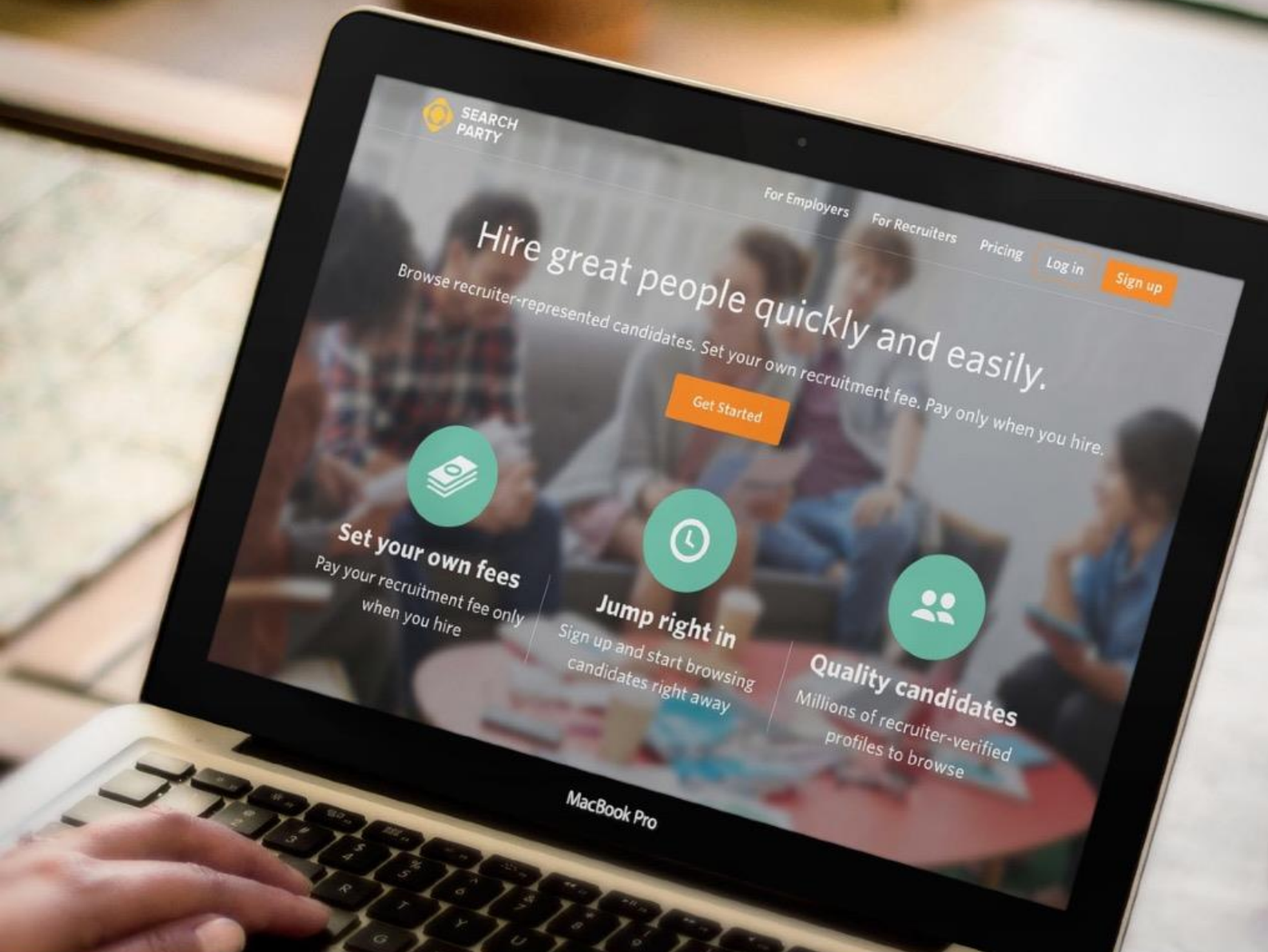




**SEARCH
PARTY**



Applabs Technologies Ltd (ACN 139 977 772) to be renamed:

Search Party Group Ltd

PROSPECTUS

10 June 2016

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

An investment in the Securities offered by this Prospectus should be considered as speculative.

The Lead Manager: GTT Ventures Pty Ltd 

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Section 1

Important Information

1. Important Information

1.1 This Prospectus

For the offer of 37,049,969 Shares at an issue price of \$0.10 each, to raise a total of \$3,704,996.90 (before costs of the Offers) (**Public Offer**).

This Prospectus also contains the following offers (under which no funds will be raised):

- a) an offer of 10,000,000 Facilitator Shares and 30,000,000 Facilitator Options to the Facilitator (or their nominees) (**Facilitator Offer**);
- b) an offer of 2,000,000 Adviser Options to the Adviser (or their nominees) (**Adviser Offer**); and
- c) an offer of 4,500,000 Placement Options to the Placees (or their nominees) (**Placement Offer**).

Conditional Offers

The Offers are conditional upon the Conditions of the Offers outlined in Section 6.6 of this Prospectus being satisfied. In the event that the Conditions of the Offers are not satisfied, the Company will not proceed with the Offers and the Company will repay all application monies received. In the event that the Public Offer does not proceed, the other Offers under this Prospectus will not proceed.

Re-compliance with Chapters 1 and 2

In addition to the purpose of raising funds under the Public Offer and issuing Securities under the Facilitator Offer, this Prospectus is issued for the purpose of re-complying with the admission requirements under Chapters 1 and 2 of the Listing Rules following a change to the nature and scale of the Company's activities.

Important Information

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

An investment in the Securities offered by this Prospectus should be considered as speculative.

The Lead Manager to the Public Offer is GTT Ventures Pty Ltd.

1.2 Important Notice

This Prospectus is dated 10 June 2016 and was lodged with ASIC on that date. ASX, ASIC and their officers take no responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates. The expiry date of this Prospectus is that date which is 13 months after the date this Prospectus was lodged with ASIC (Expiry Date). No Securities may be issued on the basis of this Prospectus after the Expiry Date.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary before deciding whether to invest. An investment in the Securities the subject of this Prospectus should be considered speculative. Please refer to Section 11 for details relating to risk factors that could affect the financial performance and assets of the Company.

The Company is prohibited from accepting applications under the Offers during the Exposure Period. This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the acceptance of applications for or issue of non-quoted Securities. You should be aware that this examination may result in the identification of

deficiencies in this Prospectus and, in those circumstances, any application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act. Applications under this Prospectus will not be processed by the Company until after the expiry of the Exposure Period. No preference will be conferred on applications lodged prior to the expiry of the Exposure Period.

Application will be made to ASX within seven days after the date of this Prospectus for Official Quotation of the Shares the subject of this Prospectus.

Persons wishing to apply for Securities under the Offers must do so using the applicable Application Form as provided with a copy of this Prospectus. The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus.

1.3 Web Site – Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.applabs.com.au/prospectus. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to, or accompanied by, the complete unaltered version of the Prospectus. If you have received this Prospectus as an electronic prospectus, please ensure that you have received the entire Prospectus accompanied by the relevant Application Form. During the offer period, any person may obtain a copy of the Prospectus (free of charge) by contacting the Company on +61 8 9388 9968.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus, or any of those documents were incomplete or altered.

1.4 Overseas Applicants

The offers of Securities made pursuant to this Prospectus are not made to persons to whom, or places in which, it would be unlawful to make such an offer of Securities. No action has been taken to register or qualify the Offers under this Prospectus or otherwise permit the Offers to be made in any jurisdiction outside of Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek legal advice on, and observe, any of those restrictions. Failure to comply with these restrictions may violate securities laws.

It is the responsibility of any Applicant outside Australia to ensure compliance with all laws of any country relevant to his or her Application. The return of a duly completed Application Form will be taken by the Company to constitute a representation and warranty that there has been no breach of such law and that all necessary approvals and consents have been obtained.

Outside Australia, this Prospectus may only be distributed to existing prospective investors resident in Canada (Ontario only), People's Republic of China, United Kingdom and United States of America. See Section 6.18 for further information.

This Prospectus has been prepared having regard to Australian disclosure requirements. These disclosure requirements may differ from those of other countries.

For further information see Section 6.18.

1.5 Forward Looking Statements

This Prospectus may contain forward-looking statements which are identified by words such as 'may', 'should', 'will', 'expect', 'anticipate', 'believes', 'estimate', 'intend', 'scheduled' or 'continue' or other similar words. Such statements and information are subject to risks and uncertainties and a number of assumptions, which may cause the actual results or events to differ materially from the expectations described in the forward looking statements or information.

Whilst the Company considers the expectations reflected in any forward looking statements or information in this Prospectus are reasonable, no assurance can be given that such expectations will prove to be correct. The risk factors outlined in Section 11, as well as other matters not yet known to the Company or not currently considered material to the Company, may cause actual events to be materially different from those expressed, implied or projected in any forward looking statements or information. Any forward looking statement or information contained in this Prospectus is qualified by this cautionary statement.

1.6 Definitions

A number of defined terms are used in this Prospectus. Unless the contrary intention appears, the context requires otherwise or words are defined in Section 15, words and phrases in this Prospectus have the same meaning and interpretation as in the Corporations Act or ASX Listing Rules.

1.7 Disclaimer

No person is authorised to give any information or to make any representation in relation to the Offers which is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by the Company or the Directors in relation to the Offers. You should only rely on information in this Prospectus.

1.8 Images & Diagrams

Any diagrams, charts, graphs, tables and infographics appearing in this Prospectus are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in diagrams, charts, graphs, tables and infographics is based on information available at the date of this Prospectus. Photographs, images and infographics in this Prospectus are for illustration and/or example purposes only; and do not represent assets owned by ALA or TSP; and do not represent actual recruiters or candidates of TSP's technology, or staff of TSP; and should not be interpreted to mean that any person or entity shown is in any way affiliated with, or endorses this Prospectus or its contents, or ALA, or TSP.



Section 2

Corporate Directory

2. Corporate Directory

EXISTING DIRECTORS

Patrick Glovac
Managing Director
(Proposed to resign following Takeover Offer becoming Unconditional)

Rocco Tassone
Non Executive Director
(Proposed to resign following Takeover Offer becoming Unconditional)

Charles Thomas
Non Executive Director
(Continuing)

COMPANY SECRETARY

Anna MacKintosh
(Proposed to resign following completion of the Takeover Offer)

PROPOSED DIRECTORS

Ben Hutt
CEO and Managing Director

Paul Bird
Non-Executive Director

Trevor Loewensohn
Non-Executive Chairman

PROPOSED COMPANY SECRETARY

Simone Lander

REGISTERED OFFICE

Suite 7, 234 Churchill Avenue
SUBIACO WA 6008

SHARE REGISTRY*

Advanced Share Registry Ltd
110 Stirling Highway
NEDLANDS WA 6009

INVESTIGATING ACCOUNTANT

BDO Corporate Finance (WA) Pty Ltd
38 Station Street
SUBIACO WA 6008

AUDITORS*

BDO Audit (WA) Pty Ltd
38 Station Street
SUBIACO WA 6008

LAWYERS

Nova Legal
Level 2, 50 Kings Park Road
West Perth WA 6005

LEAD MANAGER

GTT Ventures Pty Ltd
Suite 7, 234 Churchill Avenue
SUBIACO WA 6008,

COMPANY WEBSITE

www.applabs.com.au

THE SEARCH PARTY WEBSITE

www.thesearchparty.com

ASX CODE

Current: ALA
Proposed: SP1

* This entity is included for information purposes only and has not been involved in the preparation of this Prospectus.



Section 3

Key Information & Indicative Timetable

3. Key Information & Indicative Timetable

OFFERS UNDER THIS PROSPECTUS	Full Subscription
Public Offer	
Price per Share	\$0.10
Shares offered	37,049,969
Amount to be raised (before costs)	\$3,704,996.90
Facilitator Offer	
Shares offered to Facilitators	10,000,000
Facilitator Options offered to Facilitators	30,000,000
Adviser Offer	
Adviser Options offered to Advisers	2,000,000
Placement Offer	
Placement Options offered to Placees	4,500,000
OTHER SECURITY ISSUES (not the subject of offers under this Prospectus)	
Private Treaty Options	
Private Treaty Options offered to TSP Optionholder (A Class)	91,918
Takeover Offer	
Shares offered to TSP Shareholders	289,528,894
Employee Performance Rights Plan	
Performance Rights to be issued to TSP Employees (including Proposed Directors)	15,313,088
Employee Option Plan	
ESOP Options to be issued to TSP Employees	5,192,852
GENERAL	
Total Shares on issue upon completion of the Offers	387,140,617
Market capitalisation on completion of the Offers at \$0.10 per Share	\$38,714,061.70

Notes:

- a) Undiluted – excludes the impact of options or performance rights.
- b) Refer to Section 6.11 for further details relating to the proposed capital structure of the Company.
- c) Assumes that the Company acquires 100% of the TSP Shares under the Takeover Offer.

INDICATIVE TIMETABLE EVENTS	DATE
Execution of Bid Implementation Agreement	18 January 2016
Announcement of Takeover Offer	20 January 2016
Date of Bidder's Statement and lodgement with ASIC	16 March 2016
Record Date	5:00pm (EST) 16 March 2016
Date of Takeover Offer	17 March 2016
Notice of Meeting sent to ALA Shareholders	19 May 2016
Prospectus lodged with ASIC	10 June 2016
Date of ALA Shareholder Meeting	17 June 2016
Opening Date	20 June 2016
Prospectus Offer closes (indicative)	5:00pm (EST) 22 June 2016
Date for giving notice of status of conditions	22 June 2016
Takeover Offer Closes	5:00pm (EST) 30 June 2016
Issue Date	20 July 2016
Anticipated date for re-instatement to trading on ASX (indicative)	29 July 2016

The above dates are subject to the Exposure Period, are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offers early without notice.



Section 4

Investment Summary

4. Investment Summary

This Section is not intended to provide full information for investors intending to apply for Securities offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety. The Securities offered pursuant to this Prospectus carry no guarantee in respect of return of capital, return on investment, payment of dividends or the future value of the Securities.

4.1 Introduction

TOPIC	SUMMARY	DETAILS
Who is the issuer of the Prospectus?	Applabs Technologies Ltd (ACN 139 977 772) (Company) (to be renamed "Search Party Group Ltd").	Section 7
Who is the Company and what does it do?	<p>The Company was incorporated as an agricultural investment business in October 2009 (known as AACL Holdings Ltd at that time) and was admitted to the official list of the ASX in April 2010.</p> <p>In October 2012, the Company sold its main operating business to Glencore and completed a backdoor listing in December 2013, acquiring Applabs Australia Pty Ltd and relisting as Applabs Technologies Ltd. Since relisting, the Company has been operating as an app developer and technology financier, through the production of apps for customers, as well as the ability to fund, develop and market other technologies.</p> <p>As part of its strategy to grow the company and enhance shareholder value, the Company has been evaluating high quality and value adding investment opportunities. As announced on 20 January 2016, the Company is proposing to acquire 100% of The Search Party Ltd (TSP).</p> <p>As at 19 January 2016 (being the last trading day before the Announcement Date), the Company had 748 Shareholders and a market capitalisation of approximately \$7.71 million.</p> <p>As at 9 June 2016 ALA has received Takeover Acceptance Forms representing approximately 95.62% acceptance under the Takeover Offer.</p>	Section 7
What is the Company's strategy?	<p>The Company is proposing to acquire 100% of TSP via an off-market takeover offer for all of the TSP Shares (Acquisition).</p> <p>An overview of The Search Party and its business is described in Sections 4.2 and 7.5.</p> <p>Following reinstatement to quotation of the Company's Shares on ASX, the Company's primary focus will be to develop the business of TSP in line with its business model and strategy.</p>	Sections 4.2 and 7.5

TOPIC	SUMMARY	DETAILS
What are the Company's key assets?	<p>The Company's primary assets include cash and equity investments as described in Section 7.</p> <p>Via the Acquisition, the Company intends to acquire 100% of the issued capital of TSP.</p>	Section 7
What is the Public Offer?	The Company is offering 37,049,969 Shares at an issue price of \$0.10 each, to raise a total of \$3,704,996.90 (before costs of the Offers).	Section 6.2
What is the Facilitator Offer?	<p>The Company is offering 10,000,000 Shares and 30,000,000 unlisted Facilitator Options (exercisable at \$0.15 at any time within 2 years of their date of issue) to the Facilitator (or their nominees), in consideration for the Facilitator providing facilitation services to the Company in relation to the Acquisition.</p> <p>The Facilitator is GTT Ventures Pty Ltd, a related party of the Company. The Company is seeking shareholder approval at the General Meeting for the issue of the Facilitator Securities.</p>	Section 6.3
What is the Adviser Offer?	<p>The Company is offering 2,000,000 unlisted Adviser Options (exercisable at \$0.25 on or before 31 December 2016) to the Advisers, in consideration for the Advisers (or their nominees) providing advisory services to the Company in relation to the Acquisition.</p> <p>The Advisers are unrelated third parties. The Company is seeking shareholder approval at the General Meeting for the issue of the Adviser Options.</p>	Section 6.4
What is the Placement Offer?	<p>The Company is offering 4,500,000 unlisted Placement Options (exercisable at \$0.25 on or before 31 December 2016) to the Placees (or their nominees), being participants in the Company's February placements of Shares.</p> <p>The Placees are unrelated third parties. The Company is seeking shareholder approval at the General Meeting for the issue of the Placement Options.</p>	Section 6.5
Why is the Public Offer being conducted?	<p>The purposes of the Public Offer are to:</p> <ol style="list-style-type: none"> a) meet the requirement that the Company re-complies with ASX's admission requirements in accordance with Chapters 1 and 2 of the Listing Rules; b) provide funding for the continued development of TSP's business model and strategy; c) meet the expenses of the Offers; and d) provide funding for working capital and administration expenditure. 	Section 6.9

4.2 The Acquisition of The Search Party

TOPIC	SUMMARY	DETAILS
What is the Acquisition?	The Acquisition is the Company's proposed acquisition of 100% of the issued capital of TSP pursuant to the Takeover Offer contemplated under the Bid Implementation Agreement.	Section 12.2
What are the key terms of the Acquisition under the Bid Implementation Agreement?	<p>The key terms of the Acquisition are as follows</p> <p>a) As consideration for the acquisition of 100% of the issued capital of TSP, under the Takeover Offer the Company will issue to the TSP Shareholders a total of 289,528,894 Shares, being 198.1 Applabs Shares for every 1 TSP Share (Takeover Shares).</p> <p>b) The Acquisition is conditional upon, and subject to, a number of conditions. These conditions have either been satisfied or substantially satisfied, with the exception of the following conditions which remain outstanding at the date of this Prospectus:</p> <p>(i) Shareholder approval of the Essential Resolutions at the General Meeting;</p> <p>(ii) the Company receiving subscriptions for the Full Subscription amount of the Public Offer under this Prospectus;</p> <p>(iii) the Company obtaining all necessary regulatory approvals on terms acceptable to the parties as are required to give effect to the Acquisition including re-compliance with Chapters 1 and 2 of the Listing Rules on terms which the Company believes are capable of satisfaction; and</p> <p>(iv) the Takeover Offer being declared Unconditional.</p> <p>c) As part of the acceptance documentation for the Takeover Offer, the TSP Shareholders will acknowledge that some or all of the Takeover Shares may be escrowed in accordance with the requirements of ASX and will sign such form of escrow agreement as required by ASX.</p>	Section 12.2
What approvals are being sought at the General Meeting?	<p>Shareholders will have the opportunity to vote on the following resolutions at the General Meeting:</p> <p>a) the change in nature and scale of the activities of the Company as a result of the Acquisition;</p> <p>b) authority to issue the Shares under the Public Offer;</p> <p>c) authority to issue the Facilitator Securities under the Facilitator Offer;</p> <p>d) authority to issue the Adviser Options under the Adviser Offer;</p> <p>e) authority to issue the Placement Options under the Placement Offer;</p> <p>f) the appointment of the Proposed Directors to the Board;</p> <p>g) the change of the Company's name to "Search Party Group Ltd";</p>	Section 6.7

TOPIC	SUMMARY	DETAILS
Why is the Company required to re-comply with Chapters 1 and 2 of the Listing Rules?	<p>At the Company's General Meeting, the Company will seek Shareholder approval for, amongst other things, a change in the nature and scale of the Company's activities as a result of the Acquisition. To give effect to these changes, ASX requires the Company to re-comply with Chapters 1 and 2 of the Listing Rules. This Prospectus is issued to assist the Company to re-comply with these requirements.</p> <p>The Company will be suspended from trading from the day of the General Meeting and will not be reinstated until the Company has satisfied the Conditions of the Offers, including re-compliance with Chapters 1 and 2 of the Listing Rules.</p> <p>There is a risk that the Company may not be able to meet the requirements for re-quotations on ASX. In the event the Conditions of the Offers are not satisfied or the Company does not receive conditional approval for re-quotations on ASX then the Company will not proceed with the Offers and will repay all Application Monies received (without interest).</p>	Section 6.8
Who is The Search Party?	<p>TSP is an unlisted public company which operates an online recruitment marketplace (Marketplace). TSP was founded in Sydney, with offices in London and Toronto. JobAdvisor, the Australian employer review site, is also owned by TSP.</p> <ul style="list-style-type: none"> a) For employers Search Party's objective is to enable them to hire staff using the skills and experience of recruiters significantly faster and cheaper whilst maintaining or enhancing candidate quality. b) For recruiters Search Party's objective is to expand the recruiter's customer base and improve their profitability and efficiency using their existing database of candidates by focusing on the leads generated via the Marketplace. c) For job seekers, Search Party will help them be discovered for the right job, at the right time, at a company with the right cultural fit. <p>The Search Party's vision is to be the new paradigm for recruitment. The mission is to be "the marketplace for employers, recruiters, and job seekers, that delivers outstanding value through innovation and insight, to ensure the right person gets to the right job every time".</p> <p>Search Party's proprietary data science includes candidate deduplication, skills and industry mappings, insights on when a candidate is likely to be ready for a new role, and other proprietary algorithms.</p> <p>For further details of the assets of TSP, refer to Sections 7.4 and 7.5.</p>	Section 7.4

TOPIC	SUMMARY	DETAILS
What is TSP's business model?	Recruiters join the Marketplace for free and advertise their candidate data using Search Party technology to maintain individual privacy. Employees search and create a shortlist of potential employees for a role using Search Party data science and smart search. Recruiters connected to the chosen candidates accept or negotiate a fee proposed by the employer then screen the chosen candidates (and others like them) for capability and interest before proposing them for interview. Employers interview and hire candidates as usual then pay the recruiter the agreed fee. Search Party earns 20% of the fee the employer pays to the recruiter. Search Party also owns the www.jobadvisor.com.au employer review website. JobAdvisor helps businesses showcase their brand as a place to work in an open and transparent way.	Section 7.5

4.3 Key Risks

Prospective investors should be aware that subscribing for Securities in the Company involves a number of risks and uncertainties. The risk factors set out in Section 11 and other risks applicable to all listed securities, may affect the value of the Securities in the future. Accordingly, an investment in the Company must be considered highly speculative. This Section summarises some of the risks that apply to an investment in the Company. Investors should refer to Section 11 for a more detailed summary of the risks.

KEY RISK	SUMMARY	DETAILS
Conditional Acquisition and Offers	<p>As part of the Company's change in nature and scale of activities, ASX will require the Company to re-comply with Chapters 1 and 2 of the Listing Rules. This Prospectus is issued to assist the Company to re-comply with these requirements. The Shares will be suspended from the General Meeting. It is anticipated that the Shares will remain suspended until completion of the Takeover Offer, the Offers, re-compliance by the Company with Chapters 1 and 2 of the Listing Rules and compliance with any further conditions ASX imposes on reinstatement to quotation. 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.</p> <p>In the event that the Conditions of the Offers set out in Section 6.6 are not satisfied or the Company does not receive conditional approval for re-quotation on ASX, the Company will not proceed with the Offers and will repay all Application Monies received. In the event that the Public Offer does not proceed, the other Offers under this Prospectus will not proceed.</p>	Section 11.1a)
Speculative nature of investment	Search Party is a business in start up phase and an investment in the Company is speculative in nature. The early stage nature of Search Party, the high pace of change, and innovation within the recruitment technology market, and uncertainty regarding customer take up and the infrastructure required for and cost of origination mean that the Shares are of a speculative nature. Investors should obtain their own independent financial advice prior to accepting the Offers	Section 11.2b)(i)

KEY RISK	SUMMARY	DETAILS
Customer Take up	Search Party's success will depend, in part, on its ability to commercialise and expand its business' customer base of employers, recruiters and jobseekers and for them to transact through the Platform as intended. Failure to do so may impact the financial performance and overall success of the business	Section 11.2b)(iv)
Growth Management	The success of Search Party will be dependent upon its ability to manage and execute successfully on the Search Party growth strategy. As with many small and growing businesses, there is a risk that Search Party may not be able to execute on some or all of this growth strategy. Failure by the Company to properly and adequately implement strategies and manage growth may affect the Company's financial performance	Section 11.2b)(v)
Funding	The Company's requirements for capital depend on numerous events. Depending on the Company's ability to generate significant income from Search Party's operations, the Company may require further financing in the future. Additionally, the ability for Search Party to further expand its business may be dependent upon its ability to raise additional funds. There is no guarantee that any equity or debt funding or R&D funding will be available to the Company or if available, will be available on acceptable terms.	Section 11.2b)(viii)
Brand Establishment, reputation, and maintenance	The success of Search Party is somewhat dependent upon maintaining a positive reputation with its current employer, recruiter and candidate users, as well as establishing Search Party's brand with new users. Unforeseen issues or events that may place the reputation of Search Party at risk may impact operations, future earnings and growth prospects or its ability to raise capital	Section 11.2b)(x)
Limited Trading History	The Search Party platform was released in beta in October of 2014 and relaunched in July 2015. While the business has seen strong growth over the last six months the business is still in an early phase and like all marketplaces, its success is based on a high volume of transactions being concluded. Accordingly, evaluation of Search Party's business or prospects cannot be forecast and based on its limited operating history, there is a risk that Search Party may not reach commercial viability.	Section 11.2b)(xii)
Protection of Private and Sensitive Data	Access to private and sensitive data such as account balances and candidate databases is provided to internal staff and staff of Search Party clients where necessary or for support purposes. If any of these user accounts was compromised, there is a risk that private and sensitive data relating to candidate performance and personal information could be accessed.	Section 11.2d)(i)
Intellectual Property Protection	Search Party has invested significantly in the development of its information technology platform and uses certain trademarks in the promotion of its business, together with source code and proprietary algorithms. Unauthorised access and/or theft of these items would pose a risk to competitive advantage of Search Party.	Section 11.2d)(ii)

KEY RISK	SUMMARY	DETAILS
Platform Faults	All releases of TSP's Platform are run through extensive manual testing and an ever evolving system of automated regression tests to ensure stability of platform is maintained to high standards. Preventative measures are in place to prevent security flaws from existing, even in testing environments. However, there is a risk that bugs, Platform flaws and extended outages (should they occur) may result in negative publicity and significant loss of customers.	Section 11.2d)(iii)
Third Party Faults	Search Party relies on third party service providers for its Platform infrastructure, together with tailored operating systems and core technologies. Inability to quickly replace loss of any service providers, operating system faults and/or technology discontinuation may have an adverse effect on TSP's business.	Section 11.2d)(iv)

4.4 Proposed use of funds and other key terms of the Offers

TOPIC	SUMMARY	DETAILS
What is the proposed use of funds raised under the Public Offer?	<p>The funds raised under the Public Offer are proposed to be used to fund the following key business activities:</p> <ul style="list-style-type: none"> (a) sales team and selling expenses; (b) product engineering and data science; (c) marketing and product design; (d) overheads and working capital; and (e) costs of the Acquisition and Offers. 	Section 6.10
Will the Company be adequately funded after completion of the Public Offer?	The Directors are satisfied that on completion of the Public Offer, the Company will have sufficient working capital to carry out its business objectives as set out in this Prospectus.	Sections 6.9 and 6.10
What rights and liabilities attach to the Shares being offered?	All Shares issued under the Public Offer and the Facilitator Offer will rank equally in all respects with existing Shares on issue. The rights and liabilities attaching to the Shares are described in Section 13.1.	Section 13.1

TOPIC	SUMMARY	DETAILS
What are the terms and conditions of the Facilitator Options being offered?	The Facilitator Options have an exercise price of \$0.15 each and an expiry date of 2 years from their date of issue. The full terms and conditions of the Facilitator Options are described in Section 13.2.	Section 13.2
What are the terms and conditions of the Adviser Options and Placement Options being offered?	The Adviser Options and Placement Options have an exercise price of \$0.25 each and an expiry date of 31 December 2016. The full terms and conditions of the Adviser Options and Placement Options are described in Section 13.3.	Section 13.3
What are the terms and conditions of the Company's other Securities?	The terms and conditions of the Company's other Securities, including the Private Treaty Options, ESOP Options and Performance Rights are described in Sections 13.4 – 13.7.	Sections 13.4 – 13.7
Is the Public Offer underwritten?	No, the Public Offer is not underwritten.	Section 6.12
Who is the lead manager to the Public Offer?	The Company has appointed GTT Ventures Pty Ltd to act as lead manager to the Public Offer pursuant to the Lead Manager Mandate. The Lead Manager will receive a cash fee of \$75,000 plus GST and a brokerage fee payable on completion of the Public Offer. GTT Ventures Pty Ltd is a related party of the Company and will receive Facilitator Securities under the Facilitator Offer (subject to shareholder approval at the General Meeting). The full terms and conditions of the Lead Manager Mandate are set out in Section 12.3.	Sections 6.19 and 12.3
Will the Securities issued under the Offers be listed?	<p>The Company will apply for listing of the Shares offered under the Public Offer and the Facilitator Offer on ASX under ASX code 'SP1' within seven days of the date of this Prospectus. Completion of the Offers is conditional on, amongst other matters, ASX approving this application.</p> <p>The Company will not apply for listing of the Facilitator Options to be issued under the Facilitator Offer, nor the securities under the remaining Offers.</p>	Section 6.8
What are the tax implications of investing in Securities under the Offers?	The tax consequences of any investment in Securities will depend upon your particular circumstances. Prospective investors should obtain their own tax advice before deciding to invest.	Section 6.25

TOPIC	SUMMARY	DETAILS
What is the Company's dividend policy?	<p>The Company does not expect to pay dividends in the near future as its focus will primarily be on using cash reserves to grow and develop TSP's business.</p> <p>Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.</p>	Section 6.14
How do I apply for Shares under the Public Offer?	<p>Applications for Shares under the Public Offer must be made by completing a Public Offer Application Form and must be accompanied by a cheque in Australian dollars (or an electronic transfer to the bank account advised by the Company) for the full amount of the application being \$0.10 per Share. Cheques must be made payable to "Applabs Technologies Ltd – Share Offer Account" and should be crossed "Not Negotiable".</p>	Section 6.15a)
How do I apply for Securities under the Facilitator Offer?	<p>The Facilitator Offer is an offer to the Facilitator only (or nominees).</p> <p>Only the Facilitator (or nominees) may accept the Facilitator Offer. A personalised Facilitator Offer Application Form will be issued to the Facilitator (or nominees), together with a copy of this Prospectus. The Company will only provide the Facilitator Offer Application Form to the Facilitator (or nominees).</p>	Section 6.15b)
How do I apply for Securities under the Adviser Offer?	<p>The Adviser Offer is an offer to the Advisers only (or nominees).</p> <p>Only the Advisers (or nominees) may accept the Adviser Offer. A personalised Adviser Offer Application Form will be issued to the Advisers (or nominees), together with a copy of this Prospectus. The Company will only provide the Adviser Offer Application Form to the Advisers (or nominees).</p>	Section 6.15c)
How do I apply for Securities under the Placement Offer?	<p>The Placement Offer is an offer to the Placees only (or nominees).</p> <p>Only the Placees (or nominees) may accept the Placement Offer. A personalised Placement Offer Application Form will be issued to the Placees (or nominees), together with a copy of this Prospectus. The Company will only provide the Placement Offer Application Form to the Placees (or nominees).</p>	Section 6.15d)
When will I receive confirmation that my application has been successful?	<p>It is expected that holding statements will be sent to successful Applicants by post on or about the dispatch date noted in the indicative timetable set out in Section 3.</p>	Sections 3, 6.17 and 6.21

TOPIC	SUMMARY	DETAILS
How can I find out more about the Prospectus or the Offers?	Questions relating to the Offers can be directed to the Company on +61 8 9388 9968.	Section 6.26

4.5 Board and management

TOPIC	SUMMARY	DETAILS
Who are the Directors of the Company?	<p>The Existing Directors of the Company are Patrick Glovac (Managing Director), Rocco Tassone (Non Executive Director) and Charles Thomas (Non Executive Director).</p> <p>Upon the Takeover Offer becoming Unconditional, changes will be made to the Board, with the termination of the engagement of Mr Glovac and Mr Tassone, and the appointment of the Proposed Directors, such that the Board will then comprise:</p> <ul style="list-style-type: none"> a) Ben Hutt (CEO and Managing Director); b) Paul Bird (Non-Executive Director); c) Trevor Loewensohn (Non-Executive Director and Chairman); and d) Charles Thomas (Non Executive Director) being the only Existing Director that will continue with the Company upon the Takeover Offer becoming Unconditional. <p>Refer to Section 8 for details of the relevant experience and expertise of the Directors.</p>	Section 8.1
Who are the key management personnel?	<p>Following the Acquisition, the key management personnel will include:</p> <ul style="list-style-type: none"> a) Stuart Gatenby – Chief Technology Officer; b) Simone Lander – Company Secretary; c) Magda Walczak – Chief Customer Officer; d) Jason Shepherd – Chief Financial Officer; e) Dylan Hogg – Head of Data Science; and f) Dr Jan Luts – Senior Data Scientist. 	Sections 8.2 and 8.7
What are the significant interests of Directors?	<p>The interests of the Directors are detailed in Section 8.3.</p> <p>The security holdings of the Directors are set out in Section 8.4.</p> <p>Section 8.6 sets out details of related party agreements with the Company from which the Directors may benefit.</p>	Sections 8.3, 8.4 and 8.6
Are there any relationships between the	Proposed Directors, Ben Hutt, Paul Bird and Trevor Loewensohn are also directors and shareholders of TSP. Accordingly, they will receive Takeover	Section 8.4

TOPIC	SUMMARY	DETAILS
Company and parties involved in the Acquisition or Offers that are relevant to investors?	<p>Shares in accordance with their TSP shareholdings.</p> <p>Additionally, the Proposed Directors will receive Performance Rights under the Company's Employee Performance Rights Plan (subject to Shareholder and regulatory approvals at the General Meeting). For further details, see Section 8.4.</p>	

4.6 Miscellaneous

TOPIC	SUMMARY	DETAILS
What material contracts are the Company and TSP a party to?	<p>The material contracts of the Company and TSP comprise:</p> <ul style="list-style-type: none"> a) Bid Implementation Agreement; b) Terms and Conditions of Use of TSP Services; c) Executive Service Agreements and Non-Executive Service Agreements for Existing Directors and Proposed Directors; d) TSP ESOP Optionholder Loan Agreements; e) ALA Lead Manager Mandate; and f) TSP Corporate Advisory Mandate. 	Sections 8.6, 8.7 and 12.
What is the financial position of the Company and TSP post completion of the Offers and the Acquisition?	<p>The Company is currently listed on ASX and its financial history, including its 2013, 2014 and 2015 Annual Reports are available on its website (www.applabs.com.au).</p> <p>The relaunch of the TSP Marketplace commenced in July 2015 and the focus of the business since then has been on its development with emphasis on securing employers and recruiters for the Marketplace. It has incurred significant cost in building the Marketplace and in marketing to employers and recruiters in Australia, UK and Canada. At this stage, and in this context, TSP is generating modest and as yet not material revenue. The next phase of the TSP business will focus on further growth of the market place constituents and improving the market place efficiency and in particular the effectiveness of the Platform in improving conversion of roles to completed placements (as further described under the heading of "Sales Funnel and efficiency" in Section 7.5 below). For further information, please refer to TSP's consolidated statement of Profit and Loss in Annexure 1 of the Investigating Accountant's Report.</p> <p>Further financial information regarding the Company and TSP is set out in Section 9 of this Prospectus and considered in the Investigating Accountant's Report in Section 10.</p>	Sections 9 and 10

TOPIC	SUMMARY	DETAILS
Will any Securities be subject to escrow?	<p data-bbox="408 255 1198 409">Subject to the Company re-complying with Chapters 1 and 2 of the Listing Rules and the Company's Shares being reinstated to trading on ASX, certain Shares and Options in the Company will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of reinstatement.</p> <p data-bbox="408 450 1198 571">As part of the acceptance documentation for the Takeover Offer, the TSP Shareholders will acknowledge that some or all of the Takeover Shares may be escrowed in accordance with the requirements of ASX and will sign such form of escrow agreement as required by ASX.</p> <p data-bbox="408 607 1134 633">Refer to Section 6.13 for further details of the escrow arrangements.</p>	Section 6.13



Section 5

Chairman's Letter

5. Chairman's Letter

Dear Investors,

On behalf of the Board of Applabs Technologies Ltd (**Applabs**) (to be renamed Search Party Group Ltd) I am pleased to present this Prospectus to you.

The Prospectus contains a public offer to subscribe for 37,049,969 shares at 10c each to raise \$3,704,996.90. The Prospectus also contains the Facilitator Offer, Adviser Offer and Placement Offer. Refer to Section 6 for further details of the Offers.

The Capital Raising is being conducted in parallel with a takeover offer being made by Applabs for an unlisted public company, The Search Party Ltd (**Search Party**). As described in detail in this Prospectus, The Search Party is a recruitment marketplace that uses sophisticated technology and proprietary data science to improve the recruitment process for the three key stakeholders in recruitment; employers, candidates and recruiters. The Search Party's vision is to be the new paradigm for recruitment.

The Search Party is headquartered in Australia and it has operations in the United Kingdom and Canada. Search Party measures its key metrics in two core categories. Firstly, the number of marketplace participants and volume of candidate data, and secondly, the activity of these participants.

The three key volume metrics are – number of employers, recruiters and candidate CVs. As at 30 March 2016 TSP has more than 4,600 registered employers, 1,000 registered recruiters and more than 15 million CV's. The four key activity metrics, together with the Q1 2016 totals for each are - number of roles for which fees are agreed (564), value of unique fees agreed (\$2.1m), interviews confirmed (536) and placements made (73).

As explained in detail in the Prospectus, the focus of the TSP business and the purpose of this Capital Raising and transaction is to grow TSP's volume and improve TSP's efficiency which is expected in due course to drive revenue and profitability, as is typical for online marketplace businesses.

The integration and expansion of JobAdvisor, the employer review site which was acquired by Search Party in September 2015, is also expected to support growth in marketplace volume and activity. Additionally, a key focus will be growth in new geographic markets with particular emphasis on identification of and engagement with strategic and capital partners to launch in the US which is a large and attractive target market.

Full details of the transaction and the Merged Entity are set out in the Prospectus. As at 9 June 2016 ALA has received Takeover Acceptance Forms representing approximately 95.62% acceptance under the Takeover Offer.

Whilst there are a few small residual investments in the Applabs technology investment portfolio (circa \$0.4 million) the primary business of Applabs post completion of this Takeover and capital raising will be Search Party. In this respect, Applabs will change its name to Search Party Group Ltd. Three existing Search Party directors will be appointed to the Board, and I will remain as a Director of Search Party Group Ltd.

The Capital Raising and Takeover are subject to various conditions being satisfied that are summarised in Section 6.6, including:

- Applabs receiving subscriptions for the Full Subscription of the Public Offer, being \$3,704,996.90;
- the Takeover Offer becoming unconditional;
- Applabs' Shareholder approval at the General Meeting; and
- ASX recompliance approval under Chapters 1 and 2 of the ASX Listing Rules.

An investment in the Merged Entity is subject to certain risks which are highlighted in Section 11. I encourage you to read this Prospectus carefully and in its entirety. If you are in any doubt as to the contents of this Prospectus, you should consult your stockbroker, lawyer, accountant or other professional adviser.

On behalf of the Board, I am pleased to present this Prospectus to you and invite you to take part in this exciting investment opportunity.

Yours faithfully

A handwritten signature in black ink, appearing to be 'CT' followed by a long horizontal stroke that curves upwards at the end.

Charles Thomas

Director

Applabs Technologies Ltd

(to be renamed Search Party Group Ltd)



Section 6

Details of the Offers

6. Details of the Offers

6.1 Background and Takeover Offer

On 20 January 2016, Applabs announced the execution of the Bid Implementation Agreement, setting out a proposal to acquire all of the outstanding fully paid ordinary shares in TSP by way of off-market Takeover Offer. Applabs lodged its Bidder's Statement for the Takeover Offer with ASIC on 16 March 2016. Under the Takeover Offer, accepting TSP shareholders will receive 198.1 Applabs Shares for every 1 TSP Share held.

As at 9 June 2016 ALA has received Takeover Acceptance Forms representing approximately 95.62% acceptance under the Takeover Offer.

6.2 The Public Offer and Minimum Subscription

Pursuant to the Public Offer under this Prospectus, the Company is offering 37,049,969 Shares at an issue price of \$0.10 per Share to raise \$3,704,996.90 (**Full Subscription**).

All Shares issued pursuant to the Public Offer will rank equally with the existing Shares on issue. Please refer to Section 13.1 for further information regarding the rights and liabilities attaching to the Shares.

The minimum subscription for the Public Offer is the Full Subscription. No Shares will be issued until the Full Subscription has been received. If the Full Subscription is not received within four months after the date of this Prospectus (or such period as varied by ASIC), the Company will not issue any Shares under the Public Offer and will repay all Application Monies received (without interest) in accordance with the Corporations Act.

Please refer to Section 6.15a) for details on how to apply for Shares under the Public Offer.

6.3 The Facilitator Offer

Pursuant to this Prospectus, the Company is also offering in aggregate 10,000,000 Shares and 30,000,000 Facilitator Options to the Facilitators (or their nominees) in consideration for the provision of facilitation services to the Company in respect of the Acquisition (**Facilitator Offer**).

All Shares issued pursuant to the Facilitator Offer will rank equally with the existing Shares on issue. Please refer to Section 13.2 for further information regarding the terms and conditions of the Facilitator Options.

There is no minimum subscription under the Facilitator Offer.

Please refer to Section 6.15b) for details of how to apply for Shares and Facilitator Options under the Facilitator Offer.

6.4 The Adviser Offer

Pursuant to this Prospectus, the Company is also offering 2,000,000 Adviser Options to the Advisers (or their nominees) in consideration for the provision of corporate advisory services to the Company (**Adviser Offer**).

The Adviser Options are exercisable at \$0.25 each on or before 31 December 2016. Please refer to Section 13.3 for further information regarding the terms and conditions of the Adviser Options.

There is no minimum subscription under the Adviser Offer.

Please refer to Section 6.15c) for details of how to apply for Adviser Options under the Adviser Offer.

6.5 The Placement Offer

Pursuant to this Prospectus, the Company is also offering 4,500,000 Placement Options to the Placees (or their nominees) which are free attaching Options to the Shares issued under the Company's recent placement of 2 and 4 February 2016 (**Placement Offer**).

The Placement Options are exercisable at \$0.25 each on or before 31 December 2016. Please refer to Section 13.3 for further information regarding the terms and conditions of the Placement Options.

There is no minimum subscription under the Placement Offer.

Please refer to Section 6.15d) for details of how to apply for Placement Options under the Placement Offer.

6.6 Conditions of the Offers

The Offers are conditional upon the following events occurring:

- (a) the Company receiving subscriptions for the Full Subscription amount of the Public Offer (being \$3,704,996.90) (see Section 6.2);
- (b) Shareholders approving the Essential Resolutions at the General Meeting (see Section 6.7);
- (c) the Takeover Offer becoming Unconditional; and
- (d) the Company receiving from ASX written confirmation that ASX will re-instate the Company's Shares to quotation on ASX and terminate the suspension of the Company's Shares from quotation, subject to the satisfaction of such terms and conditions (if any) as are prescribed by ASX or the Listing Rules,

(together the **Conditions of the Offers**).

If the Conditions of the Offers are not achieved then the Company will not proceed with the Offers and will repay all Application Monies received (without interest) in accordance with the Corporations Act.

If the Public Offer does not proceed, the other Offers under this Prospectus will not proceed.

6.7 General Meeting

At the General Meeting the Company will seek Shareholder approval for the:

- (a) change in nature and scale of the activities of the Company as a result of the Acquisition;
- (b) issue of the Shares for the Public Offer under this Prospectus;
- (c) issue of the Securities under the Facilitator Offer;
- (d) change of the Company's name to "Search Party Group Ltd";
- (e) appointment of the Proposed Directors to the Board;
- (f) ratification for past issues of the Company's Shares for the purposes of replenishing the Company's placement capacity under ASX Listing Rule 7.1 and/or 7.1A (if applicable);
- (g) the issue of the Securities under the Adviser Offer;
- (h) the issue of the Securities under the Placement Offer;
- (i) authority for the Existing Directors to participate in the Public Offer;
- (j) adoption of the Employee Option Plan and Employee Performance Rights Plan;
- (k) issue of Performance Rights under the Performance Rights Plan; and
- (l) issue of Private Treaty Options.

The Essential Resolutions relate to those resolutions associated with the approval of items (a), (b), (c), (e) and (f) above.

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

At the Company's General Meeting, the Company will seek Shareholder approval for, amongst other things, a change in the nature and scale of the Company's activities as a result of the Acquisition. To give effect to these changes, ASX requires the Company to re-comply with Chapters 1 and 2 of the Listing Rules. This Prospectus is issued to assist the Company to re-comply with these requirements.

The Company will be suspended from trading from the time of the General Meeting and will not be reinstated until the Company has satisfied the Conditions of the Offers, including re-compliance with Chapters 1 and 2 of the Listing Rules.

There is a risk that the Company may not be able to meet the requirements for re-quotations on ASX. In the event the Conditions of the Offers are not satisfied or the Company does not receive conditional approval for re-quotations on ASX then the Company will not proceed with the Offers and will repay all Application Monies received (without interest). If the Public Offer does not proceed, the other Offers under this Prospectus will not proceed.

The Company will apply to ASX no later than seven days from the date of this Prospectus for Official Quotation of the Shares issued pursuant to this Prospectus. If the Shares are not admitted to quotation within three months after the date of this Prospectus, no Shares will be issued and Application Monies will be refunded in full (without interest) in accordance with the Corporations Act.

The Company will not apply to ASX for quotation of the Facilitator Options. Neither ASX nor ASIC take responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation of the Shares issued pursuant to this Prospectus is not to be taken in any way as an indication by ASX as to the merits of the Company or the Shares.

6.9 Purpose of the Public Offer

The purpose and key objectives of the Public Offer are to:

- (a) meet the requirements of ASX to re-comply with ASX's admission requirements under Chapters 1 and 2 of the Listing Rules;
- (b) provide funding for the continued development of TSP's business model and strategy;
- (c) meet the expenses of the Offers; and
- (d) provide working capital and administration expenditure.

6.10 Use of funds

Following completion of the Takeover Offer and the Offers, the Company intends to apply the funds raised under the Public Offer, together with existing cash, as follows:

SOURCE OF FUNDS		\$
Pro forma cash position for the Merged Entity as at 30 April 2016 (based on the unaudited pro forma balance sheet as at 31 December 2015 less working capital spent during the period from 1 January 2016 to 30 April 2016 (\$3,572,512) and subsequent events (\$4,286,940) – see Appendix 2 to the Independent Accountants Report)		\$4,026,811
Funds raised under the Public Offer		\$3,704,997
Total funds available		\$7,731,808
USE OF FUNDS		\$
Sales team and selling expenses		\$1,003,986
Product engineering and data science		\$2,270,112
Marketing and product design		\$1,971,148
Overheads and working capital		\$1,984,002
Costs of the Acquisition and Offers (not yet paid)		\$502,560
Total		\$7,731,808

The table does not include any potential proceeds from the Australian Government's Research and Development or Export Market Development grant programs.

The above table is a statement of current intentions as at the date of this Prospectus. Investors should note that, as with any budget, the quantum or allocation of funds set out in the above table may change, or the application of the funds may be delayed or accelerated depending on a number of factors, including, the risk factors noted in Section 11, the outcome of operational activities, regulatory developments and market and general economic conditions. In light of this, the Board reserves the right to alter the way the funds are applied.

The use of further equity or debt funding will be considered by the Board where it is appropriate, for example, due to unforeseen circumstances that are materially adverse, to accelerate or expand sales and marketing efforts, accelerate product development, respond to market or economic events or capitalise on growth or other opportunities. The nature and terms of any further equity or debt funding may have dilutionary or other restrictive consequences.

The Directors are satisfied that upon completion of the Offers, the Company will have sufficient working capital to meet its stated objectives as set out in this Prospectus.

6.11 Capital structure

The proposed pro forma capital structure of the Company following completion of the Offers and the Acquisition is as follows:

ORDINARY SHARES	NUMBER
ALA Ordinary Shares currently on issue	50,561,754
ALA Ordinary Shares to be issued under the Takeover Offer	289,528,894
ALA Ordinary Shares to be issued to the Facilitator	10,000,000
ALA Ordinary Shares to be issued under the Public Offer ¹	37,049,969
Total ALA Ordinary Shares on issue at completion of the Takeover Offer	387,140,617
OPTIONS	NUMBER
ALA Options to be issued pursuant to the Placement Offer and the Adviser Offer ²	6,500,000
ALA Options to be issued to the Facilitators ³	30,000,000
ALA Private Treaty Options to be issued ⁴	91,918
ALA ESOP Options to be issued to eligible TSP Employees ⁵	5,192,852
Total ALA Options on issue at completion of the Offer	41,784,770
PERFORMANCE RIGHTS ⁶	NUMBER
Currently on issue	Nil
To be issued to Proposed Directors	6,009,224
To be issued to eligible TSP Employees	9,303,864
Total ALA Performance Rights on issue at completion of the Offer	15,313,088

Notes:

1. Assumes the full subscription of \$3,704,996.90 is raised under the Public Offer.
2. These ALA Options (issued pursuant to the Placement Offer and the Adviser Offer) are unlisted options each exercisable at \$0.25 on or before 31 December 2016.
3. These ALA Options (issued to the Facilitator or its nominees) are unlisted options each exercisable at \$0.15 on or before the date 2 years from completion of the Takeover Offer.
4. Subject to the TSP Optionholder (A Class) accepting the Private Treaty Offer. These ALA Options are exercisable at \$1.08 on or before 10 July 2022. In the event the Private Treaty Offer is not accepted, there will remain 464 TSP Options (A Class) on issue.
5. Subject to completion of the Takeover, ALA intends to offer 5,192,852 Options under its proposed ESOP (subject to shareholder approval and the offerees accepting the offers to be made by ALA under the ESOP).
6. Subject to completion of the Takeover, ALA intends to offer 9,303,864 Performance Rights under its proposed Performance Rights Plan (subject to shareholder approval and the offerees accepting the offers to be made by ALA under the Performance Rights Plan).

6.12 Offers not Underwritten

The Public Offer is not underwritten, nor are any of the other Offers.

6.13 Restricted securities

Subject to the Company re-complying with Chapters 1 and 2 of the Listing Rules and the Company's Shares being reinstated to trading on ASX, certain Securities in the Company will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of reinstatement. During the period in which these securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of his or her Shares in a timely manner.

Additionally, as part of the acceptance documentation for the Takeover Offer, the TSP Shareholders will acknowledge that some or all of the Takeover Shares may be escrowed in accordance with the requirements of ASX and will sign such form of escrow agreement as required by ASX. ALA has sought confirmation from ASX as to the escrow to be applied in accordance with ASX policy under Listing Rule 9.1. As part of this process, ALA has also sought a waiver from certain requirements of ASX Listing Rule 9.1.3 in relation to the escrow to be applied by ASX to the Securities to be issued under the Offers. There is no guarantee that ASX will grant the waiver. However, if ASX grants the waiver, the Company will advise the market accordingly.

Prior to the Company's Shares being reinstated to trading on ASX, the Company will enter into escrow agreements with the recipients of the restricted securities in accordance with Chapter 9 of the Listing Rules, and the Company will announce to ASX full details (quantity and duration) of the Securities required to be held in escrow.

In addition to escrow imposed by the ASX Listing Rules, ALA has entered into voluntary escrow agreements with TSP's major shareholders, being Mr Trevor Lowensohn (a proposed Director of ALA) and his associated entities, and Mr Joshua Rogers and his related entities (including Aimli Pty Ltd). Pursuant to these agreements Messrs Lowehsohn and Rogers (and their associated entities) have agreed that, in addition to any ASX-imposed escrow (as outlined above), any Consideration Shares of theirs which are not subject to ASX-imposed escrow will be subject to a voluntary escrow period of 24 months (up to a maximum of 60% of their total holdings in ALA). The voluntary escrow agreements contain early release provisions whereby the voluntarily escrowed securities may be released on the condition that ALA's 2016 annual report being released and ALA has obtained a share price of \$0.67 over a period of 30 consecutive trading days.

6.14 Dividend policy

The Company does not expect to declare any dividends in the near future as its focus will primarily be on using cash reserves to grow and develop TSP's business.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future

capital requirements and general business and other factors considered relevant by the Directors. No assurances can be given by the Company in relation to the payment of dividends or that franking credits may attach to any dividends.

6.15 How to apply

a) Public Offer

Applications for Shares under the Public Offer will only be accepted on the general application form accompanying this Prospectus (**Public Offer Application Form**). The Public Offer Application Form must be completed in accordance with the instructions set out on the back of the form. The Public Offer Application Form must be accompanied by a personal cheque, payable in Australian dollars, or payment to the bank account advised by the Company, for an amount equal to the number of Shares for which the Applicant wishes to apply multiplied by the Application price of \$0.10 per Share. Cheques must be made payable to “**Applabs Technologies Ltd – Offer Account**” and should be crossed “Not Negotiable”.

Applications for Shares must be for a minimum of 20,000 Shares (\$2,000).

Completed Public Offer Application Forms and accompanying cheques (or payment to the bank account advised by the Company) must be received by the Company before 5.00pm (WST) on the Closing Date at either of the following addresses:

Applabs Technologies Ltd
c/- Advanced Share Registry Ltd

Delivery Address	OR	Postal Address
110 Stirling Highway		PO Box 1156
NEDLANDS WA 6009		NEDLANDS WA 6009

Applicants under the Public Offer are urged to lodge their Public Offer Application Forms as soon as possible as the Public Offer may close early without notice.

An original, completed and lodged Public Offer Application Form together with a cheque for the Application Monies or a payment to the bank account advised by the Company, constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in the Public Offer Application Form. The Public Offer Application Form does not need to be signed to be valid. If the Public Offer Application Form is not completed correctly or if the accompanying payment is for the wrong amount, it may be treated by the Company as valid. The Directors' decision as to whether to treat such an application as valid and how to construe, amend or complete the Public Offer Application Form is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque or direct transfer for the Application Monies.

b) **Facilitator Offer**

The Facilitator Offer is an offer to individual Facilitators only (or their nominees).

Only individual Facilitators (or their nominees) may apply for Securities under the Facilitator Offer.

A personalised application form will be issued to each Facilitator together with a copy of this Prospectus (**Facilitator Offer Application Form**). The number of Securities to be offered to each Facilitator will be outlined in the Facilitator Offer Application Form provided by the Company. The Company will only provide the Facilitator Offer Application Form to Facilitators (or nominees).

In order to apply for the issue of Securities under the Facilitator Offer you must complete and return the personalised Facilitator Offer Application Form to:

By Post to

Applabs Technologies Ltd
Advanced Share Registry Limited
PO Box 1156
Nedlands WA 6909

Or Delivered to

Applabs Technologies Ltd
Advanced Share Registry Limited
110 Stirling Highway
Nedlands WA 6009

by no later than 5.00pm on the Closing Date. If you do not return your Facilitator Offer Application Form by this time and date, then the Facilitator Offer to you will lapse.

c) **Adviser Offer**

The Adviser Offer is an offer to individual Advisers only (or their nominees).

Only individual Advisers (or their nominees) may apply for Securities under the Adviser Offer.

A personalised application form will be issued to each Adviser together with a copy of this Prospectus (**Adviser Offer Application Form**). The number of Securities to be offered to each Adviser will be outlined in the Adviser Offer Application Form provided by the Company. The Company will only provide the Adviser Offer Application Form to Advisers (or nominees).

In order to apply for the issue of Securities under the Adviser Offer you must complete and return the personalised Adviser Offer Application Form to:

By Post to

Applabs Technologies Ltd
Advanced Share Registry Limited
PO Box 1156
Nedlands WA 6909

Or Delivered to

Applabs Technologies Ltd
Advanced Share Registry Limited
110 Stirling Highway
Nedlands WA 6009

by no later than 5.00pm on the Closing Date. If you do not return your Adviser Offer Application Form by this time and date, then the Adviser Offer to you will lapse.

d) Placement Offer

The Placement Offer is an offer to individual Placees only (or their nominees).

Only individual Placees (or their nominees) may apply for Securities under the Placement Offer.

A personalised application form will be issued to each Placee together with a copy of this Prospectus (**Placement Offer Application Form**). The number of Securities to be offered to each Placee will be outlined in the Placement Offer Application Form provided by the Company. The Company will only provide the Placement Offer Application Form to Placees (or nominees).

In order to apply for the issue of Securities under the Placement Offer you must complete and return the personalised Placement Offer Application Form to:

By Post to

Applabs Technologies Ltd
Advanced Share Registry Limited
PO Box 1156
Nedlands WA 6909

Or Delivered to

Applabs Technologies Ltd
Advanced Share Registry Limited
110 Stirling Highway
Nedlands WA 6009

by no later than 5.00pm on the Closing Date. If you do not return your Placement Offer Application Form by this time and date, then the Placement Offer to you will lapse.

6.16 Application monies to be held on trust

Until the Securities are issued under this Prospectus, the Application Monies for Shares under the Public Offer will be held by the Company on trust on behalf of Applicants in a separate bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus. If the Shares to be issued under this Prospectus are not admitted to quotation within three months after the date of this Prospectus, no Shares will be issued and Application Monies will be refunded in full without interest in accordance with the Corporations Act.

6.17 Allocation of Securities

The Directors will determine the recipients of the Shares under the Public Offer in consultation with the Lead Manager. The Directors (in conjunction with the Lead Manager) reserve the right to reject any application or to issue a lesser number of Shares than that applied for. If the number of Shares allocated is less than that applied for, or no issue is

made, the surplus Application Monies will be promptly refunded by cheque to the Applicant (without interest).

Subject to ASX granting approval for quotation of the Shares, the issue of Shares will occur as soon as practicable after the Public Offer closes. Securities under the other offers will be issued on or about the same date as under the Public Offer. Holding statements will be dispatched as required by ASX. It is the responsibility of applicants to determine their allocation prior to trading in the Shares.

Applicants who sell the Shares before they receive their holding statement will do so at their own risk.

6.18 Applicants outside Australia

This Prospectus and the Offers do not constitute an offer of securities in any jurisdiction in which it would be unlawful. In particular, this Prospectus may not be distributed to any person, and the Securities may not be offered or sold, in any country outside Australia except to existing TSP Shareholders and to the extent permitted below.

Hong Kong

WARNING - The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Offers. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

This document also does not constitute a prospectus (as defined in section 2(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)) or notice, circular, brochure or advertisement offering any securities to the public for subscription or purchase or calculated to invite such offers by the public to subscribe for or purchase any securities, nor is it an advertisement, invitation or document which is or contains an invitation falling within the meaning of section 103 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Accordingly, unless permitted by the securities laws of Hong Kong, no person may issue or have in its possession for the purposes of issue, this document or any advertisement, invitation or document relating to the Offers, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong).

Copies of this document may be issued to a limited number of persons in Hong Kong in a manner which does not constitute any issue, circulation or distribution of this document, or any offer or an invitation in respect of these securities, to the public in Hong Kong. The document is for the exclusive use of TSP Shareholders in connection with the Offers, and no steps have been taken to register or seek authorisation for the issue of this document in Hong Kong. Only the person to whom a copy of this document has been issued may take action in response to this document. The Offers are personal to the person to whom this document has been delivered, and an acquisition or subscription for securities under the Offers will only be accepted from such person.

This document is confidential to the person to whom it is addressed and no person to whom a copy of this document is issued may issue, circulate, distribute, publish, reproduce or

disclose (in whole or in part) this document to any other person in Hong Kong or use for any purpose in Hong Kong other than in connection with the consideration of the Offers by the person to whom this document is addressed.

Singapore

This document has not been lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore ("MAS") and therefore, the statutory liability under the Securities and Futures Act (Cap. 289) ("SFA") in relation to the content of prospectuses will not apply. The MAS assumes no responsibility for the contents of this document. The MAS has not in any way considered the merits of the Securities being offered pursuant to the Offers as described in this document. You should consider carefully whether this offer is suitable for you.

This document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of Applabs Securities may not be circulated or distributed, nor may Applabs Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with the exemption set out in section 273(1)(b) of the SFA or otherwise in accordance with any other relevant exemption under the SFA.

Any offer of Applabs Securities is personal to you, as a current shareholder of TSP, and is not made to you with a view to the securities being subsequently offered for sale to any other party. You are advised to acquaint yourself with the SFA provisions relating to on-sale restrictions in Singapore and comply accordingly.

United States

The Prospectus has not been filed with, or reviewed by, the US Securities and Exchange Commission or any state securities authority and none of them has passed upon or endorsed the merits of the Offers or the accuracy, adequacy or completeness of the Prospectus. Any representation to the contrary is a criminal offence.

The shares to be issued pursuant to the Offers have not been, and will not be, registered under the US Securities Act 1933 or the securities laws of any US state or other jurisdiction. The Offers are not being made in any US state or other jurisdiction where it is not legally permitted to do so.

US shareholders of TSP should note that the Offers are made for the securities of an Australian company in accordance with the laws of Australia and the listing rules of the Australian Securities Exchange. The Offers are subject to disclosure requirements of Australia that are different from those of the United States.

It may be difficult for you to enforce your rights and any claim you may have arising under US federal securities laws, since Applabs is located in Australia and most of its officers and directors are residents of Australia. You may not be able to sue Applabs or its officers or directors in Australia for violations of the US securities laws. It may be difficult to compel Applabs and its affiliates to subject themselves to a US court's judgment.

You should be aware that Applabs may purchase securities otherwise than under the Offers, such as in privately negotiated purchases.

6.19 Lead Manager

The Company has appointed GTT Ventures Pty Ltd to act as lead manager to the Public Offer.

The Lead Manager will receive a cash fee of \$75,000 plus GST and a brokerage fee, payable on completion of the Public Offer. GTT Ventures Pty Ltd is a related party of the Company and will also receive Facilitator Securities under the Facilitator Offer (subject to shareholder approval at the General Meeting).

Refer to Section 12.3 for a summary of the terms of the Lead Manager Agreement.

6.20 Commissions on application forms

The Company agrees to pay a capital raising fee of 6% to the Lead Manager (exclusive of goods and services tax), this amount includes any fees paid to licensed securities dealers or Australian Financial Services Licensee in respect of valid Applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian Financial Services Licensee. Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian Financial Services Licensee. In this respect, it is envisaged that 1% will be payable to GTT and 5% will be payable to third party brokers involved in placing amounts under the Public Offer.

6.21 CHESS and Issuer Sponsorship

The Company participates in the Clearing House Electronic Subregister System (**CHESS**). All trading on ASX in existing Shares is, and in new Shares will be, settled through CHESS. ASX Settlement Pty Ltd (**ASXS**), a wholly-owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules. On behalf of the Company, the Share Registry operates an electronic issuer sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together make up the Company's principal register of securities.

Under CHESS, the Company will not issue certificates to Shareholders. Instead, Shareholders will receive a statement of their holdings in the Company. If an investor is broker sponsored, ASXS will send a CHESS statement.

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

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Company's share registry and will contain the number of Securities issued to you under this Prospectus and your security holder reference number.

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

6.22 Risks

As with any investment in securities, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 11 of this Prospectus. An investment in the Securities on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, applicants should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

6.23 Forecast financial information

Given the nature of the TSP business and the fact it is proposing to move from a development stage to a growth and commercialisation stage of operations, there are significant uncertainties associated with forecasting future revenues and expenses of the Company. In light of uncertainty as to timing and outcome of the Company's growth strategies the Company's performance in any future period cannot be reliably estimated. On this basis and after considering ASIC Regulatory Guide 170, the Directors believe that reliable financial forecasts for the Company cannot be prepared and accordingly have not included financial forecasts in this Prospectus.

6.24 Privacy statement

If you complete an Application for Securities, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your Application, service your needs as a security holder and to facilitate distribution payments and corporate communications to you as a security holder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your Securities in the context of takeovers; regulatory bodies, including the Australian Taxation Office; authorised securities brokers; print service providers; mail houses and the Share Registry.

You can access, correct and update the personal information that the Company holds about you. If you wish to do so, please contact the Share Registry at the relevant contact number set out in this Prospectus.

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

6.25 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offers, by consulting their own professional tax advisers. Neither the Company nor any of its Directors or officers accepts any liability or responsibility in respect of the taxation consequences of the matters referred to above.

6.26 Enquiries

This is an important document and should be read in its entirety. Investors should consult with their professional advisers before deciding whether to apply for Securities under this Prospectus. Any investment in the Company under this Prospectus should be considered highly speculative.

Questions relating to the Offers can be directed to the Company on +61 8 9388 9968.



Section 7

Company & TSP Overview

7. Company & TSP Overview

7.1 Company overview and current assets

ALA was incorporated as an agricultural investment business in October 2009 (known as AACL Holdings Ltd at that time) and was admitted to the official list of the ASX in April 2010.

In October 2012, ALA sold its main operating business to Glencore and completed a backdoor listing in December 2013, acquiring Applabs Australia Pty Ltd and relisting as Applabs Technologies Ltd. Since relisting, ALA has been operating as an app developer and technology financier, through the production of apps for customers, as well as the ability to fund, develop and market other technologies.

A summary of Applabs' activities is set out below. Further information on ALA can be obtained from ALA's website www.applabs.com.au.

a) **Division 1: App Development or “Fee for Service” Division - producing bespoke mobile apps for clients**

ALA's Fee for Service Division's team specialised in delivering high-quality, forward-thinking mobile apps across iPhone, iPad and Android devices.

The Fee for Service Division (**FFSD**) saw record contract and sales growth during the 2015 financial year, however it struggled to trade profitably and therefore major cost cutting initiatives were implemented. Unfortunately even with the re-structure of the division it became clear that the business would struggle to meet its ongoing duties under its current contracts, therefore the company announced the part sale of the Fee for Service Division in June 2015. The Company executed the part sale of the FFSD and received \$50,000 cash upfront and a 5% equity interest in the purchasing company (Dapper Apps Pty Ltd) in consideration for the acquisition of part of the FFSD assets. This allowed the company to continue to service some existing high margin contracts, significantly reduce operational and corporate overheads immediately whilst retaining a 5% interest in the division going forward as a shareholder. The division continues to trade and service several existing contracts with a review of its viability currently underway.

b) **Division 2: Venture Capital Division - focused on sourcing and assisting technology companies globally**

The Venture Capital Division is where ALA invests funds, resources and provides managerial and strategic support to early stage technology assets and companies in exchange for an equity stake. As part of the Venture Capital Division, the Company has also retained equity stakes in several ASX listed companies.

c) **Division 3: Internal Development Division - Developing internal technology projects**

ALA has leveraged from the expertise of the design and development team to create an

Internal Product Division of the Company, which has several cutting edge apps in various stages of development. The most advanced Internal Product app is the Home Open Application.

d) **Home Open**

Home Open is a highly mobile focused real estate portal designed to allow consumers to easily and efficiently find properties to buy or rent. Home Open allows consumers the unique ability to search for properties based on their current location and proximity to homes open for inspection in real- time. Through revolutionary iBeacon technology real estate agents are able to communicate directly with consumers through push notifications.

The Company is continuing with its strategic review of the IP, trademarks, source code and goodwill of the portal in an effort to extract maximum shareholder value. The Company believes that the portal still carries value and given the interest to date continues to advance discussions to license out or sell the technology behind the portal to third parties to develop independently.

In summary, as set out in ALA's most recent Half Year Report, ALA's current assets as at 31 December 2015 include:

Cash on hand*	\$2,299,045
INVESTMENTS	
Dapper Apps 5% equity	\$25,000
The Search Party 1.95% equity	\$500,000
Other Listed Equities	\$357,751
Plant & Equipment	\$21,958
Intangible Assets	\$6,666
Other Assets	\$66,516
TOTAL	\$3,276,935

*See also the pro-forma balance sheet of the Merged Entity in Appendix 2 of the Investigating Accountant's Report, and its associated notes

As part of its strategy to grow the company and enhance shareholder value, the Company has been evaluating high quality and value adding investment opportunities. As announced in January 2016, the Company is proposing to acquire 100% of TSP.

7.2 Company strategy – Acquisition of TSP

The Company is proposing to acquire 100% of the issued capital in TSP pursuant to the Takeover Offer pursuant to the Bid Implementation Agreement. As at 9 June 2016 ALA has received Takeover Acceptance Forms representing approximately 95.62% acceptance under the Takeover Offer.

Following completion of the Acquisition and reinstatement to quotation of the Company's Shares on ASX, the Company's primary focus will be to develop the business of TSP in line with its business model and strategy as outlined further in Section 7.5.

Subject to successful completion of the Takeover, it is the current intention of the Existing Directors to divest all remaining assets in ALA within the next 12 months. No agreements or arrangements have been entered into regarding this, however ALA will keep the market updated accordingly.

7.3 Shareholder approval at General Meeting

As announced on 20 January 2016, the Company has entered into the Bid Implementation Agreement to effect the Acquisition. The Acquisition will occur in the manner set out in Section 12.2, and subject to various Shareholder approvals at the Company's General Meeting, as set out in Section 6.7.

Shareholder approval for the Acquisition, the Offers and related matters will be sought at the General Meeting of Shareholders of the Company, which to be held at 10:00am WST on Friday 17 June 2016 at the offices of BDO, 38 Station Street, Subiaco, WA, 6008.

A copy of the Notice of Meeting can be obtained from the ASX platform www.asx.com.au under the Company's ASX code, ALA.

The Offer is conditional, among other things, upon all resolutions being passed at the Meeting, the Takeover Offer becoming Unconditional, and the Company receiving in principle approval from the ASX for the re-admission of the Company's Securities to the Official List of ASX on conditions reasonably acceptable to the Company (refer to Section 6.7).

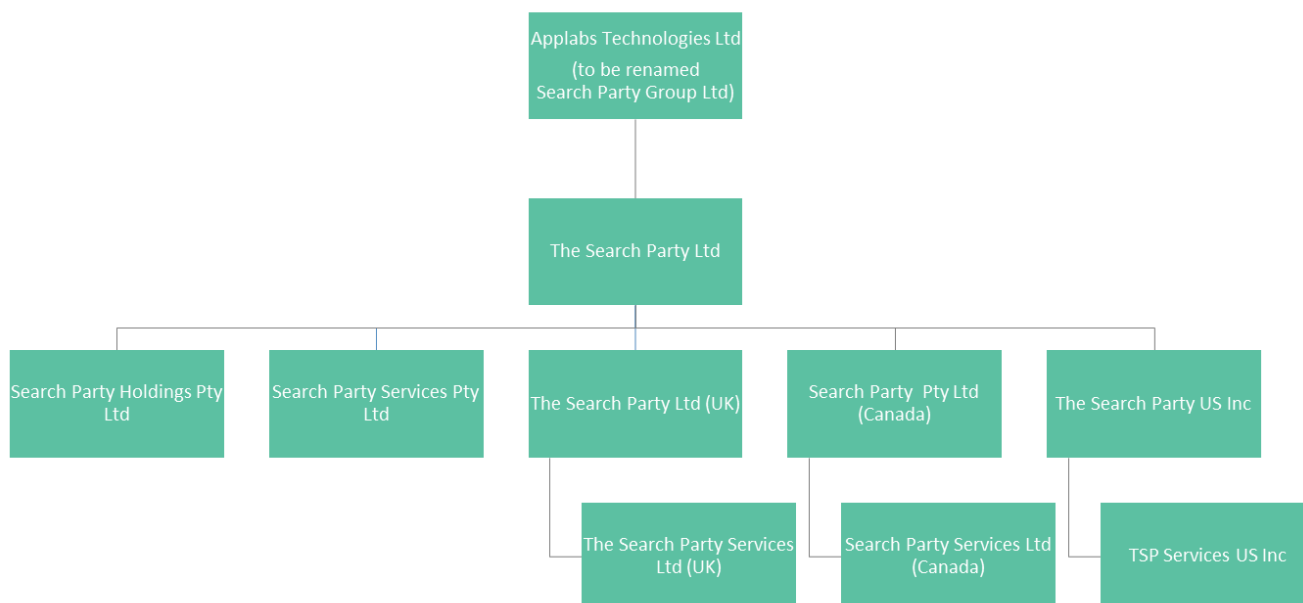
7.4 Background on TSP

TSP was incorporated as a proprietary limited company on 27 January 2011, and converted to an unlisted public company on 12 February 2016. TSP has the following subsidiaries:

- (a) Search Party Holdings Pty Limited (ACN 605 350 696) which is registered in Australia;
- (b) Search Party Services Pty Ltd (ACN 601 175 142) which is registered in Australia;
- (c) The Search Party Ltd (United Kingdom registered company) which 100% owns The Search Party Services (UK) Ltd (United Kingdom registered company); and
- (d) The Search Party Pty Ltd (Canadian company) which 100% owns Search Party Services Ltd (Canadian company).

The Search Party US Inc is 100% owned by The Search Party Ltd in Australia. The Search Party US Inc owns 100% of TSP Services US Inc. Neither US subsidiary currently has, or has ever had, any operations or a financial history.

If the Takeover Offer is successful and ALA acquires all TSP Securities on issue, the corporate structure of the Merged Entity will be as shown in the diagram below.



Note: In addition to the above diagram, current subsidiaries of ALA include Applabs Australia Pty Ltd and Applabs Technologies LLC (a company incorporated in the USA).

7.5 TSP Industry and Company Overview

(a) Recruitment Industry Overview

Overview

The recruitment industry is large and complex. In 2014, the recruitment industry globally transacted more than €300Bn in revenue but only ~USD\$9Bn (~3%) of that was transacted online. Most of this online revenue is revenue derived from job boards and networking sites (online sites where employers post job advertisements). Many companies use recruiters, but this is mostly happening offline and at significant cost, with placements costing on average, approximately 20% of salary per candidate placed. Recruiters are only involved in approximately 20% of the permanent placements occurring in Search Party's key markets, the majority being placed through job boards.

When the first professional recruiters appeared in the 1950s, the primary source of candidates for a new position was job advertisements in the newspaper. This remained largely unchanged until the 1990s and advent of the internet. Job ads first moved online (as literally a version of themselves, just in digital format) and later evolved into job boards, or sites dedicated to job ads (e.g. Seek, Monster).

The next major change was in 2002 with the arrival of LinkedIn. Enabling job seekers to put up their own unverified profiles online meant that the value of a CV held by a recruiter diminished. Employers could for the first time, look for people using their LinkedIn profiles, giving them access to millions of online potential employees and the ability to contact them to try to persuade them to apply for a job. Job boards also grew in popularity. Other professional social networks came and went, but LinkedIn became the primary professional network, and began generating significant revenue from recruiters and employers looking to hire someone.

In a separate stream of evolution where public review sites evolved in various industries (e.g. TripAdvisor for travel), companies such as Glassdoor started publishing company information and reviews. Job seekers became more able to research not only what it's like to work somewhere, but what reasonable pay should be and what benefits they can expect as their career advances.

Meanwhile, traditional recruitment agencies remained largely unchanged in terms of their scope and operating model, largely outbound sales driven businesses – they were slow to change and new operating models were not available.

As more employers embraced self-service, lower cost methods of hiring, such as job boards, recruiters have found it increasingly competitive to secure roles to fill and there has been downward pressure on fees and margins.

Fast forward to early 2010's and recruitment became an industry which received focus from a technological perspective. After the disruption of a few traditional industries like personal transport (Uber) and travel (Airbnb), recruitment underwent a significant technology evolution. Several well known companies generated significant revenue online, including LinkedIn (2002), Monster (1999), Seek (1997), Indeed (2004) (which are presently all established businesses with 10-20 years operations). Other more recently established examples include: Hired (2012) which lets employers bid for curated candidates, 1Page (2011) which is seeking to leverage public data and curate talent pools and businesses such as UpWork (prev. Elance & Odesk) (2015) and Freelancer (2009), which allow for the hiring of project-focused contractors easily.

Recruitment technology competitive landscape

There are many companies seeking to use technology to participate in or disrupt the recruitment industry. The major types of technology companies that operate in the recruitment space with some relevance to the Search Party business are set out below. As an online marketplace, Search Party incorporates many of the features of each of these separate businesses into a single platform.

- **Social platforms** – LinkedIn is the professional social network of choice globally. It allows job seekers to put up a digital version of their unverified CV and for their peers to endorse them for skills. It generates substantial

revenue from both employers and recruiters, who pay to search its online data, advertise open roles and contact candidates through its platform.

- **Job boards** – Still the most common way to hire, job boards range from free listings to paid premium spots. The biggest players in this space are Monster and Indeed, as well as Seek in Australia. These generate revenue from both employers and recruiters, from paid database search and primarily advertising.
- **Two sided recruitment marketplaces** –Existing marketplaces fall into two categories, and generate revenue from employers:
 1. Creating a connection between recruiters and employers where the recruiter bids for the opportunity to work on a role for the employer. The original incarnation of this model was Bounty Jobs in the USA, more recently Hiring Hub in the UK
 2. Others focus on the connection between employers and job seekers directly (e.g. Hired, 1Page)
- **ATS** – Many larger employers pay to use applicant tracking systems (**ATS**) to organise their incoming applications as well as referrals (e.g. Taleo, PageUp).
- **Recruiter CRM** – On the recruiter side, the primary competition comes from specialist recruiter customer relationship management (**CRM**) systems like Bullhorn and JobAdder. Zoho, although not specialist, is also a popular choice.

(b) Search Party Business Overview

Company History

A brief history of Search Party since incorporation in January 2011 is set out below.

FEB 2011	<ul style="list-style-type: none"> • The Search Party (then Tempurer Pty Ltd “Tempurer”) specialist Recruiter CRM product was founded and the team began developing the recruitment CRM and Payroll platform. • Key founders in the business were Jamie Carlisle, Paul Bird, Damien Andreasen and Stuart Gatenby. Ben Hutt joined the team in October 2011, leaving Macquarie in June 2012 to become COO/CFO.
MAR 2012	<ul style="list-style-type: none"> • Seed capital raising completed.
FEB 2013	<ul style="list-style-type: none"> • Tempurer Board discussed initial proposal to create the Tempurer Marketplace and work began.
FEB – NOV 2013	<ul style="list-style-type: none"> • Key product development for the Marketplace: Candidate anonymisation and initial deduplication of candidates (data science), Marketplace – price and service competition • Tempurer rebranded to The Search Party to align more with the new identity as a marketplace, not just a recruiter tool.
NOV – DEC 2013	<ul style="list-style-type: none"> • Alpha launch of Search Party Marketplace in Australia with more than 30 agencies representing more than 1 million CVs engaged for launch.

	<ul style="list-style-type: none"> Several large corporate employers also signed up and engaged including 1 of the “Big 4” accounting firms.
JAN 2014	<ul style="list-style-type: none"> Search Party made its first recruitment transaction in Australia which involved a 9 day end to end recruitment process and UK team hired to prep for July 2014 launch. 15+ agencies (4 million candidate CVs) engaged and signed as launch partners. Search Party UK business was incorporated as Search Party Marketplace Ltd then subsequently launched as Talent Party.
MAY 2014	<ul style="list-style-type: none"> Search Party Marketplace alpha release was launched in the UK.
JUL 2014	<ul style="list-style-type: none"> Ben Hutt appointed as CEO.
SEP 2014	<ul style="list-style-type: none"> Ben Hutt appointed as Managing Director. Joshua Rogers, marketplace expert and founding investor in Freelancer invests in the company and joins the Board to support Ben in building and growing the business. Beta release in Australia and UK showed the business model would ultimately work, and provided basis for expanding product teams and growing customer and marketing activities. Province of Ontario (Canada) provided support and introductions to facilitate launch in Canada.
EARLY 2015	<ul style="list-style-type: none"> Focused on increasing growth and continued refinement of the product to improving ease of use and conversion. Hired key people including country head for Canada and Chief Customer & Product Officer Magda Walczak and CFO Jason Shepherd.
JUL 2015	<ul style="list-style-type: none"> Launched in Canada as strategic beachhead for North America. Rebranded as Search Party in UK. Released new employer interface (out of “Beta”) with full marketplace functionality, data science driven search and ability to hire through the Platform.
JAN 2016	<ul style="list-style-type: none"> Takeover by Applabs announced, and Search Party completes capital raising.
JUL 2016	<ul style="list-style-type: none"> Planned relisting on ASX as Search Party Group Ltd (SP1) (indicative only).

(c) Search Party Group Operations

Introduction to the Search Party Marketplace

Search Party is a recruitment marketplace that uses sophisticated technology and proprietary data science (see Section 7.5(f) below) to improve the recruitment process for all three stakeholders, employers, candidates and recruiters.

- For employers, Search Party’s objective is to enable them to hire staff using the skills and experience of recruiters significantly faster and cheaper whilst maintaining or enhancing candidate quality.
- For recruiters, Search Party’s objective is to expand their customer base and improve their profitability and efficiency using their existing database of candidates by focusing on the leads generated via the Marketplace.

- For job seekers, Search Party helps them be discovered for the right job, at the right time, at a company with the right cultural fit.

The Search Party vision is to be the new paradigm for recruitment. The mission is to be “the marketplace for employers, recruiters and job seekers, that delivers outstanding value through innovation and insight, to ensure the right person gets to the right job every time”.

Search Party’s proprietary data science includes candidate deduplication, skills and industry mappings, insights on when a candidate is likely to be ready for a new role, and other proprietary algorithms. For further information, refer to Section 7.5(f) below.

The Search Party board has observed that the creation of online marketplaces within an industry creates growth in the respective industries (e.g. via Uber many more people travel by vehicle than previously, with AirBNB many more people stay in someone else’s house). Search Party expects to grow the recruitment industry’s overall revenue by allowing it to expand into new customer segments, including into small and medium sized enterprises (**SMEs**) who currently seldom engage with recruiters, or larger companies that have their own internal recruitment teams rather than use external recruiters.

There is no cost to join the Marketplace for recruiters, employers or candidates.

In simple terms the business operates as follows:

- Recruiters join the Marketplace for free and advertise their candidate data using Search Party technology to maintain individual privacy. Search Party already has more than 970 individual recruiters (represented by approximately 588 recruitment agencies) and more than 15 million candidate CVs provided by recruiters.
- Employers search and create a shortlist of potential employees for a role using Search Party data science and smart search. Search Party has more than 4300 employers.
- Recruiters connected to the chosen candidates accept or negotiate a fee proposed by the employer then screen the chosen candidates (and others like them) for capability and interest before proposing them for interview. Employers interview and hire candidates as usual then pay the recruiter the agreed fee.
- Search Party’s revenue model is simple – it earns 20% of the fee the employer pays to the recruiter.

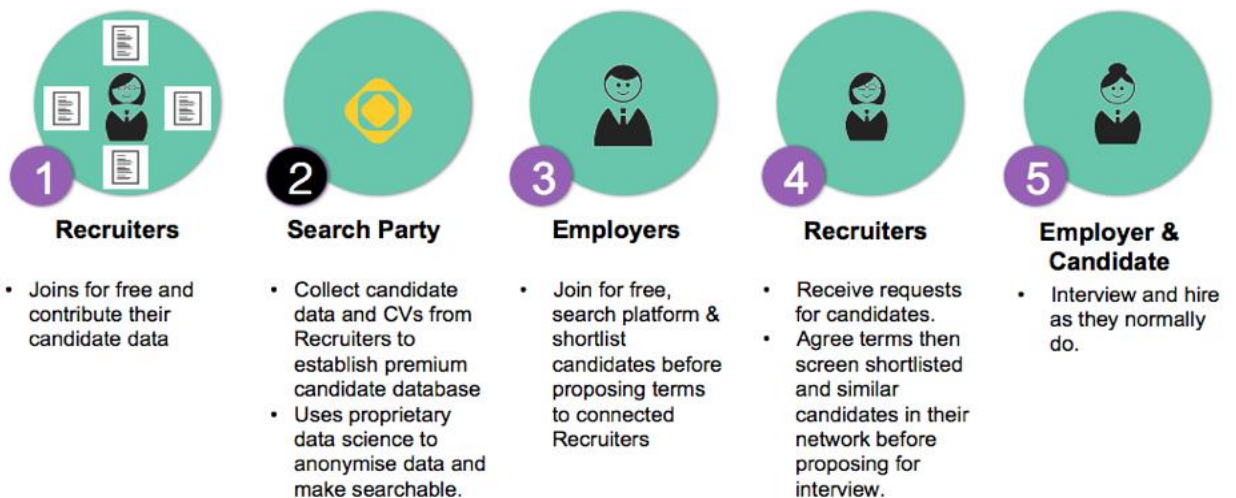


Figure 1. How Search Party Marketplace works.

Importance of Recruiters to Search Party

A key differentiator of Search Party's business is the value it places on recruiters.

Search Party embraced recruiters from its inception because Search Party's directors and management believe recruiters are skilled in sourcing candidates, interviewing, qualifying experience and CV data, screening for fit and capability and for getting a prospect excited about a role and processing efficiently the formalities of a change in employment.

Search Party's directors believe that there is significant value in this role, and if the cost of providing the service could be reduced and access and efficiency improved, there would be a significantly enlarged market opportunity for the established recruitment industry. The challenge for recruiters in evolving and growing their business (especially for smaller recruiters) is to contain business development costs sufficiently to allow them to transact profitably at a low enough fee that they are accessible to SMEs who do a large proportion of the employment. Recruiters must also compete against internal recruiters/HR teams at larger companies who have worked to internalise the recruitment function in recent years.

Search Party's platform is solving both of these problems. Every time employers request candidates on Search Party (refer to figure 1 above), this equates to a free (and warm) lead for a recruiter. Search Party's proposition is that free inbound leads mean that recruiters can afford to take lower fees because they're not spending significant time pitching for roles to employers, Search Party provides them. Further, Search Party's Marketplace functionality allows recruiters to see relevant candidates within their databases suitable to the role or similar to the candidate shortlisted by the recruiter. Employers therefore get access to valuable recruiter skills and recruiters increase their operating margins. Search Party is confident that this makes recruiter businesses not only more viable and able to compete against new entrants, but also more profitable (even at reduced fees) enabling recruiters to take market share from the dominant Job Boards.

The recruitment sector has very strict legislation on the ownership and usage of personal information. The Search Party has adopted in each Search Party jurisdiction a very technical, high quality solution to ensure that recruiters, the owners of the personal data, have tools to support their anonymisation of candidate data.

Search Party performs strict privacy regulation and legal review to ensure the processes and systems in place abide by these individual requirements.

Search Party operates within the constraints of privacy legislation, summarised as follows:

- all candidate data owned and controlled by the recruitment agency or agencies who have relationship with the candidate;
- Search Party provides tools which agencies use to choose how much info to show or hide on candidates (i.e. anonymise them) by showing/hiding/obfuscating key pieces of info such as job titles, employers, educational institutions, courses, dates;
- “Personal information” such as name, sex, DOB, next of kin etc is automatically removed from the data before the anonymised profile is published to the Marketplace;
- only registered site users can see / search data, so everyone is governed by Terms & Conditions;
- only employers can search, therefore recruiters can't search each other's data; and
- recruiters always seek permission from the candidate, during the pre-screening call, before putting them forward for a role.

Search Party has worked with experienced privacy lawyers in Australia, UK, Canada and USA in establishing the protocols for each jurisdiction to date.

Operating scope and geography

Search Party was founded and is head quartered in Australia. Engineering, data science and product teams are based in Australia. Overseas operations in the UK and Canada are essentially sales and marketing operations, focused solely on engaging customers and growing Search Party's market opportunity in these jurisdictions. However, the platform is borderless, and international expansion relatively straightforward and inexpensive as it requires no change to the underlying technology.

As a result of operating in different geographies, the monthly volume of the various measures of activity in the business are impacted by seasonality particular to each jurisdiction – eg. the summer holidays in Australia and UK in December/January and July/August respectively. This seasonality is also commonplace in traditional recruiting businesses.

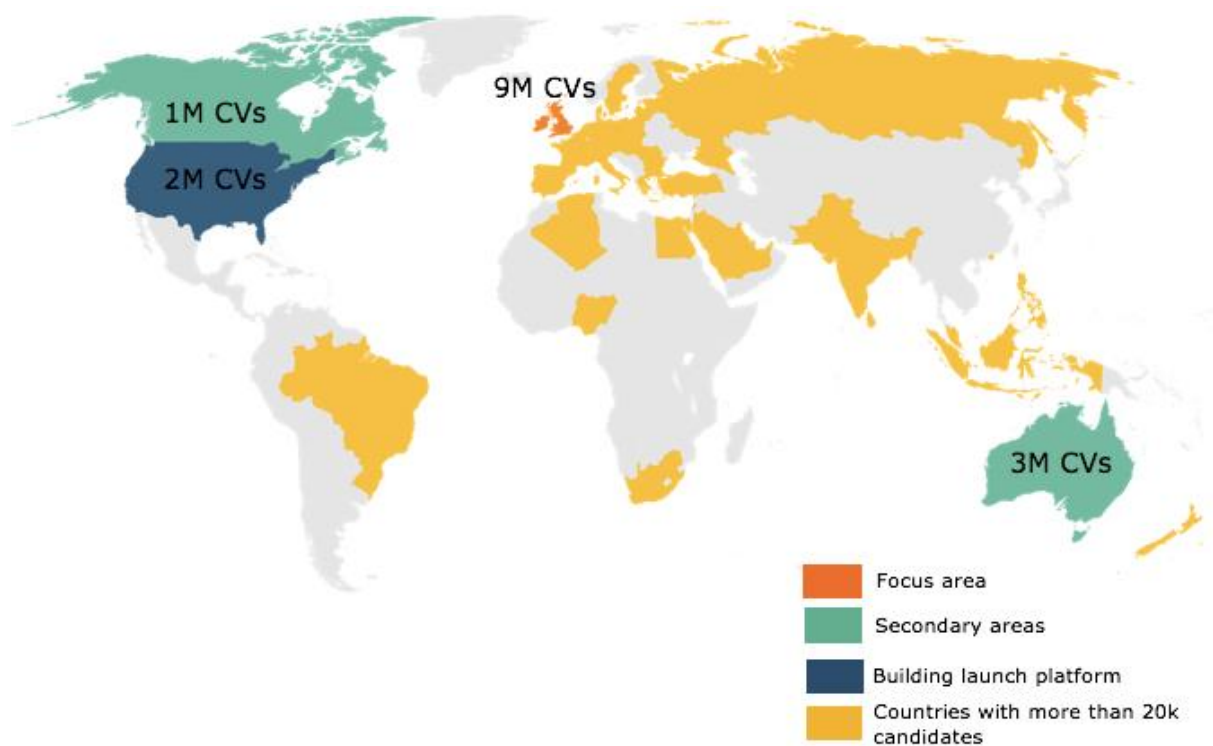


Figure 2. CVs committed to Search Party by country.

Since Search Party beta release in October 2014, over 970 individual recruiters (represented by approximately 588 recruitment agencies) globally have signed up for Search Party Marketplace. Together, they've uploaded over 15 million candidate CVs.

	UK	Australia	Canada	Other	Total
Launch date	2014	2014	2015	n/a	
Employer Companies	1796	984	441	263	3484
Employer Users	2237	1511	480	417	4645
Recruitment Agencies	286	142	94	66	588
Recruiter Users	461	319	153	106	1039

Figure 3. Search Party customers since October 2014 by country as at 31 March 2016. Excludes 308 Recruitment companies & 365 Employer companies from alpha marketplace (pre-Oct 2014 when the beta marketplace was released).

Target customers

Search Party's Marketplace is designed to service three constituents in the hiring process: employers, recruiters and job seekers represented by these recruiters.

Currently, Search Party's Marketplace benefits two of these three constituents, being employers and recruiters. Search Party's job seeker specific applications are currently in development and are anticipated to be released later in 2016.

Employers

Search Party's initial target customer employer is SMEs looking to fill mid-level professional roles. However, any business can potentially benefit from a lower cost and quicker alternative to traditional recruitment channels, so over time the Search Party directors believe in addition to the initial target market of SMEs, large corporates and other substantial employers will adopt the Search Party as the platform which provides access to recruitment services at an affordable price without compromising candidate quality. For larger employers, the delivery of faster and less expensive recruitment may induce these employers to use the platform rather than their existing use of recruiters (panels, recruitment process outsourcing (RPOs)) or their own internal teams. The platform may be used to augment an existing internal team or even be used as a tool to manage and communicate with a panel of recruiters.

Currently, the Search Party's most common roles are in the IT and Media, Sales and Marketing, Accountancy and Finance and Healthcare sectors. Across the company's operational locations, the average candidate salary targeted is AUD\$80,000.

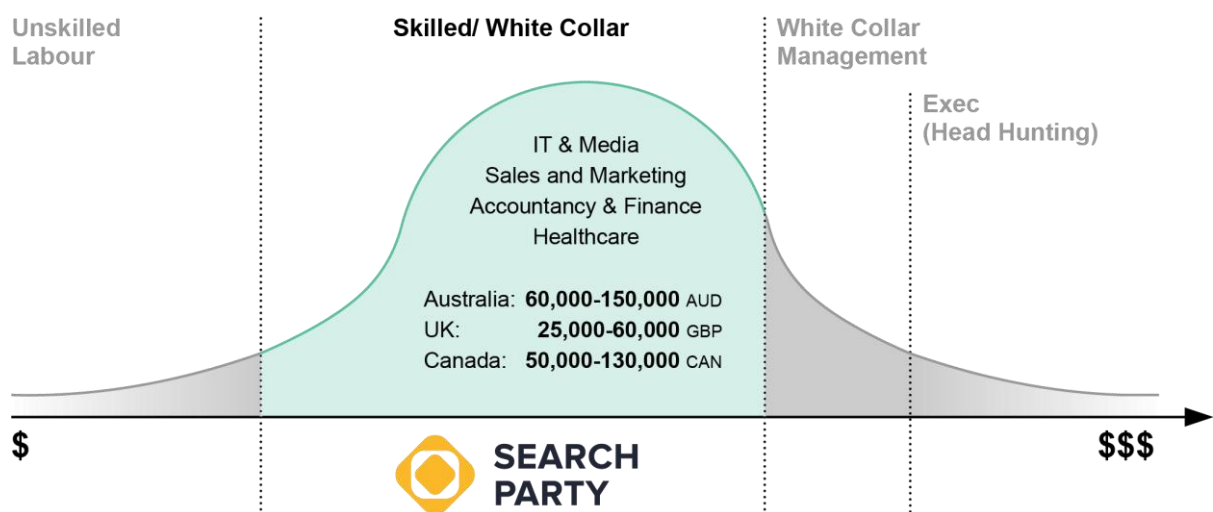


Figure 4. Search Party's targeted sweet spot in the employment market.

Recruiters

Recruiters are a key and valuable customer for whom Search Party offers a secondary revenue stream which can be leveraged in parallel to their existing full-service operations. Specialist recruiters are enabled to build relationships with new employer customers and have potential to significantly improve their efficiency, revenues and profitability.

Job seekers

When the Search Party Job Seeker Platform is released later in 2016, it will provide job seekers at any level in their career, from any location, and from any industry with a platform to engage with a recruiter (and/or strengthen an existing relationship with a trusted recruiter), and leverage tools to help job seekers drive the next step in their career.

Revenue model

The relaunch of the TSP Marketplace commenced in July 2015 and the focus of the business since then has been on its development with emphasis on securing employers and recruiters for the Marketplace. It has incurred significant cost in building the Marketplace and in marketing to employers and recruiters in Australia, UK and Canada. At this stage, and in this context, TSP is generating modest and as yet not material revenue. The next phase of the TSP business will focus on further growth of the market place constituents and improving the market place efficiency and in particular the effectiveness of the Platform in improving conversion of roles to completed placements (as further described under the heading of “Sales Funnel and efficiency” below). For further information, please refer to TSP’s consolidated statement of Profit and Loss in Annexure 1 of the Investigating Accountant’s Report.

The revenue model is simple: Search Party earns 20% of the recruitment fee charged by a recruiter

**Search Party revenue per placement is therefore:
(Final base salary) x (Fee agreed by employer and recruiter*) x 20%**

*also referred to as Gross Payment Volume

In the past 12 months, on average, Search Party’s median net revenue per permanent placement has been \$1,200 and ranged between **\$384 - \$2,887** depending on the mix of candidate salary and the agreed recruitment fee (on average, 8-10% of candidate salary). These factors vary in each case.

On average, Search Party is targeting net revenue of \$1,300 per placement (equivalent to Gross Payment Volume per placement of \$6,500).

As explained earlier, the Search Party came out of beta testing in August 2015 and the focus of the business at this stage is on building the volume of employers, recruiters and CV’s. This is progressing well as shown in Figure 3.

The Search Party Marketplace is generating monthly revenue, which whilst materially in line with Search Party’s expectations is still modest given the focus and early stage of development of the relaunched business. Up until 31 December 2015, Search Party Marketplace had generated a total of approximately \$521k of Gross Payment Volume through the platform and \$108k of net Marketplace revenue (i.e. after payments to recruiters) as shown in the table below.

The purpose of the Takeover Bid and related capital raising is to provide Search Party with access to capital to accelerate the rollout of the Search Party Marketplace. As outlined below, this involves significantly increased focus over approximately the next 12 months and beyond on marketing, product development and sales initiatives with the aim of achieving significant increases in placement volumes and as a result revenues which are expected to become material from about Q1 2017.

	31-Dec 2015	30-Jun 2015	30-Jun 2014	TOTAL
	\$	\$	\$	
Sales revenue				
Gross Marketplace revenue	357,083	117,674	46,180	520,937
Cost of Marketplace sales	-280,103	-92,904	-39,855	-412,862
Net Marketplace revenue	76,980	24,770	6,325	108,075
CRM revenue	25,146	94,087	180,589	282,874
Net revenue from continuing operations	102,126	118,857	186,914	390,949
Other income				
Interest	2,228	34,050	18,668	54,946
R&D & EMDG Grant, PRT Rebate*	21,690	1,208,021	1,010,866	2,257,525
	23,918	1,242,071	1,029,534	2,312,471
TOTAL	126,044	1,360,928	1,216,448	2,703,420

* Note that no amount has been accrued for any grants in the half year to December 2015 for the 2016 financial year.

Search Party's focus is on growing the volume of customers and the effectiveness of the Platform. Search Party's management will continually monitor and assess the results of these strategies, together with market awareness, and deploy its resources accordingly to achieve the best outcome for the Search Party.

R&D and EMDG Grants

TSP has participated in the Australian Government's Research and Development (**R&D**) and Export Market Development Grant (**EMDG**) programs. The Board intends to continue all eligible participation in the R&D and EMDG programs on behalf of the Merged Entity following completion of the Acquisition.

All funds received from these programs are recorded as other income in the TSP accounts and any available claims are lodged after completion of the income tax returns for the relevant period.

Sales Funnel and efficiency

Search Party's short to medium term strategy and focus is on two things:

1. growing the number of employers and recruiters using the platform; and
2. enhancing the effectiveness of the platform to improve conversion of roles to placement.

The Search Party conversion funnel (below) demonstrates the stages of converting an employer customer sign up to that employer making a placement via the platform (**Funnel**).

Search Party's objective is to fill the top of the Funnel by increasing the number of new employers who sign up, converting the sign up into a job, then improving the efficiency of the Funnel at every step up until the job becomes a placement, through a combination of

marketing initiatives and platform improvement. The benefits of being an online business is that the Funnel is traceable online, which means the Search Party leverages data analytics through studying the behaviour of “cohorts” of vacancies and users through the platform, and user research to determine opportunities to improve product effectiveness and the engagement of recruiters and employers overtime to increase the Funnel’s conversion on an ongoing basis.



Figure 5. Search Party sales Funnel.

Quarterly performance metrics of TSP

The following section describes the quarterly performance of the business in several important measures since the fourth quarter of 2014, namely:

- growth in customers - employer and recruiter signups;
- growth in the volume of activity – number of roles where a fee has been agreed between an employer and one or more recruiters and the amount of fees offered by employers and accepted by one or more recruiters in relation to a role; and
- growth in final offers made and accepted.

Growth in Customer Base

The employer signup graph below shows:

- record number of employer signups in Q1 2016;
- 39% compound quarterly growth rate since Q4 2014; and
- Q1 2016 performance was 4.5 times (or 348% growth in) Q1 2015.

Graph: Quarterly Employer Signup

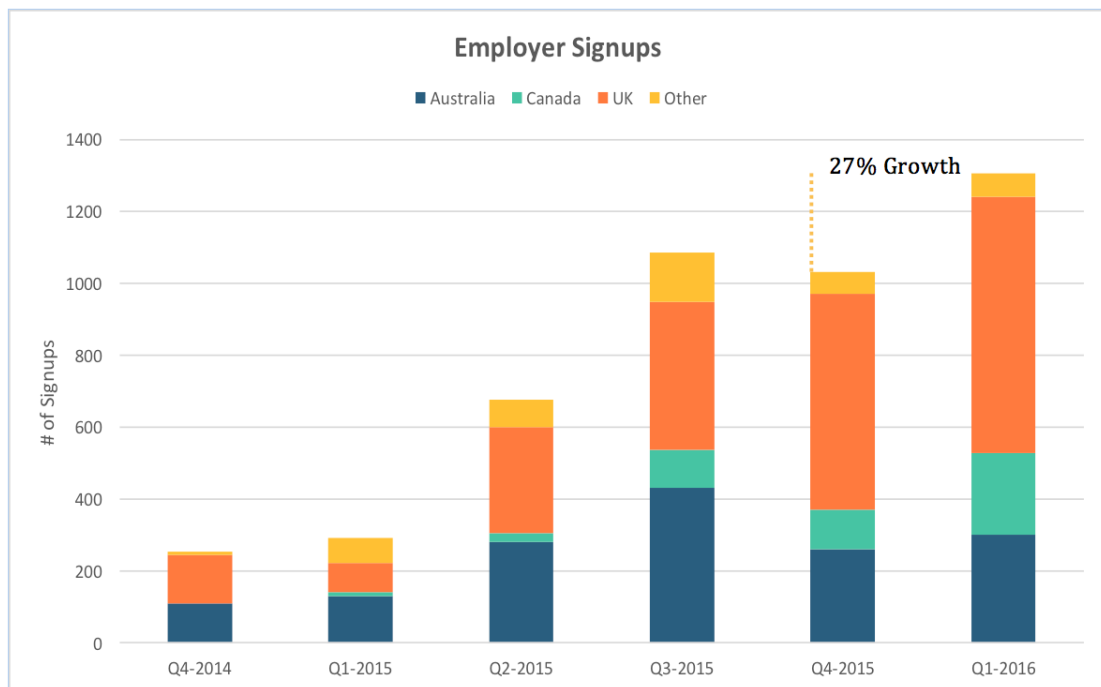


Figure 6. Quarterly Employer Signup.

The focus with respect to engaging new recruiters has been on activating and engaging with quality, niche agencies relevant to the sectors showing the most activity. Outside of this active focus, growth occurs mostly organically and through word of mouth in the recruitment industry.

The recruiter growth graph below shows:

- a record number of recruiters joined in Q1 2016;
- 33% compound quarterly growth rate since Q4 2014; and
- Q1 2016 performance was 5.3 times (or 427% growth in) Q1 2015.



Figure 7. Recruiter Company Signups.

Volume of activity

Growth in new roles or vacancies comes from the repeat business of returning customers or as a result of TSP's digital marketing activities generating new employer customers with a hiring need. TSP Directors monitor both the number and value of roles shown on the TSP Platform and the extent to which roles which have been created by employers are actually being worked on by recruiters.

The graph below shows the number of roles where fees have been agreed between recruiters and employers, and specifically:

- Q1 2016 is up 20% on Q4 2015;
- a 44% compound quarterly growth rate since Q4 2014; and
- Q1 2016 performance is 3.8 times (or 281% growth on) Q1 2015.

Graph: Roles with fees agreed between Recruiter and Employer

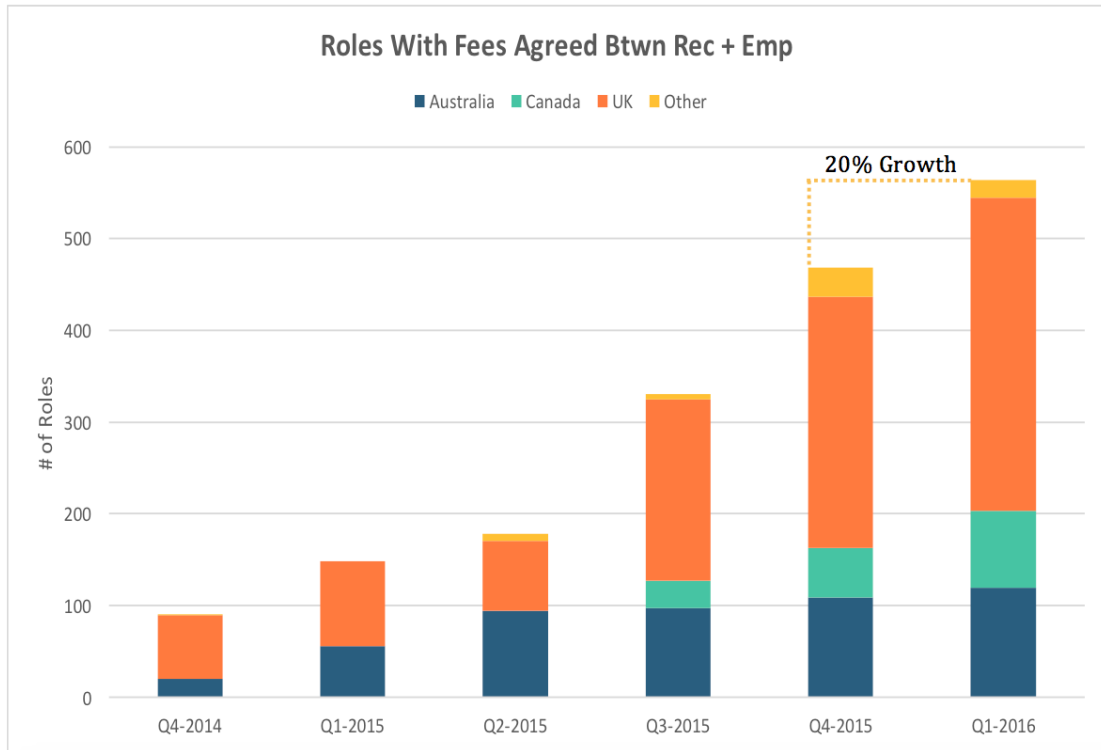


Figure 8. Roles with fees agreed between Recruiter and Employer.

Liquidity in the marketplace

The TSP Directors consider the volume of commercial activity in the marketplace as “Liquidity”. Liquidity measures the value of roles that have made it to the stage where an employer has created a role, searched candidates and made an offer to one or more recruiters to place a role and where at least one recruiter has accepted the offer and begins working on the role.

Liquidity in the marketplace is the aggregate value of fees that have been offered by an employer and accepted by at least one recruiter.

The graph below shows:

- Substantial growth in the value of vacancies proposed by employers and accepted by one or more recruiter. The value of unique roles with a fee agreed was up 38% on Q4 2015 to \$2.1m; and
- This demonstrates increasing level of engagement of new and existing customers, and significant liquidity in the marketplace and commercial opportunity for our recruitment partners.

Graph: Total unique fees accepted

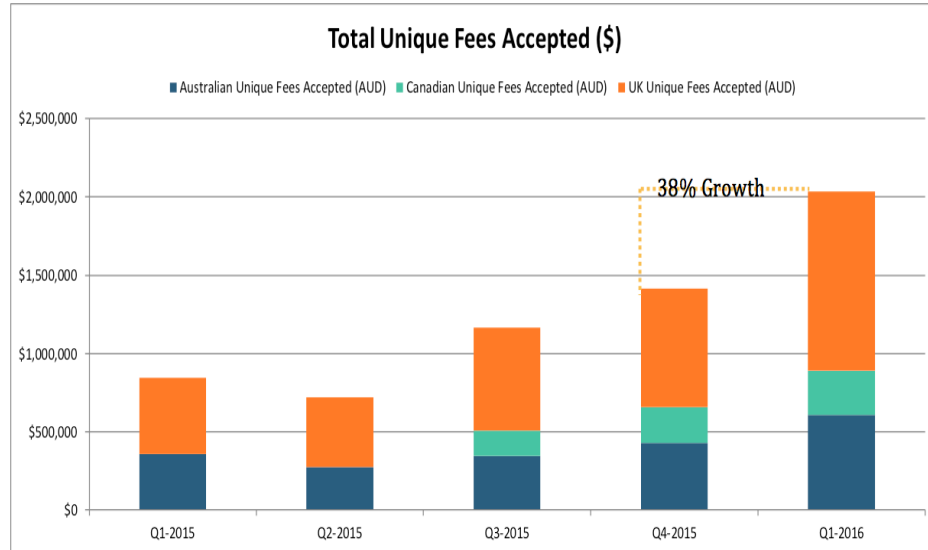


Figure 9. Total Unique Fees Accepted.

Job offers and placements

As with the recruitment market generally, not all offers of roles are accepted by the candidate. The following graphs show both offers made and placements accepted.

The Job Offers graph shows:

- 21% growth in job offers to candidates from Q4 2015;
- 56% Compound Monthly Growth Rate (since Q4 2014); and
- Q1 2016 performance is 4.3 times (or 332% growth on) Q1 2015.

Graph: Job offers

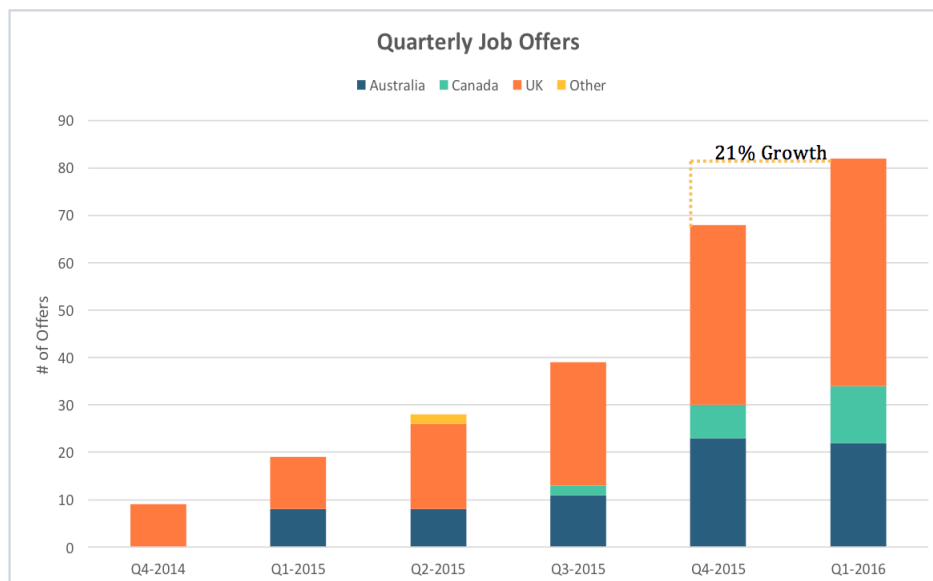


Figure 10. Quarterly Job Offers.

The placements graph below shows:

- 16% growth in placements from Q4 2015;
- 52% compound quarterly growth rate (since Q4 2014); and
- Q1 2016 performance is 4.6 times (or 356% growth on) Q1 2015.

Graph: Placements

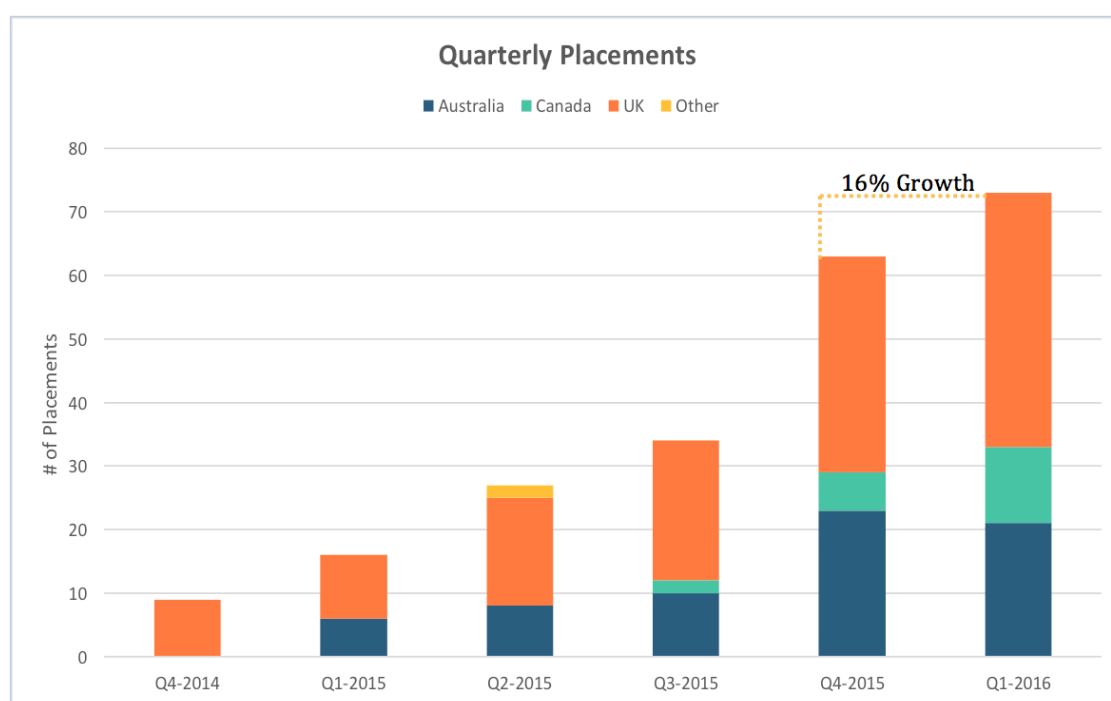


Figure 11. Quarterly Placements.

Servicing agreements

On entry to new markets Search Party may offer new recruiters a service whereby a dedicated recruiter concierge supports new recruiters by responding to leads and screening candidates on their behalf. This service has been offered only where a recruiter wishes to participate in the Marketplace, but does not have sufficient resources to staff it appropriately in the short-term. This service was operated for 6 months in Australia (ceased September 2014 as no longer required), and still operates in the UK (servicing two agencies only). The service has not been required due to a high degree of agency engagement in Canada and significant improvements to the recruiter interface since Search Party's beta launch in October 2014. These servicing teams constitute an immaterial variable cost to Search Party, and are serviced under specific corporate entities with appropriate licenses and controls to operate as recruiters on behalf of recruiters.

Further, as is common practice in marketplaces in seeding activity on entry into new markets or from time to time around new initiatives, Search Party may elect to offer short term financial incentives to recruiters to encourage early activity in the Marketplace

(d) **Search Party Marketplace Features**

Search Party has leveraged R&D, and engineering and data science capabilities to build a range of features that provide a compelling value offering for its two initial key stakeholders: employers and recruiters.

Search Party for Employers

Search Party management have observed that employers of all sizes have a similar objective when they have a recruitment need – finding the best people as quickly as possible at the most efficient cost (including the opportunity cost of time spent searching). There are several contributing factors:

- Low quality (and too many) applicants if using job boards;
- Limited number of candidates when using recruiters;
- No relationship with or high cost of recruiters;
- Lack of ability to tap into the large passive pool of candidates;
- Lack of internal skills to properly screen applicants;
- False or misleading information on applications; and
- Low brand awareness, making it hard to attract high quality candidates.

Search Party gives employers access to millions of recruiter-represented candidates. By driving engagement between recruiter and employer it provides to the employer both the valuable skills and resources of a recruiter, and the insights enabled by a significant pool of candidate data and data science / machine learning algorithms.

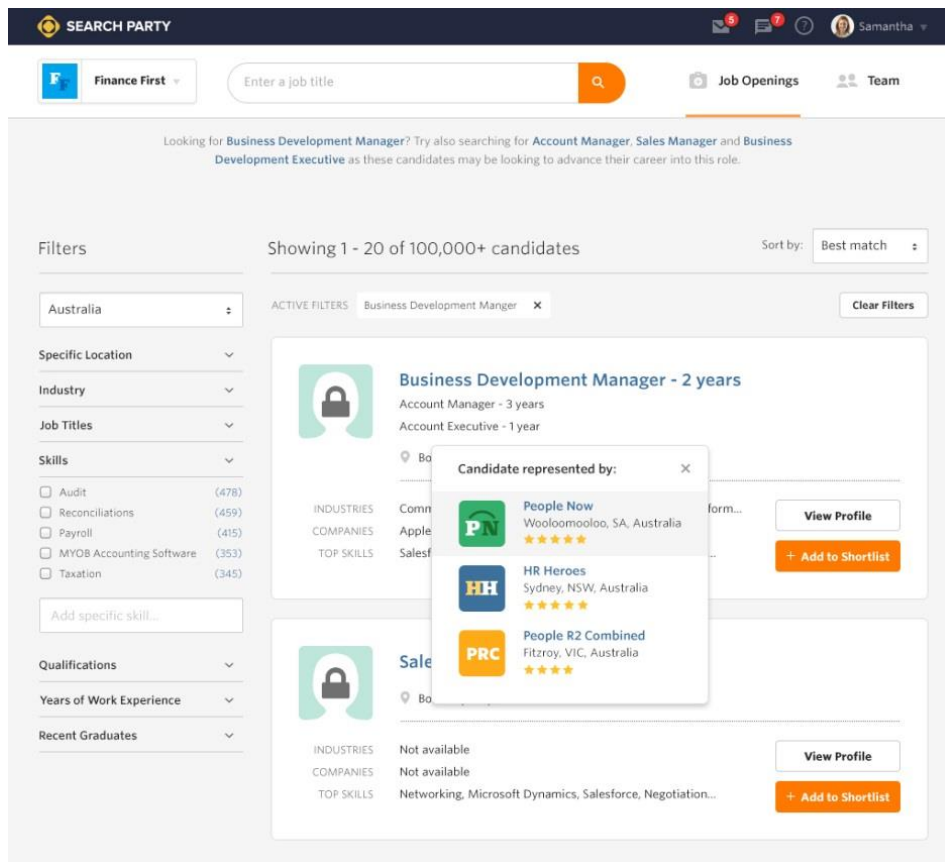


Figure 12. Illustrative employer search results page live at 7 March 2016.

The Search Party's directors believe that the package of products and services offered by Search Party offers the right balance between giving employers the power and tools to hire effectively but with the support of professional recruiter services at less than the traditional cost. As Search Party isn't a full service model like traditional recruiter relationships, and because employers are engaged with multiple recruiters for each role, employers are able to negotiate lower fees (average 8-10% compared to industry 20%+) and recruiters are happy to accept them because Search Party provides the lead and tools to make it easy to identify the right candidates for a role.

Some of the features available to employers include the ability to:

- Search through millions of recruiter represented candidates by previous roles, skills, education and other relevant filters;
- Negotiate recruiter fees per recruiter (possible to have a range per role);
- Agree terms and guarantees that suit the employer;
- Hire full time employees as well as consultants, contractors and part time staff;
- View recommended "more like this" candidates when the employer has identified a suitable candidate and wishes to find similar candidates;
- Pay only once the new hire accepts the offer;
- Create unlimited shortlists for unlimited number of jobs;

- Set up preferred recruiter panels where employers want to limit the recruiters they work with; and
- Benefit from integrations with other useful recruitment technologies.

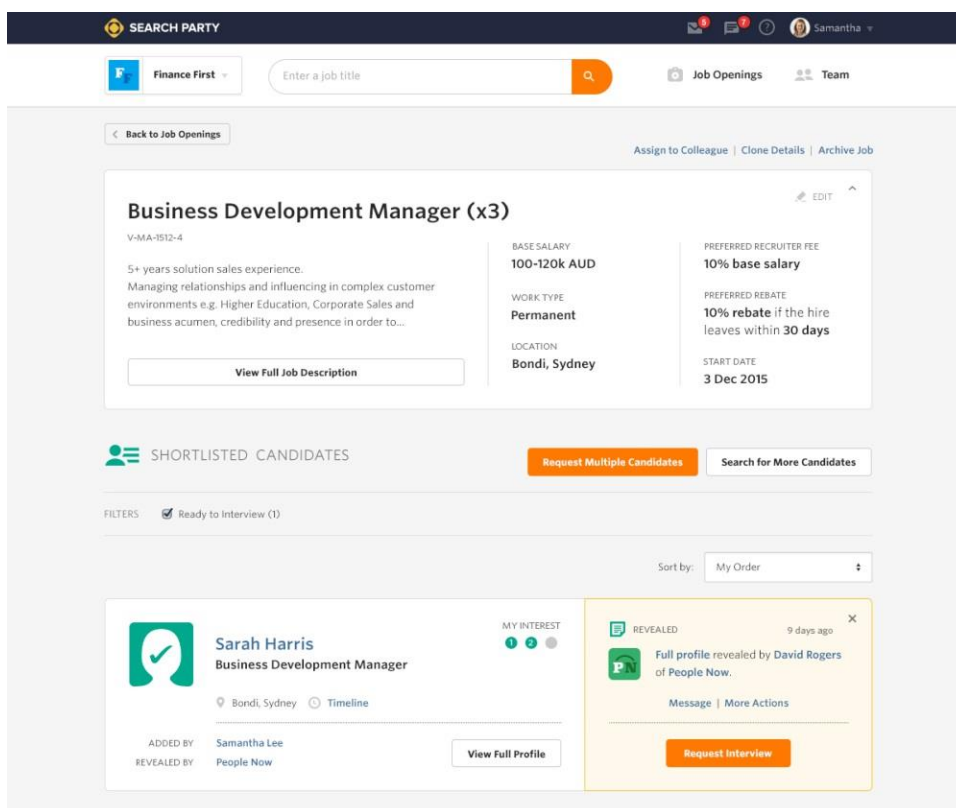


Figure 13. Direct screenshot (dummy data) of employer shortlist panel live at 7 March 2016.

Search Party for Recruiters

For recruiters, Search Party provides a means to activate more candidates in their database and drive efficiencies in how they service roles. This makes it easier to service the higher volume, lower cost, less specialised segment of the recruitment market, in parallel to their existing high fee high service roles, which in turn increases their profitability.

Search Party is a lead generation tool that helps recruiters grow their business. Instead of pitching existing customers or cold calling to generate roles, recruiters receive inbound leads from Search Party when employers request candidates with whom they already have a relationship.

RECEIVED VACANCIES (2)
[Show Archived Vacancies](#)

FILTERS Waiting on Me (1) Waiting on Employer (1)

Search vacancies 🔍

Waiting on me (1)

Business Development Manager (x3)

10-12k AUD Potential Fee

V-MA-1512-4

10 days ago

PROGRESS

INTERVIEW TIME SELECTED

EMPLOYER	Finance First	BASE SALARY	100-120k AUD
CANDIDATES	3	START DATE	16 June 2016

Waiting on employer (1)

Business Development Manager

10-12k AUD Potential Fee

V-MA-1512-4

10 days ago

PROGRESS

INTERVIEW REQUESTED

EMPLOYER	Finance First	BASE SALARY	100-120k AUD
CANDIDATES	3	START DATE	16 June 2016

Figure 14. Direct screenshot (dummy data) of recruiter received incoming vacancy live at 7 March 2016.

In the simplest scenario, the recruiter is able to present the requested candidate to an employer and that person gets hired. In most cases, given the recruiter’s candidate pool is passive (not actively seeking work), the recruiter will suggest other qualified, interested candidates. Either way, the Search Party model increases recruiter profitability because the return that recruiters earn on the time spent working Search Party roles is very high, which means that they are able to accept lower fees than they would on their normal business development efforts.

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Key features currently available to recruiters are:

- Recruitment CRM which currently includes job posting, applicant tracking, invoicing, email marketing, timesheets & task management;
- Inbound leads from employers based on their candidates;
- Deduplication and anonymisation of candidates and publishing anonymous profiles to the Marketplace;
- Recommender algorithms and tools such as “ready to move” which highlights candidates which may be ready for a new role therefore good to spend time with; and
- Other features in the planning phases include best of breed integrations such as fee tracking tools, background checking and lost-fee identification and capture.

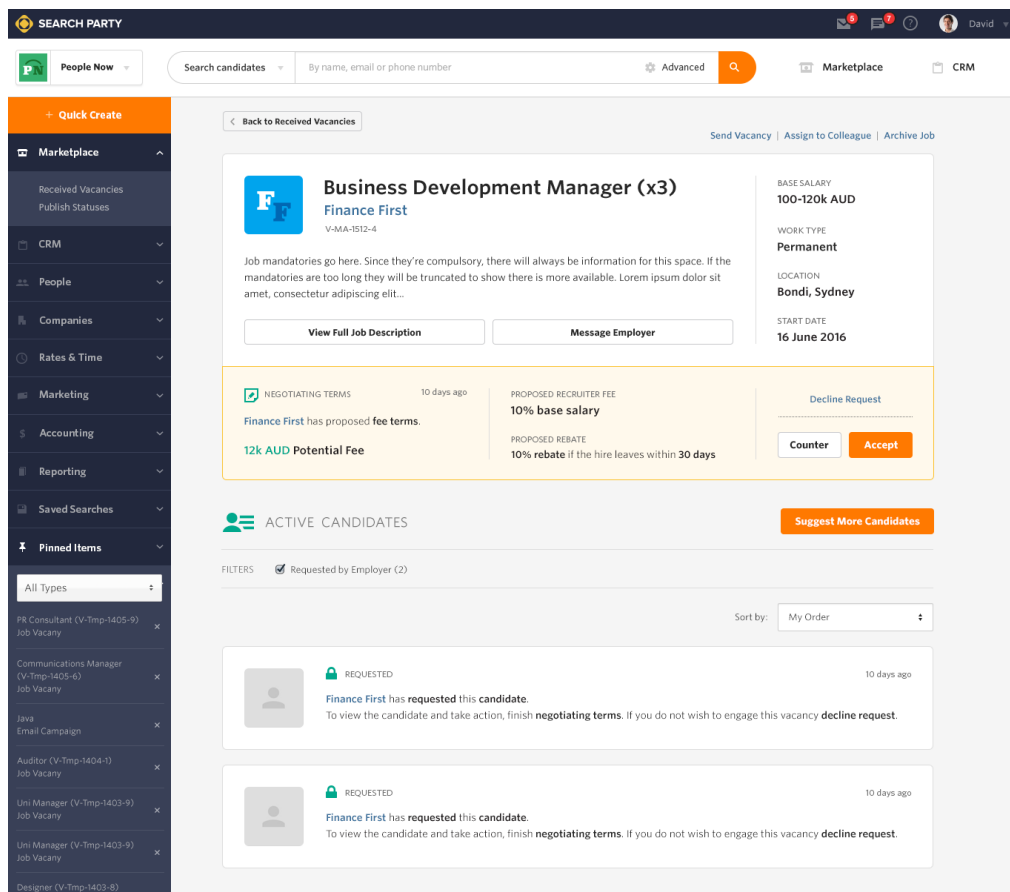


Figure 15. Direct screenshot (dummy data) of Search Party Recruiter vacancy detail view live at 7 March 2016.

Search Party for Job Seekers

The Job Seeker Platform interface (to be launched later in 2016) will enhance the job seeker's relationship with recruiters to help job seekers cultivate their professional brand, and curate their participation in the job market.

Job seekers will be able to:

- Update their CVs with all recruiters they work with (there is often more than 1 recruiter who has an individual's CV);
- Understand their career path options, see new opportunities and set and maximise salary expectations;
- Acknowledge when they are actively looking for roles;
- Connect to recruiters and give them tools to verify their education, skills and company culture preferences; and
- Enable them to have a voice about the places they have worked at using JobAdvisor.

JobAdvisor

Search Party acquired JobAdvisor in September 2015. JobAdvisor is an employer review website that helps businesses showcase their brand as a place to work in an open and transparent way. The JobAdvisor acquisition was a strategic step in supporting the growth and effectiveness of Search Party's ecosystem. JobAdvisor collects feedback in the form of employee reviews to create 'social proof', which employers can leverage to improve their ability to recruit. It allows employers to set expectations upfront, resulting in stronger employee engagement and retention. Companies of all sizes use JobAdvisor, including household corporate names.

JobAdvisor's model addresses a fundamental issue in recruitment - many employers struggle with growing their brand to attract good candidates. For some it's a lack of resources or skill, but for many others (ie SMEs) it's a general lack of awareness of what companies do and what it's like to work in them. JobAdvisor lets any size business create an attractive, informative online home for their brand as an employer. Their JobAdvisor profiles become a tool that employers can point to when wanting to recruit new people. For Search Party, this aids conversion as recruiters are able to use these profiles when approaching candidates with new opportunities.

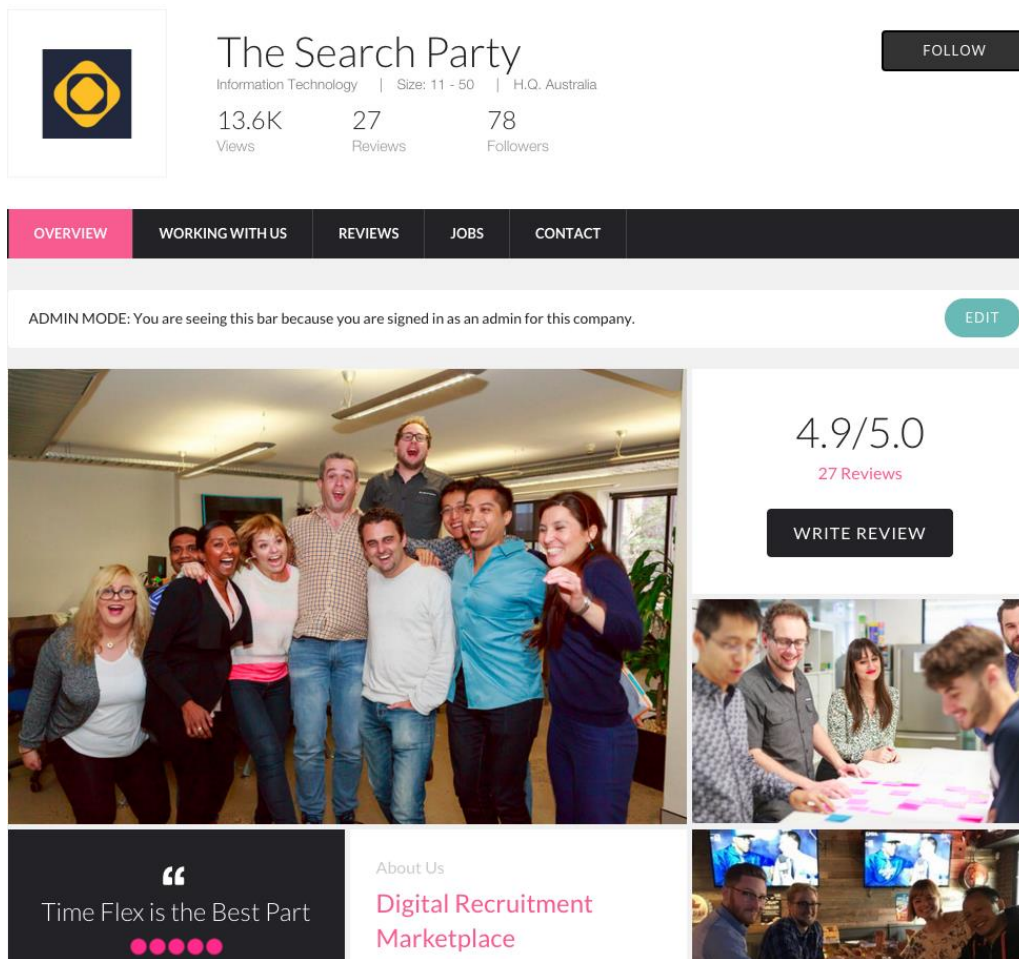


Figure 16. Employer JobAdvisor profile at 7 March 2016.

(e) Growth and Customer Acquisition Strategies

Search Party's key objectives regarding growth are:

1. Growth Strategy: to maximise the volume of recruiter and employer customers, whilst improving the efficiency of the sales Funnel (see Figure 5 in Section 7.5(c) above).
2. Customer Acquisition Strategy: to focus on repeatable and scalable demand generation, balanced by brand awareness campaigns.

Growing Search Party Employer base

In the past, Google Adwords and other Pay Per Click (PPC) sources (such as LinkedIn and Facebook) have been used by Search Party very successfully to generate an increasing stream of signups. Search Party will continue to use these tactics in 2016. Search Party understands how to scale this channel and has the ability to turn it up or down as needed. With increasing placements data, Search Party also has a strong understanding of high value, low volume roles, vs low value, high volume roles. In early to mid 2016 Search Party will prioritise optimising for those high value roles. Over the next few months, this means the employer cost of acquisition of customer may increase (whilst remaining scalable), but the lead quality will increase, thereby contributing positively to the bottom line.

With important infrastructure initiatives recently completed, Search Party will increase its investment in search engine optimisation. This is both in terms of optimising the website “shop front” as well as launching product initiatives that will have a strong contribution to organic leads (e.g. making all blog and support content public). Both organic and paid efforts are supported by content marketing, which helps throughout the Funnel, from awareness all the way through conversion. Search Party also employs several remarketing tactics such as automated lead nurturing to ensure that qualified visits never go to waste. Search Party will continue to experiment with traditional tactics such as targeted trade show sponsorships and cold calling. Both have yielded positive results in the past and while these traditional tactics are not as scalable as digital efforts, they continue to be part of Search Party’s short term initiatives.

Growing Search Party Recruiter base

Whilst Search Party’s primary acquisition of recruiters has been driven by word-of-mouth, Search Party has engaged in a variety of demand generation and brand awareness activities in the past 12 months. In existing markets, Search Party has targeted industry verticals and geographies that overlap with employers’ demands. Acquisition activities in Search Party’s current markets include:

- PPC combined with keyword specific landing pages to encourage recruiters to sign up or schedule a demo;
- Public Relations and speaking engagements which build Search Party’s profile as a thought leader;
- Content marketing through blog and social channels targeted specifically at recruiters; and
- Retargeting on Google and social media to bring back unconverted visitors.

For new markets, Search Party has a tested acquisition strategy to support a launch in these new markets:

- Research and hand-pick small, quality, niche agencies with the aim of having 5 agencies in each of the verticals Search Party wants to launch in the new market (e.g. IT, Finance, Sales, Marketing).
- Engage each target with a customized welcome gift (such as Australian-themed gift baskets), inviting them to a conversation. The key message of the communication is “Produce higher margins for your recruitment business when you leverage your candidates and relationships with the Search Party recruitment Marketplace”. Traditional sales effort will be implemented following the initial target engagement.

Search Party is also pursuing strategic partnerships to support launch in new markets, such as its recent partnership with HIRABL, a provider of recruitment software focused on supporting recruiters, in the US. Alliance with such a provider gives Search Party access to 120+ engaged recruitment businesses, and provides potential access for HIRABL to Search Party’s recruiter customers.

As is common practice in marketplaces, for entry into new markets or to support other marketing and product initiatives or product releases, Search Party may offer financial incentives to Recruiters or other parties to encourage early activity in the Marketplace.

Additional priorities to grow business

The following priorities can potentially position Search Party as a leader in modern recruitment and are the focus of the next six months.

Product development with focus on User Experience (“UX”) and user conversion through the Funnel

With primary users currently being SME’s and recruiters, it’s paramount that Search Party provides them with an easy to use interface that addresses their needs and removes the necessity for any human assistance. Accordingly, Search Party’s first priority is to invest heavily in product improvements, customer enablement through sales and marketing, working towards, unassisted user journeys.

Job seeker activation

One of Search Party’s biggest assets is its database of over 15 million CVs. Currently, it relies on recruiters to keep their data up to date, which, is time-consuming. Activation of even a portion of those individuals, can ensure Search Party data remains fresh so that it can leverage its data science and machine learning capabilities to improve the quality of experience for all three parties involved (job seekers, recruiters and employers). This also has the potential to expose Search Party to a large number of partnership and integration opportunities.

Increase product stickiness with platform play and strategic partnerships

Strategic integrations and providing a platform for easy plugins will increase Search Party product stickiness and enable cross-sell opportunities. This will be done by integrating other providers’ tools into Search Party’s user interface as options for Search Party’s customers to use. Typically this will involve a trailing commission or revenue share arrangement with partners, and will be dependent on similar integration and co-marketing by them to their customers. For employers, it can make Search Party their one stop shop for hiring. For recruiters, it means giving them access to the business tools they need so that Search Party can become their daily business tool. For job seekers, it means helping their personal brand as an employee, but in an environment that goes beyond current social network solutions.

Cultural fit matching

Search Party is already proficient at identifying candidates by skills or experience, and are working on the next step - matching companies and candidates on company culture. JobAdvisor data, where employees “rate” and provide feedback on organisations their work within, enables Search Party to understand what the culture of a business is like, and why makes people like/dislike it.

Soon Search Party will be able to match individuals with companies not just based on their capability to do the job, but also on their likelihood of fitting in.

Expansion of JobAdvisor

JobAdvisor serves as an entry strategy into new markets as well as a lead generation platform in existing ones. Search Party intends to launch JobAdvisor in the UK in the first half of 2016. Search Party will do this by seeding JobAdvisor with company data, enabling rapid customer acquisition and engagement.

On completion of these priorities, Search Party's board intends to consider further international expansion, subject to meeting business objectives around growth and effectiveness in existing market, progress with strategic partnerships, and availability of appropriate capital.

Search Party has multiple avenues to growing its business involving;

- growth in customers employers, recruiters and their candidate CV's; and,
- improving efficiency in growing placements and revenue.

As an early stage business there are many risks to achieving this growth which are set out in detail in Section 11 and can be summarised into the following broad categories:

- technology;
- customer uptake;
- competition;
- financial;
- listed and investment market;
- regulatory; and
- general business risk.

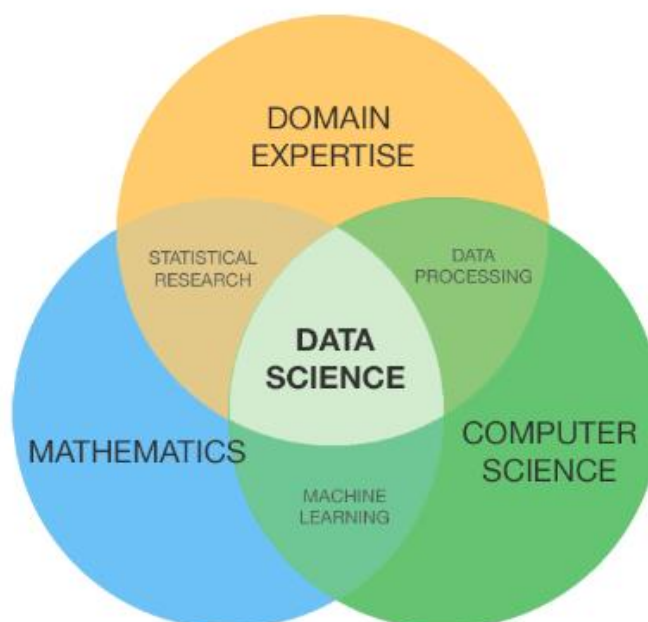
Prospective investors are encouraged to read in detail the risks in Section 11 and ensure sure they understand these risks and the possibility that they may slow or even prevent growth expected.

(f) Data Science

Data science is a relatively new discipline within companies and has different meanings across companies and industries. At Search Party data science encompasses all aspects of using the data more efficiently, particularly making predictions from data.

From inception, Search Party has invested heavily in research and development and best of breed data science capabilities. A dedicated data science team has been in place since 2013 when Search Party first began dealing with deduplication (resolving multiple CVs from a single candidate) and anonymisation (providing tools to allow recruiters to determine how

much information to display for their candidates). Search Party has received more than \$3.5m in R&D grants from Austrade to support these initiatives and will continue its investment in further R&D and continue its data science enhancement to maximise its competitive advantage and business success.



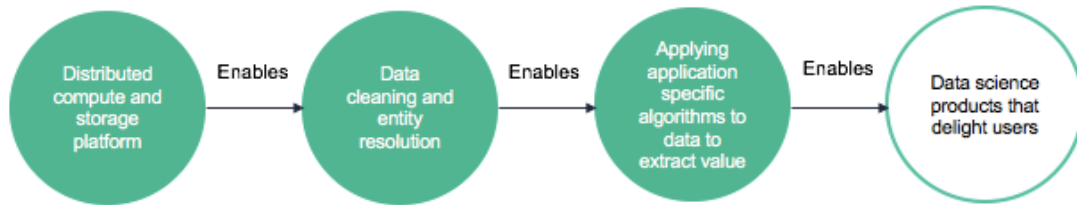
Source: Palmer, Shelly. Data Science for the C-Suite. New York: Digital Living Press, 2015. Print.

Data science approach at Search Party

Search Party approach to data science involves several layers from technology to data product:

- The base requirement is a platform that enables scalable computation and data storage. Production quality machine learning algorithms have different requirements to those in academia and the right platform is essential to achieve robustness and performance.
- The next requirement is to clean the various data sources – the approach differs depending on the type of data and includes deduplication of multiple CVs (as any candidate may have more than one CV on file from more than 1 recruiter), linking records between different data sets and entity resolution (the recognition that an employer name may be represented a number of different ways across different CVs) via natural language processing.
- Once the data is clean, application specific algorithms can be applied to extract business value. For example, applying an algorithm to millions of candidate employment to gain an understanding of likely career progressions.

Data science approach at TSP



The results from application specific algorithms are then used to power various data products on the platform that delight users. For example a tool that allows people to interactively explore career paths.

Data science applications

This section sets out some of the aspects of Search Party Marketplace where data science and machine learning is core. These areas form the basis for many of the technical barriers to entry for other innovators, and support Search Party scalability.

Candidate Deduplication

Search Party is able to deduplicate millions of candidates using a custom multi-stage clustering algorithm written in Spark running on a Hadoop cluster (this is an open-source processing engine, running on a special type of computational cluster of servers designed specifically for analysing huge amounts of unstructured data). This algorithm avoids applying trillions of comparison by collecting likely matches into canopies and then performing more sophisticated correlation clustering within each canopy. This approach also allows Search Party to scale near-linearly by adding hardware to match data volume increases.

Career Paths

By aggregating millions of candidate work history records Search Party is able to form a graph that describes likely career progressions including common skills and education that are associated with the transition. Uses of this data include suggestions for alternative search titles to Marketplace users, a visual career path tool and also input signals into Search Party Marketplace search algorithm.

Expected Candidate Behaviour

For many common job titles Search Party computed the distribution of the length of time spent in each role. From this data it can estimate several things, including an indicator of how ready a candidate might be to move jobs. Another use is to identify stale candidate records that are outliers. These indicators are displayed to employers and recruiters to provide an insight into where a candidate sits compared to the population. They are also used as an input to Search Party Marketplace search.

Candidate Recommender

Current Marketplace search results are produced using Solr, an advanced open source search engine. Search Party has (in early beta) a custom built recommendation engine that allows results to be fine-tuned using machine learning ranking methods based on many signals including a training set of historical user interactions. The recommender gives Search Party the potential to learn better from data what candidate results have the most engagement and are most likely to produce a placement given a particular search context.

Salary Extraction from Vacancies Using NLP

Leveraging a dataset of public vacancy descriptions Search Party has trained a deep learning model using natural language processing techniques (**NLP**) that is able to reliably extract salary ranges from raw text. It has applied this model to millions of vacancies to produce salary distribution information for several thousand job titles.

Industry Mapping

Search Party has also trained another deep learning model using public vacancy descriptions to map arbitrary length job description text to a fixed set of industries with given probabilities. This model has been applied to Search Party candidate data to produce a mapping from job title to top 3 industries which is then displayed on the platform.

Company Name Entity Resolution

Using an unsupervised word embedding approach Search Party has a beta solution to resolving any user entered company text string to a known company. This makes providing immediately meaningful results to users easier, with much less specific input required from them. A similar approach can be used to resolve many other entities, for example universities, job titles and skills. This allows Search Party to take a very simple input from a user and attach it to a much broader context (i.e. company, industry, job-family).

Job Title Entity Resolution

Using data from a partner who has millions of public vacancies, Search Party has trained a deep learning neural network model to resolve different user job title representations to known job title entities. This enables us to effectively link different data sets together and can in some instances improve candidate search engine accuracy.

7.6 Financial information

Information relating to the financial information of the Company and TSP is set out in Section 9 of this Prospectus and in the Investigating Accountant's Report in Section 10 of this Prospectus.



Section 8

Directors, Key Management & Corporate Governance

8. Directors, Key Management & Corporate Governance

8.1 Director profiles

Subject to the Takeover Offer becoming Unconditional, it is intended that the Board of the Company will be comprised of Ben Hutt, Paul Bird, Trevor Loewensohn and Charles Thomas. Existing Directors Rocco Tassone and Patrick Glovac intend to resign as Directors following the Takeover Offer becoming Unconditional. Ben Hutt, Paul Bird and Trevor Loewensohn are all directors of TSP and TSP Shareholders.

Brief profiles of the Directors and Company Secretary of the Company following the Takeover Offer becoming Unconditional are set out below.

(a) **Trevor Loewensohn** (B Comm, CA, FSIA)
Non-Executive Chairman

Trevor is the Founder and Managing Director of Alceon Group Pty Limited (Alceon), a specialist advisory, investment and capital solutions partnership with offices in Sydney, Melbourne, Brisbane and Perth. Trevor has over 30 years of investment banking experience, mostly for leading global investment banks including Vice Chairman at UBS, after moving from Head of Investment Banking and Joint CEO at JP Morgan. He has advised many leading global and Australian companies on mergers and acquisitions, disposals, capital raisings and corporate and financial strategy.

Prior to founding Alceon, Trevor was the Global Head of Capital Markets at Babcock & Brown, where he established a global capital raising and advisory capability. Following the impact of the Global Financial Crisis, he led Babcock & Brown's asset sale programme, successfully completing the sale of more than 20 major funds, companies and assets.

Trevor is a Director of numerous companies and investment entities within the Alceon Group.

Former listed entity directorships in the last 3 years were RHG Limited from 28 October 2011 until when it was taken over in January 2014 and Crowe Horwath Limited from 18 June 2013 until when it was taken over in December 2014.

(b) **Ben Hutt** (MBA, BSc Hons Psyc)
CEO and Managing Director

Ben Hutt has over 15 years experience in management consulting with top-tier firms such as PwC Consulting. Prior to Search Party, Ben worked in a range of roles in his five years at Macquarie Group, the last two of which were spent building an

international team focused on delivering improved cost efficiency across the group. Ben is a perennial business problem solver, a serial entrepreneur and an expert in managing and executing complex projects that improve productivity.

Ben was involved with Search Party nearly from the start and formally joined as Chief Financial & Operations Officer in June 2012. He was responsible for early business development and fundraising efforts. He was also instrumental in the company's inception of the Marketplace concept as well as Search Party's expansion overseas. He became the CEO and Managing Director of The Search Party Ltd and all its subsidiaries in July 2014. Ben raised over \$14.7M in investments throughout his tenure at Search Party.

Ben is a father of three, an accomplished pianist, an ambassador for Opportunity International and an avid supporter of The Hunger Project. He's a surf lifesaver and a marathon swimmer, having swum the English Channel solo in 2014.

(c) **Paul Bird** (B.Ec, LLB, Dip.L.Prac)
Non-Executive Director

Paul is a co-founder of The Search Party and is also the founder and current CEO of EP2 Payments and a co-founder and director of Homestar Finance. Prior to choosing the path of an entrepreneur, he worked in senior strategic roles at PBL Media and Diageo. Paul holds Bachelors degrees in Economics and Law from the University of Sydney

Paul is a father of four young children and therefore doesn't have time for many other interests anymore, however when he was younger he was a keen sailor having competed in the Sydney to Hobart in 1992.

(d) **Charles Thomas** (BCom)
Non-Executive Director

Mr Thomas holds a Bachelor of Commerce from UWA majoring in Corporate Finance. Mr Thomas is an Executive Director of GTT Ventures Pty Ltd a boutique corporate advisory firm based in Australia. Mr Thomas is also Chairman of ASX listed Sovereign Gold Company Limited (ASX:SOC), Non-Executive Director of ASX listed xTV Networks Ltd (ASX:XTV) and Non-Executive Director of ASX listed AVZ Minerals Limited (ASX:AVZ).

Mr Thomas worked as an Investment Adviser from 2009-2014 for Bell Potter Securities Ltd focussing on High Net worth clients & Corporate Advisory. Prior to this Mr Thomas worked for State One Stockbroking for a period of 3 years, advising and funding numerous ASX listed companies.

(e) **Simone Lander**
Company Secretary

Simone studied a B Ec and has in excess of 20 years' company secretarial and compliance experience having worked in the investment banking, private equity, stockbroking, property and mining industries. Simone joined the Search Party in March 2015 in a consulting capacity.

Prior to joining the Search Party, Simone was a partner in the private equity firm Taemas Group where under a management contract she was seconded as the Head of Corporate Services and Company Secretary for the StoneBridge Group. Immediately prior to that Simone held the role of Company Secretary for all of the listed and unlisted Funds of Babcock and Brown's Corporate Finance division. Simone has also previously held Company Secretarial positions for the Investa Property Group, Mirvac Group and Emperor Mines Limited, each ASX listed entities.

Please refer to the contract summaries in Section 8.7 for details of the material terms of engagement of the Board post-Takeover.

Brief profiles of the Existing Directors and Company Secretary who are proposed to resign following the Takeover Offer becoming Unconditional are outlined below.

(f) **Patrick Glovac**
Managing Director

Mr Glovac holds a Bachelor of Commerce majoring in Finance, Banking & Management through Murdoch University and a Diploma of Management. In 2013 Mr Glovac co-founded GTT Ventures Pty Ltd, a boutique corporate advisory firm, specialising in the resource and technology sector. GTT has funded numerous listed and private companies since its inception across multiple markets including Australia, USA and the United Kingdom. Previously he worked as an investment advisor for Bell Potter Securities Limited, focusing on high net-worth clients and corporate advisory services.

Mr Glovac is the current Managing Director of ASX listed Applabs Technologies Ltd (ALA) and Non-Executive director of Cirrus Networks Limited (CNW) and Sovereign Gold Limited (SOC).

(g) **Rocco Tassone**
Non-Executive Director

Mr Tassone holds a Bachelor of Business with a Double Major in Finance and Economics from Edith Cowan University, together with a Post Graduate Diploma in Applied Finance and Investment from Kaplan. Mr Tassone had previously worked with Bell Potter Securities Limited where for a period of 8 years he advised across domestic and international Institutional Sales, High Net Worth individuals and Corporate Advisory. During this time he has advised and funded many ASX listed companies from early stage seed capital through to IPO and mergers and acquisitions.

Mr Tassone is currently the Managing Director of ASX listed entity Sovereign Gold Company Ltd (ASX:SOC), and Non-Executive Director of Platypus Minerals Ltd (ASX:PLP) and XTV Networks Limited (ASX:XTV).

(h) **Anna Mackintosh**
Company Secretary

Anna MacKintosh has over 26 years commercial experience including 11 years with BHP, 10 years with AFSL holder Kirke Securities Ltd as Compliance Manager, Finance Manager and Responsible Executive. Since then she has been the Company Secretary/CFO for another listed entity (GB Energy Limited) and XTV Networks Ltd (Company Secretary for previous 15 months).

8.2 Key management personnel

The following persons will comprise the key management personnel of the Company following the Acquisition.

(a) **Stuart Gatenby**
Chief Technology Officer

Stuart has been guiding businesses into the digital landscape for 20 years and has worked with some of the world's most recognized brands. With a strong background in solutions and many years' hands on development experience, he has an established track record with ecommerce and high visibility, high traffic platforms and a strong background in assembling high tech teams.

Having worked on strategy to execution with many high profile clients including Intel, P&G and Unilever, Stuart brings extensive technical knowledge from software development and agency environments to the table. Specializing in solutions with a hand firmly on business outcomes, he is uniquely positioned to oversee the wide range of technologies used to deliver the Search Party platform.

(b) **Magda Walczak** (MBA, BArts Political Science, English)
Chief Customer Officer

Magda is an ROI-focused marketer with over 15 years global experience in tech marketing in both B2C and B2B businesses. Magda's honed her skills at startups of various stages where she delivered data-driven marketing strategies, website optimisation and customer conversion through the Funnel. Her previous employers include Atlassian, Base CRM, Google and PayPal.

Magda joined Search Party in February 2015 after having previously advised the business on its marketing strategy during its post beta launch. In her role as CCO, Magda leads an integrated product and marketing effort, as she leverages her track record of growing teams and delivering products to their target market. A practical marketer, Magda always strives to strike a balance between predictable, sustainable demand generation and brand awareness.

(c) **Jason Shepherd** (BCom, GradDipAppFin)
Chief Financial Officer

Jason has in excess of 23 years' experience working with large and small/startup Australian and international corporates in house or as adviser/financier. Jason draws on his skills in accounting/finance, M&A, corporate and project finance, structured finance and capital markets at different times to deal with the multiple needs of the business. Jason joined Search Party in May of 2015 having initially consulted to the business on its April 2015 capital raise. Jason immediately saw the value upside in the business and became an investor at the time he accepted the role of CFO.

Preceding this initial contact with the business, Jason had been consulting for 12 months effectively in the capacity as COO/CFO for Republic Gold and ultimately executed the reverse takeover of Big Un Limited by Republic Gold (a transaction similar in structure to this one). Jason had consulted to several businesses before this time in Australia, Singapore and Africa subsequent to leaving ANZ Institutional Bank. At ANZ, he held the role of Director, Capital Solutions working across various products and jurisdictions to originate and execute multiple transactions. Jason has also previously consulted to Wizard in its initial capital raisings/acquisitions working both in house and earlier as corporate adviser to Wizard when at banks Societe Generale and SG Hambros.

(d) **Dylan Hogg** (BCom, GradCert (CompSci), MCPD)
Head of Data Science

Dylan has over 15 years' experience in software engineering, data engineering and data science across a range of platforms and technologies. He joined Search Party in 2012 and has led the data science team since 2013. Prior to Search Party he had worked on many large scale complex production systems including the backend classified services platform at Fairfax that powered MyCareer.com.au, Domain.com.au and Drive.com.au.

He holds a Bachelor of Commerce from the University of Auckland and has completed postgraduate studies in machine learning at the University of New South Wales. Dylan is passionate about building novel applications using machine learning, AI and big data that deliver business value and offer services that have not been possible to date.

(e) **Dr Jan Luts** (PhD, MSc, BSc)
Senior Data Scientist

Jan received a Master of Information Sciences from Universiteit Hasselt, Belgium in 2003 and Master degrees in Bioinformatics and Statistics from Katholieke Universiteit Leuven, Belgium in 2004 and 2005, respectively. After obtaining his PhD at the Department of Electrical Engineering of Katholieke Universiteit Leuven in 2010, he was a postdoctoral researcher for two years.

In 2012 he moved to Australia where he worked as a postdoctoral researcher at the University of Technology Sydney. Following this he joined Search Party as a Senior Data Scientist where he applies his knowledge to develop machine learning algorithms that solve complex data problems with a particular focus on natural language processing. In 2015 he relocated back to Belgium where he continues to work as part of the international Data Science team at Search Party.

8.3 Directors' interests

Other than as set out in this Prospectus, no Director has, or had within two years before lodgement of this Prospectus with ASIC, any interest in:

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

and the Company has not paid any amount or provided any benefit, or agreed to do so, to any Director, either to induce that Director to become, or to qualify them as a director of the Company, or otherwise, for services rendered by them in connection with the formation or promotion of the Company or the Offers.

8.4 Directors' Securities interests

Directors are not required under the Company's Constitution to hold any Shares.

The interests of the Directors in securities of the Company as at the date of this Prospectus are as follows:

DIRECTOR	SHARES	
	Number	%
Patrick Glovac*	2,190,000	4.33
Rocco Tassone*	1,005,000	1.99
Charles Thomas*	440,000	0.87
Benjamin Hutt	Nil	Nil
Paul Bird	Nil	Nil
Trevor Loewensohn	Nil	Nil
Total	3,635,000	7.19

* Subject to Shareholder approval at the General Meeting, each of the Current Directors intends to participate in the Public Offer, up to 500,000 Shares (\$50,000) each.

Each of the Proposed Directors (or entities controlled by them) hold TSP Shares. The Company proposes to acquire these TSP Shares as part of the Acquisition. Accordingly, each of the Proposed Directors will receive a proportion of the Takeover Shares under the Acquisition (being approximately 71,786,091 Shares, in total).

The anticipated interests of the Directors in the securities of the Company, following completion of the Acquisition and the Offers (assuming the subscription for Shares under the Public Offer by the Existing Directors as noted above), are as follows:

DIRECTOR	SHARES		OTHER SECURITIES
	Number	%	
Patrick Glovac	5,690,000	1.47	Nil
Rocco Tassone	4,505,000	1.16	Nil
Charles Thomas	3,940,000	1.02	Nil
Benjamin Hutt	23,500,999	6.07	5,409,224 Performance Rights
Paul Bird	715,141	0.18	400,000 Performance Rights
Trevor Loewensohn	47,569,951	12.29	200,000 Performance Rights
Total	85,921,091	22.19	

8.5 Remuneration of Directors

The Constitution provides that the remuneration of non-executive Directors will not be more than the aggregate fixed sum determined by a general meeting of Shareholders, which is currently \$200,000 per annum.

The annual remuneration of the Directors for the last two financial years is as follows:

DIRECTOR		Salary and Fees \$	Other \$	Total \$
Mr Patrick Glovac ¹	FY2014/2015	152,583	14,495	167,078
	FY2013/2014	33,999	3,145	37,144
Mr Rocco Tassone ¹	FY2014/2015	91,313	8,675	99,988
	FY2013/2014	33,999	3,145	37,144
Mr Charles Thomas ¹	FY2014/2015	91,313	8,675	99,988
	FY2013/2014	33,999	3,145	37,144
Mr Stuart Kidd ²	FY 2014/2015	73,950	3,700	77,650
	FY 2013/2014	87,666	8,109	95,775

Notes:

- Directors, companies associated with the Directors or their Associates are also reimbursed for all reasonable expenses incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of ALA and other miscellaneous expenses.
- The remuneration of Directors is reviewed annually by ALA.
- Stuart Kidd resigned 3 October 2014.
- Pursuant to the BIA, upon termination of the Company's engagement Mr Glovac by the Company, he will receive approximately \$160,000 by way of termination entitlements under his executive service agreement, and approximately \$38,500 of statutory employment entitlements.

Directors, companies associated with the Directors or their Associates are also reimbursed for all reasonable expenses incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of Applabs and other miscellaneous expenses.

The remuneration of Directors is reviewed annually by the Company.

Following completion of the Acquisition and Offers it is proposed that the non-executive Directors' fees will be \$20,000 per annum for the non-executive Chairman and \$40,000 per annum for non-executive Director Mr Paul Bird (inclusive of statutory superannuation contributions). Mr Charles Thomas' current arrangements include a fee of \$100,000 per annum which will continue until September 2016, at which time the Board and Mr Thomas intend to negotiate a new service agreement.

The remuneration of executive Directors and key management personnel will be determined by the Board. A summary of the material terms of employment the Proposed Directors (executive) and key management personnel are outlined in Section 8.7.

The annual remuneration (inclusive of superannuation unless indicated otherwise) payable to each of the Directors following completion of the Acquisition and the Offers is as follows:

DIRECTOR	ANNUAL REMUNERATION
Ben Hutt	\$253,440
Paul Bird	\$40,000
Trevor Loewensohn	\$20,000
Charles Thomas ¹	\$100,000
Total	\$413,440

Notes:

¹ Mr Charles Thomas' current agreement expires in September 2016. It is envisaged that Mr Thomas' remuneration will be re-negotiated at this time.

8.6 Agreements with Directors or Related Parties

(a) GTT Ventures Lead Manager Mandate

ALA has entered into a mandate with GTT for the provision of lead manager and broking services in respect of the Public Offer on arms' length commercial terms (Lead Manager Mandate). GTT Ventures Pty Ltd is a related party of the Company as each of the Existing Directors is also a director of GTT Ventures Pty Ltd. It is proposed that the following fees will be payable under the Lead Manager Mandate:

- (i) a cash fee of approximately \$75,000 plus GST payable to GTT for its services; and a brokerage fee of 6% of the amount placed under the Public Offer (of which it is
- (ii) envisaged that 1% will be payable to GTT and 5% will be payable to third party brokers involved in placing amounts under the Public Offer).

The full terms of the Lead Manager Mandate are summarised in Section 12.3.

(b) GTT Ventures Corporate Advisory Mandate with TSP

TSP has entered into a 12 month corporate advisory mandate with GTT for the provision of corporate advisory services commencing on and from the date of ALA's readmission to the official list of ASX following the Takeover (Advisory Mandate). Fees payable under the Advisory Mandate include a monthly retainer of \$10,000 plus GST, disbursements and expenses. As stated above, GTT is an entity associated with the ALA Directors.

The full terms of the Advisory Mandate are summarised in Section 12.4(a).

(c) Relationship between Proposed Directors and TSP

Proposed Directors, Ben Hutt, Paul Bird and Trevor Loewensohn are also directors and shareholders of TSP.

As noted in Section 8.4, each of the Proposed Directors (or entities controlled by them) hold TSP Shares. The Company proposes to acquire these TSP Shares as part of the Acquisition. Accordingly, each of the Proposed Directors will receive a proportion of the Takeover Shares under the Acquisition (being approximately 71,786,091 Shares in total).

Refer to Section 8.4 for further details.

(d) Deeds of indemnity, insurance and access

The Company is party to a deed of indemnity, insurance and access with each of the Existing Directors and is proposing to enter into similar deeds with each of the Proposed Directors upon their appointment. Under these deeds, the Company indemnifies each Director to the extent permitted by the Corporations Act against any liability arising as a result of the Director acting as a director of the Company. The Company is also required to maintain insurance policies for the benefit of the relevant Director and must also allow the Directors to inspect board papers in certain circumstances.

(e) Voluntary Escrow Agreement with Proposed Director (and associated entities)

The Company has entered into a voluntary escrow agreement with Proposed Director Trevor Lowensohn (and entities associated with Mr Lowensohn). Refer to Section 6.13 for further details.

8.7 Agreements with key management personnel

a) Executive Services Agreement – CEO and Managing Director

Pursuant to an executive services agreement with ALA, Benjamin Hutt will receive an annual salary of \$253,440 (plus superannuation), and be entitled to be reimbursed for all reasonable expenses incurred in the performance of his duties.

Subject to ALA obtaining any necessary shareholder and regulatory approvals he will be entitled to receive 5,409,224 Performance Rights (on terms set out in Section 13.7).

Termination (without cause) under the agreement will be by way of three months' notice by either party, and the agreement will contain customary provisions regarding confidentiality, and ALA ownership of intellectual property.

The terms of Mr Hutt's executive service agreement otherwise contain terms which are standard for an agreement of this nature.

b) Non-Executive Service Agreements

Mr Trevor Loewensohn (Non-Executive Chairman) and Mr Paul Bird (Non-Executive Director) have entered into non-executive service agreements with the Company. They will receive annual directors' fees of \$20,000 and \$40,000 respectively (inclusive of superannuation), and be entitled to receive 200,000 and 400,000 Performance Rights respectively (on terms and conditions set out in Section 13.7).

Termination under their agreements by way of three months' notice by either party, and the agreement will contain customary provisions regarding confidentiality, and Company ownership of intellectual property. The terms of the non-executive service agreements otherwise contain terms which are standard for agreements of this nature.

Mr Charles Thomas will continue with his current arrangement of \$100,000 per annum, until expiry 9 September 2016. It is envisaged that a new service agreement for Mr Thomas will be negotiated at that time.

8.8 Corporate governance

This summary identifies the key corporate governance policies and practices adopted by the Company's Board. The Board is committed to ensuring continued investor confidence in the operations of the Company and in maintaining high standards of corporate governance in the performance of their duties.

The role of the Board

The role of the board of Directors is to provide strategic guidance to the Company (and its related bodies corporate), effective oversight of management and to provide a sound base for a culture of good corporate governance within the Company.

The Board will always retain ultimate authority over the management and staff of the Company and its related bodies corporate.

In performing its role, the Board should act, at all times:

- a) in recognition of its overriding responsibility to act honestly, fairly and in accordance with the law in serving the interests of the Company, its shareholders, as well as its employees, customers and the community;
- b) in a manner designed to create and continue to build sustainable value for shareholders;
- c) in accordance with the duties and obligations imposed upon them by the Company's constitution and applicable law; and
- d) with integrity and objectivity, consistently with the ethical, professional and other standards set out in the Company's corporate governance policies.

Responsibilities of the Board

The responsibilities of the Board include:

- e) represent and serve the interests of Shareholders by overseeing and appraising the Company's strategies, policies and performance;
- f) protect and optimise the Company's performance and build sustainable value for Shareholders;
- g) set, review and ensure compliance with the Company's values and governance framework; and
- h) ensure that Shareholders are kept informed of the Company's performance and major developments.

Composition of the Board

Under the Company's constitution, the minimum number of Directors is three and the maximum number is nine. The Board at the date of this Prospectus comprises of 3 Directors, Patrick Glovac, Rocco Tassone and Charles Thomas. Following the Takeover Offer becoming Unconditional, the Board will comprise of 5 Directors, namely Ben Hutt, Paul Bird, Trevor Loewensohn and Charles Thomas. The Directors consider the size and composition of the Board is appropriate given the current size and status of the Company.

Each Director is bound by all of the Company's charters, policies and codes of conduct. If the Board determines it is appropriate or necessary, they may establish committees to assist in carrying out various responsibilities of the Board. Such committees will be established by a formal charter.

The Board delegates the management of the Company's business and day to day operation to the Managing Director who is authorised, in turn, to delegate such powers conferred on him or her to members of the senior management group.

The Board seeks to nominate persons for appointment to the Board who have the qualifications, experience and skills to augment the capabilities of the Board.

Independence of Directors

The Board considers the issue of independence with regard to a set of questions outlined in the Board charter. The issue is considered in light of a materiality threshold relevant to the particular time of the issue.

Independent professional advice

The Directors are entitled to seek independent professional advice at the Company's expense on any matter connected with the discharge of their responsibilities. Such advice may be sought in accordance with the procedures set out in the Board charter.

Securities trading policy

The Company has adopted a formal policy for dealing in the Company's securities by Directors and employees and their related entities (in accordance with Listing Rule 12.9). The securities trading policy regarding allowable dealings is that those persons should:

- a) not deal in the Company's securities while in possession of price sensitive, non-public information; and
- b) only trade in the Company's securities after receiving clearance to do so from a designated clearance officer, where clearance may not be provided in defined "blackout periods".

The securities trading policy is available on the Company's website at www.applabs.com.au.

Remuneration policy

The Company has adopted a remuneration policy designed to align individual and team reward and encourage executives to perform to their full capacity.

Remuneration packages may contain any or all of the following:

- a) annual salary base with provision to recognise the value of the individuals' personal performance and their ability and experience;
- b) rewards, bonuses, commissions, special payments and other measures available to reward individuals and teams following a particular outstanding business contribution;
- c) Share participation – the Company proposes to implement an equity incentive plan; and
- d) other benefits, such as holiday leave, sickness benefits, superannuation payments and long service benefits.

The Board will determine the appropriate level and structure of remuneration of the executive team and such consideration will occur each year on the recommendation of the Managing Director.

Remuneration of executives will be reviewed annually by the Board. Determination of Non-Executive Director's fees is with regard to the long term performance of the Company.

Continuous disclosure policy

The Company, as a listed public company, is required to disclose price sensitive information to the market as it becomes known to comply with the continuous disclosure requirements of the Corporations Act and the Listing Rules.

The continuous disclosure policy of the Company ensures that all Shareholders and investors have equal access to the Company's information, to the extent practicable. Price sensitive information will be disclosed by way of an announcement to ASX and placed on the Company's website.

Shareholder communication

The Board strives to ensure that Shareholders are provided with full and timely information to assess the performance of the Company and its Directors and to make well-informed investment decisions.

Information is communicated to Shareholders:

- a) through the release of information to the market via ASX;
- b) through the distribution of the annual report and notice of annual general meeting;
- c) through letters and other forms of communications directly to Shareholders; and
- d) by posting relevant information on the Company's website.

Ethical standards and business conduct

The Board recognises the need for Directors and employees to observe appropriate standards of behaviour and business ethics when engaging in corporate activity. Through its code of conduct, the Board intends to maintain a reputation for integrity. The Company's business ethics are founded on openness, honesty, fairness, integrity, mutual respect, ethical conduct and compliance with laws.

The standards set out in the code of conduct are required to be adhered to by officers and employees of the Company. The code of conduct and further details of these standards can be found on the Company's website.

ASX Corporate Governance Principles and Recommendations

Where possible and having regard to the size and nature of the Company's operations, the Board has adopted the Corporate Governance Principles and Recommendations (3rd Edition) issued by the ASX Corporate Governance Council. As a listed entity the Company has been required to report any departures from the principles and recommendations in its annual report. The Company's departures from the principles and recommendations, as at the date of re-admission to the Official List, are set out in the table below.

RECOMMENDATION	CURRENT PRACTICE
<p>1.1 A listed entity should disclose:</p> <ol style="list-style-type: none"> 1. The respective roles and responsibilities of its board and management; and 2. Those matters expressly reserved to the board and those delegated to management. 	<p>Satisfied. The functions reserved for the Board and delegated to senior executives have been established.</p>
<p>1.2 A listed entity should:</p> <ul style="list-style-type: none"> - Undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and - Provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director 	<p>Satisfied. Appropriate checks have been undertaken.</p>
<p>1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Satisfied. Agreements are in place.</p>
<p>1.4 The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with proper functioning of the board.</p>	<p>Satisfied. This practice is in place.</p>
<p>1.5 A listed entity should:</p> <ol style="list-style-type: none"> a) Have a diversity policy; b) Disclose that policy or a summary of it; c) Disclose the measurable objectives for achieving gender diversity and the its progress towards achieving them; and d) The respective proportions of men and women. 	<p>Not satisfied, however company promotes a culture which embraces diversity. As the Company grows in size it will consider adopting a formal policy.</p> <p>Not satisfied. The measurable objectives are yet to be set.</p> <p>Board – 100% men; Senior Executives – 100% men; whole organisation – 100% men.</p> <p><i>Post-acquisition of TSP, it will be:</i></p> <p><i>Board – 100% men; Senior Executives – 57.14% men; whole organisation – 67.39% men</i></p>
<p>1.6 A listed entity should:</p> <ol style="list-style-type: none"> a) Have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and b) Disclose whether performance evaluations were undertaken. 	<p>Not satisfied, see process in corporate governance statement at www.applabs.com.au/investor-centre/corporate-governance</p> <p>Not satisfied. No evaluations have been undertaken to date.</p> <p>This process will be put in place post acquisition of TSP</p>
<p>1.7 A listed entity should:</p> <ol style="list-style-type: none"> a) Have and disclose a process for periodically evaluating the performance of senior management; and 	<p>Not satisfied, see process in corporate governance statement at www.applabs.com.au/investor-centre/corporate-governance.</p>

RECOMMENDATION	CURRENT PRACTICE
b) Disclose whether performance evaluations were undertaken.	Not satisfied. No evaluations have been undertaken to date. This process will be put in place post acquisition of TSP.
<p>2.1 A listed entity should have a nomination committee which:</p> <ul style="list-style-type: none"> - Consists of at least 3 members, a majority of whom are independent directors; - Is chaired by an independent director; <p>And disclose:</p> <ul style="list-style-type: none"> - The charter of the committee; - The members of the committee - The number of times the committee met and individual attendance at those meetings <p>If it does not have a nomination committee disclose that fact and the process it follows to address that role.</p>	Not Satisfied. In view of small size of the Company, the Board has not formally constituted a Nomination Committee. The role of the committee is undertaken by the full board. To be developed given the Company's change in activities.
2.2 A listed entity should have and disclose a board skills matrix.	Not Satisfied see the corporate Governance Statement found at www.applabs.com.au/investor-centre/corporate-governance
<p>2.3 A listed entity should disclose:</p> <ul style="list-style-type: none"> - The names of the directors considered by the board to be independent directors and length of service. - If a director has an interest / association / relationship that meets the factors of assessing independence. 	Satisfied.
2.4 A majority of the board should be independent directors.	Satisfied. Two of the Directors are independent directors, being Charles Thomas and Rocco Tassone. <i>Post-acquisition of TSP there will be four Directors of whom two are independent Charles Thomas and Paul Bird</i>
<p>2.5 The chair should be an independent director.</p> <p>The roles of Chair and Chief Executive Officer should not be exercised by the same individual.</p>	Satisfied. Current Chair is independent director <i>Post-acquisition,</i> <i>Not Satisfied: The Chairman will be Trevor Loewensohn. Mr Loewensohn does not meet the independence criteria set out in the ASX Corporate Governance Principles and Recommendation, however the roles of Chair and Chief Executive Officer have been separated in accordance with these Principles and Recommendations. Each director has the right to access all relevant information and subject to the informing the Chairman, may seek independent professional advice from a suitable qualified advisor at the company's expense to assist them to carry out their responsibilities.</i>
2.6 A listed entity should have a program for inducting new directors.	Satisfied, see item 2.2 of the Company's Corporate Governance Statement at www.applabs.com.au/investor-centre/corporate-governance

RECOMMENDATION	CURRENT PRACTICE
<p>3.1 A listed entity should:</p> <ul style="list-style-type: none"> - have a code of conduct; and - disclose the code or a summary of it. 	<p>Satisfied.</p> <p>The Code of Conduct is available at www.applabs.com.au/investor-centre/corporate-governance</p>
<p>4.1 The board of a listed entity should have an audit committee which:</p> <ul style="list-style-type: none"> - Has at least three members all of whom are non-executive directors and a majority of independent directors; and - Is chaired by an independent chair, who is not chair of the board. <p>Disclose:</p> <ul style="list-style-type: none"> - The charter of the committee; - The relevant member qualifications; - The number of times the committee met and individual attendance at those meetings 	<p>Not Satisfied, however the full Board undertakes the responsibilities of an Audit committee.</p> <p>The board has not established an audit committee as the role of the committee will be undertaken by the full board whilst the board consists of only 3 members.</p> <p>This will be revised post acquisition of TSP.</p> <p>The audit committee charter is available at www.applabs.com.au/investor-centre/corporate-governance</p>
<p>4.2 The board should receive declarations for CEO & CFO in accordance with S.295A of corporations act before approving financial statements.</p>	<p>Satisfied.</p>
<p>4.3 A listed entity should ensure its external auditor attends its AGM.</p>	<p>Satisfied.</p>
<p>5.1 A listed entity should:</p> <ul style="list-style-type: none"> - Have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and - disclose that policy or a summary of it. 	<p>Satisfied.</p> <p>Continuous disclosure policy is available at www.applabs.com.au/investor-centre/corporate-governance</p>
<p>6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Satisfied.</p> <p>See www.applabs.com.au/investor-centre/corporate-governance</p>
<p>6.2 A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>Satisfied. See www.applabs.com.au/investor-centre/corporate-governance in the Corporate Governance Section.</p>
<p>6.3 A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>Satisfied. See communication policy at www.applabs.com.au/investor-centre/corporate-governance</p>
<p>6.4 A listed entity should give security holders the option to receive communications from, and send communication to, the entity and its security registry electronically.</p>	<p>Satisfied.</p>
<p>7.1 The board of a listed entity should have a committee to oversee risk, which:</p> <ul style="list-style-type: none"> - Has at least three members all of whom are non-executive directors and a majority of independent directors; and - Is chaired by an independent chair, who is not chair of the board. <p>Disclose:</p> <ul style="list-style-type: none"> - The charter of the committee; - The members of the committee; and 	<p>The board has not established a risk committee as the role of the committee will be undertaken by the full board whilst the board consists of only 3 members.</p> <p>The company has established policies for the oversight and management of material business risks.</p> <p>Risk management program is available at www.applabs.com.au/investor-centre/corporate-governance.</p> <p>This will be revised post acquisition of TSP.</p>

RECOMMENDATION**CURRENT PRACTICE**

<ul style="list-style-type: none"> - The number of times the committee met and individual attendance at those meetings <p>If it does not have a risk committee disclose that fact and the process it follows to address that role.</p>	
<p>7.2 The board or a committee of the board should:</p> <ul style="list-style-type: none"> - Review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and - Disclose whether such a review has taken place. 	Satisfied
<p>7.3 A listed entity should disclose:</p> <ul style="list-style-type: none"> - If has an internal audit function, how the function is structured and what role it performs; - If it does not have an internal audit function, disclose that fact and the process it follows to address that function. 	The entity does not have an internal audit function. Board continually assess, evaluate and where necessary improve the effectiveness of its risk management and internal control processes.
<p>7.4 The entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks, and if it does, how it manages those risks.</p>	The entity does not have material exposure in these areas.
<p>8.1 The board of a listed entity should:</p> <ul style="list-style-type: none"> - have a remuneration committee which has at least three members all of whom are non-executive directors and a majority of independent directors; and - Is chaired by an independent director; and <p>Disclose:</p> <ul style="list-style-type: none"> - The charter of the committee; - The members of the committee; and - The number of times the committee met and individual attendance at those meetings <p>If it does not have a remuneration committee disclose that fact and the process it follows to address that role.</p>	<p>Not Satisfied.</p> <p>The board has not established a remuneration and nomination committee as the role of these committees are undertaken by the full board whilst the board comprises 3 members.</p> <p>This will be revised post acquisition of TSP.</p>
<p>8.2 Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.</p>	<p>Satisfied.</p> <p>The structure of Directors' remuneration is disclosed in the Prospectus.</p>
<p>8.3 A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> - Have a policy on whether participants are permitted to enter into transactions which limit the economic risk of participating in the scheme; <p>Disclose that policy or a summary of it.</p>	There is no policy. To be implement if and when it becomes applicable.



Section 9

Financial Information

9. Financial Information

9.1 ALA

This Section contains a summary of the audited historical statement of financial position and statement of profit and loss of ALA for the financial years ended 30 June 2013, 30 June 2014, and 30 June 2015 together with the audited consolidated statements of financial position for the period from 1 July 2015 to 31 December 2015 that the Directors consider relevant to investors. The financial information presented is in an abbreviated form and does not contain all of the disclosures that are usually contained in statutory accounts prepared in accordance with the Corporations Act.

The historical consolidated statements of financial position of ALA are set out below and have been extracted from the audited consolidated statements of financial position as at the end of the financial years ended 30 June 2013, 30 June 2014 and 30 June 2015, being the last three audited consolidated statements of financial position prior to the date of this Prospectus, together with the reviewed consolidated statements of financial position for the period from 1 July 2015 to 31 December 2015. The Financial year ended June 2013 results relate to the previous agricultural investment business when the Company traded as ACL Holdings Ltd.

	Consolidated HY 31 Dec 2015 \$	Consolidated FY2015 \$	Consolidated FY2014 \$	Consolidated FY2013 \$
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	2,299,045	2,010,693	4,974,394	814,966
Trade and other receivables	2,346	204,049	183	57,509
Other current assets	64,170	123,417	-	50,865
TOTAL CURRENT ASSETS	2,365,561	2,338,158	4,974,577	923,340
NON-CURRENT ASSETS				
Plant and equipment	21,958	13,983	59,399	61,418
Intangibles	6,666	139,999	810,962	-
Investments accounted for using the equity method	-	12,138	321,473	-
Financial Assets at fair value through the profit or loss	-	-	290,533	-
Financial Assets at fair value through other comprehensive income	882,751	1,574,526	486,882	-
Other Non-Current Assets	-	-	50,387	-
TOTAL NON-CURRENT ASSETS	911,375	1,740,645	2,019,636	61,418
TOTAL ASSETS	3,276,935	4,078,803	6,994,213	984,758
CURRENT LIABILITIES				
Trade and other payables	43,625	49,776	143,008	284,706
Provisions	32,897	14,372	18,340	45,824
Other current liabilities	-	-	-	-
TOTAL CURRENT LIABILITIES	76,522	64,148	161,348	330,530
TOTAL LIABILITIES	76,522	64,148	161,348	330,530
NET ASSETS	3,200,413	4,014,656	6,832,865	654,228
SHAREHOLDERS' EQUITY				
Issued capital	25,134,626	24,877,426	24,815,147	17,077,117
Reserves	(112,914)	58,382	339,567	-
Accumulated losses	(21,821,298)	(20,921,151)	(18,321,849)	(16,422,889)
TOTAL SHAREHOLDERS' EQUITY	3,200,413	4,014,656	6,832,865	654,228

The historical consolidated statements of financial performance of ALA are set out below and have been extracted from the audited consolidated statements of financial performance for the financial years ended 30 June 2013, 30 June 2014 and 30 June 2015, being the last three audited consolidated statements of financial performance prior to the date of this Prospectus, together with the reviewed consolidated statements of financial position for the period from 1 July 2015 to 31 December 2015.

The financial year ended June 2013 results relate to the previous agricultural investment business when the Company traded as AACL Holdings Ltd.

	Consolidated HY 31 Dec 2015	Consolidated FY2015	Consolidated FY2014	Consolidated FY2013
	\$	\$	\$	\$
Continuing operations:				
Other income	57,059	301,236	25,763	1,061,320
Profit on Sale of Roster Elf	17,921			
Share of (losses) Roster Elf using equity method	-	(116,498)	(28,527)	-
Fair value movement of financial assets	-	(30,915)	66,800	-
Operating expenses	(584,265)	(1,030,863)	(1,111,287)	(3,545,450)
Share Based Payment	(257,200)	-	-	-
Research costs	-	(716,232)	(209,492)	-
Depreciation and amortisation expense	(135,841)	(426,028)	(410,386)	(47,681)
Impairment of Intangible Assets	-	(266,430)	-	-
Foreign Exchange gain	2,180	9,560	-	
Loss before income tax	(900,147)	(2,276,162)	(1,667,127)	(2,531,811)
Income tax expense		-	-	-
Loss after tax from continuing operations	(900,147)	(2,276,162)	(1,667,127)	(2,531,811)
Discontinued operations:				
Profit on sale of subsidiaries	-	-	32,399	7,564,183
(Loss) from discontinued operations – Fee for Service	-	(323,141)	(204,645)	
(Loss) from discontinued operations	-	-	(59,587)	177,957
(Loss) from discontinued operation	-	(323,141)	(231,833)	7,742,140
Net Loss attributable to the members of the entity	(900,147)	(2,599,302)	(1,898,960)	5,210,329
Change in fair value of financial asset through comprehensive income	(171,296)	(372,105)	83,368	-
Total Comprehensive (Loss) attributable to members of the entity	(1,071,442)	(2,971,407)	(1,815,592)	5,210,329

BDO Corporate Finance (WA) Pty Ltd has prepared an Investigating Accountant's Report which incorporates the reviewed financial information for the Company for the year ended 31 December 2015. Please refer to Section 10 of the Prospectus for further information.

The audited financial statements (inclusive of significant accounting policies) of the Company for the financial years ended 30 June 2013, 30 June 2014 and 30 June 2015 are available on the Company's website at www.applabs.com.au or free of charge by request to the Company on +61 8 9388 9968.

9.2 TSP

This Section contains a summary of the audited historical statement of profit and loss and statement of financial position of TSP for the three financial years 30 June 2013, 30 June 2014, and 30 June 2015 together with the audited consolidated statements of financial position for the period from 1 July 2015 to 31 December 2015 that the Directors consider relevant to investors. The financial information presented is in an abbreviated form and does not contain all of the disclosures that are usually contained in statutory accounts prepared in accordance with the Corporations Act.

The historical consolidated statements of financial position of TSP are set out below and have been extracted from the audited consolidated statements of financial position as at the end of the financial years ended 30 June 2013, 30 June 2014, and 30 June 2015 together with the audited consolidated statements of financial position for the period from 1 July 2015 to 31 December 2015, being the last three years audited consolidated statements of financial position prior to the date of this Prospectus.

	HY 31 Dec 2015	2015	2014	2013
	\$	\$	\$	\$
CURRENT ASSETS				
Cash and cash equivalents	1,013,338	72,139	36,579	30,487
Trade and other receivables	192,751	2,552,188	1,046,818	452,143
TOTAL CURRENT ASSETS	1,206,089	2,624,327	1,083,397	482,630
NON-CURRENT ASSETS				
Receivables	87,004	73,907	63,175	27,940
Property, plant and equipment	53,248	64,718	62,247	40,528
TOTAL NON-CURRENT ASSETS	140,252	138,625	125,422	68,468
TOTAL ASSETS	1,346,341	2,762,952	1,208,819	551,098
CURRENT LIABILITIES				
Trade and other payables	471,290	820,523	259,076	90,386
Provisions	127,253	97,336	101,994	53,341
TOTAL CURRENT LIABILITIES	598,543	917,859	361,070	143,727
NON-CURRENT LIABILITIES				
Convertible notes	-	-	2,644,426	-
TOTAL NON-CURRENT LIABILITIES	-	-	2,644,426	-
TOTAL LIABILITIES	598,543	917,859	3,005,496	143,727
NET (DEFICIENCY)/ASSETS	747,798	1,845,093	(1,796,677)	407,371
EQUITY				
Issued capital	14,487,959	12,033,568	2,757,933	2,087,798
Option reserve	760,003	654,177	189,414	104,463
Retained losses	(14,470,230)			
Foreign exchange translation reserve	(29,934)	(10,783,281)	(4,738,059)	(1,784,890)
		(59,371)	(5,965)	-
TOTAL EQUITY	747,798	1,845,093	(1,796,677)	407,371

The historical consolidated statements of comprehensive income of TSP are set out below and have been extracted from the audited consolidated statements of comprehensive income for the financial years ended 30 June 2013, 30 June 2014 and 30 June 2015, being the last three audited consolidated statements of financial performance prior to the date of this Prospectus, together with the audited consolidated statements of financial position for the period from 1 July 2015 to 31 December 2015.

	HY 31 Dec 2015	2015	2014	2013
	\$	\$	\$	\$
Revenue				
Gross Marketplace volume	357,083	117,674	46,180	-
Cost of Marketplace sales	(280,103)	(92,904)	(39,885)	-
Net Marketplace revenue	76,980	24,770	6,325	-
CRM revenue	25,146	94,087	180,589	149,702
Interest revenue	2,228	34,050	18,668	8,196
R&D grant	21,690	1,208,021	1,010,866	402,555
TOTAL REVENUE	126,044	1,360,928	1,216,448	560,453
Expenses				
Employee benefits expense	(2,085,283)	(2,923,697)	(2,335,676)	(1,242,268)
Depreciation and amortisation expense	(11,410)	(20,410)	(13,973)	(4,242)
Share-based payment expense	(105,826)	(464,763)	(84,951)	(104,463)
Other expenses	(1,610,474)	(3,997,280)	(1,735,017)	(657,066)
Loss before income tax expense	(3,686,949)	(6,045,222)	(2,953,169)	(1,447,586)
Income tax expense	-	-	-	-
Loss for the year	(3,686,949)	(6,045,222)	(2,953,169)	(1,447,586)
Other comprehensive income	29,437	(53,406)	(5,965)	-
Total comprehensive loss attributable to members of the entity	(3,657,512)	(6,098,628)	(2,959,134)	(1,447,586)

The audited financial statements (inclusive of significant accounting policies) of TSP for the three financial years ended 30 June 2013, 30 June 2014, and 30 June 2015 together with the audited consolidated statements of financial position for the period from 1 July 2015 to 31 December 2015 are available (free of charge) by request to the Company on +61 8 9388 9968.

Investors should note TSP's current revenue status as described in Section 4.6 and as otherwise set out in the Investigating Accountant's Report (in particular, the statement of profit and loss in Annexure 1 of the Report). Accordingly, TSP's business should accordingly should be considered high risk and speculative.

9.3 Pro-forma statement of financial position

A consolidated pro-forma historical statement of financial position as at 30 June 2015 for the Company is contained in Annexure 2 of the Investigating Accountant's Report.

The pro-forma statement of financial position has been prepared based on the audited financial statements as at 30 June 2015, incorporating the audited statement of financial position for the period from 1 July 2015 to 31 December 2015, adjusting for the transactions and events relating to the Acquisition and the issue of Securities under this Prospectus (and as otherwise set out in the Notice of Meeting) outlined in Note 2 to the Investigating Accountant's Report.

The pro-forma statement of financial position has been derived from the Company's audited financial statements as at 30 June 2015 incorporating the audited statement of financial position for the period from 1 July 2015 to 31 December 2015, after adjusting for the pro forma adjustments described in Note 2 to the Investigating Accountant's Report. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in Note 2 to the Investigating Accountant's Report, as if those events or transactions had occurred as at the date of the historical financial information. Due to its nature, the pro forma historical financial information does not represent the Company's actual or prospective financial position.

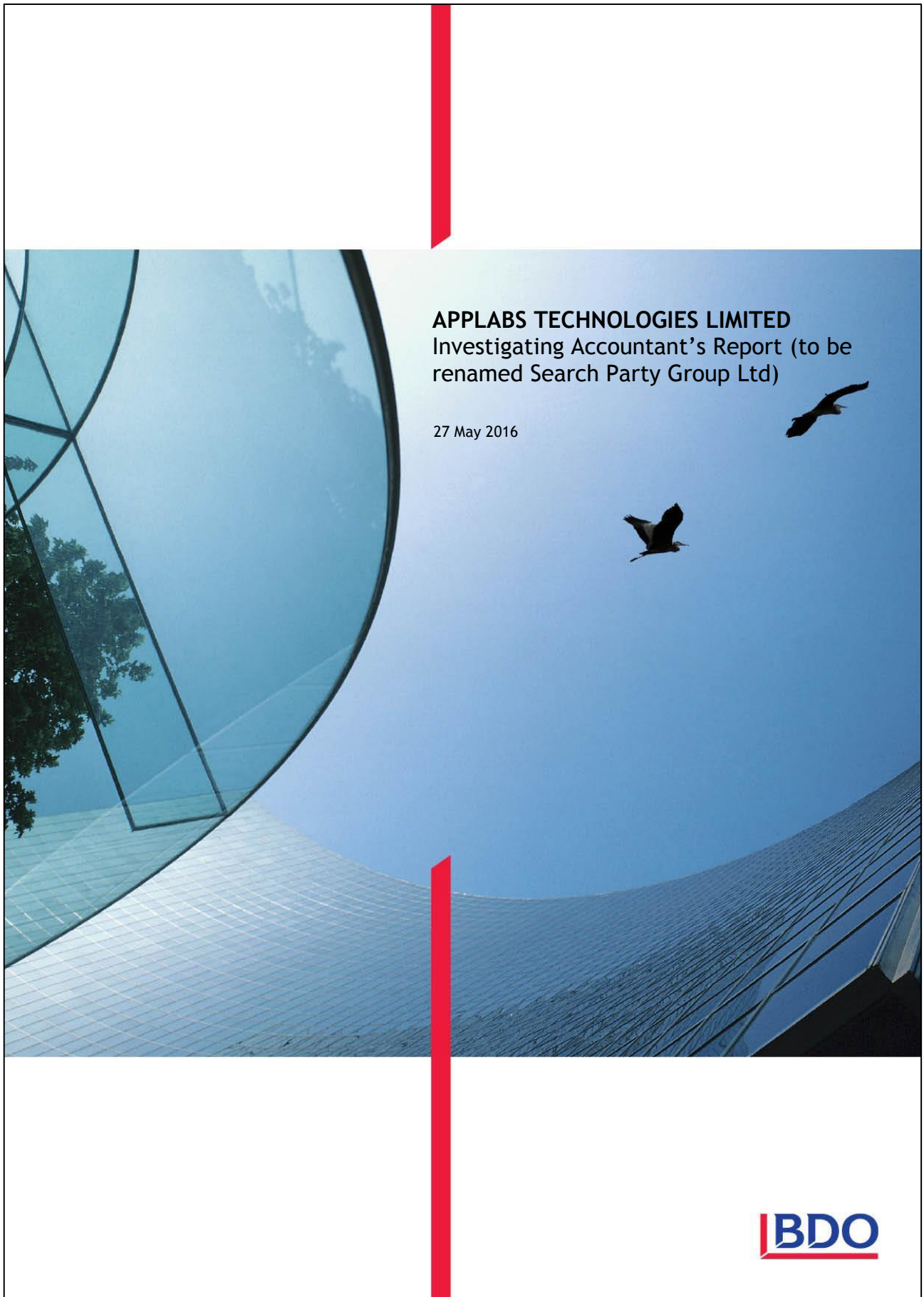
Potential investors should read the Investigating Accountant's Report in full before making any investment decision.



Section 10

Investigating Accountant's Report

10. Investigating Accountant's Report



APPLABS TECHNOLOGIES LIMITED
Investigating Accountant's Report (to be
renamed Search Party Group Ltd)

27 May 2016

BDO



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38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

27 May 2016

The Directors
Applabs Technologies Limited
Suite 7, 234 Churchill Avenue
SUBIACO WA 6008

Dear Directors

INVESTIGATING ACCOUNTANT'S REPORT

1. Introduction

BDO Corporate Finance (WA) Pty Ltd ('BDO') has been engaged by Applabs Technologies Ltd ('Applabs' or 'the Company') to prepare this Investigating Accountant's Report ('Report') in relation to the historical financial information and pro forma historical financial information of Applabs for inclusion in the Prospectus. The Prospectus is required under Australian Securities Exchange ('ASX') requirements for Applabs to re-comply with Chapters 1 and 2 of the ASX Listing Rules, as a result of Applabs entering into a bid implementation agreement to acquire 100% of The Search Party Ltd ('TSP') by way of an off-market takeover offer ('Takeover Offer'). Under the Takeover Offer, TSP shareholders will receive 198.1 Applabs shares for every TSP share held.

Broadly, the Prospectus will offer 37,049,969 Shares at an issue price of \$0.10 each to raise \$3,704,996.90 before costs ('the Public Offer').

The Prospectus also contains:

- An offer of 2,000,000 Adviser Options, exercisable at \$0.25 and expiring on or before 31 December 2016, to Advisers (or their nominees) who have provided corporate advisory services to the Company ('Adviser Offer');
- An offer of 4,500,000 Placement Options exercisable at \$0.25 and expiring on or before 31 December 2016, to recipients of the Company's previous Placement ('Placement Offer');
- An offer of 10,000,000 Shares and 30,000,000 Facilitator Options, exercisable at \$0.15 and expiring 2 years after their date of issue, to the Facilitators who have provided facilitation services in respect of the transaction ('the Facilitator Offer');

BDO Corporate Finance (WA) Pty Ltd ABN 27 124 031 045 AFS Licence No 316158 is a member of a national association of independent entities which are all members of BDO Australia Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Corporate Finance (WA) Pty Ltd and BDO Australia Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation, other than for the acts or omissions of financial services licensees.

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Expressions defined in the Prospectus have the same meaning in this Report. BDO Corporate Finance (WA) Pty Ltd ('BDO') holds an Australian Financial Services Licence (AFS Licence Number 316158).

This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which it relates for any purpose other than that for which it was prepared.

2. Scope

You have requested BDO to perform a limited assurance engagement in relation to the historical and pro forma historical financial information described below and disclosed in the Prospectus.

The historical and pro forma historical financial information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

You have requested BDO to review the following historical financial information (together the '**Historical Financial Information**') included in the Prospectus:

- the reviewed historical Statement of Profit or Loss and Other Comprehensive Income for the half year ended 31 December 2015 of Applabs;
- the reviewed historical Statement of Financial Position as at 31 December 2015 of Applabs;
- the audited historical Statements of Profit or Loss and Other Comprehensive Income of TSP for the half year ended 31 December 2015 and the years ended 30 June 2015, 30 June 2014 and 30 June 2013; and
- the audited historical Statements of Financial Position of TSP as at 31 December 2015, 30 June 2015, 30 June 2014 and 30 June 2013.

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the company's adopted accounting policies.

The Historical Financial Information for Applabs has been extracted from the financial report of Applabs for the half year ended 31 December 2015, which was reviewed by BDO Audit (WA) Pty Ltd in accordance with the Australian Auditing Standards. BDO Audit (WA) Pty Ltd issued an unmodified review conclusion on the financial report.

The Historical Financial Information for TSP has been extracted from the financial report of TSP for the half year ended 31 December 2015 and the years ended 30 June 2015, 30 June 2014 and 30 June 2013, which was audited by BDO Audit (WA) Pty Ltd in accordance with the Australian Auditing Standards. BDO Audit (WA) Pty Ltd issued unmodified audit opinions on the financial reports, however did include an emphasis of matter in each audit report noting that the ability of TSP to continue as a going concern is dependent upon the successful completion of the transaction with Applabs or TSP's ability to raise funds. The Historical Financial Information of TSP does not include the consolidation of two 100% owned subsidiaries of TSP, The Search Party US, Inc and The Search Party Services US, Inc. Neither subsidiary currently has, or has ever had, any operations or a financial history.

Pro Forma Historical Financial Information

You have requested BDO to review the following pro forma historical financial information (the ‘Pro Forma Historical Financial Information’) included in the Prospectus;

- the pro forma historical Statement of Financial Position as at 31 December 2015.

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information of Applabs, after adjusting for the effects of the subsequent events described in Section 6 of this Report and the pro forma adjustments described in Section 7 of this Report. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in Section 7 of this Report, as if those events or transactions had occurred as at the date of the historical financial information. Due to its nature, the Pro Forma Historical Financial Information does not represent the company’s actual or prospective financial position or financial performance.

The Pro Forma Historical Financial Information has been compiled by the Company to illustrate the impact of the events or transactions described in Section 6 and Section 7 of the Report on the Company’s financial position as at 31 December 2015. As part of this process, information about the Company’s financial position has been extracted by the Company from its financial statements for the period ended 31 December 2015.

3. Directors’ responsibility

The directors of the Company are responsible for the preparation and presentation of the Historical Financial Information and Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the Historical Financial Information and included in the Pro Forma Historical Financial Information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of Historical Financial Information and Pro Forma Historical Financial Information are free from material misstatement, whether due to fraud or error.

4. Our responsibility

Our responsibility is to express limited assurance conclusions on the Historical Financial Information and the Pro Forma Historical Financial Information. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or limited assurance reports on any financial information used as a source of the financial information.

5. Conclusion

Historical Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as described in the Appendices to this Report, is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

Pro Forma Historical Financial information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information as described in the Appendices to this Report, is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

6. Subsequent Events

The pro-forma Historical Statement of Financial Position reflects the following significant events that have occurred subsequent to the period ended 31 December 2015:

- Applabs issued 2,000,000 Shares to corporate advisors in connection with corporate advisory services previously provided to the Company. These have been valued at \$0.10 each for a total value of \$200,000;
- Applabs issued 4,500,000 Shares at an issue price of \$0.10 each to raise a total of \$450,000 for general working capital purposes;
- TSP completed a rights issue that closed on 16 December 2015. Subsequent to the close of the rights issue, the shortfall amount was available to be issued to third parties. The shares on issue as at 31 December 2015 included the shares issued under the rights issue and shares issued to third parties for which all application funds had been received. Further amounts totalling \$331,937 were received post 31 December 2015 and the shares relating to these funds have subsequently been issued;
- On completion of the transaction, 206,234 TSP staff Employee Option Plan options ('**TSP ESOP Options**') options will convert into TSP shares. The TSP ESOP Options have an exercise price of \$11.88, which equates to a total share issue of \$2,450,060. The conversion will be funded by a loan from TSP; and
- TSP has completed a capital raising in which it has issued a placement of 176,931 Shares in TSP at an issue price of \$19.81 each to raise a total of \$3,505,003.

Apart from the matters dealt with in this Report, and having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no other material transactions or events outside of the ordinary business of Applabs or TSP not described above, have come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

7. Assumptions Adopted in Compiling the Pro-forma Statement of Financial Position

The pro forma historical Statement of Financial Position is shown in Appendix 2. This has been prepared based on the financial statements as at 31 December 2015, the subsequent events set out in Section 6, and the following transactions and events relating to the issue of securities under this Prospectus:

- The Company will change its name from Applabs Technologies Limited to Search Party Group Ltd;
- The issue of 37,049,969 Shares at an issue price of \$0.10 each, to raise a total of \$3,704,996.90 before costs, under the Public Offer;
- Costs of the Public Offer are estimated to be \$481,520, which are to be offset against contributed equity. The Costs of the Public Offer consist of Applabs' costs in relation to the Public Offer and other costs associated with the Prospectus;
- The issue of 289,528,894 Shares to the Vendors of TSP in consideration for the acquisition of all of the issued capital of TSP by way of the Takeover Offer. Under the Takeover Offer, TSP shareholders will receive 198.1 Applabs shares for every TSP share held;
- Costs of the Takeover Offer are estimated to be \$584,046, which are to be expensed through accumulated losses. The Costs of the Takeover Offer consist of Applabs' and TSP's costs in relation to the Takeover Offer and other general costs related to the transaction;
- The issue of 2,000,000 Adviser Options, exercisable at \$0.25 and expiring on or before 31 December 2016, under the Adviser Offer;
- The issue of 4,500,000 Placement Options, exercisable at \$0.25 and expiring on or before 31 December 2016, under the Placement Offer;
- The issue of 10,000,000 Shares and 30,000,000 Facilitator Options, exercisable at \$0.15 and expiring 2 years after their date of issue, under the Facilitator Offer;
- An offer of 6,009,224 performance rights to related parties and 9,303,864 performance rights to eligible TSP employees ('the Performance Rights'). The Performance Rights are split into six tranches, each with a different vesting conditions, refer Note 6;
- An offer of 91,918 Private Treaty Options which are unlisted and exercisable at \$1.08 on or before 10 July 2022 ('the Private Treaty Options') to a TSP optionholder in consideration for the cancellation of 464 TSP options held by the TSP optionholder; and
- As part of the Takeover Offer, the Company will adopt an Employee Share Option Plan ('ESOP'). As part of the ESOP the Company intends to offer 5,192,852 ESOP Options to eligible employees. Given that the ESOP Options will have vesting conditions relating to a service period of employment, the value of the ESOP Options will be expensed over the vesting period, therefore there will be no expense to incur as at the date of the Takeover Offer.

8. Independence

BDO is a member of BDO International Ltd. BDO does not have any interest in the outcome of the proposed transaction other than in connection with the preparation of this Report and participation in due diligence procedures, for which professional fees will be received. BDO

Audit (WA) Pty Ltd is the auditor of Applabs and from time to time, BDO provides Applabs with certain other professional services for which normal professional fees are received.

9. Disclosures

This Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in this Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs.

Without modifying our conclusions, we draw attention to Section 2 of this Report, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

BDO has consented to the inclusion of this Report in the Prospectus in the form and context in which it is included. At the date of this Report this consent has not been withdrawn. However, BDO has not authorised the issue of the Prospectus. Accordingly, BDO makes no representation regarding, and takes no responsibility for, any other statements or material in or omissions from the Prospectus.

Yours faithfully

BDO Corporate Finance (WA) Pty Ltd

BDO


Peter Toll

Director

APPENDIX 1

**APPLABS TECHNOLOGIES LIMITED (to be renamed SEARCH PARTY GROUP LIMITED)
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

Applabs Technologies Limited	Reviewed half year ended 31-Dec-15
Consolidated Statement of Profit and Loss and Other Comprehensive Income	\$
Interest income	17,059
Grant Income	40,000
Profit on sale of Roster Elf	17,921
Operating expenses	(584,265)
Share based payment	(257,200)
Depreciation and amortisation	(135,841)
Foreign exchange gain	2,180
Net (loss) for the period attributable to the members of the entity	(900,146)
Change in fair value of financial assets at fair value through comprehensive income	(171,296)
Total comprehensive (loss) attributable to the members of the entity	(1,071,442)

The Search Party Pty Ltd	Audited half year ended 31-Dec-15
Consolidated Statement of Profit and Loss and Other Comprehensive Income	\$
Net revenue from continuing operations	102,126
Other income	23,918
Employee benefits expense	(2,085,283)
Share based payment	(105,826)
Depreciation and amortisation	(11,410)
Other expense	(1,610,474)
Loss before income tax expense	(3,686,949)
Income tax benefit/(expense)	-
Loss from continuing operations	(3,686,949)
Foreign currency translation	29,437
Total comprehensive (loss) attributable to the members of the entity	(3,657,512)

The above consolidated statements of profit or loss and other comprehensive income show the historical financial performance of Applabs and TSP and are to be read in conjunction with the notes to and forming part of the Historical Financial Information set out in Appendix 3 and the prior year financial information set out in Appendix 4. Past performance is not a guide to future performance.

APPENDIX 2

APPLABS TECHNOLOGIES LIMITED (to be renamed SEARCH PARTY GROUP LIMITED)

PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Note	Applabs Reviewed 31-Dec-15 \$	TSP Audited 31-Dec-15 \$	Subsequent events \$	Pro forma adjustments \$	Pro forma after Offers \$
CURRENT ASSETS						
Cash and cash equivalents [#]	2	2,299,045	1,013,338	4,286,940	2,639,431	10,238,754
Trade and other receivables		2,346	192,751	-	-	195,097
Loan receivable	3	-	-	2,450,060	-	2,450,060
Other assets		64,170	-	-	-	64,170
TOTAL CURRENT ASSETS		2,365,561	1,206,089	6,737,000	2,639,431	12,948,081
NON CURRENT ASSETS						
Property, plant & equipment		21,958	53,248	-	-	75,206
Trade and other receivables		-	87,004	-	-	87,004
Intangible assets		6,666	-	-	-	6,666
Financial assets	4	882,751	-	-	(500,000)	382,751
TOTAL NON CURRENT ASSETS		911,375	140,252	-	(500,000)	551,627
TOTAL ASSETS		3,276,936	1,346,341	6,737,000	2,139,431	13,499,708
CURRENT LIABILITIES						
Trade and other payables		43,625	471,290	-	-	514,915
Provisions		32,897	127,253	-	-	160,150
TOTAL CURRENT LIABILITIES		76,522	598,543	-	-	675,065
TOTAL LIABILITIES		76,522	598,543	-	-	675,065
NET ASSETS		3,200,414	747,798	6,737,000	2,139,431	12,824,643
EQUITY						
Contributed equity	5	25,134,626	14,487,959	6,937,000	(17,004,974)	29,554,611
Reserves	6	(112,914)	730,069	-	1,324,081	1,941,236
Accumulated losses	7,8	(21,821,298)	(14,470,230)	(200,000)	17,820,323	(18,671,205)
TOTAL EQUITY		3,200,414	747,798	6,737,000	2,139,431	12,824,643

[#] The cash and cash equivalents balance above does not account for working capital spent during the period from 1 January 2016 until completion. From 1 January 2016 to 30 April 2016, the Company and TSP have spent \$3,572,512 on working capital of the Company and TSP. For the two months from 1 May 2016 to 30 June 2016, being the expected completion of the Takeover Offer and Public Offer, the estimated working capital requirement for the Company and TSP combined is estimated to be approximately \$910,000 per month.

The above pro-forma consolidated statement of financial position after the Offers is as per the consolidated statement of financial position before the Offers adjusted for any subsequent events and the transactions relating to the issue of Shares pursuant to this Prospectus. The consolidated statement of financial position is to be read in conjunction with the notes to and forming part of the Historical Financial Information set out in Appendix 3 and the prior year financial information set out in Appendix 4.

APPENDIX 3

APPLABS TECHNOLOGIES LIMITED (to be renamed SEARCH PARTY GROUP LIMITED)

NOTES TO AND FORMING PART OF THE HISTORICAL FINANCIAL INFORMATION

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of historical financial information

The Historical Financial Information has been prepared in accordance with the recognition and measurement, but not all the disclosure requirements of the Australian equivalents to International Financial Reporting Standards ('AIFRS'), other authoritative pronouncements of the Australian Accounting Standards Board, Australian Accounting Interpretations and the Corporations Act 2001 (Cth).

Going Concern

The Historical Financial Information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The ability of the Company to continue as a going concern is dependent on the success of the fundraising under the Prospectus. The Directors believe that the Company will continue as a going concern. As a result the financial information has been prepared on a going concern basis. However should the fundraising under the Prospectus be unsuccessful, the entity may not be able to continue as a going concern. No adjustments have been made relating to the recoverability and classification of liabilities that might be necessary should the Company not continue as a going concern.

Reporting Basis and Conventions

The Historical Financial Information is also prepared on an accrual basis and is based on historic costs and does not take into account changing money values or, except where specifically stated, current valuations of non-current assets.

The following is a summary of the material accounting policies adopted by the Company in the preparation of the Historical Financial Information. The accounting policies have been consistently applied, unless otherwise stated.

a) *Principles of Consolidation*

The Historical Financial Information incorporates the assets, liabilities and results of all subsidiaries of the Company as at and at the end of the reporting period.

Subsidiaries are all those entities over which the consolidated entity has control. The consolidated entity controls an entity when the consolidated entity is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions between entities in the consolidated entity are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred.

The acquisition of subsidiaries is accounted for using the acquisition method of accounting. A change in ownership interest, without the loss of control, is accounted for as an equity transaction, where the difference between the consideration transferred and the book value of the share of the non-controlling interest acquired is recognised directly in equity attributable to the parent.

Non-controlling interest in the results and equity of subsidiaries are shown separately in the statement of profit or loss and other comprehensive income, statement of financial position and statement of changes in equity of the consolidated entity. Losses incurred by the consolidated entity are attributed to the non-controlling interest in full, even if that results in a deficit balance.

Where the consolidated entity loses control over a subsidiary, it derecognises the assets including goodwill, liabilities and non-controlling interest in the subsidiary together with any cumulative translation differences recognised in equity. The consolidated entity recognises the fair value of the consideration received and the fair value of any investment retained together with any gain or loss in profit or loss.

b) Foreign currency translation

The financial statements are presented in Australian dollars, which is TSP's functional and presentation currency.

Foreign currency translations

Foreign currency translations are translated into Australian dollars using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

Foreign operations

The assets and liabilities of foreign operations are translated into Australian dollars using the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated into Australian dollars using the average exchange rates, which approximate the rates at the dates of the transactions, for the period. All resulting foreign exchange differences are recognised in other comprehensive income through the foreign currency reserve in equity.

c) Income Tax

The income tax expense/(benefit) for the year comprises current income tax expense (income) and deferred tax expense/(income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at the end of the reporting period. Current tax liabilities/ (assets) are therefore measured at the amounts expected to be paid to/ (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax expense/ (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at the end of the reporting period. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

d) Plant and Equipment

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and impairment losses.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit or Loss and Other Comprehensive Income during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets, is depreciated on a straight-line basis over the asset's useful life to the Consolidated Entity commencing from the time the asset is held ready for use.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Effective life
Office Equipment	3-20 years
Computer Equipment	3-4 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the Statement of Profit or Loss and Other Comprehensive Income.

e) Leases

Leases of fixed assets where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership that is transferred to entities in the Consolidated Entity are classified as finance leases.

Finance leases are capitalised by recording an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Leased assets are depreciated on a straight-line basis over the shorter of their estimated useful lives or the lease term.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

f) Financial Instruments

As from 1 July 2013 the Group classifies its financial assets in the following measurement categories:

- a) those to be measured subsequently at fair value, and
- b) those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. The group is required to reclassify all affected debt investments when and only when its business model for managing those assets changes.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

The group subsequently measures all equity investments at fair value. Where the group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments continue to be recognised in profit or loss as other revenue when the group's right to receive payments is established and as long as they represent a return on investment.

g) Associates

Associates are entities over which the consolidated entity has significant influence but not control or joint control. Investments in associates are accounted for using the equity method. Under the equity method, the share of the profits or losses of the associate is recognised in profit or loss and the share of the movements in equity is recognised in other comprehensive

income. Investments in associates are carried in the statement of financial position at cost plus post-acquisition changes in the consolidated entity's share of net assets of the associate. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Dividends received or receivable from associates reduce the carrying amount of the investment.

When the consolidated entity's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivables, the consolidated entity does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The consolidated entity discontinues the use of the equity method upon the loss of significant influence over the associate and recognises any retained investment at its fair value. Any difference between the associate's carrying amount, fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

h) Intangible assets

An intangible asset arising from externally acquired intellectual property and development expenditure on an internal project is recognised only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the development and the ability to measure reliably the expenditure attributable to the intangible asset during its development. Following the initial recognition, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses.

The amortisation method and useful lives of finite life intangible assets are reviewed annually. Changes in the expected pattern of consumption or useful life are accounted for prospectively by changing the amortisation method or period.

Class of Intangible asset	Amortisation period
Business names and domains	3 years
Copyright	2 years
Mobile Apps & other source code	2 years

i) Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, and assumes that the transaction will take place either in the principal market, or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interest. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified, into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed each reporting date and transfers between levels are determined based on a reassessment of the lowest level input that is significant to the fair value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. Where there is significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

j) Impairment of Assets

At the end of each reporting period, the Group assesses whether there is any indication that an asset may be impaired. The assessment will include the consideration of external and internal sources of information. If such an indication exists, an impairment test is carried out on the asset by comparing the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of Profit or Loss and Other Comprehensive Income.

Where 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.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

k) Employee Benefits

A provision is made for the Group's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be wholly settled within one year have been measured at the amounts expected to be paid when the liability is settled and are classified as current. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. If the Group has the unconditional right to defer settlement of the liability, it is disclosed as non-current. In determining the liability, consideration is given to employee wages increases and the probability that the employee may satisfy vesting requirements. Those cash outflows are discounted using market yields on national government bonds with terms to maturity that match the expected timing of cash flows.

l) Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

m) Cash and Cash Equivalents

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

n) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefit will flow to the consolidated entity. Amounts disclosed as revenue are net of returns, trade allowances and duties and taxes paid.

Services

Revenue from a contract to provide a service is recognised as and when the service is provided. Amounts billed in advance are recorded as a current liability until such time as the service is performed.

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Research and development refunds

Research and development refunds are recognised at their fair value where there is reasonable assurance that the refund will be received and the entity will comply with all the attached conditions.

All revenue is stated net of the amount of goods and services tax (GST).

o) Trade and Other Payables

Trade and other payables represent the liability outstanding at the end of the reporting period for goods and services received by the Group during the reporting period which remains unpaid. The balance is recognised as a current liability with the amount being normally paid within 30 days of recognition of the liability.

p) 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 Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

q) Contributed Equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a business are not included in the cost of the acquisition as part of the purchase consideration.

If the entity reacquires its own equity instruments, for example as a result of a share buy-back, the fair value of those instruments at the original issue date of the instruments is deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid including any directly attributable incremental costs (net of income taxes) is recognised directly in equity.

r) Critical Accounting Estimates and Judgments

In the process of applying the accounting policies, management has made certain judgements or estimations which have an effect on the amounts recognised in the financial information.

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Impairment of goodwill

The Company determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating units, using a value in use discounted cash flow methodology, to which the goodwill is allocated. The assumptions used in this estimation of recoverable amount and the carrying amount of goodwill are assessed by the Company. If any of these estimates were to significantly change, it may have a material impact on the reported amount of goodwill.

Valuation of share based payment transactions

The valuation of share-based payment transactions is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using the Black Scholes model taking into account the terms and conditions upon which the instruments were granted.

Estimation of useful lives of assets

The consolidated entity determines the estimated useful lives and related depreciation and amortisation charges for its plant and equipment and finite life intangible assets. The useful lives could change significantly as a result of technical innovations or some other event. The depreciation and amortisation charge will increase where the useful lives are less than previously estimated lives, or technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Impairment of non-financial assets other than goodwill (including intangible assets)

The consolidated entity assesses impairment of all assets at each reporting date by evaluating conditions specific to the consolidated entity and to the particular assets that may lead to impairment. If an impairment trigger exists the recoverable amount of the assets is determined. This involves an assessment of fair value less costs to sell or value in use calculations, which incorporate a number of key estimates and assumptions.

	Reviewed 31-Dec-15	Pro forma after Offer
	\$	\$
NOTE 2. CASH AND CASH EQUIVALENTS		
Cash and cash equivalents [#]	2,299,045	10,238,754
Reviewed balance of Applabs at 31 December 2015		2,299,045
Audited balance of TSP at 31 December 2015		1,013,338
<i>Subsequent events:</i>		
Shares issued by Applabs for working capital purposes		450,000
Proceeds from TSP capital raising		3,505,003
Additional proceeds from pre 31 Dec 2015 TSP rights issue		331,937
		4,286,940
<i>Pro-forma adjustments:</i>		
Proceeds from shares issued under the Public Offer		3,704,997
Costs of the Public Offer		(481,520)
Costs of the Takeover Offer		(584,046)
		2,639,431
Pro-forma Balance		10,238,754

[#] The cash and cash equivalents balance above does not account for working capital spent during the period from 1 January 2016 until completion. From 1 January 2016 to 30 April 2016, the Company and TSP have spent \$3,572,512 on working capital of the Company and TSP. For the two months from 1 May 2016 to 30 June 2016, being the expected completion of the Takeover Offer and Public Offer, the estimated working capital requirement for the Company and TSP combined is estimated to be approximately \$910,000 per month.

	Reviewed 31-Dec-15	Pro forma after Offer
	\$	\$
NOTE 3. LOAN RECEIVABLE		
Loan receivable	-	2,450,060
Reviewed balance of Applabs at 31 December 2015		-
Audited balance of TSP at 31 December 2015		-
<i>Subsequent events:</i>		
Shares issued under the exercise of TSP ESOP Options		2,450,060
		2,450,060
Pro-forma Balance		2,450,060

For the full terms in relation to the loan receivable please refer to the Prospectus.

	Reviewed 31-Dec-15 \$	Pro forma after Offer \$
NOTE 4. FINANCIAL ASSETS		
Financial assets	882,751	382,751
Reviewed balance of Applabs at 31 December 2015		882,751
Audited balance of TSP at 31 December 2015		-
<i>Pro-forma adjustments:</i>		
Elimination of Applabs investment in TSP upon Acquisition		(500,000)
		(500,000)
Pro-forma Balance		382,751

	Reviewed 31-Dec-15 \$	Pro forma after Offer \$
NOTE 5. ISSUED CAPITAL		
Issued capital	25,134,626	29,554,611
	Number of shares	\$
Fully paid ordinary share capital of Applabs as at 31 December 2015	44,061,754	25,134,626
Fully paid ordinary share capital of TSP as at 31 December 2015	-	14,487,959
	44,061,754	39,622,585
<i>Subsequent events:</i>		
Shares issued by Applabs to corporate advisors for services provided	2,000,000	200,000
Shares issued by Applabs for working capital purposes	4,500,000	450,000
Shares issued via the placement under the TSP capital raising	-	3,505,003
Shares issued under the post 31 Dec 2015 TSP capital raising	-	331,937
Shares issued under the exercise of TSP ESOP Options	-	2,450,060
	6,500,000	6,937,000
<i>Pro-forma adjustments:</i>		
Proceeds from shares issued under the Public Offer	37,049,969	3,704,997
Costs of the Public Offer	-	(481,520)
Issue of Shares under the Acquisition (see Note 8)	289,528,894	5,056,175
Elimination of Applabs' issued capital upon Acquisition (see Note 8)	-	(25,784,626)
Elimination of Applabs investment in TSP upon Acquisition	-	(500,000)
Issue of Shares under the Facilitation Offer*	10,000,000	1,000,000
	336,578,863	(17,004,974)
Pro-forma Balance	387,140,617	29,554,611

*The shares issued as part of the Facilitation Offer in consideration for facilitation and advisory services provided have been valued at \$0.10 per share, being the issue price used for the Public Offer.

	Reviewed 31-Dec-15 \$	Pro forma after Offer \$
NOTE 6. RESERVES		
Reserves	(112,914)	1,941,236
Reviewed balance of Applabs at 31 December 2015		(112,914)
Audited balance of TSP at 31 December 2015		730,069
<i>Pro-forma adjustments:</i>		
Elimination of Applabs' reserves upon Acquisition (see Note 8)		112,914
Issue of Options under the Advisor Offer		10,935
Issue of Options under the Placement Offer		24,603
Issue of Options under the Facilitation Offer		1,050,000
Issue of Performance Rights		122,505
Issue of Private Treaty Options		3,125
		<u>1,324,081</u>
Pro-forma Balance		<u>1,941,236</u>

Using the Black Scholes option pricing valuation methodology, the fair value of the options to be issued under the Facilitation Offer have been calculated. The following inputs were used:

Options to be issued	Advisor	Placement	Facilitator
Number of options	2,000,000	4,500,000	30,000,000
Share price	\$ 0.10	\$ 0.10	\$ 0.10
Exercise Price	\$ 0.25	\$ 0.25	\$ 0.15
Expected volatility	85%	85%	85%
Expiry date (years)	0.72	0.72	2.00
Expected dividend yield	nil	nil	nil
Risk free rate	1.85%	1.85%	1.85%

Using the Black Scholes option pricing valuation methodology, the fair value of the Private Treaty Options to be issued have been calculated. The following inputs were used:

Private Treaty Options	Inputs
Value of underlying security	\$0.100
Exercise price	\$1.080
Valuation date	12-Apr-16
Expiry date	10-Jul-22
Life of the Options (years)	6.25
Volatility	85%
Risk free rate	2.04%
Vesting Conditions	nil
Number of Options	91,918
Valuation per Option	\$0.034
Valuation per Tranche	\$3,125

Total options on issue following completion of the Offer:

Options	Number
Advisor Offer	2,000,000
Placement Offer	4,500,000
Facilitator Offer	30,000,000
Private Treaty Options	91,918
ESOP Options	5,192,852
Total Applabs options on issue as completion of the Offer	41,784,770

The Share Price Tranche Rights have market based vesting conditions attached and have been valued using a barrier option pricing model. The Share Price Tranche Rights will be expensed on the date of issue, which we have assumed to be the completion of the Offer.

The Revenue Tranche Rights have non-market vesting conditions attached which are accounted for by assigning a probability to the number of Revenue Tranche Rights which are expected to vest. The Revenue Tranche Rights will be expensed over the expected vesting period (calculated by management). Therefore, there will be no expense to put through the pro-forma as at the date of the Offer. BDO has assumed 100% of the Revenue Tranche Rights will vest over the life of the Revenue Tranche Rights. This is a conservative assumption which derives a maximum value of the Revenue Tranche Rights for the purpose of this document. As part of the usual accounting processes in dealing with these non-market vesting rights, management and the Board will consider the likelihood of reaching the vesting triggers in deriving the actual cost to be amortised over the life of the Revenue Tranche Rights in the Company's accounts post completion of the transaction.

Together, the Share Price Tranche Rights and the Revenue Tranche Rights make up the Performance Rights.

The following inputs were used to value the Performance Rights:

Performance Rights	Share Price Tranche			Revenue Tranche		
	Tranche 1	Tranche 2	Tranche 3	Tranche 1	Tranche 2	Tranche 3
Value of underlying security	\$0.100	\$0.100	\$0.100	\$0.100	\$0.100	\$0.100
20 day VWAP share price barrier	\$0.330	\$0.408	\$0.666	\$0.100	\$0.100	\$0.100
Exercise price	nil	nil	nil	nil	nil	nil
Expiry date (years)	5.00	5.00	5.00	5.00	5.00	5.00
Volatility	35%	35%	35%	35%	35%	35%
Risk free rate	2.04%	2.04%	2.04%	2.04%	2.04%	2.04%
Vesting Conditions	nil	nil	nil	See Note a)	See Note b)	See Note c)
Valuation per Right	\$0.026	\$0.017	\$0.005	\$0.100	\$0.100	\$0.100
Number of Rights	2,552,181	2,552,181	2,552,182	2,552,181	2,552,181	2,552,182
Valuation per Tranche	\$66,357	\$43,387	\$12,761	\$255,218	\$255,218	\$255,218

Note a) Rights will vest if net monthly revenue of the Group exceeds \$0.5 million.

Note b) Rights will vest if net monthly revenue of the Group exceeds \$1.0 million.

Note c) Rights will vest if net monthly revenue of the Group exceeds \$1.5 million.

Total Performance Rights on issue at completion of the Offer:

Performance Rights	Number
Share Price Tranche:	
Tranche 1	2,552,181
Tranche 2	2,552,181
Tranche 3	2,552,182
Revenue Tranche:	
Tranche 1	2,552,181
Tranche 2	2,552,181
Tranche 3	2,552,182
Total Applabs Performance Rights on issue as completion of the Offer	15,313,088

	Reviewed 31-Dec-15	Pro forma after Offer
	\$	\$
NOTE 7. ACCUMULATED LOSSES		
Accumulated losses	(21,821,298)	(18,671,205)
Reviewed balance of Applabs at 31 December 2015		(21,821,298)
Audited balance of TSP at 31 December 2015		(14,470,230)
<i>Subsequent events:</i>		
Shares issued to corporate advisors in connection with services provided		(200,000)
		(200,000)
<i>Pro-forma adjustments:</i>		
Elimination of Applabs' accumulated losses upon Acquisition (see Note 8)		22,021,298
Costs of the Takeover Offer		(584,046)
Amount recognised as ASX listing expense upon Acquisition		(1,405,761)
Issue of Options under the Advisor Offer		(10,935)
Issue of Options under the Placement Offer		(24,603)
Issue of Options and Shares under the Facilitation Offer		(2,050,000)
Issue of Performance Rights		(122,505)
Issue of Private Treaty Options		(3,125)
		17,820,323
Pro-forma Balance		(18,671,205)

NOTE 8: PROVISIONAL ACCOUNTING FOR THE ACQUISITION

A summary of the details with respect to the Takeover Offer as included in our Report is set out below. These details have been determined for the purpose of the pro-forma adjustments as at 31 December 2015 and will require re-determination based on the identifiable assets and liabilities as at the successful acquisition date, which may result in changes to the value as disclosed below.

Under the Takeover Offer, Applabs acquires all the shares in TSP by issuing 289,528,894 Shares in Applabs to TSP shareholders, giving TSP a controlling interest in Applabs and equating to a controlling interest in the combined entity following the Takeover Offer. TSP has thus been deemed the acquirer for accounting purposes. The acquisition of TSP by Applabs is not deemed to be a business combination, as Applabs is not considered to be a business under AASB 3 *Business Combinations*.

As such the consolidation of these two companies is on the basis of the continuation of TSP with no fair value adjustments, whereby TSP is deemed to be the accounting parent. Therefore the

most appropriate treatment for the transaction is to account for it under *AASB 2 Share Based Payments*, whereby TSP is deemed to have issued shares to Applabs shareholders in exchange for the net assets held by Applabs.

In this instance, the value of the Applabs shares provided has been determined as the notional number of equity instruments that the shareholders of TSP would have had to issue to Applabs to give the owners of Applabs the same percentage ownership in the combined entity. We have deemed this to be \$5,056,175.

The pre-acquisition equity balances of Applabs are eliminated against this increase in Share Capital upon consolidation and the balance is deemed to be the amount paid for the ASX listing status of Applabs, being \$1,405,761.

The net assets acquired, and the amount recognised as an ASX listing expense, are as follows:

	Acquiree's carrying amount pre Acquisition (\$)
NOTE 8. PROVISIONAL ACCOUNTING FOR THE ACQUISITION	
Net assets acquired:	
Cash and cash equivalents [#]	2,299,045
Trade and other receivables	2,346
Other current assets	64,170
Property, plant & equipment	21,958
Intangible assets	6,666
Financial assets	882,751
Trade and other payables	(43,625)
Provisions	(32,897)
Net assets of Applabs as at 31 December 2015	3,200,414
Adjustments to Applabs net assets post 31 December 2015	
Shares issued by Applabs for working capital purposes	450,000
Adjusted net assets of Applabs upon Acquisition	3,650,414
Fair value of Applabs consideration	5,056,175
Total net assets acquired on Acquisition	3,650,414
Amount recognised as ASX listing expense upon Acquisition	1,405,761

[#] The cash and cash equivalents balance above does not account for working capital spent during the period from 1 January 2016 until completion. From 1 January 2016 to 30 April 2016, the Company and TSP have spent \$3,572,512 on working capital of the Company and TSP. For the two months from 1 May 2016 to 30 June 2016, being the expected completion of the Takeover Offer and Public Offer, the estimated working capital requirement for the Company and TSP combined is estimated to be approximately \$910,000 per month.

NOTE 9: RELATED PARTY DISCLOSURES

Transactions with Related Parties and Directors Interests are disclosed in the Prospectus.

NOTE 10: COMMITMENTS AND CONTINGENCIES

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

APPENDIX 4

APPLABS TECHNOLOGIES LIMITED (to be renamed SEARCH PARTY GROUP LIMITED)

CONSOLIDATED HISTORICAL FINANCIAL INFORMATION OF THE SEARCH PARTY PTY LTD

The Search Party Pty Ltd	Audited as at		
	30-Jun-15	30-Jun-14	30-Jun-13
Historical Consolidated Statement of Financial Position	\$	\$	\$
CURRENT ASSETS			
Cash and cash equivalents	72,139	36,579	30,487
Trade and other receivables	2,552,188	1,046,818	452,143
TOTAL CURRENT ASSETS	2,624,327	1,083,397	482,630
NON CURRENT ASSETS			
Property, plant & equipment	64,718	62,247	40,528
Trade and other receivables	73,907	63,175	27,940
TOTAL NON CURRENT ASSETS	138,625	125,422	68,468
TOTAL ASSETS	2,762,952	1,208,819	551,098
CURRENT LIABILITIES			
Trade and other payables	820,523	259,076	90,386
Provisions	97,336	101,994	53,341
TOTAL CURRENT LIABILITIES	917,859	361,070	143,727
NON CURRENT LIABILITIES			
Convertible notes	-	2,644,426	-
TOTAL CURRENT LIABILITIES	-	2,644,426	-
TOTAL LIABILITIES	917,859	3,005,496	143,727
NET ASSETS	1,845,093	(1,796,677)	407,371
EQUITY			
Contributed equity	12,033,568	2,757,933	2,087,798
Reserves	594,806	183,449	104,463
Accumulated losses	(10,783,281)	(4,738,059)	(1,784,890)
TOTAL EQUITY	1,845,093	(1,796,677)	407,371

The Search Party Pty Ltd	Audited		
	year ended 30-Jun-15	year ended 30-Jun-14	year ended 30-Jun-13
Consolidated Statement of Profit and Loss and Other Comprehensive Income	\$	\$	\$
Net revenue from continuing operations	118,857	186,914	149,702
Other income	1,242,071	1,029,534	410,751
Employee benefits expense	(2,923,697)	(2,335,676)	(1,242,268)
Share based payment	(464,763)	(84,951)	(104,463)
Depreciation and amortisation	(20,410)	(13,973)	(4,242)
Other expense	(3,997,280)	(1,735,017)	(657,066)
Loss before income tax expense	(6,045,222)	(2,953,169)	(1,447,586)
Income tax benefit/(expense)	-	-	-
Loss from continuing operations	(6,045,222)	(2,953,169)	(1,447,586)
Foreign currency translation	(53,406)	(5,965)	-
Total comprehensive (loss) attributable to the members of the entity	(6,098,628)	(2,959,134)	(1,447,586)



Section 11

Risk Factors

11. Risk Factors

An investment in the Securities offered under this Prospectus should be considered speculative because of the nature of the Company's business. This Section identifies the major areas of risk associated with an investment in the Company (including the Merged Entity), but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed.

Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which securities will trade. Potential investors should read the entire Prospectus and consult their professional advisers before deciding whether to apply for Securities.

11.1 Risks relating to the Offers

a) **Conditional Acquisition and Offers**

As part of the Company's change in nature and scale of activities, ASX will require the Company to re-comply with Chapters 1 and 2 of the Listing Rules. This Prospectus is issued to assist the Company to re-comply with these requirements. The Shares will be suspended from the date of the General Meeting. It is anticipated that the Shares will remain suspended until completion of the Acquisition and the Offers, re-compliance by the Company with Chapters 1 and 2 of the Listing Rules and compliance with any further conditions ASX imposes on such reinstatement. 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.

In the event that the Conditions of the Offers set out in Section 6.6 are not satisfied or the Company does not receive conditional approval for re-quotation on ASX, the Company will not proceed with the Offers and will repay all Application Monies received. In the event that the Public Offer does not proceed the other Offers will not proceed.

b) **Issue of ALA Shares as consideration**

TSP Shareholders are being offered specific quantities of ALA Shares as consideration under the Offer. As a result, the value of the consideration will fluctuate depending upon the market value of ALA Shares at any given time. Accordingly, the market value of the ALA Shares at the time you receive them may vary significantly from their market value on the date of your acceptance of the Offer.

c) **Rollover Relief**

If ALA does not acquire a Relevant Interest in at least 80% of TSP Shares, scrip-for-scrip CGT rollover relief will not be available to TSP Shareholders.

d) Sale of ALA Ordinary Shares

Under the Offer, ALA will issue a significant number of new ALA Ordinary Shares. Some holders of TSP Shares may not intend to continue to hold their ALA Ordinary Shares and may wish to sell them (subject to any applicable escrow period). There is a risk that this may adversely impact on the price of and demand for ALA Ordinary Shares.

e) Acquisition of Less than 90% of TSP Shares

It is possible that ALA could acquire a Relevant Interest of less than 90% of TSP Shares on issue under the Offer. The existence of a minority interest in TSP may have an impact on the operations of the Merged Entity, although this impact will depend upon the ultimate level of TSP ownership acquired by ALA.

f) Merger Integration

If ALA acquires a substantial interest in TSP pursuant to the Offer, integrating ALA and TSP may create some risks, including the integration of management, information systems and work practices. Furthermore, there is no guarantee that any synergy benefits or costs savings will be achieved on time or at all.

g) Forward Looking Information

Certain information in this Prospectus may constitute forward looking information that is subject to risks and uncertainties and a number of assumptions, which may cause the actual expenditure of the Merged Entity to be different from the expectations expressed or implied in this Prospectus.

h) TSP Information

In preparing the information relating to TSP contained in this Prospectus, ALA has relied on publicly available information relating to TSP and information provided by TSP management. Risks may exist in relation to TSP (which will affect the Merged Entity) of which ALA is unaware. If any material risks are known to the directors of TSP, they must be disclosed in the target's statement to be issued by TSP.

11.2 Risks Relating to the Merged Entity

This Section sets out risks that are specific to ALA and TSP as the Merged Entity. This Section also sets out general and industry risks relating to ALA and TSP as the Merged Entity.

a) **Specific risks relating to ALA**

(i) Historical business of ALA

ALA was incorporated as an agricultural investment business in October 2009 (known as AACL Holdings Ltd at that time) and was admitted to the official list of the ASX in April 2010.

In October 2012, the Company sold its main operating business to Glencore and completed a backdoor listing in December 2013, acquiring Applabs Australia Pty Ltd and relisting as Applabs Technologies Ltd. Since relisting, the Company has been operating as an app developer and technology financier, through the production of apps for customers, as well as the ability to fund, develop and market other technologies.

Immediately before the acquisition of Search Party, ALA's only main assets were its investments in investees (see Section 11.2a)(ii) below). The Directors are not aware of any risks associated with its historical businesses that may impact the financial performance of the business moving forward. The Directors are not aware of any current or pending legal actions relating to these operations and no environmental or staff liabilities or risks identified resulting from earlier operations. This however, does not mean that there will never be any such actions.

(ii) Investments in investees

ALA holds existing equity investments. No formal timetable for sale of these equity assets has been identified, however subject to successful completion of the Takeover, it is the current intention to ALA's Directors to divest all remaining assets in ALA within the next 12 months.

These shares may not realise current market values or the values they are recorded at in ALA accounts. Directors have not counted on these cash flows to support the business' working capital requirements given the uncertainty attached to the value of technology stocks. To the extent that these assets are realised at greater than \$nil then this will further bolster the business' cash position.

(iii) Litigation

The risk of litigation is a general risk of ALA's previous and Search Party's previous and future business.

So far as the directors of ALA are aware, however, there is no current, pending or threatened litigation, arbitration proceeding, administrative appeal, or criminal or governmental prosecution in which ALA or its subsidiaries are directly or indirectly

concerned which is likely to have a material adverse effect on the business or financial position of ALA.

b) Specific risks relating to TSP

(i) Speculative nature of investment

The early stage nature of Search Party, the high pace of change, and innovation within the recruitment technology market, and uncertainty regarding customer take up and the infrastructure required for and cost of origination mean that the Takeover Shares are of a speculative nature. TSP Shareholders should obtain their own independent financial advice prior to accepting the Offer.

Search Party is a business in start up phase and an investment in the Company is speculative in nature. The capital contributed and the returns are not guaranteed by ALA, the ALA Directors, its officers or any other person. The speculative nature of the investment poses a risk and the capital may not be returned.

(ii) Entry of other participants

Recruitment is a substantial industry where less than 3% of revenue globally is transacted online. There is a lot of innovation occurring in this space as a consequence, and many new online recruitment business models evolving.

New entrants may wish to compete directly by copying Search Party's model or derive a model which competes with Search Party. These organisations may compete with the Company for market share and could adversely affect the market share or profitability of the Company through aggressive price competition or other means.

(iii) Market shifts

The core tenet of Search Party's market positioning is around the value that recruiters bring to the process of hiring talent. Faster, easier hiring, at a lower cost should make employers more likely to use the Search Party platform and hence grow the market-share of recruiters when compared to their existing business model.

Should market force/competing service offers shift such that the use of recruiters declines then this will impact the business and revenue of Search Party.

(iv) Customer take up

Search Party's success will depend, in part, on its ability to commercialise and expand its business' customer base of employers, recruiters and jobseekers and for them to transact through the Platform as intended. Failure to do so may impact the financial performance and overall success of the business. There is a risk that the participation by customers in the Search Party offering may be insufficient for the commercial viability of Search Party immediately, and in the long term.

(v) Growth Management

The success of Search Party will be dependent upon its ability to manage and execute successfully on the Search Party growth strategy. To manage this growth effectively,

Search Party will need to maintain efficient control and supervision of its operations and financial systems and to continue to expand, train and manage its employees on a rapid basis. As with many small and growing businesses, there is a risk that Search Party may not be able to execute on some or all of this growth strategy. Failure by the Company to properly and adequately implement strategies and manage growth may affect the Company's financial performance.

(vi) Ability to attract and retain skilled personnel

The responsibility of overseeing the day-to-day operations and the strategic management of Search Party depends substantially on its senior management and key personnel. The future success of the Company will, in part, depend on the Search Party's current staff, as well as the ability to hire and train new staff. There can be no assurance given that there will be no detrimental impact on Search Party if one or more of these key personnel cease their employment or engagement with Search Party, or new staff are unable to be hired and trained. Failure to achieve this may have an adverse effect on the Company's operations and profitability.

(vii) Recruiters, Employers and Job Seekers withdraw data

There is a risk that recruiters, employers and job seekers who upload information to the Search Party Marketplace withdraw this information (for whatever reason). In this event, lack of sufficient data may adversely affect Search Party's operations and ultimately its financial performance.

(viii) Funding

The Company's requirements for capital depend on numerous events. Depending on the Company's ability to generate significant income from Search Party's operations, the Company may require further financing in the future. Additionally, the ability for Search Party to further expand its business may be dependent upon its ability to raise additional funds. There is no guarantee that any equity or debt funding or R&D funding will be available to the Company or if available, will be available on acceptable terms.

Any additional funding by way of equity will dilute shareholdings. Debt financing (if available) may involve restrictions on financing and operating activities of the Company. Accordingly, if the Company requires funding and is unable to obtain such funding, it may be required to reduce the scope of its operations and scale back Search Party development as the case may be.

(ix) Exchange rate movements

Search Party operates in a variety of jurisdictions. Accordingly, Search Party performance may be adversely affected by movements in the foreign exchange rates outside of the control of the business. Cash will be held in the currencies of the expected spend and hence there should be little impact of FX market variability in the short term (ie while expenses are in excess of revenues).

Beyond the short term there will be a natural hedge of local currency expenses and revenues in each jurisdiction and when revenues exceed expenses in each jurisdiction

the Board will agree suitable hedging strategies appropriate to the market, operational scope and products available at the time.

(x) Brand Establishment, reputation, and maintenance

The success of Search Party is somewhat dependent upon maintaining a positive reputation with its current employer, recruiter and candidate users, as well as establishing Search Party's brand with new users. This will depend largely on Search Party's ability to establish relationships with new users and maintain relationships with existing users, together with the ability to continue to provide an innovative and user-friendly Marketplace and other products. Unforeseen issues or events that may place the reputation of Search Party at risk may impact operations, future earnings and growth prospects or its ability to raise capital.

(xi) Regulatory framework

Although Search Party has strategies and protocols in place to protect users' information (including the Marketplace being governed by Search Party's Terms and Conditions), in the event these protocols fail, are not maintained, or do not adequately cover the statutory requirements for each jurisdiction, the Company will be exposed to a number of risks. Such risks may include adverse publicity, loss of reputation, litigation, regulatory enquiries, and may also include the restricted use of Search Party's Marketplace. Crystallisation of any of these risks may adversely affect the Company's operations and financial performance.

(xii) Limited trading history

The Search Party platform was released in beta in October of 2014 and relaunched in July 2015. While the business has seen strong growth over the last six months the business is still in an early phase and like all marketplaces, its success is based on a high volume of transactions being concluded. Accordingly, evaluation of Search Party's business or prospects cannot be forecast and based on its limited operating history, there is a risk that Search Party may not reach commercial viability.

(xiii) Insurance cover

The Company will, where possible and economically practicable, endeavour to mitigate some risks by procuring relevant insurance cover. However, such insurance cover may not always be available or economically justifiable and the policy provisions and exclusions may render a particular claim or the quantum of a claim by the Company outside the scope of the insurance cover.

Accordingly, the Company may not be fully insured against all losses and liabilities that could unintentionally arise from its operations. If the Company incurs uninsured losses of liabilities, the value of the Company's assets may be at risk.

d) **TSP Technology risks**

(i) Online security

As with all e-commerce businesses, TSP is heavily reliant on the security of its websites and associated payment systems to ensure that customers are confident

in transacting online. These risks are addressed and mitigated by Search Party's internal usage policies, staff education and a strict need to access only policy for all layers of security. Search Party offices are secured with 2 step authentication and state of the art security apparatus and Search Party platform is hosted with one of the world's leading experts in secure infrastructure, Rackspace.

The risks addressed by security practices are detailed below:

Security Breach – Platform Infrastructure

All precautions are taken in partnership with service providers to ensure the security of systems and data contained within. Were these systems breached and access gained to key elements, there is a risk of malicious damage to systems and user data on the platform.

Access to sensitive and private data

Access to sensitive and private data such as account balances and candidate databases is provided to internal staff and staff of Search Party clients where necessary or for support purposes. If any of these user accounts was compromised, there is a risk that sensitive data relating to candidate performance and personal information could be accessed.

Security Breach - Internal Infrastructure

Access to internal systems within offices of the organisation or personal computers of staff. Different levels of security are applied to staff depending on their access to critical systems, so a minimal risk remains that source code or accounting details of customers could be accessed if internal security was breached.

Staff Scams/Phishing

Admin access control of platform processes such as access to customer address and CRM data within their accounts is provided by customers on request for use by support or accounting staff. There is a risk associated with scam or phishing attacks on authorised user accounts which could result in access being obtained to these systems.

User Account Breaches

User accounts for admin staff that do not follow company policy with password selection pose a risk to access to some systems. Any critical access systems are controlled to prevent this being catastrophic, but an admin user who did not secure their passwords correctly could pose a risk for access to sensitive information.

(ii) IP threats

Search Party has invested significantly in the development of its information technology platform and uses certain trademarks in the promotion of its business. Any hardware used to access critical systems that hold any intellectual property are tracked with remote lockout and erase capability and technical staff are held to a

strict standard of security best practices. The threats addressed by these policies and security systems are as follows:

Source Code Loss

The source code of the platform is accessible to developers with clearance to work on the platform code base. While different levels of security are used and access only granted if necessary, a compromised user could result in the theft of platform source code.

Proprietary Algorithms

Complex algorithms developed within the data science team are the result of testing and refinement over a period of time against a large dataset that would be difficult to reproduce outside of the platform. Theft of these algorithms would pose a risk to competitive advantage.

(iii) Platform faults

All releases are run through extensive manual testing and an ever evolving system of automated regression tests to ensure stability of platform is maintained to high standards. Preventative measures are in place to prevent security flaws from existing, even in testing environments.

Bugs & Platform flaws

While effective manual and automated testing processes are in place and constantly improving, edge cases can be released into production and there is a risk this could cause disruption to customers, resulting in a loss of users. High severity issues risk creating negative publicity which in turn could reduce sign up rates.

Extended Outages

Catastrophic events occurring to hosting facilities or regional connectivity risk causing extended downtime for users. Given the need to use the platform daily in many cases for recruiters, this could result in significant loss of customers.

(iv) Third party faults

Reliance on Service Providers for Infrastructure

SLA's are obtained by all partners on which Search Party depends. There is a risk to the business in the event of negligence or breach of those SLA's to security and availability of the platform. For this reason, Search Party takes service provider seriously, maintain PCI compliance and are partnered with Rackspace, a common choice for banking institutions and well known for their security expertise.

Operating system & hardware faults

The platform is built on widely established and commonly used technology, however, faults released into system operating systems can cause temporary

security flaws that can be exploited by a malicious user. Access to sensitive information is limited to single accounts in the event of such a flaw.

Technology discontinuation

Search Party uses a number of core technologies for the web platform through to data science components. If one of these platforms were discontinued or removed from the market, there would be costs incurred to find or develop an alternative.

Given Search Party's position as a high tech business, it retains enough technical expertise internally that any short notice discontinuation could be mitigated with minimal disruption to product development. Search Party's platform is also designed with a right tool for the job attitude allowing Search Party to make rapid changes to single layers quickly and without customer down time.

(v) Disaster recovery

Search Party has numerous levels of redundancy to support disaster recovery of platform and data with a cost to risk evaluation. There is always a risk of data loss and cost to redevelop changes made in the period for which data was lost with any digital business. Search Party mitigates these risks with disaster recovery processes across both the primary platform hosted externally and internal code control systems for source code of the platform. The processes are maintained with multiple redundancies and no single point of failure.

e) **Merger Specific Risks**

(i) Merger integration risks

Integrating two companies such as ALA and Search Party may produce some risks, including integrating management, information systems and work practices. The size of the ALA operation and focus on Search Party's existing business in the merged entity give comfort to the Directors that there is little scope for integration risks of any significant size.

f) **General Risk Factors**

(i) Share investment

Investors should be aware that there are risks associated with any stock market investment. It is important to recognise that share prices and dividends might fall or rise. Factors affecting the market price include domestic and international economic conditions and outlook, changes in government fiscal, monetary and regulatory policies, changes in interest rates and inflation rates, the announcement of new technologies and variations in general market conditions and/or market conditions which are specific to a particular industry.

In addition, share prices of many companies are affected by factors which might be unrelated to the operating performance of the relevant company. Such factors might adversely affect the market price of ALA Shares. Further, there is no guarantee that ALA Shares will trade at a particular volume after the Re-compliance. There is no

guarantee that there will be an ongoing liquid market for shares, accordingly there is a risk that, should the market for shares become illiquid, Search Party Shareholders will be unable to realise their investment. The possibility exists that existing Search Party shareholders will seek to sell ALA shares on the market post relisting.

(ii) Borrowings and interest rate fluctuations

ALA does not envisage any significant assumption of debt in the Merged Group in the short to medium term. To the extent debt is raised then the cost of interest on these borrowings will impact the earnings and performance of the business.

(iii) Government policy and taxation

Changes in relevant taxation laws, interest rates, other legal, legislative and administrative regimes, and government policies in Australia (such as the R&D tax incentive scheme), may have an adverse effect on the assets, operations and ultimately the financial performance of both ALA and the entities in which ALA invests. These factors may ultimately affect the financial performance of ALA and the market price of the ALA Shares.

(iv) Dilution

ALA may need to raise additional funds through further capital raising or debt facility at some time in the future after conclusion of the capital raising to be undertaken under the Prospectus Offer. Any such further capital raising will have the effect of diluting the interests of shareholders of ALA.

(v) Capital raising

The ALA Directors give no assurances that the objectives of Search Party outlined in this document will be met. The capital raising to be conducted under the Prospectus Offer is intended to raise sufficient funds to support the growth and working capital needs of the business.

(vi) Force majeure events

Events may occur within or outside Australia that could impact upon the operations of ALA and the price of the ALA Shares. The events include but are not limited to act of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or man-made events or occurrences that can have an adverse effect on the demand for ALA's services and its ability to conduct business. ALA has only a limited ability to insure against some of these risks.



Section 12

Material Contracts

12. Material Contracts

12.1 Introduction

Set out below are summaries of the key provisions of contracts to which the Company is a party which are, or may be, material in terms of the Offers or the operations of the Company or otherwise are or may be relevant to an investor who is contemplating the Offers. To understand fully all rights and obligations pertaining to the material contracts, it would be necessary to read them in full.

12.2 Bid Implementation Agreement

The Company and TSP have entered into a bid implementation agreement dated 20 January 2016 setting out a proposal by which the Company would acquire all of the outstanding fully paid ordinary shares in TSP via an off-market takeover offer (**Bid Implementation Agreement** or **BIA**).

The key terms of the Bid Implementation Agreement are:

- a) The Company agrees to make the Takeover Offer, subject to the Bid Conditions. The agreed consideration is a maximum of 198.1 Shares for each TSP Share (with fractional entitlements to be rounded down to the nearest whole number).
- b) The directors of TSP have advised TSP that they will:
 - (i) unanimously recommend that TSP Shareholders accept the Takeover Offer in the absence of a Superior Proposal;
 - (ii) procure cancellation or the exercise of all the TSP Options so that they are converted into issued TSP Shares before the close of the Offer Period; and
 - (iii) accept or procure the acceptance of the Takeover Offer in respect of any TSP Shares they or their associates own or control.
- c) TSP must use its best endeavours to procure that there is no TSP Material Adverse Change or Prescribed Occurrence within its control from the execution date of the BIA until the last day of the Takeover Offer Period.
- d) In the absence of a Superior Proposal for TSP, TSP will procure that its board of directors will participate in efforts reasonably required by the Company to promote the merits of the Takeover Offer including meeting with key shareholders, analysts, management, customers and press but only to the extent that those directors consider that they may do so without breaching any of their statutory or fiduciary duties.
- e) Each party agrees to use all reasonable endeavours to satisfy the Bid Conditions as soon as practicable after the date of the BIA provided that TSP is not required to

comply with this obligation if it would require TSP to take any action which in the reasonable opinion of the TSP Board would constitute a breach of the duties of the TSP directors.

- f) The BIA provides for TSP to, during the period from the execution date of the BIA until the last day of the Takeover Offer Period, conduct, and procure that its subsidiaries conduct, their respective businesses in the ordinary course of business and not take any action which causes a breach of any of the agreed bid terms.
- g) As soon as is reasonably practicable after the Company has received acceptances for 90% of TSP Shares on issue, the Company will take all actions necessary:

for the Proposed Directors to be appointed to the Board with effect from the date of the Takeover Offer becoming Unconditional; and

the termination of the engagement of Mr Rocco Tassone and Mr Patrick Glovac from their roles as Directors including the payment of the executive and non-executive entitlements.

- h) The Company has agreed that it will only waive the Essential Bid Conditions with the prior written consent of TSP (such consent not to be unreasonably withheld or delayed).
- i) The BIA may be terminated in the following circumstances:
 - (i) By either the Company or TSP if:
 - (A) the TSP Board changes its recommendation in relation to either of the Takeover Offer as a result of the TSP Board determining that it has received a Superior Proposal;
 - (B) the other party is in material breach of the BIA and to the extent that the breach can be rectified, the breach has not been rectified within 5 Business Days of receiving notice;
 - (C) a representation or warranty given by the other party is or becomes untrue in any material respect and the breach of the representation or warranty if of such a kind that, had it been disclosed to the first party before entry into the BIA, could reasonably have been expected to have resulted in the first party either not entering into the BIA or entering into it on materially different terms;
 - (D) any Court or regulatory authority has issued an order, decree or ruling or taken any other action that permanently restrains or prohibits either of the Takeover Offer; or
 - (E) TSP has received a Superior Proposal and pursuant to the Superior Proposal the proponent becomes entitled to or increases its entitlement to more than 50% of the voting power in TSP;
 - (F) the Company withdraws either Takeover Offer or either Takeover Offer lapses for any reason, including non-satisfaction of a Bid Condition;

- (G) if TSP has not prior to the end of the Takeover Offer lawfully effected the cancellation or exercise of all the TSP Options and issued all necessary TSP Shares in respect of such TSP Options; and
- (ii) By TSP if before the end of the Takeover Offer Period an Applabs Material Adverse Change occurs.
- j) If the BIA is terminated, the parties will have no further obligations to each other under the BIA (except in relation to specified general provisions) and neither party will have any liability or obligation to the other party for any damages or loss of any kind.
- k) The BIA otherwise contains representations and warranties that are customary for an agreement of this nature.

12.3 Lead Manager Mandate

ALA has entered into a mandate with GTT for the provision of lead manager and broking services in respect of the Public Offer on arms length commercial terms (**Lead Manager Mandate**). GTT Ventures Pty Ltd is a related party of the Company as each of the Existing Directors is also a director of GTT Ventures Pty Ltd. It is proposed that the following fees will be payable under the Lead Manager Mandate:

- (a) a cash fee of approximately \$75,000 plus GST payable to GTT for its services; and
- (b) a brokerage fee of 6% of the amount placed under the Public Offer (of which it is envisaged that 1% will be payable to GTT and 5% will be payable to third party brokers involved in placing amounts under the Public Offer).

The Lead Manager Mandate otherwise contains representations and warranties that are customary for an agreement of this nature.

12.4 TSP Agreements

Set out below are summaries of the material provisions of agreements to which TSP companies are a party and which may be material in terms of the Offers or the operations of the TSP, or otherwise are or may be relevant to an investor who is contemplating the Offers.

(a) **GTT Corporate Advisory Mandate**

TSP has entered into a 12 month corporate advisory mandate with GTT for the provision of corporate advisory services commencing on and from the date of ALA's readmission to the official list of ASX following the Takeover (Advisory Mandate). Fees payable under the Advisory Mandate include a monthly retainer of \$10,000 plus GST, disbursements and expenses.

The Advisory Mandate otherwise contains representations and warranties that are customary for an agreement of this nature.

(b) TSP Terms and Conditions

General overview

Search Party has implemented a set of terms and conditions (Terms and Conditions) which apply to users' access to the services offered by The Search Party platform available through the website www.thesearchparty.com (Platform). The services provided may be one or both of the recruitment CRM and the recruitment Marketplace.

General obligations

Users must create an account as a candidate, recruiter, recruitment company, employer or employing line manager (i.e. employer's personnel managing candidates on its behalf). Some eligibility conditions apply before a user can create an account. Users must keep their password and login name confidential and are responsible for activities done through their account.

Registered recruitment companies may pay implementation fees and/or service fees (if the Recruitment CRM service is used and a complex data migration undertaken) and Marketplace fees (if the Marketplace Service is used and placements made). Employers must pay any recruitment commissions agreed to on the placement of candidates and any other service fees if applicable (eg if the Search Party enters into an agreement with a large corporate that includes a minimum spend). Candidates can use the Platform without any charge. Service fees and rates may be amended at any time by notification on the Platform. A user's access to the Platform may be terminated or suspended due to late payment of Service Fees.

Employers, recruiters and recruitment companies must comply (and are responsible for ensuring compliance) with all obligations under privacy or data protection laws in relation to candidate data. Recruiters and recruitment companies who provide candidate data represent that they have either obtained the consent of the candidate or that the candidate data is sufficiently de-identified and the accuracy of such candidate data is verified and maintained.

Except for payment of commissions by employers to recruitment companies, employers, recruiters and recruitment companies must not require users to pay any charge to respond to any job posting (including in making a job application). Recruiters or recruitment companies must also not ask users to pay to them any charge to post a job posting on the user's behalf.

The Search Party (or approved data migration partners) may assist recruitment companies to set up and migrate content to the Platform at a charge. Recruitment companies generally retain ownership of all content migrated or posted onto the Platform provided that all candidate profiles migrated must remain available on the Marketplace Service for at least 6 months (except where a candidate has requested its removal). In addition, any candidate profile migrated to the Marketplace Service by a recruiter company shall remain on the Marketplace Service to be assessed and used by the candidate despite any termination or suspension of access by the recruitment company to the Platform.

With respect to the Recruitment CRM services, a recruitment company's contracts may specify a fixed term of contract, which are terminable on not less than 30 days' written notice and paying a cancellation charge for the balance of the contract term by way of liquidated damages.

Recruiter Tools

With respect to recruitment CRM functionality, the employer or employing line managers are responsible for verifying and authorising timesheets for a candidate using the Recruiter Tools. The recruitment company or recruiter is responsible for ensuring that the candidate provides all information necessary to verify that candidate's timesheets and, in respect of employment of candidates recruited by the recruitment company, for verifying and authorising invoices generated by the Platform.

Marketplace Service

Users must comply with the following process to deal with candidates and candidate data using the Marketplace Service: (a) if a candidate is identified for an employer's job posting through a candidate profile on the Platform, the recruiter must only provide further candidate data to the employer if it has obtained express consent from the candidate; (b) if an employer is notified of a candidate, the employer must only contact the candidate, disclose the identity of the candidate to a third party, use a candidate profile (or any other candidate data) to fill an actual job vacancy.

All recruitment commissions must be processed through the Marketplace Service. Invoices to employers for recruitment commissions are due the latter of starting date or 14 days after placement date. The Search Party may deduct the Marketplace fees from all recruitment commissions. The Search Party may also retain certain amounts from the recruitment commission until any applicable guarantee periods for a respective candidate's employment have passed. If a candidate's employment terminates for any reason prior to the expiration of any guarantee period, The Search Party will rebate to employers all of the recruitment commission (if the employee does not turn up for the job on the first day) and, otherwise, an agreed rebatable portion of the recruitment commission (after deduction of Marketplace fees) will be provided by way of credit note to be used on the Marketplace platform for the next hire. The Search Party will pay the balance of any recruitment commissions to recruitment companies only once The Search Party has collected the recruitment commission for that candidate's employment.

Recruitment commissions are not payable to a recruitment company in respect of a candidate: (a) who had previously been introduced to the employer for that job or a substantially similar role in the last 6 months or (b) with whom the employer had independently made contact in the previous one month for that job or a substantially similar role and had not been rejected for that job or role.

Introduced employer incentive plan

Subject to certain conditions, a commission equal to 5% of the recruitment commission is payable to a recruitment company that introduces a new employer client to the Platform and: (a) that employer client creates an account (in their

capacity as an employer) within 7 days and (b) within the next 12 months a candidate is employed by that employer through another recruitment company (unrelated to the first recruitment company).

Candidates

Candidates may only use materials from the Platform for personal, non-commercial use.

It is the candidate's responsibility to evaluate each job posting. The Search Party does not verify or test the currency or validity of any authorisation or consent obtained by a recruiter or recruitment company who creates an account or posts information on a candidate's behalf.

There are no guarantees as to continued availability of any particular job posted on the Platform.

Posting Conditions

It is the user's responsibility to check for errors in all materials posted by them on the Platform. Search Party may delete or correct a user's account profile or candidate profile if details are entered into an incorrect field.

Users agree not to use the Platform to send unsolicited commercial correspondence to Platform users. Users must not insert links to external websites within the details of job posting without express written approval. The Search Party may review any job postings on the Platform and remove any job posting that does not comply with the Terms and Conditions, any applicable laws or if it relates to certain excluded job categories.

Users must ensure that any job posting posted to the Platform are posted to the appropriate job category. Users must comply with all applicable laws relating to anti-discrimination and equal opportunity unless an exemption has been granted. In such cases, the exemption number must be included in the job posting posted by the user.

Users represent that all posted materials posted by them do not breach any applicable laws, do not infringe any intellectual property rights and will be free of harmful code (such as computer viruses).

General liability provisions

The Search Party will use reasonable endeavours to publish job postings promptly and to ensure that Platform disruptions are remedied as soon as commercially practicable and to avoid introducing errors in posted materials. However, the Platform is offered on the basis that there are no guarantees that the Platform will be uninterrupted, error-free or defect-free. The Search Party is generally not liable for losses suffered by users using the Platform except in circumstances where such liability cannot be lawfully excluded. The Search Party's liability under any statutory warranties or guarantees is also generally excluded to the extent permitted by law.

Users indemnify The Search Party against loss suffered in connection with the user's breach of any obligations or warranty under the Terms and Conditions, contravention of any applicable laws or any wilful misconduct or negligent act or omission by the user. Users also indemnify The Search Party against loss suffered in connection with a claim by a third party that its handling of candidate data, or the collection, use, disclosure or storage of candidate data provided by the user, contravenes applicable laws (including privacy or data protection legislation).

The Search Party may terminate user's access to the Platform if the user breaches any provision under the Terms and Conditions or otherwise, at Search Party's discretion.

(c) TSP ESOP Optionholder Loan Agreements

TSP has entered into loan agreements with a number of its TSP Optionholders who were issued TSP Options under TSP's existing employee share option plan. The purpose of the loans is to fund the exercise of the TSP Options, so that the underlying TSP Share can be acquired by the Company pursuant to the Takeover Offer. The key terms of the loan agreements are as follows:

- (i) Each loan agreement formalises a limited recourse loan between TSP and the individual TSP Optionholder for the advance of the monies necessary to exercise all of their TSP Options into TSP Shares.
- (ii) Pursuant to the loan agreements, a total of approximately \$2.45m has been loaned to the TSP Optionholders.
- (iii) The term of the loan agreement is the earlier of:
 - (A) 7 years from the date of advance of the loan monies;
 - (B) 30 calendar days following the last day of the period in which the underlying TSP Shares trade at a 30 day VWAP of no less than \$1.00 per share;
 - (C) the date the loan is repaid by the TSP Optionholder; or
 - (D) the date the TSP Optionholder ceases to be the legal owner of the underlying TSP Shares.
- (iv) Interest accrues on the amount of the loan at the rate determined by the TSP Board at the commencement of each financial year. All interest accrued on the loan must be paid by the TSP Optionholder to TSP by the last day of each financial year.
- (v) The TSP Optionholder must make annual repayments of the loan amount by 30 June each year that are at least the minimum yearly repayments as defined in section 109E(5) of the Income Tax Assessment Act (1936).
- (vi) The TSP Optionholder must only apply the loan monies towards exercise of the TSP Options.

- (vii) The TSP Optionholder must repay all loan monies and interest in full to TSP on the earlier of 14 days following the termination of the Optionholder's employment with TSP and the last day of the term.
- (viii) The TSP Optionholder grants security for repayment of the loan to TSP by mortgaging all title and interest that the TSP Optionholder has in the underlying TSP Shares.

12.5 Agreements with Directors, Related Parties and key management personnel

A summary of the agreements with Directors, key management personnel and related parties of the Company is set out in Sections 8.6 and 8.7.



Section 13

Additional Information

13. Additional Information

13.1 Rights attaching to Shares

Full details of the rights attaching to Shares are set out in the Company's Constitution, a copy of which can be inspected, free of charge, at the Company's registered office during normal business hours.

The following is a summary of the more significant rights and liabilities attaching to the Shares offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

(a) Voting Rights

Subject to the Constitution of the Company and any rights or restrictions at the time being attached to a class of shares, at a general meeting of the Company every shareholder present in person, or by proxy, attorney or representative has one vote on a show of hands, and upon a poll, one vote for each share held by the shareholder and for each partly paid share held, a fraction of one vote equal to the proportion which the amount paid up bears to the amounts paid or payable on that share. In the case of an equality of votes, the chairperson has a casting vote.

(b) Dividends

Subject to the Corporations Act, the Listing Rules and any rights or restrictions attached to a class of shares, the Company may pay dividends as the Directors resolve but only out of profits of the Company. The Directors may determine the method and time for payment of the dividend.

(c) Winding up

Subject to the Corporations Act, the Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be divided among the shareholders of the Company in proportion which the amount paid on the shares bears to the total amount paid and payable on the shares of all shareholders of the Company.

(d) Transfer of Shares

Generally, Shares are freely transferable, subject to satisfying the requirements of the Listing Rules, the Corporations Act and associated legislation. The Directors may decline to register any transfer of Shares but only where permitted to do so by the Corporations Act, the Listing Rules and associated legislation.

(e) Further Increases in Capital

Subject to the Corporations Act, the Listing Rules and associated legislation, the Company (under the control of the Directors) may allot and issue shares and grant options over shares, on any terms, at any time and for any consideration, as the Directors resolve.

(f) **Variation of Rights Attaching to Shares**

Subject to the Corporations Act, the Listing Rules and associated legislation and the terms of issue of shares in a particular class, the Company may vary or cancel rights attached to shares in that class by either special resolution passed at a general meeting of the holders of the shares in that class, or with the written consent of the holders of at least 75% of the votes in that class.

(g) **General Meeting**

Each shareholder will be entitled to receive notice of, and to attend and vote at, General Meetings of the Company and to receive notices, accounts and other documents required to be furnished to shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.

13.2 Terms and conditions of Facilitator Options (Unlisted)

The rights and liabilities attaching to the Facilitator Options can be summarised as follows:

- (a) Each Facilitator Option (**Option**) entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) The Options have an exercise price of \$0.15 (**Exercise Price**) and an expiry date of 2 years from the Options date of issue (**Expiry Date**).
- (c) The Options are exercisable at any time on or prior to 5.00pm (Perth time) on the Expiry Date.
- (d) The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.
- (e) Shares issued on exercise of the Options will rank equally with the then shares of the Company.
- (f) Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- (g) After an Option is validly exercised, the Company must, within, 15 Business Days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the Option:
 - (iii) issue the Share; and

- (iv) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.
- (h) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will give holders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.
- (i) If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.
- (j) If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:
- New exercise price = $O - \frac{E[P-(S+D)]}{N+1}$
- N+1
- O = the old Exercise Price of the Option.
- E = the number of underlying Shares into which one Option is exercisable.
- P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price of a Share under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
- N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.
- (k) If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.
- (l) The Company will not apply to ASX for quotation of the Options.
- (m) The Options are transferable.
- (n) Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

13.3 Terms and conditions of Adviser Options and Placement Options (Unlisted)

The rights and liabilities attaching to the Adviser Options and Placement Options can be summarised as follows:

- (a) The exercise price of each Option is \$0.25 (**Exercise Price**).
 - (b) The expiry date of each Option is 31 December 2016 (**Expiry Date**).
 - (c) Each Option gives the Option holder the right to subscribe for one Share.
 - (d) Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (e) The amount payable upon exercise of each Option is the Exercise Price.
 - (f) The Options held by each Option holder may only be exercised in whole.
 - (g) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number and class of options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;
- (Exercise Notice).**
- (h) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - (i) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price (and subject to the Company obtaining any necessary prior approvals from Shareholders or regulatory bodies for the issue of the Shares), the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
 - (j) All Shares issued upon the exercise of Options will upon issue rank pari passu in all respects with other Shares.
 - (k) The Company will not apply to ASX for quotation of the Options.
 - (l) The Options are non-transferable.
 - (m) The Company will apply for quotation of all Shares issued pursuant to the exercise of Options on ASX within 10 Business Days after the date of issue of those Shares.
 - (n) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

- (o) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 4 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

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.

13.4 Terms and conditions of Private Treaty Options (Unlisted)

The rights and liabilities attaching to the Private Treaty Options can be summarised as follows:

- (a) The exercise price of each Option is \$1.08 (**Exercise Price**).
- (b) The expiry date of each Option is 10 July 2022 or such earlier date as ASX may require (**Expiry Date**).
- (c) Each Option gives the Option holder the right to subscribe for one Share.
- (d) Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) The amount payable upon exercise of each Option is the Exercise Price.
- (f) The Options held by each Option holder may only be exercised in whole.
- (g) The Options are not transferable without the consent of the Company.
- (h) The Company will not apply for quotation of the Options on ASX.
- (i) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number and class of options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;
- (j) (**Exercise Notice**).
- (k) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (l) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price (and subject to the Company obtaining any necessary prior approvals from Shareholders or regulatory bodies for the issue of the Shares), the

Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

- (l) All Shares issued upon the exercise of Options will upon issue rank pari passu in all respects with other Shares.
- (m) The Company will apply for quotation of all Shares issued pursuant to the exercise of Options on ASX within 10 Business Days after the date of issue of those Shares.
- (n) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (o) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 4 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (p) 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.

13.5 Employee Option Plan

Subject to Shareholder approval at the Meeting, the Company will adopt an Employee Share Option Plan (**ESOP**) as a means of rewarding its employees and consultants. The Board will make offers to persons to participate in the ESOP based on their contribution to the Company. The Options will not be listed.

The key terms of the ESOP are as follows:

TERM	MEANING
Eligibility	Participants must be a permanent full-time, part-time employee, an executive director or a selected casual employee (Participant).
Administration	The ESOP will be administered by a committee selected by the Board (Plan Committee), or if no committee has been selected, by the Board.
Option	Each Option will be issued for nil consideration and entitles the Participant to subscribe for one Share in the Company (subject to adjustments for reconstructions of the capital of the Company) at an exercise price to be determined by the Plan Committee.
Award	The Board has the discretion to set the terms and condition so which it will offer Options under the ESOP, including the vesting conditions and waiver of the terms and conditions. The vesting conditions will be specified in the offer documentation to the relevant person. Vesting conditions may include conditions relating to continuous employment,

TERM	MEANING
	performance of the Participant or the Group or the occurrence of specific events.
Exercise	Options that have vested are generally able to be exercised during the 5 years after the date of grant (Exercise Period). On exercise the Participant must pay the relevant exercise price for those Options.
Shares	<p>Shares issued on exercise of Options issued under the ESOP will rank equally with the other issued Shares. Depending on the terms of issue, the Shares may be subject to disposal restrictions, which means that they may not be disposed or dealt with for a period of time.</p> <p>Shares allocated to Participants under the ESOP may be issued by the Company or acquired on or off market by the Company or its nominees.</p> <p>Shares allocated on vesting or exercise of an Option carry the same rights and entitlements as other issued Shares, including dividend and voting rights.</p>
Quotation	Options will not be quoted on the ASX. If other shares are officially quoted on the ASX at the time of issue of Shares under the ESOP the Company will apply for Official Quotation of any Shares issued under the ESOP, in accordance with the ASX Listing Rules.
Cessation of Employment	If a Participant ceases to be employed by a Group member, the unvested Options will not vest. However the Plan Committee may elect to accelerate the vesting of any Options if a Participant has died, suffered total and permanent disablement or been made redundant.
Change of control	The Plan Committee has the discretion to accelerate vesting of Options in the event of certain types of change of control transactions involving the Company.
Restrictions	Without the prior approval of the Plan Committee, or unless required by law, Options may not be sold, transferred, encumbered or otherwise dealt with.
Amendments	To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary the terms and conditions of the ESOP provided that no amendment may reduce the accrued rights of Participants unless (1) consented to by Participants holding 75% of the Options issued under the ESOP. (2) required by law, (3) to correct any manifest error or mistake or (4) for certain tax reasons.
Other terms	The ESOP also contains customary and usual terms having regard to Australian law for dealing with administration, variation, suspension and termination of the ESOP.

13.6 Employee Performance Rights Plan

Subject to Shareholder approval at the General Meeting, the Company will adopt a Performance Rights Plan (**PRP**) in order to assist in the motivation, retention and reward of certain senior employees. The PRP is designed to align the interest of senior employees more closely with the interest of Shareholders by providing an opportunity for senior employees to receive an equity interest in the Company through the grant of performance

rights (**Performance Rights**). The Performance Rights are subject to satisfaction of certain long term vesting conditions.

The key terms of the PRP are as follows:

TERM	MEANING
Eligibility	Participants must be a permanent full-time or part-time employee or an executive director (Participant).
Administration	The PRP will be administered by a committee selected by the Board (Plan Committee) or if no committee has been selected, by the Board.
Award	<p>A Performance Right will vest and become exercisable to the extent that the applicable performance, service, or other vesting conditions specified at the time of the grant are satisfied.</p> <p>The Plan Committee has the discretion to set the terms and conditions under which it will offer Performance Rights under the PRP, including the vesting conditions and waiver of the terms and conditions.</p> <p>The Plan Committee may determine that the Performance Rights will be subject to vesting conditions and, if so, will specify those vesting conditions in the offer. Vesting conditions may include conditions relating to continuous employment, performance of the Participant or the Group or the occurrence of specific events.</p>
Performance Rights	<p>Upon satisfaction of any vesting conditions, each Performance Right will convert to a Share on a one-for-one basis (subject to adjustment for reconstruction of the capital of the Company), or the Plan Committee may elect to give the Participant cash to the value of a Share.</p> <p>Performance Rights do not carry any voting rights or dividend entitlements.</p>
Shares	<p>Shares issued under the PRP will rank equally with the other issued Shares. Depending on the terms of issue, the Shares may be subject to disposal restrictions, which means that they may not be disposed or dealt with for a period of time.</p> <p>Shares allocated to Participants under the PRP may be issued by the Company or acquired on or off market by the Company or its nominees.</p> <p>Shares allocated on vesting or exercise of a Performance Right carry the some rights and entitlements as other issued Shares, including dividend and voting rights.</p>
Quotation	Performance Rights will not be quoted on the ASX. If the Shares are officially quoted on the ASX at the time of issue of Shares under the PRP, the Company will apply for official quotation of any Shares issued under the PRP, In accordance with the ASX Listing Rules and having regard to any disposal restrictions in place under the PRP.
Cessation of employment	If a Participant ceases to be employed by a Group member, all unvested Performance Rights automatically lapse. However the Plan Committee may elect to accelerate the vesting of any Performance Rights if a Participant has died, suffered total and permanent disablement or been made redundant.
Change of Control	The Plan Committee has the discretion to accelerate vesting of Performance Rights in the event of certain types of change of control transactions involving the Company. Unless the Board determines to exercise that discretion any unvested Performance Rights will lapse on a change of control of the Company.
Restrictions	Without the prior approval of the Plan Committee, or unless required by law, Performance Rights may not be sold, transferred, encumbered or otherwise dealt with.
Amendments	To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary the terms and conditions of the PRP, provided that no amendment may reduce the accrued rights of Participants unless (1) consented to by Participants holding no

TERM	MEANING
	less than 75% of the total number of Rights issued under the PRP, (2) required by law, (3) to correct any manifest error or mistake or (4) for certain tax reasons.
Other terms	The PRP also contains customary and usual terms having regard to Australian law for dealing with administration, variation, suspension and termination of the PRP.

13.7 Terms and conditions of Performance Rights(unlisted)

The long-term incentive grant of performance rights under the Performance Rights Plan (**PRP**) is on the following terms:

Grant Date	On Re-Listing																
Consideration	Nil																
Vesting Date	<p>The vesting date is subject to the conditions of the Performance Rights Plan described in Section 13.6 and further described below.</p> <p>The Performance Conditions that need to be satisfied for Rights to vest are divided into two tranches, a revenue tranche and a share price tranche. For 100% of the Rights to vest, all milestones in each tranche need to be satisfied.</p>																
Performance Conditions	<p>The Performance Conditions that need to be satisfied for Rights to vest are:</p> <p>Revenue Tranche (subject to a 20 day VWAP being above \$0.10):</p> <p>Net monthly revenue of the Group:</p> <table border="1"> <thead> <tr> <th>Revenue target (\$million)</th> <th>No of Rights that vest</th> </tr> </thead> <tbody> <tr> <td>\$0.5</td> <td>1/6</td> </tr> <tr> <td>\$1.0</td> <td>2/6</td> </tr> <tr> <td>\$1.5</td> <td>3/6</td> </tr> </tbody> </table> <p>Share Price Tranche:</p> <table border="1"> <thead> <tr> <th>20 day VWAP* Share Price target*</th> <th>No of Rights that vest</th> </tr> </thead> <tbody> <tr> <td>\$0.33</td> <td>1/6</td> </tr> <tr> <td>\$0.4080</td> <td>2/6</td> </tr> <tr> <td>\$0.666</td> <td>3/6</td> </tr> </tbody> </table> <p>20 Day VWAP means the daily volume weighted average price of Shares trading on the ASX for a period of 20 consecutive trading days.</p>	Revenue target (\$million)	No of Rights that vest	\$0.5	1/6	\$1.0	2/6	\$1.5	3/6	20 day VWAP* Share Price target*	No of Rights that vest	\$0.33	1/6	\$0.4080	2/6	\$0.666	3/6
Revenue target (\$million)	No of Rights that vest																
\$0.5	1/6																
\$1.0	2/6																
\$1.5	3/6																
20 day VWAP* Share Price target*	No of Rights that vest																
\$0.33	1/6																
\$0.4080	2/6																
\$0.666	3/6																

	Any Rights that remain unvested on the Expiry Date will lapse immediately.
Expiry Date	The Rights will lapse on the earlier of 5 years or the occurring of any earlier lapsing event.
Disposal Restrictions	Any Shares issued or transferred to the Participant upon vesting of any performance rights must not be disposed of if doing so would breach insider trading provisions in the Corporations Act or trading restrictions in the Company's share trading policy.

13.8 Substantial Shareholders

There is one substantial Shareholder of ALA which holds a Relevant Interest in 5% or more of the ALA Ordinary Shares on issue as at the date of this Prospectus, so far as is known to ALA based on the substantial shareholder notices lodged with ALA.

This substantial Shareholder is Vormunde Pty Ltd, holding 4,350,000 ALA Shares, representing 8.60% of ALA's total issued capital.

On completion of the Takeover and the Offers (assuming no new investors become substantial holders) and assuming the Full Subscription is raised, the only substantial Shareholders will be as set out below:

Substantial Shareholder	Number of ALA Ordinary Shares Held	Voting Power (%)
Aimli Pty Ltd	68,340,340	17.65%
TFLT Pty Ltd	47,075,097	12.16%
Benjamin Hutt	23,500,999	6.07%

The Company will announce to ASX details of its top-20 Shareholders (following completion of the Offers) prior to the Shares commencing trading on ASX.

13.9 Interests and Consents of Promoters, Experts and Advisors

Other than as set out below or elsewhere in this Prospectus, no underwriter, promoter or any other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus holds, or has held within two years before lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or

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

and no amounts have been paid or agreed to be paid (in cash or Securities or otherwise) to any underwriter, promoter or any other person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Each of the parties referred to in this Section:

- (a) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;
- (b) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to its name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that party; and
- (c) has given and has not, before the date of lodgement of this Prospectus, with ASIC, withdrawn its written consent:
- (d) to be named in this Prospectus in the form and context which it is named; and
- (e) to the inclusion in this Prospectus of the statement(s) and/or report(s) (if any) by that person in the form and context in which it appears in this Prospectus.

BDO Corporate Finance (WA) Pty Ltd (**BDO Corporate**) has acted as Investigating Accountant and has prepared the Investigating Accountant's Report which is included in Section 10 of this Prospectus. The Company estimates it will pay BDO Corporate of \$15,000 (excluding GST) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, BDO Corporate has not received fees from the Company for any other services. BDO Corporate has given its written consent to being named as Investigating Accountant in this Prospectus and to the inclusion of the Investigating Accountant's Report in Section 10 of this Prospectus in the form and context in which the information and report is included. BDO Corporate has not withdrawn its consent prior to lodgement of this Prospectus with ASIC. BDO Corporate has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name.

Nova Legal has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Nova Legal \$60,000 (excluding GST) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with ASIC, Nova Legal has received fees totalling approximately \$290,000 (excluding GST) from the Company in respect of legal services in relation to the Notice of General Meeting, Acquisition and Takeover Offer generally, together with fees totalling approximately \$371,517 (excluding GST) in respect of other general legal services provided to the Company (unrelated to the Acquisition and Takeover Offer). Nova Legal has given its written consent to being named as the solicitors

to the Company in this Prospectus. Nova Legal has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC. Nova Legal has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name.

GTT will be paid fees for Lead Manager and broker services in relation to this Prospectus as set out in Section 12.3. GTT has provided lead manager and corporate adviser services to the Company under the Lead Manager Mandate described in Section 12.3 and fees totalling approximately \$16,143.75 (excluding GST) are payable for services provided to the Company over the past two years. Any further services required will be charged in accordance with GTT's normal hourly rates and on commercial terms. GTT has given its consent to being named as Lead Manager to the Company in this Prospectus. GTT has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC. GTT has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name.

BDO Audit (WA) Pty Ltd (**BDO Audit**) has given its written consent to being named as the Company's Auditor in this Prospectus in the form and context in which it is included and to the inclusion of the Company's audited financial statements and to statements by BDO Audit in its capacity as the auditor in relation to those audited financial statements. References to BDO Audit appear for information purposes only. BDO Audit have not been involved in, authorised or caused the issue of this Prospectus and has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Advanced Share Registry Ltd has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to the processing of Applications received pursuant to this Prospectus, and are paid for these services on standard industry terms and conditions. References to Advanced Share Registry Ltd appear for information purposes only. Advanced Share Registry Ltd have not been involved in, authorised or caused the issue of this Prospectus.

The amounts disclosed above are exclusive of any amount of goods and services tax payable by the Company in respect of those amounts.

13.10 Litigation

To the knowledge of the Existing Directors and the Proposed Directors, as at the date of this Prospectus, neither the Company nor the TSP is involved in any material legal proceedings and the Existing Directors and the Proposed Directors are not aware of any material legal proceedings pending or threatened against the Company or the TSP.

13.11 ASX Waivers

In addition, ALA has obtained waivers of ASX Listing Rules 7.3.2 and 10.13.3 from ASX to permit it to:

- (a) issue the following securities later than one month following the ALA Shareholder Meeting:
 - (i) ALA Shares under the Prospectus Offer to the Directors; and
 - (ii) Facilitator Securities and Performance Rights to related parties;
- (b) issue the following securities later than three months following the ALA Shareholder Meeting:
 - (i) ALA Shares under the Prospectus to unrelated public offer participants; and
 - (ii) Adviser Options, Placement Options and Private Treaty Options to unrelated parties.

The Takeover Bid will require ALA to meet the requirements of Chapters 1 and 2 of the ASX Listing Rules as if ALA 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 will not meet the requirements set out in Listing Rule 2.1 Condition 2 as the Prospectus Offer is proposed to be completed at an issue price of 10 cents per ALA Share, being an issue price of less than 20 cents.

Following completion of the Takeover Bid, ALA will have unlisted ALA Options on issue with an exercise price of 15 cents, being less than the 20 cent exercise price required by Listing Rule 1.1 Condition 11.

Accordingly, ALA has also obtained a waiver of ASX Listing Rule 2.1 Condition 2, together with a waiver of ASX Listing Rule 1.1 Condition 11, to allow ALA to issue the Shares under the Prospectus Offer at 10 cents per Share, and to have unlisted ALA Options on issue with an exercise price of 15 cents (being the Facilitator Options), and to issue the Performance Rights for nil consideration (under the Employee Performance Rights Plan).

ALA has also sought a waiver from certain requirements of ASX Listing Rule 9.1.3 in relation to the escrow to be applied by ASX to the Securities to be issued under the Offers. There is no guarantee that ASX will grant the waiver. However, if ASX grants the waiver, the Company will advise the market accordingly.

13.12 Taxation

The acquisition and disposal of Securities in the Company will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Securities under this Prospectus.

13.13 Expenses of the Offers

The estimated expenses of the Offers are as follows:

ITEM OF EXPENDITURE	FULL SUBSCRIPTION (\$)
ASIC fees	2,320
ASX fees	95,000
Legal fees	60,000
Investigating Accountant's Report	15,000
Lead Manager Fee ¹	303,000
Share registry, printing and other	1,200
Miscellaneous	5,000
Total	481,520

Notes:

1. Refer to Section 12.3 for further details in respect to the fees payable to the Lead Manager and other brokerage fees.
2. In addition to the above, other costs of ALA and TSP associated with the Takeover Offer and other general costs related to the transaction are estimated to be approximately \$584,046. For further details, refer to section 7 of the Investigating Accountant's Report contained in Section 10 of this Prospectus.



Section 14

Director's Authorisation

14. Directors' Authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Existing Directors and the Proposed Directors.

In accordance with Section 720 of the Corporations Act, each Existing Director and Proposed Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

A handwritten signature in black ink, appearing to read 'CT' followed by a long horizontal stroke that curves upwards at the end.

Charles Thomas
Non-Executive Director

For and on behalf of Applabs Technologies Ltd
(to be renamed Search Party Group Ltd)



Section 15

Glossary

15. Glossary

Where the following terms are used in this Prospectus they have the following meanings:

\$A or **\$** means an Australian dollar.

Acquisition means the acquisition by the Company of all of the issued capital of TSP, pursuant to the Takeover Offer to be made to TSP Shareholders under the BIA.

Advisers means Artic Tern Holdings Pty Ltd and Tribeca Nominees Pty Ltd (or their nominees).

Adviser Offer means the offer under this Prospectus of 2,000,000 Adviser Options to the Advisers.

Adviser Options means 2,000,000 unlisted Options to be issued on the terms and conditions set out in Section 13.3.

ALA Option means an option to acquire an ALA Ordinary Share.

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

ALA Securities means securities on issue in the capital of ALA.

ALA Share means an ALA Ordinary Share.

ALA Shareholder or **Shareholder** means a holder of ALA Shares.

Announcement Date means 20 January 2016, being the date execution of the Bid Implementation Agreement and the proposed acquisition of TSP by Applabs was announced on ASX.

Applabs Material Adverse Change has the meaning given in the Bidder's Statement.

Applicant means a person who submits an Application Form.

Application Form means an application form as provided with a copy of this Prospectus relating to the Offers.

Application means a valid application for Securities pursuant to an Application Form.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange operated by ASX Limited (as the context requires).

ASX Listing Rules or **Listing Rules** means the official listing rules of ASX, as amended from time to time.

ATS means the applicant tracking system used by employers to manage the application and selection process for candidates.

Bid Conditions means the Conditions as that term is defined in the Bidder's Statement.

Bid Implementation Agreement or **BIA** means the bid implementation agreement between ALA and TSP as announced on 20 January 2016 and varied by deed of variation on 16 March 2016, pursuant to which the Company and TSP agreed to various matters regarding the making of and the implementation of the Takeover Bid.

Bid Period has the meaning given to that term in the Corporations Act.

Bidder's Statement means the bidder's statement issued by Applabs in connection with the Takeover Offer and lodged with ASIC on 16 March 2016.

Board or **ALA Board** means the board of Directors as constituted from time to time.

Business Day means a week day when trading banks are ordinarily open for business in Perth, Western Australia.

Capital Raising means the Company's capital raising via the Public Offer under this Prospectus.

CGT means capital gains tax as defined in the Income Tax Assessment Act 1997 (Cth).

Closing Date means the closing date of the Offers as set out in the indicative timetable in Section 3.

Company Group means the Company and its 'related bodies corporate' (as that term is defined in the Corporations Act).

Company, ALA or **Applabs** means Applabs Technologies Ltd (ACN 139 977 772) (to be renamed Search Party Group Ltd).

Competing Proposal means:

- (a) in relation to TSP a bona fide proposal or offer that, if successfully completed, would result in a person other than ALA or its associates:
 - (i) directly or indirectly acquiring a relevant interest or an economic interest in 15% or more of the TSP Shares or of the share capital of any of the TSP's Related Bodies Corporate;
 - (ii) directly or indirectly acquiring control of TSP;
 - (iii) directly or indirectly acquiring or becoming the holder of any interest in all or a substantial part of the business or assets of TSP or any of its Related Bodies Corporate; orotherwise acquiring or merging with TSP; and
- (b) in relation to ALA, a bona fide proposal or offer that, if successfully completed, would result in a person other than TSP or its associates:
 - (i) directly or indirectly acquiring a relevant interest or an economic interest in 15% or more of the ALA Ordinary Shares or of the share capital of any of ALA's related bodies corporate;
 - (ii) directly or indirectly acquiring control of ALA;
 - (iii) directly or indirectly acquiring or becoming the holder of any interest in all or a substantial part of the business or assets of ALA or any of its related bodies corporate; or

(iv) otherwise acquiring or merging with ALA;

whether by way of takeover offer, scheme of arrangement, shareholder-approved acquisition, capital reduction, buy back, sale or purchase of shares or assets, joint venture, dual listed company structure (or other synthetic merger) or other transaction or arrangement.

Conditions of the Offers means the conditions of the Offers outlined in Section 6.6.

Constitution means the constitution of the ALA.

Corporations Act means the Corporations Act 2001 (Cth).

CRM means Customer Relationship Management.

Director means a director of ALA or the Merged Entity (where the context permits).

Essential Bid Conditions means the Essential Conditions as that term is defined in the Bidder's Statement.

Essential Resolutions means resolutions 1, 2, 3, 6, 7, 8, 9 and 11 in the Notice of Meeting.

Existing Directors means the current directors of the Company, as at the date of this Prospectus, being Patrick Glovac, Rocco Tassone and Charles Thomas.

Exposure Period means the period of 7 days after the date of lodgement of this Prospectus, which period may be extended by ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act.

Facilitator means GTT Ventures Pty Ltd (or its nominees), who have provided facilitation services to the Company for the purpose of the Takeover Offer.

Facilitator Offer Application Form means the application form as provided with a copy of this Prospectus relating to the Facilitator Offer.

Facilitator Offer has the meaning given in Section 6.3.

Facilitator Options means 30,000,000 unlisted Options exercisable at \$0.15 on or before 15 May 2016 and on the terms and conditions specified in Section 13.2.

Facilitator Securities means the Facilitator Shares and Facilitator Options.

Facilitator Shares means 10,000,000 Shares to be issued to the Facilitator.

Full Subscription means the full subscription of the Public Offer, being 37,049,969 Shares at \$0.10 each to raise \$3,704,996.90.

Funnel means the sales funnel of TSP's business where a customer signs up, advertises a role, interviews, then subsequently hires, as set out in Figure 5 in Section 7.5(c).

FY means financial year.

General Meeting means the general meeting of Shareholders to be held on 17 June 2016.

Government Agency means any government or governmental, semi-governmental, administrative, monetary, fiscal or judicial body, department, commission, authority, tribunal, agency or entity in any part of the world.

Gross Payment Volume has the meaning set out in Section 7.5(c).

HY means half year.

Intellectual Property means all items of intangible property and includes trademarks and service marks (whether or not registered or registration has been applied for), domain names, trade names, business names, designs, brand names, patents, patent applications, inventions (whether or not patented), trade secrets and copyrights (whether or not registered or registration has been applied for).

Investigating Accountant's Report means the investigating accountant's report in Section 10.

Job Board means an online site where job advertisements are posted.

Job Seeker Platform means an interface to the Search Party Marketplace specifically tailored to the needs of Job Seekers and people looking to develop their career.

Lead Manager means GTT Ventures Pty Ltd.

Marketplace or **Platform** means the Search Party online recruitment marketplace.

Merged Entity means ALA and its subsidiaries following the acquisition by ALA of all, or a portion of TSP Securities on issue.

Offers means the Public Offer, Adviser Offer, Placement Offer, and the Facilitator Offer.

Official List means the official list of ASX.

Official Quotation means official quotation of the Company's Shares by ASX in accordance with the Listing Rules.

Option means an option to subscribe for a Share.

PCI means a standard for connecting computers and their peripherals.

Placees means the recipients of the Company's placement conducted on 2 and 4 February 2016.

Placement Offer means the offer under the Prospectus of 4,500,000 Placement Options to recipients of ALA's 2 and 4 February 2016 placement.

Placement Options means 4,500,000 unlisted ALA Options exercisable at \$0.25 on or before 31 December 2016 and otherwise on the terms and conditions set out in Section 13.3.

PPC means Pay Per Click.

Prescribed Occurrence Condition means the condition under the Takeover Offer that between the Announcement Date and the date three Business Days after the end of the Takeover Offer Period (each inclusive), no Prescribed Occurrence (as defined in the Bidder's Statement) occurs.

Prescribed Occurrence has the meaning given in the Bidder's Statement.

Private Treaty Offer means an offer to the holder of the TSP Options (A Class) by private agreement to cancel all of its TSP Options (A Class) in return for the consideration specified in Annexure D of the BIA.

Private Treaty Options means the 91,918 unlisted ALA Options exercisable at \$1.08 on or before 10 July 2022 and otherwise on the terms and conditions set out in Section 13.4.

Proposed Directors means Benjamin Hutt, Paul Bird, Trevor Loewensohn and, where the context permits, Charles Thomas (an existing Director of Applabs), the details of whom are set out in Section 8.

Prospectus means this prospectus dated 10 June 2016.

Public Offer Application Form means the application form as provided with a copy of this Prospectus relating to the Public Offer.

Public Offer or **Prospectus Offer** means the offer of 37,049,969 Shares at an issue price of \$0.10 each, to raise a total of \$3,704,996.90 (before costs), conducted under this Prospectus, and as otherwise set out in Section 6.2.

R&D means research and development.

Re-Compliance Process means the process and actions undertaken by ALA to re-comply with Chapters 1 and 2 of the ASX Listing Rules, including preparation of the Prospectus.

Record Date means the date set by ALA under Section 633(2) of the Corporations Act, being 5:00pm (EST) on 16 March 2016.

Related Body Corporate has the meaning given in Section 50 of the Corporations Act.

RPO means Recruitment Process Outsourcing (where a corporate engages an external “master agency” to manage all its recruitment activities on its behalf, including candidate acquisition from direct, agency, and other channels).

Securities means shares and/or options, or any combination of these as the context provides.

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

Share Registry means Advanced Share Registry Ltd.

Shareholder means a holder of Shares.

SLA means service level agreement.

SME means small to medium sized enterprise (defined by the Australian Bureau of Statistics as 5 to 199 employees). TSP (in relation to its business) considers it to mean 25-500 employees when defining its target market.

Subsidiary has the meaning given to that term in Division 6 of Part 1.2 of the Corporations Act.

Superior Proposal means a Competing Proposal in relation to TSP that the TSP Board determines in good is:

- (a) reasonably capable of being valued and completed in a timely manner, taking into account all aspects of the Competing Proposal and the person making it; and
- (b) more favourable to TSP Shareholders as a whole than the Offer, taking into account all the terms and conditions of the Competing Proposal.

Takeover Bid or **Takeover Offer** means the off-market takeover offers made by Applabs to acquire all of the TSP Shares pursuant to the Bidder's Statement.

Takeover Offer Period means the period during which the Takeover Offer are open for acceptance.

Takeover Shares or **ALA Consideration Securities** or **Ordinary Share Offer Consideration** means the ALA Ordinary Shares to be issued as consideration under the Takeover Offer on the basis of 198.1 ALA Ordinary Shares for every 1 TSP Ordinary Share held.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

TSP Board means the board of directors of TSP.

TSP Material Adverse Change has the meaning given in the Bidder's Statement.

TSP or **Search Party** means The Search Party Ltd (ACN 149 006 913) and its related bodies corporate.

TSP Group means TSP and its Related Bodies Corporate.

TSP Option(s) means the TSP Options (ESOP) and TSP Options (A Class).

TSP Options (ESOP) means option to acquire a TSP Ordinary Share on the principal terms set out in Annexure C of the Bidder's Statement.

TSP Options (A Class) means an option to acquire a TSP Ordinary Share on the principal terms set out in Annexure C of the Bidder's Statement.

TSP Optionholder means a holder of TSP Options.

TSP Securities means TSP Ordinary Shares or TSP Options.

TSP Securityholder means a TSP Ordinary Shareholder or TSP Optionholder.

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

TSP Shareholder or **TSP Ordinary Shareholder** means a holder of TSP Shares.

Unconditional means Applabs issuing a notice in accordance with section 630(3) of the Corporations Act, declaring that the Takeover Offer are free or freed (as the case may be) from all defeating conditions otherwise applicable to the Takeover Offer other than the Prescribed Occurrence Condition, subject to compliance with section 650F(1)(a) of the Corporations Act.

VWAP means volume weighted average price of 'on market' trades on ASX (i.e. normal trades, cross trades, stabilisation trades and short sell trades).

WST means Western Standard Time, Perth, Western Australia.



Section 16

Application forms

H Cheque payment details or Direct Deposit Details

Drawer	Cheque number	BSB number	Account number	Total amount of cheque

Cheques should not be marked “**Not Negotiable**” and made payable to “**Applabs Technologies Ltd Offer A/C**”.

Bank Details

Funds can be paid via direct deposit to:

Account Name	Applabs Technologies Ltd
BSB	036 034
Account Number	420761
Ref:	Applicant name

DECLARATION AND STATEMENTS:

By lodging this application form:

- I/We declare that I/we have received a copy of the Prospectus and that I/we are eligible to participate in the Public Offer.
- I/We declare that all details and statements made by me/us are complete and accurate.
- I/We agree to be bound by the terms and conditions set out in the Prospectus and by the Constitution of the Company.
- I/We acknowledge that the Company will send me/us a paper copy of the Prospectus free of charge if I/we request so during the currency of the Prospectus.
- I/we authorise the Company to complete and execute any documentation necessary to effect the issue of Shares to me/us; and
- I/We acknowledge that returning the application form with the application monies will constitute my/our offer to subscribe for Shares in Applabs Technologies Limited and that no notice of acceptance of the application will be provided.

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT, THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE PROSPECTUS DATED 10/06/2016

Guide to Applabs Technologies Limited Application Form

This Application Form relates to the Offer of up to 37,049,969 Shares in Applabs Technologies Ltd, at \$0.10 per Share pursuant to the Prospectus dated 10 June 2016 (Prospectus). The Prospectus will expire 13 months after this date. The Prospectus contains information about investing in securities of the Company and you must read the Prospectus before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus. While the Prospectus is current, the Company will send paper copies of the Prospectus, and an Application Form, on request and without charge to any person eligible to participate in the offers under the Prospectus.

The Australian and Securities Investments Commission requires that a person who provides access to an electronic application form must provide access by the same means and at the same time, to the relevant prospectus. This Application Form is included in the Prospectus.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars and the correct forms of registrable titles to use on the Application Form are contained below.

- A** Insert the number of Shares you wish to apply for.
- B** Insert the relevant amount of Application monies. To calculate your Application monies, multiply the number of Shares applied for by the sum of \$0.10. You must apply for a minimum of 20,000 Shares and thereafter in multiples of 5,000 Shares.
- C** Write the full name you wish to appear on the statement of holdings. This must be either your own name or the name of the company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that are presently registered in the CHES system.
- D** Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each joint Applicant. Collection of TFN(s) is authorised by taxation laws. Official Quotation of your TFN is not compulsory and will not affect your Application.
- E** Please enter your postal address for all correspondence. All communications to you from the share registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- F** The Company participates in CHES, operated by ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX Limited. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold securities allotted to you under this Application in uncertificated form on the CHES subregister, complete Section G or forward your Offer Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment, you will be sponsored by the Company and an SRN will be allocated to you. For further information refer to section 1.12 of the Prospectus.
- G** Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
- H** If paying by cheque please complete cheque details as follows:
Make your cheque payable to “**Applabs Technologies Ltd Offer A/C**” in Australian currency and cross it “Not Negotiable”. Your cheque must be drawn on an Australian Bank. The amount should agree with the amount shown in Section B. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected. If by direct deposit please ensure applicant name is referenced.
- I** Before completing the Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for Shares in the Company upon and subject to the terms of this Prospectus, agrees to take any number of Shares equal to or less than the number of Shares indicated in Section A that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.
- Privacy** – Please refer to the Prospectus for details about the collection, holding and use of your personal information. If you do not provide the information required on this Application Form, the Company may not be able to accept or process your Application.

Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual Use names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult; do not use the name of a minor.	John Alfred Smith <Peter Smith>	Peter Smith
Company Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use executor(s) personal name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of late John Smith
Partnerships Use partners personal names, do not use the name of the partnership	Mr John Smith and Mr Michael Smith <John Smith and Son A/C>	John Smith and Son

Return your completed Application Form to:**By Post to**

Applabs Technologies Ltd
Advanced Share Registry Limited
PO Box 1156
Nedlands WA 6909

Or Delivered to

Applabs Technologies Ltd
Advanced Share Registry Limited
110 Stirling Highway
Nedlands WA 6009

**Application Forms must be received no later than 5.00 pm (EST) time on 22 June 2016 (Closing Date).
The Company reserves the right to extend the Closing Date or close the Offer early without prior notice.**

DECLARATION AND STATEMENTS:

By lodging this application form:

- I/We declare that I/we have received a copy of the Prospectus and that I/we are eligible to participate in the Facilitator Offer.
- I/We declare that all details and statements made by me/us are complete and accurate.
- I/We agree to be bound by the terms and conditions set out in the Prospectus and by the Constitution of the Company.
- I/We acknowledge that the Company will send me/us a paper copy of the Prospectus free of charge if I/we request so during the currency of the Prospectus.
- I/we authorise the Company to complete and execute any documentation necessary to effect the issue of Facilitator Options and Facilitator Shares to me/us; and
- I/We acknowledge that returning the application form with the application monies will constitute my/our offer to subscribe for Facilitator Options and Facilitator Shares in the Company and that no notice of acceptance of the application will be provided.

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT, THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE PROSPECTUS DATED 10/06/2016

Guide to Applabs Technologies Ltd Application Form

This Application Form relates to the offer of 10,000,000 Facilitator Shares and 30,000,000 Facilitator Options to the Facilitator (or their nominees) (**Facilitator Offer**) in Applabs Technologies Ltd (**Company**), pursuant to the Company's prospectus dated 10 June 2016 (**Prospectus**). The Prospectus will expire 13 months after this date. The Prospectus contains information about investing in securities of the Company and you must read the Prospectus before applying for Facilitator Options and Facilitator Shares. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus. While the Prospectus is current, the Company will send paper copies of the Prospectus, and an Application Form, on request and without charge to any person eligible to participate in the offers under the Prospectus.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars and the correct forms of registrable titles to use on the Application Form are contained below.

- A** Insert the number of Options you wish to apply for.
- B** Write the full name you wish to appear on the statement of holdings. This must be either your own name or the name of the company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that are presently registered in the CHES system.
- C** Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each joint Applicant. Collection of TFN(s) is authorised by taxation laws. Official Quotation of your TFN is not compulsory and will not affect your Application.
- D** Please enter your postal address for all correspondence. All communications to you from the share registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- E** The Company participates in CHES, operated by ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX Limited. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold securities allotted to you under this Application in uncertificated form on the CHES subregister, complete Section G or forward your Offer Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment, you will be sponsored by the Company and an SRN will be allocated to you. For further information refer to section 1.12 of the Prospectus.
- F** Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application. Before completing the Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for Facilitator Options and Facilitator Shares in the Company upon and subject to the terms of this Prospectus, and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.
- Privacy** – Please refer to the Prospectus for details about the collection, holding and use of your personal information. If you do not provide the information required on this Application Form, the Company may not be able to accept or process your Application.

Correct form of Registrable Title

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual Use names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult; do not use the name of a minor.	John Alfred Smith <Peter Smith>	Peter Smith
Company Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use executor(s) personal name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of late John Smith
Partnerships Use partners personal names, do not use the name of the partnership	Mr John Smith and Mr Michael Smith <John Smith and Son A/C>	John Smith and Son

Return your completed Application Form to:

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Nedlands WA 6909

Or Delivered to

Applabs Technologies Ltd
Advanced Share Registry Limited
110 Stirling Highway
Nedlands WA 6009

**Application Forms must be received no later than 5.00 pm (EST) time on 22 June 2016 (Closing Date).
The Company reserves the right to extend the Closing Date or close the Facilitator Offer early without prior notice.**

DECLARATION AND STATEMENTS:

By lodging this application form:

- I/We declare that I/we have received a copy of the Prospectus and that I/we are eligible to participate in the Adviser Offer.
- I/We declare that all details and statements made by me/us are complete and accurate.
- I/We agree to be bound by the terms and conditions set out in the Prospectus and by the Constitution of the Company.
- I/We acknowledge that the Company will send me/us a paper copy of the Prospectus free of charge if I/we request so during the currency of the Prospectus.
- I/we authorise the Company to complete and execute any documentation necessary to effect the issue of Adviser Options to me/us; and
- I/We acknowledge that returning the application form with the application monies will constitute my/our offer to subscribe for Adviser Options in the Company and that no notice of acceptance of the application will be provided.

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT, THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE PROSPECTUS DATED 10/06/2016.

Guide to Applabs Technologies Ltd Application Form

This Application Form relates to the offer of 2,000,000 Adviser Options to the Adviser (or their nominees) (**Adviser Offer**) in Applabs Technologies Ltd (**Company**), pursuant to the Company's prospectus dated 10 June 2016 (**Prospectus**). The Prospectus will expire 13 months after this date. The Prospectus contains information about investing in securities of the Company and you must read the Prospectus before applying for Adviser Options. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus. While the Prospectus is current, the Company will send paper copies of the Prospectus, and an Application Form, on request and without charge to any person eligible to participate in the offers under the Prospectus.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars and the correct forms of registrable titles to use on the Application Form are contained below.

- A** Insert the number of Options you wish to apply for.
- B** Write the full name you wish to appear on the statement of holdings. This must be either your own name or the name of the company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that are presently registered in the CHES system.
- C** Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each joint Applicant. Collection of TFN(s) is authorised by taxation laws. Official Quotation of your TFN is not compulsory and will not affect your Application.
- D** Please enter your postal address for all correspondence. All communications to you from the share registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- E** Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application. Before completing the Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for Adviser Options in the Company upon and subject to the terms of this Prospectus, and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.
- Privacy** – Please refer to the Prospectus for details about the collection, holding and use of your personal information. If you do not provide the information required on this Application Form, the Company may not be able to accept or process your Application.

Correct form of Registrable Title

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual Use names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult; do not use the name of a minor.	John Alfred Smith <Peter Smith>	Peter Smith
Company Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use executor(s) personal name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of late John Smith
Partnerships Use partners personal names, do not use the name of the partnership	Mr John Smith and Mr Michael Smith <John Smith and Son A/C>	John Smith and Son

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Or Delivered to

Applabs Technologies Ltd
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Nedlands WA 6009

Application Forms must be received no later than 5.00 pm (EST) on 22 June 2016 (Closing Date). The Company reserves the right to extend the Closing Date or close the Adviser Offer early without prior notice.

DECLARATION AND STATEMENTS:

By lodging this application form:

- I/We declare that I/we have received a copy of the Prospectus and that I/we are eligible to participate in the Placement Offer.
- I/We declare that all details and statements made by me/us are complete and accurate.
- I/We agree to be bound by the terms and conditions set out in the Prospectus and by the Constitution of the Company.
- I/We acknowledge that the Company will send me/us a paper copy of the Prospectus free of charge if I/we request so during the currency of the Prospectus.
- I/we authorise the Company to complete and execute any documentation necessary to effect the issue of Placement Options to me/us; and
- I/We acknowledge that returning the application form will constitute my/our offer to subscribe for Placement Options in Applabs Technologies Ltd and that no notice of acceptance of the application will be provided.

TO MEET THE REQUIREMENTS OF THE CORPORATIONS ACT, THIS FORM MUST NOT BE HANDED TO ANY PERSON UNLESS IT IS ATTACHED TO OR ACCOMPANIED BY THE PROSPECTUS DATED 10/6/2016

Guide to Applabs Technologies Ltd Application Form

This Application Form relates to the offer of 4,500,000 Placement Options to the Placees (or their nominees) (**Placement Offer**) in Applabs Technologies Ltd (**Company**), pursuant to the Company's prospectus dated 10 June 2016 (**Prospectus**). The Prospectus will expire 13 months after this date. The Prospectus contains information about investing in securities of the Company and you must read the Prospectus before applying for Placement Options. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus. While the Prospectus is current, the Company will send paper copies of the Prospectus, and an Application Form, on request and without charge to any person eligible to participate in the offers under the Prospectus.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars and the correct forms of registrable titles to use on the Application Form are contained below.

- A** Insert the number of Options you wish to apply for.
- B** Write the full name you wish to appear on the statement of holdings. This must be either your own name or the name of the company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that are presently registered in the CHES system.
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- D** Please enter your postal address for all correspondence. All communications to you from the share registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- E** Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application. Before completing the Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for Placement Options in the Company upon and subject to the terms of this Prospectus, and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.
- Privacy** – Please refer to the Prospectus for details about the collection, holding and use of your personal information. If you do not provide the information required on this Application Form, the Company may not be able to accept or process your Application.

Correct form of Registrable Title

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual Use names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult; do not use the name of a minor.	John Alfred Smith <Peter Smith>	Peter Smith
Company Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use executor(s) personal name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of late John Smith
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The Company reserves the right to extend the Closing Date or close the Placement Offer early without prior notice.**