

20 October 2015

Company Announcements Office
Australian Stock Exchange
Level 4, 20 Bridge Street
Sydney NSW 2000

Via ASX Online

Page 1 of 3

FULLY RENOUNCEABLE PRO-RATA RIGHTS ISSUE

Academies Australasia Group Limited (ASX:AKG) (**Company** or **AKG**) is pleased to announce a fully renounceable pro-rata offer of 3 new shares for every 14 shares held by Eligible Shareholders at an issue price of \$0.30 per new share (**New Shares**) to raise approximately \$3,989,795 (**Rights Issue** or **Offer**). Under the Offer, 13,299,318 fully paid ordinary shares will be offered.

Shareholders who are registered as a holder of shares in the Company on 26 October 2015 and have a registered address in Australia, New Zealand or Singapore or are, in the opinion of the Company, otherwise eligible under all applicable securities law to receive an offer of New Shares under the Offer will be entitled to participate in the Offer (Eligible Shareholders). Eligible Shareholders can, in addition to their entitlement of New Shares, also apply for shortfall shares.

Subject to the approval of the Australian Securities and Investments Commission (**ASIC**), the Company has nominated Foxfire Capital Pty Ltd (**Nominee**) to act as nominee for Ineligible Shareholders under Section 615 of the *Corporations Act (2001)(Cth)*. Pursuant to the agreement with the Nominee, the Company will transfer to the Nominee the rights that would otherwise be issued to the Ineligible Shareholders and the Nominee will then sell those rights and provide the proceeds of those sales (net of expenses) to the Company (or its Share Registry). The Company will then distribute to each of those Ineligible Shareholders their proportion of the proceeds of the sales.

The Rights Issue is fully underwritten by various underwriters, each of whom is also an officer of the Company or an entity related to an officer of the Company.

As the Rights Issue is a renounceable rights issue, Eligible Shareholders will be able to trade their rights on the Australian Securities Exchange (**ASX**) and the rights will be transferable. This will allow Eligible Shareholders to transfer and sell their rights, and for investors to buy and sell the rights on the ASX. Rights trading will commence on 22 October 2015 and will end on 2 November 2015.

The Opening Date of the Offer is 29 October 2015. The Closing Date is 9 November 2015 at 5:00pm AEDT.

The proceeds of the Rights Issue will go towards repayment of various loans, the payment of the expenses of the Rights Issue and for general working capital.

Further details of the Rights Issue are contained in the Prospectus which accompanies this announcement. This Prospectus was lodged with ASIC today. The Prospectus is issued under the special prospectus content rules for continuously quoted securities in Section 713 of the *Corporations Act (2001) (Cth)* and is intended to be read in conjunction with publicly available information in relation to AKG which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a securities exchange. Applicants should have regard to the other publicly available information in relation to AKG before making a decision whether or not to invest in the New Shares.

The timetable for the Offer is set out below:

Event	Date
Announcement of the Offer, lodgment of the Appendix 3B with the ASX and the Prospectus with ASIC (and a copy to the ASX)	20 October 2015
Notice sent to shareholders containing the information required by Appendix 3B.	21 October 2015
“Ex” date (existing Shares quoted on an “ex” basis)	22 October 2015
Rights trading commences	22 October 2015
Record date to identify security holders entitled to participate in the Offer (Record Date)	26 October 2015
Prospectus and personalised entitlement and acceptance form despatched to eligible Shareholders (Opening Date) and announcement that this has occurred	29 October 2015
Rights trading ends	2 November 2015
Last day to extend the Offer	4 November 2015
Offer closes	5:00pm (AEDT) on 9 November 2015
Company notifies ASX of under subscriptions	12 November 2015
Issue date	16 November 2015
Quotation of New Shares	17 November 2015

**The dates are indicative only. Subject to the Listing Rules, the Directors may vary the dates without prior notice.*

The Prospectus may be accessed on www.academies.edu.au Enquiries may be directed to companysecretary@academies.edu.au

Chris Grundy
Company Secretary

For further information call Chris Grundy, CFO, or Christopher Campbell on +61 2 9224 5555.

Academies Australasia has been operating for 107 years and listed on the Australian Securities Exchange for 38 years. The group comprises 18 separately licensed colleges operating in New South Wales, Victoria, South Australia, Western Australia and Queensland in Australia, and in Singapore. The group offers more than 250 qualifications in a wide range of recognised courses at different levels – Certificates, Diplomas, Advanced Diplomas and Bachelor and Master Degrees. Over the years, Academies Australasia colleges have taught tens of thousands of students from 122 countries, including 6 dependencies.



ACADEMIESAUSTRALASIA

THE POSSIBILITIES ARE INFINITE

RIGHTS ISSUE PROSPECTUS

For a pro rata renounceable offer of 3 New Shares for every 14 Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.30 per New Share to raise approximately \$3,989,795.

The Offer is fully underwritten

ACADEMIES AUSTRALASIA GROUP LIMITED

ABN 93 000 003 725

IMPORTANT NOTICE

The New Shares offered by this Prospectus should be considered a speculative investment and potential investors should refer to Section 5 for further details concerning the risk factors.

This document is important. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional advisor.

Neither AKG nor any other person guarantees the performance of the New Shares offered pursuant to this Prospectus, or the performance of AKG, or the return of any investment.

DIRECTORY

DIRECTORY	2
1 IMPORTANT DATES AND IMPORTANT INFORMATION	3
2 OVERVIEW	7
3 LETTER TO SHAREHOLDERS	13
4 PURPOSE AND EFFECT OF THE OFFER	14
5 RISK FACTORS	21
6 DETAILS OF THE OFFER	26
7 CONTINUOUS DISCLOSURE OBLIGATIONS	32
8 ADDITIONAL INFORMATION	34
9 GLOSSARY	42

Company

Academies Australasia Group Limited
(ASX:AKG)

Directors

Dr John Lewis Schlederer (Chairman,
Non-Executive Director)

Christopher Elmore Campbell (Group
Managing Director and Chief
Executive Officer)

Chiang Meng Heng (Non-
Executive Director)

Gabriela del Carmen Rodriguez
Naranjo (Executive Director)

Gary William Cobbledick (Executive
Director)

Bill Say Mui Foo (Non-Executive
Director)

Contact Details

Level 6, 505 George Street,
Sydney, NSW, 2000

Fax: +61 2 9224 5550

Phone: +61 2 9224 5555

Website: www.academies.edu.au

Share Registry

Computershare Investor Services Pty
Limited

Level 4, 60 Carrington Street,
Sydney, NSW, 2000

Underwriters

Collectively, Gabriela del Carmen
Rodriguez Naranjo, Chris Grundy, J &
B Schlederer Pty Ltd¹ and Stormont
Pty Ltd² each of whom is an officer of
the Company or is an entity related to
an officer of the Company, refer to
Sections 4.5 and 8.2 for details of the
terms of the underwriting.

Legal Advisor

Kelly Hazell Quill Lawyers

Level 15, 440 Collins Street
Melbourne VIC 3000

T +61 3 9663 9877

Auditor³

Pilot Partners Pty Ltd

Level 10, Waterfront Place

1 Eagle Street, Brisbane 4000

¹ This entity is an entity related to Dr John Lewis Schlederer the Chairman of the Company and a non-executive director of the Company.

² This entity is an entity related to Gary William Cobbledick an executive director of the Company.

³ This entity has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus. They are named for information purposes only.

1 IMPORTANT DATES AND IMPORTANT INFORMATION

1.1 Important Dates

Event	Date
Announcement of the Offer, lodgement of the Appendix 3B with the ASX and the Prospectus with ASIC (and a copy to the ASX)	20 October 2015
Notice sent to shareholders containing the information required by Appendix 3B.	21 October 2015
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**The dates are indicative only. Subject to the Listing Rules, the Directors may vary the dates without prior notice.*

1.2 Important Information

(a) Note to Applicants

This Prospectus is dated 20 October 2015 and was lodged with ASIC on that date. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

The Company will apply for admission of the New Shares offered by this Prospectus to quotation on ASX within 7 days after the date of this Prospectus.

It is important that you carefully read this Prospectus in its entirety before deciding to invest in the Company and, in particular, in considering the prospects for the Company, that you 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 seek professional advice from your accountant, stockbroker, lawyer or other professional advisor before deciding whether to invest.

No person or entity 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 or the Directors in connection with the Offer.

This Prospectus may be viewed at the Company's website at www.academies.edu.au.

(b) Restrictions on the distribution of this Prospectus, Ineligible Shareholders and Overseas Shareholders

This Prospectus does not constitute an offer of New Shares in any place in which, or to any person to whom, it would not be lawful to do so. The distribution of this Prospectus in jurisdictions outside Australia, New Zealand and Singapore may be restricted by law and any person into whose possession this Prospectus comes (including nominees, trustees or custodians) should seek advice on and observe those restrictions.

The New Shares have not been, and will not be, registered under the US Securities Act 1933 (as amended) and may not be offered or sold in the United States or to, or for the account of or benefit of, US persons. Accordingly neither this Prospectus nor an Application may be sent to investors in the United States or otherwise distributed in the United States.

Singapore

The Offer contained in this Prospectus to Eligible Shareholders with a registered address in Singapore should be aware that this Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore (**MAS**), and accordingly, this Prospectus, the Entitlement and Acceptance Form and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the New Shares may not be circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) a Shareholder whose name appears in the register of members of the Company on the Record Date pursuant to Section 273(1)(cd) of the Securities and Futures Act, Chapter 289 (**SFA**) or (ii) pursuant to, and in accordance with, the conditions of an exemption under any provision of Subdivision (4) of Division 1 of Part XIII of the SFA.

New Zealand

The Offer contained in this Prospectus to Eligible Shareholders with a registered address in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand)*. This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978 (New Zealand)*.

This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

(c) Privacy Disclosure

The Company collects information (including personal information) in relation to each Applicant as provided on an Application (**Information**) for the purposes of processing the Entitlement and Acceptance Form and, should the Application be successful, to administer the Applicant's security holding in the Company, facilitate distribution payments and corporate communications to you as a Shareholder (**Purposes**).

By submitting an Entitlement and Acceptance Form, each Applicant agrees that 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.

If the Offer is successfully completed, the Information may also be used and disclosed to persons inspecting the register of Shareholders, including bidders for your securities in the context of takeovers, licensed securities dealers, mail houses, and regulatory bodies including the Australian Taxation Office.

Subject to certain exemptions under the law, you can access, correct and update the personal information that AKG holds about you. Please contact the Company or its share registry in writing if you wish to do so at the relevant contact numbers set out in this Prospectus. A fee may be charged for access.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth), the Corporations Act and rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application.

(d) **Form of Prospectus**

This Prospectus is a "transaction specific prospectus" for an offer of "continuously quoted securities" prepared in accordance with Section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. Please refer to Section 6 for further information.

(e) **Risks**

Investors are directed to Section 5 which sets out details of certain key risks associated with making an investment in the Company. Before submitting their Application, Eligible Shareholders and potential investors should read this Prospectus in its entirety, and consult their professional advisors if they require further information associated with investing in the Company.

(f) **Past Performance**

Investors should note that the Company's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) the Company's future performance including the Company's future financial position or Share price performance.

(g) **Future performance**

This Prospectus contains certain forward-looking statements with respect to the financial condition, results of operations, projects and business of the Company and certain plans and objectives of the management of the Company. These forward-looking statements involve known and unknown risks, uncertainties and other factors which are subject to change without notice, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. The Company and any other person gives no representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, such forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of the Company. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this Prospectus in light of those disclosures.

(h) **Taxation**

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisors. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liability or responsibility in respect of the taxation consequences connected with an investment in the New Shares offered by this Prospectus.

(i) **Interpretation**

Defined terms and abbreviations used in this Prospectus are explained in the Glossary of terms (refer to Section 9).

All amounts are in Australian dollars unless otherwise specified.

All references to time are to Australian Eastern Daylight Time (AEDT).

2 OVERVIEW

This information is a selective overview only. Eligible Shareholders and other investors should read this Prospectus in full before deciding whether to invest in New Shares.

Query	Response	Where to find further information (Section)
What is the Offer?	The rights issue is a pro-rata renounceable offer made to Eligible Shareholders to subscribe for New Shares.	Section 6.
What is my Entitlement?	Each Eligible Shareholder is entitled to subscribe for 3 New Shares for every 14 Shares held on the Record Date, subject to the terms of this Prospectus. Eligible Shareholders can, in addition to their Entitlement, also apply for Shortfall Shares.	Sections 6.5 and 6.6.
What is the issue price?	The issue price is \$0.30 per New Share.	Section 6.1.
Am I an Eligible Shareholder?	Eligible Shareholders are persons who: <ul style="list-style-type: none"> • Are registered as a holder of Shares as at 26 October 2015 (AEDT); and • have a registered address in Australia, New Zealand or Singapore or are, in the opinion of the Company, otherwise eligible under all applicable securities law to receive an offer of New Shares under the Offer. 	Sections 6.10 and 6.11.
Who is an Ineligible Shareholder?	Ineligible Shareholders, are Shareholders, at the Record Date, who have a registered address in a country outside of Australia, New Zealand or Singapore.	Section 6.11.
Has a nominee been appointed?	Subject to ASIC approval, the Company has nominated Foxfire Capital Pty Ltd to act as nominee for Ineligible Shareholders under Section 615 of the Corporations Act. Pursuant to the agreement with the Nominee, the Company will transfer to the Nominee the rights that would otherwise be issued to the Ineligible	Section 6.11.

Query	Response	Where to find further information (Section)
	<p>Shareholders and the Nominee will then sell those rights and provide the proceeds of those sales (net of expenses) to the Company (or its Share Registry). The Company will then distribute to each of those Ineligible Shareholders their proportion of the proceeds of the sale net of expenses.</p> <p>The Nominee will receive a fee of \$5,000 for these services.</p>	
How much will be raised from the Offer?	The Offer will raise approximately \$3,989,795 (before costs).	Sections 4.2, 4.3 and 6.1.
What is the purpose of the Offer and how will the funds raised be used?	The Company intends to use the proceeds received from the Offer, for the satisfaction of all amounts owing under the Loan Agreements, the payment of the expenses of the Offer and for general working capital.	Section 4.
What are the key risks of a subscription under the Offer?	<p>An investment in the Company has risks that you should consider before making a decision to invest. These risks include:</p> <ul style="list-style-type: none"> • A significant proportion of AKG's and its subsidiaries revenue is derived from Federal and State Government funding contracts. There is a risk these government funding programs may cease, be reduced, the terms and conditions for eligibility changed or lost by AKG or its subsidiaries as a result of non-compliance. Should this occur, this could have a material adverse impact on AKG's operations, earnings and financial position. • Changes in the regulatory environment may have consequences for AKG and its subsidiaries and may limit AKG's ability to do business. • AKG and its subsidiaries are committed to providing up-to-date and relevant education and training courses and undertaking 	Section 5.

Query	Response	Where to find further information (Section)
	<p>business development to develop awareness of their programs. However, the above alone do not guarantee levels of enrolment and a failure to maintain adequate enrolment numbers will impact AKG's growth, revenue and profitability.</p> <ul style="list-style-type: none"> • The market for education and training services in Australia is highly competitive. Any increase in competition or deterioration in the competitive position of AKG and its subsidiaries could impact AKG's market power and financial position. • Reversals or delays to the implementation of a demand driven funding model, could impact AKG's earnings and financial position. • The success of AKG and its subsidiaries is dependent on its reputation and branding. Maintaining a good reputation will assist AKG and its subsidiaries to maintain its market position, attract students and maintain its registrations. Any factors which undermine the strength of AKG and its subsidiaries reputation and brand may impact on AKG's competitiveness, growth and profitability. • AKG's operational success will substantially depend on the continuing efforts of its senior executives and other key staff who have expertise in the education and training industry. The loss of services of one or more senior executives or other key staff may have an adverse impact on AKG's operations. • While AKG and its subsidiaries have made a number of successful acquisitions to date, 	

Query	Response	Where to find further information (Section)
	there can be no guarantee that future acquisitions will yield the same results as those before.	
What can I do with my Entitlement?	<p>An Eligible Shareholder can do the following:</p> <ul style="list-style-type: none"> • take-up all of your Entitlement and apply for Shortfall Shares; • sell your Entitlement; • take up all of your Entitlement; • take up part of your Entitlement; or • do nothing in which case your Entitlement will lapse and will form part of the Shortfall. 	Section 6.6.
What happens if I do not participate in the Offer?	<p>If you do not participate in the Offer, you do not need to complete the Entitlement and Acceptance Form that accompanies this Prospectus.</p> <p>New Shares in relation to the Entitlements held by Eligible Shareholders who do not exercise their full Entitlements will form part of the Shortfall.</p>	Sections 4.5 and 6.6.
Can I trade my Entitlement?	The Offer is renounceable, meaning you can trade your Entitlement.	Section 6.
Is the Offer underwritten?	<p>The Offer is fully underwritten by the various Underwriters. Each Underwriter is also an officer of the Company or an entity related to an officer of the Company.</p> <p>The underwriting is subject to conditions ordinarily found in underwriting arrangements, including termination rights in certain circumstances.</p>	Sections 6.4 and 8.2.
What will be the effect of the Offer on control of the Company?	If all Entitlements are taken up in full by Eligible Shareholders, the Offer will have no effect on the control of the Company. Should only some of the Entitlements be taken up under the Offer, the shareholding of Shareholders who do not take up their Entitlements, or only take up	Sections 4.5, 6.4, 6.5 and 8.2.

Query	Response	Where to find further information (Section)
	<p>part of their Entitlements, may be diluted.</p> <p>To minimise the effect of the Shortfall Offer on the control of the Company, Christopher Elmore Campbell and Chiang Meng Heng have excluded themselves and their relevant entities, both of whom are current substantial shareholders of the Company, from participating in the Shortfall Offer. All other officers of the Company and their associated entities will be able to subscribe for Shortfall Shares, provided that their respective shareholding in the Company does not result in them holding 20% or more of the voting power in the Company.</p> <p>The effect on control of the Company as a result of the Offer is reliant upon the take-up of Entitlements by Eligible Shareholders and the number of Shortfall Shares that the Underwriters' are required to subscribe for. Even in the unlikely event that no Eligible Shareholder took up their Entitlements under the Prospectus and given that the Directors and Raphael Geminder (a former director of the Company) have all indicated to the Company that they will be taking up their Entitlements in full, no single Underwriter will acquire 20% or more of the voting power in the Company.</p> <p>The Company has implemented a shortfall dispersion strategy aimed at minimising the number of Shortfall Shares that the Underwriters are required to subscribe for.</p>	
How will the Shortfall Shares be allocated?	<p>Any New Shares of Eligible Shareholders not applied for as Entitlements will be allocated as follows:</p> <ul style="list-style-type: none"> • firstly, to Eligible Shareholders who accept their Entitlement in full and apply for Shortfall Shares; and 	Section 6.5.

Query	Response	Where to find further information (Section)
	<ul style="list-style-type: none"> secondly, to the Underwriters in the proportions set out in each Underwriting Agreement. 	
Where can I find out more information about the Company?	<p>This Prospectus is intended to be read in conjunction with the publicly available information in relation to AKG which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange.</p> <p>Applicants should therefore also have regard to the other publicly available information in relation to AKG before making a decision whether or not to invest in the New Shares.</p>	Information can be accessed from the ASX or via AKG's website at www.academies.edu.au .

3 LETTER TO SHAREHOLDERS

Dear Eligible Shareholder,

I am pleased to offer Eligible Shareholders an opportunity to participate in a pro-rata renounceable rights offer to acquire New Shares on the basis of 3 New Shares for every 14 Shares held on the Record Date.

The Offer gives all Eligible Shareholders the opportunity to acquire shares proportionate to their shareholding. Eligible Shareholders can also apply for Shortfall Shares over and above their Entitlement. The issue price is \$0.30 per New Share.

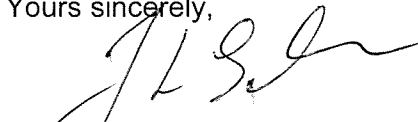
The Offer is renounceable. This means that you will be able to trade your rights to these New Shares. Details of the Offer and investment considerations relating to the Offer are set out in this Prospectus. I recommend that you read this document carefully.

Gabriela del Carmen Rodriguez Naranjo, Chris Grundy, J & B Schlederer Pty Ltd and Stormont Pty Ltd each of whom is an officer of the Company or is an entity related to an officer of the Company, have agreed to act as underwriters. Collectively, the underwriters have agreed to fully underwrite the Offer. The underwriters have agreed that they will underwrite the Offer in the following proportions:

- (a) the first 333,334 of Shortfall Shares (or such lesser number of Shortfall Shares as may be available once Eligible Shareholders have applied for their Entitlements and any Shortfall Shares) will be underwritten by Gabriela del Carmen Rodriguez Naranjo and Chris Grundy on a pro-rata basis in the ratio of 50% to Gabriela del Carmen Rodriguez Naranjo and 50% to Chris Grundy; and
- (b) subject to the above paragraph, any remaining Shortfall Shares will be underwritten by J & B Schlederer Pty Ltd and Stormont Pty Ltd on a pro-rata basis in the ratio of 50% to J & B Schlederer Pty Ltd and 50% to Stormont Pty Ltd .

The Board believes that the Offer terms are attractive and recommends the pro-rata rights issue to you.

Yours sincerely,



Dr John Lewis Schlederer
Chairman

4 PURPOSE AND EFFECT OF THE OFFER

4.1 Purpose of the Offer

The AKG group provides education and training services, delivering courses to domestic and international students in Australia and overseas.

On 20 November 2014 AKG acquired 100% of the issued share capital of Transformations – Pathways to Competence and Developing Excellence Pty Ltd trading as Skills Training Australia (**Skills Training Australia**), a registered training organisation located in Melbourne, for a purchase consideration payable in cash in three tranches. The first tranche payment of \$1,250,000 was settled on 20 November 2014. On 31 August 2015, AKG paid Melinda Kaye Burgess, the vendor of Skills Training Australia, the amount of \$2,402,318 to settle the second tranche payment (**Second Tranche Payment**). The Company did not want to obtain external debt funding in order to pay the Second Tranche Payment and as such the Second Tranche Payment was paid using funds loaned to the Company under the Loan Agreements.

On or around 25 August 2015, collectively Dr John Lewis Schlederer, Christopher Elmore Campbell, Chiang Meng Heng, Gabriela del Carmen Rodriguez Naranjo, Gary William Cobbledick and Raphael Geminder entered into loan agreements with the Company under which collectively they loaned the Company \$2,639,200 (the **Loan Agreements**), the amounts loaned to the Company are as follows:

Lender (each a Lender)	Amount loaned to the Company (Loan Amount)
Dr John Lewis Schlederer	\$93,600
Christopher Elmore Campbell	\$501,200
Chiang Meng Heng	\$1,630,000
Gabriela del Carmen Rodriguez Naranjo	\$1,600
Gary William Cobbledick	\$59,600
Raphael Geminder*	\$94,800
Gary William Cobbledick and Raphael Geminder	\$258,400
Total	\$2,639,200

* Raphael Geminder resigned as a director of the Company on 24 September 2015.

Under the terms of the Loan Agreements, interest on each Loan Amount and any other amounts payable under the Loan Agreements, is payable monthly in arrears commencing on 25 August 2015. Interest is calculated and accrues daily and is calculated at the same rate that the Australia and New Zealand Banking Group Limited (**ANZ**) charges the Company for its overdraft facility.

Under the terms of the Loan Agreements each Lender has agreed that amounts payable to them under the Loan Agreements may be repaid by setting off against any money that is or

may become owing by the Lender or the Lender's relevant entity⁴ to the Company as part of each Lender or the Lender's relevant entity accepting their Entitlements. Each of the Lenders has indicated that they will subscribe in full for their Entitlement under the Offer.

Following successful completion of the Offer and each Lender or the Lender's relevant entity receiving their Entitlement, the Loan Agreements will automatically terminate. Any amounts owing to a Lender after the Lender or the Lender's relevant entity accept their Entitlements, will be paid to the relevant Lender out of the funds raised by the Offer or if the Lender is also an Underwriter it will be offset against amounts owing to the Company under the relevant Underwriting Agreement, in the event that there is a Shortfall.

4.2 Use of Funds

It is anticipated that the funds raised by the Offer will be used as follows:

Details	\$
Satisfaction of all amounts owing under the Loan Agreements*	Principal - \$2,639,200 Interest - \$45,196.30 (as at 24 November 2015)
Costs of the Offer**	\$70,000
Working capital	\$1,235,398.70
Total	\$3,989,795

Notes:

*As set out above in Section 4.1, the Company acquired Skills Training Australia in November 2014 for a purchase consideration payable in cash in three tranches. The second tranche payment of \$2,402,318 was paid on 31 August 2015, the Company did not want to obtain external debt funding in order to facilitate payment of this second tranche payment and as such the second tranche payment was paid using funds loaned to the Company under the Loan Agreements. Each of the Lenders personally or through their relevant entities, has indicated that they will subscribe in full for their Entitlement under the Offer. Under the terms of the Loan Agreements each Lender and the Company have agreed to offset, any money that is or may become owing by a Lender, or a Lender's relevant entity to the Company as part of the Lender or the Lender's relevant entity accepting their Entitlements. Following successful completion of the Offer and each Lender or the Lender's relevant entity receiving their Entitlement, the Loan Agreements will automatically terminate. Any amounts owing to a Lender after the Lender or the Lender's relevant entity accepts their Entitlements, will be paid to the relevant Lender out of the funds raised by the Offer or if the Lender is also an Underwriter it will be offset against amounts owing to the Company under the relevant Underwriting Agreement, in the event that there is a Shortfall.

** This is a provision for the estimated costs of the Offer. If this amount increases or decreases, the funds available for working capital described in the above table will change correspondingly.

⁴ John Lewis Schlederer holds all shares in the Company through J & B Schlederer Pty Ltd, Chiang Meng Heng holds shares in the Company personally and through Eng Kim Low, Christopher Elmore Campbell holds shares in the Company personally and through Jilcy Pty Ltd and Bankura Pty Ltd, Gary William Cobbledick holds his shares in the Company through Stormont Pty Ltd, Raphael Geminder holds his shares in the Company through Geminder Holdings Pty Ltd and Gary William Cobbledick and Raphael Geminder also hold shares in the Company through BB&M Holdings Pty Ltd.

The information set out above is a statement of present intentions as at the date of this Prospectus. Given the nature of the Company's business, the Board reserves the right to alter the allocation of funds detailed in the above table depending on commercial and other factors.

Funds raised from the Offer will be applied firstly towards the costs of the Offer, then to satisfaction of all amounts owing under the Loan Agreements and the balance will be applied to the Company's general expenses.

4.3 Effect on financial position

Set out below is the Audited Consolidated Statement of Financial Position of the Company and its controlled entities as at 30 June 2015 which presents the statement of financial position as at 30 June 2015, as audited by Pilot Partners, and the unaudited Revised Consolidated Statement of Financial Position of the Company and its controlled entities as at 30 June 2015, which has been adjusted for the impact of the proposed Offer. The Revised Consolidated Statement of Financial Position of the Company and its controlled entities adjusts the Audited Consolidated Statement of Financial Position of the Company and its controlled entities to reflect the issue of 13,299,318 New Shares under the Offer to raise \$3,989,795 less the estimated costs of the Offer of \$70,000 and less the satisfaction of amounts owing under the Loan Agreements being a principal amount of \$2,639,200 and interest of \$45,196.30 as at 24 November 2015.

	AUDITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2015	REVISED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2015
	\$	\$
Current Assets		
Cash Assets	7,078,435	8,550,716
Receivables	8,884,474	8,884,474
Other	3,696,699	3,696,699
Current Tax assets	398,663	412,222
Other Financial Assets (Investments)	3,223,590	3,223,590
Total Current Assets	23,281,861	24,767,701
Non-Current Assets		
Receivables	4,552,778	4,552,778
Other Financial Assets (Investments)	0	0
Plant and equipment	6,789,827	6,789,827
Tax Assets (FITB)	1,819,937	1,840,937
Intangible Assets	33,097,369	33,097,369
Other	0	0
Total Non-Current Assets	46,259,911	46,280,911
Total Assets	69,541,772	71,048,611

Current Liabilities		
Payables	20,352,701	17,950,383
Borrowings	5,653,176	5,653,176
Current Tax Liabilities	0	0
Provisions	1,750,381	1,750,381
Total Current Liabilities	27,756,258	25,353,940
Non-Current Liabilities		
Payables	1,300,000	1,300,000
Borrowings	9,825,114	9,825,114
Deferred Tax liabilities	0	0
Provisions	5,097,394	5,097,394
Total Non-Current Liabilities	16,222,507	16,222,507
Total Liabilities	43,978,766	41,576,448
Net Assets	25,563,006	29,472,164
Equity		
Contributed Equity - issued	32,533,968	36,474,763
Not yet issued	0	0
Accumulated losses	-7,377,090	-7,408,727
Foreign currency translation	92,774	92,774
Non controlling interest	313,365	313,365
Total Equity	25,563,017	29,472,175

4.4 Effect on capital structure

The capital structure of the Company following completion of the Offer (assuming that the Offer is fully subscribed and ignoring any variations that may be due to the fact that fractional Entitlements will be rounded up to the next whole number) is summarised below.

Shares	Number
Shares on issue at the date of this Prospectus	62,063,484
New Shares to be issued under the Offer	13,299,318
Shares on issue on completion of the Offer	75,362,802

4.5 Effect on Holdings and Control

If all Entitlements are taken up by Eligible Shareholders, the Offer will have no effect on the control of the Company. Should only some of the Entitlements be taken up under the Offer, the shareholding of Shareholders who do not take up their Entitlements, or only take up part of their Entitlements, may be diluted.

To minimise the effect of the Shortfall Offer on the control of the Company, Christopher Elmore Campbell and Chiang Meng Heng have excluded themselves and their relevant entities, both of whom are current substantial shareholders of the Company, from participating in the Shortfall Offer. All other officers of the Company and their associated entities will be able to subscribe for Shortfall Shares, provided that their respective shareholding in the Company does not result in them holding 20% or more of the voting power in the Company.

Collectively the Underwriters have agreed to fully underwrite the Offer and each Underwriter is an officer of the Company or is an entity related to an officer of the Company and, other than Chris Grundy, as at the date of the Offer has a relevant interest in Shares. The Underwriters have agreed that they will underwrite the Offer in the following proportions:

- (a) the first 333,334 of Shortfall Shares (or such lesser number of Shortfall Shares as may be available once Eligible Shareholders have applied for their Entitlements and any Shortfall Shares) will be underwritten by Gabriela del Carmen Rodriguez Naranjo and Chris Grundy on a pro-rata basis in the ratio of 50% to Gabriela del Carmen Rodriguez Naranjo and 50% to Chris Grundy; and
- (b) subject to Section 4.5(a), any remaining Shortfall Shares will be underwritten by J & B Schlederer Pty Ltd and Stormont Pty Ltd on a pro-rata basis in the ratio of 50% to J & B Schlederer Pty Ltd and 50% to Stormont Pty Ltd.

Further details of the terms of the Underwriting Agreements are set out in Section 8.2 of this Prospectus.

To comply with the requirements to fully disclose, the Underwriters' approximate potential voting power in the Company and the effect of the underwriting of the Underwriters, the table below illustrates the potential voting power of the Underwriter and the commensurate effect on control of the Company for various levels of assumed shortfall for the Offer and assumes that each Underwriter takes up its maximum entitlements under the Offer (which they have indicated that they will).

The effect on control of the Offer is reliant upon the take-up of Entitlements by Eligible Shareholders, the number of additional New Shares applied for by Eligible Shareholders and the number of Shortfall Shares that the Underwriters' are required to subscribe for. The information in the table below shows the potential effect of the underwriting on the Offer. Even in the unlikely event that no Eligible Shareholder took up their Entitlements and given that the Directors and Raphael Geminder (a former director of the Company) have all indicated to the Company that they will be taking up their Entitlements in full, no single Underwriter will acquire 20% or more of the voting power in the Company. The potential maximum in the shareholding and voting power of the Underwriters is set out in the table below (100% of the Shortfall) and will only occur if no Eligible Shareholders (other than the Directors and Raphael Geminder (a former director of the Company)) take up their Entitlement under the Offer, which is highly unlikely.

Event	Securities held by Gabriela del Carmen Rodriguez Naranjo (directly or indirectly)	Voting Power of Gabriela del Carmen Rodriguez Naranjo	Securities held by Chris Grundy (directly or indirectly)	Voting Power of by Chris Grundy	Securities held by Dr John Lewis Schlederer (directly or indirectly)	Voting Power of Dr John Lewis Schlederer	Securities held by Gary William Cobbledick (directly or indirectly)	Voting Power of Gary William Cobbledick
Holding as at the date of this Prospectus	25,000	25,000	0	0	1,550,000	1,550,000	4,933,041	4,933,041
Entitlement	5,357	5,357	0	0	332,143	332,143	1,057,080	1,057,080
After issue of New Shares assuming 100% Shortfall*	197,024 0.26%	197,024 0.26%	166,667 0.22%	166,667 0.22%	3,966,469 5.3%	3,966,469 5.3%	8,074,446 10.7%	8,074,446 10.7%
After issue of New Shares assuming 75% Shortfall*	197,024 0.26%	197,024 0.26%	166,667 0.22%	166,667 0.22%	3,403,721 4.5%	3,403,721 4.5%	7,511,698 10.0%	7,511,698 10.0%
After issue of New Shares assuming 50% Shortfall*	197,024 0.26%	197,024 0.26%	166,667 0.22%	166,667 0.22%	2,840,972 3.8%	2,840,972 3.8%	6,948,950 9.2%	6,948,950 9.2%
After issue of New Shares assuming 25% Shortfall*	197,024 0.26%	197,024 0.26%	166,667 0.22%	166,667 0.22%	2,278,224 3.0%	2,278,224 3.0%	6,386,202 8.5%	6,386,202 8.5%

* Assuming that Directors and Raphael Geminder (a former director of the Company) accept their Entitlements in full as they have indicated they will do.

The Company has implemented the following allocation policy in respect of the Shortfall aimed at minimising the number of Shortfall Shares that the Underwriters' are required to subscribe for:

- (a) firstly, to Eligible Shareholders who accept their Entitlement in full and apply for Shortfall Shares; and
- (b) secondly, the Underwriters have agreed that they will underwrite the Offer in the following proportions:
 - (i) the first 333,334 of Shortfall Shares (or such lesser number of Shortfall Shares as may be available once Eligible Shareholders have applied for their Entitlements and any Shortfall Shares) will be underwritten by Gabriela del Carmen Rodriguez Naranjo and Chris Grundy on a pro-rata basis in the ratio of 50% to Gabriela del Carmen Rodriguez Naranjo and 50% to Chris Grundy; and

- (ii) subject to Section 4.5(b)(i) above, any remaining Shortfall Shares will be underwritten by J & B Schlederer Pty Ltd and Stormont Pty Ltd on a pro-rata basis in the ratio of 50% to J & B Schlederer Pty Ltd and 50% to Stormont Pty Ltd.

5 RISK FACTORS

5.1 Specific Risk Factors

(a) Loss of government funding

A significant proportion of AKG's and its subsidiaries' revenue is derived from Federal and State Government funding contracts. These Federal and State Government funding contracts outline the terms and conditions under which AKG and its subsidiaries receive funding for the delivery of training to eligible students.

There is a risk these government funding programs may cease or, be reduced or that the terms and conditions for eligibility may be changed or lost by AKG or its subsidiaries as a result of non-compliance. Stringent regulatory, audit and compliance protocols must be met in order to retain government funding and there is no guarantee that AKG and its subsidiaries will continue to meet all of their obligations under relevant Federal and State Government funding contracts notwithstanding their best endeavours to do so.

Should any of the above occur, this could have a material adverse impact on AKG's operations, earnings and financial position.

(b) Regulatory factors

The provision of education and training in Australia is highly regulated. AKG and its subsidiaries are exposed to risks posed by current and future regulations and legislation that applies to the education and training sector.

Changes in the regulatory environment may have consequences on AKG and its subsidiaries, such as limiting AKG's and its subsidiaries' ability to do business because of a change of laws. While all of AKG's RTOs currently hold relevant registrations to operate, there is no guarantee that these registrations will be retained in the future. If AKG and its subsidiaries are unable to obtain, retain or request registrations, or if the approval of any registrations are delayed or revoked, this may have a material adverse impact on AKG's reputation, earnings and financial position.

(c) Enrolment levels

The number of students who enrol for courses and programs offered by AKG and its subsidiaries may vary depending on a number of factors, including competitive course providers, costs and name recognition of the provider.

AKG and its subsidiaries are committed and focused on providing up-to-date and relevant education and training courses and undertake significant business development to ensure and develop awareness of AKG's programs, which is critical to the continued growth of AKG's business, revenue and profitability. However, these factors alone do not guarantee any levels of enrolment and a failure to maintain adequate enrolment numbers will impact AKG's growth, revenue and profitability.

Further, there is no guarantee that once enrolled in a course a student will complete their training and should a student only partially complete their training, then AKG and its

subsidiaries will only receive revenues for the portion of training delivered and not the whole course.

(d) Competition

The market for education and training services in Australia is very competitive. AKG and its subsidiaries compete with private RTOs and public TAFE institutes. Competition evolves around the range and quality of services and price, as well as the reputation, financial and marketing strengths of the providers of these services. To compete efficiently, AKG and its subsidiaries must meet each of those competitive challenges and respond quickly and effectively to any changes in the competitive landscape. AKG's operations are diversified, with operations in several States and overseas, offering a wide range of courses to both domestic and international students. However, any increase in competition or deterioration in AKG's and its subsidiaries competitive position could have an adverse impact on AKG's financial position.

(e) Demand driven funding model

All the States and Territories in Australia are at different stages of implementing demand driven funding models. Victoria, South Australia, Western Australia, New South Wales and Queensland have implemented demand driven funding models which allow students in these states to determine which providers receive government funding based on individual preferences. Reversals or delays to the implementation of a demand driven funding model, could impact AKG's earnings and financial position.

(f) Industry reputation

The success of AKG and its subsidiaries is dependent on its reputation and branding. Maintaining a good brand and reputation will assist AKG and its subsidiaries to maintain their market position, their registrations and attract students. Any factors which undermine the strength of AKG and its subsidiaries' reputation and brands, may impact on AKG's competitiveness, growth and profitability.

Allegations of wrongdoing on the part of AKG or any other education and training provider, could attract adverse media coverage or regulatory scrutiny which focusses not only on the individual education and training provider in question but on the education and training sector as a whole.

(g) Reliance on key personnel

The Company's operational success will substantially depend on the continuing efforts of its senior executives and other key staff who have key expertise in the education and training industry. The loss of services of one or more senior executives may have an adverse effect on the Company's operations. There is a risk that the Company may not be able to attract and retain key staff or be able to find suitable replacements in a timely manner, the loss of which, or any delay in their replacement, could impact the Company's ability to operate its business and achieve its growth strategies

(h) Acquisitions and growth strategy

While AKG and its subsidiaries have made a number of successful acquisitions to date, there can be no guarantee that future acquisitions will yield the same results as those before.

In addition, future acquisitions or joint ventures may result in the issue of additional Shares, which would dilute the ownership of the existing shareholders immediately prior to the time of the acquisition.

(i) Counterparty risk

The operation of AKG and its subsidiaries require the involvement of a number of third parties, including suppliers, contractors and clients.

AKG and its subsidiaries seek to mitigate this counterparty risk by having a diverse customer and supplier base, so as to reduce the reliance, and any consequential effect on AKG and its subsidiaries' financial performance. In respect of contracts entered into by AKG, there is a risk that counterparties will be unwilling or unable to fulfil their contractual obligations or will exercise a right to terminate the contract.

AKG and its subsidiaries may pursue new acquisitions or joint ventures that could present integration obstacles or costs. AKG and its subsidiaries may not realise any of the benefits it anticipates, and AKG and its subsidiaries may be exposed to additional liabilities of any acquired business, which could materially adversely affect AKG's revenue and operations.

(j) On-going capital requirements for the Company

While the proceeds of the Offer are intended to adequately satisfy the Company's current capital requirements, if the Company requires access to further funding at any stage in the future, the Company may be adversely affected in a material way if, for any reason, access to that capital is not available. There can be no assurance that additional funds will be available. If additional funds should be raised by issuing equity securities, this might result in dilution to the then existing shareholders.

(k) Litigation

From time to time, AKG and its subsidiaries may be involved in litigation in relation to issues such as contractual, personal injury, employee and other claims that may arise in the ordinary course of business.

Any claim made against the Company may adversely impact upon the operational and financial performance of the Company, and may also negatively impact on the Company's Share price.

If the Company is involved in legal proceedings, including any party with whom the Company has entered into an agreement with, this process may incur significant management and financial resources, and a positive outcome for AKG cannot be guaranteed.

Further, even if the Company were successful in obtaining a monetary judgment against a third party, the Company may be unable to recover any monies from that party. For example, the relevant third party may have inadequate financial resources to cover any judgment that is awarded in favour of the Company including any award for the payment of the Company's

legal costs. There is also reputational risk in the event that a claim is made against the Company.

(l) Liability and insurance risk

AKG's and its subsidiaries' insurance arrangements may not be adequate to protect AKG against liability for losses relating to public liability, property damage, business interruption and other risks that may arise in the course of its operations and which are specific to the businesses operated by AKG and its subsidiaries.

Should AKG and its subsidiaries be unable to maintain adequate insurance to cover these risks, or experience claims for losses in excess of the level of its insurance coverage, AKG's financial performance could be materially affected.

5.2 General Risk Factors

(a) Securities investment

Investors should be aware that there are risks associated with investment in securities of companies listed on a stock exchange. The value of the Company's securities can be expected to fluctuate depending on various factors including general worldwide economic conditions, changes in government policies, investor perceptions, movements in interest rates and stock markets, prices of the Company's services, variations in the operating costs and costs of capital replacement which the Company may in the future require. Accordingly, assuming that the New Shares are granted Official Quotation, the securities may trade on ASX at higher or lower prices than their issue price.

Each potential investor should consider whether New Shares pursuant to this Prospectus are a suitable investment for them before deciding to invest in the New Shares pursuant to this Prospectus. Any investor in doubt about investing in New Shares should consult their stockbroker, accountant, lawyer or other professional advisor immediately.

(b) Economic risk and external market factors

Factors, such as, but not limited to, political movements, stock market trends, changing customer preferences, interest rates, inflation levels, commodity prices, industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes, may all have an adverse impact on the Company's operating costs, profit margins and share price. These factors are beyond the control of the Company and the Company cannot, to any degree of certainty, predict how they will impact on the Company.

(c) War and terrorist attacks

War or terrorist attacks anywhere in the world could result in a decline in economic conditions worldwide or in a particular region. There could also be a resultant material adverse effect on the business, financial condition and financial performance of the Company.

(d) Legislative changes, Government policy and approvals

Changes in relevant taxes, legal and administrative regimes, accounting practices and government policies in Australia and in other places where the Company conducts its business may adversely affect the financial performance of the Company.

5.3 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 New Shares offered under this Prospectus. Therefore, the New 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 securities.

Potential investors should consider that an investment in the Company is speculative and should consult their professional advisors before deciding whether to apply for New Shares pursuant to this Prospectus.

6 DETAILS OF THE OFFER

6.1 Details of the Offer

The Company offers each Eligible Shareholder 3 New Shares for every 14 Shares held on the Record Date, at an issue price of \$0.30 per New Share.

In calculating the number of New Shares to which an Eligible Shareholder is entitled (**Entitlement**), fractions of New Shares will be rounded up to the nearest whole number.

Approximately 13,299,318 New Shares will be issued pursuant to the Offer raising approximately \$3,989,795 before the costs of the Offer.

The Offer is renounceable. This means that Entitlements can be transferred to another person. If an Eligible Shareholder does not take up their rights, they will form part of the Shortfall. Refer to Section 6.5 for further details regarding the Shortfall.

Any New Shares offered under this Prospectus will be issued on the terms and conditions set out in Section 8.1.

6.2 Minimum subscription

There is no minimum subscription that must be subscribed for under the Offer.

6.3 Opening and Closing Date

The Offer will open for receipt of acceptances at 9.00am (AEDT) on 29 October 2015 and will close at 5.00pm (AEDT) on 9 November 2015 or such later date as the Directors, in their absolute discretion and subject to the Listing Rules, may determine.

6.4 Underwriting

Collectively the Underwriters are fully underwriting the Offer.

See Section 8.2 for further information and a summary of the material terms of the Underwriting Agreements.

6.5 Shortfall

New Shares in relation to the Entitlements held by Eligible Shareholders who do not exercise their full Entitlements will become Shortfall Shares. Subject to the terms set out below, the Directors reserve the right to issue any Shortfall Shares at their discretion.

To minimise the effect of the Shortfall Offer on the control of the Company, Christopher Elmore Campbell and Chiang Meng Heng have excluded themselves and their relevant entities, both of whom are current substantial shareholders of the Company, from participating in the Shortfall Offer. All other officers of the Company and their associated entities will be able to subscribe for Shortfall Shares, provided that their respective shareholding in the Company does not result in them holding 20% or more of the voting power in the Company.

The Shortfall Offer is, to the extent it is made in Australia, made under this Prospectus. To the extent the Shortfall Offer is made outside Australia, the Shortfall Offer is made without disclosure, a prospectus, lodgement, filing or registration, or other requirements of any

applicable securities law, and only in circumstances where it is lawful to do so (such as to institutional or sophisticated investors).

The Company will allocate Shortfall Shares as follows:

- (a) firstly, to Eligible Shareholders who accept their Entitlement in full and apply for Shortfall Shares; and
- (b) secondly, the Underwriters have agreed that they will underwrite the Offer in the following proportions:
 - (i) the first 333,334 of Shortfall Shares (or such lesser number of Shortfall Shares as may be available once Eligible Shareholders have applied for their Entitlements and any Shortfall Shares) will be underwritten by Gabriela del Carmen Rodriguez Naranjo and Chris Grundy on a pro-rata basis in the ratio of 50% to Gabriela del Carmen Rodriguez Naranjo and 50% to Chris Grundy; and
 - (ii) subject to Section 6.5(b)(i), any remaining Shortfall Shares will be underwritten by J & B Schleder Pty Ltd and Stormont Pty Ltd on a pro-rata basis in the ratio of 50% to J & B Schleder Pty Ltd and 50% to Stormont Pty Ltd.

The aim of the Shortfall Shares priorities set out above is to minimise the take-up by the Underwriters and thereby minimise any control issues.

Eligible Shareholders may apply for Shortfall Shares by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. Other investors who are not Eligible Shareholders may apply for Shortfall Shares using the Entitlement and Acceptance Form attached to this Prospectus. Persons outside Australia doing so represent to the Company that they can apply for Shortfall Shares in circumstances which do not require the offer for Shortfall Shares or this Prospectus to be registered.

Subject to the above, the Directors reserve the right in their absolute discretion to reject any application for Shortfall Shares or to issue a lesser number of Shortfall Shares than that applied for, and it is an express term of the Shortfall Offer that applicants for Shortfall Shares will be bound to accept a lesser number of Shortfall Shares allocated to them than applied for. If a lesser number is allocated, excess Application Monies will be refunded without interest, as soon as practicable after the Closing Date.

6.6 Entitlement and Acceptance

The Entitlement of each Eligible Shareholder under the Offer is shown on the form accompanying this Prospectus and headed Entitlement and Acceptance Form.

As the Offer is renounceable, Eligible Shareholders may sell or transfer any part of their Entitlements.

An Eligible Shareholder may participate in the Offer as follows:

- (a) accept your full Entitlement and apply for Shortfall Shares;
- (b) sell your Entitlement;

- (c) accept your full Entitlement;
- (d) accept part of your Entitlement and allow the balance to lapse; or
- (e) do nothing.

Accepting your Entitlement

If you wish to accept your Entitlement (in full or in part), follow the instructions on the personalised Entitlement and Acceptance Form accompanying this Prospectus.

Return the personalised Entitlement and Acceptance Form to the Share Registry together with a cheque, bank draft or money order which must be:

- (a) in respect of the full Application Monies;
- (b) in Australian currency drawn on an Australian branch of a financial institution; and
- (c) made payable to the AKG Rights Issue and crossed 'Not Negotiable'.

By post

GPO Box 505

Melbourne VIC 3001

You need to ensure that your completed Entitlement and Acceptance Form and a cheque, bank draft or money order reaches the Share Register at the address above by no later than 5:00pm (AEDT) on the Closing Date.

You need to ensure the amount of cheque, bank draft or money order for Application Monies is sufficient to pay for the number of Shortfall Shares you have applied for in your Entitlement and Acceptance Form in full, you will be taken to have applied for the lower number of whole New Shares as your cleared Application Monies pay for, and to have specified that number of New Shares on your Entitlement and Acceptance Form, otherwise your Entitlement and Acceptance form may be rejected.

Cash payments will not be accepted.

Alternatively, payment by BPAY can be made in accordance with the instructions set out on the Entitlement and Acceptance Form using the biller code and customer reference number shown on the form and must be received by 5:00pm (AEDT) on the Closing Date of 9 November 2015. The customer reference number is used to identify your holding.

If you have multiple holdings, you will also have multiple customer reference numbers. You must use the customer reference number shown on each Entitlement and Acceptance Form to pay for each holding separately.

If you make your payment by BPAY you do not need to complete and return the Entitlement and Acceptance Form. Your BPAY payment cannot be withdrawn.

Applying for Shortfall Shares

Shareholders are invited to apply for Shortfall Shares in addition to their Entitlement. The Company has sole discretion to issue all, none or some of any additional Shortfall Shares you apply for. Shortfall Shares will be issued at the same time as New Shares applied for under your Entitlement. Application monies for any Shortfall Shares you apply for but which are not issued to you, will be refunded without interest. You can apply through Shortfall Shares using the Entitlement and Acceptance Form.

Non-acceptance of Entitlement

If you decide not to accept all or part of your Entitlement, or fail to accept by the Closing Date, the part of your Entitlement not accepted will lapse. You should note that if you do not take up your Entitlement, then although you will continue to own the same number of Shares, your percentage holding in the Company will be reduced as a result of the New Shares.

If you wish to sell your Entitlement

To sell any or all of your Entitlement you will need to instruct a stockbroker to sell the Entitlement which you wish to renounce. If you wish to do so you must instruct your stockbroker personally and provide details as requested as shown on your Acceptance and Entitlement Form as soon as possible. Your stockbroker must sell those rights before the rights trading ceases.

If you wish to transfer all or part of your Entitlement to another person other than on ASX, you must forward a completed renunciation form (obtainable through your stockbroker or the Share Registry) together with your Acceptance and Entitlement Form completed by the transferee, together with a cheque for the appropriate Application Monies to the Share Registry by the Closing Date.

6.7 Issue of New Shares

The New Shares will be issued as soon as practicable after the Closing Date and otherwise in accordance with the Listing Rules. Where the number of New Shares issued is less than the number applied for, or where no allotment is made under the Offer, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date.

Until allotment and issue of the New Shares or payment of refunds pursuant to this Prospectus, the Application Monies will be held on trust in a separate bank account opened and maintained for that purpose only. Any interest earned on the Application Monies will be for the benefit of the Company and will be retained by it irrespective of whether allotment and issue of the New Shares takes place.

6.8 ASX Listing and Quotation of the New Shares

Within 7 days after the date of this Prospectus, the Company will apply to ASX for the New Shares offered by this Prospectus to be granted Quotation.

If approval for Quotation is not granted within 3 months after the date of this Prospectus, the Company will not allot or issue any New Shares offered by this Prospectus, and will repay all Application Monies without interest as soon as practicable.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Quotation of the New Shares offered by this Prospectus 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.

6.9 CHESS

The Company participates in the Clearing House Electronic Subregister System (**CHESS**). CHESS is operated by ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX, in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, the Company will not issue certificates to investors. Instead, Shareholders will receive a statement of their holding in the Company. If an investor is broker sponsored, the ASX Settlement Pty Ltd will send a CHESS statement.

6.10 Overseas shareholders

The Company is of the view that it is unreasonable to make an offer, under the Offer to Shareholders, with registered addresses outside of Australia, New Zealand and Singapore having regard to:

- (a) the number of Shareholders outside Australia, New Zealand and Singapore;
- (b) the number and value of the securities owned by Shareholders outside Australia, New Zealand and Singapore; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, the Company is not required, and does not intend, to make offers under the Offer to Shareholders with a registered address outside Australia, New Zealand and Singapore. These Ineligible Shareholders will be notified of this Offer by letter from the Company in the mail.

Singapore

The Offer contained in this Prospectus to Eligible Shareholders with a registered address in Singapore should be aware that this Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore (**MAS**), and accordingly, this Prospectus, the Entitlement and Acceptance Form and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the New Shares may not be circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) a Shareholder whose name appears in the register of members of the Company on the Record Date pursuant to Section 273(1)(cd) of the Securities and Futures Act, Chapter 289 (**SFA**) or (ii) pursuant to, and in accordance with, the conditions of an exemption under any provision of Subdivision (4) of Division 1 of Part XIII of the SFA.

New Zealand

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand)*. This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978 (New Zealand)*. This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

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

6.11 Ineligible Shareholders

Ineligible Shareholders should note that the Company has appointed Foxfire Capital Pty Ltd, on normal commercial terms, as a nominee pursuant to Section 615 of the Corporations Act and subject to ASIC approval of such appointment being obtained (in the event that ASIC approval of the nominee appointment is not obtained, a replacement nominee approved by ASIC will be appointed by the Company).

The Nominee will arrange the sale of the Ineligible Shareholders' Entitlements which should have been offered to Ineligible Shareholders had they been entitled to participate in the Offer. The Company will transfer the Ineligible Shareholders' Entitlements to the Nominee who will account to those Ineligible Shareholders for the net proceeds of the sale of the Ineligible Shareholders' Entitlements (if any). The Nominee will have the absolute and sole discretion, taking into account market conditions for such rights, to determine the timing and the price at which the Ineligible Shareholders Entitlements may be sold, to whom and the manner of any such sale.

The Nominee has acknowledged that, pursuant to Section 615 of the Corporations Act, it has an obligation to sell all the Ineligible Shareholders' Entitlements transferred to it by the Company under the Offer and distribute, to each of the Ineligible Shareholders their respective proportion of sale net of expenses.

Neither the Company, nor the Nominee will be subject to any liability for a failure to sell the Ineligible Shareholders' Entitlements or to sell them at a particular price. If, in the reasonable opinion of the Nominee, there is no market, or no viable market, for the Ineligible Shareholders' Entitlements, or a surplus of sale proceeds over the expenses of sale cannot be obtained, such rights will be allowed to lapse and they will form part of the Shortfall Shares.

6.12 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, Chris Grundy at companysecretary@academies.edu.au.

7 CONTINUOUS DISCLOSURE OBLIGATIONS

7.1 Nature of this Prospectus

This Prospectus is issued under the special prospectus content rules for continuously quoted securities in Section 713 of the Corporations Act. This enables listed disclosing entities to issue a prospectus with less rigorous disclosure requirements if:

- (a) the securities offered by the prospectus are in a class of securities that have been quoted securities at all times in the 3 months before the date of the prospectus; and
- (b) the company is not subject to certain exemptions or declarations prescribed by the Corporations Act.

Securities are quoted securities if:

- (a) the company is included in the Official List of the ASX; and
- (b) the Listing Rules apply to those securities.

The information in this Prospectus principally concerns the terms and conditions of the Offer and the information necessary to make an informed assessment of:

- (a) the effect of the Offer on AKG; and
- (b) the rights and liabilities attaching to the securities offered by this Prospectus.

A substantial amount of information concerning AKG has previously been notified to the ASX and is therefore publicly available.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to AKG which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Eligible Shareholders and other investors should therefore also have regard to the other publicly available information in relation to AKG before making a decision whether or not to invest in the New Shares. Information can be accessed from ASX or via AKG's website at www.academies.edu.au.

7.2 Regular reporting and disclosure obligations

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

These obligations require AKG to notify the ASX of information about specified events and matters as they arise for the purposes of the ASX making that information available to the stock market conducted by the ASX. In particular, AKG has an obligation under the Listing Rules (subject to certain limited exceptions) to notify ASX immediately of any information of which it becomes aware concerning AKG which a reasonable person would expect to have a material effect on the price or value of securities in AKG.

AKG is also required to prepare and lodge with ASIC both yearly and half yearly, financial statements accompanied by a Directors' statement and report and an auditor's report.

All announcements made by AKG are available from the ASX.

Having taken such precautions and having made such enquiries as are reasonable, AKG believes that it has complied with the general and specific requirements of the ASX (as applicable from time to time throughout the 12 months before the issue of this Prospectus) which require AKG to notify the ASX of information about specified events or matters as they arise, for the purpose of the ASX making that information available to the market.

AKG believes there is no other information that investors would reasonably require for the purposes of making an informed assessment of the effect of the Offer on AKG and the rights and obligations attaching to the New Shares offered under this Prospectus, which has been excluded from a continuous disclosure notice in accordance with the Listing Rules.

7.3 Your right to obtain copies of AKG's documents

Copies of any documents in relation to AKG which are lodged with ASIC may be obtained from, or inspected at, an ASIC office.

During the period that the Offer remains open, AKG will provide copies of the following to any person on request, free of charge:

- (a) AKG's annual financial report for the year ended 30 June 2015 (being the last annual financial report that has been lodged with ASIC before lodgement of this Prospectus);
- (b) AKG's financial report for the half-year ended 31 December 2014 (being the last half-year financial report that has been lodged with ASIC before lodgement of this Prospectus); and
- (c) any continuous disclosure notices used to notify ASX of information relating to AKG between 28 September 2015 (being the date of lodgement of the financial report referred to in paragraph (a) with ASIC) and the date of lodgement of this Prospectus, being the following:

Date	Headline
19/10/2015	Shares Subject To Voluntary Escrow
02/10/2015	Change of Director's Interest Notice
28/09/2015	Appendix 4G - Corporate Governance Statement

7.4 Documents available for inspection

The following documents are available for inspection during business hours at the registered office of AKG:

- (a) this Prospectus;
- (b) the constitution of AKG; and
- (c) the consents referred to in Section 8.7 of this Prospectus.

8.1 Rights attaching to Shares

New Shares issued under this Prospectus will be fully paid ordinary shares in the Company and once issued, rank pari passu with existing Shares.

The rights attaching to shares are set out in the Constitution, and, in certain circumstances, are regulated by the Corporations Act, the Listing Rules and general law. The Constitution may be inspected during business hours at the registered office of the Company at Level 6, 505 George Street, Sydney, NSW, 2000.

The following is a summary of the principal rights of the holders of ordinary shares of the Company (being the New Shares). This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's members.

(a) General meeting and notices

Directors may whenever they think fit convene a general meeting. 2 or more members holding at least 10% of the issued share capital may also convene a general meeting.

Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Company's constitution, the Corporations Act or the Listing Rules.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of the Company every holder of Shares present in person or by an attorney, representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per share on a poll.

A person who holds a share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share.

Where there are 2 or more joint holders of a Share, only the member whose name appears first in the register is entitled to vote at a general meeting.

(c) Issues of further shares

The Directors may:

- (i) issue shares or options over shares in, other securities of the Company and having attached to them any preferred, deferred or other special rights or such restrictions, whether with regard to dividends, voting, return of capital, payment of class or otherwise, as the Directors think; and
- (ii) subject to the law, issue preference shares that are, or at the option of the Company are to be, liable to be redeemed.

The Director may not make or authorize any issue of shares which would have the effect of conferring a controlling interest in the Company, without the prior approval of a resolution of members of the Company in general meeting.

The Directors must ensure that the issue of securities has affect subject to the Listing Rules and the law and is without prejudice to special rights conferred on the holders of any shares, options or other securities issue before the adoption of the constitution of the Company.

(d) Variation of rights

At present, the Company has on issue one class of shares only, namely ordinary shares.

The Company may vary or cancel the rights attaching to any class of shares only if the variation or cancellation is permitted by the Corporations Act and is approved by special resolution of each of the members holding shares of the relevant class.

(e) Transfer of shares

Subject to the Company's constitution, the law and the Listing Rules, shares are freely transferable.

Subject to the law and the Listing Rules, shares are transferable by an instrument of transfer in writing in any usual or common form or in any other form that the Directors approve.

The Company may refuse to register any transfer of shares where required or permitted to do so by law, the Listing Rules or the Operating Rules. If the Company refuses to register a transfer, the Company must give the lodging party written notice of the refusal and the reasons for it within 5 Business Days after the transfer is delivered to the Company.

(f) Dividends

Subject to the Company's constitution and the Corporations Act, the Board may resolve to pay any dividend it thinks appropriate and fix the time for payment. Subject to the terms of issue of shares, the Company may pay a dividend on one class of shares to the exclusion of another class.

Each share of a class on which the Board resolves to pay a dividend carries the right to participate in the dividend in the same proportion that the amount for the time being paid on the share (excluding any amount paid in advance of calls) bears to the total issue price of the share.

(g) Winding up

Subject to the Company's constitution, the Corporations Act and to the terms of issue of the shares, if the Company is wound up and the assets available for distribution among the members are:

insufficient to repay the whole of the paid up capital, the assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which out to have been paid up, at the commencement of the winding up, on the shares held by them respectively.

more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the members in proportion to the capital at the commencement of the winding up paid up, or which ought to have been paid up, on the shares held by them respectively.

(h) Dividend reinvestment and share plans

The Company in a general meeting may authorise the Directors to adopt and a implement dividend reinvestment plans under which:

- (i) the dividend to be paid in respect of some or all of the shares from time to time held by the member shall be satisfied by the issue of fully paid shares;
- (ii) dividends shall not be declared or paid in respect of some or all of the shares from time to time held by member, but that the member will receive an issue of fully paid shares of the same class as the shares so held in accordance the with plan; or
- (iii) if election in terms of each of paragraph (a) above and paragraph (b) above are available under the plan, in terms of paragraph (a) above as to some of the shares from time to time held by the member and in terms of paragraph (b) above as to other of them.

(i) Directors

The Company's constitution states that the minimum number of Directors is 3.

(j) Powers of the Board

Except as otherwise required by the Corporations Act, any other law, the Listing Rules or the Company's constitution, the business of the Company shall be managed by the Directors, who may exercise every right, power or capacity of the Company which are not, by the law or the Company's constitution, required to be exercised by the Company in general meeting.

8.2 Underwriting Agreement

On or around 19 October 2015 the Company entered into Underwriting Agreements with each Underwriter.

Collectively the Underwriters have agreed to fully underwrite the Offer and each Underwriter is an officer of the Company or an entity related to an officer of the Company and, other than Chris Grundy, has relevant interests in Shares as at the date of this Prospectus (see Section 4.5). The Underwriters have agreed that they will underwrite the Offer in the following proportions:

- (a) the first 333,334 of Shortfall Shares (or such lesser number of Shortfall Shares as may be available once Eligible Shareholders have applied for their Entitlements and any additional Shortfall Shares) will be underwritten by Gabriela del Carmen Rodriguez Naranjo and Chris Grundy on a pro-rata basis in the ratio of 50% to Gabriela del Carmen Rodriguez Naranjo and 50% to Chris Grundy; and

- (b) subject to Section 8.2(a), any remaining Shortfall Shares will be underwritten by J & B Schlederer Pty Ltd and Stormont Pty Ltd on a pro-rata basis in the ratio of 50% to J & B Schlederer Pty Ltd and 50% to Stormont Pty Ltd.

(the **Respective Proportion**)

If valid applications are not received for all securities under the Offer by the Closing Date and the Underwriting Agreements have not been terminated, each Underwriter must lodge in accordance with their Respective Proportion or cause to be lodged in accordance with their Respective Proportion, valid Applications for the Shortfall Shares and pay the relevant Application Monies against allotment of those Shortfall Shares.

As noted in Section 6.5, the Shortfall Shares will be allocated as follows:

- (a) firstly, at the discretion of the Company, to Eligible Shareholders who accept their Entitlement in full and apply for Shortfall Shares; and
- (b) then, to the Underwriters in accordance with each Underwriters' Respective Proportion.

None of the Underwriters are entitled to receive an underwriting fee. Under the terms of each Underwriting Agreement, the Company and each Underwriter has agreed that any Loan Amounts owing to an Underwriter from the Company once an Underwriter or the entity associated with an Underwriter has received their Entitlement, shall be offset against Application Money for Shortfall Shares owing by the relevant Underwriter to the Company.

Each Underwriting Agreement is on arm's length commercial terms and are considered standard for an agreement of this nature.

Customary with these types of arrangements:

- (a) the Company has (subject to certain limitations) indemnified the Underwriter against losses in connection with the Offer;
- (b) the Company has given certain representations, warranties and undertakings in connection with the Offer; and
- (c) the Underwriter may terminate the Underwriting Agreement and be released from their obligations on the happening of any one or more of the following:
 - (i) a statement contained in the Prospectus is misleading or deceptive in a material manner, or a matter required by the Corporations Act is omitted from the Prospectus, or it transpires that the Prospectus does not contain all the information that investors and their professional advisers would reasonably require to make an informed assessment of the effect of the Offer on the Company and/or the rights and liabilities attaching to the Shares the subject of the Prospectus;
 - (ii) the Company materially breaches the Underwriting Agreement, and if the breach is remediable, the Company fails to remedy the breach to the reasonable satisfaction of the Underwriters within 10 business days after

receiving written notice requesting remediation of the breach from the Underwriters;

- (iii) an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the making of the Offer by the Company or ASIC commences any investigation or hearing under Part 4 of the *Australian Securities and Investments Commission Act 2001 (Cth)* in relation to the making of the Offer by the Company;
- (iv) ASIC gives notice of its intention to hold a hearing or examination, inspection, investigation, or it requires information to be disclosed, in connection with the Company or the Offer;
- (v) the Company is prevented from allotting the New Shares within the time required by the Underwriting Agreements, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any Governmental Agency or semi-governmental agency or authority;
- (vi) the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel and the Takeovers Panel has determined to hear the application;
- (vii) the Company withdraws or terminates the Offer; or
- (viii) an insolvency event occurs in relation to the Company.

8.3 Directors' interests and benefits

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director of AKG, and no firm in which a Director or proposed Director of AKG is a partner, holds, or held at any time during the last 2 years before the date of this Prospectus, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director or proposed director of AKG:

- (d) to induce them to become, or to qualify them as, a Director; or
- (e) for services rendered by them in connection with the formation or promotion of AKG or in connection with the Offer.

The table below shows the interest of each Director (whether held directly or indirectly) in securities of AKG and their annual remuneration as at the date of this Prospectus:

Director	Shares	Remuneration (Inclusive of Superannuation and other benefits)
Dr John Lewis Schlederer	1,550,000 ⁵	\$63,000
Christopher Elmore Campbell	7,877,777 ⁶	\$450,00
Chiang Meng Heng	25,291,886 ⁷	\$35,000
Gabriela del Carmen Rodriguez Naranjo	25,000	\$183,000
Gary William Cobbledick	4,933,041 ⁸	\$267,000
Bill Say Mui Foo	Nil	\$35,000

Directors may hold the relevant interests in Shares as at the date of this Prospectus shown above directly, or indirectly through holdings by companies, trusts or other persons with whom they are associated.

8.4 Related party transactions

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus or in publicly available information.

8.5 Legal proceedings

The Directors are not aware of any litigation of a material nature pending or threatened which may significantly affect the business of the Company.

8.6 Interests of other persons

Other than as set out below or elsewhere in this Prospectus, no 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, and no promoter of AKG holds, or held at any time during the last 2 years before the date of this Prospectus, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given to any of these persons for services rendered by them in connection with the formation or promotion of AKG or in connection with the Offers.

8.7 Consents

⁵ Held by J & B Schlederer Pty Ltd.

⁶ Which includes 7,373,777 Shares held by Jilcy Pty Ltd and 500,000 held by Bankura Pty Limited.

⁷ Which includes 3,779,126 shares held by Eng Kim Low.

⁸ Which includes 4,006,369 Shares held by BB&M Holdings Pty Limited (which is a jointly owned entity) and 926,645 Shares held by Stormont Pty Limited.

- (a) Each of the following has consented to being named in this Prospectus in the capacity as noted below and have not withdrawn such consent prior to lodgement of this Prospectus with ASIC:

- (i) Kelly Hazell Quill as legal advisors to the Company;
- (ii) Gabriela del Carmen Rodriguez Naranjo as an underwriter to the Offer;
- (iii) Chris Grundy as an underwriter to the Offer;
- (iv) J & B Schlederer Pty Ltd as an underwriter to the Offer; and
- (v) Stormont Pty Ltd as an underwriter to the Offer.

but, except as expressly noted in this Prospectus, each of the above parties:

- (vi) has not authorised or caused the issue of this Prospectus;
 - (vii) does not make, or purport to make, any statement in this Prospectus other than as specified in this section;
 - (viii) has not made any statement on which a statement in this Prospectus is based, other than as specified in this section; and
 - (ix) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus other than the reference to its name and the statement (if any) included in this Prospectus with the consent of that party as specified in this section.
- (b) Computershare Investor Services Pty Limited has given and, as at the date hereof, has not withdrawn, its written consent to be named as Share Registrar in the form and context in which it is named.

Computershare Investor Services Pty Limited has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registrar to the Company. Computershare Investor Services Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

8.8 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on the ASX.

The highest and lowest market closing prices of the Company's Shares on the ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those closing prices were:

Highest:	21 July 2015	\$0.650
Lowest:	9 September 2015	\$0.310

The latest available closing sale price of the Company's Shares on the ASX prior to the lodgement of this Prospectus with ASIC was \$0.425 on 19 October 2015.

8.9 Expenses of the Offers

The estimated costs of the Offer are:

Item	Estimated Costs
ASIC fees	\$2,945
ASX fees	\$11,189.29
Other expenses (including legal and share registry)	\$55,865.71
Total	\$70,000

These expenses are payable by the Company.

8.10 Electronic Prospectus

Potential investors can obtain a copy of this Prospectus on the Company's website at www.academies.edu.au. If you access an electronic copy of this Prospectus, you should read the entire Prospectus.

If you have received this Prospectus as an Electronic Prospectus please ensure that you have received the entire Prospectus accompanied by the Application. If you have not, please email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

The Company reserves the right not to accept an Application from a person if it has reason to believe that when that person was given access to the electronic Application, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application Moneys received will be dealt with in accordance with Section 722 of the Corporations Act.

8.11 Director's authorisation

Each of the Directors of the Company has consented to the lodgement of this Prospectus in accordance with Section 720 of the Corporations Act and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board.

Dated: 20 October 2015



Christopher Elmore Campbell

Group Managing Director and CEO

AEDT		means Australian Eastern Daylight Time.
Applicant		means a person who submits an Application.
Application		means an Entitlement and Acceptance Form.
Application Moneys	or	means money received by the Company in respect of Applications.
ASIC		Australian Securities and Investment Commission
ASX		means ASX Limited ABN 98 008 624 691.
ASX Settlement Operating Rules		means the ASX Settlement Operating Rules
Company or AKG		means Academies Australasia Group Limited (ABN: 93 000 003 725) (ASX:AKG).
Board or Board of Directors		means the board of directors of the Company.
Business Day		means a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Sydney Australia.
CHESS		means Clearing House Electronic Subregister System operated by ASTC.
Closing Date		means 5pm AEDT on 9 November 2015 (unless extended).
Constitution		means the Company's constitution as at the date of this Prospectus.
Corporations Act		means <i>Corporations Act 2001</i> (Cth).
Directors		means the directors of the Company as at the date of this Prospectus.
Eligible Shareholders		means a Shareholder whose registered address is in Australia or New Zealand or Singapore and who is a Shareholder at 5.00 pm (AEDT) on the Record Date.
Entitlement		means the entitlement of an Eligible Shareholder to apply for New Shares pursuant to the Offer.
Entitlement and Acceptance Form		means the application form entitled "Entitlement and Acceptance Form" either attached to or accompanying this Prospectus.
Governmental Agency		means a government, semi government, fiscal, judicial, departmental, administrative, tribunal, commission, authority, agency or other entity created by a government.
Ineligible Shareholder		means a Shareholder who does not reside in Australia, New Zealand or Singapore or who do not have a registered address within Australia or New Zealand or Singapore.
Ineligible Entitlement	Shareholder	means the entitlement of an Ineligible Shareholder to apply for New Shares pursuant to the Offer.
Lenders		has the meaning set out in Section 4.1 of this Prospectus.
Listing Rules		means the listing rules of the ASX.
Loan Agreements		has the meaning set out in Section 4.1 of this Prospectus.

Loan Amounts	has the meaning set out in Section 4.1 of this Prospectus.
New Shares	means the Shares offered pursuant to this Prospectus.
Nominee	means Foxfire Capital Pty Ltd.
Offer	means the pro-rata renounceable offer to Eligible Shareholders of approximately 13,299,318 New Shares at an issue price of 0.30 cents per New Share on the basis of 3 New Shares for every 14 Shares held on the Record Date to raise approximately \$3,989,795 before expenses.
Operating Rules	means the ASX Operating Rules.
Prospectus	means this prospectus.
Quotation and Official Quotation	means the official quotation on ASX.
Record Date	means 26 October 2015.
RTO	means a registered training organisation.
Share	means a fully paid ordinary shares in the capital of the Company.
Shareholder	means the registered holder of a Share as recorded in the Register.
Share Registry	means Computershare Investor Services Pty Limited.
Shortfall	means the number of New Shares comprising the difference between the New Shares the subject of the Offer, and the number of New Shares for which valid acceptances have been received and accepted by the Company by the Closing Date.
Shortfall Offer	means the offer of the Shortfall on the terms and conditions set out in Section 6.5 of this Prospectus.
Shortfall Shares	means Shares subject to the Shortfall.
Underwriter	means each of Gabriela del Carmen Rodriguez Naranjo, Chris Grundy, J & B Schleder Pty Ltd and Stormont Pty Ltd each of whom is an officer of the Company or is an entity related to an officer of the Company.
Underwriting Agreement	means collectively and individually (as the context requires) the underwriting agreements dated 19 October 2015 entered into between the Company and each Underwriter, as summarised in Section 8.2 of this Prospectus.

Academies Australasia Group Limited

ABN 93 000 003 725

For all enquiries:

Phone:



Contact +61 2 9224 5555

000001 000 AKG

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



See overleaf for details of the Offer and how to make your payment

Renounceable Rights Issue — Entitlement and Acceptance Form

Your payment must be received by 5:00pm (AEDT) 9 November 2015

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

ASX will quote a market for rights between 22 October 2015 and 2 November 2015. Please refer to the Entitlement and Acceptance Form for details on how to renounce your rights.

Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you take up your full Entitlement, you may also apply for Shortfall Shares. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Entitlement and Acceptance Form dated 20 October 2015.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "AKG Rights Issue" and cross "Not Negotiable". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Turn over for details of the Offer →

Sale of your Entitlement rights in full by your Stockbroker/ Agent

If you wish to sell your rights entitlement in full, you should instruct your Stockbroker personally and provide details as requested, which appear overleaf.

DO NOT forward your requests for sale to Computershare Investor Services Pty Limited.

Disposal of your Entitlement rights held on the Issuer sponsored sub-register

A Standard Renunciation Form must be used for an off market transfer of Entitlement rights. These forms may be obtained from your Stockbroker or Computershare Investor Services Pty Limited.

Sale of your Entitlement rights in part by your Stockbroker/ Agent and take up the balance

If you wish to sell part of your Entitlement rights and take up the balance you should:

- Instruct your Stockbroker personally and provide details as requested, which appear overleaf, **AND**
- Send the payment slip to Computershare Investor Services Pty Limited with your cheque, bank draft or money order payment **OR** make payment using BPAY, in order to take up the balance of your Entitlement rights.

Academies Australasia Group Limited Renounceable Rights Issue
Payment must be received by 5:00pm (AEDT) 9 November 2015

© Registered to BPAY Pty Limited ABN 69 079 137 518


Entitlement and Acceptance Form with Additional New Shares

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STEP 1**Registration Name & Offer Details**

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

 For your security keep your SRN/
HIN confidential.

Entitlement No: 12345678

Offer Details: Existing shares entitled to participate as at
19/10/2015:

4,000

Entitlement to New Shares
on a 3 for 14 basis:

1

Amount payable on full acceptance
at \$0.30 per New Share:

\$0.01

STEP 2**Make Your Payment**

Bill Code: 106385
Ref No: 1234 5678 9123 4567 89

Pay by Mail:

Make your cheque, bank draft or money order payable to "AKG Rights Issue "
and cross "Not Negotiable".

Return your cheque with the below payment slip to:

Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Contact your financial institution to make your
payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEDT) 9 November 2015. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Academies Australasia Group Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEDT) 9 November 2015. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Academies Australasia Group Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

Academies Australasia Group Limited Acceptance Payment

Entitlement taken up:

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Number of Shortfall Shares
applied for:

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Amount enclosed at \$0.30 per
New Share:

A\$

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Entitlement No: 12345678

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Payment must be received by 5:00pm (AEDT) 9 November 2015

Contact Details


Contact Name _____ Daytime Telephone _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+0000000001-3051+14

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR ATTENTION BEFORE
COMPLETING THE APPLICATION FORM**

- 
- (a) Terms used in this Form (which forms part of the application form accompanying the disclosure document*) have the meanings given in the disclosure document (unless otherwise stated) lodged by the Issuer with the Australian Securities and Investments Commission.
 - (b) This electronic copy of the Form is an application for Securities or other financial products (**Securities**) offered under the disclosure document.
 - (c) Securities will only be issued on receipt of an application form (of which this disclaimer is part) issued together with the disclosure document. The disclosure document contains important information about investing in the Securities offered. You can access an electronic copy of the disclosure document on the ASX website, www.asx.com.au
 - (d) You are advised to read the disclosure document carefully and in its entirety before deciding whether to invest.
 - (e) A person who gives another person access to the Form must at the same time and by the same means give the other person access to the disclosure document and any supplementary document.
 - (f) By accessing and/or completing this Form you confirm that you are a resident of Australia, New Zealand or Singapore and you represent, warrant and agree that:
 - (i) you are not a "U.S. person" (as defined in Regulation S under the United States Securities Act of 1933 as amended) nor are you acting for the account or benefit of a U.S. person;
 - (ii) you will not make a copy of the disclosure document or the Form available to or distribute a copy of the disclosure document or the Form to, any such "U.S. person"; and
 - (iii) the state, territory or province and postcode provided by you for your primary residence in Australia, New Zealand or Singapore are true and accurate.
 - (g) The Issuer will send paper copies of the disclosure document, any supplementary documents and the application form, on request, without charge. Please contact the Information Line as set out in the disclosure document.

THIS IS A PERSONALISED FORM AND MUST NOT BE DISTRIBUTED TO OTHER
PERSONS. THIS OFFER IS NOT FOR PERSONS OUTSIDE THE JURISDICTIONS
OF AUSTRALIA, NEW ZEALAND AND SINGAPORE.

* Prospectus or Product Disclosure Statement or both, as the case may be.