

ROBO 3D LIMITED

ACN 009 256 535

PROSPECTUS

**For a non-renounceable pro rata offer of up to 33,670,339
Shares at an issue price of \$0.045 each on the basis of one Share for every eight
Shares held at the Record Date.**

THIS OFFER CLOSSES AT 5.00PM WST ON 21 November 2017

VALID ACCEPTANCES MUST BE RECEIVED BEFORE THAT TIME.

**Please read the instructions in this Prospectus and on the accompanying Entitlement and Acceptance
Form regarding the acceptance of your Entitlement.**

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

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

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

CORPORATE DIRECTORY

Directors Mr Ryan Legudi (Managing Director) Mr Tim Grice (Executive Director) Mr Braydon Moreno (Executive Director) Mr Patrick Glovac (Non-Executive Director)
Company Secretary Mr Justin Mouchacca
Registered Office Level 4, 100 Albert Road Melbourne VIC 3205 Australia Telephone: +61 (0)3 9692 7222 Facsimile: +61 (0)3 9077 9233
Stock Exchange Listing Australian Securities Exchange ASX Code for Shares: RBO
Share Registry* Advanced Share Registry Services Ltd 110 Stirling Highway Nedlands WA 6009 Australia Telephone: +61 (0)8 9389 8033 Facsimile: +61 (0)8 9262 3723
Solicitors to the Company GTP Legal 68 Aberdeen Street Northbridge WA 6003 Australia

CONTENTS

Section	Description	Page No
	Important Notices	3
	Proposed Timetable	6
1	Details of the Offer	7
2	Action required by Shareholders	13
3	Risk Factors	15
4	Effect of the Offer	21
5	Additional Information	25
6	Authorisation	35
7	Glossary of Terms	36

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

IMPORTANT NOTICES

This Prospectus is dated 3 November 2017 and was lodged with ASIC on that date. ASIC and ASX take no responsibility for the contents of this Prospectus.

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

A copy of this Prospectus is available for inspection at the registered office of the Company at Level 4, 100 Albert Road, South Melbourne VIC 3205, Australia, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 5.7).

The Shares offered by this Prospectus should be considered highly speculative. Please refer to Section 3 for details relating to investment risks.

This document is important and should be read in its entirety before deciding to participate in the Offer. This does not take into account the investment objectives, financial or taxation or particular needs of any Eligible Shareholder. Before making any investment in the Company, each Eligible Shareholder should consider whether such an investment is appropriate to his/her particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Eligible Shareholder should consult his/her stockbroker, solicitor, accountant or other professional adviser without delay.

Acceptances for Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form sent with this Prospectus. The Entitlement and Acceptance Form sets out an Eligible Shareholders' entitlement to participate in the Offer.

Applications for Shortfall Shares must also be made on the Entitlement and Acceptance Form or the Shortfall Offer Application Form. The issue of Shortfall Shares to Shareholders is in the absolute discretion of the Directors. More information on the Shortfall Offer is contained in Section 1.7.

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

The Company is a disclosing entity listed on the ASX and this Prospectus is issued under section 713 of the Corporations Act in reliance on information previously disclosed to the ASX by the Company. It does not contain, by itself, all information that would be contained in a prospectus for an initial public offering or all information relevant to a decision to invest in the Company.

No action has been taken to permit the offer of Shares under this Prospectus in any jurisdiction other than Australia and New Zealand. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been 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. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known by investors and professional advisers whom potential investors may consult.

By returning an Entitlement and Acceptance Form, you acknowledge that you have received and read this Prospectus and you have acted in accordance with the terms of the Offer and the Shortfall Offer (if applicable) detailed in this prospectus.

KEY RISKS

Shareholders and prospective investors should be aware that subscribing for Shares under the Offer or Shortfall Offer involves a number of risks and uncertainties. The risk factors set out in Section 3 and other general risks applicable to all investments in listed securities, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. The table below summarises only some of the risks which apply to an investment in the Company and investors should refer to Section 3 or a more detailed summary of the risks.

Topic	Summary
Commercialisation Risk	The Company is now in the process of commercialising its products, and will look to do this by commercialising and integrating its 3D printing technology via wholesale, traditional bricks and mortar retail and online channels. There is a risk that the Company will not be able to successfully commercialise its 3D products by being unable to attract sufficient sales volume via these distribution channels.
Competition and new technologies	The industry in which the Company is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively, or negatively affect the operating and financial performance of the Company's business.
Financing and funding risk	<p>The Company's ability to effectively implement its business and operational plans in the future depends on the Company's ability to raise additional funds in the future and generate revenue from the sale of its products. The Company currently has a low amount of working capital. The Company has recently completed the Placement which raised approximately \$200,000 (before costs) and has executed a non-binding term sheet for a US\$650,000 trade finance facility. In addition, the Company has received the Firm Commitments for Shortfall in relation to the Offer. Four of the investors that have given the Firm Commitments for Shortfall have also provided \$950,000 in short term loans to provide immediate working capital to the Company (Short Term Loans) which will be repaid on completion of the Offer. During the period until completion of the Offer, the Company expects to spend the majority of the Short Term Loans amount provided on its working capital requirements.</p> <p>There is a risk that the Offer may not be completed. There is also a risk that the parties that have given the Firm Commitments for Shortfall may default in the performance of their obligations. If either of these scenarios occur, there is a risk that the Company will be unable to repay the Short Term Loans.</p> <p>The working capital position of the Company following completion of the Offer will be such that the Company will need to raise funds in the short term following completion of Offer. The Company is also currently working on several other funding solutions. Further, the Company expects to continue receiving revenue from the sales of its products which will assist the Company with working capital management. Failure to receive revenue consistent with the Company's expectations may also cause a working capital deficiency for the Company. There can be no guarantees that the Company will remain adequately funded through revenue generation and future raisings.</p> <p>Failure to obtain sufficient financing for the Company's activities, including to fulfil orders received for the Company's products to date, may result in lost business and business opportunities and the Company's ability to continue as a going concern. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders. Loan agreements and other debt financing agreements entered into by the Company may contain covenants, undertakings and other provisions which, if breached, may</p>

Topic	Summary
	<p>entitle lenders to accelerate repayment of loans and there is no assurance that the Company would be able to repay such loans in the event of an acceleration. Enforcement of any security granted by the Company or default could also result in the loss of assets.</p> <p>The Company currently has in place an unsecured trade finance facility with Denlin Nominees Pty Ltd (Denlin) pursuant to which Denlin has loaned \$750,000 to the Company. Under the terms of the trade finance facility, Denlin has the right to elect to convert the trade finance facility into a secured term loan. The Company is currently in discussions with Denlin regards conversion of this facility to a secured facility. If the facility is converted to a secured facility, then Denlin will have security over the assets of the Company and its operations in the US and if the Company is unable to raise sufficient funds to repay Denlin, or is otherwise in breach of the facility, then Denlin may be able to exercise its security and enforce against the assets of the Company and/or its US subsidiary.</p>
Supplier Risk	<p>The Company currently utilises two contract manufacturers in China for the assembly of its R1+PLUS, Robo C2 and Robo R2 3D printers, operating under a non-exclusive manufacturing agreement. If the Company's relationship with these manufacturers were to terminate or our manufacturing arrangements were to be disrupted, our business could be adversely affected. In addition, any increase in the prices charged by these suppliers may have an adverse effect on the Company's operations and results.</p>

PROPOSED TIMETABLE

Lodgement of Prospectus with ASIC and provision of copies to ASX	3 November 2017
Appendix 3B given to ASX	3 November 2017
Notice sent to security holders	7 November 2017
Existing Shares quoted on an "ex" basis	8 November 2017
Record Date	9 November 2017
Prospectus and Entitlement and Acceptance Form sent to Eligible Shareholders	10 November 2017
Last Day to extend offer closing date	16 November 2017
Closing Date*	21 November 2017
Shares quoted on a deferred settlement basis	22 November 2017
ASX notified of under subscriptions	23 November 2017
Anticipated date for the issue of the Shares**	27 November 2017

* Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the Shares.

** Indicative date only.

1. Details of the Offer

1.1 The Offer

The Company is making a non-renounceable, pro rata offer of Shares at an issue price of \$0.045 each to Eligible Shareholders on the basis of one Share for every eight Shares held at 5.00pm (WST) on the Record Date (**Offer**).

A maximum of 33,670,339 Shares will be issued pursuant to this Prospectus.

Where the determination of the entitlement of Eligible Shareholders results in a fraction of a Share, such fraction will be rounded down to the nearest whole Share.

The Prospectus is also for the offer of the Shortfall Shares. Shareholders are entitled to participate in the offer of the Shortfall Shares by completing the relevant sections of the Entitlement and Acceptance Form. Refer to Section 1.7 for further information and details of the Shortfall Offer.

The Offer is not underwritten.

Refer to Section 5.1 for a summary of the rights attaching to the Shares.

1.2 Purpose of the Offer

Completion of the issue of Shares offered by this Prospectus will result in an increase in the cash on hand of up to approximately \$1,515,165 (before payment of Offer costs). As at 31 October 2017 the Company had approximately \$584,000 in cash.

The funds raised under the Offer are proposed to primarily be expended for the payment of liabilities and existing creditors of the Company, and otherwise for general working capital purposes. A breakdown of the use of funds is as follows:

Description	A\$
Available cash (as at 31 October 2017)	\$583,773
Funds raised under the Offer (before payment of the costs of the Offer)	\$1,515,165
Total cash as at 31 October 2017 and funds raised under the Offer	\$2,098,938
Payment of liabilities and existing creditors	\$500,000
Repayment of Short Term Loans*	\$990,212
Working Capital and Administration	\$493,326
Costs of Offer	\$115,400
Total use of funds	\$2,098,938

* Includes establishment fee of 3% and interest of 10% per annum calculated daily from the date of draw-down to repayment (assuming repayment 45 days after draw-down).

Actual expenditure may differ significantly from the above estimates due to a number of factors including the Company's cash flow position, going concern risk, future capital requirements, regulatory requirements, market and general economic factors and other factors (including the risk factors outlined in Section 3).

Unallocated working capital may be utilised by the Company to pay for cost overruns in budgeted expenditures (if any) and in the administration of the Company.

1.3 Termination of Convertible Note Agreement and Placement

As announced by the Company on 17 October 2017, in connection with the announcement of the Offer the Company also announced that:

- (a) the Convertible Note Agreement announced by the Company on 11 September 2017 had been fully terminated (with no funds having been drawn down by the Company) in consideration for the payment of a non-material cash amount plus the issue of 2,000,000 Options (each exercisable at \$0.06 with a 2-year exercise period); and
- (b) the Company had received a firm commitment for a strategic placement to a family office of approximately \$200,000 at an issue price of \$0.045 per Share (**Placement**).

The Placement was completed and the above Options were issued in accordance with the Company's placement capacity under Listing Rule 7.1 on 27 October 2017.

1.4 Your entitlement and acceptance

Your entitlement to participate in the Offer will be determined on the Record Date, being 9 November 2017. The entitlement of Eligible Shareholders receiving this Prospectus is shown on the Entitlement and Acceptance Form sent to Eligible Shareholders with this Prospectus.

You may accept all or only part of your Entitlement. In addition, if you take up your Entitlement in full, you may also apply for Shortfall Shares. If your acceptance exceeds your entitlement, the excess will be deemed to be an application for Shortfall Shares (refer to Section 1.7), and will be subject to availability of Shortfall Shares. In the event sufficient Shortfall Shares are not available, any surplus Application Monies will be returned (without interest).

1.5 Opening and Closing Dates

The Company will accept Entitlement and Acceptance Forms from the Record Date for determining Eligible Shareholders' entitlements, being 9 November 2017, until 5.00pm WST on the Closing Date, being 21 November 2017 or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.

1.6 Firm commitment for Shortfall

As announced by the Company on 17 October and 3 November 2017, the Company has received firm commitments pursuant to the Firm Commitment Agreements for Shortfall for the first \$1,500,000 raised under the Offer (**Firm Commitments for Shortfall**). The actual number of Shortfall Shares which the investors providing the Firm Commitments for Shortfall (**Firm Commitment Investors**) are obliged to subscribe for will be reduced by the number of Shortfall Shares for which the Company has received valid Acceptances for under the Shortfall Offer. A summary of the Firm Commitment Agreements is set out in Section 5.4.

Four of the Firm Commitment Investors have also provided the Company with \$950,000 in loan funds to provide immediate working capital which will be repaid from the proceeds of the Offer. Refer to Section 1.2 for the use of funds raised pursuant to the Offer.

Shortfall Shares will be allocated in priority to Eligible Shareholders who apply for Shortfall Shares under the Shortfall Offer (see Section 1.7 for further details). Following the allocation of Shortfall Shares to any Eligible Shareholder who applies for Shares under the Shortfall Offer, Shortfall Shares will be allocated in satisfaction of obligations pursuant to the Firm Commitments for Shortfall.

1.7 Shortfall Offer

In the event that not all Eligible Shareholders accept their full Entitlement pursuant to the Offer, the Company is offering the Shortfall to Eligible Shareholders on the terms and conditions below (**Shortfall Offer**).

The Offer of any Shortfall Shares is a separate offer made pursuant to this Prospectus and will remain open until the Closing Date or such other date as the Directors determine in their absolute discretion subject to the requirements of the Listing Rules.

Eligible Shareholders who take up their Entitlement in full may apply for Shortfall Shares on the Entitlement and Acceptance Form enclosed with this Prospectus or by completing a BPAY® payment, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Shortfall Shares will be offered at an issue price of \$0.045 per Share (which is the issue price at which the Offer has been made to Eligible Shareholders).

As noted in Section 1.6 above, Shortfall Shares will be allocated in priority to Eligible Shareholders who apply for Shortfall Shares under the Shortfall Offer. The Shares comprising the Shortfall Shares will have the same rights as the Shares as set out in Section 5.1.

The Company reserves the right to issue to an applicant for Shortfall Shares a lesser number of Shortfall Shares than the number applied for. If the number of Shortfall Shares issued is less than the number applied for, surplus Application Monies will be refunded in full. Interest will not be paid on any Application Monies refunded.

If Shareholders wish to apply for Shortfall Shares, they should complete the relevant section of the Entitlement and Acceptance Form. Refer to Section 2.4 for instructions as to how to apply for Shortfall Shares.

1.8 No rights trading

The rights to Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your rights to subscribe for Shares to any other party. If you do not take up your Entitlement by the Closing Date, the Offer to you will lapse.

1.9 Entitlement and Acceptance Form

Acceptance of a completed Entitlement and Acceptance Form or Shortfall Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares accepted. Neither the Entitlement and Acceptance Form nor the Shortfall Application Form needs to be signed to be a binding acceptance of Shares.

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

1.10 No minimum subscription

There is no minimum subscription for the Offer.

1.11 Issue

All Shares offered by this Prospectus are expected to be issued, and security holder statements sent, on or before the date specified in the timetable. It is the responsibility of Applicants to determine their allocation prior to trading in the Shares. Applicants who sell Shares before they receive their holding statements will do so at their own risk.

1.12 Application Monies held on trust

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

1.13 ASX Quotation

Application will be made to ASX no later than 7 days after the date of this Prospectus for the Official Quotation of the Shares offered under the Offer. If permission is not granted by ASX for

the Official Quotation of the Shares offered by this Prospectus within 3 months after the date of this Prospectus (or such period as ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

1.14 CHES

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

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

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

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

If you are registered on the Issuer Sponsored subregister, your statement will be sent by Advanced Share Registry Services Ltd and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

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

1.15 Overseas Shareholders

The Offer is not being extended to any Shareholders whose registered address is outside Australia and New Zealand. The Company is of the view that it is unreasonable to make the Offer to Shareholders outside Australia or New Zealand, having regard to:

- (a) the number of those Shareholders;
- (b) the number and value of Shares to be offered to those persons; and
- (c) the cost of complying with overseas legal requirements.

The Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer other than for Shareholders in Australia or New Zealand. The Company is not required to make offers under the Prospectus to Shareholders other than in Australia or New Zealand. Where the Prospectus has been sent to Shareholders domiciled outside Australia or New Zealand and where the country's securities code or legislation prohibits or restricts in any way the making of the Offer contemplated by the Prospectus, the Prospectus is provided for information purposes only.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up Entitlements under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

This Prospectus is not a New Zealand disclosure document and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Financial Markets Conduct Act 2013 (or any other relevant New Zealand law). In offering Shares under the Offer in New Zealand, the Company is relying on an exemption contained in the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 and accordingly, this Prospectus may not contain all the information that a disclosure document is required to contain under New Zealand law. New Zealand investors should seek their own advice and satisfy themselves as to the Australian and New Zealand tax implications of participating in the Offer.

Notwithstanding the above, the Company may (in its absolute discretion) extend the Offer to certain institutional or sophisticated shareholders who have registered addresses outside Australia and New Zealand in accordance with applicable law.

1.16 Risk factors

An investment in Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are in Section 3.

1.17 Taxation implications

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

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

1.18 Major activities and financial information

A summary of the major activities and financial information relating to the Company for the financial year ended 30 June 2017 is in the Annual Financial Report which was lodged with the ASX on 29 September 2017.

The Company's continuous disclosure notices (i.e. ASX announcements) since 29 September 2017 are listed in Section 5.7.

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

1.19 Privacy

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

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

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

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

1.20 Effect of the Offer on control of the Company

The potential effect the Offer will have on each Shareholder's percentage interest in the total issued capital of the Company is as follows:

- (a) if all Eligible Shareholders take up their Entitlement, each Eligible Shareholder's percentage in the total issued Shares of the Company will remain the same and will not be diluted; and
- (b) if some but not all Eligible Shareholders take up their entitlement, and some or all of the Shortfall is taken up under the Shortfall Offer and/or the Firm Commitments for

Shortfall, the percentage interest in the total issued Shares of each Eligible Shareholder who does not take up their Entitlement will be diluted and the percentage interest of the total issued Shares of each Eligible Shareholder who does take up their Entitlement will remain the same.

It is not expected that the issue of the New Shares under the Offer will have any material impact on the control of the Company. In particular, no Shareholder will acquire an interest in 20% or more of the issued capital of the Company as a result of the Offer.

One of the Firm Commitment Investors, Denlin Nominees Pty Ltd, is a substantial shareholder of the Company. Denlin and its associates currently hold 16.39% of the issued capital of the Company. If \$1,500,000 is raised under the Offer and Denlin subscribes for the full amount of its Firm Commitment for Shortfall of \$500,000 (11,111,111 Shares) then Denlin and its associates will hold 18.25% of the issued capital of the Company.

1.21 Enquiries concerning Prospectus

Enquiries concerning the Entitlement and Acceptance Form can be obtained by contacting Advanced Share Registry Services Ltd by telephone on +61 (0)8 9389 8033.

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on +61 (0)3 9692 7222.

return their completed Entitlement and Acceptance Form. If you elect to pay via BPAY® then your payment must be made before 5.00pm (WST) on the Closing Date. Please read the instructions carefully.

It is your responsibility to ensure that your BPAY® payment is received by the share registry no later than 5.00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut off times with regards to electronic payments and you should therefore take this into consideration when making payment.

The Company will not be responsible for any postal or delivery delays or delay in the receipt of the BPAY® payment.

2.3 Entitlements not taken up

If you do not wish to accept any of your Entitlement, you are not obliged to do anything. The number of Shares you hold and the rights attaching to those Shares will not be affected should you choose not to accept any of your Entitlement.

2.4 Shortfall

If you wish to apply for Shares in excess of your Entitlement by applying for Shortfall Shares you may do so by completing the relevant sections of the Entitlement and Acceptance Form or by completing a BPAY® payment, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully. Any Shares applied for in excess of your Entitlement will be made under the Shortfall Offer and will be issued in priority to the firm commitments for shortfall but at the complete discretion of the Directors. Please read the instructions carefully.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Robo 3D Limited" and lodged at any time after the issue of this Prospectus and no later than 5.00pm (WST) on the Closing Date at the Company's share registry (by post) at the address listed in Section 2.1.

If you wish to pay via BPAY® you must follow the instructions in the Entitlement and Acceptance Form. You will be deemed to have applied for Shortfall under the Shortfall Offer upon receipt of a BPAY® payment by the Company of more than your Entitlement. Eligible Shareholders who elect to pay via BPAY® do not need to return their completed Entitlement and Acceptance Form for either the Offer or Shortfall Offer. If you elect to pay via BPAY® then your payment must be made before 5.00pm (WST) on the Closing Date. Please read the instructions carefully.

It is your responsibility to ensure that your BPAY® payment is received by the share registry no later than 5.00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut off times with regards to electronic payments and you should therefore take this into consideration when making payment.

The Company will not be responsible for any postal or delivery delays or delay in the receipt of the BPAY® payment.

2.5 Enquiries concerning your entitlement

If you have any queries concerning your Entitlement, please contact Advanced Share Registry Services Ltd by telephone on +61 (0)8 9389 8033.

3. Risk Factors

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

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

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

3.1 Specific Risks Associated with the Company

(a) Commercialisation Risk

The Company is now in the process of commercialising its products, and will look to do this by commercialising and integrating its 3D printing technology into wholesale, traditional bricks and mortar retail and online channels. There is a risk that the Company will not be able to successfully commercialise its 3D products by being unable to attract sufficient sales volume via these distribution channels.

(b) Competition and new technologies

The industry in which the Company is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively, or negatively affect the operating and financial performance of the Company's business. For instance, FDM printing technology underpins the Company's printer models, however competing technologies including but not limited to SLA, DLP and SLS could overtake the advancements made by the Company's products. In that case, the Company's revenues and profitability could be adversely affected. Due to the differences in the capabilities of the different printing technologies, it may be that no single technology will become dominant in the market.

(c) Financing and funding risk

The Company's ability to effectively implement its business and operational plans in the future depends on the Company's ability to raise additional funds in the future and generate revenue from the sale of its products. The Company currently has a low amount of working capital. The Company has recently completed the Placement which raised approximately \$200,000 (before costs) and has executed a non-binding term sheet for a US\$650,000 trade finance facility. In addition, the Company has received the Firm Commitments for Shortfall in relation to the Offer. Four of the investors that have given the Firm Commitments for Shortfall have also provided \$950,000 in short term loans to provide immediate working capital to the Company (**Short Term Loans**) which will be repaid on completion of the Offer. During the period until completion of the Offer, the Company expects to spend the majority of the Short Term Loans amount provided on its working capital requirements.

There is a risk that the Offer may not be completed. There is also a risk that the parties that have given the Firm Commitments for Shortfall may default in the performance of their obligations. If either of these scenarios occur, there is a risk that the Company will be unable to repay the Short Term Loans.

The working capital position of the Company following completion of the Offer will be such that the Company will need to raise funds in the short term following completion of Offer. The

Company is also currently working on several other funding solutions. Further, the Company expects to continue receiving revenue from the sales of its products which will assist the Company with working capital management. Failure to receive revenue consistent with the Company's expectations may also cause a working capital deficiency for the Company. There can be no guarantees that the Company will remain adequately funded through revenue generation and future raisings.

Failure to obtain sufficient financing for the Company's activities, including to fulfil orders received for the Company's products to date, may result in lost business and business opportunities and the Company's ability to continue as a going concern. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders. Loan agreements and other debt financing agreements entered into by the Company may contain covenants, undertakings and other provisions which, if breached, may entitle lenders to accelerate repayment of loans and there is no assurance that the Company would be able to repay such loans in the event of an acceleration. Enforcement of any security granted by the Company or default could also result in the loss of assets.

The Company currently has in place an unsecured trade finance facility with Denlin Nominees Pty Ltd (**Denlin**) pursuant to which Denlin has loaned \$750,000 to the Company. Under the terms of the trade finance facility, Denlin has the right to elect to convert the trade finance facility into a secured term loan. The Company is currently in discussions with Denlin regards conversion of this facility to a secured facility. If the facility is converted to a secured facility, then Denlin will have security over the assets of the Company and its operations in the US and if the Company is unable to raise sufficient funds to repay Denlin, or is otherwise in breach of the facility, then Denlin may be able to exercise its security and enforce against the assets of the Company and/or its US subsidiary.

(d) Scalability of 3D printer production

3D printing is limited in its scalability, which limits its application in some industries and it is a limitation inherent to the technology. Speed of production will only come from improvements in printing materials and increases in the speed of printers.

(e) Competitive marketplace

Competition in the 3D printing desktop segment space is dominated by several large businesses, with a growing number of newer market entrants. Newer entrants seek to gain market share via crowd funding campaigns, aggressive pricing strategies and focused digital marketing strategies.

(f) Research and collaboration agreements

The Company is likely to require the use of both internal and external expertise to improve, upgrade and refine the user experience for 3D printer users. The Company will need to carefully manage the issue of background intellectual property rights and any sharing of intellectual property as a result of R&D collaborations.

(g) Specific reputational risks

The Company operates in a fast-changing environment, and negative publicity can spread quickly, whether true or false. Negative comments by disgruntled customers about the Company may have a disproportionate effect on the Company's reputation and its ability to earn revenues and profits. Additionally, complaints by such customers can lead to additional regulatory scrutiny and a consequential increase compliance burden in responding to regulatory inquiries. This could negatively impact on the Company's profitability.

(h) Reliance on key personnel

The recent development of the business of the Company has been in large part due to the talent, effort, experience and leadership of its senior management team, in particular the leadership of

the Company's senior management. Although the Company has entered into service contracts with its key employees Messrs Ryan Legudi, Braydon Moreno, Jacob Kabili and Randall Waynick there is no assurance that such contracts will not be terminated or will be renewed on the expiry of their term. If such contracts were terminated or breached, or if the relevant employees were no longer to continue in their current roles, the Company would need to employ alternative staff, and the Company's operations and business could be adversely affected.

(i) **Customer service risk**

Customers may need to engage with the Company's customer service personnel in certain circumstances. For instance, if a customer has a question about the services or products provided by the Company, or if there is a dispute between a customer and the Company. The Company needs to recruit and retain staff with interpersonal skills sufficient to respond appropriately to customer services requests. Poor customer service experiences may result in the loss of customers. If the Company loses key customer service personnel, or fails to provide adequate training and resources for customer service personnel, this could lead to adverse publicity, litigation, regulatory inquiries and/or a decrease in customers, all of which may negatively impact on the Company's revenue.

(j) **Risks associated with the regulatory environment**

The Company's operating entities are based in the USA and are subject to the laws and regulations of the USA. The Company's operations may become subject to regulatory requirements, such as licensing and reporting obligations, which would increase the costs and resources associated with its regulatory compliance. Any such increase in the costs and resources associated with regulatory compliance, could impact upon the Company's profitability. In addition, if regulators took the view that the Company had failed to comply with regulatory requirements, this could lead to enforcement action resulting in public warnings, infringement notices or the imposition of a pecuniary penalty. This could lead to significant reputational damage to the Company and a consequent impact upon its revenue.

(k) **Liquidity and dilution risk**

Upon completion of the Acquisition and re-compliance, a significant portion of the Shares on issue were subject to escrow restrictions imposed by the Listing Rules. Some investors may consider there to be an increased liquidity risk if a large portion of the issued capital of the Company is unable to be traded freely for a period of up to 24 months.

(l) **Supplier Risk**

The Company currently utilises two contract manufacturers in China for the assembly of its R1+PLUS, Robo C2 and Robo R2 3D printers, operating under a non-exclusive manufacturing agreement. If our relationship with these manufacturers were to terminate or our manufacturing arrangements were to be disrupted, our business could be adversely affected. We purchase components and other consumables that are used in our production from third-party suppliers. We currently use only a limited number of suppliers, therefore our reliance on a limited number of vendors involves a number of risks, including:

- potential shortages of some key components or consumables;
- printed material performance or quality shortfalls, if traceable to particular consumables or other components, since the supplier of the faulty consumable or component cannot readily be replaced;
- discontinuation of a consumable or other components on which we rely;
- potential insolvency of these vendors; and
- reduced control over delivery schedules, manufacturing capabilities, quality and costs.

If certain suppliers were to decide to discontinue production, or the supply to us, of a consumable or other component that we use, the unanticipated change in the availability of supplies, or unanticipated supply limitations, could cause delays in, or loss of, sales, increased production or related costs and, consequently, reduced margins, and damage to our reputation. In addition, because we use a limited number of suppliers, increases in the prices charged by our suppliers may have an adverse effect on our results of operations, as the Company may be unable to find a supplier who can supply us at a lower price. As a result, the loss of a limited source supplier could adversely affect our relationships with our customers and our results of operations and financial condition.

(m) Outsourcing Risk

The Company outsources to consultants for expert advice and contractors for research and development, marketing support, customer service support, quality control services, manufacturing, engineering and design and other services. There is no guarantee that such experts or organisations will be available as required or will meet expectations.

(n) Liability claims

The Company may be exposed to liability claims if its services are provided in fault and/or cause harm to its customers. As a result, the Company may have to expend significant financial and managerial resources to defend such claims. If a successful claim is made against the Company, it may be fined or sanctioned and its reputation and brand may be negatively impacted, which could adversely affect its business prospects, financial condition and results of operation.

(o) Insurance coverage

The Company faces various risks in connection with its business and may lack adequate insurance coverage or may not have the relevant insurance coverage. The Company maintains insurance coverage for its employees (as required by law in the USA), and general liability insurance up to US\$5,000,000. However, the Company may still incur substantial losses or liabilities if its insurance coverage is unavailable or inadequate to cover such losses or liabilities, which may adversely affect its financial position.

(p) Acquisition and integration risks

The Company may engage in acquisitions or investments that could disrupt our business, cause dilution to our shareholders and harm our financial condition and results of operations. In connection with these acquisitions or investments, the Company may:

- issue forms of equity that would dilute our existing shareholders' percentage of ownership;
- incur debt and assume liabilities; and/or
- incur amortisation expenses related to intangible assets or incur large and immediate write-offs. If we complete an acquisition or investment, we cannot assure you that it will ultimately strengthen our competitive position or that it will be viewed positively by customers, suppliers, employees, financial markets or investors. Furthermore, future acquisitions or investments could pose numerous additional risks to our operations, including:
- problems integrating the purchased business, products, services or technologies;
- challenges in achieving strategic objectives, cost savings and other anticipated benefits;
- increases to our expenses;
- the assumption of significant liabilities that exceed the limitations of any applicable indemnification provisions or the financial resources of any indemnifying party;

- inability to maintain relationships with key customers, vendors and other business partners of our current or acquired businesses;
- diversion of management's attention from their day-to-day responsibilities;
- difficulty in maintaining controls, procedures and policies during the transition and integration;
- entrance into marketplaces where we have no or limited prior experience and where competitors have stronger marketplace positions;
- potential loss of key employees; and
- historical financial information may no longer be representative or indicative of our results as a combined company.

Alternatively, while certain acquisitions or investments may be of strategic importance for the execution of our business plan, the Company may not ultimately be able to complete such acquisitions or investments on favourable terms, or at all, which may in turn materially affect our ability to grow or even cause us to lose market share, and could have a material adverse effect on our business, financial condition and results of operations.

(q) Technology Rights and Protection of Rights

Securing rights to technologies, and in particular patents, is an integral part of securing potential product value in the outcomes of technology research and development, together with the protection and maintenance of existing rights and patents. Competition in retaining and sustaining protection of technologies and the complex nature of technologies can lead to expensive and lengthy disputes for which there can be no guaranteed outcome.

The granting of a patent does not guarantee that the rights of others are not infringed or that competitors will not develop competing technologies that circumvents such patents. Because the patent position of technology companies can be highly uncertain and frequently involve complex legal and scientific evaluation, neither the breadth of claims allowed in technology patents nor their enforceability can be predicted. There can be no assurance that any patents that the Company may own or control now and in the future will afford the Company commercially significant protection of the technologies, or that any of the projects that may arise from the technologies will have commercial applications.

Although the Company is not aware of any material third party interest in relation to the rights to the Company's technologies, and has taken steps to protect and confirm its interest in these rights, there is always a risk of third parties claiming involvement in technological discoveries, and if any disputes arise, they could adversely affect the Company.

Although the Company will implement all reasonable endeavours to protect its technologies, there can be no assurance that these measures have been, or will be sufficient. Furthermore, the Company has a patent pending (i.e. an application for a patent has been made but the patent has not yet been granted). There is no guarantee that the applications for the patent will be successful, not any future applications for patents.

3.2 General Risks

(a) General economic climate

Factors such as inflation, currency fluctuation, interest rates and supply and demand have an impact on operating costs, and stock market prices. The Company's future revenues and Securities price may be affected by these factors, which are beyond the Company's control.

(b) Future Capital Needs and Additional Funding

Further funding may be required by the Company to support its ongoing activities and operations. There can be no assurance that such funding will be available on satisfactory terms

or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Company and consequently its performance.

(c) **Changes in legislation and government regulation**

Government legislation in Australia or any other relevant jurisdiction, including changes to the taxation system, may affect future earnings and relative attractiveness of investing in the Company. Changes in government policy or statutory changes may affect the Company and the attractiveness of an investment in it.

(d) **Global credit and investment market**

Global credit, commodity and investment markets have recently experienced a high degree of uncertainty and volatility. The factors which have led to this situation have been outside the control of the Company and may continue for some time resulting in continued volatility and uncertainty in world stock markets (including the ASX). This may impact the price at which the Company's Shares trade regardless of operating performance, and affect the Company's ability to raise additional equity and/or debt to achieve its objectives, if required.

(e) **Exchange rate risk**

If the Australian dollar falls in relation to the exchange rate where the product or service is sourced from, then since the Company's financial statements are prepared in Australian dollars, this may impact its performance and position.

(f) **Unforeseen risk**

There may be other risks which the Directors are unaware of at the time of issuing this Prospectus which may impact on the Company, its operation and/or the valuation and performance of the Company's Shares.

(g) **Combination of risks**

The Company may not be subject to a single risk. A combination of risks, including any of the risks outlines in this Section could affect the performance valuation, financial performance and prospects of the Company.

(h) **Unforeseen expenditure risk**

Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

(i) **Share market conditions**

The market price of the Company's Securities may be subject to varied and unpredictable influences on the market for equities

3.3 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus. Therefore, Shares issued pursuant to this prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

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

4. Effect of the Offer

4.1 Capital Structure on completion of the Offer

Assuming all Shares offered under this Prospectus are issued and no Options are exercised prior to the Record Date, the effect of the Offer on the capital structure of the Company is set out below.

	Number of Shares	Number of Options	Number of Performance Rights ⁽²⁾
Balance at the date of this Prospectus	269,362,716	17,499,720 ⁽¹⁾	13,999,720
To be issued under the Offer	33,670,339		
Adviser Securities ⁽³⁾	800,000	1,600,000 ⁽⁴⁾	
Placement Options		6,666,667 ⁽⁵⁾	
Balance on completion of the Offer	303,833,055⁽⁶⁾	25,766,387	13,999,720

Notes:

- (1) Comprises the following:
 - a. 13,999,720 unlisted Options exercisable at \$0.15 on or before 22 December 2019;
 - b. 500,000 unlisted Options exercisable at \$0.10 on or before 27 June 2021;
 - c. 500,000 unlisted Options exercisable at \$0.10 on or before 8 August 2021;
 - d. 500,000 unlisted Options exercisable at \$0.10 on or before 23 August 2021; and
 - e. 2,000,000 unlisted Options exercisable at \$0.06 on or before 27 October 2019.
- (2) Comprises the following:
 - a. 4,899,902 Performance Rights which convert into Shares on a one for one basis upon satisfaction of vesting conditions by 22 December 2020 (**Executive Performance Rights**).
 - b. 5,599,888 Performance Rights which convert into Shares on a one for one basis upon satisfaction of vesting conditions by 22 December 2020 (**Founder Performance Rights**).
 - c. 3,499,930 Performance Rights which convert into Shares on a one for one basis upon satisfaction of vesting conditions by 22 December 2020 (**Employee Performance Rights**).
- (3) To be issued to Hunter Capital as part of the corporate advisory fee for the placement completed in September 2017 which raised \$400,000 before costs. The issue of these Securities was approved by Shareholders at the general meeting of the Company held on 31 October 2017.
- (4) Adviser Options exercisable at \$0.09 on or before the date that is three years from the date of grant to be issued pursuant to the Adviser Option Offer.
- (5) Placement Options exercisable at \$0.06 on or before the date that is two years from the date of grant to be issued pursuant to the Placement Option Offer.
- (6) The Company is proposing, subject to Shareholder approval, to issue 4,000,000 Shares to Directors, Ryan Legudi and Tim Grice in payment of remuneration owing. Refer to Section 5.10(c) for further details.

4.2 Pro Forma Statement of Financial Position

	Audited 30-Jun-17	Unaudited Proforma 30-Jun-17
Current assets		
Cash at Bank	1,051,283	3,984,729
Trade and Other Receivables	248,152	248,152
Other assets	102,982	102,982
Inventory	669,337	669,337
Total current assets	2,071,754	5,005,200
Non-current assets		
Intangibles	9,074,492	9,074,492
Plant & Equipment	421,405	421,405
Other	-	-
Total Non-current assets	9,495,897	9,495,897
Total Assets	11,567,651	14,501,097
Current Liabilities		
Trade and other payables	2,074,806	1,834,806
Deferred Revenue	403,244	403,244
Provisions	49,608	49,608
Borrowings	257,174	1,207,174
Total Current Liabilities	2,784,832	3,494,832
Non-current Liabilities		
Provisions	11,109	11,109
Total Non-current Liabilities	11,109	11,109
Total liabilities	2,795,941	3,505,941
Net assets	8,771,710	10,995,156
Equity		
Issued Capital	17,355,636	19,849,209
Share Based Payments Reserve	1,219,082	1,348,656
Retained Earnings	(9,803,008)	(10,202,709)
Net equity	8,771,710	10,995,156

Basis of Preparation

The above pro-forma statement of financial position has been prepared in accordance with the ASIC Regulatory Guide to Disclosing Pro-Forma Financial Information.

The pro forma statement of financial position as at 30 June 2017 is based on the Annual Financial Report and have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business. The Annual Financial Report contained a note which describes the events and/or conditions which give rise to the existence of a material uncertainty that may cast significant doubt about the consolidated entity's ability to continue as a going concern and

therefore the consolidated entity may be unable to realise its assets and discharge its liabilities in the normal course of business.

The statements of financial position as at 30 June 2017 have been prepared to provide Shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

The pro forma statement of financial position is based on the audit reviewed statement of financial position as at 30 June 2017 and has then been adjusted to reflect the following material transactions:

Pro-forma Adjustments

1. Issue of 4,409,583 Placement Shares on 27 October 2017 at \$0.045 each to raise \$198,431 less costs of the Placement of \$6,250.
2. Issue of 6,666,667 Shares pursuant to a placement on 15 September 2017 at \$0.06 each to raise \$400,000 less costs of the September Placement of \$32,500, with \$24,000 to be paid through the issue of fully paid ordinary shares.
3. Issue of 6,666,667 Placement Options as free attaching options on the basis of one Placement Option for every one Share subscribed for under the September Placement. Shareholders approved the issue of these Placement Options at the general meeting of the Company held on 31 October 2017 and the Placement Options will be issued pursuant to the Placement Option Offer.
4. Issue of 4,000,000 Shares on 27 October 2017 for nil cash consideration (deemed issue price of \$0.055) as part of the remuneration package of the Company's Vice President of Sales and Chief Operating Officer, Randy Warwick.
5. Issue of 2,000,000 Shares on 27 October 2017 at a deemed issue price of \$0.055 to Dr Alexander Nawrocki in relation to a legal settlement, as announced to ASX on 14 September 2017, amounting to \$110,000.
6. Issue of 2,000,000 unlisted options on 27 October 2017 to L1 Capital Global Opportunities Master Fund as an acknowledgment of the termination of the convertible note agreement between the Company and L1 Capital (as announced on the ASX on 11 October 2017) with an exercise price of \$0.06 (6 cents) per option and expiring 2 years from the date of issue. A Black-Scholes valuation has been carried out and an expense amounting to \$69,701.
7. Issue of:
 - a. 800,000 Shares; and
 - b. 1,600,000 Adviser Options. A Black-Scholes valuation has been carried out and an expense amounting to \$59,873,

to Hunter Capital as part of the corporate advisory fee for the September Placement. Shareholders approved the issue of these Securities at the general meeting of the Company held on 31 October 2017 and the Adviser Options will be issued pursuant to the Adviser Option Offer.

8. The offer of 33,670,339 Shares pursuant to the Offer at \$0.045 each to raise \$1,515,165 less costs of the Offer of \$115,400.
9. Provision of Short Term Loans of \$950,000 to be repaid from the funds raised pursuant to the Offer.
10. The proposed issue of 2,500,000 fully paid ordinary shares to Mr Ryan Legudi in payment for \$150,000 of remuneration owing.
11. The proposed issue of 1,500,000 fully paid ordinary shares to Mr Tim Grice in payment for \$90,000 of remuneration owing.

4.3 Market price of Shares

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

Highest: \$0.072 per Share on 21 August 2017.

Lowest: \$0.045 per Share on 3 October 2017.

The last available market sale price of Shares on ASX prior to the date of this Prospectus was \$0.051 per Share on 2 November 2017.

4.4 Dividend policy

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

5. Additional information

5.1 Rights attaching to Shares

A summary of the rights attaching to Shares in the Company is set out below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

The Shares to be issued under this Prospectus will rank equally with the existing Shares.

(a) Voting

At a general meeting, on a show of hands every Shareholder present in person has one vote. At the taking of a poll, every Shareholder present in person or by proxy and whose Shares are fully paid has one vote for each of his or her Shares. On a poll, the holder of a partly paid share has a fraction of a vote with respect to the Share. The fraction is equivalent to the proportion which the amount paid (not credited) bears to the total amount paid and payable (excluding amounts credited).

(b) General Meetings

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

(c) Dividends

The Directors may pay to Shareholders any interim and final dividends as, in the Directors' judgement, the financial position of the Company justifies. The Directors may fix the amount, the record date for determining eligibility and the method of payment. All dividends must be paid to the Shareholders in proportion to the number of, and the amount paid on (no credited), the Shares held.

(d) Transfer of Shares

Generally, all Shares in the Company are freely transferable subject to the procedural requirements of the Constitution, and to the provisions of the Corporations Act, the Listing Rules and the ASX Operating Rules. The Directors may decline to register an instrument of transfer received where the transfer is not in registrable form or where refusal is permitted under the Listing Rules or the ASX Operating Rules. If the Directors decline to register a transfer the Company must give reasons for the refusal. The Directors must decline to register a transfer when required by the Corporations Act, the Listing Rules or the ASX Operating Rules.

(e) Variation of Rights

The Company may only modify or vary the rights attaching to any class of shares with the prior approval by a special resolution of the shareholders of the shares of that class, or with the written consent of the holders of at least three-quarters of the issued shares of that class.

(f) Directors

The minimum number of Directors is three. Currently, there are four Directors. Directors, other than the managing Director, must retire on a rotational basis so that

one-third of Directors must retire at each annual general meeting. No Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment. The Directors may appoint a director either in addition to existing Directors or to fill a casual vacancy, who then holds office until the next general meeting.

(g) Decisions of Directors

Questions arising at a meeting of Directors are decided by a majority of votes. The Chairman has a casting vote.

(h) Issue of Further Shares

Subject to the Constitution, the Corporations Act and the Listing Rules, the Directors may issue, or grant options in respect of, Shares to such persons on such terms as they think fit. In particular, the Directors may issue preference shares, including redeemable preference shares, and may issue shares with preferred, deferred or special rights or restrictions in relation to dividends, voting, return of capital and participation in surplus on winding up.

(i) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least 75% of Shareholders present and voting at a general meeting. At least 28 days' notice of the intention to propose the special resolution must be given.

(j) ASX Listing Rules Prevail

To the extent that there are any inconsistencies between the Constitution and the Listing Rules, the Listing Rules prevail.

5.2 Terms and Conditions of Adviser Options

(a) Each Adviser Option entitles the holder to subscribe for one Share upon exercise of the Adviser Option.

(b) The Adviser Options have an exercise price of \$0.09 (**Exercise Price**) and an expiry date three (3) years from the date of grant (**Expiry Date**).

(c) The Adviser Options are exercisable at any time on or prior to the Expiry Date.

(d) The Adviser Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Adviser Option being exercised. Any Notice of Exercise of an Adviser Option received by the Company will be deemed to be a notice of the exercise of that Adviser Option as at the date of receipt.

(e) Shares issued on exercise of the Adviser Options will rank equally with the then shares of the Company.

(f) Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Adviser Options.

(g) After an Adviser Option is validly exercised, the Company must, within, 15 Business Days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the Adviser Option:

(i) issue the Share; and

(ii) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

(h) There are no participation rights or entitlements inherent in the Adviser Options and holders will not be entitled to participate in new issues of capital offered to

Shareholders during the currency of the Adviser Options. However, the Company will give holders of the Adviser Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

(i) If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(i) the number of Shares which must be issued on the exercise of an Adviser Option will be increased by the number of Shares which the Adviser Optionholder would have received if the Adviser Optionholder had exercised the Adviser Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(j) If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Adviser Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

O = the old Exercise Price of the Adviser Option.

E = the number of underlying Shares into which one Adviser Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

(k) If there is any reconstruction of the issued share capital of the Company, the rights of the Adviser Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(l) The Company will not apply to ASX for quotation of the Adviser Options.

(m) The Adviser Options are transferable.

(n) Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Adviser Options with the appropriate remittance should be lodged at the Company's share registry.

5.3 Terms and Conditions of Placement Options

- (a) Each Placement Option entitles the holder to subscribe for one Share upon exercise of the Placement Option.
- (b) The Placement Options have an exercise price of \$0.06 (**Exercise Price**) and an expiry date two (2) years from the date of grant (**Expiry Date**).
- (c) The Placement Options are exercisable at any time on or prior to the Expiry Date.
- (d) The Placement Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Placement Option being exercised. Any Notice of Exercise of an Placement Option received by the Company will be deemed to be a notice of the exercise of that Placement Option as at the date of receipt.
- (e) Shares issued on exercise of the Placement Options will rank equally with the then shares of the Company.
- (f) Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Placement Options.
- (g) After an Placement Option is validly exercised, the Company must, within, 15 Business Days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the Placement Option:
 - (i) issue the Share; and
 - (ii) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.
- (h) There are no participation rights or entitlements inherent in the Placement Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options. However, the Company will give holders of the Placement Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.
- (i) If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Placement Option will be increased by the number of Shares which the Placement Optionholder would have received if the Placement Optionholder had exercised the Placement Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (j) If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Placement Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

O = the old Exercise Price of the Placement Option.

- E = the number of underlying Shares into which one Placement Option is exercisable.
 - P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex-entitlements date.
 - S = the subscription price of a Share under the pro rata issue.
 - D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
 - N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.
- (k) If there is any reconstruction of the issued share capital of the Company, the rights of the Placement Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.
 - (l) The Company will not apply to ASX for quotation of the Placement Options.
 - (m) The Placement Options are transferable.
 - (n) Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Placement Options with the appropriate remittance should be lodged at the Company's share registry.

5.4 Firm Commitment Agreements

The Company has entered into an agreement with each of the Firm Commitment Investors (**Firm Commitment Agreements**) in relation to the Firm Commitments for Shortfall.

Pursuant to the Firm Commitment Agreements, the Firm Commitment Investors have agreed to subscribe for in aggregate up to 33,333,333 of the Shortfall Shares each at an issue price of \$0.045 (being the same issue price as Shares offered under the Offer and the Shortfall Offer). The actual number of Shortfall Shares which the Firm Commitment Investors are obliged to subscribe for will be reduced by the number of Shortfall Shares for which the Company has received valid Acceptances for under the Shortfall Offer.

The Firm Commitments for Shortfall will also be reduced to the extent the Firm Commitment Investors take up their Entitlements under the Offer. The Firm Commitment Investors will be paid a capital raising fee equal to 5% of the value of the Firm Commitments for Shortfall.

The obligation of the Firm Commitment Investors to subscribe for Shares pursuant to the Firm Commitments for Shortfall Shares is not subject to any events of termination.

The Firm Commitment Agreements also contain a number of representations and warranties from the Firm Commitment Investors to the Company that are considered standard for a firm commitment agreement.

5.5 Option Offer

In addition to the Offer, the Company is making offers pursuant to this Prospectus of up to:

- (a) 1,600,000 Adviser Options for nil cash consideration as part of the corporate advisory fee payable to Hunter Capital for the September Placement (**Adviser Option Offer**); and
- (b) 6,666,667 Placement Options for nil cash consideration, on the basis of one Placement Option for every one Share subscribed for under the September Placement (**Placement Option Offer**).

The Adviser Option Offer is made only to Hunter Capital. A personalised application form in relation to the Adviser Option Offer will be issued to Hunter Capital together with a copy of this Prospectus

The Placement Option Offer is made only to the persons who participated in the September Placement. A personalised application form in relation to the Placement Option Offer will be issued to each person eligible to participate in the Placement Option Offer together with a copy of this Prospectus. The number of Placement Options to be offered to each Placement Option Offer participant will be outlined in the personalised application form provided by the Company.

There is no application price for the grant of the Adviser Options or the Placement Options.

Refer to Section 5.2 for the terms and conditions of the Adviser Options and Section 5.3 for the terms and conditions of the Placement Options.

Please note that this Prospectus does not take into account your individual objectives, financial and tax situations, or particular needs. Before making a decision whether or not to accept the Adviser Option Offer or Placement Option Offer, it is strongly recommended that you obtain independent professional advice from your financial, tax or other professional advisers.

In order to apply for the grant of Options under the Adviser Option Offer or Placement Option Offer, you must complete and return the relevant application form provided by the Company to Hunter Capital and the Placement Option Offer participants with this Prospectus to:

Company Secretary
Level 4, 100 Albert Road
Melbourne VIC 3205
Australia

by no later than 5.00pm (Australian Eastern Daylight Time) on the Closing Date. If you do not return your application form by this time and date, then the offer to you will lapse.

Please note that the Company will determine, in its sole discretion, all questions as to the form of documents, eligibility to apply for Adviser Options and Placement Options and the time of receipt of an application form. The Company is not required to communicate with you before or after making such a determination.

5.6 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit review or report.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 5.7 below).

5.7 Copies of documents

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

- (a) the Annual Financial Report of the Company for the financial year ended 30 June 2017, being the last financial year for which an annual financial report has been lodged with ASIC in relation to the Company before the issue of this Prospectus; and
- (b) the following continuous disclosure notices given by the Company to notify the ASX of information relating to the Company during the period from the date of lodgement of the Annual Financial Report referred to in paragraph (a) and before the date of issue of this Prospectus are as follows:

Date Lodged	Subject of Announcement
3/11/2017	Firm commitments of \$1.5M for Entitlement Issue Shortfall
31/10/2017	Operational Update & September 2017 Appendix 4C
31/10/2017	Notice of Annual General Meeting/Proxy Form
31/10/2017	Results of Meeting
27/10/2017	Appendix 3B
27/10/2017	Prospectus
24/10/2017	TechKnowInvest Conference Presentation – October 2017
23/10/2017	Robo Signs Major Distributor for Australia
17/10/2017	Capital Raising and Sales Update
13/10/2017	Trading Halt

The following documents are available for inspection throughout the application period of this Prospectus during normal business hours at the registered office of the Company at Level 4, 100 Albert Road, South Melbourne VIC 3205, Australia:

- (i) this Prospectus;
- (ii) Constitution; and
- (iii) the consents referred to in Section 5.13 and the consents provided by the Directors to the issue of this Prospectus.

5.8 Information excluded from continuous disclosure notices

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

5.9 Determination by ASIC

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

5.10 Directors' interests

(a) Interests

Except as disclosed in this Prospectus, no Director, and no firm in which a Director has an interest:

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

(b) Directors' Holdings

Set out in the table below are details of the Directors' relevant interests in the Shares, Options and Performance Rights of the Company and their Entitlements at the date of this Prospectus:

Director	No. of Shares Held	No. of Options Held	No. of Performance Rights Held
Braydon Moreno	18,030,462 ⁽¹⁾	Nil	2,799,944 ⁽⁵⁾
Ryan Legudi	10,585,891 ⁽²⁾⁽⁸⁾	Nil	2,449,951 ⁽⁶⁾
Tim Grice	7,699,846 ⁽³⁾⁽⁹⁾	Nil	2,449,951 ⁽⁷⁾
Patrick Glovac	3,877,907 ⁽⁴⁾	Nil	Nil

Notes:

- (1) Braydon Moreno was one of the vendors who sold their interest in Robo 3D Inc to the Company in December 2016. Mr Moreno received 18,030,462 Shares as consideration for this sale.
- (2) Ryan Legudi was one of the vendors who sold their interest in Robo 3D Inc to the Company in December 2016. Mr Legudi received 10,528,360 Shares as consideration for this sale.
- (3) Tim Grice was one of the vendors who sold their interest in Robo 3D Inc to the Company in December 2016. Mr Grice received 7,699,846 Shares as consideration for this sale.
- (4) Patrick Glovac was one of the vendors who sold their interest in Robo 3D Inc to the Company in December 2016. Mr Glovac received 3,877,907 Shares as consideration for this sale.
- (5) Comprises 1,049,979 Tranche 1 Founder Performance Rights and 1,749,965 Tranche 2 Founder Performance Rights.
- (6) Comprises 874,983 Tranche 1 Executive Performance Rights, 874,983 Tranche 2 Executive Performance Rights, 262,494 Tranche 3 Executive Performance Rights and 437,491 Tranche 4 Executive Performance Rights.
- (7) Comprises 874,983 Tranche 1 Executive Performance Rights, 874,983 Tranche 2 Executive Performance Rights, 262,494 Tranche 3 Executive Performance Rights and 437,491 Tranche 4 Executive Performance Rights.

- (8) It is proposed subject to Shareholder approval, that Ryan Legudi will be issued 2,500,000 Shares in payment of \$150,000 of remuneration owing to Ryan Legudi. Refer to Section 5.10(c) for further details.
- (9) It is proposed subject to Shareholder approval, that Tim Grice will be issued 1,515,165 Shares in payment of \$90,000 of remuneration owing to Tim Grice. Refer to Section 5.10(c) for further details.

Patrick Glovac has advised the Company that he intends to take up his Entitlements under the Offer. The other Directors have advised that they do not intend to take up their Entitlements under the Offer although it is noted that, subject to Shareholder approval, Ryan Legudi and Tim Grice will receive Shares in payment of remuneration owed at a deemed issue price of \$0.06 per Share which is a higher price than the issue price under the Offer (refer to Section 5.10(c) for further details).

(c) **Remuneration of Directors**

In accordance with the Constitution, the Shareholders have approved an aggregate amount of up to \$100,000 per annum to be paid as non-executive Directors' fees.

It is currently resolved that each non-executive Director is entitled to receive fees of \$54,000 per annum (inclusive of superannuation). Payments of Director's fees will be in addition to any payments to Directors in any employment or consultancy capacity.

Mr Ryan Legudi currently receives an annual salary of \$225,000 (exclusive of superannuation) for his role as Managing Director of the Company. Mr Legudi is owed and entitled to receive remuneration of \$242,000. As noted above, the Company is proposing, subject to Shareholder approval, to issue 2,500,000 Shares (at a deemed issue price of \$0.06) to Mr Legudi in payment of \$150,000 of remuneration owed.

Mr Tim Grice currently receives an annual salary of \$150,000 (exclusive of superannuation) for his role as Director of Corporate Development of the Company. Mr Grice is owed and entitled to receive remuneration of \$125,500. As noted above, the Company is proposing, subject to Shareholder approval, to issue 1,515,165 Shares (at a deemed issue price of \$0.06) to Mr Grice in payment of \$90,000 of remuneration owed.

Mr Braydon Moreno currently receives an annual salary of USD\$150,000 (plus bonuses) for his role as Director of Marketing of the Company. For the purposes of the below listed remuneration table his salary has been converted to AUD\$ at the average FX rate from 1 January 2017 to 30 September 2017.

All of the current Directors were appointed to the Board of the Company on 16 December 2016. The Directors have received, or are entitled to receive, the following remuneration for the period from their appointment until the date of this Prospectus.

Director	Salary & Fees \$	Superannuation \$	Share Based Payments \$	Total
Braydon Moreno	257,912	1,611	67,296	326,819
Ryan Legudi	194,153	18,445	52,290	264,888
Tim Grice	129,435	12,296	52,290	194,021
Patrick Glovac	67,500	-	-	67,500

5.11 Interests of Named Persons

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

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

GTP Legal will be paid fees of approximately \$11,000 (plus GST) in relation to the preparation of this Prospectus and related matters regarding the capital raising. In the past two years, GTP Legal has been paid or is entitled to be paid approximately \$78,200 (excluding GST) for the provision of legal services to the Company.

5.12 Expenses of the Offer

The estimated expenses of the Offer are as follows:

Expenses	\$
ASIC lodgement fee	2,400
ASX quotation fee	7,000
Legal expenses	11,000
Share registry expenses	20,000
Brokerage	75,000
Total	115,400

5.13 Consents

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

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

Advanced Share Registry Services Ltd has given and, as at the date hereof, has not withdrawn, its written consent to be named as share registry in the form and context in which it is named. Advanced Share Registry Services Ltd has had no involvement in the preparation of any part of this Prospectus other than being named as share registrar of the Company. Advanced Share Registry Services Ltd has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Prospectus.

6. Authorisation

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

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



Timothy Grice
Director

Dated: 3 November 2017

7. Glossary of Terms

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

\$ means Australian dollars.

Acceptance means a valid application for Shares made pursuant to this Prospectus on an Entitlement and Acceptance Form.

Adviser Option means an option exercisable at \$0.09 on or before the date that is three years from the date of grant and otherwise with the terms and conditions in Section 5.2.

Adviser Option Offer has the meaning in Section 5.5(a).

Annual Financial Report means the financial report lodged by the Company with ASIC in respect to the financial year ended 30 June 2017 and includes the corporate directory, Shareholder information, Directors' declaration, financial statements and the notes thereto, of the Company and its controlled entities for the period ended 30 June 2017, together with a Directors' report in relation to that financial year and the auditor's report.

Applicant means a person who submits an Entitlement and Acceptance Form or Shortfall Application Form.

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

ASIC means Australian Shares and Investments Commission.

ASTC means ASX Settlement Pty Ltd ACN 008 504 532.

ASX means ASX Limited ACN 008 624 691.

Board means the Directors meeting as a board.

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

CHESS means ASX Clearing House Electronic Subregister System.

Closing Date means the date identified as such in the proposed timetable or such later date as the Directors may determine.

Company means Robo 3D Limited ACN 009 256 535.

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

Corporations Act means the *Corporations Act 2001* (Cth).

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

Eligible Shareholder means a person registered as the holder of Shares on the Record Date whose registered address is in Australia or New Zealand.

Entitlement means an Eligible Shareholder's entitlement to Shares under the Offer as determined on the Record Date.

Entitlement and Acceptance Form or **Form** means the entitlement and acceptance form attached to this Prospectus that sets out the entitlement of Shareholders to subscribe for Shares pursuant to the Offer.

Firm Commitment Agreements has the meaning in Section 5.4.

Firm Commitments for Shortfall has the meaning in Section 1.6.

Firm Commitment Investor has the meaning in Section 5.4.

Hunter Capital means Hunter Capital Advisors Pty Ltd ACN 603 930 418.

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

Listing Rules means the Listing Rules of the ASX.

Offer has the meaning in Section 1.1.

Official List means the official list of ASX.

Official Quotation means quotation of Shares on the Official List.

Option means an option to acquire a Share.

Performance Right means performance rights which convert on a one for one basis to Shares upon achievement of certain performance milestones prior to the relevant expiry date.

Placement has the meaning in Section 1.3.

Placement Option means an option exercisable at \$0.06 on or before the date that is two years from the date of grant and otherwise with the terms and conditions in Section 5.3.

Placement Option Offer has the meaning in Section 5.5(b).

Prospectus means this prospectus dated 3 November 2017.

Record Date means the date specified as such in the proposed timetable.

Section means a section of this Prospectus.

Security means a Share, an Option or a Performance Right.

September Placement the placement completed on 15 September 2017 of 6,666,667 Shares at an issue price of \$0.06 per Share to raise \$400,000 (before costs).

Shareholder means a holder of Shares.

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

Shortfall Application Form means the personalised application form enclosed with this Prospectus to subscribe for Shortfall Shares.

Shortfall Offer means as defined in Section 1.7.

Shortfall Shares means that number of the Shares that have not validly been applied for under the Offer by the Closing Date.

Short Term Loans has the meaning in Section 3.1(c).

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