

**12 May 2016**

The Manager  
Company Announcements  
Australian Securities Exchange  
Level 5, 20 Bridge Street  
SYDNEY NSW 2000

**By Electronic Lodgement**

Dear Sirs

**Entitlement Offer Booklet**

The Board of 1st Available Limited ACN 138 897 533 (ASX: 1ST) (**Company**) **attaches** a copy of the Offer Booklet and pro forma Entitlement and Acceptance Form in relation to the partially underwritten non-renounceable pro-rata entitlement offer announced on 4 May 2016.

The Offer Booklet was dispatched today to the Company's shareholders with registered addresses in Australia and New Zealand who hold the Company's shares as at the record date (7:00pm AEST on Monday, 9 May 2016).

If you have any queries, please contact the undersigned on (+61 2) 8072 1400.

**Yours faithfully**

A handwritten signature in black ink, appearing to read 'Andrew Whitten', written over a horizontal line.

**Andrew Whitten**  
Company Secretary

# Rights issue offer booklet

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**1st Available Ltd**  
ACN 138 897 533

A 1 for 1 non-renounceable pro-rata entitlement offer of shares in 1st Available Ltd at \$0.055 per Offer Share to raise up to \$4.94 million

## **You should read this Booklet in full**

This Booklet contains important information. You should read this Booklet in full and seek advice from your stockbroker, accountant or other professional adviser if you have any questions about your investment in the Company or about the impact of the transactions described in this Booklet. If you have any questions in relation to how to participate in the Entitlement Offer after reading this Booklet, please contact Mr Andrew Whitten, the Company Secretary of the Company on + 61 2 8072 1400.

This Booklet does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs.

## **NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO US PERSONS**

These materials do not constitute an offer of securities for sale in the United States or to, or for the account or benefit of, “U.S. Persons” (as defined in Regulation S under the United States *Securities Act of 1933* (**Securities Act**)) and may not be sent or disseminated in, directly or indirectly, the United States or to any “U.S. Person” in any place. The Offer Shares have not been and will not be registered under the US Securities Act or the securities laws of any state of the United States and may not be offered, sold or otherwise transferred in the United States or to, or for the benefit of, any “U.S. Person” except in compliance with the registration requirements of the Securities Act and any other applicable state securities laws or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.



**WHITTENS & MCKEOUGH**  
LAWYERS AND CONSULTANTS

**Office Address:**  
Level 5, 137-139 Bathurst Street  
Sydney NSW 2000  
**All correspondence to:**  
PO Box A2621  
Sydney South NSW 1235  
Tel: (02) 8072 1400

## **Important information**

This Booklet has been prepared by 1st Available Ltd ABN 25 138 897 533 (**Company**).

This Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. This Booklet is dated 12 May 2016 and a copy was lodged with ASX on that date.

This Booklet and the accompanying Entitlement and Acceptance Form relate to a 1 for 1 non-renounceable pro-rata entitlement offer to subscribe for Offer Shares at the Issue Price as announced by the Company to ASX on 4 May 2016 (**Entitlement Offer**).

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) which allows rights issues to be offered without a prospectus, provided certain conditions are satisfied.

## **Cooling off rights**

Cooling off rights do not apply to an investment in Offer Shares. You cannot, in most circumstances, withdraw your Application once it has been accepted. Further, Entitlements cannot be traded on the ASX or any other exchange, nor can they be privately transferred.

## **Not financial product advice**

The information contained in this Booklet is not financial product advice, does not purport to contain all the information that you may require in evaluating a possible acquisition of Offer Shares in the Company and has been prepared without taking into account the investment objectives, financial situation or needs of you or any particular investor.

You should conduct your own independent review, investigation and analysis of the Company and the Offer Shares which are the subject of the Entitlement Offer. You should obtain any professional advice you require to evaluate the merits and risks of an investment in the Company before making any investment decision based on your investment objectives.

## **Presentation of general background**

The Investor Presentation lodged with ASX on 2 May 2016 available at <https://www.1stavailable.com.au/asxdoc> provides general background information and information about the Company's activities relating to an investment in the Company current as at 2 May 2016. It is information in a summary form and does not purport to be complete. It should be read in conjunction with the Company's other periodic and continuous disclosure announcements available at [www.asx.com.au](http://www.asx.com.au).

## **Foreign jurisdictions**

This Booklet is being sent to all Shareholders on the share register as at the Record Date with a registered address in Australia or New Zealand.

The Entitlement Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer and no action has been taken to register the Offer Shares or otherwise permit a public offering of the Offer Shares in any jurisdiction other than Australia and New Zealand. Return of the Entitlement and Acceptance Form shall be taken by the Company to constitute a representation by you that there has been no breach of any such laws. Eligible Shareholders who are nominees, trustees or custodians are therefore advised to seek independent advice as to how to proceed. The distribution of this document outside Australia may be restricted by law.

## **United States**

This Booklet must not be taken into, distributed or released in the United States or distributed to any US Person or to any person acting for the account or benefit of a US Person. Persons who come into possession of this Booklet should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The information in this Booklet does not constitute an offer to sell, or the solicitation of an offer to buy, any Offer Shares in the United States or to any US Person. Offer Shares may not be offered or sold in the United States absent registration or an exemption from registration under the US Securities Act. The Offer Shares to be offered and sold in the Entitlement Offer have not been and will not be registered under the US Securities Act or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the Offer Shares in this Entitlement Offer may only be offered and sold outside the United States, to persons that are not US Persons or acting for the account or benefit of US Persons.

## **New Zealand**

This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand) or the *Financial Conduct Act 2013* (New Zealand). This Booklet is not an investment statement, prospectus or product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that an investment statement, prospectus or product disclosure statement under New Zealand law is required to contain.

The Offer Shares are not being offered or sold to the public in New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of Offer Shares is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

## **Other jurisdictions**

The Offer Shares may not be offered or sold in any jurisdiction except to persons to whom such offer or sale is permitted under applicable law.

## **Governing law**

This Booklet, the Entitlement Offer and the contracts formed on receipt of your Application are governed by the law applicable in New South Wales. Each Shareholder who applies for Offer Shares submits to the non-exclusive jurisdiction of the courts of New South Wales.

## **Future performance**

This Booklet may contain certain forward-looking statements. The words "anticipate", "believe", "expect", "project", "forecast", "estimate", "likely", "intend", "should", "could", "may", "target", "objective", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Due care and attention has been used in the preparation of forecast information. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors (many of which are beyond the control of the Company) that may cause actual results to differ materially from those expressed or implied in such statements. There can be no assurance that actual outcomes will not differ materially from these statements. You should also have regard to the "Risk Factors" in Section C of this Booklet.

## **Past performance**

Past performance information given in this Booklet is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance.

## **Financial data**

All dollar values are in Australian dollars (A\$) except where otherwise indicated.

## **Disclaimer of representatives**

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Booklet.

Each of Foster Stockbroking Pty Ltd (**Lead Manager**) and Mr John Charles Plummer (**Underwriter**) expressly disclaims all liability in respect of, makes no representations regarding and takes no responsibility for any statements in or omissions from this Booklet.

Any information or representation that is not in this Booklet may not be relied on as having been authorised by the Company or its related bodies corporate in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Booklet.

## **Taxation**

There will be tax implications associated with participating in the Entitlement Offer and receiving Offer Shares. This Booklet does not contain or constitute tax advice and does not take account of the individual circumstances of particular Eligible Shareholders. The Company recommends that you consult your professional tax adviser in connection with the Entitlement Offer.

## **Privacy**

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

By submitting an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or through the Registry). The Company collects, holds and will use that information to assess your Application. The Company collects your personal information to process and administer your shareholding in the Company and to provide related services to you. The Company may disclose your personal information for purposes related to your shareholding in the Company, including to the Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that the Company holds about you. To make a request for access to your personal information held by (or on behalf of) the Company, please contact the Company through the Registry.

## **Trading Offer Shares**

The Company will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade Offer Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by the Company or the Registry or otherwise, or who otherwise trade or purport to trade Offer Shares in error or which they do not hold or are not entitled to.

## **Defined terms**

Capitalised terms used in this Booklet have the meaning given to those terms in the glossary.

## Letter from the Chairman

12 May 2016

Dear Shareholder

On behalf of the Directors, I am pleased to offer you the opportunity to participate in a 1 for 1 non-renounceable pro-rata entitlement offer to subscribe for Offer Shares at the Issue Price as announced by the Company to ASX on 4 May 2016 to raise up to \$4.94 million (**Entitlement Offer**). Proceeds of the Entitlement Offer will be used for general working capital purposes and to pursue current growth opportunities across the Company's business divisions.

The Entitlement Offer allows Eligible Shareholders who accept their Entitlement in full to apply for additional Offer Shares at the Issue Price in excess of their Entitlement under the Top-Up Facility. Additional Shares will only be available where there is a shortfall between applications received from Eligible Shareholders and the number of Offer Shares proposed to be issued under the Entitlement Offer. If there is an over subscription for Additional Shares through the Top-Up Facility, then Eligible Shareholders will receive Additional Shares on a pro-rata basis having regard to their holdings as at the Record Date.

The Entitlement Offer is lead managed by Foster Stockbroking Pty Ltd (**Lead Manager**) and is partially underwritten by Mr John Charles Plummer (**Underwriter**) pursuant to the terms of an underwriting agreement as described below. If any shortfall remains after the allocation to Eligible Shareholders, up to \$2,268,500 of the resulting shortfall will be taken up by the Underwriter (subject to the terms and conditions of the underwriting arrangements).

Participation in the Entitlement Offer is optional and open to eligible shareholders, being holders of fully paid ordinary shares in the Company at 7.00pm (Sydney time) on 9 May 2016 (**Record Date**) and whose address on the share register is in Australia or New Zealand. As the Entitlement Offer is non-renounceable, your right to participate in the Entitlement Offer is not transferable. This means that Eligible Shareholders who do not take up their Entitlements will not receive any value for those Entitlements and their proportionate economic interest in the Company will be diluted. All Offer Shares will rank equally with existing Shares in the Company.

The terms and conditions of the Entitlement Offer and your personalised Entitlement and Acceptance Form are provided in this Booklet. I urge you to read these materials in their entirety and seek your own financial, taxation and other professional advice in relation to the Entitlement Offer, before you decide whether to participate.

The Entitlement Offer opens on 12 May 2016 and is expected to close at 5.00pm (Sydney time) on 16 June 2016.

If you have any questions in relation to how to participate in the Entitlement Offer, please contact Mr Andrew Whitten on + 61 2 8072 1400 or consult your financial or other professional adviser. On behalf of the Directors, I invite you to consider participating in the Entitlement Offer.

Yours sincerely,



Mr Trevor Matthews  
Chairman  
1st Available Ltd

**A. Key dates for the Entitlement Offer**

Record Date	7:00 p.m. (Sydney time) on 9 May 2016
Opening Date	12 May 2016
Closing Date	5.00 p.m. (Sydney time) on 16 June 2016
Issue of Offer Shares	20 June 2016
Offer Shares commence trading on ASX	21 June 2016
Dispatch of shareholding statements	21 June 2016
Issue of shortfall Offer Shares to the Underwriter	8 July 2016

Please note, the dates set out above are indicative only and are subject to change without notice to you. Any change in the timetable does not affect any rights or obligations you have as a result of accepting the Entitlement Offer.

## **B. How to apply**

### **1 Please read the whole of this Booklet**

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) which allows rights issues to be offered without a disclosure document or prospectus, provided certain conditions are satisfied.

As a result, it is important for Shareholders to read and understand the publicly available information on the Company and the Entitlement Offer prior to accepting their Entitlement. In particular, in considering whether or not to accept their Entitlements, Shareholders should refer to the attached materials, plus the Company's other periodic and continuous disclosure announcements available at [www.asx.com.au](http://www.asx.com.au).

### **2 Consider the Entitlement Offer in light of your particular investment objectives and circumstances**

Please consult with your stockbroker, accountant or other independent financial adviser if you have any queries or are uncertain about any aspect of the Entitlement Offer. In particular, please refer to the "Risk Factors" in Section C of this Booklet which describes some of the key risks in relation to an investment in the Company.

### **3 Who is eligible to participate?**

The Entitlement Offer is being extended to Eligible Shareholders who are Shareholders that meet all of the following criteria:

- (a) they were registered as a holder of Shares on the Record Date;
- (b) they have a registered address in Australia or New Zealand;
- (c) they are not in the United States or a U.S. Person or acting for the account or benefit of such persons; and
- (d) they are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

The Entitlement Offer is not being extended to any Shareholder with a registered address outside Australia or New Zealand. By returning a completed Entitlement and Acceptance Form, or making a payment by BPAY®, you will be taken to have represented and warranted that you satisfy each of the above criteria.

Eligible Shareholders who hold Shares in the capacity of trustee, nominee or custodian (or in any other capacity) for a person that would not satisfy the criteria of an Eligible Shareholder cannot take up Entitlements on behalf of that person.

Shareholders should note that the Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws. Neither the Company nor the Registry is able to advise on foreign laws.

The Company reserves the right to reject any Application that it believes comes from a person who is not an Eligible Shareholder.

### **4 Your options**

Eligible Shareholders may take the following actions:

- (a) take up all of their Entitlement;
- (b) take up all of their Entitlement and apply for Additional Shares under the Top-Up Facility;



- (c) take up part of their Entitlement; or
- (d) do nothing and allow their Entitlement to lapse.

Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up. Shareholders who do not take up their Entitlements in full will have their percentage interest in the Company reduced.

Fractions arising in the calculation of Entitlements have been rounded up to the next whole number of Offer Shares.

## **5 Complete the accompanying Entitlement and Acceptance Form or pay by BPAY®**

If you decide to participate in the Entitlement Offer, you may do so by completing and returning the Entitlement and Acceptance Form and attaching payment by following the instructions set out on the Entitlement and Acceptance Form.

Alternatively, you may participate by making payment via BPAY® in accordance with the instructions set out on the personalised Entitlement and Acceptance Form (which includes the biller code and your unique customer reference number).

If you take no action you will not be allocated any Offer Shares.

## **6 Acceptance of the Entitlement Offer and payment**

You may take up all or part of your Entitlement by completing the Entitlement and Acceptance Form and attaching payment or by paying by BPAY® (see below for more details).

Your completed Entitlement and Acceptance Form must be accompanied by a cheque in Australian currency for the amount of your Application money, payable to “1st Available Ltd” and crossed “Not Negotiable”.

You should ensure that sufficient funds are held in relevant account(s) to cover the Application monies. If the amount of your cheque for Application monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of Offer Shares you have applied for in your Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole Offer Shares as your cleared Application monies will pay for (and to have specified that number of Offer Shares on your Entitlement and Acceptance Form).

If your payment is being made by BPAY®:

- (a) you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make each of the statements and representations on that form;
- (b) if you subscribe for less than your Entitlement or do not pay for your full Entitlement, you are taken to have accepted your Entitlement in respect of such whole number of Offer Shares which is covered in full by your Application money; and
- (c) it is your responsibility to ensure that your BPAY® payment is received by the Registry by no later than the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.

Any payment received for more than your final allocation of Offer Shares will be refunded after the Offer Shares are issued. No interest will be paid to applicants on any payment received or refunded.

## **7 Top-up Facility**

Eligible Shareholders (other than directors and related parties of the Company) may, in addition to taking up their Entitlements in full, apply for Additional Shares in excess of their Entitlements. Additional Shares will only be available where there is a shortfall between

Applications received from Eligible Shareholders and the number of Offer Shares proposed to be issued under the Entitlement Offer. Additional Shares will be issued at the Issue Price of \$0.055 per Offer Share.

The allocation policy for Additional Shares subscribed for pursuant to the Top-Up Facility will be as follows:

- (a) Eligible Shareholders who have applied for Additional Shares through the Top-Up Facility will receive the Additional Shares they have applied for unless there is an over subscription for Additional Shares through the Top-Up Facility, in which case Eligible Shareholders will receive Additional Shares on a pro-rata basis having regard to their holdings as at the Record Date; and
- (b) if any shortfall remains after the allocation to Eligible Shareholders as provided above, up to \$2,268,500 of the resulting shortfall will be acquired by the Underwriter, subject to the terms and conditions of the underwriting agreement (summarised in Section E below).

Eligible Shareholders who apply for Additional Shares may be allocated a lesser number of Additional Shares than applied for, or may be allocated no Additional Shares at all, in which case excess Application money will be refunded without interest.

Refund amounts, if any, will be paid in Australian dollars. You will be paid by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders). Alternatively you will be paid by direct deposit where the Registry holds bank account details in respect of your shareholding.

The Directors reserve their right to alter the allocation policy and to allocate and issue Additional Shares under the Top-Up Facility at their discretion.

If you wish to subscribe for Additional Shares in addition to your Entitlement then you should nominate the maximum number of Additional Shares you wish to subscribe for on the Entitlement and Acceptance Form and make payment for your full Entitlement plus the Additional Shares (at \$0.055 per Offer Share).

If your payment is being made by BPAY®:

- (a) you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make each of the statements and representations on that form; and
- (b) if your payment exceeds the amount payable for your full Entitlement, you are taken to have accepted your Entitlement in full and to have applied for such number of Additional Shares which is covered in full by your Application money.

If you apply for Additional Shares under the Top-Up Facility and your Application is successful (in whole or in part) your Additional Shares will be issued at the same time as other Offer Shares are issued under the Entitlement Offer.

## **8 Mail or deliver**

It is important to note that the Entitlement Offer is scheduled to close at 5.00pm (Sydney time) on 16 June 2016. To participate in the Entitlement Offer, your payment must be received no later than this date. Your completed Entitlement and Acceptance Form, together with Application money, should be delivered as follows.

**Mailing address:**

1st Available Ltd  
c/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

**Hand delivery address:**

1st Available Ltd  
c/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138

If your payment is being made by BPAY®, you do not need to mail or deliver the personalised Entitlement and Acceptance Form.

**9 If you wish to do nothing and allow your Entitlements to lapse**

If you do not wish to take up your Entitlement you can simply do nothing.

If you have not completed your personalised Entitlement and Acceptance Form and it has not been received by the Registry at the address above by the Closing Date, or alternatively have not made a payment through BPAY® before that time, then your Entitlement will lapse.

**10 Entitlement and Acceptance Form**

A payment made through BPAY® or a completed and lodged Entitlement and Acceptance Form together with the payment of requisite Application monies constitutes a binding offer to acquire Offer Shares on the terms and conditions set out in this Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid Application for Offer Shares. The Company's decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By making a payment by BPAY® or by completing and returning your personalised Entitlement and Acceptance Form with the requisite Application monies, you will also be deemed to have given the following acknowledgements, representations and warranties on behalf of each person on whose account you are acting:

- (a) you acknowledge that you have read and understood this Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- (b) you agree to be bound by the terms of the Entitlement Offer, the provisions of this Booklet and the Company's constitution;
- (c) you authorise the Company to register you as the holder(s) of Offer Shares allotted to you;
- (d) you declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- (e) you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- (f) you acknowledge that once the Company receives your personalised Entitlement and Acceptance Form or any payment of Application monies via BPAY®, you may not withdraw your Application or funds provided except as allowed by law;
- (g) you agree to apply for and be issued up to the number of Offer Shares specified in the personalised Entitlement and Acceptance Form (including any Additional Shares where applicable), or for which you have submitted payment of any Application monies via BPAY®, at the Issue Price per Offer Share;
- (h) you authorise the Company, the Registry and their respective officers or agents to do anything on your behalf necessary for Offer Shares to be issued to you, including to act on instructions of the Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;

- (i) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- (j) you acknowledge that the information contained in this Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that Offer Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (k) you acknowledge that this Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;
- (l) you acknowledge the statement of risks in the "Risk Factors" in Section C of this Booklet, and that investments in the Company are subject to risk;
- (m) you acknowledge that none of the Company, its related bodies corporate, affiliates and directors, or their respective officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;
- (n) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (o) you authorise the Company to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- (p) you represent and warrant that the law of any place does not prohibit you from being given this Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an Application for Offer Shares (or where applicable, Additional Shares) and that you are otherwise eligible to participate in the Entitlement Offer;
- (q) you are an Eligible Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue Offer Shares under the Entitlement Offer;
- (r) you acknowledge that the Offer Shares have not been, and will not be, registered under the Securities Act or under the laws of any other jurisdiction outside Australia;
- (s) you have not and will not send any materials relating to the Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States; and
- (t) you agree that if in the future you decide to sell or otherwise transfer the Offer Shares, you will only do so in transactions where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or who is acting for the account or benefit of a person in the United States.

## **11 Brokerage and stamp duty**

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for Offer Shares under the Entitlement Offer or for additional Offer Shares under the Top-Up Facility.

## **12 When will I receive my Offer Shares?**

It is currently expected that the Offer Shares will be issued, and that confirmation of the issue of the Offer Shares will be dispatched, on or before 21 June 2016.

It is the responsibility of each Eligible Shareholder applying for Offer Shares to confirm their holding before trading in those Offer Shares on a deferred settlement basis. Any person who sells Offer Shares before receiving confirmation of their holding in the form of their confirmation statement will do so at their own risk. The Company and the Registry disclaim all liability, whether in negligence or otherwise, to any person who trades in Offer Shares before receiving their confirmation statement, whether on the basis of a confirmation of allocation provided by the Company, the Registry, a broker or otherwise.

### **13 Enquiries**

If you have any questions about whether to accept the Entitlement Offer, please consult your financial adviser, accountant or other professional adviser.

If you have any questions in relation to how to participate in the Entitlement Offer, please contact Mr Andrew Whitten, the Company Secretary of the Company on + 61 2 8072 1400 or consult your financial or other professional adviser.

## C. Risk Factors

This Section identifies the areas the Directors regard as risks associated with an investment in the Company.

Eligible Shareholders should be aware that an investment in the Company involves many risks, which may be higher than the risks associated with an investment in other companies. Eligible Shareholders should read the whole of this Booklet and consult with their professional advisers for legal, business, financial or tax advice in order to fully appreciate such matters and the manner in which the Company intends to operate before any decision is made to apply for Offer Shares.

The key risks associated with an investment in the Company include:

- (a) **Technology:** The Company relies on telecommunications operators, data centres and other third parties for key aspects of the process of maintaining its booking website, its systems and selling its products and services to subscribers. The Company's influence over these third parties is limited. Any system that causes the interruption to the booking website or its systems could materially affect its business and financial performance. Systems failures, if prolonged, could reduce the attractiveness of the booking website to visitors and hinder the Company's ability to make sales to subscribers, and would damage its business reputation and brand name.
- (b) **Breach of confidentiality:** Systems failures or hacking which result in the publication of, or making accessible, confidential information of patients would be likely to materially and adversely affect the Company's business.
- (c) **Retention of existing subscribers and patients:** An important component of the success of the Company is its ability to maintain its existing and to grow new relationships with subscribers and to increase the number of registered patients. The Company's ability to retain subscribers will depend, in part, on its ability to continue to attract patients to its booking website and to demonstrate a high level of usage of the booking website that creates value for its subscribers by generating enquiries about making appointments.  
  
In addition, the Company's success, including its ability to increase revenues from existing subscribers, will depend on its ability to enhance its existing services and respond to technological advances, emerging industry standards and practices in a timely manner and on a cost-effective basis. If the Company's booking website ceases to generate enough enquiries for its subscribers, or other levels of service sufficient to justify the subscription or advertising fee, or the Company does not maintain adequate technical support level and the ease of use, functionality and features of its booking website to attract users, or it fails to keep pace with technology and healthcare market developments, its subscribers may choose not to renew contracts for the Company's products and services.
- (d) **Further capital needs:** Further funding may be required to advance the business objectives of the Company in the future. There can be no assurance that additional funding will be available on satisfactory terms or at all. Any inability to obtain funding may adversely affect the financial condition of the Company and consequently, the value of its Shares.
- (e) **Competition:** Internet businesses have low barriers to entry. Any significant competition may adversely affect the Company's ability to meet its business objectives. Competition may arise from a number of sources including global e-commerce companies with developed processes, systems and technology, and who also have greater capital resources and depth of expertise. Subscribers may also choose to establish their own online search and appointment booking sites rather than utilising the Company's services. Competition may result in a reduction of the Company's margins. Current or

new competitors may adopt certain aspects of the Company's business model thereby reducing the Company's ability to differentiate its services.

- (f) **Share market conditions:** The price of the Company's Shares will be influenced by international and domestic factors which may cause the market price of the securities to fall and may be subject to varied and unpredictable influences on the market for equities. Eligible Shareholders should be aware that there are risks associated with any securities investment. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

#### **D. Announcement, Quarterly Report and Investor Presentation**

Included in this Section is a copy of the Announcement and the Quarterly Report which will provide you with an update on the Company's progress.

To access a copy of the Investor Presentation lodged with ASX on 2 May 2016, please visit the following link: <https://www.1stavailable.com.au/asxdoc>



**4 May 2016**

ASX Market Announcements  
Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000

## **1ST ANNOUNCES PLACEMENT AND PARTIALLY UNDERWRITTEN RIGHTS ISSUE TO RAISE A TOTAL OF \$5.69 MILLION**

### **Key points:**

- Announcement of a one-for-one non-renounceable entitlement offer to raise up to A\$4.94 million (before costs) at an issue price of \$0.055 per fully paid ordinary share in the capital of 1ST (**Share**).
- Successful completion of a placement to institutional, professional or sophisticated investors to raise \$750,000 (before costs) at an issue price of \$0.055 per Share.
- Proceeds will be used to pursue current growth opportunities across 1ST's business divisions and accelerate growth in sales and marketing as well as strengthen the Company's balance sheet.
- Strong support from existing strategic investor with commitment of \$3m including underwriting.

### **Placement and Entitlement Offer**

1st Available Ltd (**1ST** or the **Company**) Australia's premier healthcare and corporate online search and appointment booking service is pleased to announce the successful completion of a placement for \$750,000 and the undertaking of a A\$4.94 million capital raising (**Equity Raising**).

"1stAvailable is an innovative company leading the digital change occurring in our industry, simplifying the way healthcare professionals interact with their patients by providing easier access and introducing digital applications that transform the experience for the patient while delivering improved healthcare outcomes through early intervention and improving practice and doctor productivity," said Dr Ross Walker 1stAvailable customer, shareholder and eminent Australian practising cardiologist. Dr Walker is considered one of the world's best keynote speakers and is a health presenter in Australian media, including regular appearances on the Nine Network's 'Today Show' and 'A Current Affair' as well as radio stations 2UE, 4BC and 2CC.

"This raising is an important event for the Company and it follows a successful start to 2016 including good operating growth and a number of distribution agreements with blue chip corporates, including Primary Health Care and the Australian Traditional Medicine Society," said 1stAvailable Chief Executive Officer, Klaus Bartosch.

The Company's solid growth means that group Monthly Recurring Revenue (**MRR**) now exceeds \$170,000, a 49% increase from 30 June 2015, representing \$2.0 million of recurring revenue on an annualised basis, excluding variable revenues such as transaction, setup, connection and development fees. Historically, these variable fees have been around an extra \$500,000-700,000 per annum and growing.

The Equity Raising comprises:

- a one-for-one non-renounceable entitlement offer to raise up to A\$4.94 million (before costs) pursuant to which up to 89,858,029 new Shares in the Company at an issue price of \$0.055 (**Issue Price**) will be offered to the eligible registered holders of Shares in the Company (**Shareholders**) on the Record Date, being 9 May 2016 (**Entitlement Offer**); and
- a placement of 13,636,363 Shares at the Issue Price to institutional, professional or sophisticated investors to raise \$750,000 (**Placement**).

The Placement and the Entitlement Offer will be managed by Foster Stockbroking and is partially underwritten by 1st's largest shareholder, Mr John Charles Plummer.

The Placement has been successfully completed with commitments received by Fosters to raise the full amount of \$750,000. Participants in the Placement will not be eligible to participate in the Entitlement Offer.

The Placement and Entitlement Issue price of \$0.055 per Share represents a 20% discount to 1ST's closing share price of \$0.069 per Share on 29 April 2016, the last trading day prior to 1ST entering into a trading halt in connection with the Equity Raising.

The purpose of the Equity Raising is to:

- fund working capital expenditure, predominately associated with sales and marketing; and
- strengthen 1ST's balance sheet by increasing the cash balance to \$6.7 million on a pro forma 31 March 2016 basis net of costs.

Mr Plummer, 1ST's largest shareholder, has confirmed his intention to subscribe for 100% of his entitlement under the Entitlement Offer (**Entitlement Amount**). In addition, Mr Plummer has confirmed his intention to underwrite up to \$2,268,500 of the Entitlement Offer (**Underwritten Amount**). For the avoidance of doubt, the Underwritten Amount excludes Mr Plummer's Entitlement Amount.

The Directors of 1ST have confirmed that their controlled entities will subscribe for the entitlements under the Entitlement Offer set out in the table below:

1ST Director	Current Shares	Share subscription under the Entitlement Offer	% of Entitlement Offer
Mr Trevor Matthews	2,000,000	2,000,000	100%
Mr Klaus Bartosch	2,039,085	454,545	22%
Mr Richard Arnold	438,958	438,958	100%
Mr Garry Charny	446,430	446,430	100%

## **Details of the Entitlement Offer**

The Entitlement Offer is being extended to eligible 1ST shareholders who meet all of the following criteria:

- they are registered as a holder of shares at 7pm AEST on 9 May 2016 (**Record Date**);
- they have a registered address in Australia or New Zealand;
- they are not in the United States or a US Person or acting for the account or benefit of such persons; and
- they are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

The Entitlement Offer is expected to open on 12 May 2016 and to close at 5:00pm AEST on 16 June 2016. Shares issued pursuant to the Entitlement Offer are expected to commence trading on a deferred settlement basis on 21 June 2016 and will rank equally with existing Shares on issue. Eligible shareholders will receive an offer booklet setting out instructions on how to participate in the Entitlement Offer and will include a personalised entitlement and acceptable form (**Offer Booklet**).

The Entitlement Offer will include a top-up facility under which eligible shareholders who take up their full entitlements will be invited to apply for additional shares in the Entitlement Offer from a pool of those entitlements not taken up by other eligible shareholders (**Top-Up Facility**). There is no guarantee that applicants under this Top-Up Facility will receive all or any of the Shares they apply for under the Top-Up Facility. If eligible shareholders do not take up their pro-rata entitlements under the Entitlement Offer, it is anticipated that the shortfall will be allocated:

- first, to eligible shareholders who apply to take up additional new Shares in accordance with the terms of the Top-Up Facility; and
- second, to the Underwriter.

The Entitlement Offer is non-renounceable. This means that 1ST shareholders who do not take up their entitlement to participate in the Entitlement Offer will not be able to transfer or receive any value for those entitlements, and their percentage shareholding in 1ST will be diluted.

## **Underwriting arrangements**

As indicated above, the Entitlement Offer is partially underwritten by Mr Plummer pursuant to the terms of an underwriting agreement. Further details regarding the underwriting arrangement will be set out in an offer booklet to be issued in connection with the Entitlement Offer (**Offer Booklet**).

Below is the proposed timetable of the Offer.

Event	Date
Trading halt	2 May 2016
Announcement of the Equity Raising-Rights Issue, Placement and Appendix 3B with ASX ( <b>Announcement Date</b> )	4 May 2016
Company is released from trading halt	4 May 2016
Ex-date for Entitlement Offer	6 May 2016
Record date to determine entitlements	9 May 2016
Placement Settles	10 May 2016
Entitlement Offer opens ( <b>Opening Date</b> )	12 May 2016
Dispatch of Offer Booklet and Entitlement and Acceptance Form	
Entitlement Offer closes ( <b>Closing Date</b> )	16 June 2016
Announcement of shortfall (if any) under the Entitlement Offer ( <b>Shortfall Notification Date</b> )	17 June 2016
Issue of Shares under the Entitlement Offer, excluding Underwritten Shares ( <b>Allotment Date</b> )	20 June 2016
Commencement of normal trading for Shares issued under the Entitlement Offer, excluding Underwritten Shares ( <b>Quotation Date</b> )	21 June 2016
Issue of Shares to Underwriter pursuant to Underwriting and payment of funds from the Underwriter to the Company ( <b>Underwriter Settlement Date</b> )	8 July 2016

The Entitlement Offer will be conducted in accordance with s 708AA of the Corporations Act 2001 (Cth) (**Corporations Act**). The Company will dispatch to eligible Shareholders an Offer Booklet for the Entitlement Offer which will provide further details of how to participate in the Entitlement Offer including a personalized entitlement and acceptable form. Eligible shareholders wishing to participate in the Entitlement Offer should carefully review the Entitlement Offer booklet. Those shareholders who the Company determines to be ineligible shareholders will be notified of that fact.

The Placement will be undertaken pursuant to 1ST's ASX Listing Rule 7.1 or 7.1A capacity and, accordingly Shareholder approval for the Placement will not be sought. 1ST may seek to ratify the Placement so as to restore its ASX Listing Rule 7.1/7.1A capacity at some point in the future. The Entitlement Offer falls within an exception to ASX Listing Rule 7.1 and 7.1A and does not require shareholder approval.

## **Shareholder enquiries**

Shareholders who have questions relating to the Entitlement Offer should contact the Company Secretary of the Company, Mr Andrew Whitten on (+ 61 2) 8072 1400.

For further details contact

Mr Trevor Matthews  
Chairman  
1st Available Ltd  
T: 1300 266 517

Mr Klaus Bartosch  
Managing Director  
1st Available Ltd  
T: +61 414 992 811

## **Important notice**

This announcement is not an offer or an invitation to acquire securities. In particular, this release does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any 'US Person' as defined in Regulation S under the US Securities Act of 1933 (**Securities Act**) (**US Person**) or in any other jurisdiction. This announcement may not be released or distributed in the United States or to any US Person. Any securities described in this announcement have not been, and will not be registered under the Securities Act or the securities law of any state or other jurisdiction of the United States, and may not be offered or sold in the United States, or to, or for the account or benefit of, any US Person, except in a transaction exempt from, or not subject to, the registration requirements under the Securities Act.

## **Forward looking statements**

This release contains forward-looking statements. The words 'forecast', 'estimate', 'anticipate', 'believe', 'project', 'outlook', 'guidance', 'intend', 'should', 'could', 'may', 'target', 'plan' and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements in this release include statements regarding our strategy, future operational results, acquisitions, future projects, the results of the capital raising and the use of proceeds therefrom. You are cautioned not to place undue reliance on forward-looking statements. The forward-looking statements, opinion and estimates provided in this release are based on assumptions and contingencies that are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward looking statements include projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Forward-looking statements are subject to known and unknown risks and uncertainties, there can be no assurance that actual outcomes will not differ materially from forward-looking statements and readers are cautioned not to place undue reliance on these forward-looking statements. The Company assumes no obligation to update or revise these forward-looking statements to reflect any change in expectations or assumptions.

## **Background on 1st Available Ltd**

1stAvailable's vision is to build Australia's leading online health services community through a platform that simplifies and facilitates interaction between all health services stakeholders, enhancing consumer choice, access and outcomes. 1stAvailable's solutions deliver a convenient, easy to use, online search and appointment booking service, for the healthcare, corporate and government markets. 1stAvailable.com.au is a community website portal and suite of mobile apps that enables patients to book their appointments with their preferred healthcare provider online, 24 hours a day, 7 days a week from any internet-connected device such as a smartphone, tablet or personal computer. Through our healthcare solutions, we enable early intervention, support continuity of care and encourage good patient choices. We are passionate about improving patient care and healthcare practice and doctor productivity.

# 1stAvailable March Quarter Report

## *Solid Business Momentum Continues in Q3 FY16*

### HIGHLIGHTS

- Group Monthly Recurring Revenue (**MRR**) exceeded \$170k at the end of Q3 FY16, a 49% increase from 30 June 2015, representing \$2.0m of recurring revenue on an annualised basis excluding variable revenue (historical variable, setup and development revenue in range of \$500-700k PA)
- Added 708 new appointment books (10% growth quarter on quarter) to 7,927, driven by growth in Pharmacies, enterprise sales and strategic partnerships with leading healthcare providers.
- Total number of online appointments made were 358,472 for Q3 FY16, an increase of 25% over Q3 FY15
- Sustainable reduction in average monthly cash burn of 19% over the quarter (excluding R&D tax benefit and financing cash flows)

1st Available Limited (ASX: **1ST**) ('The **Company**', '**1stAvailable**', or '**1ST**'), Australia's premier healthcare and corporate online search and appointment booking service, is pleased to provide its quarterly report for the quarter ended 31st March 2016.

### CORPORATE AND STRATEGIC INITIATIVES

Q1 and Q2 were periods of consolidation for the company post listing and completion of acquisitions, with investments in Q2 and Q3 preparing the company for growth.

During the quarter, the Company progressed well across a number of strategic initiatives which saw Group MRR grow by 11% quarter on quarter. This was largely driven by our focus on healthcare and related markets.

1stAvailable also signed a number of new commercial agreements during the quarter, expanding the Company's market penetration and further diversifying its customer offering to patients. In February, 1stAvailable entered a commercial agreement with leading Australian healthcare company, Primary Health Care Limited to add its dental practices to the platform, providing strong endorsement of 1stAvailable's services. The deal increases 1stAvailable's dental network by 50% to 600.

In addition, the Company signed a three-year distribution partnership agreement with the Australian Traditional Medicine Society (ATMS) to promote the adoption of its booking platform to ATMS members. The agreement represents 1stAvailable's first step into the natural medicine market, a large and growing market with revenues of more than \$3.8 billion and more than 28,000 businesses in Australia alone in 2013/14. 1stAvailable estimates it is responsible for around 30% of all appointments made in the Private Practice market.

Under the terms of the agreement, ATMS will exclusively and actively promote the adoption of its online booking solution to its member base in collaboration with 1stAvailable. ATMS is the largest national professional association for natural medicine practitioners with more than 11,000 members across 27 different modalities. The agreement gives 1stAvailable a significantly broader distribution channel. Marketing to ATMS members commenced in April 2016.

1stAvailable also announced during the quarter that it had more than doubled its national footprint since listing in June 2015 to a total of 3,637 installed sites, solidifying the Company's leading market position in the Australian online and corporate appointment booking market.



Importantly, the Company has been investing in the establishment of new distribution partnerships and integrations in the eight months since listing in June 2015 which now provide access to more than 55,000 additional providers in over 15,000 locations, with marketing campaigns launching in Q4 to drive growth through these new distribution arrangements.

The Company’s cash burn for the quarter after adjusting for the R&D tax offset was \$896k - a significant improvement quarter on quarter. The improvement is due to the impact of operational and sales efficiency initiatives actioned in previous quarters.

Several new products were launched towards the end of the quarter delivering on our vision to become Australia’s leading online healthcare services community, simplifying and facilitating the interaction between all health services stakeholders, enhancing consumer choice, access and outcomes. These products are a Self Check-in Kiosk and Tablet App, New Patient Clipboard App, an Advertising platform to monetise consumer booking transactions and a Referral product that enables GPs to book appointments on behalf of their patients with specialist services. Early sales received during the quarter for these new products were encouraging with marketing commencing in Q4.

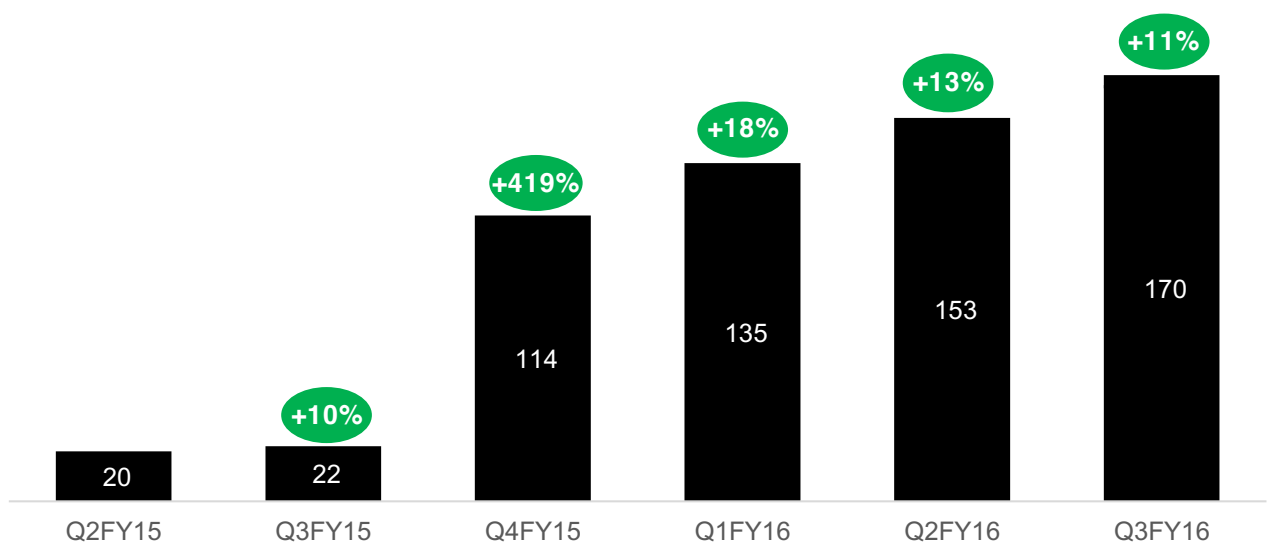
Of particular note is the Company’s rapid growth in the Pharmacy market aided by its new strategic commercial deals with Apotex and Arrow, two leading pharmaceuticals driving healthcare services through pharmacy operations. 1stAvailable has grown its pharmacy presence from 395 pharmacies in July 2015 to 1,955 by March 2016. These are a “limited license” providing significant upsell opportunity for the Company. The Company now has a presence in 36% of the pharmacy market.

## OPERATIONAL

The quarter was a continued period of growth for 1stAvailable with Group MRR growth of \$17k despite January being a traditionally quieter time for the Company due to the seasonal nature of the business. Group MRR now exceeds \$170K, representing \$2.0 million of recurring revenue on an annualised basis, excluding variable revenues such as transaction, setup, connection and development fees.

### Group MRR and net new MRR performance

\$'000s

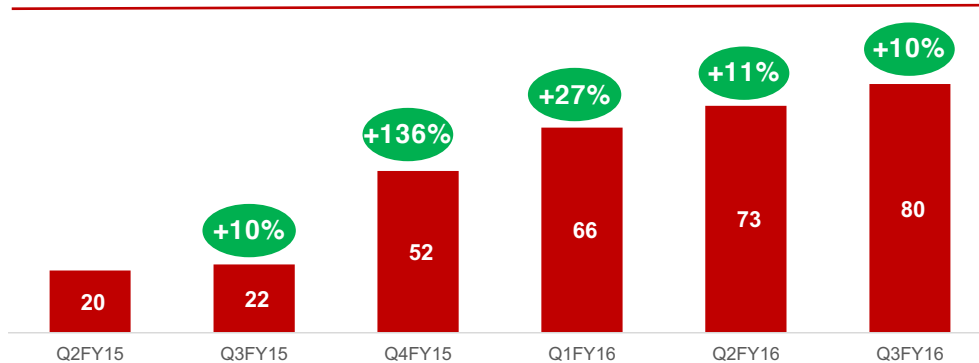


## SEGMENT KEY PERFORMANCE INDICATORS

### Private Practice Segment performance

Private Practice MRR and MRR Growth

\$'000s



Private Practice MRR grew 10% quarter on quarter with a net new MRR of \$7K consistent with the previous quarter. Year-to-date Private Practice MRR has increased by 54%.

Consumer adoption of the 1stAvailable platform continues to grow rapidly with an 18% increase in online appointments made in the quarter. In addition to increased booking volumes, 1stAvailable continues to see significant new patient registrations. In Q3 FY16 there were more than 40,000 new patient registrations, representing an increase of 60% quarter on quarter. This is reflective of new practice growth and increased consumer adoption of our service with existing clients.

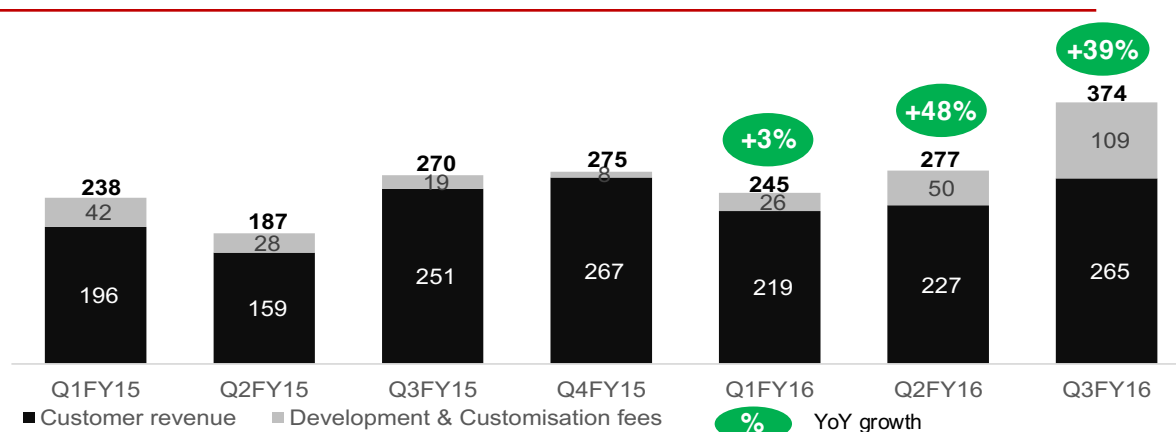
We estimate around 75% of Private Practices run their businesses with Practice Management Software (PMS) systems and the Company’s integration with these systems is a key competitive differentiator for 1stAvailable and is a barrier to entry for its competitors. The Company added 7 new PMS integrations during the quarter bringing the total to 29, thereby increasing the breadth and depth of practices compatible with 1stAvailable’s platform. The Company can also service the segment of the market that does not use a PMS system through its stand-alone online appointment book.

The Company signed a number of partnerships with leading healthcare providers over the quarter; a further validation of its business model and strategy. These relationships have the potential to develop further across multiple parts of our partners’ businesses resulting in increased MRR, practices and bookings.

### Corporate and Government Segment Performance (unaudited)

Customer Revenue and Development and Customisation Fees

\$'000s



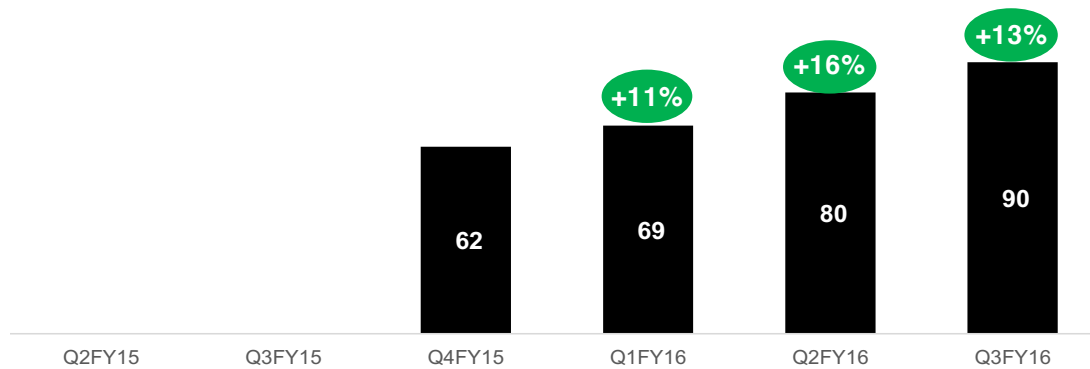
\* It should be noted that the prior period comparison is based on figures provided by GObookings – excluding its sales to Clinic Connect – for a period when it was not owned nor controlled by 1stAvailable. These numbers have not been audited, nor independently verified.



Corporate & Government Q3 FY16 revenue increased by 39% compared to Q3 FY15, driven by an increase in client development and customisation work. Customer revenue increased by 6% compared to Q3 FY15 with the benefit of new client wins signed in the year offset by a delay in the start of flu shot season (due to Easter and the shift by many corporate health providers to the Quadrivalent strain vaccine which is not available until mid-April).

### Corporate & Government MRR

\$'000s



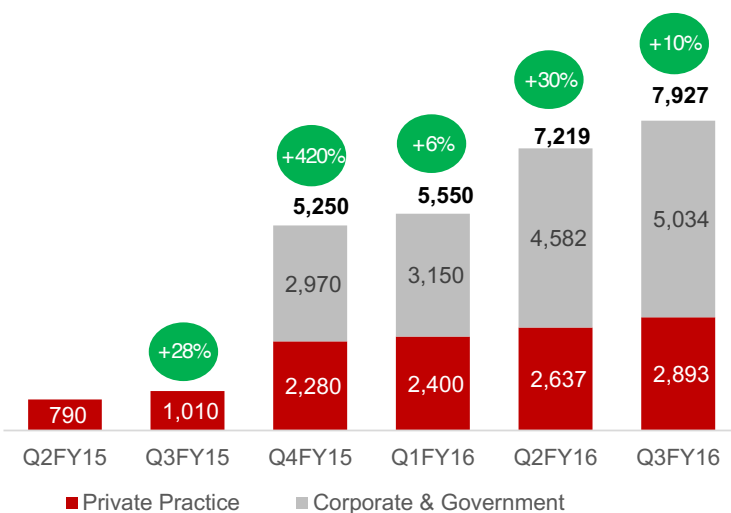
\* Corporate & Government MRR presented from the quarter of acquisition (Q4FY15) of the GObookings platform, historical information not available

In Q3 FY16, the Company has seen continued growth in its Corporate & Government solution across both healthcare and non-healthcare sectors. Strong performance in the Pharmacy and Government verticals was encouraging in the quarter and will provide additional upsell and cross-sell opportunities in Q4 FY16.

During the nine months ended 31 March 2016, Corporate & Government MRR increased 45% compared to the 30 June 2015 MRR to a total MRR of \$90k.

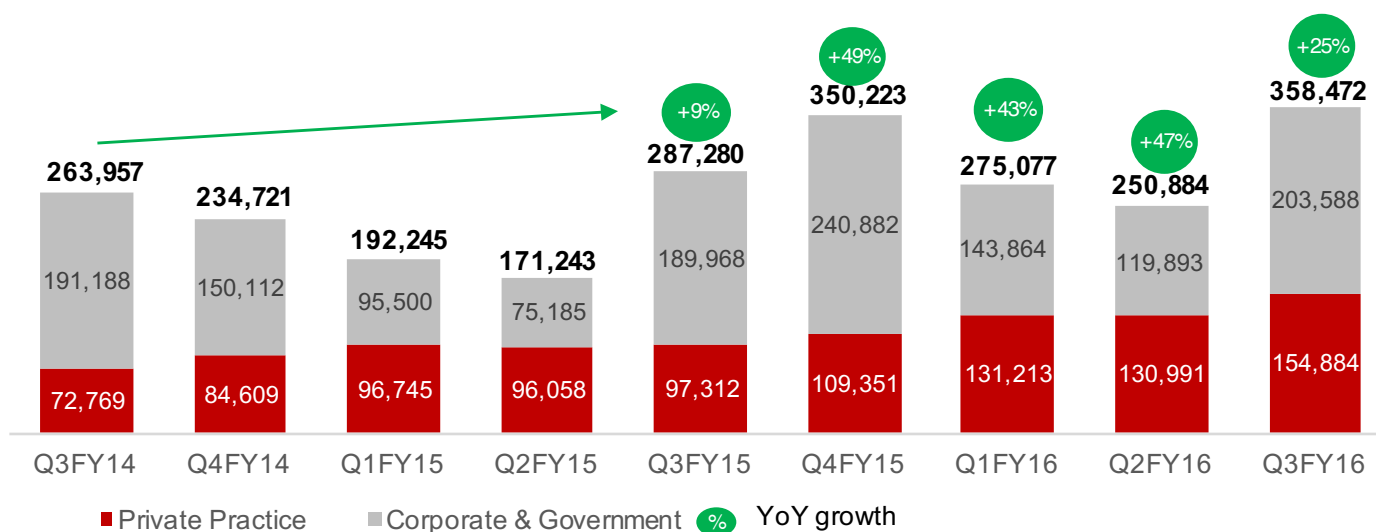
### Other Key KPIs

#### Total Number of appointment books



Growth in Appointment Book numbers in the Corporate & Government sector has been strongest in the Pharmacy market which is a key healthcare sector for 1stAvailable.

## Total Number of Online Appointments Made\*



\*Online appointments statistics are presented on a quarterly basis compared to the prior year corresponding quarter due to underlying seasonal trends e.g. flu season in the Corporate & Government segment and lower available bookings in Q2 in Private Practice due to the holiday period. Online appointment comparatives prior to Q4 FY15 include booking volumes of 1ST, GObookings, DocAppointments and Clinic Connect in order to present online appointment volumes on a like for like basis

1STAvailable achieved a total of 358,472 online appointments in the quarter – a record number despite a delay in the commencement of flu shot season which impacted the year over comparative for Corporate & Government. Private Practice appointments were up 18% quarter on quarter and have increased 59% compared to Q3 FY15.

### CASH FLOW

The Company ended the quarter with a cash balance of approximately \$1.5 million, representing a cash burn for the quarter of \$491k, inclusive of our R&D tax offset refund of \$405k. The Company’s cash burn for the quarter excluding the R&D tax offset benefit was \$896k. This represents an average monthly cash burn rate of \$299k during Q3 which was an improvement quarter on quarter of 19%. The improvement in the cash burn rate was due to the effect of sales operational efficiencies implemented in Q2 in conjunction with tight cost control in the quarter.

### OUTLOOK

Following an expected seasonal slowdown in Q3, management are confident of achieving continued business growth for the remainder of FY16, especially as many of our investments in new partnerships mature from Q4 onwards.

The combination of growth in appointment book sales, growth in consumer traffic through increased adoption of the preferred method of booking online, and additional products to help monetise these consumer transactions and website traffic are expected to deliver improved revenue growth for the Company going forward.

- ENDS -

## 6 Contacts for further information

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### Investor Relations

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## About 1st Available Limited - [www.1stavailable.com.au](http://www.1stavailable.com.au)

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1stAvailable's vision is to build Australia's leading online health services community through a platform that simplifies and facilitates interaction between all health services stakeholders, enhancing consumer choice, access and outcomes. 1stAvailable's solutions deliver a convenient, easy to use, online search and appointment booking service, for the healthcare, corporate and government markets. 1stAvailable.com.au is a community website portal and suite of mobile apps that enables patients to book their appointments with their preferred healthcare provider online, 24 hours a day, 7 days a week from any internet-connected device such as a smartphone, tablet or personal computer. Through our healthcare solutions, we enable early intervention, support continuity of care and encourage good patient choices. We are passionate about improving patient care and healthcare practice and doctor productivity.

## 7 APPENDIX 1: SEGMENT AND KPI DEFINITION

**Private Practice business:** the result of the integration of 1ST, Clinic Connect and DocAppointments operations. “Private Practice” is the term used to describe the operations of a local GP, dentist, physiotherapist, specialist, naturopath or other healthcare practitioner practice. There are approximately 323,000 potential practitioners (or 140,000 practices) that form the addressable market for this segment in Australia.

For the Private Practice business, the key performance metric is **Monthly Recurring Revenue** (‘MRR’) as at the end of the quarter. MRR is the recurring revenue contracted to be received from the Private Practice product subscriptions and fixed monthly commitments. It represents the fixed monthly fees and excludes all variable revenues, such as one-off fees and advertising fees.

**Corporate & Government business:** based on the GOb bookings product suite that is integrated with 1stAvailable platform. The 1stAvailable Corporate & Government business includes providing appointment booking solutions in healthcare sectors such as hospitals, pharmacies, government agencies, major Australian companies and non-healthcare based business such as universities, local authorities, banks etc. The majority of the Corporate & Government business involves healthcare related bookings (flu shots, cancer screenings etc), however, the core technology is also adopted and applied outside the healthcare market, servicing a broad range of sophisticated online appointment booking needs.

### **Corporate & Government segment revenue definition**

The Corporate & Government segment has the following revenue types:

Revenue Type	Description
<i>Customer revenue is inclusive of subscription and variable fees</i>	
Subscription fees	Measured by Monthly Recurring Revenue (MRR): Monthly fixed fees for licensing & hosting of the GOb bookings Software as a Service (SaaS) product platform
Variable fees	Fees for additional appointment books required by clients, SMS fees for customer notifications and setup and training fees. Variable fees are seasonal in nature due to a number of factors, including flu season and client requirements (which vary quarter to quarter)
Development and customisation fees	Fees for the customisation of the platform to clients’ requirements usually billed on a Time & Materials basis or a fixed price. Revenues can fluctuate based on the timing and level of requirements for both new and existing client projects

## **E. Additional information**

### **1 Placement**

In addition to the Entitlement Offer, the Company has undertaken a placement to institutional, professional and sophisticated investors of 13,636,363 Shares (**Placement Shares**) to raise \$750,000 (**Placement**). The Placement Shares were issued on 10 May 2016.

### **2 Quotation and trading**

The Company has applied to ASX for the official quotation of the Offer Shares in accordance with the ASX Listing Rules. Subject to approval being granted by ASX, it is expected that normal trading of the Offer Shares will commence on or about 21 June 2016.

### **3 Underwriting information**

The Underwriter Mr John Charles Plummer, is the Company's largest shareholder. In addition to committing to taking up his entire Entitlement under the Entitlement Offer, the Underwriter has also agreed to underwrite up to \$2,268,500 of the shortfall Offer Shares under the Entitlement Offer (**Underwritten Amount**).

As is customary for these types of arrangements, the Underwriter's obligations to underwrite part of the shortfall Offer Shares is subject to the satisfaction of certain conditions and the usual representations and warranties.

In connection with the underwriting, the Company will:

- issue 1,090,909 new shares at a notional issue price of \$0.055 per Share to the Underwriter (being an underwriting fee equal to 2% of the total amount invested by the Underwriter, being \$3 million );
- issue 1,309,091 in new shares at a notional issue price of \$0.055 per Share to Inteq Limited (being an arranging fee equal to 2.4% of the total amount invested by the Underwriter, being \$3 million); and
- pay \$168,000 in cash to Inteq Limited (being an arranging fee equal to 5.6% of the total amount invested by the Underwriter, being \$3 million ).

### **4 Lead Manager**

Foster Stockbroking Pty Ltd has agreed to act as Lead Manager with respect to the Placement and the Entitlement Offer. The Lead Manager will receive the following fees in connection with the Placement and Entitlement Offer:

- 6% on the Placement; and
- 6% on any shortfall Offer Shares (excluding the Underwritten Amount) which the Lead Manager arranges to place, each payable in cash.

### **5 Ranking of Offer Shares**

The Offer Shares (including any Additional Shares) issued under the Entitlement Offer will rank equally with existing Shares on issue.

### **6 Withdrawal**

The Company reserves the right to withdraw all or part of the Entitlement Offer at any time, subject to applicable laws. If the Company exercises this right it will refund Application money in relation to Offer Shares not already issued in accordance with the Corporations Act without the payment of interest.

## 7 Potential effect on control

The potential effect the Entitlement Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand. However, given the structure of the Entitlement Offer, the Entitlement Offer may have a material effect or consequences on the control of the Company.

The potential effect on control is summarised below:

- (a) If all Eligible Shareholders take up their Entitlements under the Entitlement Offer, then the Entitlement Offer will have no significant effect on the control of the Company.
- (b) If some Eligible Shareholders do not take up all of their Entitlements under the Entitlement Offer, then the interests of those Eligible Shareholders in the Company will be diluted.
- (c) The proportional interests of Shareholders with registered addresses outside Australia and New Zealand (and other ineligible Shareholders) will be diluted because such Shareholders are not entitled to participate in the Entitlement Offer.
- (d) Shareholders that apply for Additional Shares under the Top-Up Facility (under which any shortfall between applications received and the number of Offer Shares proposed to be issued under the Entitlement Offer may be applied for by those who have accepted their Entitlements in full) may increase their interests beyond their Entitlement. This could result in the dilution of holdings of those who failed to accept their Entitlements in full and those who failed to apply for Additional Shares.
- (e) If there are significant shortfalls in applications under the Entitlement Offer (after taking into account the Top-Up Facility), the Underwriter may acquire significant numbers of Offer Shares, which would lead to an increase in the interests of the Underwriter and a dilution of other holdings. **In this case, the Underwriter's voting power may exceed 20%.**

## 8 No cooling off rights

Cooling off rights do not apply to an investment in Offer Shares. You cannot, in most circumstances, withdraw your Application once it has been accepted. Further, Entitlements cannot be traded on the ASX or any other exchange, nor can they be privately transferred.

## 9 Taxation

The Directors do not consider it appropriate to give Eligible Shareholders advice regarding the taxation consequences of applying for Offer Shares (including any Additional Shares) under this Offer Booklet.

Taxation implications will vary depending upon the individual circumstances of individual Eligible Shareholders. Eligible Shareholders are strongly recommended to obtain their own professional advice (including taxation advice) before deciding whether to accept the Entitlement Offer or apply for Additional Shares under the Top-Up Facility.

Neither the Company, nor any of its officers or employees or advisers, accepts any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences, of the Entitlement Offer or the acquisition or disposal of securities in connection with the Entitlement Offer.

## F. Glossary

In this Booklet, the following capitalised terms have the following meanings (unless the context requires otherwise).

<b>Additional Shares</b>	Offer Shares applied for by an Eligible Shareholder that are in excess of the Eligible Shareholder's Entitlement.
<b>Announcement</b>	the ASX announcement relating to the Entitlement Offer, as announced by the Company to ASX on 4 May 2016 and included in Section D of this Booklet.
<b>Application</b>	an application for Offer Shares lodged in accordance with the instructions in this Booklet and the Entitlement and Acceptance Form.
<b>ASIC</b>	Australian Securities & Investments Commission.
<b>ASX</b>	ASX Limited ACN 008 624 691 or the market operated by it as the context requires.
<b>Booklet</b>	this entitlement offer booklet.
<b>Closing Date</b>	5:00pm (Sydney time) on 16 June 2016, or such other date as the Company determines.
<b>Company</b>	1st Available Ltd ACN 138 897 533 .
<b>Corporations Act</b>	the Corporations Act 2001 (Cth).
<b>Director</b>	a director of the Company.
<b>Eligible Shareholder</b>	a Shareholder who is a registered holder of Shares on the Record Date with a registered address in either Australia or New Zealand, provided that such Shareholder is not in the United States or acting for the account or benefit of a person in the United States.
<b>Entitlement and Acceptance Form</b>	your personalised application form enclosed with this Booklet.
<b>Entitlement</b>	the number of Offer Shares for which an Eligible Shareholder is entitled to subscribe under the Entitlement Offer (ignoring the Top-Up Facility).
<b>Entitlement Offer</b>	a 1 for 1 non-renounceable pro-rata entitlement offer to subscribe for Offer Shares at the Issue Price set out in this Booklet and the Entitlement and Acceptance Form as announced by the Company to ASX on 4 May 2016.
<b>Investor Presentation</b>	the presentation lodged by the Company with ASX on 2 May 2016 which is able to be accessed at the website set out below: <a href="https://www.1stavailable.com.au/asxdoc">https://www.1stavailable.com.au/asxdoc</a> .
<b>Issue Date</b>	20 June 2016, or such other date as the Company determines.
<b>Issue Price</b>	\$0.055, being the price per Offer Share.

<b>Lead Manager</b>	Foster Stockbroking Pty Ltd ABN 15 088 747 148, AFSL 223687.
<b>Offer Period</b>	the period commencing on the Opening Date and ending on the Closing Date.
<b>Offer Shares</b>	the new Shares offered under the Offer.
<b>Opening Date</b>	12 May 2016.
<b>Placement</b>	the offer and issue of 13,636,363 shares at an issue price of \$0.055 per share to raise \$750,000 as announced by the Company on 4 May 2016.
<b>Quarterly Report</b>	the ASX announcement, as announced by the Company to ASX on 29 April 2016 and included in section D of this Booklet
<b>Record Date</b>	7.00pm (Sydney time) on 9 May 2016.
<b>Register</b>	the register of Shareholders.
<b>Registry</b>	Link Market Services ACN 083 214 537.
<b>Section</b>	a section in this Booklet.
<b>Securities Act</b>	the United States Securities Act of 1933, as amended.
<b>Share</b>	a fully paid ordinary share in the Company.
<b>Shareholder</b>	a registered holder of a Share.
<b>Top-Up Facility</b>	the mechanism by which Eligible Shareholders can apply for Additional Shares as described in clause 7 of Section B.
<b>Underwriter</b>	Mr John Charles Plummer, the Company's largest Shareholder who has entered into an underwriting agreement to partially underwrite the Entitlement Offer.
<b>Underwritten Amount</b>	\$2,268,500.
<b>U.S. Person</b>	a "U.S. Person" as defined in Regulation S under the Securities Act.







**1st Available Ltd**  
ACN 138 897 533

All Registry communications to:  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia  
Telephone: 1300 554 474  
From outside Australia: +61 1300 554 474  
ASX Code: 1ST  
Website: www.linkmarketservices.com.au

**SRN/HIN:**

**Entitlement Number:**

**Number of Eligible Shares held as  
at the Record Date, 7:00pm (AEST)  
on 9 May 2016:**

**Entitlement to New Shares  
(on a 1 New Share for 1 basis):**

**Amount payable on full acceptance  
at A\$0.055 per Share:**

<b>Offer Closes 5:00pm (AEST):</b>	<b>16 June 2016</b>
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### ENTITLEMENT AND ACCEPTANCE FORM

As an Eligible Shareholder you are entitled to acquire 1 New Share for every 1 Existing Share that you hold on the Record Date, at an Offer Price of A\$0.055 per New Share. You may also apply for New Shares in excess of your Entitlement, at the Offer Price. This is an important document and requires your immediate attention. If you do not understand it or you are in doubt as how to deal with it, you should contact your accountant, stockbroker, solicitor or other professional adviser.

**IMPORTANT:** The Offer is being made under the Entitlement Offer Booklet dated 12 May 2016. The Entitlement Offer Booklet contains information about investing in the New Shares. Before applying for New Shares, you should carefully read the Entitlement Offer Booklet. This Entitlement and Acceptance Form should be read in conjunction with the Entitlement Offer Booklet.

If you do not have a paper copy of the Entitlement Offer Booklet, you can obtain a paper copy at no charge, by calling the Registry on +61 1300 554 474.

#### PAYMENT OPTIONS

If you wish to take up all or part of your Entitlement (as shown above), or take up all of your Entitlement and apply for additional New Shares, you have two payment options detailed below.

##### OPTION 1: PAYING BY BPAY®

If paying by BPAY®, refer to the instructions overleaf. **You do NOT need to return the acceptance slip below if you elect to make payment by BPAY®.** Payment must be received via BPAY® before 5:00pm (AEST) on 16 June 2016. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry in time. By paying by BPAY® you will be deemed to have completed an Application Form for the number of Shares subject of your application payment.

##### OPTION 2: PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

If paying by cheque, bank draft or money order, complete and return the acceptance slip below with your Application Monies. No signature is required on the acceptance slip. The acceptance slip with your Application Monies must be received by the Registry before 5:00pm (AEST) on 16 June 2016.



**Billers Code:** 979203  
**Ref:**

##### Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au  
® Registered to BPAY Pty Ltd ABN 69 079 137 518

See overleaf for details and further instructions on how to complete and lodge this Entitlement and Acceptance Form.

**THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.**



*Please detach and enclose with payment*



**SRN/HIN:**

**Entitlement Number:**

**A** Number of New Shares accepted (being not more than your Entitlement shown above)

**B** Number of additional New Shares

**C** Total number of New Shares accepted (add Boxes A and B)

**D PLEASE INSERT CHEQUE, BANK DRAFT OR MONEY ORDER DETAILS** – Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to “1st Available Ltd” and crossed “Not Negotiable”.

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<b>A\$</b> <input type="text"/>

**E CONTACT DETAILS – Telephone Number**

**Telephone Number – After Hours**

**Contact Name**

## 1ST AVAILABLE LTD

The Entitlement Offer to which this Entitlement and Acceptance Form relates is not being made to investors located or resident outside of Australia and New Zealand. In particular the Entitlement Offer is not being made to any person in the U.S. or to a U.S. person. The Entitlement Offer Booklet and Entitlement and Acceptance Form do not constitute an offer or invitation to acquire Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

### ACCEPTANCE OF ENTITLEMENT OFFER

By either returning the Entitlement and Acceptance Form with payment to the Registry, or making payment received by BPAY®:

- you represent and warrant that you have read and understood the Entitlement Offer Booklet and that you acknowledge the matters, and make the warranties and representations;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of 1st Available Ltd.

### HOW TO APPLY FOR NEW SHARES

#### 1. IF PAYING BY BPAY® (AVAILABLE TO SHAREHOLDERS WITH AN AUSTRALIAN BANK ACCOUNT ONLY)

If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information on paying by BPAY®: [www.bpay.com.au](http://www.bpay.com.au)

Work out the total amount payable by you. To calculate the total amount, multiply the number of New Shares you wish to apply for by A\$0.055.

Refer overleaf for the Biller Code and Reference Number. The Reference Number is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

#### 2. IF PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

Complete all relevant sections of the Entitlement and Acceptance Form USING BLOCK LETTERS. These instructions are cross referenced to each section of the Entitlement and Acceptance Form.

##### A. Acceptance of New Shares

Enter into Box A the number of New Shares you wish to apply for. The number of New Shares must be equal to or less than your Entitlement, which is set out overleaf.

##### B. Application for Additional New Shares

You can apply for more New Shares than your Entitlement. Please enter the number of **additional** New Shares above your Entitlement for which you wish to apply into Box B. Your Application for additional New Shares may not be successful (wholly or partially). The decision of 1st Available Ltd on the number of New Shares to be allocated to you will be final. No interest will be paid on any Application Monies received or returned.

##### C. Total Number of New Shares Subscribed for

To calculate total number of New Shares subscribed for, add Box A and Box B and enter this in Box C.

##### D. Cheque, bank draft or money order details

Enter your cheque, bank draft or money order details in section D. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "1st Available Ltd" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque or money order for the incorrect amount, 1st Available Ltd may treat you as applying for as many New Shares and Additional New Shares as your cheque, bank draft or money order will pay for.

##### E. Contact details

Enter your contact telephone number where we may contact you regarding your acceptance of New Shares, if necessary.

### 3. HOW TO LODGE YOUR ENTITLEMENT AND ACCEPTANCE FORM

A reply paid envelope is enclosed for your use. No postage stamp is required if it is posted in Australia. Alternatively, if you have lost the reply paid envelope, or you have obtained the Entitlement Offer Booklet electronically, your completed Entitlement and Acceptance Form with the payment for New Shares may be mailed to the postal address, or delivered by hand to the delivery address, set out below. **If paying by BPAY® you do not need to complete or return the Entitlement and Acceptance Form.** You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

#### Mailing Address

1st Available Ltd  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

#### Hand Delivery

1st Available Ltd  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and application payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEST) on 16 June 2016. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. 1st Available Ltd reserves the right not to process any Acceptance Slips and cheques received after the Closing Date.

**If you require further information on how to complete this Entitlement and Acceptance Form, please contact the Registry on +61 1300 554 474 between 8:30am and 5:30pm (AEST) Monday to Friday.**