

1-PAGE LIMITED

ACN 112 291 960

PROSPECTUS

For the Offer of up to 1,000 Shares each at an issue price of \$1.07.

THIS PROSPECTUS IS BEING ISSUED UNDER SECTION 708A(11) OF THE CORPORATIONS ACT FOR THE PURPOSE OF FACILITATING SECONDARY TRADING OF THE PLACEMENT SHARES

THIS OFFER CLOSES AT 5.00PM WST ON 26 MARCH 2015.

VALID APPLICATIONS MUST BE RECEIVED BEFORE THAT TIME.

Please read the instructions in this Prospectus and on the accompanying Application Form prior to applying for Shares under the Offer.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

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

THE SHARES OFFERED BY THIS PROSPECTUS ARE OF A SPECULATIVE NATURE.

1. Important Information

This Prospectus is dated 25 March 2015 and was lodged with ASIC on that date. ASIC and ASX take no responsibility for the contents of this Prospectus.

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

A copy of this Prospectus is available for inspection at the registered office of the Company at Ground Floor, 10 Outram Street, West Perth, WA, Australia, 6005, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 6.3).

The Company will apply to ASX within seven days of the date of this Prospectus for Official Quotation by ASX of the Shares offered by this Prospectus.

The Shares offered by this Prospectus should be considered speculative. Please refer to Section 4 for details relating to investment risks.

Applications for Shares will only be accepted on an Application Form which is attached to, or provided by the Company with a copy of this Prospectus. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by a complete and unaltered copy of this Prospectus.

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

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

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

2. Corporate Directory

Directors

Mr Rusty Rueff (Non Exec. Chairman)
Ms Joanna Weidenmiller (Managing Director)
Mr Scott Adrian Mison (Non Exec. Director)
Mrs Maureen Plavsic Non Exec. Director

Share Registry*

Boardroom Pty Limited
Level 7, 207 Kent Street
SYDNEY NSW 2000

Telephone: +61 (0) 2 9290 9600

Company Secretary

Mr Scott Adrian Mison

Solicitors to the Company

GTP Legal
Level 1, 28 Ord Street
WEST PERTH WA 6005

Registered Office

Ground Floor, 10 Outram Street
WEST PERTH WA 6005

Telephone: +61 (0) 8 9325 7080

Facsimile: +61 (0) 8 9325 7120

ASX Code: 1PG

Website: www.1-Page.com

*This entity has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus. Its name is included for information purposes only.

3. Details of the Offer

3.1 The Offer

The Company is offering pursuant to this Prospectus 1,000 Shares each at an issue price of \$1.07 (**Offer**).

Refer to Section 6.1 for a summary of the rights attaching to the Shares.

3.2 Purpose of the Offer

The Company recently completed a placement of 9,000,000 Shares each at an issue price of \$1.07 (**Placement Shares**) to raise \$9,630,000 (before costs) (**Placement**). The Placement Shares were issued to either "Sophisticated Investors" or "Professional Investors" within the meaning of sections 708(8) and 708(11) of the Corporations Act.

This Prospectus has been issued to facilitate secondary trading of the Placement Shares as they were issued without disclosure to investors under Part 6D.2 of the Corporations Act. A prospectus is required under the Corporations Act to enable persons who were issued Placement Shares to on-sell those Shares within 12 months of their issue. The Company did not issue the Placement Shares with the purpose of the persons to whom they were issued selling or transferring their Shares or granting, issuing or transferring interests in those Shares within 12 months of the issue but this Prospectus provides them the ability to do so should they wish.

Accordingly, the purpose of this Prospectus is to:

- (a) make the Offer;
- (b) ensure that the on-sale of the Placement Shares does not breach Section 707(3) of the Corporations Act by relying on the exemption to the secondary trading provisions in Section 708A(11) of the Corporations Act.

3.3 Opening and Closing Dates

The Company will accept Application Forms until 5.00pm WST on the Closing Date, being 26 March 2015, or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.

3.4 Minimum subscription

There is no minimum amount sought to be raised by the Offer. If the Offer is fully subscribed, the Offer will raise approximately \$1,070 (before costs of the Offer). The Company will proceed to issue the Shares if a lesser amount is raised and irrespective of the amount raised.

There is no provision for oversubscriptions.

3.5 Application Form

If you wish to subscribe for Shares pursuant to the Offer, you should complete and return the Application Form, which will be provided with a copy of this Prospectus by the Company at the Board's discretion, in accordance with the instructions in the Application Form. Completed Application Forms and Application Monies must be received by the Company prior to 5.00pm WST on the Closing Date. Cheques must be made payable to "1-Page Limited – Share Placement Account" and crossed "Not Negotiable". All cheques must be in Australian currency. Application Forms must

be received by the Company prior to 5.00pm (WST) on the Closing Date. Application Forms should be mailed or delivered to 1-Page Limited Ground Floor, 10 Outram Street, West Perth WA 6005.

If you are in doubt as to the course of action, you should consult your professional advisor.

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

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

3.6 Issue

The Company intends to issue the Shares progressively as Applications are received and in any event, will issue all Shares as soon as possible after the Closing Date.

Security holder statements will be dispatched, as soon as possible after the issue of the Shares. It is the responsibility of Applicants to determine their allocation prior to trading in the Shares. Applicants who sell Shares before they receive their holding statements will do so at their own risk.

3.7 Application Monies

All Application Monies received for the Shares will be held in trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the Shares are issued. All Application Monies will be returned (without interest) if the Shares are not issued.

3.8 ASX quotation

Application will be made to ASX no later than seven days after the date of this Prospectus for the Official Quotation of the Shares offered under the Offer. If permission is not granted by ASX for the Official Quotation of the Shares offered by this Prospectus within three months after the date of this Prospectus (or such period as ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

3.9 CHESS

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASTC, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares.

If you are broker sponsored, ASTC will send you a CHESS statement.

The CHESS statement will set out the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by Security Transfer Registrars and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

A CHES statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

3.10 Residents outside Australia

This Prospectus, and an accompanying Application Form, do not, and is not intended to, constitute an offer of Shares in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the Shares. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

3.11 Risk factors

An investment in Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are in Section 4.

3.12 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for 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. As a result, Shareholders should consult their professional tax adviser in connection with subscribing for Shares under this Prospectus.

3.13 Major activities and financial information

A summary of the major activities and financial information relating to the Company for the financial year ended 31 January 2014 is in the Annual Report which was lodged with ASX on 30 April 2014 and is available at www.asx.com.au.

A summary of activities relating to the Company for the half year ended 31 July 2014 is in the Half-Year Accounts, lodged with ASX on 14 October 2014.

The Company's continuous disclosure notices (i.e. ASX announcements) since 30 April 2014 are listed in Section 6.3.

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

3.14 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on 08 9325 7080.

3.15 Privacy

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

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

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

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

4. Risk Factors

Activities in the Company and its controlled entities, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entities have implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control.

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

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

4.1 Specific risks associated with the Company

(a) Limited trading history

The Company completed the acquisition of 1-Page in October 2014.

1-Page is essentially a start-up company with limited trading history. Since incorporating in December 2011, 1-Page's activities have principally involved raising money and spending money to develop its software and product (e.g. R&D, wages and legal fees associated with IP protection).

Like many start-up companies, 1-Page has incurred losses since its inception.

Given 1-Page's limited trading history, and given that its business is largely unproven, it is difficult to make an evaluation of the Company's business or its prospects. Accordingly, no assurance can be given that the Company will achieve commercial viability through the implementation of 1-Page's business plan.

(b) Sales and marketing success

The Company intends to fully commercialise the 1-Page Platform by focussing on sales and marketing. By its nature, there is no guarantee that the Company's sales and marketing campaign will be successful. In the event that it is not, the Company may encounter difficulty in bringing the 1-Page Platform to market and creating market awareness of the "1-Page" brand. This would likely have an adverse impact on the Company's sales and profitability.

Even if the Company does successfully commercialise the 1-Page Platform, there is a risk the Company will not achieve a commercial return. The Company may not be able to sell products and services to customers at a rate which covers its operating and capital costs, or new technology may overtake the Company's technology.

(c) Protection of intellectual property rights

If the Company fails to protect the intellectual property rights of 1-Page adequately, competitors may gain access to its technology which would in turn harm its business. 1-Page currently has no issued patents (only applications) and the Company may not be able to obtain patent protection in the future. If any patents are issued in the future, they may not provide the Company with any competitive advantages, or may be challenged by third parties.

Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which its products are available. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.

The Company may be required to incur significant expenses in monitoring and protecting its intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and cause a distraction to management. In addition, unauthorised use of the “1-Page” brand in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.

(d) Competition and new technologies

The industry in which 1-Page is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company’s projects and business. For instance, new technologies could overtake the advancements made by the 1-Page Platform. In that case, the Company’s revenues and profitability could be adversely affected.

(e) Reliance on key personnel

The emergence and development of 1-Page’s business has been in large part due to the talent, effort, experience and leadership of its management team, including its CEO, Joanna Weidenmiller. 1-Page is also substantially dependent on the continued service of its existing development personnel because of the complexity of its services and technologies. There is no assurance that the Company will be able to retain the services of such persons.

(f) Faults with products/services

Because 1-Page’s product is complex, it may have errors or defects that users identify after they begin using it, which could harm the Company’s reputation and business. Internet-based services frequently contain undetected errors when first introduced or when new versions or enhancements are released. 1-Page has on occasions found defects in its product and new errors in its existing or future developed products and services may be detected in the future. If that occurs, the Company could lose future sales or customers.

(g) Regulatory environment

Presently, 1-Page’s operations are based in the US and are subject to US laws and regulations. However, the Company intends to expand 1-Page’s operations into other markets such as Asia and Australia. Users, competitors, members of the general public or regulators could allege breaches of legislation in the relevant jurisdictions (for example, if an advertisement was considered to be misleading or deceptive). This could result in remedial action or litigation, which could potentially lead to the Company being required to pay compensation or a fine.

The Company’s operations may become subject to regulatory requirements, such as licensing and reporting obligations, which would increase the costs and resources associated with regulatory compliance. Any such increase in the costs and resources

associated with regulatory compliance could impact upon the Company's profitability. In addition, if regulators took the view that the Company had failed to comply with regulatory requirements, this could lead to enforcement action resulting in public warnings, infringement notices or the imposition of a pecuniary penalty. This could lead to significant damage to the Company's reputation and consequently impact on its revenue.

The Company intends to offer the 1-Page Platform, and any future developed products, throughout the world. Regulatory changes could see the Company being required to hold a licence in some of these jurisdictions or otherwise comply with local regulations. This could preclude the Company from offering certain services in these jurisdictions until such a licence has been obtained, or may require the Company to comply with a range of regulatory requirements. Any such increase in the costs and resources associated with the regulatory compliance in these jurisdictions could impact upon the Company's profitability.

(h) Foreign exchange risks

1-Page's revenues, costs and expenses in the United States are denominated in US dollars, whereas the Company reports in Australian dollars. As a result of the use of these different currencies, the Company is subject to foreign currency fluctuations which may materially affect its financial position and operating results. For example, a depreciation of the US dollar relative to the Australian dollar may result in lower than anticipated revenue, profit and earnings as a result of the translation of the USD earnings into AUD.

(i) Insurance coverage

1-Page faces various risks in connection with its business and may lack adequate insurance coverage or may not currently have the necessary insurance coverage. 1-Page maintains workers compensation and employer's liability insurance in the US, however 1-Page does not currently maintain professional indemnity, product liability, business interruption or third party liability insurance in any jurisdictions. The Company will need to review its insurance requirements and obtain relevant insurances covering each jurisdiction it operates in as required. If the Company incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, its profitability may be adversely affected.

(j) Dependence on the internet

Expanding sales of the 1-Page Platform and other future developed products depends on the continued acceptance of the internet as a communications and commerce platform for individuals and enterprises. The internet could become less viable as a business tool due to delays in the development or adoption of new standards and protocols to handle increased demands of internet activity, security, reliability, cost, ease-of-use, accessibility and quality-of-service.

The performance of the internet and its acceptance as a business tool have been harmed by "viruses," "worms" and similar malicious programs, and the internet has experienced a variety of outages and other delays as a result of damage to portions of its infrastructure. If for any reason the internet does not remain a widespread communications medium and commercial platform, the demand for the Company's products would be significantly reduced, which would harm its business.

(k) Hacker attacks

1-Page relies upon the availability of its website to provide services to customers and attract new customers. Hackers could render the website unavailable through a disrupted denial of service or other disruptive attacks.

Although 1-Page has strategies in place to minimise such attacks, these strategies may not be successful. Unavailability of the website could lead to a loss of revenues for the Company. Further, it could hinder the Company's abilities to retain existing customers or attract new customers, which would have a material adverse impact on the Company's growth.

(l) Domain name risk

1-Page's business depends to some extent on customers being attracted to its website. 1-Page has registered a domain name for the purposes of its website. However, should the Company not renew or otherwise lose control of the 1-Page domain name, it would lose all website traffic direct to that domain. This would likely adversely affect the Company's revenue.

(m) Attracting customers to the website

The Company's revenues will be affected by its ability to attract customers to the 1-Page website. Various factors can affect the level of web traffic arriving at the 1-Page website, including:

- (i) Marketing and promotions: If the Company's marketing and promotion efforts are not effective this may result in less customers visiting the 1-Page website.
- (ii) Brand damage: If the Company or 1-Page suffer from reputational damage, web traffic could be affected.
- (iii) Search engine traffic: Search engines such as Google direct significant traffic to the 1-Page website. Should these search engines make changes to their algorithms and procedures that direct this traffic, the Company could see a substantial drop in customers visiting the 1-Page website. For example, Google regularly updates the algorithms that determine the ranking of results it returns for any given search term. 1-Page attempts to follow Google's guidelines and online best practice to maintain the flow of traffic to its website, but such changes could adversely affect the traffic to its website.

A decline in traffic to the 1-Page website could lead to a decline in the Company's ability to attract customers, which in turn may affect the Company's profitability.

(n) Customer service risk

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

(o) Liquidity risk

A significant portion of the Shares on issue are subject to escrow restrictions imposed by the ASX Listing Rules. Investors may consider that there is an increased liquidity risk as a large portion of the issued capital may not be able to be traded freely for a period of up to approximately 18 months.

(p) Acquisitions

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to 1-Page's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships.

(q) Future capital needs

Further funding may be required by the Company to support its ongoing activities and operations, including the need to develop new products or enhance the 1-Page Platform, enhance its operating infrastructure and to acquire complementary businesses and technologies. Accordingly, the Company may need to engage in equity or debt financings to secure additional funds. There can be no assurance that such funding will be available on satisfactory terms or at all at the relevant time. Any inability to obtain additional funding will adversely affect the business and financial condition of the Company and consequently its performance.

4.2 General risks

(a) Securities Investment

Applicants should be aware that there are risks associated with any securities investment. The prices at which Shares trade may be above or below the issue or acquisition price, and may fluctuate in response to a number of factors.

Furthermore, the stock market, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. These factors may materially affect the market price of the Shares, regardless of the Company's operational performance.

(b) Economic and Government Risks

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

- (i) general economic conditions in jurisdictions in which the Company operates;
- (ii) changes in government policies, taxation and other laws in jurisdictions in which the Company operates;
- (iii) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology sector;
- (iv) movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the Company operates; and

- (v) natural disasters, social upheaval or war in jurisdictions in which the Company operates.
- (c) Share Market Conditions

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

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

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

4.3 Investment speculative

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

5. Effect of the Offer

5.1 Capital structure on completion of the Offer

	Number of Shares	Number of Unlisted Options	Number of Performance Rights
Balance at the date of this Prospectus	133,495,091 ⁽¹⁾	14,460,219 ⁽²⁾	4,000,000 ⁽³⁾
To be issued under the Offer	1,000		
Balance after the Offer (if fully subscribed)	133,496,091	14,460,219	4,000,000

- (1) This number includes the 9,000,000 Placement Shares issued on 6 March 2015.
- (2) Unlisted Options with varying exercise prices and expiry dates. Refer to the Appendix 3B lodged by the Company with the ASX on 12 March 2015 for further details.
- (3) Comprises 2,000,000 Class A Performance Rights and 2,000,000 Class C Performance Rights. Refer to the Appendix 3B lodged by the Company with the ASX on 12 March 2015 for further details.

5.2 Pro forma statement of financial position

Basis of Preparation

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

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

The pro forma statement of financial position is based on the unaudited statement of financial position as at 31 December 2014 that has then been adjusted to reflect the material transactions in the notes below.

	Unaudited As at 31 December 2014 A\$	Adjustments	Pro Forma As at 31 December 2014 A\$
Assets			
Cash and cash equivalents	4,189,437	9,625,166	13,814,603
Accounts Receivable	28,199		28,199
Other current assets	41,317		41,317
Total Current Assets	4,258,953		13,884,119
Research & Development assets	2,554,938		2,554,938
Property, Plant and Equipment	25,798		25,798
Other non-current assets	49,889		49,889
Total Non-current Assets	2,630,625		2,630,625
Total Assets	6,889,578		16,514,744
Liabilities			
Trade and other payables	191,433		191,433
Total liabilities	191,433		191,433
Net Assets	6,698,145		16,323,311
Equity			
Issued capital	17,382,824	9,625,166	27,007,990
Accumulated losses	(10,684,679)		(10,684,679)
Total Equity	6,698,145		16,323,311

Pro-forma Adjustments

The pro forma statement of financial position has been prepared based on the unaudited statement of financial position as at 31 December 2014 that has been adjusted to reflect the following transactions and events:

- (a) Issue of 9,000,000 shares at \$1.07 to raise \$9,630,000.
- (b) Issue of 1,000 shares at \$1.07 to raise \$1,070 less costs of the Offer of \$5,904.

5.3 Market price of Shares

The highest and lowest market sale prices of the Company's Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest: \$2.19 per Share on 24 March 2015.

Lowest: \$0.925 per Share on 10 February 2015

The latest available market sale price of the Company's Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$2.19 per share on 24 March 2015.

5.4 Dividend policy

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

6. Additional Information

6.1 Rights attaching to Shares

A summary of the rights attaching to Shares in the Company is set out below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution will be provided by the Company on request free of charge) 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 and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in specific circumstances, the Shareholder should seek legal advice.

(a) Ranking of Shares

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

(b) Voting rights

Subject to any rights or restrictions, at general meetings:

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

(c) Dividend rights

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

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

(d) Variation of rights

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

(e) Transfer of Shares

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

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than 100 shares or a marketable parcel. The Board may refuse to register a transfer of shares upon which the Company has a lien.

(f) General meetings

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

The Directors may convene a general meeting at their discretion. If there are not sufficient Directors capable of acting to form a quorum, the Directors who are capable of acting or any five members of the Company may convene a general meeting.

(g) Unmarketable parcels

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

(h) Rights on winding up

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

6.2 Company is a disclosing entity

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

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 6.3 below).

6.3 Copies of documents

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

- (a) the Annual Report of the Company for the year ended 31 January 2014, being the last financial year for which an annual financial report has been lodged with ASIC in relation to the Company before the issue of this Prospectus;
- (b) the half-year financial report for the half-year ended 31 July 2014 lodged by the Company with ASX on 14 October 2014; and
- (c) the following continuous disclosure notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the Annual Report referred to in paragraph (a) and before the date of issue of this Prospectus are as follows:

Date Lodged	Subject of Announcement
19/03/2015	Change in substantial holding
12/03/2015	Change of Director's Interest Notice
12/03/2015	Appendix 3B
04/03/2015	1-Page Enters into Agreement with Amazon.com
03/03/2015	1-Page Investor Update Webcast
03/03/2015	Presentation
27/02/2015	Appendix 4C- Quarterly Commentary
20/02/2015	1 Page Receives \$9.63m from Two Strategic Parties
18/02/2015	Trading Halt
13/02/2015	1PG Enters Agreement with Sears
11/02/2015	1-Page Signs Fitness First in Australia
27/01/2015	1PG Enters into Agreement with Accenture
13/01/2015	1-Page Signs Foot Locker's Champs Sports - Amended
12/01/2015	1-Page Signs Foot Locker's Champs Sports
30/12/2014	1-Page Signs Destination Hotels & Resorts
17/12/2014	1-Page Voted Best Emerging Disruptive Technology
16/12/2014	1-Page Signs Omnicom Media Group
12/12/2014	1-Page Signs First Republic Bank to Referral Engine
10/12/2014	1-Page adds Red Bull to Client List
05/12/2014	Change in substantial holding
28/11/2014	Appendix 4C - quarterly
21/11/2014	1-Page Conference Call Recording
19/11/2014	Investor Conference Call
18/11/2014	Presentation - BranchOut Acquisition
18/11/2014	1-PAGE ACQUIRES LARGE PROFESSIONAL NETWORKING SERVICE
14/11/2014	Trading Halt
22/10/2014	1-Page enters Strategic Equity and Sales Partnership
20/10/2014	Change in substantial holding
17/10/2014	Becoming a substantial holder
17/10/2014	Investor Presentation
15/10/2014	Initial Director's Interest Notice
15/10/2014	Change of Director's Interest Notice
15/10/2014	Final Director's Interest Notice
15/10/2014	Large Global Companies expand 1-Page's client base
15/10/2014	1-Page becomes first Silicon Valley company to list on ASX
14/10/2014	Half Year Accounts
13/10/2014	Pre-Quotation Disclosure
13/10/2014	ASX Notice - Reinstatement
13/10/2014	Reinstatement from 11am EDST
13/10/2014	15/10/14
30/12/2014	1-Page Signs Destination Hotels &

	Resorts
17/12/2014	1-Page Voted Best Emerging Disruptive Technology
30/09/2014	Results of Meeting
30/09/2014	Suspension from Official Quotation
25/09/2014	Ceasing to be a substantial holder
24/09/2014	Prospectus Offer Closed Over
	Subscribed
24/09/2014	Appendix 3B
12/09/2014	Appendix 3B
08/09/2014	Appendix 3B
03/09/2014	Appendix 3B
01/09/2014	Letter to Option Holders
01/09/2014	Quarterly Cashflow Report
01/09/2014	Quarterly Activities Report
29/08/2014	Prospectus
29/08/2014	Notice of General Meeting/Proxy Form
14/08/2014	Amended Appendix 3B
12/08/2014	Appendix 3B
07/08/2014	1-Page Transaction and Timetable Update
04/07/2014	Change of Director's Interest Notice
04/07/2014	Appendix 3B
04/07/2014	Change of Director's Interest Notice
30/06/2014	Results of Meeting
23/06/2014	Presentation to AMP
16/06/2014	Presentation
13/06/2014	Fox Business News Interview
06/06/2014	Alex Lee Inc. Signs with 1-Page
03/06/2014	1-Page Re-Signs BevMO!
30/05/2014	Notice of Annual General Meeting/Proxy Form
30/05/2014	Quarterly Activities Report
30/05/2014	Quarterly Cashflow Report
28/05/2014	Appendix 3B
22/05/2014	ITT EXERCISES OPTION TO ACQUIRE 1-PAGE COMPANY INC.
21/05/2014	Trading Halt
16/05/2014	1-Page signs contract with Orange Silicon Valley
12/05/2014	1-Page Signs more Global Clients
08/05/2014	Ceasing to be a substantial holder from HGO
08/05/2014	Extension of Option Period
05/05/2014	Company Update

The following documents are available for inspection throughout the application period of this Prospectus during normal business hours at the registered office of the Company at Ground Floor, 10 Outram Street, West Perth WA 6005:

- (a) this Prospectus;
- (b) the Constitution; and

- (c) the consents referred to in Section 6.9 and the consents provided by the Directors to the issue of this Prospectus.

6.4 Information excluded from continuous disclosure notices

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

6.5 Determination by ASIC

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

6.6 Directors' interests

- (a) Interests

Except as disclosed in this Prospectus, no Director or proposed director, and no firm in which a Director or proposed director:

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

- (b) Directors' Holdings

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

Director	No. of Shares Held	No. of Options Held	No. of Performance Rights
Rusty Rueff	399,794	Nil	Nil
Joanna Weidenmiller	15,622,920	Nil	4,000,000 ⁽²⁾
Scott Adrian Mison	175,000	150,000 ⁽¹⁾	Nil
Maureen Plavsic	250,000	Nil	Nil

(1) Each exercisable at \$0.20 on or before 1 August 2019

(2) Comprises 2,000,000 Class A Performance Rights and 2,000,000 Class C Performance Rights. Refer to the Appendix 3B lodged by the Company with the ASX on 12 March 2015 for further details.

- (c) Remuneration of Directors

In accordance with the Constitution, the Shareholders have approved an aggregate amount of up to US\$300,000 per annum to be paid as non-executive Directors' fees.

It is currently resolved that the Chairman of the Company is entitled to receive fees of US\$80,000 per annum and each non-executive Director is entitled to receive fees of US\$55,000 per annum (exclusive of superannuation). Payments of Directors' fees will be in addition to any payments to Directors in any employment capacity.

Ms Joanna Weidenmiller currently receives a salary of US\$180,000 per annum for her role as Managing Director and Chief Executive Officer of the Company.

Mr Scott Mison currently receives fees of A\$95,000 per annum for his role as Company Secretary and Chief Financial Officer.

Directors have received the following remuneration for the preceding two financial years (including the full financial year up to 31 January 2015):

Directors	Year	Salary & Fees \$	Superannuation \$	Share Based Payments \$	Total \$
Rusty Rueff ⁽¹⁾	31 January 2015	48,291	-	-	48,291
	31 January 2014	-	-	-	-
Joanna Weidenmiller ⁽¹⁾	31 January 2015	70,174	Nil	106,192	176,366
	31 January 2014	-	-	-	-
Scott Adrian Mison	31 January 2015	128,186 ⁽²⁾	1,519	26,850	156,555
	31 January 2014	100,000 ⁽³⁾	-	-	100,000
Maureen Plavsic ⁽¹⁾	31 January 2015	32,519	1,519	-	34,038
	31 January 2014	-	-	-	-

(1) Appointed as a Director on 9 October 2014

(2) Mr Mison received \$53,351 as non-executive director fees and \$63,666 for Company Secretary / CFO services and \$ 11,169 as consulting fees in relation to the Company's Acquisition of 1-Page and re-compliance with Chapters 1 and 2 of the Listing Rules.

(2) Mr Mison received \$50,000 as non-executive director fees and \$50,000 as consulting fees in relation to Company Secretary services.

6.7 Interests of Named Persons

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

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

GTP Legal will be paid fees of approximately \$2,000 (plus GST) in relation to the preparation of this Prospectus. In the past two years, GTP Legal has received \$67,339 for the provision of legal services to the Company.

6.8 Expenses of issue

The estimated expenses of the issue are as follows:

	Offer \$
ASIC lodgement fee	2,290
ASX quotation fee	1,614
Legal expenses	2,000
Total	5,904

6.9 Consents

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

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

7. Authorisation

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of Company by:

A handwritten signature in black ink, appearing to read "Smison".

Scott Adrian Mison
Director

Dated: 25 March 2015

8. Glossary of Terms

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

\$ means Australian dollars.

1-Page means The One-Page Company, Inc (a company registered in Delaware, USA) which is a wholly owned subsidiary of the Company.

1-Page Platform means the Company's Enterprise Challenge-based Assessment and Engagement Platform

Annual Report means the financial report lodged by the Company with ASIC in respect to the year ended 31 January 2014 and includes the corporate directory, Shareholder information, financial report of the Company and its controlled entities for the year ended 31 January 2014, together with a Directors' report in relation to that financial year and the auditor's report for the year to 31 January 2014.

Applicant means a person who submits an Application Form.

Application means a valid application for Shares made pursuant to this Prospectus on an Application Form.

Application Form or **Form** means the application form sent with this Prospectus.

Application Monies means application monies for Shares received by the Company.

ASIC means Australian Securities and Investments Commission.

ASTC means ASX Settlement and Transfer Corporation Pty Ltd ACN 008 504 532.

ASX means ASX Limited ACN 008 129 164 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Board means the Directors meeting as a board.

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

CHESS means ASX Clearing House Electronic Subregister System.

Closing Date means 26 March 2015.

Company means 1-Page Limited ACN 112 291 960.

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

Corporations Act means Corporations Act (Cth) 2001.

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

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

Listing Rules means the Listing Rules of ASX.

Offer has the meaning in Section 3.1.

Official List means the official list of ASX.

Official Quotation means quotation of Shares on the Official List.

Option means the right to acquire one Share.

Placement has the meaning in Section 3.2.

Placement Shares has the meaning in Section 3.2.

Prospectus means this prospectus dated 25 March 2015.

Section means a section of this Prospectus.

Securities means Shares and Options.

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

Shareholder means a holder of Shares.

WST means Western Standard Time, being the time in Perth, Western Australia.