



Ardent Resources Ltd

ARDENT RESOURCES LTD
(TO BE RENAMED "IOT GROUP LIMITED")

ACN 140 475 921

NOTICE OF GENERAL MEETING

TIME: 11:00 am

DATE: Friday 15 January 2016

PLACE: Level 3, 32 Walker Street, North Sydney

Ardent Resources Ltd (ACN 140 475 921)

Notice of General Meeting

Notice is given that a General Meeting of Shareholders of Ardent Resources Ltd (**Ardent** or the **Company**) will be held at Level 3, 32 Walker Street, North Sydney, on Friday 15 January 2016 at 11:00 am AEDST (**Meeting**).

Each of the resolutions proposed to be put to shareholders at the Meeting are set out in this Notice of General Meeting (**Notice**) and further details regarding those resolutions are set out in the Explanatory Memorandum accompanying this Notice. The details of the Resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice. Terms used and defined in the Explanatory Memorandum have the same meanings when used in this Notice.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

BUSINESS OF THE MEETING

AGENDA

RESOLUTION 1 – RATIFICATION OF PRIOR SHARE ISSUE – ASX LISTING RULE 7.1

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,664,666 Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by:

- (a) person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 2 – RATIFICATION OF PRIOR SHARE ISSUE – ASX LISTING RULE 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,835,334 Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by:

- (a) person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.



RESOLUTION 3: CONSOLIDATION OF CAPITAL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Section 254H of the Corporations Act 2001 (Cth) and for all other purposes, the issued capital of the Company be consolidated on the basis that every two (2) Shares be consolidated into one (1) Share, with any resulting fractions of a Share rounded up to the next whole number of Shares, on the terms set out in the Explanatory Memorandum.”

RESOLUTION 4: APPROVAL FOR CHANGE TO SCALE AND NATURE OF ACTIVITIES

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional upon each of the other Transaction Resolutions being passed, for the purposes of Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change in the scale and nature of its activities as described in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person and any associates of those persons who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if it is cast by:

- (a) person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 5 – APPROVAL FOR ISSUE OF CONSIDERATION SHARES TO IOT VENDORS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional upon each of the other Transaction Resolutions being passed, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 256,646,589 Consideration Shares (issued on a post-Consolidation basis) to the IOT Vendors (other than to Tanvinh Resources Pty Ltd) at Completion, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this resolution by a party to the transaction or person who is to receive the securities or any or their associates. However, the Company need not disregard a vote if it is cast by:

- (a) person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 6: APPROVAL FOR ISSUE OF SHARES TO DIRECTOR RELATED IOT VENDOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional upon each of the other Transaction Resolutions being passed, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 1,254,375 Consideration Shares (issued on a post-Consolidation basis) to Tanvinh Resources Pty Ltd, an entity associated with Mr Dang Lan Nguyen, a Director of the Company, at Completion, as described in the Explanatory Memorandum”.

Voting Exclusion: The Company will disregard any votes cast on this resolution by a party to the transaction or person who is to receive the securities or any of their associates. However, the Company need not disregard a vote if it is cast by:

- (a) person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 7 – APPROVAL FOR ISSUE OF REPLACEMENT OPTIONS TO IOT OPTIONHOLDERS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional upon each of the other Transaction Resolutions being passed, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 60,210,342 Replacement Options (issued on a post-Consolidation basis) at Completion, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this resolution by a party to the transaction or person who is to receive the securities or any of their associates. However, the Company need not disregard a vote if it is cast by:

- (a) person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTIONS 8(a) and 8(b) – APPROVAL FOR ISSUE OF EARN OUT SHARES TO IOT VENDORS

To consider and, if thought fit, to pass with or without amendment, the following Resolution as an **ordinary resolution**:

“That, subject to and conditional upon each of the other Transaction Resolutions being passed, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue:

- (a) up to 136,066,667 Earnout Shares (issued on a post-Consolidation basis) to the IOT Vendors (other than Related Party IOT Vendors); and*
 - (b) up to 56,729,433 Earnout Shares (issued on a post-Consolidation basis) to IOT Vendors whose shareholdings include Non-Investor IOT Shares (other than Related Party IOT Vendors),*
- all on the terms and conditions set out in the Explanatory Memorandum.”*

Voting Exclusion: The Company will disregard any votes cast on this resolution by a party to the transaction or person who is to receive the securities or any of their associates. However, the Company need not disregard a vote if it is cast by:

- (a) person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 9(a), 9(b), 9(c) and 9(d) – ISSUE OF EARNOUT SHARES TO RELATED PARTY IOT VENDORS

To consider and, if thought fit, to pass, with or without amendment, each of the following Resolutions as **ordinary resolutions**:

“That, subject to and conditional upon each of the other Transaction Resolutions being passed, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue:

- (a) up to 633,333 Earnout Shares (issued on a post-Consolidation basis) to Tanvinh Resources Pty Ltd, an entity associated with Mr Dang Lan Nguyen, a Director of the Company;*
- (b) up to 21,047,127 Earnout Shares (issued on a post-Consolidation basis) to Kantor Enterprises Pty Ltd, an entity associated with Mr Simon Kantor, a Proposed Director of the Company;*
- (c) up to 4,718,420 Earnout Shares (issued on a post-Consolidation basis) to Group ID Pty. Ltd. (as trustee for The Ian Duffell Family Trust), an entity associated with Mr Ian Duffell, a Proposed Director of the Company;*
- (d) up to 16,713,580 Earnout Shares (issued on a post-Consolidation basis) to Tallis Custody Pty Limited (as trustee for the Tallis Family Trust), an entity associated with Mr Richard Woods, a Proposed Director of the Company,*

all on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this resolution by a party to the transaction or person who is to receive the securities or any or their associates. However, the Company need not disregard a vote if it is cast by:

- (a) person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 10 – ISSUE OF SHARES UNDER THE PLACEMENT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional upon each of the other Transaction Resolutions being passed, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 156,250,000 Placement Shares (issued on a post-Consolidation basis) at an issue price of \$0.032 per Share under the Placement (as part of the Capital Raising) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by:

- (a) person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 11 – ISSUE OF SHARES UNDER THE PUBLIC OFFER

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to and conditional upon each of the other Transaction Resolutions being passed, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 31,250,000 Shares (issued on a post-Consolidation basis) at an issue price of \$0.032 per Share under the Prospectus (as part of the Capital Raising) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by:

- (a) person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 12 – CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*“That, subject to and conditional upon each of the Transaction Resolutions being passed for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to **“IoT Group Limited”** with effect from the date that ASIC alters the Company’s registration following Completion.”*

This Resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, attorney or representative, by members who are entitled to vote on the Resolution, are voted in favour.

By order of the Board

Scott Brown

Chairman

11 December 2015

Notes

The Explanatory Memorandum accompanying and forming part of this Notice of General Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice of General Meeting.

Voting Entitlements

The Directors have determined that the shareholding of each Shareholder for the purposes of ascertaining the voting entitlements for the General Meeting will be taken to be held by the persons who are registered holders at 11:00 am (AEDST) on 13 January 2016. Accordingly, transfers registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the General Meeting.

Proxies

1. A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Shareholders can appoint a body corporate as well as an individual as their proxy. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at general meetings of the Company or in the capacity of the Shareholder’s proxy at general meetings of the Company. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a resolution.
2. A Shareholder who appoints two proxies must state on the Proxy Form what proportion or number of the Shareholder’s votes each proxy is being appointed to exercise.



3. A proxy need not be a Shareholder of the Company.
4. Either the original or facsimile of the Proxy Form(s) and any Power of Attorney or authority under which they are signed must be received at least 48 hours prior to the General Meeting (i.e. no later than 11:00am AEDST on 13 January 2016). Any Proxy Form received after this deadline will be invalid.

The Proxy Form must be received by the Company at Level 3, 32 Walker Street North Sydney NSW 2060 or by facsimile on +61 2 9954 6408.

5. A Proxy Form accompanies this Notice of Meeting.
6. Additional Proxy Forms will be supplied by the Company on request.
7. If a corporate representative is to attend the General Meeting on behalf of a corporation, a formal Notice of Appointment must be brought to the General Meeting.
8. In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 11:00am (AEDST) on 13 January 2016. Accordingly, transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the General Meeting.



EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 3, 32 Walker Street, North Sydney, New South Wales on 15 January 2016 at 11:00am (AEDST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

Personalised Proxy Forms have been sent out with this Notice.

2. RESOLUTIONS 1 AND 2: RATIFICATION OF PRIOR ISSUE OF SHARES

2.1 Background

On 3 August 2015, the Company completed a placement of Shares at an issue price of \$0.01 per Share raising \$235,000 (before costs).

These Shares were issued pursuant to the Company’s combined placement capacity under ASX Listing Rules 7.1 and 7.1A. Resolutions 1 and 2 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares. Resolutions 1 and 2 are ordinary resolutions.

The Directors recommend that Shareholders vote in favour of Resolutions 1 and 2, and intend to vote all the Company’s Shares controlled by them in favour of Resolutions 1 and 2.

2.2 Resolution 1

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 20,664,666 Shares issued without Shareholder approval pursuant to the Company’s placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the issue the subject of Resolution 1, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

2.3 Resolution 2

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 2,835,334 Shares issued with Shareholder approval pursuant to the Company's placement capacity under ASX Listing Rule 7.1A which was approved by Shareholders at the Company's Annual General Meeting held on 29 May 2015.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1A those securities will from that date be included in variable "A" in the formula in ASX Listing Rules 7.1 and 7.1A.2 for the purpose of calculating the annual placement capacity of the Company under both ASX Listing Rules 7.1 and 7.1A.

By ratifying the issue the subject of Resolution 2, the Company will retain the flexibility to issue equity securities in the future up to the 10% annual placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

2.4 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

- (a) 23,500,000 Shares were issued on the following basis:
 - (i) 20,664,666 Shares issued pursuant to ASX Listing Rule 7.1; and
 - (ii) 2,835,334 Shares issued pursuant to ASX Listing Rule 7.1A.
- (b) The issue price for all Shares was \$0.01 per Share.
- (c) The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) The Shares were issued to sophisticated and professional investors (including sophisticated and professional investor clients of the Lead Manager, PAC Partners Pty Ltd). None of these subscribers are related parties of the Company.
- (e) The funds raised from the placement (after costs of the raising) have been used to provide general working capital and to facilitate the assessment of investment opportunities.
- (f) A voting exclusion statement is included in the Notice.

3. RESOLUTION 3: SHARE CONSOLIDATION

3.1 Background

Resolution 3 seeks approval from the Company's Shareholders to consolidate the number of ordinary fully paid shares on issue on a 2 for 1 basis (**Consolidation**).

The purpose of the Consolidation is to implement a more appropriate capital structure for the Company going forward and to seek to comply with relevant Listing Rules when the Company seeks to obtain re-quotations of its ordinary shares on ASX, should Shareholder approval be obtained for the Transaction Resolutions.

The Directors intend to implement the Consolidation prior to completion of the Acquisition and prior to the proposed issues of securities pursuant to the Transaction Resolutions, but the Consolidation will only occur if resolutions necessary for the Transaction are passed (namely Resolutions 4-11).

The Directors recommend that Shareholders vote in favour of Resolution 3 and intend to vote all the Company's Shares controlled by them in favour of Resolution 3.

3.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

3.3 Fractional Entitlements and Taxation

Not all Shareholders will hold that number of ordinary fully paid shares which can be evenly divided by 2. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole security.

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and the Company, the existing Directors and the Proposed Directors and their advisers do not accept any responsibility for the individual taxation implications arising from the Consolidation or the other Transaction Resolutions.

3.4 Holding Statements

From the date of the Consolidation all holding statements for previously quoted securities will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post-Consolidation basis. After the Consolidation becomes effective, the Company will arrange for new holding statements to be issued to holders of those Shares. It is the responsibility of each Shareholder to check the number of Shares held prior to disposal.

3.5 Effect on capital structure

The Company currently has 161,264,438 ordinary (pre-Consolidation) shares on issue. Following completion of the Consolidation the Company will have approximately 80,632,219 ordinary fully paid shares on issue. Shareholders should refer to the table in section 4.8 of this Explanatory Memorandum for details of the effect of the Transaction Resolutions on the post-Consolidation capital structure of the Company.

3.6 Timetable

If Resolution 3 and all the other resolutions necessary for the Transaction are passed, the Consolidation of capital is proposed to take effect pursuant to the timetable below:

Event	Date
Company announces to ASX that Shareholders have approved the Consolidation.	Day 0 15 January 2016
Last day for Company to register transfers of securities on a pre-Consolidated basis.	Day 4 20 January 2016
First day for the Company to send notice to each securityholder. First day for the Company to register securities on a post-Consolidated basis and the first day for issuing holding statements.	Day 5 21 January 2016
Despatch date.	Day 9

Last day to for securities to be entered into the holders' security and new holding statements to be issued.	29 January 2015
Last day for sending notice to each securityholder.	

Note: The above dates are indicative only. Subject to the Corporations Act, the ASX Listing Rules and other applicable laws, the Company reserves the right to vary any of the above dates and times without notice.

4. SUMMARY OF THE PROPOSED ACQUISITION OF IOT

4.1 General background

The Company was incorporated on 10 November 2009 and was admitted to the Official List of the ASX on 25 January 2011. The Company currently has one gold exploration project, namely the Croydon Goldfield in Queensland (EPM 18448). Since this project is in the exploration stage, it is unlikely to produce any income in the immediate or near future. Consequently, Ardent has been evaluating potential new opportunities in various sectors that could provide a growth platform for the Company in the short to medium term.

On 22 September 2015, the Company announced that it had entered into a binding Terms Sheet (**Terms Sheet**) with OK IOT Group Pty. Ltd. (**IOT**) under which the Company conditionally agreed to acquire 100% of the issued capital of IOT from the shareholders of IOT (**IOT Vendors**) (**Acquisition**). IOT and its wholly owned subsidiaries, Intervision Direct Pty Ltd and The Supply Centre Pty Ltd (together, **IOT Group**), develop technology and consumer products in the "Internet of Things" industry and deliver internet protocol television (**IPTV**) services.

Attached in Schedule 4 is a list of ASX announcements that the Company has made in respect of the IOT transaction.

On 18 November 2015, Ardent and the IOT Vendors entered into a Share Purchase Agreement (**SPA**). Under the terms of the SPA, the Company has agreed to:

- (a) issue 257,900,964 Shares (on a post-Consolidation basis) to the IOT Vendors in consideration for the acquisition of 100% of the IOT Shares on issue (**Consideration Shares**). Refer to Section 6 for further details.
- (b) issue the following Shares if the requisite financial hurdles are satisfied:
 - (i) a maximum of 166,666,667 Shares (on a post-Consolidation basis) to the IOT Vendors contingent upon the satisfaction of net profit after tax requirements in FY2016 and FY2017; and
 - (ii) 69,241,893 Shares (on a post-Consolidation basis) to IOT Vendors whose shareholdings include IOT Shares which were not issued in IOT's June 2015 capital raising (**Non-Investor IOT Shares**) contingent upon IOT reporting revenue of at least \$5 million in FY2016,

(together the **Earnout Shares**). Refer to Section 9 for further details.

The Acquisition is conditional on, among other things, the Company being satisfied that all options to acquire IOT Shares currently on issue (**IOT Options**) will be cancelled at Completion in consideration for the Company issuing 60,210,342 options in Ardent (on a post-Consolidation basis) at an exercise price of \$0.07 and expiring on 30 June 2019 (**Replacement Options**).

The Consideration Shares will be subject to voluntary escrow, with key management personnel escrowed for 24 months following ASX re-listing. Other (non-management) IOT shareholders will be subject to a 6 month voluntary escrow following ASX re-listing.

The Company will also seek to raise \$5,000,000 (before costs) by way of the issue of a total of 156,250,000 Shares at an issue price of \$0.032 per Share. Refer to Sections 4.8, 11 and 12 for further details in relation to the capital raising.

A summary of the material terms of the SPA is set out in Section 4.6 below.

The Notice of Meeting sets out the Resolutions necessary to complete the Transaction. Each of the Resolutions (with the exception of Resolutions 1 and 2) are conditional upon the approval by Shareholders of each of the Transaction Resolutions (namely Resolutions 4-11). If any of the Transaction Resolutions are not approved by Shareholders, all of the Resolutions (with the exception of Resolutions 1 and 2) will fail and Completion will not occur.

A summary of the Resolutions is as follows:

- (a) in seeking re-admission to ASX, the Company will undertake a consolidation of its issued capital on the basis of one (1) Share for every two (2) Shares (Resolution 3);
- (b) as the Company is currently a gold exploration company, the Acquisition, if successfully completed, will represent a significant change in the nature or scale of the Company's operations to a technology and "Internet of Things" company, for which Shareholder approval is required under ASX Listing Rule 11.1.2 (Resolution 4);
- (c) the issue at Completion of:
 - (i) 257,900,964 Consideration Shares (on a post-Consolidation basis) (Resolutions 5 and 6);
 - (ii) 60,210,342 Replacement Options (on a post-Consolidation basis) (on the terms and conditions set out in Schedule 3) to holders of IOT Options (Resolution 7);
- (d) the issue of up to 166,666,667 Earnout Shares if FY2016 and FY2017 net profit after tax requirements are satisfied and 69,241,893 Earnout Shares if FY2017 revenue requirements are satisfied as additional consideration for the acquisition of 100% of the IOT Shares on issue (Resolutions 8(a), 8(b) and 9(a), 9(b) 9(c) and 9(d));
- (e) the Company will need to re-comply with Chapters 1 and 2 of the ASX Listing Rules and, to achieve this, must successfully undertake a capital raising by issuing Shares at an issue price of \$0.032 to raise \$4,000,000 via a placement to sophisticated and professional investors (**Placement**) (Resolution 10) and \$1,000,000 via a public offer under a prospectus (**Public Offer**) (Resolution 11) (together the **Capital Raising**); and
- (f) the change of the Company's name to "IOT Group Limited" at Completion (Resolution 12).

4.2 Overview of OK IOT Group Pty. Ltd.

Industry Overview

Following Completion of the Acquisition the Company intends to participate in segments of the "Internet of Things" (IoT) sector.

The IoT is the network of physical objects or "things" embedded with electronics, software, sensors, and network connectivity, which enables these objects to collect and exchange data. IoT allows objects to be sensed and controlled remotely across existing network infrastructure, creating opportunities for more direct integration between the physical world and computer-based systems, and resulting in improved efficiency, accuracy and economic benefit. Each thing is uniquely identifiable through its embedded computing system but is able to interoperate within the existing Internet infrastructure.

Typically, IoT is expected to offer advanced connectivity of devices, systems, and services that goes beyond machine-to-machine communications (M2M) and covers a variety of protocols, domains, and applications. The interconnection of these embedded devices (including smart objects), is expected to usher in automation in nearly all fields. [Wikipedia]

"Things," in the IoT sense, can refer to a wide variety of devices such as heart monitoring implants, biochip transponders on farm animals, electric clams in coastal waters, automobiles with built-in sensors, or field operation

devices that assist firefighters in search and rescue operations. These devices collect useful data with the help of various existing technologies and then autonomously flow the data between other devices. [Wikipedia]

Besides the plethora of new application areas for Internet connected automation to expand into, IoT is also expected to generate large amounts of data from diverse locations that is aggregated very quickly, thereby increasing the need to better index, store and process such data. [Wikipedia]

Thus defined, the IoT space covers a very broad field, with a vast number of current and potential participants globally. The development and growth of the IoT sector is expected to provide substantial economic benefits over time.

The transformational drive of the IoT sector is being driven by what Gartner, Inc. refers to as a “Nexus of Forces”, being cloud computing, mobile communications via internet, social networks, and information / “big data” analytics capacity. These forces, combined with open development systems and reducing costs and miniaturization of hardware, has positioned the IoT sector as the next “wave” in the ICT (information and communication technology) field, following fixed line internet, and mobile. [Gartner]

Connected things, such as automated teller machines and airline check-in machines, already exist. But, new and novel devices, and many ordinary objects, are also being reinvented with digital sensing, computing and communications capabilities. This functionality provides both new and previously passive objects with a "digital voice", and the ability to create and deliver an information stream reflecting their status and that of their surrounding environment. Such developments radically change the value proposition, creating new services and usage scenarios and driving new business models. [Gartner]

Gartner forecasts that the number of IoT units (things) installed will grow from c.3 billion in 2013, to c.25 billion in 2020, as below:

The Internet of Things – Units Installed Base by Category

SOURCE: Gartner, Inc (millions of units)

Category	2013	2014	2015E	2020E	CAGR* 2013-20
Automotive	96	189.6	372.3	3,511.1	82.19%pa
Consumer	1,842.1	2,244.5	2,874.9	13,172.5	38.80%pa
Generic Business	395.2	479.4	623.9	5,158.6	53.44%pa
Vertical Business	698.7	836.5	1,009.4	3,164.4	28.63%pa
Total	3,032.0	3,750.0	4,880.6	25,006.6	

* compound annual growth rate

Acknowledging the growth in smart devices as above, five types of enablers are needed for maximum IoT impact:

(a) Software and Hardware technology

- (i) Low power, inexpensive sensors and computers
- (ii) Ubiquitous connectivity / low cost mesh connectivity
- (iii) Additional capacity and bandwidth in the cloud
- (iv) Confidence in security across the entire IoT ecosystem

(b) Interoperability

- (i) Standardisation in the technology stack and ability to integrate across technology vendors
- (ii) Standard protocols for sharing between IoT systems

- (iii) Standard access to external data sources
- (c) Intellectual Property, Security, Privacy
 - (i) Establishing trust with consumers for sharing data
 - (ii) Collaboration across companies and industry verticals
 - (iii) Horizontal data aggregators
 - (iv) Data commerce platforms
- (d) Business Organization and Culture
 - (i) Industry Structure, e.g. organized labour cooperation, third party servicing
 - (ii) Hardware focused companies developing core competency in software
 - (iii) Companies committing to up-front investment based on clear business cases
- (e) Supporting Public Policy
 - (i) Regulation for autonomous control of vehicles and other machinery
 - (ii) Government and taxpayer subsidy of health care IoT
 - (iii) Agreements for fair practices for data sharing and use.

SOURCE: McKinsey Global Institute analysis, June 2015

Potential Economic Benefit of IoT in 2025

SOURCE: McKinsey Global Institute analysis, June 2015

Setting	Low Estimate	High Estimate	Major Applications
Human	170	1,590	Devices (wearables and ingestibles) to monitor and maintain human health and wellness; disease management; increased fitness; higher productivity
Home	200	350	Energy management, safety and security, chore automation, usage-based design of appliances, presales analytics
Retail Environments	410	1,160	Automated checkout, layout optimization, smart CRM, in-store real time personalized promotions, inventory shrinkage prevention, improved staff allocation, improved employee productivity
Offices	70	150	Organizational redesign and worker monitoring, augmented reality for training, energy monitoring, building security
Factories	1,210	3,700	Places with repetitive work routines, including hospitals and farms - operations optimization, robots, predictive maintenance, inventory optimization, health and safety, agricultural yield improvement, livestock monitoring, medical counterfeit drug reduction, improved medical devices
Worksites	160	930	Mining, Oil & Gas, Construction - operations optimization, equipment maintenance, health and safety, human productivity, usage based design, IoT-enabled R&D
Vehicles	210	740	Cars, aircraft, ships, trains, defense - Improved safety and security, condition based maintenance, reduced insurance
Cities	930	1,660	Public safety and health, air and water quality monitoring, crime monitoring and prevention, adaptive traffic management, autonomous vehicles, bus and train schedule management, resource management, electrical distribution and substation automation, water and gas leak identification, smart solid waste management
Outside	560	850	Outdoor uses including railroads - logistics routing, autonomous cars and trucks, navigation, operations optimization, collision avoidance, navigation enhancements
Size in 2025	3,900	11,100	US\$ billion per year, adjusted to 2015 dollars

IOT Group's Near Term Target Segments

The key business areas of the IoT universe in which the Company intends to initially participate are:-

Intelligent devices and systems;

Connectivity;

Platforms (device, service and app enablement);

Data Analytics / social business; and

Applications.

And, more specifically by sector: -

Wearables;

Home Automation;

Specific innovative consumer devices; and

Specific device-agnostic control systems.

Wearables

Unit shipments of smart wearables are forecast to grow from 19.6m units in 2014 to 126.1m units in 2019, a CAGR of 36.38%pa over the period. In 2014, wristwear (smartwatches and activity trackers) accounted for 90.4% of smart wearable shipments (forecast to drop to 80.4% share in 2019, with increased share of smart clothing, in particular). [Source: IDC Worldwide Quarterly Wearable Device Tracker, March 30, 2015.]

In the wristwear segment, leading vendors of smartwatches are Apple, Samsung and LG. In the activity tracker/GPS segment, leading vendors are FitBit, Jawbone and Garmin.

Home Automation

According to BI Intelligence (**BII**) estimates, connected-home device shipments will grow at a compound annual rate of 67% over the 5 years to 2019, and hit 1.8 billion units shipped in 2019. Connected-home devices include all smart appliances (washers, dryers, refrigerators, etc.), safety and security systems (internet-connected sensors, monitors, cameras, and alarm systems), and energy equipment like smart thermostats and smart lighting. [BII]

The connected-home category will make up about 25% of shipments within the broader IoT category in 2015, and then share will increase gradually to roughly 27% in 2019 based on BII forecasts, as growth in other IoT categories picks up.

Home energy equipment, and safety and security systems, including devices like connected thermostats and smoke detectors, will become popular first, leading the way to broader consumer adoption. [BII]

In the Home Automation segment, there are a variety of participant vendors, including appliance makers, lighting, heating, air-conditioning, utilities, home entertainment providers, electrical contractors, security contractors, health care professionals – essentially all products and services available in the home which have capacity for IoT connection and networking.

IoT Group's Business Model

The Company OK IOT Group Pty limited was incorporated on 4th May 2015 and therefore has a limited trading history. The Company is a producer of innovative wearable devices and Internet of Things consumer technology products. The Company's first device to market was an affordable \$99 smartwatch available at Coles supermarkets across Australia, launched nationally in September 2015 after a successful sales trial in May 2015.

The company is derived from the amalgamation in mid-2015 of three separate operating businesses – Outdoor Konnect (OK), ROAM Systems (ROAM), and Intervision - providing the company a platform for future growth, both

organically and through the aggregation of synergistic businesses operating in the IoT environment.

Products currently in development by the Company include a GPS safety smartwatch developed for children, a smartwatch designed for tradespeople on the job, as well as an automated flying camera system dubbed a “selfie drone”.

As well as a focus on innovation, the company is also, in some respects, a follower/imitator, in that it seeks to develop / adapt technology for “trend” markets that are in the early stages of development. In its core strategy, the company seeks to take existing technology, add functionality and improvements to make more useful, novel, and market niche specific products, and make those derived products available at affordable prices through its distribution systems.

The Company’s value proposition is summarised by the following aims: -

- To not necessarily invent new technologies, but rather adopt, adapt and enhance what already exists, and deliver affordable, targeted products suitable for efficient, established delivery channels;
- To acutely observe ‘trends’ along with an analysis of customer ‘need and desire’ and develop devices or services to match;
- To give the customer current technology with competitive functionality at an affordable price;
- To be early to market with adapted products by being innovative, agile and flexible, with the ability to respond quickly to the changing market dynamic;
- To capitalize on streamlined systems and processes, and infrastructure architecture to deliver ‘concept to customer’ within 3-4 months;
- To identify high-value consumer needs or desires, by undertaking extensive market research to ensure we are ahead of the curve in innovation, design and functionality; and
- To be a market leader, in specific segments, in the development, manufacture and distribution of affordable consumer electronic devices.

The aggregation of the OK, ROAM and Intervision businesses, therefore, brings to the Company a key range of skills in (1) market identification, manufacturing, distribution and sales; (2) technical innovation, systems and process controls; and (3) a growing platform for a digital delivery strategy, CRM base and cross-selling synergies.

Business innovation risk is minimized by employing the following strategies: -

- Very targeted approach to specific vertical markets, identified by trend;
- Portfolio approach to product suite, recognizing that some markets will be “hump” (high growth, followed by fall off) and some will “plateau”(growth to consistent volume);
- Seasoned experienced executives, with a mix of on-board sales and technical expertise;
- Minimizing investment & risk in product development;
- Streamlined advanced business processes and infrastructure enabling concept to shelves within 3-4 months;
- Low product development cost (no large investment in proprietary IP);
- Manufacture to orders - low level of trading stock on hand;
- Low overheads; and
- Combination of traditional distribution and digital / online strategy.

With respect to the three key businesses within the IoT Group: -

Outdoor Konnect

The Outdoor Konnect business provides the company with a ‘ready for market’, initial suite of products positioning the Company as a niche player in the rapidly expanding ‘wristwear’ product market, this coupled with positioning the IoT Group brand as an active player in the broader IoT environment. Research by GfK [www.gfk.com] notes that price (23%) is the key determinant in smartwatch selection, followed by functionality (14%), activity tracker (13%) and accuracy (10%). The OK products are specifically targeted to a price conscious market segment.

ROAM Systems

The ROAM business provides a complimentary (but with added functionality) suite of smart watch products in the ‘wearables’ space to that of the Outdoor Konnect business. Additionally, and importantly, ROAM has a history in mobility computing and engineering, providing the technical expertise, skills and software development know-how to ‘re-engineer’ and design ‘trending’ consumer products in both the wearables segment and the broader ‘internet of things’ ecosystem.

ROAM has over twenty (20) ‘wearable’ products at various stages of design and development including but not limited to: smart glasses, smart bands, smart rings, heads-up displays, and smart clothing. ROAM are also producing the “selfie drone”, the KidSmart GPS safety watch, and a “ruggedized” waterproof smartwatch.

ROAM has designed and is also progressing the development of a number of innovative products aimed to streamline process automation, repetitive tasks and user interaction. ROAM has developed a suite of devices and device packages for DIY smart home automation.

Intervision

IPTV (Internet Protocol television) is a system through which television services are delivered using the Internet or Local Area Network, instead of being delivered through traditional terrestrial, satellite signal, and cable television formats. The service can be delivered to a smart device (computer, tablet, or smart TV), or to non-smart TVs via a set-top box (STB).

For the IoT Group, Intervision is both an important cash flow business, and strategic opportunity. The IPTV sector is growing rapidly with significant user uptake (e.g. Netflix, Stan, Presto), eroding market share from free-to-air and Pay TV operators (who also offer streaming services via, for example Iview (ABC) and Foxtel Go).

Intervision currently provides customers with smart STBs and a subscription based streaming platform for content from around the world. Intervision’s strategy focuses on identifying and servicing specific niches – for example, delivering channels normally available on a free-to-air basis in Greece, to Greek speaking subscribers in Australia; Arabic language channels to Arabic-speaking subscribers in Australia etc. Intervision offers a variety of content through its platform – currently over 700 global TV channels and thousands of Videos on Demand to niche market consumers at affordable prices while continuously updating and adding content sources and providers.

Intervision is enhancing its current software to take advantage of the growing IPTV trends and allow for faster and higher quality streaming as well as creating a subscription based platform for content providers. Notably because IPTV uses standard networking protocols, the costs are lower for both operators and users. The IPTV service also provides the delivery channel for advertising, and potentially content, in due course.

From a strategic point of view, the STB provides an important “gateway” into the home, and continued development of the functionality of the STB into a central hub for interconnectivity provides the opportunity for a variety of home automation, security, energy management, e-health and other device/internet-linked services. This fundamentally places the Intervision STB as the central hub of a “connected home” in the Home Automation segment.

For the IoT Group, the Intervision platform, with the STB as the central hub, provides the opportunity for customers to access a variety of services, from IPTV to a variety of home automation and interconnectivity services (agnostics as to device ecosystem – e.g. iOS (Apple), Android, Windows etc.), as well as becoming an important sales channel for such services via advertising and an evolving CRM / data analytics capability.

Intellectual Property

The company has, in respect of its product pipeline, various trade secrets, know how, and confidential information. The Company also has copyright in respect of various materials in relation to its product pipeline, and may seek patent and design protection on various items in due course. The Company also owns various domain names, licenses, logos and business names.

Sales and Marketing

Research by GfK [Futurebuy 2014 Australia] points to the clear emergence of “omni-channel” marketing and distribution as the key direction of retail in Australia - that is a hybrid mix of traditional retail and online strategies. GfK’s four key trends are (1) the relevance of traditional bricks and mortar retailing, in its current form, will continue decreasing; (2) loyalty will be scarce, unless shoppers feel involved; (3) mobile devices will become the ‘workhorses’ of shopping, including mobile payments; and (4) digital security issues could be overlooked if it comes with a tailored benefit.

Traditional distribution channels are a key part of IOT’s distribution channel strategy. Importantly, the company has access to the distribution services of Brightstar Corporation. Brightstar, majority owned by Softbank of Japan, distributes mobile phones and other devices, serving more than 200 carriers, 40,000+ retailers, and 15,000+ enterprise customers in more than 100 countries. It provides specialized global wireless distribution and services, serving mobile device manufacturers, wireless operators and retailers. Brightstar offers customized solutions including: value-added device and accessories distribution, supply chain solutions, handset protection and insurance, buyback and trade-in solutions and omni-channel retail solutions, and mobile digital solutions within the wireless telecommunications industry.

IoT Group’s initial distribution channel focus is on currently available channels for immediate products, including the Viper Smartwatch, and forthcoming KidSmart watch and Selfie Drone. These principally involve:

- Continued distribution into Coles stores;
- Distribution into other retail chains, especially JB Hi Fi, Harvey Norman, Dick Smith; and
- On-line sales.

The company has multi-layered online stores for current products. Both the ROAM and OK brands are sold online through one store while Intervision products and services are sold through another. Both stores have a common brand identity, providing the customer with continuity and are “IoT Group Companies.” The company also maintains a single user database with complete analytics and CRM for both stores. The online sales channels will be further developed in the near term as part of a broader digital strategy to supplement traditional distribution channels and enhance consumer awareness in an efficient and cost effective manner. Fulfilment of current on-line sales is automated – shipping from the Chinese [Factory] warehouse, via DHL, to customer, with regular tracking and reporting.

Concurrently, the Company will continue development and rollout of its digital strategy, and continue development of international distribution channels for all products. The Company’s developmental focus will be on designing effective hybrid traditional/digital marketing mix strategies for each product to support both domestic and international sales. This will include a focus on disintermediation of the sales value chain, to increase product profitability for IoT Group.

The branding strategy around the ROAM and OK brands has been developed to facilitate a dual market position for the IoTG. This mitigates traditional retail conflicts allowing the company to capitalise on both the premium (ROAM brand) outlets and affordable (OK brand) retail chains.

Additionally, the IoTG is building out distribution arrangements outside Australia with suitable business partners.

4.3 Board & Management of IOT

Richard Woods - Chairman

After completing a Bachelor of Laws and a Bachelor of Commerce at the University of New South Wales, Richard Woods worked for 4 years as a solicitor at Allen Allen & Hemsley. He progressed to Associate Director at Bain & Company and then to Director at County Natwest where he worked in Mergers and Acquisitions and Equity Capital Markets.

Richard’s career has given him a broad exposure to International Business, Corporate Strategy and Equity and Debt Financing and he has participated as an investor, arranger and advisor in numerous management buyouts and start-up companies (he has personally invested in over 40) and has 25 years experience as a non Executive Director and more recently as a Chairman. He also holds a Graduate Diploma in Management from AGSM and Masters of International Business and Law at Sydney University.

Simon Kantor - Director and Chief Executive Officer

Simon has over 12 years experience in the high-tech industry. During his early career, Simon worked on projects, testing, correcting and developing optimisation solutions for major Australian corporations including Westpac Bank, Macquarie Bank, Commonwealth Bank, NSW Rail and the Department of Community Services. Throughout his career, Simon pursued innovative and disruptive technology, which led him to attend Haifa University in Israel, where he completed his Bachelor of Computer Science while working at IML Tech Co.

During his time at IML, Simon worked with Google to develop Google Labs (now known as Google Apps) and Microsoft assisting in the deployment of their global network cloud platform (now known as Microsoft Azure). Simon brings to the IoT team a breath of experience and understanding of the drivers of the “Internet of Things” sector.

Ian Duffell – Executive Director - Business Strategy

Ian, is an English businessman with international experience in the Entertainment and Leisure Industries. Initially working in the UK as a Marketing Executive for Sony Corporation with responsibility for launching products such as the Walkman and Compact Disc. Moving into the music industry Ian was appointed as Managing Director of HMV, opening the world’s largest music store in 1987. His International career began in 1987 as CEO of Virgin Entertainment Group heading up the company’s expansion into the Asia- Pacific region. In 1992 he relocated to the United States of America opening more than 20 Virgin Megastores in a six-year period, including the landmark Times Square, New York City store.

Sean P. Neylon - Strategic Business Development Manager

Sean has completed more than \$100 Million in multinational deals over the past 15 years. He was the founder of two Public Companies such as LibertyOne Ltd and Signature Brands Ltd. The former company reached a market capitalisation of over \$ 1 Billion at its peak and was the darling of the Australian Internet Industry in the late 90’s. Sean has global Brand experience, being involved in businesses with people such as Richard Branson, Greg Norman and Olivia Newton John. As Strategic Business Development - Sean will seek out opportunities that will bring growth and value to the group.

4.4 Re-compliance with Chapters 1 and 2 of the Listing Rules

Given that the Company is proposing to make a change in its activities from a gold exploration company to a technology and “internet of things” company, ASX has confirmed that the Company is required to re-comply with Chapters 1 and 2 of the ASX Listing Rules prior to the Company completing the Acquisition.

For this purpose, the Company will be required to re-comply with the conditions of listing on ASX set out in Chapters 1 and 2 of the Listing Rules in order to achieve Completion and before it can be re-instated to trading on ASX following Completion.

4.5 Use of funds

Following Completion, the Company intends to use its anticipated cash funds as follows:

Details	\$
Advertising and Marketing	1,000,000
Expenses for fund raising and transaction costs	500,000

Research and Development	1,500,000
IPTV Platform and related costs that may include licensing in due course	500,000
Working capital - to adequately fund raw materials, work in progress, production, stock in transit, stock, and trade receivables.	2,500,000
Total	6,000,000

Notes:

The above table is a statement of current intentions as of the date of this Notice of Meeting. However, Shareholders should note that, as with any expenditure allocation, the funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions, intervening events and new circumstances. In light of this, the Board reserves the right to alter the way funds are applied.

4.6 Share Purchase Agreement

By an Agreement dated 18 November 2015 between all the share and option holders of IOT (**Sellers**) and IOT and Ardent, the Sellers agree to sell to Ardent all their shares and options in IOT for 257,900,964 post-Consolidation shares in Ardent (**Consideration Shares**) together with 60,210,342 post-Consolidation options in Ardent (**Replacement Options**) to waive their pre-emptive rights, and to be given the right to be allotted:

- up to 55,555,556 Earnout Shares in Ardent (on a post-Consolidation basis) for the financial year ended 30 June 2016 which are to be allotted upon the attainment of net after tax profit of over \$1.0 million;
- 69,241,893 Earnout Shares (on a post-Consolidation basis) for the financial year ended 30 June 2016 which are to be allotted upon the attainment of over \$5.0 million in revenue (to IOT Vendors whose shareholdings include Non-Investor IOT Shares in proportion to such Non-Investor IOT Shares); and
- up to 111,111,111 Earnout Shares (on a post-Consolidation basis) for the financial year ended 30 June 2017 which are to be allotted upon the attainment of net after tax profit of over \$1.5 million.

Completion of the SPA is subject to Ardent complying with certain conditions precedent prior to 30 March 2016 (or such later date as the parties agree) being:

- Satisfactory completion of due diligence by both parties.
- Approval of the shareholders of Ardent to the sale and acquisition in general meeting.
- Each IOT option holder executing an option exchange deed for Replacement Options.
- Completion by Ardent of a capital raising for a minimum of \$3 million through a placement and \$1 million through a public offer pursuant to a prospectus and receipt of certain share subscription applications.
- ASX granting approval to the continued listing of Ardent and the listing of all the shares and options to be issued pursuant to the SPA.

Upon execution of the SPA by Ardent a refundable deposit of \$250,000 is payable by Ardent to secure completion of the SPA.

The SPA provides for IOT to appoint three directors to Ardent upon Completion and for Ardent to retain one director thereafter.

The Consideration Shares shall be voluntarily escrowed for periods of between six months and two years following completion as provided in the SPA.

Pursuant to the SPA both parties are to maintain their respective businesses up to Completion and to provide assistance and co-operation to each other to comply with the conditions precedent and the terms of the SPA. The

SPA otherwise contains all the usual terms and conditions of a share sale and purchase agreement in such circumstances and is terminable if Completion does not take place by the due date for Completion, for failure to comply with a condition precedent in the absence of waiver or for breach of a material term of the SPA.

4.7 Board Changes

Following Completion, the Company will seek changes to its Board of Directors, with all existing Directors other than Mr Scott Brown, stepping down from their positions as Directors.

The outgoing Directors will be replaced on the Board by Mr Richard Woods as Chairman and a Non-Executive Director, Mr Simon Kantor as Executive Director and Chief Executive Officer, Mr Ian Duffell as Executive Director – Business Strategy (**Proposed Directors**). Further details regarding the Proposed Directors are set out in Section 4.3 above. Mr Scott Brown will remain as a Non-Executive Director (but will step down as Chairman).

4.8 Capital Structure/Effect of the Acquisition on the Company

Below is a table showing the Company's current capital structure and the capital structure on completion of the Capital Raising and issue of the Consideration Shares, Replacement Options and Earnout Shares contemplated by this Notice.

	Shares	% holding	Options	% holding*	Earnout Shares	% holding#
Balance at the date of this Notice (pre-Consolidation)	161,264,438		-		-	
Balance on issue post Consolidation ⁽¹⁾	80,632,219	14.74%	-	13.28%	-	9.56%
To be issued pursuant to the Acquisition ⁽²⁾	257,900,964	47.14%	60,210,342	52.38%	-	37.73%
To be issued to certain IOT vendors ⁽³⁾	21,071,429	3.85%		3.47%		2.50%
To be issued pursuant to the Placement ⁽⁴⁾	156,250,000	28.56%	-	25.73%	-	18.53%
To be issued pursuant to the Public Offer ⁽⁵⁾	31,250,000	5.71%	-	5.15%	-	3.71%
Balance following completion of the Consolidation, Acquisition and Capital Raising	547,104,612	100.00%	60,210,342	100.00%	-	72.02%

To potentially be issued pursuant to the Acquisition						
Earnout Shares: if FY2016 revenue exceeds \$5m ⁽⁶⁾				-	69,241,893	8.21%
Earnout Shares: if FY2016 NPAT exceeds \$1.0m ⁽⁶⁾				-	55,555,556	6.59%
Earnout Shares: if FY2017 NPAT exceeds \$1.5m ⁽⁶⁾				-	111,111,111	13.18%
Balance following completion of the Consolidation, Acquisition and Capital Raising and the issue of all Earn Out Shares	547,104,612		60,210,342	-	235,908,560	100.00%

*assumes all Replacement Options are exercised.

assumes all Earnout Shares are issued and Replacement Options are exercised.

Notes:

1. Share Consolidation on the basis of one Share for every two Shares held. Assumes no further securities are issued prior to completion of the Acquisition, other than as set out in the table.
2. 60,210,342 Replacement Options exercisable at \$0.07 on or before 30 June 2019.
3. Assumes that certain IOT vendors will pay \$590,000 cash for 21,071,429 ordinary fully paid Shares.
4. Assumes completion of the Placement to raise \$5,000,000 at a price of \$0.032 per Placement Share.
5. Assumes completion of the Public Offer to raise \$1,000,000 at a price of \$0.032 per Public Offer Share.
6. Earnout Shares would be issued as follows:

	Minimum net profit after tax requirement	Minimum Revenue requirement	Number of Earnout Shares (post-Consolidation basis)	Resolution
FY2016	\$1.0 million		55,555,556	Resolution 8(a)
FY2017	\$1.5 million		111,111,111	Resolution 8(a)
FY2016		\$5.0 million	69,241,893	Resolution 8(b)

The Company currently has 161,264,438 Shares on issue (on a pre-Consolidation basis) equating to 80,632,219 Shares on a post-Consolidation basis. Upon completion of the Acquisition (assuming no further issue of securities other than as set out in the table) a total of 466,472,393 Shares (Consideration Shares, IOT vendor shares, Placement Shares and Public Offer Shares) and 60,210,342 Replacement Options will be issued (on a post-Consolidation basis) and:

- the existing Shareholders will retain approximately 14.74% of the Company's issued Share capital;
- the IOT Vendors will hold approximately 50.99% of the Company's issued Share capital; and
- the investors under the Capital Raising will hold approximately 34.27% of the Company's issued Share capital.

If the Replacement Options are all exercised, the holdings of the existing Shareholders will be further diluted to approximately 11.0% of the Company's issued Share capital.

4.9 Pro-forma Balance Sheet

A pro-forma balance sheet of the Company on completion of the Transaction is set out in Schedule 2. The pro-forma balance sheet is based on audit reviewed accounts for the Company as at 30 June 2015 and audited management accounts of the IOT Group as at 30 September 2015.

4.10 Advantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the Transaction Resolutions:

- (a) The Company will be exposed to growth industries ("Internet of Things", technology consumer products and IPTV), and Shareholders can share in the future prospects of IOT's business.
- (b) The Company's ability to raise funds and attract expertise will be improved.
- (c) The Acquisition and Capital Raising will result in a larger market capitalisation and enhanced Shareholder base and may encourage new investors in the Company because the Company is pursuing a new strategic direction.

This improvement in the attractiveness of an investment in the Company may lead to an increased liquidity of Shares and greater trading depth than currently experienced by Shareholders. However, the voluntary escrow arrangements relating to the Consideration Shares to be issued to the IOT Vendors outlined in Section 4.1 may impact liquidity (see the liquidity risk factor outlined in Section 4.12 below).

- (d) The appointment of the Proposed Directors following Completion will add experience and skill to the Board to assist with the expansion of the Company.
- (e) In the absence of the Acquisition and associated Capital Raising, the Company will have difficulty in creating shareholder value in the foreseeable future as it is unlikely that the Company's existing gold exploration project (EPM 18448 - Croydon in Queensland) will produce income for the Company.

4.11 Disadvantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the Transaction Resolutions:

- (a) The Acquisition will result in a change in the nature and scale of the Company's activities, which may not be consistent with the objectives of all Shareholders.
- (b) The IOT business has a different risk and reward profile to that historically attributed to the Company. The new risk profile may not suit all Shareholders.
- (c) If the Acquisition and Capital Raising are completed, the IOT Vendors will collectively be the largest Shareholders of the Company, although no Shareholder will control more than 19.9% of the Shares in the Company, and the voting power of the Company's Shareholders will be significantly reduced. As such, the ability of the existing Shareholders to influence decisions, including the composition of the Board or the acquisition or disposal of assets will be reduced accordingly.
- (d) The Acquisition, if completed, will result in the Company having a factoring facility (as IOT currently has a receivables factoring facility in place with Minerva Capital Partners Pty Ltd) that is secured over IOT's receivables and bank accounts, which potentially increases the risks for the Company.
- (e) The Company will be exposed to the risks associated with IOT and its business (refer to Section 4.12 below for further information).

4.12 Risk Factors

Shareholders should be aware that if the Acquisition is approved and completed, the Company will be changing the nature and scale of its activities and will be subject to additional or increased risks arising from IOT. The risks and uncertainties described below are not intended to be exhaustive. There may be additional risks and uncertainties that the Company is unaware of or that the Company currently considers to be immaterial, which may affect the Company. Based on the information currently available, a non-exhaustive list of risk factors for the Company associated with the Company's proposal to acquire the IOT Shares is set out below.

(a) Risks relating to the Change in Nature and Scale of Activities

Reinstatement of Shares to trading on ASX

As part of the change in the nature and scale of Ardent's activities, ASX will require the Company to re-comply with Chapters 1 and 2 of the Listing Rules. It is anticipated that the Shares will be suspended on the date of the Meeting. In the event that all Transaction Resolutions are approved at the Meeting, it is anticipated that the Company's securities will remain suspended until Completion and re-compliance with Chapters 1 and 2 of the Listing Rules. There is a risk that the Company will not be able to satisfy one or more of those requirements and that its Shares will consequently remain suspended from quotation.

Conditions of the Acquisition

The Acquisition is subject to the fulfilment of certain conditions. If the conditions precedent summarised in Section 4.6 are not met, the Acquisition will not be completed.

Liquidity risk

Upon reinstatement of the Shares to quotation on ASX, a significant portion of the Shares on issue will be subject to escrow restrictions imposed by the voluntary escrow agreements and the Listing Rules. This will impact liquidity in the Shares as a large portion of the issued capital may not be able to be traded freely for a period of up to 24 months.

(b) Risks in respect of IOT's current operations

Limited trading history and ability to manage growth

IOT is an early stage business with a limited trading history. Since its incorporation in May 2015, IOT's activities have primarily encompassed the development of "Internet of Things" consumer products (**Products**) which has resulted in IOT incurring losses. Given IOT's limited trading history, it is difficult to evaluate IOT's business or its prospects

and no assurance can be given that IOT will be able to implement its business plan and ultimately become commercially viable.

Since incorporation, IOT's business has expanded rapidly as it has acquired the business assets of Outdoor Konnect, Roam Systems and Intervision (an IPTV business). It also recently acquired The Supply Centre Pty Ltd. Consequently, IOT's operating results and financial condition could be adversely affected if it is unable to appropriately manage this recent expansion and the increased scale of the business together with the planned commercialisation of various Products.

Competition

IOT operates within the "Internet of Things" and the IPTV industries. Both of these industries are highly competitive, with companies offering a variety of competitive products and services.

Competition in the "Internet of Things" market is expected to intensify in the future as new and existing competitors introduce new or enhanced products that are potentially more competitive than IOT's products. The "Internet of Things" market has a multitude of participants, including many large, broad-based consumer electronics companies that compete in IOT's market including Apple, Google, LG, Microsoft, and Samsung.

Many of IOT's competitors and potential competitors have significant competitive advantages, including longer operating histories, ability to leverage sales efforts and marketing expenditures across a broader portfolio of products, larger and broader customer bases, more established relationships with a larger number of suppliers and contract manufacturers, greater brand recognition, and greater financial, research and development, marketing, distribution, and other resources. IOT's competitors and potential competitors may also be able to develop products that are equal or superior to those of IOT, achieve greater market acceptance of their products and increase sales by utilising different distribution channels. If IOT is not able to compete effectively against these current or potential competitors, its prospects, operating results and financial condition could be adversely affected.

Ability to successfully develop and introduce Internet of Things products

IOT's success depends on its ability to anticipate and satisfy consumer preferences in a timely manner. All of IOT's Products are subject to changing consumer preferences that cannot be predicted. Consumers may decide not to purchase IOT's Products as their preferences could shift to different types of "Internet of Things" devices or away from these types of products altogether. Accordingly, if IOT fails to anticipate and satisfy consumer preferences in a timely manner, its business may be adversely affected.

The market for "Internet of Things" is relatively new and it is uncertain whether "Internet of Things" devices will sustain high levels of demand and achieve wide market acceptance. IOT's success will depend to a substantial extent on the willingness of consumers to widely adopt these devices. In part, adoption of IOT's Products will depend on the increasing prevalence of "Internet of Things" devices and the profile of the market as a whole. Furthermore, some consumers may be unwilling to use "Internet of Things" devices because they have concerns regarding data privacy and security. If consumers do not perceive the benefits of "Internet of Things" devices or choose not to adopt them, the market may develop more slowly than expected which would adversely affect IOT's operating results.

The development of IOT's Products involves complexity and cost, and IOT currently has several Products in development at the same time. IOT could experience delays in completing the development and introduction of its Products. Problems in the design or quality of IOT's Products may also have an adverse effect on IOT's business, financial condition, and operating results. If Product introductions are delayed or not successful, IOT may not be able to achieve an acceptable return, if any, on its research and development efforts, and IOT's business may be adversely affected.

In addition, IOT may confront challenges acquiring timely supplies of Products to satisfy orders from distributors/retailers (see "Reliance on single contract manufacturer" below). If IOT fails to accurately forecast

customer demand for its Products, it may experience excess inventory levels or a shortage of Products available for sale.

Ability to develop retail and online sales channels

To date, one retailer (via IOT's distribution agreement with Brightstar) has accounted for close to 100% of revenue from the Viper Smartwatch (currently IOT's only commercially available Product). The loss of this retailer, or the reduction in business with this retailer, would have a significant adverse impact on IOT's revenue and operating results. Moreover, under IOT's agreement with Brightstar, Products can be returned to IOT (for instance, if they are unsold) and IOT may be required to refund any payments made to it for orders of such returned Products.

Following Completion, the Company intends to commercialise IOT's Products by focusing on sales and marketing. IOT depends and will depend upon effective sales channels to reach the consumers who are the ultimate purchasers of its Products. IOT currently sells through distributors who, in turn, sell to retailers (currently one retailer) and its online stores. IOT is and will be dependent on retailers to provide adequate and attractive space for its Products in their stores. If the retailers stocking IOT's Products do not adequately display them, choose to promote competitors' products, IOT's sales could decrease.

Take up of IOT's Products will involve education of consumers and retailers and marketing programs to raise the profile of IOT and its Products and technologies. There is no guarantee that IOT's sales and marketing strategies will be successful. Even if IOT successfully commercialises its Products, there is risk that it may not generate sufficient revenue to cover its operating costs.

Reliance on single contract manufacturer

IOT currently relies on a single contract manufacturer in China. This reliance on a sole contract manufacturer increases manufacturing risk since IOT does not currently have any alternative or replacement manufacturers. In the event of an interruption at IOT's sole contract manufacturer, it may not be able to develop alternate or secondary sources without incurring material additional costs and substantial delays.

Intellectual property risks

IOT's success will depend, in part, on its ability to operate without infringing on the intellectual property rights of third parties (including copyright, patent, designs, confidentiality, trademark, trade secrecy laws and other intellectual property rights).

The "Internet of Things" market is characterised by the existence of a large number of patents and trade secrets and also by litigation based on allegations of infringement or other violations of intellectual property rights. Claims of intellectual property infringement against IOT (or its suppliers) might require IOT to redesign its Products or enter into costly settlement or license agreements, pay costly damages or face injunctions prohibiting the sale of Products.

IOT's Intervision IPTV business could also infringe intellectual property rights of third parties if it does not obtain the requisite licences to broadcast content to subscribers (i.e. licences for content other than for freely available content that does not require any licence). IOT is currently exploring licensing requirements for its various offerings of IPTV channels. If IOT cannot or does not license the requisite intellectual property on reasonable terms or at all, or cannot or does not substitute similar intellectual property from another source, its revenue and operating results from the Intervision IPTV business could be adversely impacted.

If IOT receives any intellectual property claims from third parties, they could be time consuming, costly and divert management's attention and resources. The occurrence of such events may have an adverse effect on IOT's business, financial condition and operating results.

In addition, IOT's success will depend, in part, on its ability to operate without having third parties circumvent its intellectual property rights (primarily copyright). IOT currently has no patents or registered designs and IOT may not be able to obtain patent protection over any or all of its technology in the future. If any patents are granted in

the future, they may not provide IOT with any competitive advantages, or may be challenged by third parties. There can also be no assurance that the measures taken by IOT have been, or will be, adequate to protect its intellectual property.

External technology risk

The ongoing development of software used by IOT, which is used in conjunction with off-the-shelf software to enable the functionality of IOT's Products, is critical to the operation of the products based on that technology. Such software may be subject to external factors, such as deprecation of operating systems, libraries, components, third party interfaces, drivers, patches, compatibility, version conflict or obsolescence or other related issues. In addition, the software will require updating and maintenance. These external factors may also affect the ability of IOT to effectively upgrade and maintain its software. Furthermore, licensing and commercial conditions imposed by third party software companies may be unsustainable or impractical for IOT, causing a need to rely on other solutions or develop these in-house. Such issues may affect the ability of IOT to successfully provide its Products.

Reliance on key personnel

The development of IOT's business has been largely due to the talent, effort and experience of its management team, including the founder and CEO, Simon Kantor. In light of the complexity of its technologies, IOT is also dependent on the continued service of its existing hardware/software development and technical staff. Despite IOT's best efforts to attract and retain key personnel, there is no assurance that IOT will be able to retain the services of such staff. IOT expects to grow its development and technical team, with a view to mitigating key man risk. IOT's ability or inability to attract and retain key personnel could have a material effect upon its business, results of operations and financial condition.

Product faults and potential exposure to consumer claims and refunds

Software products frequently contain undetected defects or bugs when first introduced or when new versions or enhancements are released. IOT has on occasions found defects and bugs in its Products and new defects or bugs may be detected in its existing or future Products. If that occurs, IOT may experience consumer complaints and potential product recalls, be required to refund customers and suffer negativity publicity. Accordingly, its revenue may be adversely affected.

IOT may also be subject to complaints, refunds and claims if consumers experience any conditions (e.g. skin irritations from smartwatch bands) or injuries while using its Products (e.g. the flying selfie drone).

IOT may lack adequate insurance coverage for potential consumer claims and refunds. If the Company incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, its profitability will be adversely affected.

Factoring facility

On 1 October 2015, IOT entered into a Trade Receivable Facility Agreement (or factoring facility) with Minerva Capital Partners Pty Ltd. The Trade Receivable Facility Agreement is secured over IOT's accounts receivable and cash. The discount rate on accounts receivable under the Trade Receivable Facility Agreement is approximately 18% per annum.

Expansion into offshore markets

IOT has recently announced non-exclusive agency agreements in the United States and Japan and is likely to enter into additional markets in the future. There are significant costs and risks inherent in conducting business in international markets, including:

- establishing and maintaining effective controls over agents and distributors and the associated increased costs;
- variations in margins;

- compliance with foreign laws and regulations; and
- currency exchange rate fluctuations.

Currency risk

IOT's manufacturing costs are primarily denominated in United States dollars (US\$), whereas development, management and administration costs are to date primarily based in Australian dollars (A\$).

For Australian sales, IOT buys manufactured product on a US\$ FOB basis ex-Hong Kong and resells to distributors or retailers in Australia on an A\$ basis. Therefore, IOT carries translation exposure on the full US\$ CIF price. IOT manages this exposure by adjusting, where necessary, the on-sell price in Australia for periodic orders, to preserve an acceptable profit margin in A\$ terms.

For international sales, the appointed distributor in the relevant country acquires stock on a US\$ FOB basis ex-Hong Kong, plus a margin payable to IOT expressed as a percentage of the US\$ FOB price. The distributor then sets the selling price in local currencies, including mark-ups for the distributor and the retailer. For international sales, IOT only has a US\$/A\$ translation risk on the margin paid to IOT by the international distributor.

(c) General Risks Relating to the Company

Market conditions

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

- general economic outlook;
- introduction of tax reform or other new legislation;
- interest rates and inflation rates;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

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

General economic and political risks

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

- general economic conditions in jurisdictions in which the Company operates;
- changes in government policies, taxation and other laws in jurisdictions in which the Company operates;
- the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology sector;
- movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the Company operates; and
- natural disasters, social upheaval or war in jurisdictions in which the Company operates.

Future capital requirements

Further funding may be required by IOT to support its ongoing activities and operations, including the need to develop new Products, improve existing Products, enhance its operating infrastructure and to acquire

complementary businesses and technologies. Accordingly, the Company may need to engage in equity or debt financings to secure additional funds.

There can be no assurance that such funding will be available on satisfactory terms (or at all) at the relevant time. Any inability to obtain additional funding (or inability to obtain funding on reasonable terms) will adversely affect the financial condition and financial performance of the Company.

Potential acquisitions risk

As part of its business strategy, IOT may make acquisitions of, or significant investments in, complementary companies or prospects. Any such transactions will be accompanied by risks commonly encountered in making such acquisitions.

(d) Highly speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by Shareholders and 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 Company's securities.

4.13 Recommendations of the Directors

Based on the information available, including that contained in this Explanatory Memorandum and the advantages and disadvantages outlined above, Mr Scott Brown (Chairman) and Mr Tiong Chiong Ee (Non-Executive Director) consider that the Transaction is in the best interests of the Company and its Shareholders and recommend that Shareholders vote in favour of each of the Transaction Resolutions.

Tanvinh Resources Pty Ltd, an entity associated with Mr Dang Lan Nguyen, a Director of the Company has a small shareholding in IOT (0.38%). Consequently, Mr Nguyen is not making any recommendation to Shareholders in relation to the Transaction Resolutions.

The table below shows the interest of each Director (and their associates) in the Shares of the Company on completion of the Transaction (assuming the Directors do not acquire or dispose of any Shares on market prior to completion of the Transaction).

Directors and their associates	Shares on completion of the Transaction	% shareholding in Ardent on completion of the Transaction
Scott Brown ¹	9,102,925	1.7%
Tiong Chiong Ee ²	10,882,305	2.0%
Lan Nguyen ³	4,885,432	0.9%

¹ Mr Brown currently holds 18,205,851 Shares in the Company (11.2% shareholding). These will become 9,102,925 Shares post-Consolidation.

² Mr Tiong currently holds 21,764,610 Shares in the Company (13.4% shareholding). These will become 10,882,305 Shares post-Consolidation.

³ Mr Nguyen currently holds 7,284,578 Shares in the Company (4.5% shareholding). These will become 3,642,289 Shares post-Consolidation. Mr Nguyen will be issued 1,254,375 Consideration Shares if Resolution 5 is passed (in consideration for his 0.38% shareholding in IOT).

4.14 Timetable

An indicative timetable for the completion of the Acquisition and re-compliance with Chapters 1 and 2 of the Listing Rules is set out in the table below.

Event	Date
Lodgement of Prospectus with ASIC	21 December 2015
Meeting to approve the Transaction	15 January 2016
Closing date for Public Offer under the Prospectus	22 January 2016
Consolidation	Refer to timetable in Section 3.6
Complete Acquisition	22 January 2016
Re-quotations of Shares on ASX	2 February 2016

*Dates in the above table other than the Meeting date are indicative only and the Company reserves the right to vary any of the above dates without notice.

5. RESOLUTION 4: CHANGE TO NATURE AND SCALE OF ACTIVITIES

5.1 Background

Resolution 4 seeks approval from Shareholders under Listing Rule 11.1.2 for a significant change in the scale of the activities of the Company and a change in the nature of the Company's activities from a gold exploration company to a technology and "internet of things" consumer products company.

As outlined in Section 4.1 of this Explanatory Memorandum, the Company, subject to Shareholder approval, will acquire all of the IOT Shares on issue and the IOT Options will be converted into the Replacement Options.

A summary of the terms and conditions of the SPA is set out in Section 4.6 of this Explanatory Memorandum. Refer to Section 4 of this Explanatory Memorandum for a detailed description of IOT, its business and the risks associated with its business and the likely affect that the Acquisition will have on the Company.

Resolution 4 is an ordinary resolution. A voting exclusion statement is included in the Notice.

Resolution 4 is subject to the approval of each of the other Transaction Resolutions.

The Directors of Ardent (other than Mr Dang Lan Nguyen) recommend that Shareholders vote in favour of the Share issue proposed by Resolution 4 and intend to vote all the Company's Shares controlled by them in favour of the Resolution.

5.2 ASX Listing Rule 11.1

Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to ASX as soon as practicable (and before making the change) and comply with the following:

- provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- if ASX requires, obtain the approval of holders of its shares and comply with any requirements of ASX in relation to the notice of meeting; and
- if ASX requires, meet the requirements of Chapters 1 and 2 of the ASX Listing Rules as if the entity were applying for admission to the official list of ASX.

ASX has confirmed to the Company that the change in the nature and scale of the Company's activities as a result of the proposed Acquisition requires the Company in accordance with Listing Rule 11.1.2 to obtain Shareholder approval and the Company must comply with any requirements of ASX.

The ASX has confirmed that the Company is required to (in accordance with Listing Rule 11.1.3) re-comply with the admission requirements set out in Chapters 1 and 2 of the Listing Rules (including any ASX requirement to treat the Company's securities as restricted securities). The Company proposes to undertake the Capital Raising pursuant to Resolutions 10 and 11 to meet the requirements of re-compliance.

Accordingly, it is anticipated that the Company's securities will be subjected to a trading halt or suspension and thereby cease trading on ASX's Official List prior to market open on the day of the Meeting. If the Transaction Resolutions are approved at the Meeting, it is expected that the Company's securities will remain suspended from quotation until the Company has acquired IOT pursuant to the SPA and re-complied with Chapters 1 and 2 of the Listing Rules, including by satisfaction of ASX's conditions precedent to reinstatement.

If the Transaction Resolutions are not approved at the Meeting, it is expected that the Company's Securities will be reinstated to quotation on ASX's Official List after the Company announces the results of the Meeting in accordance with the Listing Rules and Corporations Act.

5.3 Waiver of 20 cent rule as part of re-compliance

As set out in Section 5.2, the proposed Acquisition will require the Company to meet the requirements of Chapters 1 and 2 of the Listing Rules as if the Company were applying for admission to the official list of ASX. These requirements include that:

- (a) the main class of a company's securities for which a company seeks quotation must have an issue price of at least 20 cents in cash (pursuant to Listing Rule 2.1 Condition 2); and
- (b) the exercise price for any options on issue must be at least 20 cents in cash (pursuant to Listing Rule 1.1 Condition 11).

The terms of the proposed Capital Raising pursuant to Resolutions 10 and 11 will not meet the requirements set out in Listing Rule 2.1 Condition 2 as the Capital Raising is proposed to be completed at an issue price of \$0.032 per Share, being an issue price of less than 20 cents. Ardent Resources Limited has applied on 18 November 2015 to the ASX for a waiver of the 20 cents rule so it can issue the shares and options outlined in this notice of general meeting.

Following completion of the Transaction, the Company will have Replacement Options on issue with an exercise price of \$0.07 being less than the 20 cent exercise price required by Listing Rule 1.1 Condition 11.

6. RESOLUTION 5: APPROVAL FOR THE ISSUE OF ISSUE OF CONSIDERATION SHARES TO IOT VENDORS

6.1 Background

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 256,646,589 Consideration Shares (issued on a post-Consolidation basis) to the IOT Vendors (other than Tanvinh Resources Pty Ltd) as consideration for the Acquisition.

As outlined in Section 4 of this Explanatory Memorandum, the Company is proposing to acquire all of the shares in IOT from the IOT Vendors. The Acquisition is subject to the conditions set out in Section 4.6 above, including the requirement to obtain Shareholder approval. A detailed description of the proposed Acquisition and IOT is outlined in Section 4 of this Explanatory Memorandum.

The Consideration Shares the subject of Resolution 5 are to be issued to the IOT Vendors in consideration for sale and transfer of their respective equity interests in IOT to the Company. The Consideration Shares will be issued to the IOT Vendors in proportions which reflect their respective equity interests in IOT immediately prior to Completion with an adjustment factor applied to Non-Investor IOT Shares. There are 49 individual IOT Vendors. Details of the 10 largest IOT Vendors immediately prior to Completion are set out in the table below, together with their respective shareholdings in Ardent on completion of the Transaction.

IOT Vendors – Major Holders

IOT Vendor	% interest in IOT immediately prior to completion of the Acquisition	% interest in Ardent on completion of the Transaction
Fontelina P/L	9.43%	4.23%
IoT Ventures Pty. Ltd. ATF IoT Ventures Trust	9.43%	4.23%
Gold Resources Ltd.	8.82%	3.95%
Foster Stockbroking Nominees Pty Ltd <Number 1 Account>	8.82%	3.95%
Kantor Enterprises Pty Ltd (entity associated with Simon Kantor, a Proposed Director)	8.47%	3.80%
Tallis Custody Pty Limited ATF Tallis Family Trust (entity associated with Richard Woods, a Proposed Director)	6.98%	23.48%
SCO Pty. Ltd. ATF The GAS Trust	6.83%	3.4%
Snowy Venture Capital Group Pty. Ltd. ATF Snowy VC Trust	6.68%	3.28%
IFM PTY Ltd ATF IFM Super Fund	4.41%	1.98%
Bannaby <Super Fund A/C>	4.41%	1.98%

Resolution 5 is an ordinary resolution. Resolution 5 is subject to the approval of each of the other Transaction Resolutions. Accordingly, the Consideration Shares the subject of Resolution 5 will only be issued upon, and subject to, the Company completing the Transaction.

The Directors of Ardent (other than Mr Dang Lan Nguyen) recommend that Shareholders vote in favour of the Share issue proposed by Resolution 5 and intend to vote all the Company's Shares controlled by them in favour of Resolution 5.

6.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of Shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Given the Consideration Shares to be issued under Resolution 5 will exceed the 15% threshold set out in Listing Rule 7.1 and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

The effect of Resolution 5 will be to allow the Company to issue the Consideration Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

A separate Shareholder approval will be sought in respect of the issue of shares to Tanvinh Resources Pty Ltd which is a related entity of Mr Dang Lan Nguyen, a Director of the Company (refer to Resolution 6).

6.3 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Shares:

- (a) The maximum number of Consideration Shares to be issued under Resolution 5 is 256,646,589 Consideration Shares (on a post-Consolidation basis).
- (b) The Consideration Shares will be issued to the IOT Vendors, who are not related parties of the Company (other than as a result of the Acquisition) with the exception of Tanvinh Resources Pty Ltd (refer to Resolution 6), in consideration for their respective IOT Shares (pro rata to the number of IOT Shares held by each IOT Vendor with an adjustment factor applied to Non-Investor IOT Shares).
- (c) The Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the Consideration Shares will be issued on the same date, being the date of completion of the Acquisition.
- (d) The Consideration Shares will be issued as consideration for the acquisition of the IOT Shares at a deemed issue price of \$0.028 per Share.
- (e) The Consideration Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) No funds will be raised from the proposed issue as the Consideration Shares are proposed to be issued in consideration for the acquisition by the Company of all of the IOT Shares.
- (g) A voting exclusion statement is included in the Notice.

6.4 Restricted Securities

All of the Consideration Shares proposed to be issued to IOT Vendors pursuant to Resolution 5 are to be escrowed following ASX re-listing, with key management personnel escrowed for 24 months and other (non-management) IOT shareholders for 6 months, and classed as voluntarily restricted securities for those periods under ASX Listing Rule 9 (**Restricted Securities**).

7. RESOLUTION 6: APPROVAL FOR THE ISSUE OF CONSIDERATION SHARES TO DIRECTOR RELATED IOT VENDOR

7.1 Background

Resolution 6 seeks shareholder approval pursuant to Listing Rule 10.11 for the issue of 1,254,375 Consideration Shares (on a post-Consolidation basis) to Tanvinh Resources Pty Ltd, an entity associated with Mr Dang Lan Nguyen, a Director of the Company. The Consideration Shares the subject of Resolution 6 are in addition to the number of Consideration Shares to be issued to the IOT Vendors under Resolution 5.

Listing Rule 10.11 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the company. For the purposes of Listing Rule 10.11, a related party includes a Director of the company or an entity over which a Director has control. Tanvinh Resources Pty Ltd is a company under the control of Mr Nguyen, a Director of the Company.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of Consideration Shares to Tanvinh Resources Pty Ltd as approval is being sought under ASX Listing Rule 10.11. Accordingly, the issue of Consideration Shares to Tanvinh Resources Pty Ltd will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1. The shares issued to Tanvinh Resources Pty Ltd are issued on the same terms as other IOT shareholders ie pro rata basis.

Resolution 6 is an ordinary resolution. Resolution 6 is subject to the approval of each of the other Transaction Resolutions and subject to, the Company completing the Transaction.

The Directors of Ardent (other than Mr Dang Lan Nguyen) recommend that Shareholders vote in favour of the Share issue proposed by Resolution 6 and intend to vote all the Company's Shares controlled by them in favour of Resolution 6.

The Consideration Shares proposed to be issued to Tanvinh Resources Pty Ltd pursuant to Resolution 6 are to be escrowed for 6 months and classed as voluntarily restricted securities for those periods under ASX Listing Rule 9.

7.2 Technical information required by ASX Listing Rule 10.13

The following information is provided as required by Listing Rule 10.13:

- (a) Tanvinh Resources Pty Ltd will receive the ordinary shares the subject of Resolution 6.
- (b) The maximum number of Consideration Shares to be issued under Resolution 6 is 1,254,375 (on a post-Consolidation basis).
- (c) The Company will issue the securities within 1 month of the date of meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the Consideration Shares the subject of Resolution 6 will be issued on the same date, being the date of completion of the Acquisition.
- (d) Tanvinh Resources Pty Ltd is a company under the control of Mr Dang Lan Nguyen, a Director of the Company and is therefore an entity for which approval is required under ASX Listing Rule 10.11.
- (e) The shares the subject of Resolution 6 will be issued as consideration for the acquisition of the IOT Shares held by Tanvinh Resources Pty Ltd in IOT at a deemed issue price of \$0.028 per Share.
- (f) A voting exclusion statement is set out in the Notice.

7.3 Chapter 2E of the Corporations Act

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without approval of the company's members.

Section 228 of the Corporations Act defines a "*related party*" for the purposes of Chapter 2E to include an entity controlled by directors of the public company (section 228(4)). Tanvinh Resources Pty Ltd is controlled by a Director of the Company.

A "financial benefit" is defined in section 229 of the Corporations Act and includes issuing shares to a related party.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a related party, where the financial benefit is on terms which would be reasonable in the circumstances if the public company and the related party were dealing at arm's length. Tanvinh Resources Pty Ltd will receive an issue of Consideration Shares which are the subject of Resolution 6 in its capacity as an IOT Vendor on identical terms to each other IOT Vendor.

Mr Scott Brown (Chairman) and Mr Tiong Chiong Ee (Non-Executive Director) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required as the issue is being made on arm's length terms and that the exception in section 210 of the Corporations Act applies.

8. RESOLUTION 7: APPROVAL FOR THE ISSUE OF REPLACEMENT OPTIONS TO IOT OPTIONHOLDERS

8.1 Background

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 60,210,342 Replacement Options (on a post-Consolidation basis) to holders of IOT Options in consideration for the cancellation of the IOT Options. The Replacement Options have an exercise price of \$0.07 (7 cents) and can be exercised until to 30 June 2019.

A summary of ASX Listing Rule 7.1 is set out in section 6.2 above.

The effect of Resolution 7 will be to allow the Company to issue the Replacement Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolution 7 is an ordinary resolution. Resolution 7 is subject to the approval of each of the other Transaction Resolutions. Accordingly, the Replacement Options the subject of Resolution 7 will only be issued upon, and subject to, the Company completing the Transaction.

The Directors of Ardent (other than Mr Dang Lan Nguyen) recommend that Shareholders vote in favour of the option issue proposed by Resolution 7 and intend to vote all the Company's Shares controlled by them in favour of Resolution 7.

8.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Options:

- (a) The maximum number of Replacement Options to be issued at Completion is 60,210,342 (on a post-Consolidation basis)
- (b) The Replacement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the Replacement Options will be issued on the same date, being the date of completion of the Acquisition.
- (c) The Replacement Options will be issued for nil cash consideration in satisfaction of the acquisition of the IOT Options.
- (d) The Replacement Options will be issued to all IOT Optionholders (pro rata to the number of IOT Options held by each IOT Optionholder) as detailed in Schedule 3, who are not related parties of the Company (other than as a result of the Acquisition), upon cancellation of the IOT Options at Completion.
- (e) The Replacement Options to be issued on the terms and conditions set out in Schedule 3.
- (f) No funds will be raised from the proposed issue as the Replacement Options are proposed to be issued in consideration for cancellation of all IOT Options.
- (g) A voting exclusion statement is set out in the Notice.

9. RESOLUTIONS 8(a) and 8(b): APPROVAL FOR ISSUE OF EARN OUT SHARES TO IOT VENDORS

9.1 Background

Resolution 8(a)

Resolution 8(a) seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the maximum number of Earnout Shares to the IOT Vendors (excluding the Related Party IOT Vendors) which they may become entitled to receive under the SPA, namely 136,066,667 Earnout Shares (on a post-Consolidation basis).

If the net profit after tax for FY2016 in IOT's audited financial statements is:

- equal to or less than \$1,000,000, the number of FY2016 Earnout Shares **under Resolution 8(a)** is nil;
- more than \$1,000,000 the number of FY16 Earnout Shares under Resolution 8(a) is 55,555,555 Earnout Shares (for all IOT Vendors **including** the Related Party IOT Vendors).

If the net profit after tax for FY2017 in IOT's audited financial statements is:

- equal to or less than \$1,500,000, the number of FY2017 Earnout Shares under Resolution 8(a) is nil;
- more than \$1,500,000 the number of FY2017 Earnout Shares under Resolution 8(a) is 111,111,111 Earnout Shares (for all IOT Vendors **including** the Related Party IOT Vendors).

The audits of IOT's financial statements must be completed within 90 days after the end of each of FY2016 and FY2017. The Company must issue the relevant Earnout Shares under Resolution 8(a) (if any) to the IOT Vendors within 30 Business Days of the date on which the audits are completed.

If any Earnout Shares are to be issued under Resolution 8(a), they will be issued to the IOT Vendors (excluding the Related Party IOT Vendors) in proportions which reflect their respective equity interests in IOT immediately prior to Completion (but with **no** adjustment factor applied to Non-Investor IOT Shares).

Resolution 8(b)

Resolution 8(b) seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the maximum number of Earnout Shares to IOT Vendors (excluding the Related Party IOT Vendors) whose shareholdings include Non-Investor IOT Shares, which they may become entitled to receive under the SPA, namely 56,729,433 Earnout Shares (on a post-Consolidation basis).

If the revenue for FY2016 in IOT's audited financial statements is:

- equal to or less than \$5,000,000, the number of FY2016 Earnout Shares under Resolution 8(b) is nil;
- more than \$5,000,000 the number of FY16 Earnout Shares under Resolution 8(b) is 56,729,433 Earnout Shares (for IOT Vendors [excluding the Related Party IOT Vendors] whose shareholdings include Non-Investor IOT Shares).

The audit of IOT's financial statements must be completed within 90 days after the end of FY2016. The Company must issue the relevant Earnout Shares under Resolution 8(b) (if any) to the IOT Vendors (excluding the Related Party IOT Vendors) whose shareholdings include Non-Investor IOT Shares within 30 Business Days of the date on which the audit is completed.

If any Earnout Shares are to be issued under Resolution 8(b), they will be issued to the IOT Vendors (excluding Related Party IOT Vendors) whose shareholdings include Non-Investor IOT Shares, in proportions which reflect their respective equity interests in Non-Investor IOT Shares immediately prior to Completion.

A summary of ASX Listing Rule 7.1 is set out in section 6.2 above.

ASX Listing Rule 7.3.2 provides that if shareholder approval is obtained to an issue of securities pursuant to ASX Listing Rule 7.1, a company will have a period of 3 months after its general meeting where shareholder approval is obtained (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1 to issue the securities.

On 18 November 2015, Ardent Resources applied to the ASX for a waiver to enable the Company to undertake the requirements outlined above to enable the Company to issue securities to the extent necessary to permit the Earnout Shares to be issued to the relevant IOT Vendors in accordance with their terms, and in any event by no

later than 27 months after the date of the Meeting.

Accordingly, the effect of Resolutions 8(a) and 8(b) will be to allow the Company to issue the Earnout Shares to the relevant IOT Vendors (excluding the Related Party IOT Vendors) in accordance with their terms, and in any event by no later than 27 months after the date of the Meeting, without using the Company's 15% annual placement capacity.

Resolutions 8(a) and 8(b) are ordinary resolutions. Resolutions 8(a) and 8(b) are subject to the approval of each of the other Transaction Resolutions. Accordingly, the Earnout Shares the subject of Resolution 8(a) and 8(b) (if any) will only be issued subject to, the Company completing the Transaction.

The Directors of Ardent (other than Mr Dang Lan Nguyen) recommend that Shareholders vote in favour of the option issue proposed by Resolutions 8(a) and 8(b) and intend to vote all the Company's Shares controlled by them in favour of Resolutions 8(a) and 8(b).

The Related Party IOT Vendors (Mr Dang Lan Nguyen, Mr Simon Kantor, Mr Ian Duffell and Mr Richard Woods) are related parties of the Company by virtue of being existing directors or Proposed Directors of the Company. The issue of Earnout Shares to the Related Party IOT Vendors are the subject of Resolutions 9(a), 9(b), 9(c) and 9(d).

9.2 ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Shares:

(a) The maximum number of Earnout Shares to be issued (on a post-Consolidation basis) is:

Resolution 8(a)

up to 136,066,667 Earnout Shares (issued on a post-Consolidation basis) will be issued if the net profit after tax requirements detailed in Section 9.1 (see Resolution 8(a)) are achieved.

Resolution 8(b)

56,729,433 Earnout Shares (issued on a post-Consolidation basis) will be issued if the revenue requirement detailed in Section 9.1 (see Resolution 8(b)) is achieved.

(b) The Earnout Shares (if any) will be issued to:

Resolution 8(a)

the IOT Vendors, who are not related parties of the Company with the exception of the Related Party IOT Vendors (refer to Resolutions 9(a), 9(b), 9(c) and 9(d)), pro rata to the number of IOT Shares held by each IOT Vendor immediately prior to Completion.

Resolution 8(b)

IOT Vendors, who are not related parties of the Company with the exception of the Related Party IOT Vendors (refer to Resolutions 9(a), 9(b), 9(c) and 9(d)), and whose shareholdings include Non-Investor IOT Shares, in proportions which reflect their respective equity interests in Non-Investor IOT Shares immediately prior to Completion.

(c) The Earnout Shares (if any) will be issued as additional consideration for the acquisition of the IOT Shares at a deemed issue price of \$0.028 per Share.

(d) The Earnout Shares (if any) will be issued in accordance with their terms and the ASX waiver (and it is intended that they will be issued within the timeframes detailed in Section 9.1).

(e) The Earnout Shares (if any) to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

- (f) No funds will be raised from the proposed issue as the Earnout Shares (if any) will be issued to the IOT Vendors as additional consideration for the acquisition of their IOT Shares in accordance with the terms of the SPA.
- (g) A voting exclusion statement is included in the Notice.

10. RESOLUTIONS 9(a), 9(b), 9(c) and 9(d): APPROVAL FOR ISSUE OF EARN OUT SHARES TO RELATED PARTY IOT VENDORS

10.1 Background

Resolutions 9(a), 9(b), 9(c) and 9(d) seek Shareholder approval for the issue and allotment of the maximum number of Earnout Shares to the Related Party IOT Vendors which they may become entitled to receive under the SPA (as explained in Section 9.1).

The Related Party IOT Vendors are related parties of the Company by virtue of being existing or proposed directors of the Company.

Resolutions 9(a), 9(b), 9(c) and 9(d) are ordinary resolutions. Resolutions 9(a), 9(b), 9(c) and 9(d) are subject to the approval of each of the other Transaction Resolutions. Accordingly, the Earnout Shares the subject of Resolutions 9(a), 9(b), 9(c) and 9(d) (if any) will only be issued subject to, the Company completing the Transaction.

The Directors of Ardent (other than Mr Dang Lan Nguyen) recommend that Shareholders vote in favour of the Earnout Share issues proposed by Resolutions 9(a), 9(b), 9(c) and 9(d) and intend to vote all the Company's Shares controlled by them in favour of Resolutions 9(a), 9(b), 9(c) and 9(d).

10.2 Chapter 2E of the Corporations Act

An overview of Chapter 2E is provided above in Section 7.3.

Mr Scott Brown (Chairman) and Mr Tiong Chiong Ee (Non-Executive Director) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required for the issue of Earnout Shares to the Related Party IOT Vendors, as the Earnout Shares will be issued to the Related Party IOT Vendors on the same terms as Earnout Shares issued to the non-related party IOT Vendors and as such the giving of the financial benefit is on arm's length terms.

10.3 ASX Listing Rule 10.11

An overview of ASX Listing Rule 10.11 is provided above in Section 7.

Subject to the revenue and net profit after tax requirements being achieved, the Earnout Shares will be issued after Simon Kantor, Ian Duffell and Richard Woods have been appointed as directors of the Company (which is to occur after completion of the Acquisition), at which time the exceptions set out in ASX Listing Rule 10.12 will not apply to the issue of the Earnout Shares to these Proposed Directors. Accordingly, separate Shareholder approval is required for the issue of the Earnout Shares to the Proposed Directors.

ASX Listing Rule 10.13.3 provides that the notice of meeting must (inter alia) state the date by which the entity will issue the securities and that the securities must be issued no later than one month after the date of the meeting or such later date as may be permitted by any ASX waiver or modification of the Listing Rules.

Pursuant to Listing Rule 10.13.3, the Earnout Shares (if any) to be issued to the Related Party IOT Vendors, the subject of Resolutions 9(a), 9(b), 9(c) and 9(d), must be issued within one month from the date of the Shareholder approval.

On 18 November 2015 Ardent Resources applied to the ASX for a waiver from the requirements outlined above to enable the Company to issue the Earnout Shares (if any) to the Related Party IOT Vendors in accordance with their terms, and in any event by no later than 27 months after the date of the Meeting.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Earnout Shares to the Related party IOT Vendors as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Earnout Shares to the Related Party IOT Vendors will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

10.4 ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 9(a), 9(b), 9(c) and 9(d):

(a) The Earnout Shares (if any) will be issued to:

Resolution 9(a): Tanvinh Resources Pty Ltd, an entity associated with Mr Dang Lan Nguyen.

Resolution 9(b): Kantor Enterprises Pty Ltd, an entity associated with Mr Simon Kantor.

Resolution 9(c): Group ID Pty. Ltd. (as trustee for The Ian Duffell Family Trust), an entity associated with Mr Ian Duffell.

Resolution 9(d): Tallis Custody Pty Limited (as trustee for the Tallis Family Trust), an entity associated with Mr Richard Woods.

(b) The maximum number of Earnout Shares to be issued (on a post-Consolidation basis) is:

Resolution 9(a)

up to 633,333 Earnout Shares to Tanvinh Resources Pty Ltd if the net profit after tax requirements detailed in Section 9.1 (see Resolution 8(a)) are achieved.

Resolution 9(b)

up to 21,047,127 Earnout Shares to Kantor Enterprises Pty Ltd if both the net profit after tax requirements detailed in Section 9.1 (see Resolution 8(a)) are achieved and if the revenue requirement detailed in Section 9.1 (see Resolution 8(b)) is achieved.

Resolution 9(c)

up to 4,718,420 Earnout Shares to Group ID Pty Ltd if both the net profit after tax requirements detailed in Section 9.1 (see Resolution 8(a)) are achieved and if the revenue requirement detailed in Section 9.1 (see Resolution 8(b)) is achieved.

Resolution 9(d)

up to 16,713,580 Earnout Shares to Tallis Custody Pty Limited (as trustee for the Tallis Family Trust) if both the net profit after tax requirements detailed in Section 9.1 (see Resolution 8(a)) are achieved and if the revenue requirement detailed in Section 9.1 (see Resolution 8(b)) is achieved.

(c) Earnout Shares will be issued:

(i) to the Related Party IOT Vendors listed in (a) above if the net profit after tax requirements detailed in Section 9.1 (see Resolution 8(a)) are achieved; and

(ii) to the Related Party IOT Vendors listed in (a) above excluding Tanvinh Resources Pty Ltd if the revenue requirement detailed in Section 9.1 (see Resolution 8(b)) is achieved,

and in accordance with their terms and the ASX waiver (and it is intended that they will be issued within the timeframes detailed in Section 9.1).

- (d) The Earnout Shares (if any) will be issued as additional consideration for the acquisition of the IOT Shares held by the Related Party IOT Vendors at a deemed issue price of \$0.028 per Share.
- (e) The Earnout Shares (if any) to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) No funds will be raised from the proposed issue as the Earnout Shares (if any) will be issued to the Related Party IOT Vendors as additional consideration for the acquisition of their shares in IOT in accordance with the terms of the SPA.
- (g) A voting exclusion statement is included in the Notice.

11. RESOLUTION 10: APPROVAL FOR ISSUE OF PLACEMENT SHARES

11.1 Background

Resolution 10 seeks Shareholder approval for the issue of Placement Shares to raise \$5,000,000 (before costs) under the Placement to sophisticated and professional investors at an issue price of \$0.032 consistent with the issue price under the Public Offer. The Company seeks approval to issue 156,250,000 Shares in Ardent under this Resolution 10.

PAC Partners Pty Ltd will receive a lead manager fee of 6% of the amount raised (and this fee amount includes any fees paid to other brokers).

On 18 November 2015, Ardent Resources applied to the ASX for a waiver to enable the Company to undertake the Placement at \$0.032 per Share. The waiver is conditional upon Shareholders approving the issue price of Shares under the Placement at a price of \$0.032 per Share.

Resolution 10 is an ordinary resolution. Resolution 10 is subject to the approval of each of the other Transaction Resolutions. Accordingly, the Placement Shares the subject of Resolution 10 will only be issued upon, and subject to, the Company completing the Transaction.

For the purposes of the Listing Rules, none of the subscribers for the Shares to be issued under Resolution 10 will be related parties of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 6.2 above.

The effect of Resolution 10 will be to allow the Company to issue the Placement Shares under the Public Offer during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

The Directors of Ardent (other than Mr Dang Lan Nguyen) recommend that Shareholders vote in favour of the issue of the Placement Shares proposed by Resolution 10 and intend to vote all the Company's Shares controlled by them in favour of Resolution 10.

11.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- (a) The maximum number of Shares to be issued is 156,250,000 Placement Shares.

- (b) The Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Placement Shares will occur on the same date.
- (c) The issue price will be \$0.032 per Share.
- (d) The Placement Shares are proposed to be issued to sophisticated and professional investors (including sophisticated and professional investor clients of the Lead Manager, PAC Partners Pty Ltd). None of these subscribers will be related parties of the Company.
- (e) The Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue.
- (f) The Company intends to use the funds raised under the Capital Raising (including the Placement) as set out in Section 4.5.

12. RESOLUTION 11: APPROVAL FOR ISSUE OF SHARES UNDER PUBLIC OFFER

12.1 Background

Resolution 11 seeks Shareholder approval for the issue of up to 31,250,000 Public Offer Shares to raise \$1,000,000 (before costs) under a prospectus. Approval is sought for the issue of these Public Offer Shares pursuant to Resolution 11.

PAC Partners Pty Ltd will receive a lead manager fee of 6% of the amount raised (and this fee amount includes any fees paid to other brokers).

On 18 November 2015, Ardent Resources applied to the ASX for a waiver to enable the Company to undertake the Public Offer at \$0.032 per Share.

Resolution 11 is an ordinary resolution. Resolution 11 is subject to the approval of each of the other Transaction Resolutions. Accordingly, the Public Offer Shares the subject of Resolution 11 will only be issued upon, and subject to, the Company completing the Transaction.

Further details of the Public Offer will be set out in the Prospectus. The Company expects to lodge the Prospectus with ASIC before the date of the Meeting.

A summary of ASX Listing Rule 7.1 is set out in Section 6.2 above.

The effect of Resolution 11 will be to allow the Company to issue Public Offer Shares under the Public Offer during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

The Directors of Ardent (other than Mr Dang Lan Nguyen) recommend that Shareholders vote in favour of the issue of the Public Offer Shares proposed by Resolution 11 and intend to vote all the Company's Shares controlled by them in favour of Resolution 11.

12.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 11:

- (a) The maximum number of Shares to be issued is 31,250,000 Public Offer Shares.

- (b) The Public Offer Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Public Offer Shares will occur on the same date.
- (c) The issue price will be \$0.032 per Share.
- (d) The Public Offer Shares are proposed to be issued to the applicants under the Prospectus Offer.
- (e) The Public Offer Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue.
- (f) The Company intends to use the funds raised under the Capital Raising (including the Public Offer) as set out in Section 4.5.

13. RESOLUTION 12: CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 12 seeks the approval of Shareholders for the Company to change its name to "**IOT Group Limited**". The Board proposes this change of name on the basis that it more accurately reflects the proposed operations of the Company following Completion.

If Resolution 12 is passed the change of name will take effect after Completion and when ASIC alters the details of the Company's registration.

The proposed name has been reserved by IOT and if Resolution 12 is passed, the Company will lodge a copy of the special resolution with ASIC following Completion in order to effect the change.

Resolution 12 is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

The Directors of Ardent (other than Mr Dang Lan Nguyen) recommend that Shareholders vote in favour of the issue of the Public Offer Shares proposed by Resolution 12 and intend to vote all the Company's Shares controlled by them in favour of Resolution 12.

SCHEDULE 1 – DEFINITIONS

In this Explanatory Memorandum and Notice of General Meeting:

Acquisition means the purchase by Ardent of all the issued shares in the capital of IOT.

AEDST means Australian Eastern Daylight Saving Time.

Ardent means Ardent Resources Limited (ACN 140 475 921).

Associate has the meaning ascribed in the Corporations Act.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited and, where the context permits, the Australian Securities Exchange operated by ASX.

ASX Listing Rules means the listing rules of ASX.

Board means Directors of the Company.

Business Day means a day on which the ASX is open for trading.

Capital Raising means the Placement and the Public Offer.

Company or Ardent Resources means Ardent Resources Ltd (ACN 140 475 921).

Completion means completion of the sale of all the issued shares in IOT to Ardent in accordance with the Share Purchase Agreement.

Consideration Shares has the meaning given in Section 4.1.

Constitution means the constitution of the Company as at the date of the General Meeting.

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

Directors mean the directors of the Company, namely Scott Brown, Tiong Chiong Ee and Dang Lan Nguyen.

Earnout Shares has the meaning given in Section 4.1.

Explanatory Memorandum means the explanatory memorandum to the Notice.

General Meeting has the meaning given in the introductory paragraph of the Notice (and any adjournment of that meeting).

IOT means OK IOT Group Pty. Ltd. (ACN 605 630 082).

IOT Group means OK IOT Group Pty. Ltd. and its wholly owned subsidiaries, Intervision Direct Pty Ltd and The Supply Centre Pty Ltd.

IOT Options means all of the 1,200,000 options on issue to subscribe for fully paid shares in IOT.

IOT Optionholder means the holders of options in IOT (listed in Schedule 3 as holders of Replacement Options).

IOT Shares means all of the fully paid ordinary shares in the capital of IOT.

IOT Vendors means the shareholders in IOT.

IPTV means internet protocol television.

Non-Investor IOT Shares has the meaning given in Section 4.1. There are 33 IOT Vendors holding Non-Investor IOT Shares.

Notice means this Notice of General Meeting.

Placement has the meaning given in Section 4.1.

Placement Shares means the shares to be issued to sophisticated and professional investors under the Placement.

Public Offer has the meaning given in Section 4.1.

Public Offer Shares means the Shares to be offered under the Prospectus.

Proxy Form means the proxy form attached to the Notice.

Proposed Directors means Simon Kantor, Ian Duffell and Richard Woods.

Prospectus means the prospectus in relation to the Public Offer.

Related Party has the meaning ascribed in the Listing Rules.

Related Party IOT Vendors means Dang Lan Nguyen, Simon Kantor, Ian Duffell and Richard Woods.

Replacement Options has the meaning given in Section 4.1.

Resolution means a resolution referred to in this Notice.

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

Shareholder means a shareholder of the Company.

Share Consolidation or **Consolidation** means the consolidation of the Shares on issue through the conversion of every 2 Shares into 1 Share pursuant to Resolution 3.

Share Purchase Agreement or SPA has the meaning given in Section 4.1.

Transaction means the sale of all the issued shares in IOT to the Company, the issue of the Consideration Shares and the Replacement Options, and the Capital Raising.

Transaction Resolutions means Resolutions 4-11.

Voluntary Restricted Securities has the meaning given in Section 6.4.



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SCHEDULE 2 PRO FORMA FINANCIALS

2.1 Basis of Preparation

The section contains Historical Financial Information and Pro Forma Financial Information (collectively the 'Financial Information') for the company as at 31 December 2013, 31 December 2014 and 30 June 2015.

The financial information has been prepared in accordance with the recognition and measurement requirements of Australian Accounting Standards and Interpretations and the accounting policies adopted by Ardent Resources Ltd as detailed in Section 2.5.

The Pro Forma Financial Information has been derived from the Historical Financial Information and assumes the pro forma adjustments as set out in Sections 2.6 and 2.7 ('Pro Forma Adjustments') including the acquisition of OK IOT Group Pty Ltd as if those adjustments had occurred as at 30 September 2015.

The Financial information contained in this section of the Prospectus is presented in an abbreviated form and does not contain all the disclosures that are provided in a financial report prepared in accordance with the Corporations Act 2001 and Australian Accounting Standards and Interpretations.

The Financial Information comprises:

- The audited statements of financial performance of Ardent Resources Ltd for the years ended 31 December 2013, 31 December 2014 and reviewed statements of financial performance of the Company for the period ended 30 June 2015 (Historical Financial Information); and
- The audited statements of financial performance of OK IOT Group Pty Ltd from the date of incorporation to 30 September 2015 (Historical Financial Information); and
- The audited statements of financial position of the Company as at 31 December 2013, 31 December 2014 and 30 June 2015 (Historical Financial Information); and
- The audited statements of financial position of OK IOT Group Pty Ltd as at 30 September 2015.
- The Pro Forma Statement of Financial Position of Ardent Resources Ltd as at 30 September 2015 prepared on the basis that the pro forma adjustments had occurred on that date; and
- The Pro Forma adjustments set out in Sections 2.6, 2.7 and 2.8
- The notes to the Financial Information.

The Pro Forma Statement of Financial Position in Section 2.4 has been presented based on a \$5,000,000 placement and an additional capital raising up to \$1,000,000 described further in Explanatory Memorandum.

The proposed acquisition of OK IOT Group Pty Ltd (the legal subsidiary) by Ardent Resources (the legal parent) is deemed to be a reverse acquisition, since the substance of the transaction is such that the existing shareholders of OK IOT Group Pty Ltd will obtain control of Ardent Resources.

AASB 3 Business Combinations (AASB 3) sets out the accounting principles to be followed in a reverse acquisition transaction. However, the Directors have concluded that Ardent Resources does not meet the definition of a business as prescribed in AASB 3 and, as such, it has been deemed that, although the Acquisition is a reverse acquisition, it cannot be accounted for in accordance with the guidance set out in AASB 3. This does not mean that the Acquisition is not treated as a reverse acquisition. Rather it is only the method of accounting for the reverse acquisition that differs.

Therefore, consistent with the accepted practice for transactions similar in nature to the Acquisition, the Company has accounted for the Acquisition in the consolidated financial statements of the legal acquirer (Ardent Resources) as a continuation of the financial statements of the legal acquire (OK IOT Group Pty Ltd), together with a share based payment measured in accordance with AASB 2 Share Based Payments (AASB 2), which represents a deemed issue of shares by the legal acquire (OK IOT Group Pty Ltd), equivalent to the current shareholder's interests in Ardent Resources post the Acquisition. The excess of the assessed value of the share based payment over the pro forma net assets of Ardent Resources as at 30 June 2015 has been capitalised as goodwill.

2.2 SUMMARY OF ARDENT RESOURCES LIMITED HISTORICAL FINANCIAL INFORMATION

The following table provides a summary of the historical statements of comprehensive income for Ardent Resources for the years ended 31 December 2013 and 31 December 2014 as well as for the period ended 30 June 2015. The statement of comprehensive income should be read in conjunction with all other information contained in this Prospectus.

	Ardent Reviewed Period Ended 30 Jun 2015 \$	Ardent Audited Year Ended 31 Dec 2014 \$	Ardent Audited Year Ended 31 Dec 2013 \$
Revenue from Ordinary Activities	4,626	17,603	30,866
Less Expenses:			
Professional Fees	10,544	54,518	74,384
Computer and related operating expenses	-	6,011	10,898
Consultants	-	2,171	-
Depreciation	1,825	7,868	16,945
Directors' fees	90,000	42,569	-
Exploration and evaluation costs	13,949	14,987	67,849
Insurance	11,182	26,105	28,905
Impairment of assets	5,456	949,580	-
Legal fees	-	17,615	4,370
Rent and parking	12,354	26,010	82,108
Salaries and other employment costs	-	423	-
Share registry costs and ASX fees	11,206	30,259	40,258
Other expenses from ordinary activities	14,804	6,447	8,283
Total Expenses	171,320	1,184,563	334,000
Loss from continuing operations before income tax	(166,694)	(1,166,960)	(303,134)
Income tax expense	-	-	-
Loss from continuing operations after income tax	(166,694)	(1,166,960)	(303,134)
Other comprehensive income for the year	-	-	-
Total comprehensive loss for the year	(166,694)	(1,166,960)	(303,134)
Earnings per share			
Basic – cents per share	(0.17)	(1.25)	(0.33)
Diluted – cents per share	(0.17)	(1.25)	(0.33)

The historical statements of comprehensive income have been derived from the audited and reviewed financial statements of Ardent Resources for the year ended 31 December 2013, 31 December 2015 and for the period ended 30 June 2015.

The following table provides a summary of the historical statements of financial position for Ardent Resources as at 31 December 2013, 31 December 2014 and 30 June 2015. The statement of financial position should be read in conjunction with all other information contained in this Prospectus.

	Ardent Reviewed as at 30 Jun 2015 \$	Ardent Audited as at 31 Dec 2014 \$	Ardent Audited as at 31 Dec 2013 \$
CURRENT ASSETS			
Cash and cash equivalents	416,063	450,733	731,771
Trade and other receivables	58,230	44,536	4,291
Other assets	-	17,539	17,940
TOTAL CURRENT ASSETS	<u>474,293</u>	<u>512,808</u>	<u>754,002</u>
NON-CURRENT ASSETS			
Exploration and evaluation assets	-	-	909,812
Other assets	10,000	20,000	30,000
Property, plant and equipment	731	2,556	10,424
TOTAL NON-CURRENT ASSETS	<u>10,731</u>	<u>22,556</u>	<u>950,236</u>
TOTAL ASSETS	<u>485,024</u>	<u>535,364</u>	<u>1,704,238</u>
CURRENT LIABILITIES			
Trade and other payables	80,188	53,834	98,317
TOTAL CURRENT LIABILITIES	<u>80,188</u>	<u>53,834</u>	<u>98,317</u>
TOTAL LIABILITIES	<u>80,188</u>	<u>53,834</u>	<u>98,317</u>
NET ASSETS	<u>404,836</u>	<u>481,530</u>	<u>1,605,921</u>
EQUITY			
Contributed equity	6,003,858	5,913,858	5,871,289
Share option reserve	684,545	684,545	684,545
Accumulated losses	(6,283,567)	(6,116,873)	(4,949,913)
TOTAL EQUITY	<u>404,836</u>	<u>481,530</u>	<u>1,605,921</u>

The historical statements of financial position have been derived from the audited and reviewed financial statements of Ardent Resources for the year ended 31 December 2013, 31 December 2015 and for the period ended 30 June 2015.

2.3 SUMMARY OF OK IOT GROUP PTY LTD HISTORICAL FINANCIAL INFORMATION

The following table provides a summary of the historical consolidated income statement of OK IOT Group Pty Ltd and controlled entities from date of incorporation to 30 September 2015. The income statement should be read in conjunction with all other information contained in this Prospectus.

	OK IOT Audited period ended 30 Sept 2015 \$
Sales revenue	282,350
Less: Cost of sales	<u>(205,309)</u>
Gross profit	77,041
Less expenses:	
Consulting	85,842
Depreciation & Amortisation	37,115
Legal expenses	20,388
Marketing	89,920
R&D expenses	21,992
Rent	26,709
Repairs and maintenance	20,952
Salaries and other employment costs	139,523
Other operating expenses	<u>43,460</u>
Loss for the period	408,860

This historical consolidated income statement has been derived from the audited financials of OK IOT Group Pty Ltd from date of incorporation to 30 September 2015.

The following table provides a summary of the historical consolidated statement of financial position for OK IOT Group Pty Ltd as at 30 September 2015. The income statement should be read in conjunction with all other information contained in this Prospectus.

	OK IOT Audited as at 30 Sept 2015 \$
CURRENT ASSETS	
Cash and cash equivalents	48,190
Trade and other receivables	240,705
Inventory	34,544
TOTAL CURRENT ASSETS	<u>323,439</u>
NON-CURRENT ASSETS	
Intangible assets	1,303,242
Property, plant and equipment	179,435
TOTAL NON-CURRENT ASSETS	<u>1,482,677</u>
TOTAL ASSETS	<u>1,806,116</u>
CURRENT LIABILITIES	
Trade and other payables	512,223
TOTAL CURRENT LIABILITIES	<u>512,223</u>
TOTAL LIABILITIES	<u>512,223</u>
NET ASSETS	<u>1,293,893</u>
EQUITY	
Contributed equity	1,602,657
Share option reserve	100,096
Accumulated losses	(408,860)
TOTAL EQUITY	<u>1,293,893</u>

This historical consolidated statement of financial position has been derived from the audited financials of OK IOT Group Pty Ltd for the period 1 July 2015 to 30 September 2015.

2.4.1 HISTORICAL AND PRO FORMA STATEMENT OF FINANCIAL POSITION (MINIMUM)

	Notes	OK IOT Audited as at 30 Sept 2015 \$	Ardent Reviewed as at 30 Jun 2015 \$	Pro Forma Adjustment and Consolidation Entries \$	Minimum Capital Raising \$	Balance after capital raising \$
CURRENT ASSETS						
Cash and cash equivalents	2	48,190	416,063	1,469,791	4,557,000	6,491,044
Trade and other receivables	3	240,705	58,230	-118,736	-	180,199
Inventory	4	34,544	-	-	-	34,544
TOTAL CURRENT ASSETS		<u>323,439</u>	<u>474,293</u>	<u>1,351,055</u>	<u>4,557,000</u>	<u>6,705,787</u>
NON-CURRENT ASSETS						
Intangible assets	5	1,303,242	-	1,358,307	-	2,661,549
Other assets		-	10,000	-	-	10,000
Property, plant and equipment	6	179,435	731	-	-	180,166
TOTAL NON-CURRENT ASSETS		<u>1,482,677</u>	<u>10,731</u>	<u>1,358,307</u>	<u>-</u>	<u>2,851,715</u>
TOTAL ASSETS		<u>1,806,116</u>	<u>485,024</u>	<u>2,709,362</u>	<u>4,557,000</u>	<u>9,557,502</u>
CURRENT LIABILITIES						
Trade and other payables	7	512,223	80,188	7,697	-	600,108
TOTAL CURRENT LIABILITIES		<u>512,223</u>	<u>80,188</u>	<u>7,697</u>	<u>-</u>	<u>600,108</u>
TOTAL LIABILITIES		<u>512,223</u>	<u>80,188</u>	<u>7,697</u>	<u>-</u>	<u>600,108</u>
NET ASSETS		<u>1,293,893</u>	<u>404,836</u>	<u>2,701,665</u>	<u>4,557,000</u>	<u>8,957,394</u>
EQUITY						
Issued Capital	8	1,602,657	6,003,858	(2,747,349)	4,622,000	9,481,166
Share option reserve	9	100,096	684,545	(684,553)	-	100,088
Accumulated losses	10	(408,860)	(6,283,567)	6,133,567	(65,000)	-623,860
TOTAL EQUITY		<u>1,293,893</u>	<u>404,836</u>	<u>2,701,665</u>	<u>4,557,000</u>	<u>8,957,394</u>

This statement should be read in conjunction with the accompanying notes.

2.4.2 HISTORICAL AND PRO FORMA STATEMENT OF FINANCIAL POSITION (MAXIMUM)

	Notes	OK IOT Audited as at 30 Sept 2015 \$	Ardent Reviewed as at 30 Jun 2015 \$	Pro Forma Adjustment and Consolidation Entries \$	Maximum Capital Raising \$	Balance after capital raising \$
CURRENT ASSETS						
Cash and cash equivalents	2	48,190	416,063	1,469,791	5,450,000	7,384,044
Trade and other receivables	3	240,705	58,230	-118,736	-	180,199
Inventory	4	34,544	-	-	-	34,544
TOTAL CURRENT ASSETS		<u>323,439</u>	<u>474,293</u>	<u>1,351,055</u>	<u>5,450,000</u>	<u>7,598,787</u>
NON-CURRENT ASSETS						
Intangible assets	5	1,303,242	-	1,358,307	-	2,661,549
Other assets		-	10,000	-	-	10,000
Property, plant and equipment	6	179,435	731	-	-	180,166
TOTAL NON-CURRENT ASSETS		<u>1,482,677</u>	<u>10,731</u>	<u>1,358,307</u>	<u>-</u>	<u>2,851,715</u>
TOTAL ASSETS		<u>1,806,116</u>	<u>485,024</u>	<u>2,709,362</u>	<u>5,450,000</u>	<u>10,450,502</u>
CURRENT LIABILITIES						
Trade and other payables	7	512,223	80,188	7,697	-	600,108
TOTAL CURRENT LIABILITIES		<u>512,223</u>	<u>80,188</u>	<u>7,697</u>	<u>-</u>	<u>600,108</u>
TOTAL LIABILITIES		<u>512,223</u>	<u>80,188</u>	<u>7,697</u>	<u>-</u>	<u>600,108</u>
NET ASSETS		<u>1,293,893</u>	<u>404,836</u>	<u>2,701,665</u>	<u>5,450,000</u>	<u>9,850,394</u>
EQUITY						
Issued Capital	8	1,602,657	6,003,858	(2,747,349)	5,515,000	10,374,166
Share option reserve	9	100,096	684,545	(684,553)	-	100,088
Accumulated losses	10	(408,860)	(6,283,567)	6,133,567	(65,000)	-623,860
TOTAL EQUITY		<u>1,293,893</u>	<u>404,836</u>	<u>2,701,665</u>	<u>5,450,000</u>	<u>9,850,394</u>

This statement should be read in conjunction with the accompanying notes.

2.5 Summary of Significant Accounting Policies

The significant accounting policies that have been adopted in the preparation of the Financial Information are:

2.5.1 Reporting Framework

The Financial Information has been prepared in accordance with the recognition and measurement, but not all the disclosure requirements specified by all Australian Accounting Standards and Interpretations and the Corporations Act 2001.

The Financial Information has been prepared on a historical cost basis, except for certain financial instruments that are measured at fair value, as explained in the accounting policies below.

The Financial Information is presented in Australian dollars, unless otherwise noted.

2.5.2 Going Concern

The financial Information has been prepared on the going concern basis which assumes continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

The Company is currently in transition from being a company with a principal activity of exploration and evaluation of gold and base metal projects to an Internet of things business. As a result, the consolidated entity has focussed on completion of the transaction to acquire OK IOT Group Pty Ltd as announced to the ASX on 22 September 2015.

On 22 September 2015, the company announced it had entered a conditional agreement to acquire 100% of OK IOT Group Pty Ltd. As part of the transaction, PAC Partners Pty Ltd were appointed lead manager to raise \$5 million to fund the development of OK IOT's product suite and pursue various business development opportunities.

Finalisation of the acquisition of OK IOT Group Pty Ltd is subject to the satisfaction of various conditions precedent, including, the company obtaining all necessary regulatory and shareholder approvals under the ASX Listing Rules, Corporations Act 2001 (Cth) (Corporations Act) or any other law to allow completion of the transaction.

The director's are satisfied that the going concern basis of preparation is appropriate and accordingly, the Financial Information has been prepared on the going concern basis. The independent auditor's report on the financial report as at and for the period ended 30 September 2015 of the Company regarding the ability of the Company and the consolidated entity to continue as a going concern.

2.5.3 Basis of Consolidation

The Financial Information incorporates the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- Has power over the trustee;
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its return.

The company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- The size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders.
- Potential voting rights held by the Company, other vote holders or other parties;
- Rights arising from other contractual arrangements; and
- Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interest even if this results in the non-controlling interest having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.5.4 Income tax

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted at the reporting date.

Deferred tax is accounted for using the statement of financial position method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognised from the initial recognition of an asset or liability where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the statement of comprehensive income except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be

available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the Company will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

2.5.5 Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the Company commits itself to either the purchase or sale of the asset (ie trade date accounting is adopted).

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified 'at fair value through profit or loss', in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest method or cost.

'Amortised cost' is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the 'effective interest method'.

The 'effective interest method' is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that discounts estimated future cash payments or receipts including fees, transaction costs and other premiums or discounts) over the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying amount with a consequential recognition of an income or expenses item in profit or loss.

The Company does not designate any interests in subsidiaries, associates or joint venture entities as being subject to the requirements of Accounting Standards specifically applicable to financial instruments.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short term highly liquid investments with original maturities of three months or less.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are

not quoted in an active market and are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

Financial liabilities

Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised costs. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

Payables

Payables represent liabilities for goods and services provided to the Company prior to the end of the financial year, which are unpaid. The amounts are unsecured and are generally settled between 7 days and 30 days terms.

2.5.6 Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Cash flows are presented in the statement of cash flows on a net basis.

2.5.7 Critical accounting estimates and judgments

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Company.

2.5.8 Interest income

Interest revenue is recognised using the effective interest rate method taking into account rates applicable to the financial assets.

2.5.9 Foreign currency transactions and balances

Foreign currency transactions during the year are converted to Australian currency at the rates of exchange applicable at the dates of the transactions. Amounts receivable and payable in foreign currencies at the balance date are converted at the rates of exchange ruling at that date.

The gains and losses from conversion of short-term assets and liabilities, whether realised or unrealised, are included in the statement of comprehensive income as they arise.

2.5.10 Issued Capital

Ordinary shares are classified as equity.

Fully paid ordinary shares carry one vote per share and carry the right to dividends.

Incremental costs directly attributable to the issue of new shares or options are shown in the equity as a deduction net of tax, from the proceeds.

2.5.11 Property, plant and equipment

Computer equipment and furniture and fittings are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation

Items of office equipment have limited lives and are depreciated on a straight line basis over their estimated useful lives.

Depreciation rates and methods are reviewed annually for appropriateness. When changes are made, adjustments are reflected prospectively in current and future periods only. Depreciation is expensed to the statement of comprehensive income.

Computer equipment is depreciated at the rate of 33% per annum.

Furniture and fittings are depreciated at the rate of 5% per annum.

De-recognition and disposal

An item of computer equipment, or furniture and fittings, is derecognised upon disposal or when no further future economic benefits are expected from its use or disposal.

Any gain or loss on de-recognition of the asset (calculated as the difference between net disposal proceeds and the carrying amount of the asset) is included in statement of comprehensive income in the year the asset is de-recognised.

2.5.12 Impairment

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that

reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

2.6 Summary of Subsequent Events

The pro forma historical statement of financial position as at 30 September 2015 has been prepared by adjusting the reviewed statement of financial position as at 30 September 2015 to reflect the financial effects of the following subsequent events which have occurred in the period since 30 September 2015 and the date of this Report.

2.6.1 Holding Deposit Payable to OK IOT Group Pty Ltd

On 22 September 2015, the Company announced that it had entered a conditional agreement to acquire 100% of OK IOT Group Pty Ltd. On completion of mutual due diligence, Ardent will pay a holding deposit of \$250,000 to a representative of the shareholders of OK IOT Group Pty Ltd after due diligence if it proceeds with the transaction.

The Pro Forma Adjustments for payment of the holding deposit:

- Outflow of funds from Ardent Resources of \$250,000 to OK IOT Group Pty Ltd; and
- Inflow of funds to OK IOT Group Pty Ltd of \$250,000 from Ardent Resources Ltd.

The net impact of this adjustment to the consolidated cash and cash equivalents balance is nil.

2.6.2 – Ardent Share Placement that occurred in July

On 27 July 2015, Ardent Resources Limited raised \$235,000 in capital through a share placement. The costs of raising this capital amounted to \$14,100.

The Pro Forma Adjustments for the share placement is:

- Increase in Cash at Bank \$220,900
- Increase in Issued Capital \$220,900
- 23,500,000 shares were issued
- After share consolidation, the amount of shares issued will be reduced to 11,750,000 shares

2.6.3 – Ardent Share Purchase Plan that occurred in October

On 28 September 2015, Ardent Resources Limited raised \$519,985 under a share purchase plan that was only offered to eligible shareholders. The costs of the share purchase plan amounted to \$31,199.

The Pro Forma Adjustments for the share purchase plan is:

- Increase in Cash at Bank \$488,786
- Increase in Issued Capital \$488,786
- 32,499,063 shares were issued
- After share consolidation, the amount of shares issued will be reduced to 16,249,532 shares

2.7 Summary of Pro Forma Adjustments

The Pro Forma Financial Information has been derived from the Historical Financial Information as at 30 June 2015 for Ardent Resources Ltd and 30 September 2015 for OK IOT Group Pty Ltd adjusted to give effect to the following actual or proposed significant events and transactions by the Company subsequent to those balance dates:

2.7.1 Merger and Consolidation of IOT Group

On 22 September 2015, Ardent Resources entered into a conditional agreement to acquire 100% of the issued capital of OK IOT Group Pty Ltd.

As detailed in note 10 of Section 2.10, the transaction is considered a reverse acquisition. The following notes detail the pro forma effect of the transaction along with other subsequent events of OK IOT Pty Ltd.

2.7.2 Acquisition of OK IOT Group Pty Ltd

On 22 September 2015, Ardent Resources entered into a conditional agreement to acquire 100% of the issued capital of OK IOT Group Pty Ltd. The consideration for acquiring OK IOT Group Pty Ltd is to issue 515,801,928 shares, 60,210,342 options and the issue of a maximum of 235,908,560 earn out shares in Ardent Resources Limited.

800,000 options will be converted to 400,000 OK IOT Group Pty Ltd shares with the remaining 1,200,000 options in OK IOT Group Pty Ltd sold to Ardent in exchange for 60,210,342 options with an exercise price of \$0.07 and expire on 30 June 2019.

The Pro Forma Adjustments for the acquisition of:

- Reduction in Issued Capital \$4,422,043
- Reduction in accumulated losses to remove Ardent Resource's losses of \$6,283,567
- Reduction in Share Option Reserve \$684,545
- 515,801,928 shares are to be issued
- After share consolidation, the amount of shares issued will be reduced to 257,900,964 shares

As part of the acquisition of OK IOT Group Pty Ltd, the following transactions have occurred and are part of the pro forma adjustments.

2.7.2.1 – The Acquisition of Supply Centre

On 22 October 2015, OK IOT Group Pty Ltd acquired Supply Centre for \$225,000 through a share based payment.

Assets and Liabilities acquired:

Cash at Bank	\$170,105
Trade and Other Receivables	\$97,480
Trade and Other Payables	<u>(\$178,913)</u>
Net Assets	\$88,672
Consideration Paid	\$225,000
Goodwill	<u>\$181,328</u>

During consolidation the trade and other receivables and trade and other payables related to OK IOT Group Pty Ltd are eliminated.

The Pro Forma Adjustments for the acquisition of Supply Centre is:

- Increase in Cash at Bank \$170,105
- Decrease in Trade and other Receivables \$118,736
- Increase in Intangible Assets \$181,328
- Increase in Trade and other Payables \$7,697
- Increase in Issued Capital \$225,000

2.7.2.2 – The acquisition of OK Watches

On 22 October 2015, OK IOT Group Pty Ltd acquired OK Watches for \$50,000. \$5,000 was paid in cash with the remaining \$45,000 to be paid in cash in the future.

2.7.2.3 – Payment to Richard Woods

On 10 November 2015, Richard Woods was paid \$150,000 in shares to act as Director and Chairman of OK IOT Group Pty Ltd.

The Pro Forma Adjustment for the payment to Richard Woods is:

- Increase in Issued Capital \$150,000
- Increase in Accumulated Losses \$150,000

2.7.3 – The acquisition of Ellas TV Pty Ltd

As part of the acquisition of the business operations and assets of Ellas TV Pty Ltd a liability of \$270,000 was incurred. This will be paid upon completion of the acquisition of OK IOT Group Pty Ltd.

2.8 Capital Raising

The Pro Forma Financial Information has been derived from the Historical Financial Information as at 30 June 2015 for Ardent Resources Ltd and 30 September 2015 for OK IOT Group Pty Ltd adjusted to give effect to the following actual or proposed significant events and transactions by the Company subsequent to those balance dates:

2.8.1 Issue to certain IOT vendors

Ardent Resources intends to issue shares to certain IOT vendors at price of 1.4 cents each to raise \$590,000.

The Pro Forma Adjustments in relation to the issue and costs of capital raising are:

- Increase in Cash at Bank \$590,000
- Increase in Issued Capital \$590,000
- 42,142,857 shares at an issue price of 1.4 cents per share
- After share consolidation the amount of shares issued will be reduced to 21,071,429 shares

2.8.2 Capital Raising from Share Placement

Ardent Resources intends to undertake a Capital Raising from a share placement at 1.6 cents per share to raise \$5 million in capital. Included in the share placement are capital raising costs which are the estimated costs associated with the share placement.

The Pro Forma Adjustments in relation to the share placement and costs of capital raising are:

- 312,500,000 shares at an issue price of 1.6 cents per share
- After share consolidation the amount of shares issued will be reduced to 156,250,000 shares
- Capital raising costs totalling \$425,000
- Other capital raising costs of \$65,000 to be expensed
- Increase in Issued Capital \$4,575,000
- Increase in Cash at Bank \$4,575,000

2.8.3 Capital Raising from Prospectus

Ardent Resources Ltd intends to undertake a Capital Raising from a Prospectus at 1.6 cents per share to raise a minimum of \$50,000 and a maximum of \$1 million in capital. Details of the capital raising are noted in Section 4.7 of the Explanatory Memorandum.

Included in the Prospectus are capital raising costs which are the estimated costs associated with the capital raising.

The Pro Forma Adjustments in relation to the minimum Capital Raising and costs of capital raising are:

- 3,125,000 shares at an issue price of 1.6 cents per share
- Capital raising costs totalling \$3,000
- After share consolidation the amount of shares issued will be reduced to 1,562,500
- Increase in Issued Capital \$47,000
- Increase in Cash at Bank \$47,000

The Pro Forma Adjustments in relation to the maximum Capital Raising and costs of capital raising are:

- 62,500,000 shares at an issue price of 1.6 cents per share
- Capital raising costs totalling \$60,000
- After share consolidation the amount of shares issued will be reduced to 31,250,000
- Increase in Issued Capital \$940,000
- Increase in Cash at Bank \$940,000

Capital Raising costs and share based payments have been offset against share capital.

2.9 Share Consolidation

Ardent Resources Ltd intends to consolidate every 2 shares issued to 1 share issued. This will have no financial effect on Ardent Resources Ltd but will decrease the number of shares issued from:

	Minimum Capital Raising	Maximum Capital Raising
Pre Consolidation	1,034,834,223	1,094,209,223
Post Consolidation	517,417,112	547,104,612

The share consolidation will occur after all the events in section 2.7 and 2.8 have occurred.

2.10 Notes to the Statement of Financial Position

	Pro Forma after Maximum Capital Raising \$	Pro Forma after Minimum Capital Raising \$	IOT Group 30 Sep 2015 Audited \$
NOTE 2 CASH AND CASH EQUIVALENTS			
Cash and Cash Equivalents	48,190	48,190	48,190
Subsequent Events			
Holding Deposit	-	-	-
Pro Forma Adjustments			
Consolidation of AWO	416,063	416,063	-
Placement In July	235,000	235,000	-
Less: Cost of Placement	(14,100)	(14,100)	-
Share Purchase Plan in August	519,985	519,985	-
Less: Cost of Share Purchase Plan	(31,199)	(31,199)	-
Issue to IOT Vendors	590,000	590,000	-
Acquisition of The Supply Centre Pty Ltd	170,105	170,105	-
Capital Raising - Share Placement	5,000,000	5,000,000	-
Less: Cost of Capital Raising	(425,000)	(425,000)	-
Less: Payment of Liability	(65,000)	(65,000)	-
Capital Raising - Prospectus	1,000,000	50,000	-
Less: Cost of Capital Raising	(60,000)	(3,000)	-
	<u>7,384,044</u>	<u>6,491,044</u>	<u>48,190</u>
NOTE 3 TRADE AND OTHER RECEIVABLES			
Trade and Other Payables	240,705	240,705	240,705
Pro Forma Adjustments			
Consolidation of AWO	58,230	58,230	-
Acquisition of The Supply Centre Pty Ltd	97,480	97,480	-
Consolidation of The Supply Centre Pty Ltd	(216,216)	(216,216)	-
	<u>180,199</u>	<u>180,199</u>	<u>240,705</u>
NOTE 4 INVENTORY			
Inventory	<u>34,544</u>	<u>34,544</u>	<u>34,544</u>

	Pro Forma after Maximum Capital Raising \$	Pro Forma after Minimum Capital Raising \$	IOT Group 30 Sep 2015 Audited \$
NOTE 5 Intangibles			
5.1 Goodwill			
Goodwill	548,971	548,971	548,971
Accumulated Amortisation	(9,955)	(9,955)	(9,955)
	<u>539,016</u>	<u>539,016</u>	<u>539,016</u>
Pro Forma Adjustments			
Consolidation of AWO	1,176,979	1,176,979	-
Acquisition of The Supply Centre Pty Ltd	181,328	181,328	-
Total Goodwill	<u>1,897,323</u>	<u>1,897,323</u>	<u>539,016</u>
5.2 Intellectual Property			
Intellectual Property	780,821	780,821	780,821
Accumulated Amortisation	(16,595)	(16,595)	(16,595)
Total Intellectual Property	<u>764,226</u>	<u>764,226</u>	<u>764,226</u>
Total Goodwill and Intellectual Property	<u>2,661,549</u>	<u>2,661,549</u>	<u>1,303,242</u>
NOTE 6 PROPERTY, PLANT AND EQUIPMENT			
Property, Plant and Equipment	190,000	190,000	190,000
Accumulated Depreciation	(10,565)	(10,565)	(10,565)
	<u>179,435</u>	<u>179,435</u>	<u>179,435</u>
Pro Forma Adjustments			
Consolidation of AWO	731	731	-
	<u>180,166</u>	<u>180,166</u>	<u>179,435</u>
NOTE 7 TRADE AND OTHER PAYABLES			
Trade and Other Payables	512,223	512,223	512,223
Pro Forma Adjustments			
Consolidation of AWO	80,188	80,188	-
Acquisition of The Supply Centre Pty	223,913	223,913	-

Ltd			
Consolidation of The Supply Centre Pty Ltd	(216,216)	(216,216)	-
	<u>600,108</u>	<u>600,108</u>	<u>512,223</u>

Pro Forma after Maximum Capital Raising	Pro Forma after Minimum Capital Raising	IOT Group 30 Sep 2015 Audited
\$	\$	\$

NOTE 8 ISSUED CAPITAL

Issued Capital	1,999,190	1,999,190	1,999,190
Pro Forma Adjustments			
Consolidation of AWO	6,003,858	6,003,858	-
Less: Reverse Takeover Accounting for AWO	(4,436,143)	(4,436,143)	-
Acquisition of The Supply Centre Pty Ltd	225,000	225,000	-
Appointment of Richard Woods	150,000	150,000	-
July Share Placement	235,000	235,000	-
October Share Purchase Plan	519,985	519,985	-
Less: Costs of share issue plan	(31,199)	(31,199)	-
Capital Raising - Share Placement	5,000,000	5,000,000	-
Capital Raising - Public Offer	1,000,000	50,000	-
Issue to IOT Vendors	590,000	590,000	-
Exercise of Options	8	8	-
Share Issue Costs	(881,533)	(824,533)	(396,533)
	<u>10,374,166</u>	<u>9,481,166</u>	<u>1,602,657</u>

	Pro Forma after Maximum Capital Raising	Pro Forma after Minimum Capital Raising	AWO 30 June 2015 Audited
Number of Shares	#	#	#
Issued Capital	105,265,375	105,265,375	105,265,375
Pro Forma Adjustments			
July Share Placement	23,500,000	23,500,000	
October Share Purchase Plan	32,499,063	32,499,063	-
Acquisition of OK IOT Group Pty Ltd	515,801,928	515,801,928	-
Capital Raising - Share Placement	312,500,000	312,500,000	-
Capital Raising - Public Offer	62,500,000	3,125,000	-
Issue for cash to certain IOT vendors	42,142,857	42,142,857	-
Share Consolidation (2:1)	(547,104,611)	(517,417,111)	-
	<u>547,104,612</u>	<u>517,417,112</u>	<u>105,265,375</u>

Earn Out shares will be issued as part of the Acquisition of OK IOT Group and the value will be taken up periodically depending on the likelihood of the shares being issued. Please refer to Section 9 for the terms and conditions associated with the Earn Out Shares noted above.

	Pro Forma after Maximum Capital Raising \$	Pro Forma after Minimum Capital Raising \$	IOT Group 30 Sep 2015 Audited \$
NOTE 9 SHARE OPTION RESERVE			
Share Option Reserve	100,096	100,096	100,096
Pro Forma Adjustments			
Consolidation of AWO	684,545	684,545	-
Removal of AWO Options	(684,545)	(684,545)	-
Exercise of Options	(8)	(8)	-
	<u>100,088</u>	<u>100,088</u>	<u>100,096</u>
NOTE 10 ACCUMULATED LOSSES			
Accumulated Losses	(408,860)	(408,860)	(408,860)
Pro Forma Adjustments			
Consolidation of AWO	6,283,567	6,283,567	-
Removal of AWO Losses	(6,283,567)	(6,283,567)	-
Other Capital Raising Expenses	(215,000)	(215,000)	-
	<u>(623,860)</u>	<u>(623,860)</u>	<u>(408,860)</u>

The proposed acquisition of OK IOT Group Pty Ltd (the legal subsidiary) by Ardent Resources Ltd (the legal parent) is deemed to be a reverse acquisition as the substance of the transaction is such that the existing shareholders of OK IOT Group Pty Ltd will obtain control of Ardent Resources Ltd. However, Ardent Resources Ltd is not considered to meet the definition of a business under AASB 3 Business Combinations (AASB 3) and, as such, it has been concluded that, although a reverse acquisition, the Acquisition cannot be accounted for in accordance with the guidance set out in AASB 3. Therefore, the reverse acquisition has been accounted consistent with the accepted practice for transactions similar in nature to the Acquisition. We have accounted for the acquisition in the consolidated financial statements of the legal acquirer (Ardent Resources Ltd) as a continuation of the financial statements of the legal acquire (OK IOT Group Pty Ltd), together with a share based payment measured in accordance with AASB 2 Share Based Payments (AASB 2), which represents a deemed issue of shares by the legal acquire (OK IOT Group Pty Ltd), equivalent to current shareholders interest in Ardent Resources Ltd post the Acquisition. The excess of the assessed value of the share based payment over the net assets of the Company has been expensed to the income statement as a listing fee.

Ardent Resources will issue 515,801,928 shares (pre consolidation) to OK IOT Group Pty Ltd shareholders and the ownership of the combined entity will be as follows:

	Minimum Capital Raising	Maximum Capital Raising
Shareholders of OK IOT Group Pty Ltd	50%	47%
Existing Shareholders of Ardent	10%	10%
New shareholders from Capital Raising	40%	43%

As the acquisition is deemed to be a reverse acquisition, the acquisition price of OK IOT Group is the value of shares in Ardent Resources Ltd at the time of Acquisition. 128,765,375 shares (pre consolidation) at \$0.014 results in a value of \$1,802,715 allocated as follows:

	IOT Group 30 Sep 2015 Audited \$
Cash and Cash Equivalents	636,963
Trade and other Receivables	58,230
Non Current Assets	10,731
Trade and other payables	(80,188)
Net assets of the company acquired on reverse acquisition	<u>625,736</u>
Assessed fair value of asset acquired:	1,802,715
Pro-forma goodwill recognised on reverse acquisition	<u>1,176,979</u>

2.11 Commitments for Expenditure

Acquisition of IOT Group

Ardent Resources has signed a binding terms sheet that subject to completion of conditions precedents the company will acquire 100% of IOT Group.

2.12 Related Parties

Transactions with related parties, directors and proposed Directors Interest are disclosed in the Explanatory Memorandum.

2.13 Contingent Liabilities

At the date of the report no material contingent liabilities exist that we are aware of other than those disclosed in the Prospectus.

SCHEDULE 3 – TERMS AND CONDITIONS OF REPLACEMENT OPTIONS

(a) Entitlement

Each Option entitles the Optionholder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (j) of this Schedule 3, the amount payable upon exercise of each Option will be \$0.07 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (AEST) on 30 June 2019 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options shall vest and become exercisable on the date the Options are issued (and it is intended that all the Replacement Options will be issued on the same date, being the date of completion of the Acquisition) and will be exercisable until the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) Reconstruction of capital If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options without exercising the Options.

(l) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) Unquoted

The Company will not apply for quotation of the Options on ASX.

(n) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Holders of Replacement Options

	Replacement Options Held on completion of Acquisition
Fontelina Pty Ltd.	10,536,810
IoT Ventures Pty. Ltd. ATF IoT Ventures Trust	10,536,810
Group ID Pty. Ltd.	6,021,034
NWR Communications (No 2) Pty Ltd as Trustee for the NWR Communications Trust (No2)	3,010,517
Tallis Custody Pty Ltd	6,021,034
SCO Pty. Ltd. ATF The GAS Trust	3,010,517
Snowy Venture Capital Group Pty. Ltd. ATF Snowy VC Trust	8,278,922
Kantor Enterprises Pty Ltd	10,536,810
Alexandra Patrick Pty Ltd. ATF AP Trust	752,629
SMK (VIC) Pty Ltd ATF Kayalicos Family Trust	1,505,259
TOTAL	60,210,342

SCHEDULE 4 – ASX ANNOUNCEMENTS REGARDING OK IOT GROUP PTY LTD

Date	Announcement
10/12/2015	Ardent receives commitments for \$5 million ahead of IOT Group
17/11/2015	Reinstatement to Official Quotation
17/11/2015	IOT Group - Transaction and Placement Update
12/11/2015	Voluntary Suspension
10/11/2015	Trading Halt
6/11/2015	The IOT Group - Investor Presentation
4/11/2015	OK IOT Group Signs Major Retail Agreement
4/11/2015	Change in substantial holding
4/11/2015	Change of Director's Interest Notice
03/11/2015	Change in substantial holding
02/11/2015	Ceasing to be a substantial holder
02/11/2015	Appendix 3B - Share Purchase Plan
30/10/2015	September 2015 Quarterly Reports and Update
28/10/2015	Share Purchase Plan Update
26/10/2015	OK IOT Group - US Sales Agent Agreement
19/10/2015	OK IOT Group - Sales Agency Agreement
13/10/2015	OK IOT Group sales update
05/10/2015	Share Purchase Plan - Underwriting Agreement
28/09/2015	Share Purchase Plan documents
28/09/2015	Share Purchase Plan Cleansing Notice
22/09/2015	Agreement to acquire The IOT Group



ARDENT RESOURCES LTD

ABN 66 140 475 921

PROXY FORM FOR GENERAL MEETING

MR ADAM SAMPLE
UNIT 4
123 SAMPLE STREET
SAMPLETOWN ABC 1234

X99999999999

I/We being a member(s) of Ardent Resources Ltd and entitled to attend and vote hereby appoint.

A. The Chairman of the Meeting (Mark Box)

OR

If you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate

you are appointing as your proxy or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the General Meeting of the Company to be held on 15 January 2016 at **11:00 am (AEDST)** and at any adjournment of that Meeting. Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the Company.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy (except where I/we have indicated a different voting intention below) even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chairman. **The Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions.**

B. To direct your proxy how to vote on any resolution please insert X in the appropriate box below.

RESOLUTIONS	For	Against	Abstain*
1. Ratification of Prior Share Issue – ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of Prior Share Issue – ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval for change to scale and nature of activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval for issue of Consideration Shares to IOT Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval for Issue of Shares to Director Related IOT Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval for issue of Replacement Options to IOT Optionholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8(a). Approval for issue of Earnout Shares to IOT Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8(b). Approval for issue of Earnout Shares to holders of Non-Investor IOT Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9(a). Issue of Earnout Shares to Mr. Dang Lan Nguyen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9(b). Issue of Earnout Shares to Mr. Simon Kantor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9(c). Issue of Earnout Shares to Mr. Ian Duffell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9(d). Issue of Earnout Shares to Mr. Richard Woods	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Issue of Public Offer Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Change of Company name to IOT Group Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

C. SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1
(Individual)

Joint Securityholder 2
(Individual)

Joint Securityholder 3
(Individual)

Sole Director and
Sole Company Secretary

Director/ Company Secretary
(delete one)

Director

How to Complete this Proxy Form

1. Your Name and Address

The name and address on the Proxy Form is as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your Shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of the person in Section A. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company. A proxy may be an individual or a body corporate.

3. Votes on Resolutions

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each resolution. All your Shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the resolutions, your proxy may vote as he chooses. If you mark more than one box on an item your vote on that resolution will be invalid.

4. Appointment of Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy you must:

- (a) On each of the first Proxy Form and the second Proxy Form state that percentage of your voting rights or number of Shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, your proxy appointments will be invalid. Fractions of votes will be disregarded.
- (b) Return both forms together

5. Signing instructions

You must sign this form as follows in the spaces provided:

Individual: Where the holding is in one name, the holder must sign.

Joint Holding: Where the holding is in more than one name, either security holder may sign.

Power of Attorney: To sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate representative" should be produced prior to admission. A form of the certificate may be obtained from the Company.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below by **11:00am (AEDST)** on 13 January 2016 being not later than 48 hours before commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged by depositing, delivery or facsimile to Ardent Resources Ltd's share registry as follows:

Ardent Resources Limited
Level 3, 32 Walker Street
North Sydney NSW 2060

Facsimile: 61 2 9954 6408