomisation of the MAC address, could render any of SkyFii's products and services which rely on presence analytics data (or the ways in which such products and services are currently implemented) less attractive or redundant, which could have a material adverse effect on its business, operations and financial performance, and the price of the Shares.	Section 10.2.2
Increased Competition	The markets in which SkyFii operates are competitive and there can be no assurances that the competitive environment will not change adversely due to actions of competitors or changes in customer preferences. SkyFii's financial performance or operating margins could be adversely affected if the actions of competitors or potential competitors become more effective, or if new competitors enter the market and SkyFii is unable to counter these actions.	Section 10.2.3
Reliance on key customers and suppliers	The Company will rely on various key customer and supplier relationships in certain parts of its business. The loss or impairment of any of these relationships could have a material adverse effect on the Company's results of operations, financial condition and prospects, at least until alternative arrangements can be implemented. In some instances, however, alternative arrangements may not be available or may be less financially advantageous than the current arrangements.	Sections 10.2.4 and 10.2.12
Intellectual property	In any business based on intellectual property or trade secrets, there is a risk that other individuals or companies may claim to have any interest in the intellectual property or trade secrets of a company. In addition, intellectual property and trade secrets may be challenged by other parties and SkyFii defending its intellectual property position may impact on SkyFii's earnings adversely.	Section 10.2.5
Failure of expansion plans	SkyFii's growth prospects are dependent upon a number of factors, including, customer take up and execution of rollout. If SkyFii fails to execute any expansion plan, its financial performance is likely to be negatively affected.	Section 10.2.6

3. INVESTMENT OVERVIEW



3.2 Key Risks (continued)

RISK	SUMMARY	WHERE TO FIND MORE INFORMATION
Product selection	An important element of the business is an ability to assess and identify products and technology that appeal to SkyFii's target market and any misjudgements in demand or changes in customer preferences could result in reduced sales, increased inventory and/or lower gross margins. In addition, existing products and technology or products and technology in the future developed by SkyFii may experience performance problems rendering them difficult or impossible to sell, or subject to product recall which could have a material adverse impact on SkyFii's financial performance.	Section 10.2.7
Reliance on key personnel	SkyFii relies on the experience and knowledge of its management team. The Company is also dependent on its ability to recruit and retain suitably qualified personnel. In the event that such key personnel left SkyFii and it was unable to recruit suitable replacements, such loss could have a materially adverse effect on the Company.	Section 10.2.8
Significant Shareholding by Vendors	Following Completion of the Acquisition, the Vendors, will hold approximately 74% of the issued capital of the Company (assuming only the minimum number of New Shares under the Offer is subscribed for). As a result, they will have significant influence overall matters that require approval by Shareholders, including the election and removal of Directors and approval of significant transactions (unless prevented from voting under the Corporations Act or Listing Rules). The ability of other Shareholders to influence corporate decisions of the Company will therefore be reduced. This concentration will limit the ability of other Shareholders to influence corporate matters, and as a result action may be taken that some Shareholders may not view as beneficial.	Section 10.2.9
Ongoing funding	While SkyFii believes it will have sufficient funds after completion of the Proposed Transactions to meet all of its growth and capital requirements, SkyFii may seek to exploit future opportunities of a kind that will require it to raise additional capital from equity or debt sources. There can be no assurance that SkyFii will be able to raise such capital on favourable terms or at all. If the Company is unable to obtain such additional capital, it may be required to reduce the scope of its anticipated activities, which could adversely affect its business, financial condition and operating results.	Section 10.2.11
Trading History	SkyFii has spent several years developing its technology solutions and is in early stage of generating revenues and has to date traded as a Consolidated entity at a loss. In addition, its shares have not been previously listed on an exchange, consequentially there is no relevant trading history in its shares and therefore no indicator of how the New Shares will trade in the secondary market or how much liquidity there will be in the New Shares.	Section 10.2.12



3.2 Key Risks (continued)

RISK	SUMMARY	WHERE TO FIND MORE INFORMATION
Transaction risks	Completion of the Acquisition is subject to a number of conditions precedents. As at the date of this Prospectus, the Directors are not aware of any reason why any of the outstanding conditions to the Acquisition will not be satisfied on or before the agreed end date as set out in the Acquisition Agreements. The Directors will keep Shareholders and the ASX advised in this regard at all relevant times. Notwithstanding, there is a risk that the Company may not be able to meet the requirements of ASX for re-quotation of its Shares on ASX and the Acquisition may not be completed. If the Acquisition is not completed, the Company: • will not proceed with the Offer; • will repay Application Payments received from applicants under the Offer. Shares will not be able to be traded on ASX until such time as ASX's requirements for re-Quotation can be met by the Company, if at all. ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may reinstate the Company to Quotation is not to be taken in any way as an indication of the merits of the Company or the New Shares offered pursuant to this Prospectus.	Section 10.2.13

You should read this Prospectus carefully and in its entirety, including Section 10, before deciding whether to apply for New Shares. If you are in doubt as to the course you should follow, you should consult your licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser.

3.3 Key Strengths



STRENGTH	SUMMARY	WHERE TO FIND MORE INFORMATION
Strong relationships with customers	SkyFii has established a significant footprint for its business operations. This includes: - one of the largest unified Wi-Fi network of on-premise liquor outlets across Australia, and in principle agreement to extend coverage to a further 500 venues with final terms under negotiation; - arrangements in place for the ownership and management of the wireless network infrastructure and the provision of public Wi-Fi at major retail shopping complexes; QVB, The Strand Arcade, The Galleries Victoria and Chifley Plaza all in the Sydney CBD; - annual rolling arrangement for network management and the provision of Wi-Fi, analytics and content delivery services at World Square in the Sydney CBD; - contract for network management and the provision of Wi-Fi, analytics and content delivery services at Market City in the Sydney Haymarket.	Sections 6.2 and 6.7
Customer Pipeline	SkyFii has completed extensive proof-of-concept trialling with a range of candidate customers across the retail sector. On the back of these successful trials, SkyFii now is in a strong position to accelerate execution of further customer contracts.	Section 6.2 and 6.7
Market growth potential	SkyFii has identified developing foreign markets as an area of significant growth potential. In addition to its domestic activities, SkyFii intends to drive sales growth by establishing a strong market position in developing markets including Brazil, Indonesia and South Africa.	Sections 6.5 and 6.9
Highly Experienced Board and Management Team	Highly experienced management team with the experience of senior positions at household technology, media and telecommunications companies.	Section 7

3 . INVESTMENT OVERVIEW

3.3 Key Strengths (continued)



STRENGTH	SUMMARY	WHERE TO FIND MORE INFORMATION
Technology	At the heart of SkyFii is a 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.	Sections 6.4 and 6.6
Footprint and first mover advantage	SkyFii has built a strong footprint of existing networks in Australia and has also begun to deploy its technology into key international markets of Indonesia, South Africa and Brazil. In Australia, SkyFii has existing contracts in place with leading property groups such as the GPT group, Brookfield, Jen Property Group and IPOH. SkyFii has also been contracted to deliver pilots with Scentre group (formerly Westfield) and Federation Centres (formerly Centro) both as part of portfolio wide roll-outs, which shall proceed upon successful completion of the pilots.	Sections 6.7 and 6.9



3.4 Interest of Key People and Related Parties

This section sets out the details of the composition of the Board and senior management following Completion of the Acquisition.

TOPIC	SUMMARY	WHERE TO FIND MORE INFORMATION																																				
Who will be the Directors and Senior management after Completion of the Acquisition?	Directors and Company Secretary Gary Flowers – <i>Non-executive Chairman</i> Wayne Arthur – <i>Executive director and Chief Executive Officer</i> Anthony Dunlop – <i>Non-executive director</i> Andrew Johnson – <i>Non-executive director</i> James Scott – <i>Non-executive director</i> Chris Taylor – <i>Non-executive director</i> Heath Roberts – <i>Company secretary</i> Key Management Wayne Arthur – <i>Chief Executive Officer</i> Michael Walker – <i>Chief Operations Officer</i> Jason Martin – <i>Chief Technology Officer</i> George Yeoh – <i>Chief Financial Officer</i> Ian Robinson – <i>Sales Director</i>	Section 7																																				
Material related party transactions	Other than the Acquisition Agreements and the Key Employment Agreements, the Company is not a party to any agreements with related parties.	Section 11																																				
What are the Directors' Shareholding?	The current Directors hold direct or indirect interest in the following approximated shareholdings at the date of this Prospectus: <table> <tr> <th>Name</th><th>Number of shares*</th><th>% Shareholding</th></tr> <tr> <td>Peter Dykes</td><td>nil</td><td>nil</td></tr> <tr> <td>Anthony Dunlop</td><td>nil</td><td>nil</td></tr> <tr> <td>Suyin Chi</td><td>nil</td><td>nil</td></tr> <tr> <td>Robert Spano</td><td>270,000</td><td>2.7%</td></tr> </table> The Directors are expected to hold a direct or indirect interest in the following approximate Shareholding on the re-Quotation of the Shares: <table> <tr> <th>Name</th><th>Number of shares*</th><th>% Shareholding</th></tr> <tr> <td>Gary Flowers</td><td>nil</td><td>nil</td></tr> <tr> <td>Wayne Arthur</td><td>8,699,836</td><td>9.16%</td></tr> <tr> <td>Anthony Dunlop</td><td>nil</td><td>nil</td></tr> <tr> <td>Andrew Johnson</td><td>nil</td><td>nil</td></tr> <tr> <td>James Scott</td><td>363,150</td><td>0.38%</td></tr> <tr> <td>Chris Taylor</td><td>nil</td><td>nil</td></tr> </table> * Assuming none of the Directors or proposed Directors acquires shares under the Offer.	Name	Number of shares*	% Shareholding	Peter Dykes	nil	nil	Anthony Dunlop	nil	nil	Suyin Chi	nil	nil	Robert Spano	270,000	2.7%	Name	Number of shares*	% Shareholding	Gary Flowers	nil	nil	Wayne Arthur	8,699,836	9.16%	Anthony Dunlop	nil	nil	Andrew Johnson	nil	nil	James Scott	363,150	0.38%	Chris Taylor	nil	nil	Section 11.11
Name	Number of shares*	% Shareholding																																				
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James Scott	363,150	0.38%																																				
Chris Taylor	nil	nil																																				

3. INVESTMENT OVERVIEW



3.4 Interest of Key People and Related Parties (continued)

TOPIC	SUMMARY	WHERE TO FIND MORE INFORMATION
Restrictions applying to the Shares held by Directors	The Shares held by Wayne Arthur will be escrowed for a period of 24 months from the time the Shares are reinstated to Quotation.	Section 4.7



3.5 Details of the Offer

QUESTION	ANSWER	WHERE TO FIND MORE INFORMATION
Who is issuing this Prospectus?	RKS Consolidated Limited (to be re-named SkyFii Limited) ACN 009 264 699.	Section 6.1
What is the Offer?	The Company is undertaking a public offer of up to 17,500,000 New Shares. The New Shares are being offered at an issue price of \$0.20 per New Share (Offer Price). Each New Share issued under the Offer will rank equally with all other Shares on issue. A summary of the rights attaching to Shares is set out in section 11.3.	Section 4.1
Opening and Closing dates	The Offer will open for receipt of acceptances after the expiry of the Exposure Period. No Application will be processed until the Offer opens. The Closing Date and time for acceptances and payments is 5.00pm (Sydney time) on 31 October 2014 such other date as the Company in its absolute discretion determines subject to the requirements of the ASX Listing Rules.	Sections 2.1 and 4.13
Minimum Subscription	The minimum subscription to be raised under the Offer is \$2,500,000. If the minimum subscription has not been raised within four months after the date of this Prospectus, all Applications will be dealt with in accordance with the Corporations Act.	Sections 2.2 and 4.1
What is the Minimum Application under the Offer?	Applications must be for a minimum of 10,000 New Shares (\$2,000), and thereafter in multiples of 1,000 New Shares (\$200).	Section 4.13
Is there any brokerage, commission or stamp duty payable by the Applicants?	No brokerage, commission or stamp duty is payable by Applicants on acquisitions of Shares under the Offer. The Company has agreed to pay 6% (plus GST) on any funds that Peloton arranges in respect of the Offer. The 6% includes a 1% management fee for running the Australia book build and providing distribution services. Peloton will pay away up to a 5% distribution fee to participating dealers & brokers. In relation to any funds raised under the Offer, the Company will pay Peloton 1% (plus GST) on any other funds raised under the Offer.	Sections 4.20 and 11.8
What is the purpose of the Offer?	The purpose of the Offer is to: - assist the Company in meeting the requirements of ASX and to re-comply with Chapters 1 and 2 of the Listing Rules. - provide the Company funding to support the ongoing operations and future growth of the SkyFii business, provide the Company with working capital and provide funding required for the costs of the Offer.	Sections 4.2, 4.3 and 6.1



3.5 Details of the Offer (continued)

TOPIC	SUMMARY	WHERE TO FIND MORE INFORMATION
Re-compliance with Chapters 1 and 2 of the ASX Listing Rules	At the General Meeting of the Company the Shareholders approved the change in the nature and scale of its activities to include the SkyFii business. In accordance with the requirements of ASX in relation to this change in activity, the Company must re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the Official List. This Prospectus is issued to, among other things, assist the Company to re-comply with these requirements. Trading in the Company's Shares has been suspended for some time from Quotation and will not be reinstated until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules. There is a risk that the Company may not be able to meet the requirements of ASX for re-quotation of its Shares on ASX and the Proposed Transaction may not be completed. If the Acquisition is not completed, the Company: • will not proceed with the Offer; • and will repay Application Payments received from applicants under the Offer. New Shares will not be able to be traded on ASX until such time as ASX's requirements for re-quotation can be met, if at all. The Company will apply to ASX within seven days after the date of this Prospectus for Quotation of the New Shares offered under this Prospectus. If ASX does not grant permission for Quotation of the New Shares within three months after the date of the Original Prospectus, or such longer period as is permitted by the Corporations Act, none of the New Shares offered under this Prospectus will be allotted or issued. In that circumstance, all Application Payments will be dealt with in accordance with the Corporations Act.	Section 11.1
Is the Offer underwritten?	No, the Offer will not be underwritten.	

3 . INVESTMENT OVERVIEW



3.5 Details of the Offer (continued)

TOPIC	SUMMARY	WHERE TO FIND MORE INFORMATION
How do I apply for New Shares?	Applications for New Shares under the Offer by must be made using the Application Form attached to this Prospectus. Payment for the New Shares must be made in full at the issue price of \$0.20 per Share. Completed Application Forms and accompanying payment must be mailed or delivered to: RKS Consolidated limited Level 4, 95 Pitt Street SYDNEY NSW 2000 Or: Security Transfer Registrars Pty. Ltd. 770 Canning Highway APPLECROSS WA 6153 Cheques should be made payable to "RKS Consolidated Limited – Share Offer Account" and crossed "Not Negotiable". Application must be for a minimum of 10,000 shares (\$2,000) at the Issue Price of \$0.20 per share. Applications for more than 10,000 shares must be in multiples of 1,000 shares (\$200). Completed application forms must reach the above address by no later than the Closing Date. The Company reserves the right to close the Offer early.	Sections 4.13
When will I know if my application has been successful?	A holding statement confirming your allocation under the Offer will be sent to you if your Application is successful.	



3.6 Additional information

This section sets out a summary of additional information material to shareholders.

TOPIC	SUMMARY	WHERE TO FIND MORE INFORMATION																					
Company Structure	RKS Consolidated Limited (to be renamed SkyFii Limited) ↓ SkyFii Group Pty Ltd (to be renamed SkyFii Operations Pty Ltd)	Section 11.4.2																					
Who will be the major Shareholders at the Completion of the Acquisition?	The Company expects that its key Shareholders will own the following approximate Shareholding on Completion of the Acquisition: <table> <thead> <tr> <th>SkyFii Shareholder Name</th><th>Number of shares*</th><th>Approximate % Shareholding*</th></tr> </thead> <tbody> <tr> <td>Avenue C Pty Limited</td><td>11,623,743</td><td>11.62%</td></tr> <tr> <td>Jagafii Pty Limited</td><td>11,439,243</td><td>11.44%</td></tr> <tr> <td>Montella Investments Pty Ltd</td><td>5,737,514</td><td>5.74%</td></tr> <tr> <td>Shanderlay Investments Pty Ltd</td><td>5,737,514</td><td>5.74%</td></tr> <tr> <td>Karibu Pty Ltd</td><td>8,699,836</td><td>8.70%</td></tr> <tr> <td>Bonduffmex Pty Ltd</td><td>7,956,690</td><td>7.96%</td></tr> </tbody> </table> * Assuming the maximum amount is raised under the Offer and none of these Shareholders acquire New Shares under the Offer.	SkyFii Shareholder Name	Number of shares*	Approximate % Shareholding*	Avenue C Pty Limited	11,623,743	11.62%	Jagafii Pty Limited	11,439,243	11.44%	Montella Investments Pty Ltd	5,737,514	5.74%	Shanderlay Investments Pty Ltd	5,737,514	5.74%	Karibu Pty Ltd	8,699,836	8.70%	Bonduffmex Pty Ltd	7,956,690	7.96%	Section 11.6
SkyFii Shareholder Name	Number of shares*	Approximate % Shareholding*																					
Avenue C Pty Limited	11,623,743	11.62%																					
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Bonduffmex Pty Ltd	7,956,690	7.96%																					

3. INVESTMENT OVERVIEW



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4. DETAILS OF THE OFFER



4. DETAILS OF THE OFFER

4.1 Shares offered for subscription

The Offer for the purposes of this Prospectus comprises of the issue of a minimum of 12,500,000 shares, at an issue price of \$0.20, to raise a minimum of \$2,500,000 and up to 17,500,000 to raise a maximum of \$3,500,000.

Instructions on how to make an Application for New Shares is set out in Section 4.13 of this Prospectus.

4.2 The Offer is conditional

The Offer set out in this Prospectus is conditional on completion of the Proposed Transaction on the allotment date of the New Shares, and on permission being granted for the quotation of the New Shares on the ASX.

Following completion of the Proposed Transaction, SkyFii is proposed to be listed on the ASX. Within 7 days after the date of this Prospectus, the Company will lodge an application with the ASX for Quotation of all Shares (including New Shares issued pursuant to this Prospectus) on the ASX.

If the Company's application for listing is accepted by the ASX, it is anticipated that SkyFii will be listed on the ASX in or about November 2014.

No issue of New Shares will be made until permission is granted for quotation of the New Shares on the ASX. If the New Shares are not admitted for quotation within 3 months after the date of this Prospectus or if any of the other conditions precedent to the Offer are not met, no funds will be raised pursuant to this Prospectus, then the Offer will not proceed, no New Shares will be issued pursuant to the Offer and Applications received for New Shares may need to be dealt with in accordance with section 724 of the Corporations Act.

4.3 Application of proceeds

The funds raised will be applied first towards meeting the expenses of the Offer, which are expected to be approximately \$675,000 (excluding GST). A breakdown of the expected costs of the Offer is set out under Section 11.15.

Assuming the Offer is fully subscribed, the net proceeds of the Offer are expected to be \$2,825,000 after expenses.

The net proceeds of the Offer will be used to assist with the Proposed Transaction and the expenses of the Offer and to provide working capital to fund ongoing operations and future growth of the Combined Group, including to fund:

- (a) research and development;
- (b) significant footprint growth;
- (c) accelerated customer acquisition and database growth;
- (d) potential strategic acquisition opportunities to complement our solution offering.

In satisfaction of the specific requirements of ASX Listing Rule 1.3.2(b) regarding the indicative future application of cash expected to be available to the Company following completion of Offer, the use of funds relating to the Offer are expected to be applied to working capital as follows:

USE OF FUNDS	MIN	MAX
Technological advancement, research and development	\$500,000	\$500,000
Key Staff Hires	\$500,000	\$500,000
International Expansion	\$300,000	\$800,000
Marketing & Branding	\$200,000	\$200,000
Expenses of the Offer	\$615,000	\$675,000
Other working capital	\$385,000	\$825,000
TOTAL	\$2,500,000	\$3,500,000

The use of funds set out above represents the Company's current intentions based on the Combined Group's current plans and current business conditions. The amounts and timing of actual expenditure may vary and will depend on various factors. While the Company believes it will have sufficient funds after completion of the Proposed Transactions to meet all of its growth and capital requirements, the Company may seek to exploit future opportunities of a kind that will require it to raise additional capital from equity or debt sources.



4.4 Highlights of SkyFii

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

Set out below are a number of investment highlights of SkyFii:

- (a) Technology platform that allows collection of rich consumer behavioural data both physically and online to facilitate dynamic location based content delivery in real time;
- (b) Market leader in retail Wi-Fi analytics and content delivery in Australia;
- (c) Contracts already in place with large retail groups and a strong pipeline of partners already at contract and pilot stage;
- (d) Potential first mover advantage in Indonesia, South Africa, Brazil;
- (e) Revenue derived from 3 main channels, namely:
 - (i) Analytics – online measurement tools for bricks and mortar retailers;
 - (ii) Data services – bridging the gap between advertising and sales conversion; and
 - (iii) Advertising, including personalised and location based advertising;
- (f) Experienced and well qualified management team.

4.5 Expected benefits of the Offer

The Offer is expected to generate significant future opportunities for the development of SkyFii. Benefits are expected to flow in the following main areas:

- (a) technological advancement through research and development;
- (b) significant footprint growth;
- (c) accelerated customer acquisition and database growth; and
- (d) potential strategic acquisition opportunities to complement our solution offering.

Certain of these benefits can be generated quickly while others will flow over a longer time span. Initial implementation costs may also be incurred in some areas before on-going benefits are realised.

4.6 Re-Quotation

At the General Meeting the Company received Shareholder approval to the change in the nature and scale of its activities. In accordance with the requirements of ASX in relation to this change in activity, the Company must re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the Official List. This Prospectus is issued to, among other things, assist the Company to comply with these requirements.

The Company's Shares has been suspended for some time from Quotation and will not be reinstated until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules.

4.7 Escrow

Subject to the Shares being re-instated to Quotation, a certain number of Shares, including the Consideration Shares, may be classified by ASX as restricted securities and will be required to be held in escrow for such time as prescribed by the ASX. During this period, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner. Some Shares issued to the Vendors pursuant to the Acquisition Agreements will be held in escrow for up to a maximum period of 24 months from the date of reinstatement to Quotation. The Company will announce full details of the quantity and duration for the Shares required to be held in escrow prior to the Company being reinstated to Quotation.

4.8 Professional advice

If you are in any doubt as to whether to accept the Offer, please consult your licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser.

The Directors do not consider it appropriate to give Shareholders or investors advice regarding the taxation consequences of subscribing for New Shares under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders or investors. As a result, Shareholders and investors should consult their professional tax adviser in connection with any aspect of the Offer and/or applying for New Shares under this Prospectus

4 . DETAILS OF THE OFFER



4.9 Disputes

The Board may settle, in any manner it thinks fit, any disputes or anomalies which may arise in connection with or by reason of the operation of the Offer, whether generally or in relation to any Shareholder, investor, Applicant or Application. The decision of the Board will be conclusive and binding on all persons to whom the determination relates.

4.10 Change to the Terms of the Offer

The Company reserves the right to waive strict compliance with or vary any provision of the Terms of the Offer, or to vary, suspend or terminate the Offer at any time without notice. If the Offer does not proceed, Application Payments will be refunded. No interest will be paid on any Application Payment refunded as a result of the withdrawal or termination of the Offer.

Failure to notify Shareholders or investors of changes to, suspension or termination of the Offer or the Terms of the Offer will not invalidate the change, suspension or termination.

The Company reserves the right to issue no New Shares or fewer New Shares than an Applicant applies for under the Offer if the Board believes the issue of those New Shares would contravene an ASIC Class Order, requirements or policies, any law or any ASX Listing Rule.

4.11 Applications outside of Australia

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. It is the responsibility of any Applicant who is resident outside Australia to ensure compliance with all laws of any country relevant to their Application, and any such Applicant should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be allotted Shares.

No action has been taken to register or qualify the Shares or the Offer or otherwise to permit a public offering of the Shares in any jurisdiction outside Australia.

4.12 Governing law

This Offer is governed by the law in force in New South Wales. By accepting the Offer, you submit to the non-exclusive jurisdiction of the courts of New South Wales.

4.13 How to apply for New Shares

If you wish to apply for New Shares under the Offer, please complete the Application Form in accordance with the instructions set out on that form.

All Applications (including Application Payments) must reach the Share Registry by 5.00pm (Sydney time) on the Closing Date. The Company reserves the right to vary the Closing Date, subject to the Corporations Act and the ASX Listing Rules.

All Application Forms must be accompanied by payment in full of the Issue Price of \$0.20 per New Share applied for.

Completed Applications Forms and accompanying cheques should be sent to:

RKS Consolidated limited
Level 4, 95 Pitt Street
SYDNEY NSW 2000

Or:

Security Transfer Registrars Pty. Ltd.
770 Canning Highway
APPLECROSS WA 6153

Application must be for a minimum of 10,000 New Shares (\$2,000) at the Issue Price of \$0.20 per Share, and thereafter in multiples of 1,000 New Shares (\$200).

Application Payment must be made by cheque, drawn on an Australian branch of a financial institution in Australian currency, made payable to **"RKS Consolidated Limited – Share Offer Account"** and crossed "Not Negotiable".

Applicants must not forward cash. Receipts for Application Payments will not be issued.

4.14 No underwriting

The Offer will not be underwritten.

4.15 Electronic Prospectus

This Prospectus is available on-line at www.rksconsolidated.com.au

4.16 Issue and Allocation of New Shares

Subject to completion of the Offer and ASX granting approval for the Company to be re – Quoted, the allotment of New Shares to Applicants will occur as soon as possible after the Closing Date, following which holding statements will be dispatched. It is the responsibility of Applicants to determine their allocation prior to trading in Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

Pending the issue of the New Shares, or return of the Application Payments, the Application Payments will be held in trust for the Applicants.

4. DETAILS OF THE OFFER

The Directors have the right to allocate New Shares under the Offer. The Company may reject any Application or allocate any Applicant fewer New Shares than applied for under the Offer.

If an Application is not accepted, or is accepted in part only, the relevant part of the Application Payment will be refunded. Interest will not be paid on Application Payments refunded.

In accordance with the Corporations Act, no Shares will be allotted by the Company until the minimum subscription has been received (being \$2,500,000) and Completion of the Acquisition Agreements. If the minimum subscription has not been raised within four (4) months after the date of this Prospectus, all Application Payments will be dealt with in accordance with the Corporations Act.

4.17 ASX listing

At the General Meeting the Company received Shareholder approval for the Company to change the nature and scale of its activities. In accordance with the requirements of ASX in relation to these changes, the Company must re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the Official List. This Prospectus is issued to, among other things, assist the Company to re-comply with these requirements.

Trading in the Company's Shares has been suspended for some time from Quotation and will not be reinstated until the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules.

There is a risk that the Company may not be able to meet the requirements of ASX for re-Quotation of its Shares on ASX and Completion does not occur. If Completion does not occur, the Company:

- (a) will not proceed with the Offer; and
- (b) will repay Application Payments received from applicants under the Offer.

Shares will not be able to be traded on ASX until such time as ASX's requirements for re-Quotation can be met by the Company, if at all.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may reinstate the Company to Quotation is not to be taken in any way as an indication of the merits of the Company or the Shares offered pursuant to this Prospectus.

4.18 Discretion regarding the Offer

The Company may withdraw the Offer at any time before the issue of New Shares to an Applicant. If the Offer, or any part of it, does not proceed, all relevant Application Payments will be refunded (without interest).

The Company also reserves the right to close the Offer or any part of it early, extend the Offer or any part of it, accept late Applications either generally or in particular cases, reject any Application, or allocate to any Applicant fewer New Shares than applied for.

4.19 CHESS and Issuer Sponsored Holdings

The Company has applied to participate in the ASX's Clearing House Electronic Subregister System (CHESS) and will comply with the ASX Listing Rules and the ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on the ASX under which transfers are affected in an electronic form.

When the Shares become approved financial products (as defined in the ASX Settlement Operating Rules), holdings will be registered in one of two subregisters, an electronic CHESS subregister or an issuer sponsored subregister. For all successful Applicants, the Shares of a Shareholder who is a participant in CHESS or a Shareholder sponsored by a participant in CHESS will be registered on the CHESS subregister. All other Shares will be registered on the issuer sponsored subregister. Following Completion, Shareholders will be sent a holding statement that sets out the number of Shares that have been allocated to them. This statement will also provide details of a Shareholder's Holder Identification Number for CHESS holders or, where applicable, the Securityholder Reference Number of issuer sponsored holders. Shareholders will subsequently receive statements showing any changes to their shareholding. Certificates will not be issued.

Shareholders will receive subsequent statements during the first week of the following month if there has been a change to their holding on the register and as otherwise required under the ASX Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Shareholder's sponsoring broker in the case of a holding on the CHESS subregister or through the Share Registry in the case of a holding on the issuer sponsored subregister. The Company and the Share Registry may charge a fee for these additional issuer sponsored statements.



4 . DETAILS OF THE OFFER



4.20 Brokerage and handling fees

Peleton Capital has agreed to act as Corporate Adviser in relation to the Offer. Further details of the agreement entered into by the Company with Peleton Capital are set out in Section 11.8 of this Prospectus. Brokerage and/or handling fees on applications for Shares will be payable to member firms of ASX or licensed investment advisers on such Application Forms bearing their stamp and accepted by the Company. In relation to funds raised by Peleton, it will pay any such brokerage or handling fees out of its brokerage fee in accordance with the provisions of the Corporations Act. In relation to other funds raised by the Company, the Company will pay such handling and brokerage fees.

4.21 Prospective financial information

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that Skyfii is in the early stages of commercialising its technology and services. Accordingly, any forecast or prospective financial information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

4.22 Privacy disclosure

The Company collects information in relation to each Applicant as provided on an Application Form (Information) for the purposes of processing the Application Form and, should the Application be successful, to administer the Applicant's security holding in the Company (Purposes).

The Company may use the Information for the Purposes and the Company may disclose the information for the Purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, and to ASX, ASIC and other regulatory authorities.

The Information may also be used and disclosed to persons inspecting the Share Register, including bidders for your securities in the context of takeovers, licensed securities dealers, mail houses, and regulatory bodies including the Australian Taxation Office.

You may request access to your personal information held by or on behalf of the Company. You can request access to your personal information or obtain further information about the Company's privacy practices by contacting the Share Registry. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information. The Company aims to ensure that the personal information it retains about you is accurate, complete and up-to-date. To assist with this, please contact the Share Registry if any of the details you have provided change.

In accordance with the requirements of the Corporations Act, information on the Shareholder register will be accessible by members of the public.

4.23 Further enquiries

This Prospectus provides information for potential investors in the Company, and should be read in its entirety.

If, after reading this Prospectus, you have any questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or independent financial adviser. Additional copies of the Prospectus or further advice on how to complete the Application Form can be obtained by contacting or visiting:

Peleton Capital
Level 5
56 Pitt Street
Sydney NSW 2000

Ph: 02 8651 7800
Email: admin@pelotoncapital.com.au



5. INDUSTRY BACKGROUND





This Section provides background information on the sectors in which the Company will operate after completion of the Proposed Transaction.

SkyFii is a data and technology company, which has its roots in the wireless technology industry. SkyFii's intellectual property enables the capture, analysis and representation of customer behavioural data through Wi-Fi networks.

This behavioural data is analysed and converted into meaningful and insightful trends and analytical reports which enable venues and advertisers to gain a deeper understanding of their customers.

In addition to the provision of analytics, SkyFii also provides its clients with a platform to communicate to these customers in a more relevant and contextual manner. The richness of the data drives the delivery of the message to the end customer.

As such, SkyFii's technology has relevance within the industries of Wi-Fi, Big Data and Mobile Advertising.

5.1.4 Wi-Fi Industry Drivers

Wi-Fi has defined itself on a global scale in a very short space of time. Its position in the global market has been defined by a spread of investment by network operators, its integration as a key part of multifaceted network strategy, the emergence of innovative business models, and, most importantly, by a surge in demand for mobile data. This shift in consumer behaviour has largely been driven by the increased penetration of smart devices globally and has created an environment of user dependence on alternative connectivity technologies such as Wi-Fi.

Growth of smartphone usage

The rapid improvement, and uptake, in smartphone technology has been a catalyst for a major shift in consumer behaviour, which has resulted in exponential growth in mobile data traffic.

5.1 The Wi-Fi Industry

5.1.1 What is Wi-Fi?

Wi-Fi is a local area wireless technology that allows an electronic device to exchange data or connect to the Internet using 2.4 GHz UHF and 5 GHz SHF radio waves.

5.1.2 What is public Wi-Fi?

Public Wi-Fi is a term that is used to describe Wi-Fi networks that are available for public use. These networks may either be free of charge to the public or users may be charged a fee for access.

5.1.3 What is a Wi-Fi hotspot?

A hotspot is a site that offers Internet access over a wireless local area network (WLAN) through the use of a router connected to a link to an internet service provider. Hotspots typically use Wi-Fi technology.

GROWTH OF SMARTPHONE USAGE

Smartphones are now an integral part of people's everyday lives. Approximately:

- 75%** of Australians own a smartphone
- 77%** of smartphone users don't leave home without it
- 82%** use a smartphone on the go
- 77%** use a smartphone while shopping
- 65%** access the Internet on their smartphone every day
- 91%** use their smartphone to be entertained
- 72%** access video through their smartphone



5.1 The Wi-Fi Industry (continued)

Mobile data

This global surge in mobile data traffic has put significant pressure on traditional telecommunications infrastructure to cope with and maintain a quality of service for its users. This has opened up the opportunity for Wi-Fi to become a prolific and complimentary means of connecting smart devices to the Internet.

OUTLOOK FOR MOBILE DATA COVERAGE

- Monthly global mobile data traffic will surpass 15 exabytes by 2018. At the start of 2014 the figure sits at 2.6 exabytes.
- The number of mobile-connected devices will exceed the world's population in 2014. Today, there are over 7 Billion mobile-connected devices on the planet.
- Due to increased usage on smartphones, smartphones will reach 66 percent of mobile data traffic by 2018.
- By 2018, there will be more traffic offloaded from cellular networks (on to Wi-Fi) than remain on cellular networks.

Source: Cisco's Visual Networking Index: Global Mobile Traffic Forecast Update, 2013 – 2018. This report can be downloaded at: <http://www.cisco.com/c/en/us/solutions/service-provider/visual-networking-index-vni/index.html>

The Company considers a number of reasons why Public Wi-Fi is becoming increasingly important and attractive to investors, including:

- For mobile operators there is a particular need to focus on public Wi-Fi as their cellular capacity is stretched by the explosion in data usage.
- The deployment of wireless hotspots will gather pace to meet the demand, whether by carriers themselves, specialists or wholesalers.
- Along with the type of company investing in hotspot roll-outs, it is expected that the type of venue will also become more diverse.

Smartphones transforming behaviour

Wi-Fi is more than just a technology solution, or a means to access the internet. It has the ability to inform a customer's product consideration and facilitate the delivery of offers that reflect a customer's interests profile and consumer segment.

SMARTPHONES ARE TRANSFORMING REAL WORLD SHOPPING BEHAVIOUR

The explosion in smartphone usage and the proliferation of public Wi-Fi is having a profound impact on the way consumers shop in the real world.

Regional patterns

The Company expects Asia-Pacific to be the strongest driver of public Wi-Fi growth in the short- to medium-term. However, the annual growth rate is actually seen in Africa (albeit coming from a very low base).

SkyFii, with its growing footprint in the regions of Asia-Pacific and Africa, is well-positioned to capitalise on this trend.

5. INDUSTRY BACKGROUND

5.1 The Wi-Fi Industry (continued)

5.1.5 The Business Landscape of Public Wi-Fi

Traditional Wi-Fi hotspot business models centre around:

- Paid access Wi-Fi;
- Free access Wi-Fi, but driving uptake of the venue's core service (e.g. coffee shop); and
- Aggregation, including business subscription services.

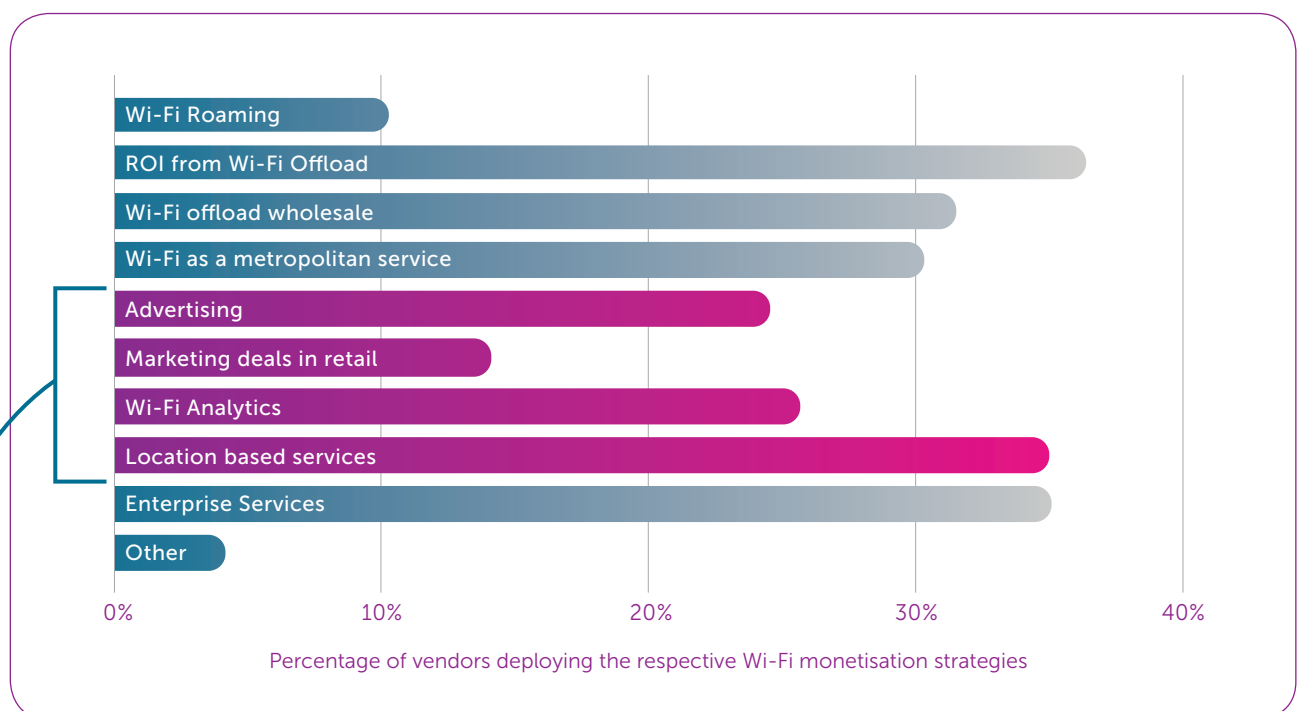
In recent times, the paid access model has come under pressure as consumers have come to expect free access to Wi-Fi.

With the growth in free access Wi-Fi, new models are emerging, including:

- 1. Retailer Marketing and Promotions:** Retailers are increasingly using Wi-Fi services to promote and market products and services. Location-based analytics and push advertising will also become a part of the basis for new forms of targeted retail marketing in malls, sports venues and outdoor locations.
- 2. Analytics and Data Services:** This is an area which is starting to gain significant traction globally and in particular amongst the leading hardware vendors such as Cisco, Ruckus, Motorola and Aruba. Customer behavioural data is captured and represented in digestible reports that support a business's marketing or communication strategy.

Figure 1. Current and Emerging Wi-Fi monetisation strategies

Source: "Wireless Broadband Alliance (WBA) Industry Report 2013: Global Trends in Public Wi-Fi", 18 November 2013
This report can be downloaded at: <http://www.wballiance.com/resource-center/wba-industry-report/>



SkyFii delivers high quality Wi-Fi experiences for smart device users and is committed to becoming a dominant industry player within the Asia Pacific, African and South American regions within the sectors SkyFii operates.

SkyFii's vision is to continue to develop widely available and seamless connectivity for smart device users that helps to cater for this continuous growth in mobile data usage.

SkyFii is focused on capitalising on the major shift in consumer behaviour driven by the explosion in smartphones, and the rise of the new mobile consumer, by building tools for retailers that connect them with existing and prospective customers in new and effective ways and help them to gain a deeper understanding of these customers.



5.2 The Big Data Industry

5.2.1 What is Big Data?

Big Data is the current term given to the wide use of data collected from digital, technological, and analogue sources. Big Data is used to improve business understanding of markets, allowing improvements in customer experience and organisational performance.

5.2.2 Traditional challenges for businesses around Big Data

The Big Data market is still in the early adopter phase, but is poised for significant growth. For the Big Data market to reach its full potential, enterprises and vendors must overcome several obstacles; these include:

- A current lack of analytic specialists and data scientists equipped with both the technical skill and business acumen to derive insights from large, multi- structured data sets;
- A lack of understanding among enterprises on how to organise and effectively communicate insights provided from Big Data;
- Organisational resistance to adopting Big Data analytics-driven decision-making;
- Development of Big Data platforms and tools by vendors that adopt open frameworks in favour of closed, locked-down solutions; and
- A lack of best practices and related technologies for managing Big Data as a corporate asset.

5.2.3 Big Data Growth Drivers

The significant growth of interest in Big Data from 2012 can be attributed to:

- A greater awareness of the benefits of Big Data from industries beyond the web, such as financial services, pharmaceuticals and retail;
- The advancement of Big Data software such as Hadoop, NoSQL data stores, in-memory analytic engines, and processing analytic databases;
- Advancements in the professional services practices which are helping enterprises practically apply Big Data to their businesses;
- A greater investment in Big Data infrastructure by Web properties – most notably Google, Facebook, and Amazon – and government agencies for intelligence and counter-terrorism purposes.

In the enterprise space in particular, a combination of a better understanding of the use cases for Big Data and a more advanced product and service offering has resulted in the enterprise sector seeing a number of pilot projects convert into larger scale deployments.

5.2.4 Valuing Big Data

The Company expects the major source of revenue generation will come from value-add services and software, as opposed to Big Data infrastructure which is the current model.

SkyFii is a data and technology company which has developed a solution that is able to collect, process, analyse and represent large and complex data sets. The solution has been developed using inter-operability protocols to act as a data management platform. As such, SkyFii promotes inter-operability across complementary products and tools.



5.3 The Mobile Advertising Industry

There are over 1 Billion smartphones in use globally today, with penetration continuing to rise. This is a global transformation. As a result, mobile presents a very powerful opportunity for advertisers to connect with consumers in new ways.

The mobile advertising market in Australia is the fastest growing component of the digital sector, experiencing 190% growth over the previous financial year to reach \$138m in FY13*.

**Source: Interactive Advertising Bureau (IAB) Australia, "Mobile Trends Report", September 2013.
This report can be downloaded at: <http://www.iabaustralia.com.au/research-and-resources/research-resources/item/30-mobile-trends-report>*

5.3.1 The Power of Location Data

The ability to pinpoint someone's location and deliver them a personalised, contextual message based on their surroundings or interest preference, in real time, is going to significantly change the way advertising is delivered and received. Mobile provides the means by which these messages can be delivered and received and hence will play a leading role in the evolution of this advertising trend.

Location data is the powerful new dataset that mobile has the ability to deliver. Location-enabled mobile advertising continues to build strong demand and command higher price points due to the level of targeting this medium provides.

Google reports that a third of all mobile searches have a local intent to them and that 94% of smartphone users have searched for local information, while studies carried out have shown that location has a big influence on the level of response to an ad. Click through rates on mobile banner ads can see an uplift of between 40-50% if the user is within a 2 mile radius of the business in question.*

**Source: Interactive Advertising Bureau (IAB) Australia, "Mobile Trends Report", September 2013.
This report can be downloaded at: <http://www.iabaustralia.com.au/research-and-resources/research-resources/item/30-mobile-trends-report>*

5.3.2 Hyper-local marketing

Hyper-local marketing is a term used to describe highly targeted marketing based on a specific geographic area or location.

Real time location data is a key component to delivering successful hyper-local marketing. It brings the ability to add context as well as triggers for content delivery via Wi-Fi, SMS, email, in-App and other mobile channels that are more likely to lead to a successful result.

Hyper-local marketing opens up the opportunity for businesses to target and connect with a relevant group of consumers cost efficiently based on their location. This becomes more powerful when combined with other consumer profiling information available to help define the target audience and the best opportunity to communicate with them.

SkyFii's technology platform captures the location of mobile devices and enables the actioning of this data through owned media channels, or capitalising on the premium associated with third party location-enabled ad serving. Through SkyFii HQ, advertisers, both large and small, can design, implement and report on targeted campaigns pushing content out to a qualified audience based on location, time and profile.



5.4 Competitive Landscape

5.4.1 Competition

SkyFii does not believe there is a direct competitor to its business in Australia, however it does recognise there are a small number of known competitors globally within the areas of public Wi-Fi and retail analytics, the most notable being: Euclid (a US based retail analytics company), Retail Next (a US based retail analytics company) and Purple Wi-Fi (a UK based social Wi-Fi company).

While these competitors will create a competitive landscape, from a network footprint perspective in certain markets such as the US and UK, SkyFii believes that it has a technology solution which offers our target sector (retail) a more relevant feature set than any of our nearest competitors. Specifically, the SkyFii platform (SkyFii HQ) has the ability to link the customer profiling and behavioural data with the means to deliver contextual, relevant content based on a customer's location, interests and behavioral profile or demographic segment. We believe therefore that whilst we have competitors in a broad sense that can compete with our footprint growth strategy, we do not believe we have a direct competitor at this point to our specific technology solution.

5.4.2 Barriers to entry

The key barriers to entry for competitors seeking to enter the public Wi-Fi and retail analytics sectors are real estate footprint and technology infrastructure:

- (a) **Footprint** - a major barrier to entry is the ability for a competitor to build a wireless network footprint and in doing so develop a relevant customer/audience database. SkyFii has spent a significant amount of time and resources securing a strong existing footprint and developed relationships with leading property and retail groups both domestically and key international markets of Indonesia, South Africa and Brazil.
- (b) **Infrastructure** - the ability to build a reliable, highly scalable and secure technology infrastructure to capture and store the extremely large volume of data collected from the wireless networks. SkyFii has made significant investments into its infrastructure which allows it to support large volumes of data during peaks traffic periods across its growing portfolio of venues. SkyFii believes it has a strong competitive advantage in its ability to support contracts for the roll-out of large numbers of retail venues both domestically and internationally.

5.4.3 Regulatory framework

The current major regulatory influence on SkyFii's operations is the Australian privacy laws.

Any proposed expansion of the SkyFii business into foreign markets will be subject to SkyFii at all times complying with foreign and domestic privacy laws.

At the time of this document, SkyFii is not aware of any foreign regulatory requirements which will materially adversely impact SkyFii's current operations or the implementation of its proposed expansion plans.

5 . I N D U S T R Y B A C K G R O U N D



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6. BUSINESS OVERVIEW



6.1 RKS

6.1.1 Summary

RKS Consolidated Limited is an Australian public company listed on the official list of the ASX (ASX:RKS). The Company's Shares are currently suspended from quotation from the ASX and have been suspended since July 2008.

The Company was placed into voluntary administration in July 2008 and into liquidation in June 2009. The liquidation was subsequently terminated via a court order on 23 August 2010. Since that time, the Directors have been reviewing potential investment opportunities as a precursor to attaining re-quotation of the Shares on the ASX.

Currently, the Company has 10,000,337 Shares on issue. There are no other securities on issue in RKS.

6.1.2 Acquisition Agreements

RKS entered into the Acquisition Agreements with the Vendors on 30 July 2014. Pursuant to the Acquisition Agreements, the Company has agreed to acquire all of the share capital of SkyFii. In consideration for the acquisition, the Company will issue the Consideration Shares and the Earn Out Shares (if any) to the SkyFii Shareholders.

Completion of the Acquisition Agreements is conditional upon, amongst other things, the passing of the Resolutions by Shareholders at the General Meeting, and each of the following being completed:

- (a) the RKS Share Consolidation;
- (b) RKS raising a minimum of \$2,500,000 under the Public Offer; and
- (c) the transfer to RKS of all of the issued capital in the capital of SkyFii in consideration for the issue of the Consideration Shares and the Earn Out Shares; and
- (d) the Company satisfying the provisions of Chapters 1 and 2 of the ASX Listing Rules as if applying for admission to the Official List of the ASX.

Further details of the Resolutions are set out in the Notice of Meeting.

6.2 SkyFii

6.2.1 Summary

SkyFii is an Australian based data and technology company which captures, analyses and visualises customer behaviour data 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, with live trials in Indonesia, Brazil and South Africa.

At the heart of SkyFii is a technology platform which is able to collect a wealth of consumer behavioural and intent data both online and physically within retail environments. The platform has the ability to integrate this data with its retail partners' existing data sets to form a comprehensive view of current and future customers.

SkyFii's integrated data warehouse and content delivery platform allows retailers and advertisers to use this data, including location information and customer profiles, to push targeted content to, and engage with, customers through Wi-Fi, SMS, Email, Social or App-based push notifications in real-time. This targeted messaging can be enhanced with Bluetooth LE nodes providing localized 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.



6.2 SkyFii (continued)

6.2.2 History

A brief history of the operations and the significant historical milestones in the development of the Skyfii business (including businesses acquired by SkyFii) are summarised below:

August 2012	First free public Wi-Fi network contract signed with Ipoh Pty Ltd. First retail centre Wi-Fi sponsorship campaign for Samsung at The QVB to support their London Olympics campaign.
September 2012	First free public Wi-Fi networks go live at premium retail centres in Sydney - The QVB, The Galleries, Chifley Plaza, Strand Arcade.
January 2013	SkyFii launches sponsorship campaign for Opera Australia, promoting La Boheme to tourists and residents of Sydney in The Queen Victoria Building for a 4 week campaign period.
April 2013	Long-term partnership signed with Diageo Australia for a dedicated portfolio of free Wi-Fi networks in hotels across WA and Qld. SkyFii wins tender and signs contract with Brookfield Australia for a SkyFii free Wi-Fi network at World Square Shopping Centre in Sydney.
May 2013	SkyFii delivers temporary free Wi-Fi solution at Sydney Opera House for an event for The Australian Financial Review.
September 2013	SkyFii free Wi-Fi goes live at World Square Shopping Centre.
November 2013	SkyFii reaches 100,000 registered users in Australia.
December 2013	SkyFii signs memorandum of understanding for joint venture partnership with PT Rainbow in Indonesia.
April 2014	SkyFii agrees to launch pilot project with Metcash Group to measure cross-shopping behaviour between 20 stores in Geelong Victoria across 5 brands (IGA, Mitre 10, Autobahn, Bottle-O) for 3 months. SkyFii signs contract with Jen Retail Properties to deliver a SkyFii free Wi-Fi solution at Market City retail centre in Sydney.
May 2014	SkyFii reaches 200,000 registered users in Australia. SkyFii signs contract with GPT Group for Rouse Hill Town Centre pilot.
June 2014	SkyFii launches first retail centre pilot network in Indonesia with Lippo Malls. SkyFii launches first retail centre pilot network in South Africa with Redefine Group. SkyFii launches first hotspot pilot in Brazil with retailer Hand Made.
July 2014	SkyFii free Wi-Fi goes live at Market City. SkyFii pilot project with Metcash Group goes live in Geelong, Victoria.
August 2014	SkyFii reaches 250,000 registered users in Australia. SkyFii awarded pilot contract by Scentre Group in partnership with Optus to deliver free Wi-Fi in Westfield Garden City and Westfield Miranda. SkyFii free Wi-Fi and analytics go live at Rouse Hill Town Centre. SkyFii awarded pilot contract by Federation Centres to deliver free Wi-Fi and analytics at Karingal Hub in Victoria.



6.2 SkyFii (continued)

6.2.3 SkyFii's tangible assets

SkyFii's does not hold any shares or interests in any other entity. The major assets of SkyFii are set out in the SkyFii accounts as at 30 June 2014 include the following:

ASSETS	VALUE (A\$)
Cash assets	\$35,553
Current-receivables	\$149,212
Fixed assets	\$9,807
Non-current assets	\$76,555
Total assets	\$271,127

6.2.4 Target market and industries

SkyFii's key targets include retail centres, hospitality, quick service retail & coffee, and big & small box retail stores. Secondary to these are transit, outdoor advertising, and experiential marketing.

6.2.5 Revenue generation

SkyFii currently generates revenue from three main sources – analytics, advertising and data services, with supplementary revenues derived from network services for network design, project management and installation of wireless networks on behalf of a venue partner.

In addition to the current revenue sources, SkyFii is investing in the research and development of a number of new data products from which it expects to generate new revenue streams.

- (a) **Analytics** includes revenue which is generated on a recurring monthly revenue model and sold as a Software as a Service (SaaS). The monthly SaaS revenue fees include provision of real-time customer analytics through SkyFii HQ, network management services and access to the various engagement channels built into the platform. Network installation and project management revenue is included in the analytics revenue line as it directly relates to the network services, however this revenue is generated up-front as a once-off revenue item for each respective network installation.

- (b) **Advertising** includes revenue generated through the delivery of advertiser sponsored content delivered to users of the network. SkyFii currently generates advertising revenues through the following channels:

- Email marketing campaigns to the SkyFii user email database;
- Sponsorship campaigns - paid advertising on the mobile splash pages delivered via the Wi-Fi captive portal. (a user is obliged to watch an advertisement on their mobile device before being granted access to the free Wi-Fi service); and
- Targeted advertising delivery via text message to mobile device users and push notifications to a mobile Apps.

- (c) **Data Services** includes revenue generated through customer subscriptions from proprietary data products such as the provision of real time audience measurement in a particular location to the outdoor advertising sector and real time location services to 3rd party demand side platforms.

The total revenue generated by SkyFii as at 30 June 2014 was attributable to the following revenue lines:

REVENUE	VALUE (A\$)
Advertising	\$522,362
Analytics	\$101,726
Data services	\$16,000
Other	\$929
Total revenue	\$641,017

6.3 Business model

SkyFii is powered by a bespoke technology and commercial solution that gives people access to the internet for free, provides venues a valuable service to offer their customers, and gives brands and venues a powerful tool to understand and engage with consumers based on location, profile and time.

SkyFii's technology solutions comprise of wireless network services, data warehouse services and SkyFii HQ services, and are delivered through SkyFii HQ, the control centre - an intuitive, easy to use and intelligent cloud based platform.

There are 4 core services which are attributable to the 3 main revenue sources:

1. Wireless Network Services

- Network design
- Network deployment
- Network maintenance & management

2. Data Warehouse Services

- Data collection on customers & network users (online & offline)
- Data enrichment – customer behaviour profiling, online and offline
- Data storage – highly secure & scalable cloud based infrastructure (online & offline)

3. SkyFii HQ Services

- Analysis & visualisation of customer data analytics
- Content delivery & marketing automation
- Guest Wi-Fi set-up & management
- Network management & monitoring

4. Commercial Services

- Wireless network monetisation via 3rd party advertising
- Database marketing via 1st and 3rd party advertising

6.4 SkyFii HQ

SkyFii HQ is a cloud based platform providing businesses with a guest Wi-Fi management solution, integrated Wi-Fi presence analytics, content delivery and marketing tools. This solution is all represented and accessed through a customisable cloud-hosted dashboard.

By providing businesses with a view on their customer's behaviour, both physically in-store and online through the Wi-Fi service, SkyFii HQ facilitates understanding of and direct communication with customers based on location, interests profile, demographic segment or loyalty status.

The core components of SkyFii HQ are:

- Analytics and Data Mining
- Guest Wi-Fi Management and Network Monitoring
- Campaign Management and Content Delivery
- Marketing Automation





6.4 SkyFii HQ (continued)

6.4.1 Analytics and Data Mining

SkyFii HQ's analytics and data mining tools allow the user to see both real time and historical trend data side by side through a suite of base reports and dashboard widgets. Reports provide users with the ability to gain in-depth analysis of both online and offline visitor trends and behaviours through the data collected via the Wi-Fi infrastructure in a venue. Users are able to configure dashboards and reports to display data over any given period for either a single venue or group of venues.

6.4.2 Guest Wi-Fi Management and Network Monitoring

SkyFii HQ's easy to use interface allows businesses to quickly set up and configure Guest Wi-Fi services for their venues. With Guest Wi-Fi, businesses are able to gain a deeper understanding of their customers through user data collection at registration, monitoring online behaviours and trends and the tracking of presence data. SkyFii HQ also helps business to monetise their Guest Wi-Fi service either through sponsorship of Guest Wi-Fi services or through the delivery of targeted messages to users at the time of registration and during subsequent visits.

6.4.3 Campaign Management and Content Delivery

SkyFii HQ provides businesses the ability to create highly targeted push marketing campaigns with content delivered either on or off network via SMS, email, video, banners and push notifications to browsers or Apps. Campaign triggers can be based on a range of demographic and behavioural insights including:

- Visitor Type
- Gender
- Age
- Country
- State
- Location

6.4.4 Marketing Automation

SkyFii HQ provides businesses of all sizes the tools to better communicate with their customers using business intelligence. It allows them to set content to be delivered automatically based on a set of pre-determined rules. This content can be delivered via email, SMS, video, in-App notifications, social media redirect and digital signage integration.

6.5 SkyFii Business Strategy

SkyFii's business strategy is to be a leading provider of Wi-Fi and Data Services in the retail sector globally.

Our lead target vertical is retail malls, where, by controlling a footprint of wireless networks, we build a digital ecosystem in the physical retail space, which unlocks a valuable hyper-local marketing and analytics tool for tenants and advertisers to utilise.

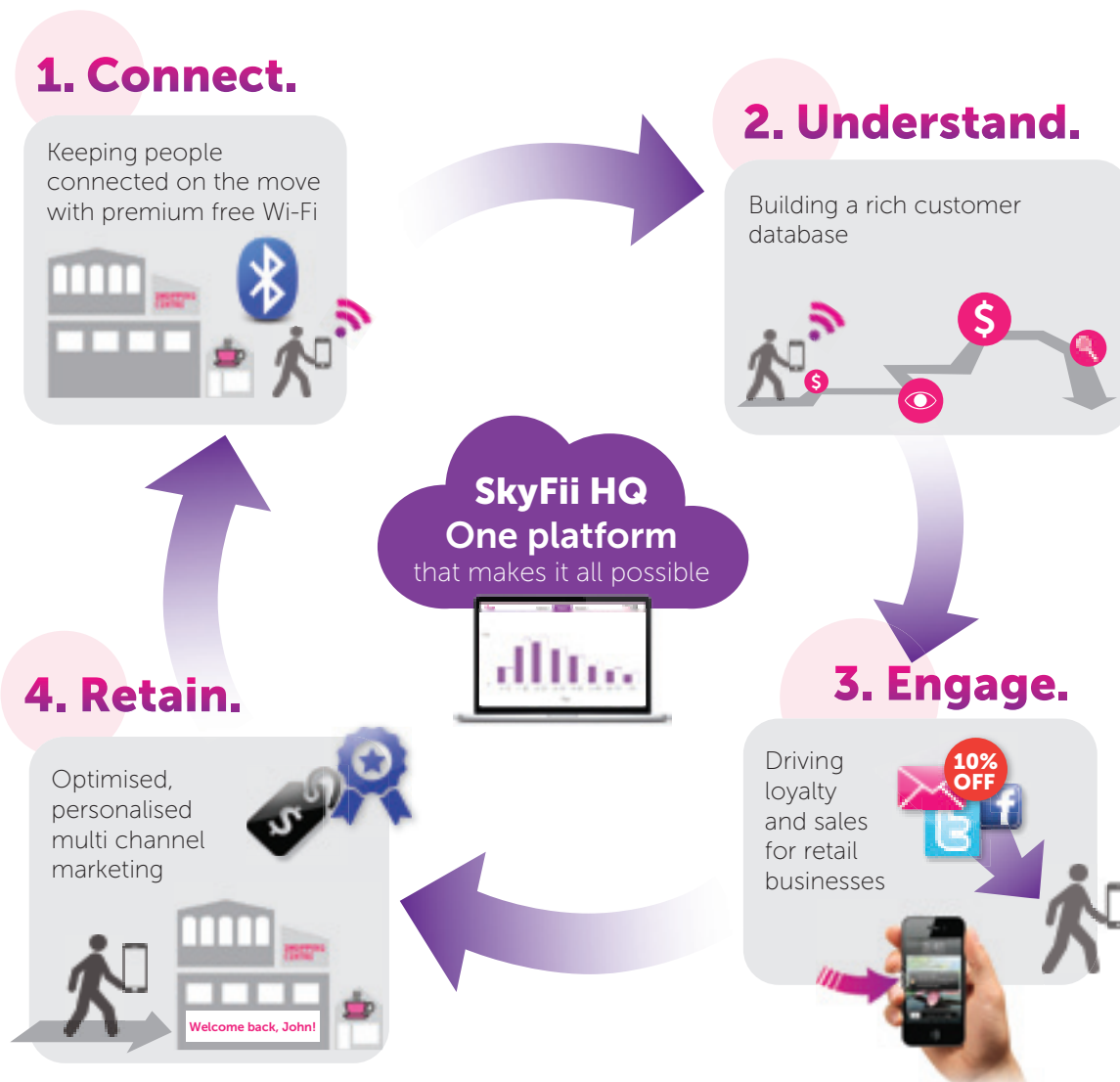
The second tier verticals of hospitality venues, quick service restaurants, cafés, chain and department stores supplement the database with additional registered users and profiling data that enrich the marketing and analytics products available via SkyFii HQ.

With a critical mass of hotspots, the scale and depth of the customer database becomes a valuable channel for 3rd party advertisers.

The success of the business is, therefore, directly linked to the size and scale of the network of hotspots. A larger footprint will attract more users, which unlocks a greater amount of data, and overall a more scalable and valuable product. To achieve this goal, we have developed a versatile product that allows for multiple strategies to acquire the footprint – these include direct sales, reseller agreements, white label solutions, network and data partnerships.

The 4 Pillars of SkyFii's strategy

The business strategy is underpinned by the four pillars Connect, Understand, Engage and Retain.



6.5 SkyFii Business Strategy (continued)

1. Connect

Wireless Network Services

SkyFii has a suite of mobile technology solutions to connect retailers to their customers.

- ✓ Free Wi-Fi
- ✓ Bluetooth beacons
- ✓ One-time registration

SkyFii can design, build and operate free Wi-Fi networks to connect venues and their customers to the internet via the SkyFii free Wi-Fi network. We offer a full end-to-end solution to customers where required, including network scope and design, project management, installation, right through to service delivery.

Large Venue Solution (for example, retail centres, big box retail stores, airport terminals)

Larger venues such as retail centres and big box retailers can require a tailored network solution. SkyFii recommends enterprise grade hardware providers and is compatible with a number of these vendors.

- (a) Built for high-density, high-traffic environments;
- (b) Enterprise-grade solution; and
- (c) Centrally managed network

Small Venue Solution (QSR, cafés, pubs or small box retail stores)

For smaller venues our SkyBox plug-and-play solution installs in minutes - just connect power and Internet. Each SkyBox device is the size of a deck of cards and can cover up to 50 sqm. The device connects via an existing ADSL connection and is already pre- configured for use with SkyFii HQ.

Through SkyBox, SkyFii can deliver a fully managed solution for the venue:

- (a) A preconfigured router carrying SkyFii HQ software
- (b) Attaches to an existing internet connection
- (c) Securely shares available bandwidth with the public
- (d) Connects the public to the SkyFii network
- (e) Gives the venue access to SkyFii HQ and associated products

The User Experience Model

Connect once. Connected everywhere.

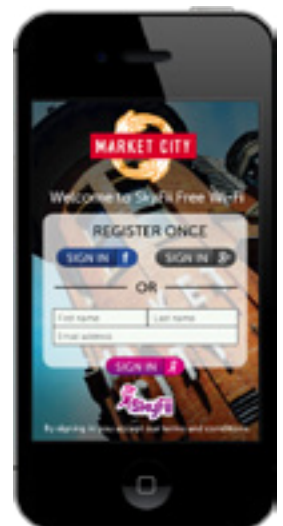
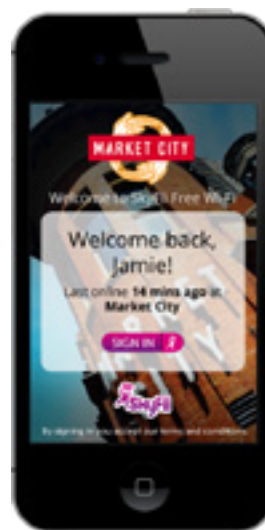
SkyFii provides consumers with the means to stay connected on the move across a network of free Wi-Fi hotspots.

Where possible, each hotspot carries the same network name, or SSID (Service Set Identifier), for customers to connect - "FreeSkyFii". By registering once via a valid email address or a social media account (e.g. Facebook or Google+), the customer can seamlessly access a growing international network of free Wi-Fi hotspots.

We operate a one-time customer registration process. On subsequent visits to any SkyFii hotspot, the user is recognised, automatically connected to the service, and will receive a personalised "Welcome Back" message.

Welcome Page

First and one-time registration



Welcome Back Page

Personalised "Welcome Back" on subsequent network visits



6.5 SkyFii Business Strategy (continued)

2. Understand

Data Services

SkyFii collects, stores, enriches, analyses and represents customer data to brands & businesses in the form of digestible reports.

- ✓ Customer habits and behaviours
- ✓ Online and offline
- ✓ In & out of store

SkyFii's technology is designed to collect a unique and rich set of customer data and convert it into digestible patterns, trends and insights for businesses to help them better understand their customers.

SkyFii Collects and Stores both Online and Offline Mobile Data

1. Online consumer data: Connected to the network

When a customer registers, opts-in and connects to the network SkyFii records the personal information they are willing to share. This can include first name, last name, gender, age, nationality, address, email address. SkyFii also records users online activity, including webpages browsed and search terms. A customer is only ever required to register on their first session with the SkyFii network.

2. Offline consumer data: Not connected but Wi-Fi enabled

SkyFii's software detects smart devices via the anonymous "probes" they send out searching for Wi-Fi networks. The probes include the phone's unique identifier, its MAC (Media Access Code) address, and SkyFii records this information by time and location to create physical customer analytics within a networked area. SkyFii analytics can detect and monitor any Wi-Fi enabled smart device, which comes into contact with one of our networks.

3. Data warehousing:

SkyFii has designed a sophisticated database architecture to handle the large volumes of data collected every second of every day through each and every hotspot. This data is collected, stored and enriched in a way that allows it to be queried, interpreted and visualised through SkyFii HQ.

With superior insights into a retailer's in-store audience, SkyFii is well-positioned to optimise media and product offers, produce mobile-orientated content and re-market to customers on-the-go.

3. Engage

SkyFii Advertising

SkyFii provides retailers with the tools to communicate with their customers.

- ✓ Mobile
- ✓ Email
- ✓ Social
- ✓ In-App
- ✓ SMS

SkyFii has developed a suite of communication tools which are built into the SkyFii HQ platform and can be actioned by retailers and advertisers based on an improved understanding of customer behaviour and interests.

These tools include targeted email delivery, SMS, in-App push notifications, social media redirect and mobile advertising through the captive portal.

SkyFii Mobile

As the penetration of smart devices in Australia and abroad continues to grow, the opportunity to engage people on the move through their mobile devices is becoming a prominent media channel. SkyFii, through its network of wireless hotspots, gives retailers and advertisers the opportunity to engage consumers through our mobile media assets which includes the captive portal. This content can be delivered based on time, location and profile.

Key Attributes

- Captive portal and in-browser banners
- Personalised content delivery – video or static
- In real time
- Contextually relevant
- Data and insights driven content delivery



6.5 SkyFii Business Strategy (continued)

SkyFii Mail

SkyFii Mail is a platform that allows advertisers to engage with consumers via email in a highly targeted and personalised fashion based on location, time and profile.

It is an intelligent email-marketing platform that draws on the database of audience data and insights. As a self-managed email management tool, it gives businesses, large and small, the power to cost-effectively email market directly to their customer base.

SkyFii SMS

SkyFii is developing an SMS platform that will allow advertisers to engage with consumers via SMS in a highly targeted and personalised fashion based on location, time and profile.

SkyFii SMS will draw on the database of audience data and insights to give businesses, large and small, the power to cost-effectively SMS market directly to their customer base.

SkyFii Social

SkyFii can facilitate a redirect to social media pages such as Facebook and can also implement a "like" gate which forces users to like a venue's page in order to gain access to the internet. This helps to build a venue's social media following.

SkyFii In-App

SkyFii can use its comprehensive customer view and proximity marketing tools to push, measure and optimise content delivery to mobile Apps. This will ensure that the right message reaches the right person at the right time.

4. Retain

SkyFii real time location data can be utilised to attract customers back to store by facilitating rewards and incentives through a mobile app.

- ✓ Loyalty
- ✓ Redemption
- ✓ Points
- ✓ Rewards

The ability to monitor in-store activity, customer movement patterns and engagement unlocks an array of new and valuable insights into customer loyalty. This information can be combined with a retailer's sales and customer relationship management data and fed into a loyalty program to optimise the delivery of reward based incentives.

- Time-based incentives
- Frequency of visits
- Purchase habits



6.6 SkyFii Infrastructure and Technology

Extracting of real-time business value from big data mining and smart analytics.

The SkyFii technology platform has been developed on a suite of enterprise technologies and services. The platform consists of both on-premise and cloud based components that together form an ecosystem that facilitates the collection, dissemination and analysis of data.

SkyFii is compatible with the major Wi-Fi network hardware vendors to provide an increasingly agnostic solution that can be deployed in a variety of environments from small cafés to large-scale shopping centres. These key partnerships allow SkyFii to provide real time location services (RTLS) and presence analytic capabilities. These two functions effectively monitor the digital signalling events emitted via the electronic devices of venue patrons.

Similarly SkyFii has developed a bespoke operating system that allows us to deploy presence analytic capability to a number of commodity hardware devices, thereby providing our analytic and marketing features to venues at a cheaper price point.

The technologies that underpin the core of SkyFii's cloud based data warehouse form the basis of a scalable, secure and robust architecture that is capable of automatically growing to meet the demand of an increase in traffic in a cost effective way.

The security and privacy of customer data is critical to SkyFii's success. For this reason the platform has been engineered in a way that ensures privacy and security are an absolute priority. Data can be either segregated, multi-tenanted or shared between business customers.

There are a number of emerging technologies in the indoor positioning environment. These technologies include Bluetooth, thermal, infrared and CCTV. In the future SkyFii will ensure integration with a number of these technologies to compliment our ability to interpolate the digital footprint of a venue and enhance the data driven insights that are provided by the platform.

6.7 Current Operations

We currently have contracts with 4 major retail property groups in Australia – Ipoh, Brookfield, GPT Group, and Jen Properties. In addition, we have partnered with Diageo to install a free Wi-Fi network within 85 pubs across QLD and WA.

Key Contracts

IPOH - SkyHub Group Pty Ltd entered into a wireless services agreement with Ipoh Pty Ltd, Ipoh Strand Pty Ltd and Reco Bathurst Pty Ltd (jointly known as **IPOH**) on or around 7 June 2012 for the provision, management and commercialization of public wireless networks in the Queen Victoria Building, the Strand Arcade, The Galleries and Chifley Paza (**IPOH Centres**) in Sydney's CBD. The network services are being provided for an initial term of 3 years commencing 11 June 2012, plus a further period of 3 years after expiry of the initial term if mutually agreed between the parties.

This contract was acquired by SkyFii from SkyHub Group Pty Ltd on 5 August 2013. Under the agreement, SkyFii must provide and manage the public Wi-Fi networks in the IPOH Centres at SkyFii's sole and absolute cost while IPOH must promote the Wi-Fi service through the IPOH media assets at each of the IPOH Centres. SkyFii has the right to commercialise the Wi-Fi networks through sponsorship of the services for which IPOH is entitled to receive a share of the monthly net revenue (if any) earned by SkyFii.

Jen Retail Properties - SkyFii entered into a services agreement with Jen Retail Properties Limited on 3 April 2014 for the installation and management of a wireless network at Market City Shopping Centre (Market City) and the provision of SkyFii HQ, data warehousing and real time location services. The services are being provided for an initial period of 3 years commencing July 2014. Market City was the first retail shopping centre in Australia using wireless technology to measure outdoor footfall and provide the capability for real time location services.

The GPT Group - SkyFii entered into a services agreement with GPT Property Management Limited (the GPT Group) on 30 May 2014 for the installation and management of a wireless network at Rouse Hill Town Centre (RHTC) and the provision of SkyFii HQ and data warehousing services. The services are being provided for an initial trial period of 8 weeks commencing 1 September 2014. Following the completion of the trial period and subject to meeting the agreed success criteria, the parties will negotiate in good faith to install similar wireless networks and provide similar services at other retail properties which the GPT Group manages.



6.7 Current Operations (continued)

World Square - SkyFii entered into an agreement with Brookfield WS Retail Landowner Pty Ltd and AWP Management No 2 Pty Ltd (Brookfield) on or around 30 May 2013 for the installation and management of a wireless network at World Square Shopping Centre (World Square) in Sydney's CBD. The services are being provided for an initial period of 1 year commencing 23 September 2013 and thereafter on a rolling month-to-month basis. SkyFii is currently in negotiations with Brookfield for a new annual contract including the provision of analytics and which is expected to be finalised within the month.

Key Pilot Projects

We have pilot projects underway with leading retail centre groups, retailers and international FMCG groups.

Federation Centres - We have been awarded the pilot project to deliver guest Wi-Fi and analytics at Karingal Hub Shopping Centre. The pilot project is a partly paid trial; the target launch date for the pilot is 12 November 2014 for an evaluation period yet to be finalized. SkyFii is currently in discussion with Federation to provide services at a second pilot site. A successful pilot may lead to a rollout of the solution across the portfolio of centres (up to 70 in total).

Metcash - We have a 4 month paid project with Australia's leading wholesale distribution and marketing company to monitor cross shopping behaviour across 5 brands in the group - IGA, Mitre10, Autobahn, Bottle-O, Cellarbrations. The project commenced in late July 2014 and been extended for a further month following positive feedback from Metcash franchises. A successful pilot may lead to a broader contract to supply our services to the group and franchisees.

Mondelez - SkyFii was selected to be the mobile technology company to deliver a paid pilot project with Cadbury Favourites over a 90 day period. SkyFii is currently negotiating a statement of works with Mondelez for the delivery of the pilot project. A successful pilot may lead to a broader contract for data and marketing services to the group, and we hope to extend this relationship internationally.

Scentre Group (Westfield Shopping Centres) - We have been awarded the pilot project in partnership with Optus and Aruba Networks to deliver a guest Wi-Fi and analytics at two of Scentre Group's Westfield Shopping Centres. The pilot project is a paid trial; the target launch dates for the pilots are 21 November 2014 and 4 December 2014 for an evaluation period of approximately 6 weeks. A successful pilot may lead to a rollout of the solution across the portfolio of centres (up to 31 in total).

6.8 Privacy and User Data

SkyFii are committed to providing data to its venue partners in a way respects the privacy and protects the identity of its customers.

- SkyFii receives data from computers, mobile phones or other devices used to access SkyFii. This may include MAC addresses, RSSI and other information including customer location, the type of browser used, or the web pages visited. All users of SkyFii are required to opt-in before using the network.
- SkyFii only provides aggregated data to venues and advertising partners allowing them to only see trends and information silos such as interests.
- SkyFii uses the information received about their customers in connection with the services and features provided, which in turn are only provided to venues that subscribe to their analytics and SkyFii HQ services. SkyFii keeps customer information in controlled facilities, secure against unauthorised access.
- The protection of personal information is paramount. SkyFii is bound by the National Privacy Principles under the Privacy Act 1998 (Commonwealth), and the Australian Privacy Principles.

6.9 Growth Strategy

Domestic Strategy

SkyFii's domestic strategy is focused on becoming the dominant service provider within the Retail sector across Australia and New Zealand, within our product suite. Our main target vertical is retail centres with a secondary vertical in smaller venues such as Hospitality, Quick Service Restaurants, Chain and Department Stores.

International Strategy

SkyFii expects to capitalise on an early-mover advantage in the developing markets of Indonesia, South Africa, and Brazil, where there is sufficient scale and viable market conditions for our solution to succeed. The key measures to assess viability are population size, availability of Internet connectivity and Wi-Fi, the penetration of smart devices and the dynamic of pre versus post paid contracts.

We have unpaid live trials underway across a variety of sectors in Indonesia, Brazil and South Africa. If successful, SkyFii believes that these trials may convert into revenue generating contracts, providing SkyFii with a first mover advantage in these markets.

It is our intention to use these international markets as the base to scale regionally into other parts of Asia, Africa and the Americas.



7. BOARD, SENIOR MANAGEMENT AND CORPORATE GOVERNANCE



7. BOARD, SENIOR MANAGEMENT AND CORPORATE GOVERNANCE



This Section sets out the details of the composition of the Board and senior management, following completion of Proposed Transactions.

7.1 Board members

7.1.1 Current Board Members

Peter Dykes - Non-Executive Director, Chairman and Company Secretary

Anthony Dunlop - Non-Executive Director

Robert Spano - Non-Executive Director

Suyin Chi - Non-Executive Director

Further information on the current Directors is set out in the Company's 2013 Annual Report which can be found on the Company's website www.rksconsolidated.com.au.

7.1.2 Proposed Board Members

Immediately following completion of the Proposed Transactions, the Board of Directors of the Company will comprise the following Directors:

Gary Flowers - Non-Executive Chairman

Gary Flowers is Chairman of Mainbrace Constructions Pty Limited and a Director of Sparke Helmore Lawyers. Since 2007, he has been an Independent Non-Executive Director, Chairman of the Audit Committee and a Member of the Remuneration Committee of DataDot Technology Limited. He is also Chairman of DataDot subsidiary companies, DataTraceDNA Pty Limited and DataDot Technology (Australia) Pty Limited.

A former senior executive with the Mirvac Group, Mr Flowers was COO from 2008 to 2013 and also held the positions of Chairman of the Mirvac Hotels Group and Mirvac Funds Management Ltd. Other former roles include Managing Director and CEO of Australian Rugby Union, CEO of SANZAR and a Council Member of the International Rugby Board, and national Managing Partner of Sparke Helmore Lawyers.

Mr Flowers holds B Comm and LLB degrees from the University of NSW and is a Fellow of the Australian Institute of Company Directors.

Wayne Arthur - Chief Executive Officer

Mr Arthur is the current CEO and co-founder of SkyFii. He has built a long standing career in the outdoor media sector in senior managerial roles for companies such as Titan Media Group and EYE Corp. His experience in these roles has spanned three International markets. He has been responsible for the delivery of key contracts and partnerships to the SkyFii business to date, including the set-up of SkyFii's key international partnerships in Indonesia, South Africa and Brazil.

Mr Arthur holds a B Comm degree in Marketing and Economics from the University of KZN, South Africa.

Anthony Dunlop - Non-Executive Director

Mr Dunlop has over 20 years of corporate advisory and investment experience in Australia, the US, Hong Kong and mainland China. Beginning his corporate finance career with ABN AMRO, Mr Dunlop has extensive experience in transaction and portfolio analysis and risk management for both debt and equity structured investments. He has advised numerous ASX-listed and private entities in the resources, agriculture and technology sectors.

Mr Dunlop has a well-established private capital network in Australia, Hong Kong and mainland China and is active in China outbound and inbound investment with Australian businesses. Mr Dunlop is an executive director of Chapmans Limited (ASX code: CHP) and a Non-Executive Director for mobile technology commercialisation specialist Digital4ge Pty Ltd.

Mr Dunlop holds a Bachelor of Economics from Macquarie University, and is a Graduate of the Australian Institute of Company Directors (GAICD).

7. BOARD, SENIOR MANAGEMENT AND CORPORATE GOVERNANCE



7.1 Board members (continued)

Andrew Johnson - Non-Executive Director

Mr Johnson is a highly experienced and successful telecommunications industry executive. He is currently Chairman of Vodafone Bmobile, a mobile service provider for Papua New Guinea and the Solomon Islands, Director of Dataco, the PNG national transmission company, and Managing Partner of Delta Systems International, a designer and builder/operator of telecommunications and defence systems.

His prior roles include Divisional Manager for Computer Science Corporation's Australian and NZ Communications and Defence Division, CEO of Tenix (formerly Transfield) Defence Systems, which grew to become Australia's largest Defence company during his tenure, and Managing Director of Telstra's Data and Online Division, amongst other roles.

Mr Johnson has a Bachelor of Commerce from the University of Western Australia and a Masters in Computer Science from the University of Technology Sydney.

James Scott - Non-Executive Director

Mr Scott is the Group Executive Director – Performance at Seven Group Holdings and has responsibility for the strategies and execution of technology, processes and systems across its operating companies including WesTrac.

He has 20 years' experience in digital technology, network and IT business, including network computing, server virtualisation, digital enablement and mobility solutions.

Prior to Seven Group Holdings Mr Scott was a Partner in KPMG's Business Performance and Technology division and has also held the position of Partner & Managing Director APAC in Accenture where he worked for 14 years.

Prior to his time at Accenture, Mr Scott was a Founder Member and the Technical Director for Imagine broadband.

Mr Scott holds a BEng Honours degree in Electronic & Electrical Engineering from Loughborough University, UK.

Chris Taylor - Non-Executive Director

Mr Taylor has a longstanding career spanning both digital and traditional media within Australasia, and is currently the Vice President of International Television for NBC Universal and a Non-Executive Director of SkyFii.

He served as Director of Media for Telstra Corporation, where he headed up its online and mobile digital publishing business and spearheaded the launch of Telstra's IPTV services, the first of their kind in Australia.

Prior to this, Mr Taylor held numerous executive roles in the Television industry, and immediately prior to his role with NBC Universal, he served as the Chief Executive Officer of Quickflix Limited (ASX: QFX).

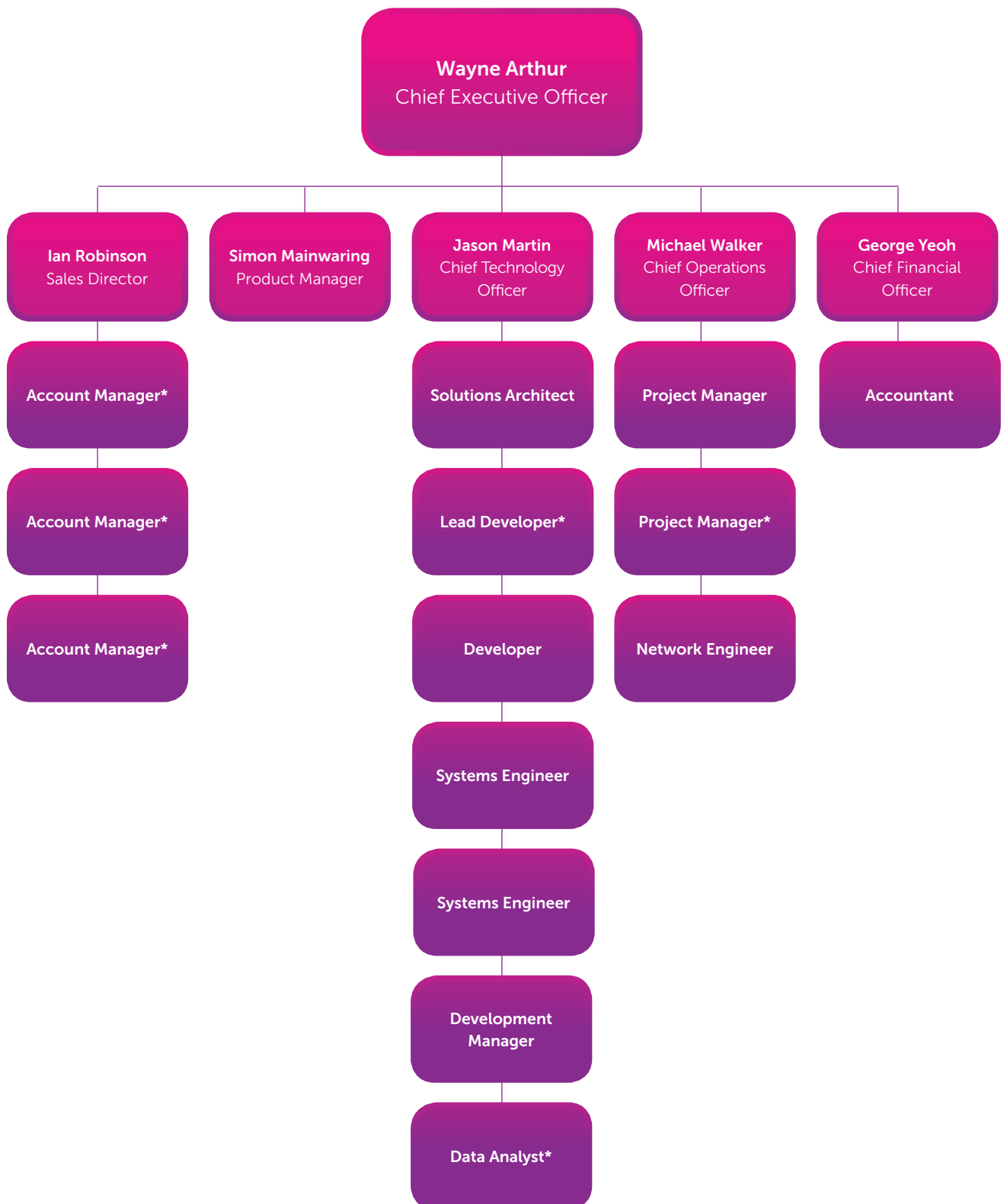
Heath Roberts - Company Secretary

Mr Roberts is a commercial solicitor with 18 years experience in ASX listed company management and operation, up to executive director level. He has particular strength in company compliance, backdoor listings, exploration and mining asset due diligence, as well as acquisitions, project permitting and stakeholder negotiations, plus equity and debt fund raisings.



7.2 Management Structure

Following completion of the Proposed Transactions, the management structure of the Company will be as follows:



*Positions to be filled upon closing of the Offer.

7.2 Management Structure (continued)

Senior Management

The senior management of the Company following completion of the Proposed Transaction will comprise the following persons.

Wayne Arthur – Chief Executive Officer

Wayne is the current CEO and co-founder of SkyFii. He has built a long standing career in the outdoor media sector in senior managerial roles for companies such as Titan Media Group and EYE Corp. His experience in these roles has spanned three International markets. He has been responsible for the delivery of key contracts and partnerships to the SkyFii business to date, including the set-up of SkyFii's key international partnerships in Indonesia, South Africa and Brazil.

Michael Walker – Chief Operations Officer

Michael has over 20 years of executive management and capital markets experience including the design, development and implementation of derivative trading platforms. He was formerly a Director, Asia Pacific, Citigroup where he held a number of senior roles in Australia and Hong Kong. Prior to Citigroup, Michael held Senior positions at Citibank, UBS and Bankers Trust.

Jason Martin – Chief Technology Officer

Jason's background is primarily focused on designing and building high volume processing systems. Working as a principal architect on large scale projects for government and various commercial enterprises has provided him the knowledge on how to build scalable and secure platforms.

George Yeoh – Chief Financial Officer

George brings extensive experience as corporate CFO and COO roles within the Asia Pacific in operations of some of the world's largest conglomerates in advertising and marketing communications. His international experience includes strategic financial management expertise, audit and compliances, due diligence review, merger and acquisition, strategic human resources and cost efficiency management.

Ian Robinson – Sales Director

Ian has 17 years experience in international media, having previously worked as National Sales Manager at Eye Corp. Ian is also a Founder/Director at Amity Media.

7.3 Corporate Governance

Background

The Company's Board of Directors (**Board**) is responsible for the Corporate Governance of RKS and its controlled entities. The Board guides and monitors the business and affairs of the group on behalf of the shareholders by whom they are elected and to whom they are accountable.

The governance practices adopted by the Company is structured with reference to the ASX Corporate Governance Council's Principles and Recommendations (**ASX CGPR**).

The Board is committed to improving its corporate governance practices and embracing the principles put out by the ASX Corporate Governance Council, however the Board is of a view that the adoption of the practices and principles should be in line with the growth in size, changes in the nature and increase in complexity of the Company's business.

The Board aims to achieve all of the Principles and Recommendations in stages as the Company grows and its circumstances change over time. As reported in the current years' and previous years' annual report, the Company has been concentrating on its efforts to restore the financial position of the Company and has not had sufficient resources to adopt and improve its corporate governance practices at present.

The below table summarises how the Company presently complies with the 3rd Edition of the ASX CGPR, and how it intends to comply with each of the current Principles and Recommendations going forward after the close of the Offer.



7.3 Corporate Governance (continued)

ASX CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND RECOMMENDATIONS (3RD EDITION) COMPLIANCE BY THE COMPANY

Principle 1 – Lay solid foundations for management and oversight

A listed entity should establish and disclose the respective roles and responsibilities of board and management and how their performance is monitored and evaluated.

Recommendation 1.1

A listed entity should disclose the respective roles and responsibilities of its board and management, and those matters expressly reserved to the board and those delegated to management.

The Company has adopted a formal charter (**Board Charter**) clearly setting out the respective roles and responsibilities of the Board and management. The key responsibilities of the Board include:

- (a) setting the long-term strategy and annual business plan including objectives and milestones to be achieved;
 - (b) monitoring the performance of the Company against the financial objectives and operational goals set by the Board and reviewing the implementation of Board approved strategies;
 - (c) assessing the appropriateness of the skill sets and the levels of experience of the members of the Board, individually and as a whole and selecting new members to join the Board when a vacancy exists;
 - (d) appointing, removing and determining the terms of engagement of the Directors, Chief Executive Officer and Company Secretary;
 - (e) overseeing the delegation of authority for the day to day management of the Company;
 - (f) ensuring that the risk management systems, financial reporting and information systems, personnel, policies and procedures are all operating efficiently and effectively by establishing a framework of internal controls and compliance;
 - (g) reviewing major contracts, goods or services on credit terms, acceptance of counter-party risks and issuing guarantees on behalf of the Company;
 - (h) approving the capital structure and major funding requirements of the Company;
 - (i) establishing a Disclosure and Communication Policy to ensure that the Company complies with its disclosure obligations under the ASX listing rules;
 - (j) approving the Company's half year and full year reports to the shareholders, ASX and ASIC; and
 - (k) ensuring that recruitment, retention, termination, remuneration, performance review and succession planning policies and procedures are in place and complied with.
-



7.3 Corporate Governance (continued)

ASX CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND RECOMMENDATIONS (3 RD EDITION)	COMPLIANCE BY THE COMPANY
Recommendation 1.2 A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	The Board currently undertakes appropriate checks before appointing or nominating board candidates. The Company has established a Nomination and Remuneration Committee to identify and make recommendations to the Board for the appointment of new Board candidates, having regard to their skills, experience and expertise. In doing so, the Board requires this committee to undertake appropriate checks on potential Board candidates.
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	All directors (and proposed directors) and senior executives have entered into written appointment agreements with the Company. Specifically: (a) the non-executive directors have each executed a letter of appointment setting out the terms and conditions of their appointment; and (b) the executive director and senior executives of the Company have entered into service contracts, setting out the terms and conditions of their employment.
Recommendation 1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	The Company Secretary is accountable directly to the Board, through the chairperson, on all matters to do with the proper functioning of the Board. The Company has adopted a formal board charter (Board Charter) setting out the Company Secretary's responsibilities. Under the Board Charter, the Company Secretary is responsible for: (a) advising the Board and its committees on governance matters; (b) monitoring the Board and committee policy and procedures are followed; (c) coordinating the timely completion and dispatch of Board and committee papers; (d) ensuring the business at Board and committee meetings is accurately captured in the minutes; and (e) helping to organise and facilitate the induction and professional development of Directors and the Company Secretary.



7.3 Corporate Governance (continued)

ASX CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND RECOMMENDATIONS (3 RD EDITION)	COMPLIANCE BY THE COMPANY
Recommendation 1.5 A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either: (i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (ii) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	The Company has a diversity policy in place (Diversity Policy). The Diversity Policy entrusts the Board with the responsibility for designing and overseeing the Diversity Policy. Under the Diversity Policy, the Board is: (a) required to develop initiatives that will promote and achieve diversity goals; (b) responsible for reviewing this diversity policy and will assess the status of diversity within the Company and the effectiveness of this policy in achieving the measurable objectives which have been set to achieve diversity; and (c) responsible for assessing the effectiveness of the Company's diversity objectives each year.
Recommendation 1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Under the Board Charter, each Director's performance is assessed when standing for re-election. Before each annual general meeting, the Chairperson of the Board assesses the performance of any Director standing for re-election and the Board will determine their recommendation to shareholders on the re-election of the Director (in the absence of the Director involved). The Board (excluding the Chairperson), will conduct the review of the Chairperson. Under the Board Charter, senior executives' performance will be considered by the independent Directors in a meeting separate to the Board meetings. The Chairperson is responsible for ensuring independent Director meetings take place on a regular basis.
Recommendation 1.7 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.	Under the Board Charter, senior executives' performance will be considered by the independent Directors in a meeting separate to the Board meetings. The Chairperson is responsible for ensuring independent Director meetings take place on a regular basis.



7.3 Corporate Governance (continued)

ASX CORPORATE GOVERNANCE COUNCIL

PRINCIPLES AND RECOMMENDATIONS (3RD EDITION)

COMPLIANCE BY THE COMPANY

Principle 2 – Structure the board to add value

A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.

Recommendation 2.1

The board of a listed entity should:

- (a) have a nomination committee which:
 - (i) has at least three members, a majority of whom are independent directors; and
 - (ii) is chaired by an independent director,
 And disclose:
 - (iii) the charter of the committee;
 - (iv) the members of the committee; and
 - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.

The Board has established a dedicated Nomination and Remuneration Committee, which will have authority and power to exercise the roles and responsibilities granted to it under a nomination and remuneration committee charter (**Nomination and Remuneration Committee Charter**), and any other resolutions of the Board from time to time. The Committee is comprised of 3 directors, 2 of which are independent directors and one of whom will act as chairperson.

The Nomination and Remuneration Committee Charter is available on the Company's website.

Recommendation 2.2

A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.

The Board has not, at this time, adopted a board skills matrix. However, the Company will seek to have directors with an appropriate range of skills, experience and expertise and an understanding of and competence to deal with current and emerging issues of the business. In addition, the Company's succession plans are designed to maintain an appropriate balance of skills, experience and expertise on the Board.

Recommendation 2.3

A listed entity should disclose:

- (a) the names of the directors considered by the board to be independent directors;
- (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and
- (c) the length of service of each director.

Out of the proposed Board members, Gary Flowers, Andrew Johnson, James Scott and Chris Taylor are each considered to be independent Directors.

The Board will regularly assess the independence of each Director in light of the interests disclosed by them. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board, and each independent Director is required to provide the Board with all relevant information for this purpose.

If the Board determines that a Director's independent status has changed, that determination will be disclosed to the market in a timely fashion.

7. BOARD, SENIOR MANAGEMENT AND CORPORATE GOVERNANCE



7.3 Corporate Governance (continued)

ASX CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND RECOMMENDATIONS (3 RD EDITION)	COMPLIANCE BY THE COMPANY
Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	The Board will consist of a majority of independent directors.
Recommendation 2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	The proposed Chairperson of the Board will be Gary Flowers, who is an independent, non-executive director. It is proposed that Wayne Arthur will be the CEO of the Company.
Recommendation 2.6 A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Under the Board Charter, the Directors are expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them. The Company Secretary will help to organise and facilitate the induction and professional development of Directors.
Principle 3 – Act ethically and responsibly A listed entity should act ethically and responsibly.	
Recommendation 3.1 A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	The Board has adopted a code of conduct (Code of Conduct) which sets out the values, commitments, ethical standards and policies of the Company and outlines the standards of conduct expected of the Company's business and people, taking into account the Company's legal and other obligations to its stakeholders. The Code of Conduct will apply to all Directors, as well as all officers, employees, contractors, consultants, other persons that act on behalf of RKS, and associates of RKS. The Code of Conduct is available on the Company's website.



7.3 Corporate Governance (continued)

ASX CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND RECOMMENDATIONS (3RD EDITION) COMPLIANCE BY THE COMPANY

Principle 4 – Safeguard integrity in corporate reporting

A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.

Recommendation 4.1

The board of a listed entity should:

- (a) have an audit committee which:
 - (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and
 - (ii) is chaired by an independent director, who is not the chair of the board,

And disclose:

 - (iii) the charter of the committee;
 - (iv) the relevant qualifications and experience of the members of the committee; and
 - (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.

The Board is committed to following Recommendation 4.1 and has established an Audit and Risk Committee.

This Committee is responsible for, amongst other things, appointing the Company's external auditors and overseeing the integrity of the Company's financial reporting systems and financial statements.

The Company has also adopted an Audit and Risk Committee Charter which is available on the Company's website.

The Company intends to disclose, at the relevant time, the number of times the Audit and Risk Committee met, and the attendance at those meetings, at the end of each relevant reporting period.

Recommendation 4.2

The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board will implement a process to receive written assurances from its CEO and Chief Financial Officer that the declarations that will be provided under section 295A of the Corporations Act 2001 (Cth) are founded on a system of risk management and internal control and that the system is operating in all material respects in relation to financial reporting risks.

The Board will seek these assurances prior to approving the annual financial statements for all half year and full year results that follow.



7.3 Corporate Governance (continued)

ASX CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND RECOMMENDATIONS (3RD EDITION)

COMPLIANCE BY THE COMPANY

Recommendation 4.3

A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.

Historically, the Board has also requested representatives from Hall Chadwick, the Company's external auditor, to be present at the Annual General Meeting to answer questions that shareholders might have about the scope and conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

The Company has adopted a formal Disclosure and Communication Policy, where there is an express requirement that the external auditor will attend the AGM and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.

Principle 5 – Make timely and balanced disclosure

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Recommendation 5.1

A listed entity should:

- (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and
- (b) disclose that policy or a summary of it.

The Company ensures that it also complies with the requirements of ASX listing rules and the Corporations Act in providing information to shareholders.

However, it is noted that for the period July 2013 to June 2014, the Company did not comply with this principal in a timely manner.

Consistent with the Board's commitment to improving its disclosure policy, the Board has adopted a Disclosure and Communication Policy, which sets out RKS' commitment to the objective of promoting investor confidence and the rights of shareholders by:

- (a) complying with the continuous disclosure obligations imposed by law;
- (b) ensuring that company announcements are presented in a factual, clear and balanced way;
- (c) ensuring that all shareholders have equal and timely access to material information concerning RKS; and
- (d) communicating effectively with shareholders and making it easy for them to participate in general meetings.

The Disclosure and Communication Policy is available on the Company's website.



7.3 Corporate Governance (continued)

ASX CORPORATE GOVERNANCE COUNCIL

PRINCIPLES AND RECOMMENDATIONS (3RD EDITION)

COMPLIANCE BY THE COMPANY

Principle 6 – Respect the rights of security holders

A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.

Recommendation 6.1

A listed entity should provide information about itself and its governance to investors via its website.

The Company recognises the rights of its shareholders and other interested stakeholders to have easy access to balanced, understandable and timely information concerning the operations of the Group. The Chief Executive Officer and the Company Secretary will be primarily responsible for ensuring communications with shareholders are delivered in accordance with this strategy and with its current market disclosure policy.

The Company strives to communicate with shareholders and other stakeholders in a regular manner as outlined in Principle 5 of this statement. However as stated above, for a period, the Company did not communicate with shareholders and other stakeholders in a timely manner.

Information concerning the Company and its governance practices will be made available on its website in due course.

Recommendation 6.2

A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.

As mentioned above under Recommendation 5.1, the Board has adopted a Disclosure and Communication Policy which supports its commitment to effective communication with its shareholders. In addition, the Company intends to communicate with its shareholders:

- (a) by making timely market announcements;
- (b) by posting relevant information on to its website;
- (c) by inviting shareholders to make direct inquiries to the Company; and
- (d) through the use of general meetings.

Recommendation 6.3

A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.

The Board encourages participation of shareholders at the Annual General Meeting or any other shareholder meetings to ensure a high level of accountability and identification with the Company's strategy and goals. Shareholders are requested to vote on the appointment and aggregate remuneration of Directors, the granting of options and shares to Directors, issue of shares and changes to the constitution.

Recommendation 6.4

A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.

The Company's Shareholders may elect to receive information from the Company and its registry electronically. Otherwise, the Company and its registry will communicate by post with shareholders who have not elected to receive information electronically.



7.3 Corporate Governance (continued)

ASX CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND RECOMMENDATIONS (3RD EDITION)

COMPLIANCE BY THE COMPANY

Principle 7 – Recognise and manage risk

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

Recommendation 7.1

The board of a listed entity should:

- (a) have a committee or committees to oversee risk, each of which:
 - (i) has at least three members, a majority of whom are independent directors; and
 - (ii) is chaired by an independent director, and disclose:
 - (iii) the charter of the committee;
 - (iv) the members of the committee; and
 - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.

In the period July 2013 to June 2014, the Board did not receive a report from management as required under section 295A of the Corporations Act that the Company's risk management framework is effective for the Company's purpose.

The Board has now adopted a formal Audit and Risk Committee to, amongst other things, ensure the Company has an effective risk management system in place and to manage key risk areas.

This committee will comprise of 3 independent, non-executive Directors, one of whom will act as chairperson. The independent directors will be appointed to the Committee by the Closing Date.

The Company intends to disclose, at the relevant time, the number of times the Committee met, and the attendance at those meetings, at the end of each reporting period.

The Company has adopted an Audit and Risk Committee Charter which is available on the Company's website.

Recommendation 7.2

The board or a committee of the board should:

- (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and
- (b) disclose, in relation to each reporting period, whether such a review has taken place.

Under the Board Charter, the Board will ensure that the Company has in place an appropriate risk management framework and will set the appetite within which the Board expects management to operate.

Further, it is intended that the Audit and Risk Committee will, among other things, regularly review and update the risk profile and ensure that the Company has an effective risk management system.

As part of this process, the Board will review, at least annually, the Company's risk management framework in order to satisfy itself that it continues to be sound.

The Company intends to disclose, at the relevant time, whether a review the Company's risk management framework was undertaken during the relevant reporting period.



7.3 Corporate Governance (continued)

ASX CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND RECOMMENDATIONS (3RD EDITION)

COMPLIANCE BY THE COMPANY

Recommendation 7.3

A listed entity should disclose:

- (a) if it has an internal audit function, how the function is structured and what role it performs; or
- (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.

The Audit and Risk Committee is responsible for ensuring that the Company has appropriate internal audit systems and controls in place, and for overseeing the effectiveness of these internal controls. The Committee will also be responsible for conducting investigations of breaches or potential breaches of these internal controls.

In addition, the Audit and Risk Committee will be responsible for preparing a risk profile which describes the material risks facing the Company, regularly reviewing and updating this risk profile, and assessing and ensuring that there are internal controls in place for determining and managing key risks.

Principle 8 – Remunerate fairly and responsibly

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives to align their interests with the creation of value for security holders.

Recommendation 8.1

The board of a listed entity should:

- (a) have a remuneration committee which:
 - (i) has at least three members, a majority of whom are independent directors; and
 - (ii) is chaired by an independent director, and disclose:
 - (iii) the charter of the committee;
 - (iv) the members of the committee; and
 - (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or
- (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.

The Company has established a Nomination and Remuneration Committee. The Committee is responsible for developing, reviewing and making recommendations on:

- (a) the remuneration framework for directors, including the process by which any pool of directors fees approved by security holders is allocated to directors;
- (b) the remuneration packages to be awarded to senior executives;
- (c) equity based remuneration plans for senior executives and other employees; and
- (d) superannuation arrangements for directors, senior executives and other employees.

The Nomination and Remuneration Committee is comprised of 3 directors, 2 of which are independent directors and one of whom will act as independent chairperson.

The Company intends to disclose, at the relevant time, the number of times the committee met, and the attendance at those meetings, at the end of each reporting period.

The Company has adopted a Nomination and Remuneration Committee Charter which is on the Company's website.



7.3 Corporate Governance (continued)

ASX CORPORATE GOVERNANCE COUNCIL PRINCIPLES AND RECOMMENDATIONS (3RD EDITION)

COMPLIANCE BY THE COMPANY

Recommendation 8.2

A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors

The Company's remuneration policy is disclosed in the Directors' Report which forms part of the Annual Report. The policy has been set out to ensure that the performance of Directors, key executives and staff reflect each person's accountabilities, duties and their level of performance, and to ensure that remuneration is competitive in attracting, motivating and retaining staff of the highest quality. A program of regular performance appraisals and objective setting for key executives and staff is in place. These annual reviews take into account individual and company performance, market movements and expert advice.

Recommendation 8.3

A listed entity which has an equity-based remuneration scheme should:

- (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and
- (b) disclose that policy or a summary of it.

The constitution permits directors, senior executives and other officers of the Company to trade in Company shares as long as they comply with the Company's Share Trading Policy. The Share Trading Policy is a code that is designed to minimise the potential for insider trading.

Directors must notify the Chairman of the Board, before they buy or sell shares in the Company. If the Chairman of the Board intends to trade in the Company shares, the Chairman of the Board must give prior notice to the whole Board. The details of the share trading must be given to the Company Secretary who must lodge such details of such changes in with the ASX.

Senior executives must give prior notice to the Chief Executive Officer, while other officers must notify the Company Secretary, before trading in the Company shares and details of all such transactions must be given, in writing, to the Company Secretary within 7 business days.

Any changes in substantial shareholding of the Directors, senior executives or other officers must be reported to the ASX within 2 business days of such trading. The policy also recommends that trading in the Company shares only occur in the following trading windows:

- (a) 30 days after the announcement of the Company's half year results; and
- (b) 30 days after the announcement of the Company's full year results.



8. FINANCIAL INFORMATION



This section sets out the pro forma financial perspective of the Company following Completion of the acquisition of SkyFii and this Offer.

8.1 Basis and Method of Preparation

The purpose of this section is to provide a pro forma financial perspective of the Company following completion of the acquisition of SkyFii and of this Offer (subscribed to a minimum of \$2,500,000 and a maximum of \$3,500,000).

Consolidated Historical Financial Information

- (a) The unaudited historical Statement of Comprehensive Income for SkyFii for the financial year ended 30 June 2014 ("FY2014");
- (b) The unaudited historical Statement of Cash Flows for SkyFii for FY2014;
- (c) The historical consolidated Statements of Financial Position as at 30 June 2014 of the Company (audited) and SkyFii (unaudited).

Pro forma Consolidated Historical Financial Information

- (d) The pro forma consolidated Statement of Financial Position of the Company including the acquisition by the Company of SkyFii, the raising under this Prospectus and subsequent events detailed at section 8.4, based on the historical consolidated Statements of Financial Position as at 30 June 2014 of the Company and SkyFii.

The above is known as the "Financial Information".

The Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the Financial Information and the transactions to which the pro forma adjustments relate, as if those transactions had occurred as at 30 June 2014, or prior to that date. Due to its nature, the Pro forma Consolidated Historical Financial Information does not represent the Company's prospective financial position.

The General Purpose Financial Reports for the Company have been subject to annual audits and half year reviews by Hall Chadwick Sydney Partnership. The Company's audit report for FY2014 contains an emphasis of matter regarding the going concern of the Company due to the operating losses incurred and deficit in net assets.

The financial statements of SkyFii have not been subject to any form of audit or audit review. The Financial Information has been subject to due diligence as part of the Investigating Accountants Report included at Section 9.

The Financial Information should be read in conjunction with the Investigating Accountant's Report.

8.2 Statement of Comprehensive Income

The Company currently has no business activity and is in the process of completing the acquisition of SkyFii.

Statements of Comprehensive Income for the Company have not been disclosed as they relate to prior business activities and the Company's historical results are not relevant to the future activities of the Company.

SkyFii was incorporated in August 2013 and acquired the business assets of two former related businesses, Freenet Pty Ltd and SkyFii Pty Ltd, as trustee for the SkyFii Unit Trust (formerly SkyHub Group Pty Ltd) on 5 August 2013. SkyFii did not acquire the businesses of Freenet Pty Ltd and SkyFii Pty Ltd as going concerns, but acquired only assets, which consisted primarily of office equipment, staff liabilities and the IPOH wireless services agreement. Both previous businesses were only generating a small amount of revenue at the time of acquisition by SkyFii and both were operating at a loss. For FY2013 Freenet Pty Ltd and SkyFii Pty Ltd made a loss before income tax of \$1,704,361 and \$61,525 respectively.

SkyFii is an Australian based retail technology company which captures, analyses and visualises customer behaviour to provide retailers with actionable insights to drive more informed decision making, customer loyalty and sales. Their proprietary technology platform allows the collection of consumer behaviour data to facilitate dynamic location based content delivery in real-time.

8. FINANCIAL INFORMATION



8.2 Statement of Comprehensive Income (continued)

Set out below is the unaudited Statement of Comprehensive Income of SkyFii for FY2014, being the company's first year of operation:

SKYFII GROUP PTY LTD STATEMENT OF COMPREHENSIVE INCOME	FY2014
Income (managed services and sponsorship)	641,017
Cost of sales (data services and equipment)	(373,039)
Gross profit	267,978
Advertising and marketing	(60,157)
Employee benefits expense	(1,311,716)
Legal fees	(76,248)
Rent	(56,273)
Travel and Entertainment	(135,586)
Web platform expenses	(500,429)
Operating expenses	(243,784)
Operating loss	(2,116,215)

8.3 Statement of Cash Flows

Set out below is the summarised unaudited Statement of Cash Flows of SkyFii for FY2014

SKYFII GROUP PTY LTD SUMMARISED STATEMENT OF CASH FLOWS	FY2014
Operating Loss	(2,116,215)
Non cash expenses	831
Increase in receivables and deposits	(160,767)
Increase in payables and provisions	433,409
Cash flows from operations	(1,842,742)
Payments for plant and equipment	(10,638)
Payments for intangibles	(65,000)
Cash received for securities issued	1,953,933
Net cash flows	35,553
Opening cash balance	-
Closing cash balance	35,553



8.4 Historical and Pro Forma Consolidated Statements of Financial Position

Set out in the table below is the historical consolidated statement of financial position for the Company as at 30 June 2014, and a summarised pro forma consolidated statement of financial position assuming the acquisition of SkyFii, completion of the minimum and maximum Offer, and material events occurring subsequent to 30 June 2014 as detailed in the notes below.

	AUDITED HISTORICAL CONSOLIDATED	UNAUDITED PRO-FORMA CONSOLIDATED	
	FINANCIAL POSITION OF THE COMPANY AS AT 30 JUNE 2014 ⁽¹⁾	STATEMENT OF FINANCIAL POSITION MINIMUM SUBSCRIPTION ⁽²⁾	MAXIMUM SUBSCRIPTION ⁽²⁾
CURRENT ASSETS			
Cash assets ³	25,519	3,473,823	4,413,823
Trade and Other Receivables	17,126	316,338	316,338
TOTAL CURRENT ASSETS	42,645	3,790,161	4,730,161
NON CURRENT ASSETS			
Property, plant & equipment	-	9,807	9,807
Intangible assets	-	65,000	65,000
Other non-current assets	500	12,055	12,055
TOTAL NON CURRENT ASSETS	500	86,862	86,862
TOTAL ASSETS	43,145	3,877,023	4,817,023
CURRENT LIABILITIES			
Trade and other payables	320,831	414,491	414,491
Provisions and accruals	-	39,749	39,749
TOTAL CURRENT LIABILITIES	320,831	454,240	454,240
TOTAL NON CURRENT LIABILITIES	-	-	-
TOTAL LIABILITIES	320,831	454,240	454,240
NET ASSETS	(277,686)	3,422,783	4,362,783
EQUITY			
Issued capital ⁴	33,909,273	7,387,468	8,309,883
Reserves	234,000	-	-
Accumulated losses	(34,420,959)	(3,964,685)	(3,947,099)
TOTAL EQUITY	(277,686)	3,422,783	4,362,783



8.4 Historical and Pro Forma Consolidated Statements of Financial Position (continued)

Notes:

- Column 1 represents the historical consolidated statement of financial position of the Company as at 30 June 2014.
- Column 2 and 3 represent the pro forma consolidated statement of financial position of the Company assuming:
 - the acquisition of 100% of SkyFii on 30 June 2014. Under the reverse acquisition accounting standard requirements, the consolidated financial statements of the legal parent (the Company) are presented as a continuation of the financial statements of the main private operating entity (SkyFii);
 - the Minimum Subscription of \$2,500,000 (column 2) and the Maximum Subscription of \$3,500,000 (column 3) less estimated associated costs to be satisfied in cash for the minimum / maximum raise of \$615,000 / \$675,000. Cash costs of the Minimum / Maximum Offer have been allocated as \$263,289 / \$340,875 to contributed equity relating to the issue of Shares and \$351,711 / \$334,125 to retained earnings;
 - The conversion of \$300,000 in loans payable by RKS subsequent to 30 June 2014 into 15,000,000 shares in RKS;
 - The issue of shares in SkyFii occurring subsequent to 30 June 2014 totalling \$1,700,090, comprising the conversion of convertible notes totalling \$500,000 and new shares issued for consideration of \$1,200,090;
 - The receipt by SkyFii of a Research and Development (R&D) Tax Offset totalling \$480,994 on 17 September 2014. SkyFii has received the R&D tax incentive based on R&D expenditure on the development of their proprietary technology platform totalling \$1,068,875 in FY2014.
- Cash assets comprise the following:

	MINIMUM SUBSCRIPTION	MAXIMUM SUBSCRIPTION
Cash balance from the Company, 30 June 2014	25,519	25,519
Cash balance from SkyFii, 30 June 2014	35,553	35,553
SkyFii capital raising after 30 June 2014	1,046,757	1,046,757
SkyFii R&D Tax Offset received 17 September 2014	480,994	480,994
Offer proceeds	2,500,000	3,500,000
Offer costs	(615,000)	(675,000)
Cash as per pro forma statements of financial position	3,473,823	4,413,823

- Issued capital is calculated as follows:

	MINIMUM SUBSCRIPTION		MAXIMUM SUBSCRIPTION	
	NO. OF SHARES	\$	NO. OF SHARES	\$
Number of shares currently on issue	10,000,337	34,209,273	10,000,337	34,209,273
SkyFii Acquisition:				
Shares issued to SkyFii shareholders	70,000,000	14,000,000	70,000,000	14,000,000
Reverse acquisition accounting entry		(43,058,583)		(43,058,583)
Shares issued to Advisors	2,500,000	500,000	2,500,000	500,000
Total Shares on issue post SkyFii acquisition	82,500,337	5,150,690	82,500,337	5,150,690
The Offer:				
Capital Raising	12,500,000	2,500,000	17,500,000	3,500,000
Offer costs to equity from cash		(263,289)		(340,875)
Total Shares issued post SkyFii acquisition and Offer	95,000,337	7,387,401	100,000,337	8,309,815



8.5 Statement of Significant Accounting Policies

Basis of preparation

The above financial information of the Company has been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. The financial information also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Principles of consolidation

The pro forma consolidated historical financial information incorporates the assets and liabilities of all subsidiaries of the Company ('company' or 'parent entity') and SkyFii as at 30 June 2014 and the results of all subsidiaries and special purpose entities for the year then ended. The Company, its subsidiaries and special purpose entities together are referred to in this financial information as the 'consolidated entity'.

Subsidiaries are all those entities over which the consolidated entity has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The effects of potential exercisable voting rights are considered when assessing whether control exists. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the statement of financial position.

Trade and other receivables

Trade and other receivables include amounts due from customers for goods sold and services performed in the ordinary course of business. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment.

Plant and Equipment

Each class of property, plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment is measured on a cost basis and therefore carried at cost less accumulated depreciation and any accumulated impairment. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised either in profit or loss or as a revaluation decrease if the impairment losses relate to a revalued asset. A formal assessment of recoverable amount is made when impairment indicators are present.

Depreciation

The depreciable amount of all fixed assets is depreciated on a straight-line basis over the asset's useful life to the consolidated entity commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.



8.5 Statement of Significant Accounting Policies (continued)

Intangibles

Intangible assets that are acquired by the consolidated entity and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses.

Intangible assets relating to the capitalisation of research and development costs are stated at cost after netting off amortisation and any accumulated impairment losses.

All research and development costs are recognised as an expense unless they form part of the cost of another asset that meets the recognition criteria. Research and development costs are capitalised when technical feasibility studies identify that the project will deliver future economic benefits and these benefits can be measured reliably.

Trade and Other Payables

Trade and other payables represent the liabilities for goods and services received by the Company that remain unpaid at the end of the reporting period. The balance is recognised as a current liability.

Reverse Acquisition

The consolidated financial information has been prepared using reverse acquisition accounting. In reverse acquisition accounting, the cost of the business combination is deemed to have been incurred by the legal subsidiary, SkyFii (the acquirer for accounting purposes) in the form of equity instruments issued to the owners of the legal parent, the Company (the acquired for accounting purposes). Any difference arising between the fair value of the net assets of the Company at the date of acquisition and the fair value of the portion of SkyFii shares deemed to be issued to the Company shareholders to complete the acquisition has been recorded against accumulated losses on consolidation.

8. FINANCIAL INFORMATION



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9. INVESTIGATING ACCOUNTANT'S REPORT



INVESTIGATING ACCOUNTANT'S REPORT

14 October 2014

The Directors
RKS Consolidated Limited
Level 4, 95 Pitt Street
SYDNEY NSW 2000

Dear Sirs,

Investigating Accountant's Report and Financial Services Guide

We have prepared this Investigating Accountant's Report (report) at the request of the Directors of RKS Consolidated Limited ("the Company") for inclusion in a Prospectus relating to the proposed issue by the Company of up to 17,500,000 shares at an issue price of \$0.20 each to raise up to \$3,500,000 before the costs of the issue ("the Prospectus"). The minimum amount of the Offer under the Prospectus is \$2,500,000 which would comprise the issue of 12,500,000 shares at an issue price of \$0.20 each.

Expressions and capitalised terms defined in the Prospectus have the same meaning in this report.

The nature of this report is such that it can only be issued by an entity which holds an Australian Financial Services License (No. 227902) under the *Corporations Act 2001*. Hall Chadwick Corporate (NSW) Limited holds the appropriate Australian Financial Services License.

Background

On 31 July 2014 the Company announced that it had entered into a share purchase agreement to acquire 100% of the issued capital of SkyFii Group Pty Ltd ("SkyFii").

SkyFii was formed out of two former Wi-Fi related businesses; Freenet Pty Ltd and SkyFii Pty Ltd as trustee for the SkyFii Unit Trust (formerly SkyHub Group Pty Ltd) on 5 August 2013. SkyFii is an Australian based retail technology company which captures, analysis and visualises customer behaviour to provide retailers with actionable insights to drive more informed decision making, customer loyalty and sales. Their proprietary technology platform allows the collection of consumer behaviour data to facilitate dynamic location based content delivery in real-time.

Proceeds of the Prospectus will be used to fund the following:

- (a) increase in SkyFii's sales and marketing activities;
- (b) establishment and expansion of overseas operations;
- (c) ongoing research and development of SkyFii's Wi-Fi technologies and data analytics platform;
- (d) costs of the Public Offer; and
- (e) working capital of the SkyFii business going forward.

Potential investors should read the Prospectus in full. We make no comments as to the value of the current and proposed activities of the Company.

HALL CHADWICK CORPORATE
(NSW) LIMITED

ACN 080 462 488

SYDNEY

Level 40, 2 Park Street
Sydney NSW 2000 Australia

GPO Box 3555 Sydney NSW
2001

Ph: (612) 9263 2600

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A member of AGN
International Ltd, a worldwide
association of separate and
independent accounting and
consulting firms



Scope

You have requested Hall Chadwick Corporate (NSW) Ltd. to prepare an Investigating Accountant's Report covering the following:

Consolidated Historical Financial Information

- a) The historical consolidated Statement of Comprehensive Income for SkyFii for the financial year ended 30 June 2014 ("FY2014");
- b) The historical consolidated Statement of Cash Flows for SkyFii for FY2014;
- c) The historical consolidated Statements of Financial Position as at 30 June 2014 of the Company and SkyFii.

Pro forma Consolidated Historical Financial Information

- d) The pro forma consolidated Statement of Financial Position of the Company including:
 - SkyFii as if the acquisition had occurred at the balance date;
 - the raising under the Prospectus;
 - the issue of shares in RKS and SkyFii occurring subsequent to 30 June 2014; and
 - the receipt of SkyFii's R&D tax offset;based on the historical consolidated Statements of Financial Position as at 30 June 2014 of the Company and SkyFii.

The above are referred to collectively as the "Financial Information".

The Company currently has no business and is in the process of completing the acquisition of SkyFii. For this reason Historical Statements of Comprehensive Income have not been disclosed for the Company.

The Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the Financial Information and the transactions to which the pro forma adjustments relate, as if those transactions had occurred as at 30 June 2014, or prior to that date. Due to its nature, the Pro forma Consolidated Historical Financial Information does not represent the Company's prospective financial position.

Scope of review of Financial Information

The Financial Information has been extracted from the financial accounts of the Company and SkyFii.

The General Purpose Financial Reports for the Company have been subject to annual audits and half year reviews by Hall Chadwick Sydney Partnership. The Company's audit report for FY2014 contains an emphasis of matter regarding the going concern of the Company due to the operating losses incurred and deficit in net assets.

The financial statements of SkyFii have not been subject to any form of audit or review.



The pro forma consolidated Statement of Financial Position at 30 June 2014 incorporates:

- a) the historical consolidated Statement of Financial Position of the Company as at 30 June 2014;
- b) the historical consolidated Statement of Financial Position of SkyFii as at 30 June 2014;
- c) the effect of the capital raising as disclosed in the Prospectus;
- d) the issue of shares in RKS and SkyFii occurring subsequent to 30 June 2014;
- e) the receipt by SkyFii of an R&D tax offset.

Directors' responsibility

The directors of the Company and SkyFii are responsible for the preparation of the Financial Information, including the selection and determination of pro forma adjustments made to the historical financial information and included in the Pro forma Consolidated Historical Financial Information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of Financial Information that is free from material misstatement, whether due to fraud or error.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

Conclusions

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Financial Information is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in the Prospectus.

Restriction on Use

Without modifying our conclusions, we draw attention to the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose. We disclaim any assumption of responsibility for any reliance on this report or on the financial information to which it relates, for any purpose other than that for which it was prepared.

9. INVESTIGATING ACCOUNTANT'S REPORT



Consent

Hall Chadwick Corporate (NSW) Limited has consented to the inclusion of this assurance report in the Prospectus in the form and context in which it is included.

Disclosure of Interest

Hall Chadwick Corporate (NSW) Limited does not have any interest in the outcome of the Prospectus other than the issue of this report for which normal professional fees will be received. Hall Chadwick Corporate (NSW) Limited does not hold nor have any interest in the ordinary shares of the Company.

Hall Chadwick Corporate (NSW) Limited was not involved in the preparation of any part of the Prospectus, and accordingly, makes no representations or warranties as to the completeness and accuracy of any information contained in any other part of the Prospectus.

Yours faithfully

A handwritten signature in blue ink, appearing to be "Drew Townsend", written over a light blue rectangular background.

Drew Townsend

Director

Hall Chadwick Corporate (NSW) Limited





FINANCIAL SERVICES GUIDE

Dated 14 October 2014

What is a Financial Services Guide (FSG)?

This FSG is designed to help you to decide whether to use any of the general financial product advice provided by Hall Chadwick Corporate (NSW) Limited ABN 28 080 462 488, Australian Financial Services Licence Number 227902 ("HCC").

This FSG includes information about:

- HCC and how they can be contacted;
- the services HCC is authorised to provide;
- how HCC are paid;
- any relevant associations or relationships of HCC;
- how complaints are dealt with as well as information about internal and external dispute resolution systems and how you can access them; and
- the compensation arrangements that HCC has in place.

This FSG forms part of an Investigating Accountant's Report ("Report") which has been prepared for inclusion in the Prospectus. The purpose of the Prospectus is to help you make an informed decision in relation to a financial product. The contents of the Prospectus, as relevant, will include details such as the risks, benefits and costs of acquiring the particular financial product.

Financial services that HCC is authorised to provide

HCC holds an Australian Financial Services Licence, which authorises it to provide, amongst other services, financial product advice for securities and interests in managed investment schemes, including investor directed portfolio services, to retail clients. We provide financial product advice when engaged to prepare a report in relation to a transaction relating to one of these types of finance products.

HCC's responsibility to you

HCC has been engaged by the Directors of RKS Consolidated Limited to prepare this Report for inclusion in a Prospectus in relation to the public offering of shares in RKS Consolidated Limited on the ASX ("Offer").

You have not engaged HCC directly but have received a copy of the Report because you have been provided with a copy of the Prospectus. HCC nor the employees of HCC are acting for any person other than RKS Consolidated Limited. HCC is responsible and accountable to you for ensuring that there is a reasonable basis for the conclusions in the Report.

General advice

As HCC has been engaged by RKS Consolidated Limited, the Report only contains general advice as it has been prepared without taking into account your personal objectives, financial situation or needs. You should consider the appropriateness of the general advice in the Report having regard to your circumstances before you act on the general advice contained in the Report. You should also consider the other parts of the Prospectus before making any decision in relation to the Offer.

Fees HCC may receive

HCC charges fees for preparing reports. These fees will usually be agreed with, and paid by, RKS Consolidated Limited. Fees are agreed on either a fixed fee or a time cost basis. In this instance, RKS Consolidated Limited has agreed to pay HCC \$25,000 (excluding GST and out of pocket expenses) for preparing the Report. HCC and its officers, representatives, related entities and associates will not receive any other fee or benefit in connection with the provision of this Report.

HCC officers and representatives receive a salary or a partnership distribution from Hall Chadwick Sydney professional advisory and accounting practice (the Hall Chadwick Sydney Partnership) and dividends from

9. INVESTIGATING ACCOUNTANT'S REPORT



associated companies. Remuneration and benefits are not provided directly in connection with any engagement for the provision of general financial product advice in the Report. Further details may be provided on request.

Referrals

HCC does not pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

Associations and relationships

Through a variety of corporate and trust structures HCC is controlled by and operates as part of the Hall Chadwick Sydney Partnership. HCC's directors may be partners in the Hall Chadwick Sydney Partnership. Mr David Kenney and Mr Drew Townsend, directors of HCC and partners in the Hall Chadwick Sydney Partnership, have prepared this Report. The financial product advice in the Report is provided by HCC and not by the Hall Chadwick Sydney Partnership.

From time to time HCC, the Hall Chadwick Sydney Partnership and related entities (HC entities) may provide professional services, including audit, tax and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of RKS Consolidated Limited or has any other material financial interest in the Offer.

Complaints resolution

If you have a complaint, please let HCC know. Formal complaints should be sent in writing to:

The Complaints Officer
Hall Chadwick Corporate (NSW) Limited
GPO Box 3555
Sydney NSW 2001

If you have difficulty in putting your complaint in writing, please telephone the Complaints Officer, Drew Townsend, on (02) 9263 2600 and he will assist you in documenting your complaint. Written complaints are recorded, acknowledged within 5 days and investigated. As soon as practical, and not more than 45 days after receiving the written complaint, the response to your complaint will be advised in writing.

External complaints resolution process

If HCC cannot resolve the complaint to your satisfaction within 45 days, you can refer the matter to the Financial Ombudsman Service (FOS). FOS is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOS are available at the FOS website www.fos.org.au or by contacting them directly at:

Financial Ombudsman Service Limited
GPO Box 3, Melbourne Victoria 3001
Telephone: 1300 78 08 06 Facsimile (03) 9613 6399 Email: info@fos.org.au

The Australian Securities and Investments Commission also has a free call infoline on 1300 300 630 which you may use to obtain information about your rights.

Compensation arrangements

HCC has professional indemnity insurance cover as required by the Corporations Act 2001(Cth).

Contact details

You may contact HCC at:
Hall Chadwick Corporate (NSW) Limited
GPO Box 3555
Sydney NSW 2001
Telephone: (02) 9263 2600 Facsimile: (02) 9263 2800



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10. **RISK FACTORS**





There are general risks with any investment in the stock market. In addition, there are a number of specific risks concerning the Company which investors should be aware.

The following is not an exhaustive summary but identifies the areas the Board regards as the major risks specific to an investment in the Company. You should carefully consider the risks and uncertainties set out below and the information contained elsewhere in this Prospectus. You should also seek your own professional advice in relation to the risks associated with an investment in the Company and should make your own assessment as to investing in the Company.

10.1 General risk factors

10.1.1 General equity market risks

There can be no certainty that following listing, an active market in the Shares will develop. In addition, Shares may trade on the ASX at a premium or discount to the Issue Price. The price at which Shares trade on ASX may be affected by a number of factors, including the financial and operating performance of the Company and external factors over which the Company and its Directors have no control.

These external factors include actual, expected and perceived general economic conditions, changes in government policy or regulation, significant events such as natural disasters or acts of terrorism, investor attitudes, changes in taxation, movements in interest rates, movements in stock markets, and general conditions in the markets in which the Combined Group will operate.

In addition, investors should consider the historical volatility of Australian and overseas share markets.

10.1.2 Economic conditions

The performance of the Combined Group is likely to be affected by changes in economic conditions. Profitability of the business may be affected by some of the matters listed below. The Directors make no forecast in regard to:

- (a) the future demand for the Combined Group's products and services;
- (b) general financial issues which may affect policies, exchange rates, inflation and interest rates;
- (c) deterioration in economic conditions, possibly leading to reductions in business spending and other potential revenues which could be expected to have a corresponding adverse impact on the Combined Group's operating and financial performance;
- (d) the strength of the equity and share markets in Australia and throughout the world;
- (e) financial failure or default by any entity with which a member of the Combined Group is or may become involved in a contractual relationship; and
- (f) industrial disputes in Australia and overseas.

10.1.3 Geo-political factors

The Combined Group may be affected by the impact that geo-political factors have on the world or Australian economy or on financial markets and investments generally or specifically. This may include international wars, terrorist type activities and governmental responses to such activities.

10.1.4 Government policies & legislation

The Combined Group may be affected by changes to government policies and legislation, including those relating to privacy, telecommunications and taxation.

10.2 Specific risk factors

10.2.1 Changes to Privacy legislation

The collection, use, storage and disclosure of personal and sensitive information within the data and analytics industry is governed by the Privacy Act 1988 and the Australian Privacy Principles contained at Schedule 1 of that Act. Various changes to the regulatory framework have been introduced in recent years, including as a result of the Privacy Amendment (Enhancing Privacy Protection) Act 2012, key provisions of which came into effect in March 2014. Any future adverse changes in privacy legislation (including changes to the Privacy Act and the Australian Privacy Principles), or changes in the way privacy laws are interpreted in the future could render any of Skyfii's services and products (or the ways in which such services and products are currently implemented or delivered) less attractive or contrary to law, which could have a material adverse effect on its business, operations and financial performance, and the price of the Shares.

10. RISK FACTORS

10.2 Specific risk factors (continued)

10.2.2 Changes to mobile device identification

SkyFii collects and uses the unique device MAC address for analysis of the presence of devices which are not connected to the wireless network. Changes to the way mobile devices search for wireless networks, including masking or randomisation of the MAC address, could render any of SkyFii's products and services which rely on presence analytics data (or the ways in which such products and services are currently implemented) less attractive or redundant, which could have a material adverse effect on its business, operations and financial performance, and the price of the Shares.

10.2.3 Increased competition

The actions of an existing competitor or the introduction of a new competitor of SkyFii may make it difficult for the Company to grow its revenue, which in turn, may have an adverse on its profitability.

If SkyFii's technology and solutions proves to be less successful or more costly than that of its competitors, the Combined Business could be adversely affected.

SkyFii's ability to renew contracts with existing customers and win new contracts with existing and new customers is fundamental to its business, growth and profitability. New contracts, including contracts entered into with an existing customer where a previous contract has expired, are usually subject to a competitive process. There is a risk that SkyFii may not win these contracts for any of a number of reasons. These include, for example:

- (a) Lower pricing from competitors
- (b) Increased competition
- (c) SkyFii's inability to differentiate its services and to market them effectively
- (d) SkyFii's failure to maintain the quality or efficiency of its service offerings or to anticipate, identify or react to changes in customer preferences or requirements
- (e) SkyFii's failure to react to new developments in service delivery technology
- (f) Negative perceptions adversely affecting SkyFii's brand and reputation as a result of the eventuation of some of the other risk factors listed in Section 10.

Failure to successfully renew existing contracts or to win new contracts could negatively impact SkyFii's financial performance, including, in the case of a failure to retain an existing customer, by leaving SkyFii with excess capacity or redundancy costs, and adversely impact its ability to grow its operations.

10.2.4 Reliance on key supply relationships

The Company relies on various key supplier relationships for certain parts of its business. The loss or impairment of any of these relationships could have a material adverse effect on the Company's results of operations, financial condition and prospects, at least until alternative arrangements can be implemented. In some instances, however, alternative arrangements may not be available or may be less financially advantageous than the current arrangements.

In particular, SkyFii relies on third parties to provide intellectual property development and, as such SkyFii is vulnerable to any change in output from these suppliers. Should any of these suppliers significantly reduce their supply to SkyFii, this will have an adverse effect of the growth

10.2.5 Intellectual property

There is a risk that other individuals or companies may claim to have an interest in intellectual property used by the business. Intellectual property or trade secrets may be challenged by other parties and defending such actions may adversely impact SkyFii's earnings. In addition, if SkyFii is required to develop or support new technology and intellectual property, it will require significant capital expenditure by the Company.

10.2.6 Strategic investment risks and management of growth

The growth prospects of SkyFii depend upon a number of factors including customer take up and execution of rollout. If SkyFii fails to execute any expansion plan, its financial performance is likely to be negatively affected.

10.2.7 Product Selection

An important element of the business is an ability to assess and identify products and technology that appeal to SkyFii's target market and any misjudgements in demand or changes in customer preferences could result in reduced sales, increased inventory and/or lower gross margins. In addition, existing products and technology or products and technology in the future developed by SkyFii may experience performance problems rendering them difficult or impossible to sell, or subject to product recall which could have a material adverse impact on SkyFii's financial performance.

10.2.8 Loss of key personnel

Loss of key personnel could disrupt operations or otherwise have an adverse impact on future performance. There can be no guarantee that the loss of key personnel will not affect the Combined Group's future performance.





10.2 Specific risk factors (continued)

10.2.9 Significant holding by the SkyFii Shareholders

Following Completion of the Acquisition, the Vendors, will hold approximately 74% of the issued capital of the Company (assuming only the minimum number of New Shares under the Offer is subscribed for). As a result, they will have significant influence over all matters that require approval by Shareholders, including the election and removal of Directors and approval of significant transactions (unless prevented from voting under the Corporations Act or Listing Rules). The ability of other Shareholders to influence corporate decisions of the Company will therefore be reduced.

This concentration will limit the ability of other Shareholders to influence corporate matters, and as a result action may be taken that some Shareholders may not view as beneficial.

10.2.10 Retention of customers

Some of SkyFii's contracts contain a right for the customer to terminate for convenience. Termination of SkyFii's services by a customer before the end of a contract's term will reduce SkyFii's future revenue. Upon termination, SkyFii may not receive adequate compensation, or any compensation, for such losses and costs. From time to time, customers may seek to renegotiate existing contracts for various reasons during the term of the contract. To the extent such customers have a right to terminate a contract (for convenience or otherwise), they may seek to use this right as leverage in the renegotiation process. Although the frequency of contract renegotiations has historically been low, the frequency of contract renegotiations may increase in the future. If contract renegotiations lead to the parties entering into new contracts on terms less favourable to SkyFii, or if the parties fail to reach an agreement and the customer terminates the existing contract, SkyFii's revenue and profitability could be adversely impacted. SkyFii may have potential liabilities for redundancies and other liabilities as a consequence of any contracts that are renegotiated or terminated before they would otherwise expire.

10.2.11 Ongoing funding

While the Company believes it will have sufficient funds after completion of the Proposed Transactions to meet all of its growth and capital requirements for the near term, the Company may seek to exploit opportunities of a kind that will require it to raise additional capital from equity or debt sources. There can be no assurance that SkyFii will be able to raise such capital on favourable terms or at all. If the Company is unable to obtain such additional capital, it may be required to reduce the scope of its anticipated activities, which could adversely affect its business, financial condition and operating results.

10.2.12 Trading History

SkyFii has spent several years developing its technology solutions and is in early stage of generating revenues and has to date traded as a Consolidated entity at a loss. In addition, its shares have not been previously listed on an exchange, consequentially there is no relevant trading history in its shares and therefore no indicator of how the New Shares will trade in the secondary market or how much liquidity there will be in the New Shares.

10.2.13 Transaction Risks

Completion of the Acquisition is subject to a number of conditions precedents.

As at the date of this Prospectus, the Directors are not aware of any reason why any of the outstanding conditions to the Acquisition will not be satisfied on or before the agreed end date as set out in the Acquisition Agreements. The Directors will keep Shareholders and the ASX advised in this regard at all relevant times.

Notwithstanding, there is a risk that the Company may not be able to meet the requirements of ASX for re-quotation of its Shares on ASX and the Acquisition may not be completed. If the Acquisition is not completed, the Company:

- will not proceed with the Offer;
- will repay Application Payments received from applicants under the Offer.

Shares will not be able to be traded on ASX until such time as ASX's requirements for re-Quotation can be met by the Company, if at all. ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may reinstate the Company to Quotation is not to be taken in any way as an indication of the merits of the Company or the New Shares offered pursuant to this Prospectus.

10.2.14 Liquidity risks

Assuming only the minimum number of New Shares under the Offer is subscribed for, and the Vendors do not participate in the Offer, the Vendors will hold approximately 74% of the issued capital of the Company. Details of the Vendors are set out in section 11.6. The ASX has the discretion to impose escrow restrictions in accordance with Chapter 9 of the ASX Listing Rules on the Shares held by the Vendors. If the ASX exercises this discretion and imposes escrow, this may cause a liquidity risk as some of the Shares may not be traded for up to 24 months. Furthermore, there is no guarantee that there will be an ongoing liquid market for Shares. If illiquidity arises, there is a real risk that Shareholders will be unable to realise their investment in the Company.



11. ADDITIONAL INFORMATION



11.1 General Meeting

The Company held the General Meeting on 19 September 2014 at which the Shareholders approved the Resolutions, including:

- (a) the approval of a 10-to-1 consolidation of Shares on issue (RKS Share Consolidation);
- (b) the approval of the SkyFii Acquisition for the purposes of ASX Listing Rule 11.1;
- (c) the approval of the issue of the Consideration Shares, the Earn Out Shares, and the Public Offer Shares;
- (d) the approval of the appointment of Wayne Arthur and James Scott as directors of the Company;
- (e) the approval of the issue of 2,500,000 Shares (each with an issue price of \$0.20) (Promoter Shares) as part of consideration for the provision of corporate services in relation to the capital raising under the Prospectus and associated promotional activities. At the date of this Prospectus, the identities of the allottees of the Promoter Shares has not been determined.
- (f) the approval of the change of name of the Company to SkyFii Limited; and
- (g) the approval of the change to the Company's constitution to bring it up to date with the current provisions of the Corporations Act and the ASX Listing Rules.

A copy of the Notice of Meeting which sets out the Resolutions in greater detail can be found on the Company's page on www.rksconsolidated.com.au.

11.2 Corporate status

RKS was incorporated in Western Australia under the Corporations Act on 20 August 1987.

11.3 Company's Constitution and rights attaching to New Shares

Full details of the rights attaching to Shares are set out in the Constitution of the Company, a copy of which can be inspected, free of charge, at the Company's registered office during normal business hours. The following is a broad summary of the rights, privileges and restrictions attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. All New Shares issued pursuant to this Prospectus will from the time they are issued, rank *pari passu* with all the Company's existing Shares.

This summary is qualified by the full terms of the Constitution and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of

the Constitution with statutory, ASX Listing Rules and common law requirements. For an investor to obtain a definitive assessment of the rights and liabilities which attach to RKS Shares in any specific circumstances, the investor should seek legal advice.

11.3.1 General

Subject to the Constitution and the terms of issue of a RKS Share, attached to each RKS Share is the right to receive notice of, attend and vote at all meetings of Shareholders, to receive dividends, and in a winding up to participate equally in the distribution of assets of the Company subject only to the amounts unpaid on any RKS Share.

11.3.2 Voting

At a meeting of Shareholders, subject to the Constitution, the Corporations Act and (if applicable) the ASX Listing Rules, on a show of hands each Shareholder present in person, by proxy, by attorney or Representative has one vote. At the taking of a poll, each Shareholder present in person or by proxy has one vote for each fully paid RKS Share, and for each partly paid RKS Share a fraction of a vote equivalent to the proportion which the amount paid (not credited) bears to the total amount paid and payable (excluding amounts credited). A Shareholder is entitled to be counted in a vote only in respect of RKS Shares on which all calls due and payable have been paid.

A resolution put to vote at a meeting must be decided on a show of hands unless a poll is demanded.

11.3.3 General meeting and notices

A Director of the Company may call a general meeting. The Company must hold an annual general meeting in accordance with the Corporations Act. Shareholders may request or call and arrange to hold a general meeting in accordance with the Corporations Act.

Each Shareholder is entitled to receive notice of, attend and vote at general meetings of the Company and to receive all notices, financial statements and other documents required to be sent to ordinary Shareholders under the Company's Constitution, the Corporations Act and (if applicable) the ASX Listing Rules.

11.3.4 Dividends

As the Company is currently pursuing growth, the Directors do not anticipate that the Company will pay dividends in the immediate future. Any future payment of dividends by the Company will be at the discretion of the Directors.

Dividends on partly paid shares must not exceed the proportion which the amount paid (not credited) bears to the total amount paid and payable (excluding amounts credited) on that RKS Share.



11.3 Company's Constitution and rights attaching to New Shares (continued)

11.3.5 Issue of RKS Shares

Subject to the Constitution, the Corporations Act, the ASX Listing Rules (if applicable) and any special rights conferred on holders of existing RKS Shares or a class of RKS Shares, the Directors may issue or otherwise dispose of, or grant options in respect of, shares to such persons on such terms as they think fit. In particular, the Directors may issue shares with preferred, deferred or special rights or restrictions in relation to dividends, voting, return of capital and payment of calls.

The Company may issue preference shares which are or at the option of the Company are to be liable to be redeemed. Holders of preference shares will only have the right to vote at a meeting convened for the purpose of reducing capital, in certain circumstances upon winding up, where the resolution affects the rights attached to the preference shares, when a dividend on the preference shares are in arrears, on a resolution to approve the terms of a buyback or on a proposal for the disposal of the whole of the Company's property, business and undertaking.

11.3.6 Transfer of RKS Shares

Generally, all RKS Shares are freely transferable subject to the procedural requirements of the Constitution, and to the provisions of the Corporations Act, the ASX Listing Rules (if applicable) and the rules of the ASX's Securities Clearing House (if applicable). The Directors may decline to register an instrument of transfer received where refusal is permitted under the Constitution and (if applicable) the ASX Listing Rules. The Directors must refuse to register the transfer of restricted securities during the relevant escrow period (except as permitted by the ASX Listing Rules or the ASX) or any other transfer as required by the ASX Listing Rules. If the Directors decline to register a transfer the Company must give reasons for the refusal.

11.3.7 Non-marketable parcels

Subject to the ASX Listing Rules, and compliance with the procedure set out in the Constitution, the Company may issue a notice of divestment to a Shareholder holding a parcel of non-marketable shares. Unless the Shareholder objects to the divestment, the Company must sell the RKS Shares as agent of the Shareholder with all consideration received by the Company to be paid by the relevant Shareholder.

11.3.8 Winding up

Subject to any special rights attaching to a class of shares, if the Company is wound up the liquidator in a winding up may, with the sanction of a special resolution of the Shareholders, divide the assets of the Company among the Shareholders.

11.3.9 Liability of Shareholders

As all RKS Shares on issue are (and all New Shares to be issued will be) fully paid, Shareholders will not be subject to any further call for money by the Directors and therefore RKS Shares will not become liable to forfeiture.

11.3.10 Variation of rights

The rights attaching to the RKS Shares may only be varied, modified or cancelled with the prior written consent of at least 75% of the holders of votes in that class or by a special resolution of the holders of shares in that class at a meeting of those holders.

11.3.11 Directors – Appointment, retirement and approval

The minimum number of Directors is three (3) and the maximum is seven (7).

Directors may be appointed by resolution of Shareholders at a general meeting. The Directors may appoint a Director either in addition to existing Directors or to fill a casual vacancy, and such Director will hold office until the next annual general meeting.

Directors may be removed by resolution of Shareholders at a general meeting.

If the Company is admitted to the Official List of the ASX, at each general meeting, one third of the Directors (except for the Managing Director) must retire from office by rotation. The Directors to retire in every year will be those who have been longest in office since their last election. Further, a Director (other than the Managing Director) must retire from office at the end of the third annual general meeting following that Directors last appointment or three (3) years, whichever is longer. A retiring Director is eligible for re-election.

11.3.12 Decisions of Directors

The quorum for a meeting of Directors is two (2). Questions arising at a meeting of Directors are decided by a majority of votes cast by Directors entitled to vote on the resolution. The Chairperson does not have a second or casting vote.

11.3.13 Alterations to the Constitution

The Constitution can only be amended by a special resolution passed by at least 75% of Shareholders present and voting at a general meeting.



11.4 Acquisition Agreements

11.4.1 Summary

The Acquisition Agreements were executed on 30 July 2014 between the Company and each of the Vendors.

The Vendors are divided into 2 separate categories namely:

- (a) the Majority Shareholders which comprise the key SkyFii shareholders and operators of the SkyFii business; and
- (b) the Minority Shareholders, which comprise the remaining passive investors in SkyFii.

11.4.2 Sale and purchase

Pursuant to the Acquisition Agreements, the Company has agreed to acquire all of the share capital of SkyFii held by the Vendors. In consideration for the Acquisition, the Company will issue to the Vendors (in proportion to their holdings in SkyFii Group Pty Ltd):

- (a) 70,000,000 Shares on Completion (**Consideration Shares**); and
- (b) Up to 82,500,000 Shares by way of an earn out (**Earn Out Shares**). Further details on the Earn out Shares are set out below.

11.4.3 Conditions

Completion of the Acquisition Agreements (**Completion**) is conditional upon each of the following conditions being satisfied or waived before 31 December 2014:

- (a) the Company obtaining any regulatory approvals and satisfying all requirements under the Corporations Act and the ASX Listing Rules (including all appropriate or necessary waivers) for:
 - (i) the issue of the Consideration Shares, the
 - (ii) the issue of the Earn Out Shares; and
 - (iii) the issue of the New Shares as contemplated by this Prospectus.
- (b) Shareholders approving all of the Resolutions proposed at the General Meeting;
- (c) a minimum of \$2,500,000 being raised pursuant to the Offer; and
- (d) there being no material adverse change in relation to the Company or SkyFii in the period up to Completion (in each case, other than the transactions contemplated in the Acquisition Agreement, the Notice of Meeting and the Prospectus)

As of the date of this Prospectus, the Directors are not aware of any reason why any of the conditions will not be satisfied on or before the time required under the Acquisition Agreements. The Directors will keep Shareholders and the ASX advised in this regard at all relevant times.

11.4.4 Warranties

The Majority Shareholders have provided certain standard representations and warranties to the Company relating to the shares being sold; including in relation to SkyFii, its assets, its material contracts, intellectual property rights, taxation status, insurance arrangements, information technology systems, employees, solvency and corporate records.

The Minority Shareholders have made representations and warranties to RKS relating to their title and capacity to sell their SkyFii shares to the Company.

11.4.5 Completion of the Acquisition Agreements and closing of the Offer

The sequence of interdependent completion events is as follows:

- (a) all other completion obligations set out in the Acquisition Agreement; and
- (b) the allotment of New Shares pursuant to this Prospectus.

Further details of the Acquisition Agreements are set out in the Notice of Meeting.

11.5 Earn Out Shares

The Vendors 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 Amount). The Earn Out Amount will be payable by the Company by issuing that number of Earn Out Shares equal to the Earn Out Amount. Each of the Earn Out Shares will be issued at an issue price of \$0.20.

Under the Acquisition Agreements, the Earn Out Amount is calculated as follows:

Earn-Out Amount = A - \$13,500,000

where:

A is the lesser of:

- i. R multiplied by three; and
- ii. \$30,000,000.

R is the sum of:

- iii. the combined gross revenue of the Company and its Associates for the half year ending 31 December 2016 as set out in the Company's 2017 Half Year Accounts; and
- iv. the combined gross revenue of the Company and its Associates for the half year ending 30 June 2016 derived from the records and accounts that form the basis of the audited statutory accounts of the Company for the period ending 30 June 2016.

The Earn Out Amount will become payable on the day immediately following the date the Company lodges its 2017 half yearly accounts with ASIC.

The Company has received a waiver of ASX Listing Rule 7.3.2 to enable it to issue the Earn Out Shares not later than 31 March 2017, being outside the stipulated 3 month period permitted under ASX Listing Rule 7.3.2.



11.6 Vendors

The full names of each Vendors together with details of their current and post-Completion and post Earn Out Shareholdings are set out in the table below (assuming the maximum amount of \$3,500,000 is raised under the Offer):

SKYFII SHAREHOLDER	COMPLETION SHARES	POST COMPLETION % OF RKS	MAXIMUM EARN OUT SHARES	TOTAL MAXIMUM SHAREHOLDING	POST EARN OUT % OF RKS
Avenue C Pty Limited (ACN 120 324 049) <ATF The Orchard Street Family Trust>	11,623,743	11.62%	13,699,411	25,323,154	13.88%
Jagafii Pty Limited (ACN 164 509 193) <ATF Skyfii Unit Trust>	11,439,243	11.44%	13,481,964	24,921,207	13.66%
Montella Investments Pty Ltd (ABN 22 069 878 235) <as Trustee>	5,737,514	5.74%	6,762,070	12,499,584	6.85%
Shanderlay Investments Pty Ltd (ABN 60 065 748 183) <as Trustee>	5,737,514	5.74%	6,762,070	12,499,584	6.85%
Karibu Pty Ltd (ACN 167 195 422) <as Trustee>	8,699,836	8.70%	10,253,379	18,953,215	10.39%
Bonduffmex Pty Ltd (ACN 167 171 360) <ATF Ian Robinson Family Trust>	7,956,690	7.96%	9,377,528	17,334,218	9.50%
Yellow Monkey Holdings Pty Ltd (ACN 147 673 292) <ATF The Bernberg Family Trust>	3,158,950	3.16%	3,723,048	6,881,998	3.77%
Glemaress Pty Ltd (ACN 162 707 539) <ATF Glenmaress Family Trust>	846,144	0.85%	997,242	1,843,386	1.01%
Devero Holdings Pty Ltd (ACN 107 557 326)	2,941,546	2.94%	3,466,821	6,408,367	3.51%
BMR Securities Pty Limited (ACN 166 025 092) <ATF The BMR Securities Trust A/C>	877,232	0.88%	1,033,881	1,911,113	1.05%
Alice Klara Senn	794,618	0.79%	936,514	1,731,132	0.95%
Rachel Scott	363,150	0.36%	427,999	791,149	0.43%
The Chimes Private Foundation	472,100	0.47%	556,404	1,028,504	0.56%
Asia Pacific Optical Networks Pty Ltd (ACN 146 521 691) <ATF APON Investment Trust>	169,472	0.17%	199,734	369,206	0.20%
Christopher Thomas Khoury	121,043	0.12%	142,658	263,701	0.14%
Kunal Khattar	112,977	0.11%	133,151	246,128	0.13%
Andrew Bates	112,977	0.11%	133,151	246,128	0.13%
Lemniscate Investments Pty Ltd (ACN 156 435 899)	67,789	0.07%	79,894	147,683	0.08%
Grant Vandenberg Associates Pty Ltd (ACN 069 374 385) <ATF Vandenberg Family Trust ABN 61 864 132 469>	72,629	0.07%	85,598	158,227	0.09%
Richard McLaren	254,207	0.25%	299,602	553,809	0.30%
Ma Duck & Me Pty Ltd (ACN 160 917 233) <ATF Ma Duck & Me Trust>	254,207	0.25%	299,602	553,809	0.30%
Kerry McCabe	254,207	0.25%	299,602	553,809	0.30%
Alterac Pty Ltd <AFT Alterac Trust>	1,983,055	1.98%	2,337,171	4,320,226	2.37%
Marco Betelli	1,983,055	1.98%	2,337,171	4,320,226	2.37%
Birketu Pty Ltd	3,966,102	3.97%	4,674,335	8,640,437	4.73%
TOTAL	70,000,000	70.00%	82,500,000	152,500,000	83.56%

Note: *This table assumes:

1. The maximum number of Earn Out Shares are issued to the Vendors; and
2. The maximum amount is raised under the Offer.



11.7 Promoter Shares

As a condition of Listing, ASX will classify certain Shares as restricted securities. Prior to Listing, certain Shareholders and Directors (and their related entities) will be required to enter into mandatory escrow restriction agreements in relation to Shares held by them.

Subject to the ASX Listing Rules and, in the case of mandatory ASX-imposed escrow, ASX's consent, the escrow arrangements do not preclude an escrowed Shareholder from transferring their Shares in certain circumstances including:

- (a) pursuant to a transaction which results in an individual or entity acquiring more than 50% of the total fair market value of voting power of the Company's Shares, provided that the holders of at least 50% of the Company's Shares that are not subject to escrow arrangements have accepted the Offer; or
- (b) for the voluntary escrow arrangements, certain other transactions including transfers as a gift, pursuant to will, to a trust, as a distribution to partners of Shareholders (if the Shareholder is a company or a partnership) provided that the transferor is subject to the escrow restrictions or pursuant to a court order; or
- (c) for the voluntary escrow arrangements, with the consent of the Company.

Moreover, all Shareholders who are employees, officers or Directors of the Company, and certain others, will be restricted from dealing in Shares in accordance with the Company's Securities Trading Policy.

11.8 Corporate Services Agreement

On 17 September 2014, the Company entered into an agreement with Peloton Capital Pty Limited (Peloton) under which Peloton would provide the following services to the Company in connection with the Offer:

- a) Assist the Company in the preparation of applicable equity markets presentation material;
- b) Assist the Company in relation to structuring, valuation, timing and pricing parameters of any offering;
- c) Assist in the development of any equity capital markets strategy including the profiling and promotion of the company;
- d) Arrange and manage the marketing of any share offering, assist in organising investor presentations and road-shows;
- e) Assist the Company in general commercial matters including providing general commercial advice, assistance in the negotiation processes if required and any other corporate activity;
- f) Overall project management of the capital raising process and any other matters as required by the Company;
- g) Conduct marketing to key potential investors including targeted institutional investors, high net worth individuals and equity analysts in advance any offering; and
- h) Peloton confirms that allocation of shares under the prospectus is a matter wholly within the discretion of the directors of the Company.

The Company has agreed to pay 6% (plus GST) on any funds that Peloton arranges in respect of the Offer. The 6% includes a 1% management fee for running the Australia book build and providing distribution services. Peloton will pay away up to a 5% distribution fee to participating dealers & brokers. In relation to any funds raised under the Offer, the Company will pay Peloton 1% (plus GST) on any other funds raised under the Offer.



11.9 Dividends

The Directors currently intend to give priority to maximising the development and growth of the Company and any resultant development, production and generation of new opportunities, rather than distributing these funds as dividends.

Once the Company is able to generate a substantial and sustainable level of cash flow after commitments, the Directors intend to review this policy and possibly initiate a revised dividend policy.

The Directors can give no assurance as to the amount, timing, franking or payment of any future dividends by the Company. The capacity to pay dividends will depend on a number of factors including future earnings, capital expenditure requirements and the financial position of the Company.

As at the date of this Prospectus, no securities have been issued by the Company pursuant to the Plan, and there are no securities on issue pursuant to the Plan which have not been exercised.

11.10 Litigation

To the knowledge of Directors, there is no litigation threatened against the Company and no litigation threatened by the Company. The Directors are not presently aware of any circumstances likely to give rise to any of the above.

11.11 Directors' Interests and Key Management Personnel

Except as set out below or elsewhere in this Prospectus, no Director (whether individually or in consequence of that persons association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- any property acquired or proposed to be acquired by the Company in connection with the Company's formation or the Proposed Transactions.

In addition, except as set out below or elsewhere in this Prospectus, no benefits of any kind (whether in cash, Shares or otherwise) have been paid or agreed to be paid to any Director to any company or firm with which a Director is associated to induce him to become, or to qualify as, a Director, or otherwise for services rendered by him or his company or firm with which the Director is associated in connection with the formation or the promotion of the Company.

11.11.1 Interest in securities

DIRECTOR (INCLUDING ASSOCIATES)	SHARES AS AT THE DATE OF THIS PROSPECTUS	SHARES AFTER COMPLETION OF THE PROPOSED TRANSACTIONS
Peter Dykes (current, outgoing)	nil	nil
Anthony Dunlop (current, continuing)	nil	nil
Robert Spano (current, outgoing)	270,000	270,000
Suyin Chi (current, outgoing)	nil	nil
Wayne Arthur (proposed Director)	nil	18,953,215
Gary Flowers (proposed Director)	nil	nil
Andrew Johnson (proposed Director)	nil	nil
James Scott (proposed Director)	nil	363,150
Chris Taylor (proposed Director)	nil	nil



11.11.2 Remuneration

Non-Executive Directors' fees are determined within an aggregate Non-Executive Directors' fee pool limit. For the financial year commencing 1 July 2014 and in respect of each financial year thereafter and until otherwise determined by a resolution of Shareholders, the maximum aggregate remuneration payable by the Company to all Non-Executive Directors of the Company for their services as Directors including their services on a Board committee or sub-committee and including superannuation is limited to \$500,000 per annum (in total).

The proposed Director fees are as follows:

DIRECTOR	PROPOSED REMUNERATION
Wayne Arthur	\$200,000
Gary Flowers	\$80,000
Anthony Dunlop	\$50,000
Andrew Johnson	\$50,000
Chris Taylor	\$50,000
James Scott	\$50,000

11.11.3 Indemnification and Directors & Officers Insurance

The Company has entered into a Deed of Access, Indemnity and Insurance with each of its Directors. Under the terms of these deeds, the Company indemnifies each Director to the extent permitted by the Corporations Act against any liability as a result of the Director acting as a director of the Company. The Company is required under the deeds to maintain insurance policies for the benefit of the relevant Director for the term of appointment and for a period of 7 years after retirement, termination or resignation substantially similar to the policies existing at the time of entering into the deeds, except to the extent that such insurance cannot be procured at a reasonable cost or is otherwise unavailable to the Company. The deeds also provide for the Director to have a right of access to Board papers and minutes.

The Company pays a premium to insure Directors and certain officers of the Company and controlled entities. The officers of the Company covered by the insurance policy include the current Directors and secretary of the Company and its subsidiaries, senior management of the Company and senior management of divisions and controlled entities of the Company. As the insurance policy operates on a claims made basis, former Directors and officers of the Company are also covered.

The liabilities insured include costs and expenses that may be incurred in defending civil or criminal proceedings that may be brought against the officers in their capacity as officers of the Company or controlled entities. The insurance policy outlined above does not contain details of premiums paid in respect of individual Directors and officers of the Company. The insurance policy prohibits disclosure of the premium paid.

The Company has not otherwise indemnified or agreed to indemnify an officer of the Company or of any related body corporate against a liability incurred by such officer.



11.12 Key Employment Agreements

Mr Arthur and Mr Walker both entered into employment contracts with Skyfii commencing on 5 August 2013. Mr Arthur performs the role of Managing Director and Mr Walker the role of Finance and Operations Director. The contracts recognise the employees' original dates of commencement of employment (1 June 2013 for Mr Arthur and 20 March 2012 for Mr Walker) for the purposes of calculating accrued entitlements. Mr Arthur and Mr Walker both receive a remuneration package of \$125,000 per annum plus superannuation contributions. They may also be entitled to an annual performance bonus at Skyfii's discretion, which will be assessed against agreed personal and company performance targets.

Skyfii can terminate Mr Walker's and Mr Arthur's employment by providing 12 weeks' notice (or 13 weeks' notice if Mr Arthur or Mr Walker have more than two years' service and are over the age of 45 at the time the notice is given). Skyfii may terminate Mr Arthur's and Mr Walker's employment without notice if they engage in conduct warranting summary dismissal, breach fundamental terms of their employment, commit an act of fraud or dishonesty, engage in conduct which might tend to injure the reputation of the business or fail to comply with lawful directions of the company or company policy. Mr Arthur and Mr Walker may terminate their employment by providing 12 weeks' notice.

Both contracts contain restraint clauses prohibiting Mr Walker and Mr Arthur from soliciting clients, suppliers, employees and contractors of Skyfii and from being involved with any business that is competitive with the business carried on by Skyfii following termination of their employment. The restraint is for a period of up to six months following termination and applies across Australia. Both the length and area of the restraint may be reduced to a level a court considers appropriate to protect Skyfii's legitimate business interests.

11.13 Interests of named persons

Set out below are the benefits that have been or have been agreed to be given to any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (together, Prescribed Persons).

Except as set out below or elsewhere in this Prospectus, no Prescribed Person holds, or during the last 2 years has held, any interests in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with the Company's formation or the promotion, or the Offer; or
- (c) the Offer.

In addition, except as set out below or elsewhere in this Prospectus, no benefit of any kind, (whether in cash, Shares or otherwise) have been paid or agreed to be paid to a Prescribed Person in connection with the preparation or distribution of the Prospectus for services rendered by that person in connection with the formation or promotion of the Company, or the Offer.

Hall Chadwick Corporate (NSW) has prepared the Investigating Accountant's Report in Section 7 of this Prospectus and undertaken financial due diligence services in relation to the Offer and is to receive fees amounting to approximately \$25,000 including GST but excluding disbursements.

Thomson Geer has acted as the Australian legal advisers to the Company for the purposes of the Offer. For this work, and all work associated with the Proposed Transactions, Thomson Geer is to receive fees amounting to approximately \$90,000 including GST but excluding disbursements.

Peloton Capital Pty Ltd has acted as the corporate advisor for the Offer. For this and its corporate advisory work, Peloton Capital Pty Ltd is to receive fees amounting to approximately \$35,000 excluding GST and disbursements.



11.14 Consents

Each of the parties named in the table below in this Section 11.14 has consented to being named in this Prospectus in the form and context in which it is named and has not withdrawn such consent prior to the lodgement of this Prospectus with the ASX:

CAPACITY IN RELATION TO THE COMPANY	CONSENTING PARTY
Australian legal adviser	Thomson Geer
Auditor	Hall Chadwick
Investigating Accountant	Hall Chadwick Corporate (NSW) Pty Ltd
Share registry	Security Transfer Registrars Pty Ltd
Corporate Advisor	Peloton Capital Pty Ltd

Hall Chadwick Corporate (NSW) Pty Ltd has given its written consent to the inclusion of its Investigating Accounting Report in the form and context in which it is included in this Prospectus. To the maximum extent permitted by law, each of the parties named in this Section 11.14:

- (a) states that it has not authorised or caused the issue of this Prospectus;
- (b) is not taken to have made, or purported to have made, any representation or warranty in relation to the Company either express or implied or any statement in this Prospectus or on which a statement made in the Prospectus is based other than as specified in this Section; and
- (c) expressly disclaims and takes no responsibility for any part of this Prospectus other than as referred to in this Prospectus as having been made by such party.

11.15 Expenses of the Offer

All expenses connected with the Offer are being borne by the Company. Based on the Offer being fully subscribed, the estimated costs of the Offer, which have been paid or are payable by the Company, are as follows:

EXPENSES OF THE OFFER	AMOUNT INCLUDING GST (\$)
Legal fees	\$250,000
Investigating Accountant's Report and financial due diligence	\$25,000
Financial Advisory fees + retainer	\$60,000
Broker fees	\$150,000
Share Registry fees, printing and postage, ASX and ASIC fees	\$130,000
TOTAL	\$675,000



11.16 Supplementary information

A supplementary prospectus will be issued if the Company becomes aware of any of the following between the issue of this Prospectus and the date the Shares are quoted:

- (a) a material statement in this Prospectus is misleading or deceptive;
- (b) there is a material omission from this Prospectus;
- (c) there has been a significant change affecting a matter included in this Prospectus;
- (d) a significant new circumstance has arisen and it would have been required to be included in this Prospectus.

11.17 Taxation

The acquisition and disposal of Shares 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 Shares from a taxation viewpoint and generally. To the maximum extent permitted by law, the Company, its Directors and officers and each of their respective advisors accept no liability or responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

11.18 Documents available for inspection

Copies of the following documents are available for inspection during normal office hours free of charge at the registered office of the Company for a period of not less than 12 months from the date of this Prospectus:

- (a) each Director's consent for the lodgement of this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 11.14 of this Prospectus.



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12. AUTHORISATION BY DIRECTORS

12. AUTHORISATION BY DIRECTORS



The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with ASIC, or to the Directors knowledge, before any issue of New Shares pursuant to this Prospectus.

The Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

This Prospectus is authorised by each of the Directors of the Company, pursuant to a resolution of the Board.

Signed for and on behalf of
RKS CONSOLIDATED LIMITED

by Peter Dykes
Chairman



13. GLOSSARY



In this Prospectus, unless the context or subject matter otherwise requires:

Acquisition Agreement – the share sale and purchase agreements between the Company and the Vendors dated 30 July 2014.

Applicant – A person who returns an Application.

Application – An application for New Shares under the Offer.

Application Form – The entitlement and acceptance form attached to this Prospectus.

Application Payment – The payment of the Issue Price under the Offer submitted by an Applicant for the purposes of making an Application.

ASIC – Australian Securities and Investments Commission.

ASX – ASX Limited (ACN 008 624 691) or the stock exchange which it operates, as the context requires.

ASX CG Principles – Corporate Governance Principles and Recommendations released by the ASX Corporate Governance Council.

ASX Listing Rules – The official Listing Rules of ASX.

Board – The board of Directors.

Business Day – A day other than a Saturday or Sunday on which banks are open for business in Sydney, NSW, Australia.

CHESS – ASX Clearing House Electronic Subregister System, operated in accordance with the Corporations Act.

Closing Date – 5.00pm (Sydney time) on 31 October 2014 (unless varied).

Combined Group – The merged group comprising the existing RKS and Skyfii businesses, subject to and following completion of the Proposed Transaction.

Company or RKS – RKS Consolidated Limited.

Completion – Completion of the Acquisition Agreements.

Consideration Shares – 70,000,000 Shares to be issued to the Vendors (or at their direction), as the part consideration for all of the equity securities in the capital of Skyfii.

Corporations Act – Corporations Act 2001 (Cth) as amended from time to time.

Directors – The directors of the Company

Earn Out Amount – An earn out amount (capped at \$16,500,000) to be paid to the Vendors which based on the revenue of the Company during the 2016 calendar year, which is to be payable by the issue of the Earn Out Shares.

Earn Out Shares – Up to 82,500,000 Shares to be issued to the Vendors, as partial consideration for all of the issued capital in the capital of Skyfii.

EDM – Electronic direct marketing.

Exposure Period – The period during which the Company cannot accept Applications as described in Section 727(3) of the Corporations Act.

FY – A financial year which begins on 1 July of one year and ending on 30 June of the immediately following year, such that (by way of example) 'FY2013' is referring to the financial year beginning on 1 July 2012 and ending on 30 June 2013.

General Meeting or Meeting – The extraordinary general meeting of Shareholder General meeting of the Company held on 19 September 2014

GST – Has the meaning given to that term in A New Tax System (Goods and Services Tax) Act 1999 (Cth) and includes goods and services tax.

Issue Price – The subscription price per New Share under the Offer (ie, \$0.20 per New Share).

MAC address – Media access control address.

MNO – Mobile network operator.

MVNO – Mobile virtual network operator.

MSO – Multiple system operator.

New Shares – The Shares to be issued pursuant to this Prospectus.

Notice of Meeting – The notice convening the General Meeting for the purpose of seeking Shareholder approval for various resolutions in connection with the Proposed Transaction, comprising the chairman's letter, notice of meeting, explanatory notes and all appendices (a copy of which may be downloaded at www.rksconsolidated.com.au).

Offer – The offer of a maximum 17,500,000 New Shares to investors who are neither related parties of the Company, the Vendors nor existing RKS Shareholders, under this Prospectus.

Official List – The official list of the ASX.

Original Prospectus – the prospectus issued by the Company dated 2 October 2014, which was lodged with ASIC on that date and is replaced by this Prospectus.

Peloton – Peloton Capital Pty Ltd.

Promoter Shares – 2,500,000 Shares proposed to be issued to various sophisticated investors as part of the consideration for the provision of corporate services in relation to the capital raising under the Prospectus and Offer and associated promotional activities.

Proposed Transaction or Skyfii

Acquisition – The proposed transaction comprising the following elements:

- The Share Consolidation
- The Skyfii Acquisition;
- The issue of the Promoter Shares; and
- The Offer.

Prospectus – this document (including the electric form of this document) and any supplementary or replacement prospectus in relation to this document.

Quotation – Quotation of the shares on the Official List of ASX.

Resolutions – The resolutions to be considered by Shareholders at the General Meeting, as set out in the Notice of Meeting.

Shareholder – holder of ordinary shares in the Company.

RSSI – Received signal strength indication.

Share Registry – Security Transfer Registrars Pty. Limited.

Shares – Ordinary shares in the capital of the Company.

Share Consolidation – A 10-to-1 consolidation of Shares as referred to in the Notice of Meeting, which will be implemented subject to the passing of all Resolutions

Skyfii – Skyfii Group Pty Ltd.

SSID – Service set identifier.

Terms of the Offer – The terms and conditions set out in this Prospectus, including any modifications made by the Company.

Vendors – The holders of equity securities in Skyfii, whose names are set out in Section 11.

Wi-Fi – A local area wireless technology that allows an electronic device to exchange data or connect to the internet using 2.4 GHz UHF and 5 GHz SHF radio waves.

WISP – Wireless internet service provider.



14. CORPORATE DIRECTORY



CURRENT DIRECTORS

Peter Dykes
Anthony Dunlop
Suyin Chi
Robert Spano

PROPOSED DIRECTORS

Gary Flowers – Non-Executive Director,
Chairman
Wayne Arthur – Executive Director,
Chief Executive Officer
James Scott – Non-Executive Director
Chris Taylor – Non-Executive Director
Andrew Johnson – Non-Executive Director
Anthony Dunlop – Non-Executive Director

COMPANY SECRETARY

Heath Roberts

REGISTERED OFFICE

Level 4, 95 Pitt Street
SYDNEY NSW 2000
Tel: +61 2 8079 2940
Fax: +61 2 8079 2998

SHARE REGISTRY

Security Transfer Registrars Pty. Ltd.
770 Canning Highway
APPLECROSS WA 6153
Tel: +61 8 9315 2333

AUDITORS

Hall Chadwick
Level 40
2 Park Street
SYDNEY NSW 2000

AUSTRALIAN LEGAL ADVISORS

Thomson Geer
Level 25, 1 O'Connell Street
SYDNEY NSW 2000

INVESTIGATIVE ACCOUNTANT

Hall Chadwick
Level 40
2 Park Street
SYDNEY NSW 2000

ASX CODES

Current: RKS
Proposed: SKF

CORPORATE ADVISOR

Peloton Capital
Level 5, 56 Pitt Street
Sydney NSW 2000



15. APPLICATION FORMS



THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
 770 Canning Highway, APPLECROSS WA 6153
 T: +61 8 9315 2333 F: +61 8 9315 2233
 E: registrar@securitytransfer.com.au
 W: www.securitytransfer.com.au

ACN: 009 264 699

Broker Code

Advisor Code

No shares will be issued pursuant to the Replacement Prospectus later than 13 months after the date of the original prospectus dated 2 October 2014. Before completing this Application Form you should read the accompanying Replacement Prospectus and the instructions overleaf. Please print using BLOCK LETTERS.

			,				,			Shares at AUD \$0.20 per share
---	---	---	---	---	---	---	---	---	---	--------------------------------

or such lesser number of Shares which may be allocated to me/us by their Directors.

A\$, , .

See reverse for payment instructions.

Title (e.g.: Dr. Mrs) Given Name(s) or Company Name

[illegible]

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

[illegible]

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

[illegible][illegible]

Unit	Street Number	Street Name or PO BOX
------	---------------	-----------------------

[illegible]

Suburb/Town/City

[illegible]

State

--	--	--

Postcode

--	--	--	--

Country Name (if not Australia)

[illegible]

X										If an incorrect CHES HIN has been provided (e.g.: incorrect number, registration details do not match those registered) any securities issued will be held on the Issuer Sponsored
---	--	--	--	--	--	--	--	--	--	--

[illegible][illegible][illegible][illegible][illegible]

- (1) I/we declare that all details and statements made by me/us are complete and accurate.
- (2) I/we agree to be bound by the Terms & Conditions set out in the Replacement Prospectus and by the Constitution of the Company.
- (3) I/we authorise the Company to complete and execute and documentation necessary to effect the issue of Securities to me/us.
- (4) I/we have received personally a copy of the Replacement Prospectus accompanied by or attached to this Application form, or a copy of the Application Form or a direct derivative of the Application Form before applying for the Securities.
- (5) I/we acknowledge that the Company will send me/us a paper copy of the Replacement Prospectus and any Supplementary Prospectus (if applicable) free of charge if I/we request so during the currency of the Replacement Prospectus.
- (6) I/we acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for Securities in the Company and that no notice of acceptance of the application will be provided.

E & O.E.

This Application Form relates to the Offer of Fully Paid Shares in RKS Consolidated Limited pursuant to the Replacement Prospectus dated 15 October 2014.

APPLICATION FORMS

Please complete all parts of the Application Form using BLOCK LETTERS. Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected. Current CHESS participants should complete their name and address in the same format as they are presently registered in the CHESS system.

Insert the number of Shares you wish to apply for. The application must be for a minimum of 10,000 Shares (\$2,000) and thereafter in multiples of 1,000 Shares (\$200). The applicant(s) agree(s) upon and subject to the terms of the Replacement Prospectus to take any number of Shares equal to or less than the number of Shares indicated on the Application Form that may be allotted to the applicants pursuant to the Replacement Prospectus and declare(s) that all details of statements made are complete and accurate.

No notice of acceptance of the application will be provided by the Company prior to the allotment of Shares. Applicants agree to be bound upon acceptance by the Company of the application.

Please provide us with a telephone contact number (including the person responsible in the case of an application by a company) so that we can contact you promptly if there is a query in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your application as valid, and how to construe, amend or complete it shall be final.

PAYMENT

Monies should be deposited to the following bank account using the applicants name as reference. Payment by electronic transfer to: NAME: RKS Consolidated Limited - Share Offer Account BSB: **032 051** ACCOUNT: **718449**. Please post, fax or scan and email a copy of your bank receipt together with this application form to Security Transfer Registrars. If payment can not be made electronically then a cheque(s) or bank draft(s) payable to "**RKS Consolidated Limited – Share Offer Account**" must be forwarded together with your completed Application form. Your cheque(s) or bank draft(s) must be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable". Cash should not be forwarded.

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

LODGING OF APPLICATIONS

Completed Application Forms and cheques must be:

Posted/Delivered to:

RKS Consolidated Limited
C/- Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

OR

RKS Consolidated Limited
Level 4
95 Pitt Street
Sydney NSW 2000

Applications must be received by no later than 5.00pm (Sydney Time) on the Closing Date 31 October 2014 which may be changed immediately after the Opening Date at any time and at the discretion of the Company.

CHESS HIN/BROKER SPONSORED APPLICANTS

The Company intends to become an Issuer Sponsored participant in the ASX CHESS System. This enables a holder to receive a statement of holding rather than a certificate. If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold shares allotted to you under this Application on the CHESS subregister, enter your CHESS HIN. Otherwise, leave this box blank and your Shares will automatically be Issuer Sponsored on allotment.

TAX FILE NUMBERS

The collection of tax file number ("TFN") information is authorised and the tax laws and the Privacy Act strictly regulate its use and disclosure. Please note that it is not against the law not to provide your TFN or claim an exemption, however, if you do not provide your TFN or claim an exemption, you should be aware that tax will be taken out of any unfranked dividend distribution at the maximum tax rate.

If you are completing the application with one or more joint applicants, and you do not wish to disclose your TFN or claim an exemption, a separate form may be obtained from the Australian Taxation Office to be used by you to provide this information to the Company. Certain persons are exempt from providing a TFN. For further information, please contact your taxation adviser or any Taxation Office.

CORRECT FORM OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to RKS Consolidated 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 name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

TYPE OF INVESTOR

Individual

Use given names in full, not initials.

Company

Use the company's full title, not abbreviations.

Joint Holdings

Use full and complete names.

Trusts

Use trustee(s) personal name(s). Do not use the name of the trust.

Deceased Estates

Use the executor(s) personal name(s).

Minor (a person under the age of 18)

Use the name of a responsible adult with an appropriate designation.

Partnerships

Use the partners' personal names. Do not use the name of the partnership.

Superannuation Funds

Use the name of the trustee(s) of the super fund.

CORRECT

Mr John Alfred Smith

ABC Pty Ltd

Mr Peter Robert Williams &
Ms Louise Susan Williams

Mrs Susan Jane Smith
<Sue Smith Family A/C>

Ms Jane Mary Smith &
Mr Frank William Smith
<Estate John Smith A/C>

Mr John Alfred Smith
<Peter Smith A/C>

Mr John Robert Smith &
Mr Michael John Smith
<John Smith and Son A/C>

Jane Smith Pty Ltd
<JSuper Fund A/C>

INCORRECT

J A Smith

ABC P/L or ABC Co

Peter Robert &
Louise S Williams

Sue Smith Family Trust

Estate of Late John Smith
or
John Smith Deceased

Master Peter Smith

John Smith and Son

Jane Smith Pty Ltd Superannuation Fund

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PO BOX 535, APPLECROSS WA 6953
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 T: +61 8 9315 2333 F: +61 8 9315 2233
 E: registrar@securitytransfer.com.au
 W: www.securitytransfer.com.au

ACN: 009 264 699

BROKER STAMP

Broker Code

Advisor Code

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			,				,				Shares at AUD \$0.20 per share
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or such lesser number of Shares which may be allocated to me/us by their Directors.

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[illegible]

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[illegible]

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

[illegible][illegible]

Unit	Street Number	Street Name or PO BOX
------	---------------	-----------------------

[illegible]

Suburb/Town/City

[illegible]

State

--	--	--

Postcode

--	--	--	--

Country Name (if not Australia)

[illegible]

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[illegible]

(		)								
---	--	---	--	--	--	--	--	--	--	--

[illegible][illegible][illegible]

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- (3) I/We authorise the Company to complete and execute and documentation necessary to effect the issue of Securities to me/us.
- (4) I/We have received personally a copy of the Replacement Prospectus accompanied by or attached to this Application form, or a copy of the Application Form or a direct derivative of the Application Form before applying for the Securities.
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REGISTRY DATE STAMP

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If you are completing the application with one or more joint applicants, and you do not wish to disclose your TFN or claim an exemption, a separate form may be obtained from the Australian Taxation Office to be used by you to provide this information to the Company. Certain persons are exempt from providing a TFN. For further information, please contact your taxation adviser or any Taxation Office.

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Use trustee(s) personal name(s). Do not use the name of the trust.

Deceased Estates

Use the executor(s) personal name(s).

Minor (a person under the age of 18)

Use the name of a responsible adult with an appropriate designation.

Partnerships

Use the partners' personal names. Do not use the name of the partnership.

Superannuation Funds

Use the name of the trustee(s) of the super fund.

CORRECT

Mr John Alfred Smith

ABC Pty Ltd

Mr Peter Robert Williams &
Ms Louise Susan Williams

Mrs Susan Jane Smith
<Sue Smith Family A/C>

Ms Jane Mary Smith &
Mr Frank William Smith
<Estate John Smith A/C>

Mr John Alfred Smith
<Peter Smith A/C>

Mr John Robert Smith &
Mr Michael John Smith
<John Smith and Son A/C>

Jane Smith Pty Ltd
<JSuper Fund A/C>

INCORRECT

J A Smith

ABC P/L or ABC Co

Peter Robert &
Louise S Williams

Sue Smith Family Trust

Estate of Late John Smith
or
John Smith Deceased

Master Peter Smith

John Smith and Son

Jane Smith Pty Ltd Superannuation Fund

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