

REDCHIP INTERNATIONAL LIMITED

ACN 111 398 040



REPLACEMENT PROSPECTUS

25 January 2016

For an offer of up to 12,500,000 Shares at an issue price of \$0.20 per Share to raise up to \$2,500,000.

An investment in RedChip International Limited involves various risks and should be considered highly speculative.

IMPORTANT INFORMATION

This Prospectus is a prospectus for the purposes of satisfying Chapters 1 and 2 of the ASX Listing Rules. This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers.

www.redchipinternational.com.au



Letter to Investors

25 January 2016

Dear Investor,

On behalf of the Directors of RedChip International Limited (formerly VGP Corporation Limited), it gives me great pleasure to present this Prospectus and offer you this opportunity to invest in this Company.

On 21 December 2015 at an Extraordinary General Meeting the Company's shareholders voted in favour of, amongst other matters, approving the change of activities and the change of name of the Company, such that the Company will become an investor relations and digital media service provider.

The change of activities will occur through the acquisition of rights and entitlements from RedChip Companies Inc, an established world-wide investor relations and digital media company to conduct the business of RedChip Companies Inc outside the countries within the continents of North and South America ("Territory"). The Company will acquire an exclusive licence for the intellectual property, know how, trade secrets and confidential information rights of RedChip to operate in the Territory. The Company will also receive an assignment of existing customer contracts of the RedChip business relevant to the Territory. In addition, RedChip will provide support services to the Company under an agreed fee arrangement for a period of up to three years.

The purpose of this Offer is to achieve Spread by obtaining approximately 380 additional shareholders holding a Minimum Parcel of 10,000 shares at an issue price of \$0.20 per Share and to raise up to \$2,500,000. The funds raised by this Offer will primarily provide the Company with capital to establish its platform in Australia, expand its sales, marketing and development activities, and to support its near term growth strategy.

The Board acknowledges that the proposed acquisition would be subject to ASX and regulatory approvals, including re-compliance with Chapters 1 and 2 of the ASX Listing Rules. Subject to completion of the transaction the company will be listed on the ASX in first quarter 2016 and trade under ASX code "R3D".

This Prospectus contains detailed information about the Offer including the proposed activities of the Company, as well as the material risks associated with an investment in the Company. An investment in RedChip International Limited is highly speculative and I encourage you to read this document carefully before making your investment decision.

I look forward to welcoming you as a fellow shareholder in the Company.

Yours faithfully

Alberto Migliucci
Chairman
RedChip International Limited



CORPORATE DIRECTORY

Current Directors

Alberto Migliucci – Chairman
Yuen Loke Chin – Non-Executive Director
Kasudjono Harianto – Non-Executive Director
Michael Thirnbeck – Non-Executive Director

Additional Proposed Director

David Gentry - Executive Director

Company Secretary

Mr Tai Phan

Registered Office

Unit 16, 45 Powers Road,
Seven Hills NSW 2147
Australia
Phone: +612 9624 4144
Fax: +612 9624 4188
admin@redchipinternational.com.au

ASX Code

R3D

Share Registry

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

Solicitors to the Offer

Simpsons Solicitors
Level 2, Pier 8/9
23 Hickson Road,
Millers Point NSW 2000

Investigating Accountant

Hall Chadwick Corporate (NSW) Limited
Level 40,
2 Park Street
Sydney NSW 2000

Auditor

Deloitte Touche Tohmatsu
Level 14, Woodside Plaza
240 St Georges Terrace
Perth WA 6000

Website

www.redchipinternational.com.au

IMPORTANT INFORMATION

Replacement Prospectus

This replacement prospectus replaces the original prospectus dated 23 December 2015 and lodged with the Australian Securities and Investments Commission on that date. For the purposes of this document, this replacement prospectus will be referred to as the "Prospectus".

The areas of change since the original prospectus are:

- Highlighting the highly speculative nature of the investment.
- Updating the ASX code of the Company to R3D following the change of ASX code on 8 January 2016.
- Including the capital structure table post completion of the Transaction in the Offer Summary and increasing the disclosure in the table where it appears in the Prospectus.
- Including an extract of the table disclosing the voting power of the Directors in the Offer Summary.
- Including the voting power of David Gentry and Alberto Migliucci in the Key Risks section.
- Inclusion of the Restricted Securities to be issued and potentially issued and their impact to liquidity in the Key Risks section.
- Inclusion of additional information regarding the Restricted Securities that may be on issue post completion of the Transaction at section 1.8.
- Inclusion of additional information regarding the material contracts described at section 4.5.1.
- Inclusion of an explanation of potential liability of persons named in the Prospectus at section 9.17.
- Inclusion of RedChip Companies Inc. as an entity that has provided its consent to be

named in the Prospectus at section 9.17.

- Amendment of statements in the Prospectus regarding the sufficiency of working capital to achieve the objectives stated in the Prospectus so as to comply with Listing Rule 1.3.3(a).
- Disclosure of an additional loan from a related party at section 2.5.
- Updating the key dates for the Offer arising from the issue of this Prospectus and the confirmation by the ASX of the date by which the Company must be re-instated to quotation on the ASX to avoid automatic de-listing.
- Minor corrections to the number of Shares following the share consolidation that took effect on 23 December 2015.

Offer

The Offer contained in this Prospectus is an invitation to acquire fully paid ordinary shares in RedChip International Limited.

RedChip International Limited was formerly known as VGP Corporation Limited.

Lodgement and Listing

This Prospectus is dated 25 January 2016 and a copy was lodged with the Australian Securities and Investments Commission on that date. No securities will be issued on the basis of this Prospectus after 25 April 2016.

The Company is listed on the ASX Limited and currently suspended from trading pending the Company re-complying with Chapters 1 and 2 of the Listing Rules. The fact that the Shares may be quoted on the ASX is not to be taken as an indication of the merits of the Company or the Shares. None of ASIC, ASX or their officers take any responsibility for the content of this Prospectus or for the merits of the investment to which this Prospectus relates.

The Company does not intend to issue any Shares unless and until the ASX has confirmed that the Company will, upon issue of the Shares, have re-complied

with Chapters 1 and 2 of the Listing Rules and that the Shares will be quoted on the ASX. If permission is not granted for the Shares to be quoted within 3 months of the date of this Prospectus or such longer period permitted by the Corporations Act or with the consent of ASIC, all Application monies received pursuant to the Prospectus will be refunded in full without interest within the time prescribed by the Corporations Act.

Note to Applicants

The information in this Prospectus is not financial product advice and does not take into account your investment objectives, financial situation or particular needs.

It is important that you read this Prospectus carefully and in its entirety before deciding whether to invest in RedChip International Limited. In particular, you should consider the risk factors that could affect the performance of the Company. You should carefully consider these risks in light of your personal circumstances (including financial and tax issues) and seek professional guidance from your Broker, solicitor, accountant or other independent professional adviser before deciding whether to invest in Shares. Some of the key risk factors that should be considered by prospective investors are set out in Section 5. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

You should also consider risk factors that could affect the Company's business, financial condition and results of operations.

No person named in this Prospectus, nor any other person guarantees the performance of RedChip International Limited, or the repayment of capital or any return on investment made pursuant to this Prospectus.

No offering where offering would be illegal

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares or the Offer, or to otherwise permit a public offering of the Shares in any jurisdiction outside

Australia and New Zealand. The distribution of this Prospectus outside Australia or New Zealand may be restricted by law and persons who come into possession of this Prospectus outside Australia or New Zealand should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus may not be distributed to, or relied upon by, persons in the United States of America or who are US Persons.

The Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any State of the United States of America, and may not be offered or sold in the United States of America, or to, or for the account or benefit of a US Person, except in a transaction exempt from the registration requirements of the US Securities Act and applicable United States of America State securities laws. The Offer is not being extended to any investor outside Australia and New Zealand. This Prospectus does not constitute an offer or invitation to potential investors to whom it would not be lawful to make such an offer or invitation and the submission of an Application.

Singapore

This Prospectus has not been and will not be lodged with and registered by the Monetary Authority of Singapore as a Prospectus under the Securities and Futures Act, Section 289 of Singapore ("SFA") and the Shares will be offered in Singapore pursuant to exemptions invoked under Subdivision 4, Division 1 of Part XIII of the SFA, in particular section 274 and section 275, of the SFA. Accordingly, this Prospectus and any other offering document or material in connection with the offer of the Shares may not be issued, circulated or distributed in Singapore, nor may any of the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) an institutional investor under section 274 of the SFA, (ii) a relevant person pursuant to section 275(1) of the SEA, (iii) any person pursuant to an offer referred to in section 275(1A) of the SFA, or (iv) pursuant to and in accordance with the conditions of any other applicable provision of the SFA.

Where the Shares are subscribed or purchased by (i) an institutional investor pursuant to section 274 of the SFA, (ii) a relevant person pursuant to section 275(1) of the SFA, or (iii) any person pursuant to an offer referred to in section 275(1A) of the SFA, such Shares shall not be sold within a period of six months from the date of the initial acquisition to any person other than an institutional investor under section 274 of the SFA, to a relevant person as defined in section 275(2) of the SEA, or to any person pursuant to an offer referred to in section 275(1A) of the SFA and in accordance with the conditions of the SFA.

Where the Shares are subscribed or purchased under section 275 of the SFA by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, securities of that corporation or the beneficiaries' rights and interest in that trust shall not be transferred within six months after that corporation or that trust has acquired the Shares under section 275 of the SFA unless (i) that transfer: (a) is made only to an institutional investor under section 274 of the SEA or to a relevant person as defined in section 275(2) of the SFA; or (b) arises from an offer referred to in section 275(1A) of the SFA; (ii) no consideration is or will be given for the transfer; or (iii) the transfer is by operation of law, and in accordance with the conditions of the SFA.

Hong Kong

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

This Prospectus has not, and will not be registered as a Prospectus under the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (the "**Companies Ordinance**") and it has not been authorised for registration by the Securities and Futures Commission in Hong Kong and, accordingly, this Prospectus must not be issued to the public (i) offering shares of the Company

to the public for subscription or purchase for cash or (ii) inviting offers by the public to subscribe for or purchase for cash or other consideration any shares in or debentures of the Company.

The Company has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any of the Shares other than:

(i) to "professional investors" as defined in the Securities and Futures Ordinance (the "**SFO**") (Chapter 571 of the Laws of Hong Kong) and any rules under the SFO or as otherwise permitted under the Seventeenth Schedule of the Companies Ordinance; or

(ii) in other circumstances which do not result in the document being a "Prospectus" as defined under the Companies Ordinance or which do not constitute an offer to the public within the meaning of the Companies Ordinance.

Unless permitted by the securities laws of Hong Kong, no person may issue or have in its possession for issue, whether in Hong Kong or elsewhere, any other invitation, advertisement or document relating to shares in the Company, which is directed at, or the contents of which are likely to be accessed or read by the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to shares in the Company which are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO or as otherwise permitted under the Seventeenth Schedule of the Companies Ordinance and any other applicable sections under the SFO.

New Zealand Shareholder Disclosure

This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 and Regulations. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings—Australia) Regulations 2008.

This Offer and the content of the Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 and Regulations (Australia) set out how the Offer must be made.

There are differences in how securities are regulated under Australian law. For example, the disclosure of fees for collective investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies, and compensation arrangements for New Zealand securities.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to the Offer. If you need to make a complaint about the Offer, please contact the Financial Markets Authority, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian securities is not the same as for New Zealand securities.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The Offer may involve a currency exchange risk. The currency for the Shares is not New Zealand dollars. The value of the Shares will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the Shares to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the Shares are able to be traded on a securities market and you wish to trade the securities through that market, you will have to make arrangements for a participant in that market to sell the securities on your behalf. If the securities market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.

Defined Terms

Capitalised terms are as defined in the Glossary. Unless otherwise stated or implied, references to time in this Prospectus are to Sydney time. Unless otherwise stated or implied, references to dates or years are calendar year references. All financial amounts contained in this Prospectus are expressed in Australian dollars unless otherwise stated. Any discrepancies between totals and sums and components in tables contained in this Prospectus are due to rounding.

Disclaimer

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

This Prospectus contains forward looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'expects', 'intends' and other similar words that involve risks and uncertainties.

These forward looking statements are subject to various risk factors that could cause RedChip International Limited's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5.

Obtaining a copy of this Prospectus

This Prospectus is available to investors in electronic form at <http://www.redchipinternational.com.au/documents/RedChip%20International%20Prospectus.pdf>

The Offer constituted by this Prospectus in electronic form is available only to Australian residents accessing the website from Australia. It is not available to persons in the United States. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

A paper copy of the Prospectus is available free of charge to any person in Australia by email to RedChip

Applications for Shares by persons who are not Eligible Shareholders may only be made on the appropriate Application Form attached to, or accompanying, this Prospectus in its paper copy form, or in its soft copy form which must be downloaded in its entirety from the Company website. By making an Application, you declare that you were given access to the Prospectus, together with an Application Form. The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to, or accompanied by, this Prospectus in its paper copy form or the complete and unaltered electronic version of this Prospectus.

Diagrams

Diagrams used in the Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Prospectus.

Privacy

By completing an Application Form, you are providing personal information to the Company and the Share Registry, which is contracted by the Company to manage Applications. The Company and the Share Registry on their behalf, collect, hold and use that personal information to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration.

Once you become a Shareholder, the Corporations Act and Australian taxation legislation requires information about you (including your name, address and details of the Shares you hold) to be included in the RedChip International Limited public register. The information must continue to be included in RedChip International Limited public register if you cease to be a Shareholder. If you do not provide all the information requested, your Application Form may not be able to be processed.

The Company and the Share Registry may disclose your personal information for purposes related to your investment to their agents and service providers including those listed below or as

- The Share Registry for ongoing administration of the Shareholder register;
- Printers and other companies for the purpose of preparation and distribution of documents and for handling mail;
- Market research companies for the purpose of analysing the Company's shareholder base and for product development and planning; and
- Legal and accounting firms, auditors, management consultants and other advisers for the purpose of administering, and advising on, the Shares and for associated actions.

You may request access to your personal information held by or on behalf of the Company. You can request access to your personal information or obtain further information about RedChip International Limited's privacy practices by contacting the Share Registry. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information. RedChip International Limited aims to ensure that the personal information it retains about you is accurate, complete and up-to-date. To assist with this, please contact the Share Registry if any of the details you have provided change.

In accordance with the requirements of the Corporations Act, information on the Shareholder register will be accessible by members of the public.

Electronic Prospectus

In accordance with ASIC Regulatory Guide 107 the Company has made this Prospectus available electronically in the identical format and content as the Prospectus lodged with ASIC.

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. If you have not, please email the Company at admin@redchipinternational.com.au and the Company will send you, for free, either a hard copy or a further electronic

copy of the Prospectus or both. Alternatively, you may obtain a copy of the Prospectus from the Company's website at <http://www.redchipinternational.com.au/documents/RedChip%20International%20Prospectus.pdf>

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.

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INVESTMENT OVERVIEW

KEY DATES

Lodgement of Prospectus with ASIC	25 January 2016
Record Date for Priority Allocation	23 December 2015
Opening Date	1 February 2016
Closing Date	26 February 2016
Allotment of Shares under Prospectus	18 March 2016
Shares commence trading on ASX	23 March 2016

These dates are indicative only and may vary without notice. The Company reserves the right to close the Offer early or extend the Closing Date and accept late Applications without prior notice. The Company also reserves the right to withdraw the Offer at any time.

KEY PRO FORMA OFFER DETAILS

Offer Price	\$0.20
Maximum number of Shares available under the Offer	12,500,000
Maximum number of Shares available under the Priority Allocation	12,500,000
Maximum total number of Shares on issue	71,147,058

OFFER SUMMARY

Question	Response	More Info
Who is issuing this Prospectus?	RedChip International Limited (ACN 111 398 040) formerly known as VGP Corporation Limited. The Company is currently listed on the ASX under ticker code "R3D".	Section 2.
What is the Offer?	The Company is inviting subscriptions for up to 12,500,000 Shares at \$0.20 per Share with a Priority Allocation to Eligible Shareholders of 12,500,000 Shares.	Section 1.1.
	There is no prospective financial information in this Prospectus and accordingly any investment in the Company is highly speculative.	
What is the Minimum Application?	Applications must be for a minimum of 10,000 Shares (\$2,000) representing a minimum investment of \$2,000 and thereafter in multiples of 1,000 Shares (\$200).	Section 1.1.
What is the Priority Allocation?	Every Eligible Shareholder who applies under the Offer and holds less than 10,000 Shares will receive such number of Shares under the Offer so as to increase the number of Shares they hold in the Company to equal a Minimum Parcel.	Section 1.4.
	Thereafter the Board will allocate a Minimum Parcel to applicants who are not Eligible Shareholders up until the point where, on issue of the Shares under the Offer, the Company has achieved the required Spread (400 Shareholders holding a Minimum Parcel)	
	If the Board decides to issue more Shares than is required to achieve Spread, the Board will allocate the Shares available under the Priority Allocation to Eligible Shareholders who have applied for Shares under the Offer at the Board's discretion, but in priority to applications from persons who are not Eligible Shareholders.	
What is the purpose of the Offer?	The Offer is for several purposes. One purpose is the achieving of Spread and to satisfy the ASX requirements for the lifting of the suspension of the Company's Shares.	Sections 1.3 and 2.4.

To achieve Spread the Company requires approximately 380 additional Shareholders holding a Minimum Parcel.

A Minimum Parcel is 10,000 Shares.

The second purpose is to raise capital to launch the Company's platform in Australia, grow its sales, marketing and development activities, and to support its near term growth strategy. Part of the capital raise will also be applied to meeting the costs of the Offer.

What will be the capital structure of the Company?

The capital structure of the Company following completion of the Offer is summarised in the table below.

Section 1.7.

Description	Number	% of Total Shares
Fully paid ordinary shares on issue.	26,647,058	37.45%
Shares issued as consideration under the Intellectual Property Deed- to be issued to RedChip Companies Inc, a company controlled by David Gentry,	30,000,000	42.17%
New Shares issued under the Offer	12,500,000	17.57%
Shares issued to Petra Commodities Pte Ltd, a company controlled by Alberto Migliucci.	2,000,000	2.81%
Total Shares	71,147,058	100%

Note: Does not include the 5,000,000 Deferred Consideration Shares that may be issued subject to the financial performance of the Company post completion of the Transaction. If all of the Deferred Consideration Shares are issued the total Shares on issue will be 76,147,058 Shares.

What will be the voting power of the Directors in the Company?

	Shares held following completion of Transaction, the issue of the Shares to Petra Commodities Pte Ltd plus the Shares that are expected to be issued under the Prospectus	Voting Power-
Total Shares on Issue	71,147,058 <i>[76,147,058]</i>	
RedChip Companies Inc.	30,000,000 <i>[35,000,000]</i>	42.17% <i>[45.96%]</i>
Petra Commodities Pte Ltd/ Petra	25,821,863	36.29% <i>[33.91%]</i>

Section 5.2.5.

Pacific Pte Ltd		
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Notes:

- a) David Gentry has a relevant interest in the Shares held by RedChip Companies Inc.
- b) Alberto Migliucci has a relevant interest in shares held by Petra Commodities Pte Ltd and Petra Pacific Pte Ltd.
- c) The figures in *[square brackets and italics]* are combined with the Deferred Consideration Shares on the basis that all the Deferred Consideration Shares are issued and there are no other Share issues that dilute the voting power.

Will the Shares be quoted on the ASX?	Yes.	Section 1.10.
Is the Offer underwritten?	No.	Section 1.6.
Who can participate in the Offer?	Persons who have a registered address in Australia or New Zealand can apply under the Offer.	Page (v-vi) of the Important Information section.
How do I apply for Shares?	Applications for Shares under the Offer by must be made using the Application Form. Payment for the Shares must be made in full at the issue price of \$0.20 per Share. Completed application forms and accompanying cheques must be mailed or delivered to: RedChip International Limited C/o Security Transfer Registrars Pty Ltd 770 Canning Highway Applecross WA 6153 Cheques should be made payable to “RedChip International Limited – Share Offer Account” and crossed “Not Negotiable”. Completed application forms must reach the above address by no later than the Closing Date. The Company reserves the right to close the Offer early. Eligible Shareholders will receive a personalised Priority Application Form and will be able to subscribe for shares by BPAY®.	Section 1.1.
When will I know if my application has been successful?	A holding statement confirming your allocation under the Offer will be sent to you if your application is successful.	Section 1.12.
How can further information be obtained?	Please contact admin@redchipinternational.com.au if you have any questions relating to the Offer.	-

If you are uncertain as to whether an investment in the Company is suitable for you, please contact your stockbroker, financial adviser, accountant, lawyer or other professional adviser.

ABOUT THE COMPANY

The Company has been listed on the ASX since 2004, originally operating as a property development company. The Company has been dormant since May 2011 following the appointment of Administrators to the Company.

In December 2015 the Company entered into the Transaction Documents to acquire the rights and entitlements to conduct the investor relations and digital media services business of RedChip in the Territory, subject to Shareholder approval.

On 21 December 2015, Shareholders approved the Transaction. The Transaction will not complete until, amongst other matters, the issue of Shares under this Offer is completed.

Set out in the table below is a summary of the Company on completion of the Transaction. The summary should be read in the light of other information in this Prospectus.

Topic	Summary	More Info.
Overview of the Service Offering	<p>The Company will provide investor relations and digital media services to publicly listed companies and companies seeking access to capital markets.</p> <p>The Company will initially focus on opportunities amongst Australian companies and will then look to expand into other areas within the Territory as opportunities arise.</p>	Sections 4.1 and 4.3.
Business Model	<p>The Company will earn a combination of fixed and variable fees by providing investor relations and digital media services to publicly listed companies and companies seeking access to capital markets.</p> <p>The Company's Service Offering is designed to help companies reach and engage retail and institutional investors globally using proprietary content creation and distribution across major multimedia channels, combined with capital markets and corporate messaging consulting services.</p>	Section 4.4.

Objectives and Strategy for Growth	The Company's objectives and strategy for growth is, in order of priority, to:	Sections 4.4 and 4.7.
	<ul style="list-style-type: none"> • Establish operational and sales teams in Sydney, Australia. • Establish digital media facilities which includes a TV studio and video team in Australia. • Develop brand awareness positioning the Company as the best-in-class investor relations firm in Australia. • Develop expertise in biotech and commodities stocks, primarily targeting Australian listed companies with market caps of \$2 billion and under. • Longer term, expand the footprint into Singapore, Hong Kong, Europe, and the Middle East, leveraging the global reach of the RedChip Money Report TV show. • Leverage global relationships and contacts to establish offices with key personnel in Singapore, London, and Hong Kong within 24 months. 	
Board and Management Team	On completion of the Transaction, David Gentry will be appointed as a Director and Chief Executive Officer of the Company.	Section 8.1.
	The current Board will remain as Directors.	
Dividend Policy	The Company does not have, and does not intend to establish in the near future, a dividend policy.	Section 9.14
Future Capital Requirements or Share Issues	The Directors confirm that, in their opinion, on completion of the Offer, the Company will have sufficient working capital to carry out its objectives as stated in this Prospectus.	Sections 1.2, 4.4, 5.1.1, 5.1.8 and 5.2.4
	Consistent with its strategic objectives, the Company may acquire additional businesses or expand into new regions and may need capital beyond what is sought in this Offer to execute such acquisitions and expansion. The Company may also require additional capital to support the operation of its intended business in Australia.	
	The raising of further capital may, and the use of Shares as consideration for acquisitions will, dilute the interests of existing Shareholders.	
	The Company may also issue Shares or other securities in the future as consideration for	

acquisitions.

Historical Financial Performance of Company	FY end 30 June	2013	2014	2015	Section 6.2.
	Revenue	\$0	\$0	\$0	
	Profit (Loss) Before Tax ('000)	\$35,990	\$(64)	\$(129)	
Pro-Forma Financial Position at 30 June 2015 (un-audited)	Total Assets: \$8,084,694				Section 6.4.
	Total Liabilities: \$468,268				
	Total Equity: \$7,616,426				
Related Party Interests	There are no existing agreements or proposed arrangements and there are no currently proposed transactions in which the Company was, or is to be, a participant, and in which any related party had or will have a direct or indirect material interest, other than highlighted below and detailed elsewhere in this Prospectus.				Sections 2.5, 3.2.1-3, 3.3, 8.3 and 8.3.1.

Transaction Documents

The Transaction will involve the acquisition of rights and entitlements from, the entry into of an agreement for services with, and the issue of Shares to RedChip Companies Inc, a related party of the Company being an entity controlled by David Gentry, a proposed director of the Company.

The acquisition and issue of Shares was approved by Shareholders on 21 December 2015 under the Listing Rules. The Directors are of the view that the acquisition of rights and entitlements from RedChip, the entry into of a service contract with RedChip and issue of Shares to RedChip are on arm's length terms.

Issue of Shares to Petra Commodities Pte Ltd

On completion of the Transaction, Petra Commodities Pte Ltd will be issued with 2,000,000 Shares as repayment of loans by Petra Pacific Pte Ltd to the Company.

If the Transaction does not complete, the loans by Petra Pacific Pte Ltd will remain in place.

Director Remuneration

The Non Executive Directors will be paid a fixed fee including superannuation of \$30,000 per annum.

The Chairman will be paid a fixed fee including superannuation of \$125,000 per annum.

David Gentry will be employed as Chief Executive Officer on an annual salary of US\$200,000 inclusive of superannuation.

KEY STRENGTHS

This is a summary only. Investors should read the Prospectus in its entirety before making a decision to invest.

Strength		Summary	More Info.
Unique Service Offering		The Service Offering is unique and innovative, blending traditional investor relations with digital marketing and media services, a concept proven by RedChip's 22-year history of profitability, providing a strong competitive advantage.	Section 4.1 and 4.3.1-4.
Support from RedChip		The Company will commence providing the Service Offering utilising the RedChip name and with the support of RedChip, which has represented hundreds of public companies across dozens of industries. RedChip has cultivated an active database of 60,000 retail and institutional investors and is the only investor relations media company to air on the Bloomberg Network.	Sections 3.2.3 and 4.3.1-4.
Strong Sheet and existing Contracts	Balance and	The Company will have, based on the Offer being fully subscribed, approximately \$1,500,000 in cash on completion of the Transaction together with four existing Contracts currently producing revenue and a pipeline of Contracts expected to deliver revenue in the short term.	Section 1.2, 3.2.2 and 4.5.1
Significant Management Ownership		David Gentry, the Chief Executive Officer and owner of RedChip, will own and control a significant proportion of the Company. This level of ownership serves to align the interests of management with those of the Shareholders.	Section 5.2.5
Opportunity for Growth		The Service Offering is unique and innovative unlike what is currently offered in Australia, Asia, and Europe. In Australia alone there are 2,200 listed companies and issuers representing an approximate \$1.5 trillion in total market capitalisation. There are over 10,000 companies with market capitalisation of \$2 billion or less in the other regions within the Territory.	Section 4.7

KEY RISKS

This is a summary only. The risks highlighted below together with other risks are described in Section 5.

Risk	Summary	More Info.
Developing Business Territory	The Company will be establishing its business in Territory. While there are four existing Contracts that will be transferred to the Company from RedChip, the revenue from the Contracts may not be sufficient to meet the capital and operational expenses of the Company.	Sections 4.5, 4.5.1, 5.1.1 and 5.1.6.
Dependence on Support Services Agreement	On completion of the Transaction, the Company will rely upon the Support Services Agreement to conduct its business. There is no guarantee that the Company will be entirely self-sufficient before the end of the 3 year term of the Support Services Agreement. During the term of the Support Services Agreement the Company will rely upon RedChip to perform its obligations properly and expediently so that the Company may meet its obligations to its clients.	Sections 4.4, 3.2.3, 5.1.7.1-4
Capital Markets and Economic Conditions	Bear markets, recessions and poor macro economic conditions influence the level of activity by clients seeking access to the capital markets. Poor market conditions will also impact upon the likelihood of success fees being generated by the Company. Additionally, the Company focuses most of its efforts on small- and mid-cap companies. These securities tend to be more volatile and experience a greater decline during a market downturn.	Sections 4.5 and 5.1.2.
Clients are primarily Small and Micro-cap Entities	Small and mid cap companies exhibit greater volatility and lower liquidity. These characteristics reduce the interest from institutional investors. This lower level of interest reduces the likelihood of successful capital raising, and ultimately lead to lower fees for the Company.	Sections 4.5, 5.1.3 and 5.1.4.

Concentration of Ownership and Control	David Gentry will control at least 42% of the Company which will provide him with effective control over the outcome of any ordinary resolution and the ability to block the passage of any special resolution on which he is entitled to vote. This concentration of ownership, together with the other substantial shareholder, Alberto Migliucci will limit the influence that Shareholders have over matters requiring Shareholder approval.	Section 5.2.5 and 5.2.6
Liquidity	<p>The 30,000,000 Shares to be issued to RedChip will be Restricted Securities and will be unable to be traded for 24 months from the date the Company's Shares re-commence trading on the ASX.</p> <p>If the Deferred Consideration Shares are issued, they will also be Restricted Securities and unable to be traded during the 24 months from the date the Company's Shares re-commence trading on the ASX.</p> <p>There is also the possibility that 23,183,000 Shares currently held by Petra Pacific Pte Ltd and its transferees will be Restricted Securities and will be unable to be traded for 24 months from the date the Company's Shares re-commence trading on the ASX.</p> <p>The number of Restricted Securities will limit the liquidity in the Company's Shares and therefore the ability of an investor to readily dispose of, or acquire additional, Shares.</p>	Section 1.8 and 5.2.5.

1. DETAILS OF THE OFFER

1.1 The Offer

The Company will offer for subscription up to 12,500,000 Shares at \$0.20 per Share to raise up to \$2,500,000 with a Priority Allocation for Eligible Shareholders. All Shares issued will be fully paid ordinary shares and will rank equally in all respects with the Shares already on issue. Subscription monies must be paid in cash at \$0.20 per Share.

Applications must be for a minimum of 10,000 Shares representing a minimum investment of \$2,000 and thereafter in multiple of 1,000 Shares (\$200) and must be made by either completing the Application Form attached to or accompanying this Prospectus, or by paying the subscription amount by BPAY[®] if the application is made by an Eligible Shareholder.

The instructions for payment by BPAY[®] for Eligible Shareholders are contained within the Priority Application Form attached to or accompanying this Prospectus.

1.2 Use of Proceeds

The Company intends to use the funds raised by the Offer for development capital, working capital and to apply towards the costs of the Offer.

Set out below is a table describing the use of funds over the 3 years from completion of the Transaction. Ongoing expenses in FY18 not covered by the funds raised will need to be met out of operational cash flow.

Use of Funds	FY 16	FY17	FY18
Costs of Offer and Transaction Costs	\$153,000	-	-
Corporate Costs	\$25,000	\$100,000	\$100,000
Support Services Agreement	\$437,500	\$267,500	\$95,000
Systems design and Integration	\$20,000	\$20,000	N/A
Rent	\$20,000	\$60,000	-
Computer and Office Equipment	\$75,000	\$25,000	N/A
Salaries (including CEO cost)	\$150,000	\$800,000	-

Business Development, Advertising and Marketing	\$25,000	\$75,000	-
Cumulative Total	\$905,500	\$2,253,000	\$2,448,000

Note: The above table assumes completion of the Proposed Transaction occurs in mid March 2016 and does not include commissions that may be payable to brokers engaged for the capital raising.

The Directors confirm that, in their opinion, on completion of the Offer, the Company will have sufficient working capital to carry out its objectives as stated in this Prospectus.

There may be differences between the estimated and actual costs in the event that circumstances affecting the achievement of its objectives as stated in this Prospectus change and this difference may be material. There may be difficulties in obtaining additional financing for any shortfall. In this regard, please consider the risks set out in the Risk Factors in Section 5.

1.3 The Purpose of the Offer

This Prospectus is required to:

- Satisfy Listing Rule 1.1 Condition 3;
- Offer Shares for the purpose of achieving Spread and a free float of shares under Listing Rule 1.1 Condition 1 and to thereby satisfy the ASX requirements for re-quotations of the Company's Shares following a change to the nature and scale of the Company's activities; and,
- Raise funds to cover the costs of the Offer, working capital of the Company and the development costs of the business following completion of the Transaction

1.4 Priority Allocation

The maximum number of Shares available under the Priority Allocation is 12,500,000 Shares.

The Priority Allocation will be applied as follows:

1. Eligible Shareholders holding less than a Minimum Parcel will receive a minimum number of Shares under the Priority Allocation to bring their total shareholding up to a Minimum Parcel.
2. Subject to paragraph 3 below, Eligible Shareholders holding more than a Minimum Parcel, including Shares allocated under subparagraph (1) above, will only receive additional Shares under the Priority Allocation once all the valid applications from Eligible Shareholders holding less than a Minimum Parcel have been satisfied.

3. The Directors may reduce number of Shares available under the Priority Allocation if necessary to achieve Spread. In such circumstances the Directors may allocate Shares from the Priority Allocation to applications from non- Eligible Shareholders.

Eligible Shareholders are not restricted to participating in the Priority Allocation and any applications for Shares by Eligible Shareholders which are not satisfied in whole or in part under the Priority Allocation will be considered as a general application under the Offer.

1.5 No Minimum Subscription

There is no minimum raising for the Offer although the Company will need to raise sufficient funds to ensure that it has working capital of at least \$1,500,000.

The Offer is conditional upon the Company receiving sufficient applications from Shareholders, or applications by persons who are not Shareholders, that upon completion of the Offer the Company has a minimum of 400 Shareholders with a Minimum Parcel and a free float of Shares of at least 10% of issued capital.

1.6 Underwriting

The Offer is not underwritten.

1.7 The effect of the Offer – Capital Structure

The capital structure of the Company following completion of the Offer is summarised in the table below.

Description	Number	% of Total Shares
Fully paid ordinary shares on issue.	26,647,058	37.45%
Shares issued as consideration under the Intellectual Property Deed- to be issued to RedChip Companies Inc, a company controlled by David Gentry.	30,000,000	42.17%
New Shares issued under the Offer	12,500,000	17.57%
Shares issued to Petra Commodities Pte Ltd, a company controlled by Alberto Migliucci.	2,000,000	2.81%
Total Shares	71,147,058	100%

Note: Does not include the 5,000,000 Deferred Consideration Shares that may be issued subject to the financial performance of the Company post completion of the Transaction. If all of the Deferred Consideration Shares are issued the total Shares on issue will be 76,147,058 Shares.

1.8 Restricted Securities

Shares issued under this Offer will not be Restricted Securities.

It is at the discretion of the ASX whether any Shares on issue at the date of this Prospectus, or Shares to be issued as a part or incidental to the Transaction, will be Restricted Securities.

The Shares issued as consideration under the Intellectual Property Deed will be Restricted Securities and will be unable to be traded for a period of 2 years from the date the Shares commence trading on the ASX. The Deferred Consideration Shares will also be Restricted Securities and unable to be traded for a period of 2 years from the date the Company's Shares re-commence trading on the ASX.

90,810 of the Shares to be issued to Petra Commodities Pte Ltd may be Restricted Securities and unable to be traded for a period of 2 years from the date the Shares commence trading on the ASX.

23,183,000 of the Shares currently issued and held by Petra Pacific Pte Ltd and their transferees may be Restricted Securities and unable to be traded for a period of 2 years from the date the Shares re-commence trading on the ASX.

1.9 Scale back and General Allocation Policy

The Directors reserve the right to allot Shares in full for any application or to allot any lesser number or to decline any application. Where the number of Shares allotted is less than the number applied for, or where no allotment is made, the surplus application money will be returned by cheque to the applicant within seven (7) days of the allotment date.

Other than under the Priority Allocation for Eligible Shareholders holding less than a Minimum Parcel, no applicant under the Offer has any assurance of being allocated all or any of the Shares for which they have applied.

1.10 ASX Quotation

The Company will lodge an Appendix 1A ASX Listing Application and Agreement and apply for the Shares under this Offer to be quoted on ASX within 7 days of the date of this Prospectus.

If the Shares are not admitted to quotation on ASX within three months after the date of issue of this Prospectus, or such period as is permitted by the Corporations Act, the Company will not issue or allot any Shares, and will repay all Application Monies within the time prescribed under the Corporations Act without interest.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may lift the current suspension of the Company's securities and quote

the Shares on the ASX is not to be taken in any way as an indication of the merits of the Company or the Shares offered pursuant to this Prospectus.

1.11 Trading on ASX

The Company will trade under the ASX code “R3D” upon the allotment of Shares under the Offer.

1.12 Chess and Issuer Sponsored Holdings

The Company participates in the Clearing House Electronic Subregister System (CHESS). CHESS is operated by a wholly owned subsidiary of ASX, in accordance with the ASX Settlement Operating Rules. Under CHESS, the Company does not issue certificates to investors. Instead, Shareholders will receive a statement of their holding in the Company. If an investor is broker sponsored they will receive a CHESS statement.

1.13 Costs of the Offer

The net fees and costs of the Offer, which will be borne by the Company, are estimated at \$153,000. These costs include all legal, accounting, corporate advisory, ASIC and ASX costs and other costs arising from this Prospectus and the Offer.

The Company reserves the right to pay a commission of up to 6% (inclusive of goods and services tax) of amounts subscribed to any licensed securities dealers or Australian Financial Services licensees 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. These fees are not included in the estimate of fees and costs of the Offer.

1.14 Taxation

The tax implications for investors in the Offer will depend upon the individual circumstances of the investor. Investors should obtain their own tax or financial planning advice before applying under the Offer. General tax commentary is included in section 9.13.

2. THE COMPANY

2.1 History

The Company was incorporated as Verticon Group Limited on 25 October 2004 and was admitted to the official list of the ASX on 17 December 2004. The Company's business was involved in the provision of construction and property development services including development planning and construction management. Since mid 2009 the Company was focussed on property development activities on a consultancy basis.

The Company had a history of significant operating losses which led to the Board of the Company appointing Administrators on 10 May 2011.

2.2 Deed of Company Arrangement

On 23 January 2013 the Company entered into a Deed of Company Arrangement which incorporated a capitalisation proposal under which the Company was to issue up to 100,000,000 Shares to raise up to \$220,000 following a 1:19 Share consolidation. The recapitalisation was to result in the existing Shareholders holding approximately 6.2% of the Company.

On 22 March 2013 the Shareholders approved the recapitalisation and reconstruction of the Company resulting in the Company being released from Administration.

On 10 April 2013, the Company issued 97,000,000 Shares to Petra Commodities Pte Ltd as part of the recapitalisation of the Company approved by the Shareholders.

On 12 June 2014, Petra Commodities Pte Ltd transferred its Shares to its wholly owned subsidiary, Petra Pacific Pte Ltd.

2.3 Suspension from Trading on ASX

The Company was suspended from trading on the ASX on 23 March 2011 and has remained in suspension since that date.

2.4 Change of Activities and Shareholder's Meeting of 21 December 2015

On 21 December 2015 the Company obtained Shareholder approval for, amongst other matters, the Transaction on the terms and conditions described in section 3.

The Transaction will result in a significant change to the nature and scale of the Company's activities and will amount to what is commonly called a "back door listing".

As a "back door listing" the Company must re-comply with the ASX admission requirements under Chapters 1 and 2 of the Listing Rules, and to receive written confirmation from the ASX that it has so complied, before the Company

completes the Transaction.

In accordance with the standard practice of the ASX, the Company will remain in suspension until the ASX is satisfied that the admission requirements under Chapters 1 and 2 of the Listing Rules have been met.

However, as a Company suspended since 2011 it is also subject to ASX Guidance Note 33, being the ASX's policy in respect to de-listing of long-term suspended entities. The Company has received confirmation from the ASX that if the Company is not reinstated to quotation by the commencement of trading on 23 March 2016, the Company will be removed from the official list before the opening of trading on 23 March 2016.

The Directors consider that the obtaining of Spread is the only significant impediment to the lifting of the suspension of the Company's securities.

2.5 Loans by Related Parties

On 31 December 2013 the Company received one loan from Petra Commodities Pte Ltd in the amount of \$25,600, restated at 30 June 2014 in the amount of \$27,785 as a loan from Petra Pacific Pte Ltd.

In the period 3 September 2014 to 30 June 2015, the Company received three loans from Petra Pacific Pte Ltd in the total aggregate amount of \$209,141.

On 3 July 2015, the Company received a loan of \$100,000 from Petra Pacific Pte Ltd.

On 4 January 2016, the Company received a loan of \$50,000 at an interest rate of 12.5% per annum from Penta Group Pte Ltd, a company controlled by Alberto Migliucci. The loan was applied toward the costs of the Offer and Transaction costs.

These loans are repayable, in amongst other circumstances, the event of the lender or any of its associates ceasing to hold at least 51% of the capital of the Company provided that the Company raises sufficient funds to continue as a going concern. This trigger for repayment will occur upon the completion of the Transaction, subject to the capital raised under the Offer.

At the EGM the Shareholders approved the issue of 2,000,000 Shares to Petra Commodities Pte Ltd to occur on completion of the Transaction. Petra Pacific Pte Ltd has agreed that the issue of the Shares shall discharge the Company from all liabilities under the loans to the Company, other than the loan from Penta Group Pte Ltd which shall remain repayable in cash.

3. THE TRANSACTION

3.1 Background

On 21 December 2015 the Company obtained Shareholder approval for various matters incidental to the Transaction. The Transaction Documents were executed on 22 December 2015.

Completion of the Transaction is conditional upon:

- The Company re-complying with Chapters 1 and 2 of the ASX Listing Rules and the suspension from trading of Company's securities being lifted by the ASX; and
- The Company issuing no more than 12,500,000 Shares under the Offer.
- The Company paying the balance of the fixed amount of fees payable under the Support Services Agreement into an escrow account.

3.2 Terms and Conditions of Transaction

The Transaction involves the Company acquiring the rights and entitlements from RedChip set out in section 3.2.1-3.2.3 below. The rights and entitlements are contained within the Transaction Documents that will become effective at completion of the Transaction.

The rights and entitlements acquired by the Company under the Intellectual Property Deed and the Deed of Assignment are "classified assets" as defined under the Listing Rules and accordingly the consideration for the acquisition of those assets is Restricted Securities.

3.2.1 *Intellectual Property Deed*

The Company will acquire the ownership of the technology, intellectual property, know-how, trade secrets, training material, training expertise, all digital collateral, and International TV rights to the RedChip Money Report TV Show and marketing expertise incidental to the Service Offering for the Territory. The ownership applies to assets in existence at the completion of the Transaction and any assets developed by RedChip at any time prior to the reversion of the assets. The ownership of these assets will revert to RedChip:

- After 10 years, or, if the Company elects to retain the rights for a further 10 years, after 20 years from completion of the Transaction;
- On demand by RedChip if the Company becomes insolvent or enters administration; or,
- The Company fails to pay the fixed amount fees (\$800,000) to the extent it is payable under the Support Services Agreement.

The Company is not restricted in the manner in which the Company conducts its business and the Company is not required to use the assets that it has obtained from RedChip in the performance of its business.

The Company is entitled to provide the Service Offering to clients based in the Territory. The Territory is worldwide excluding North, South and Central America.

RedChip will continue to service clients based in the Americas but will be prohibited from providing any part of the Service Offering to clients based in the Territory. The Company will be entitled to provide the Service Offering to clients based in the Territory but seeking access to the capital markets of the United States of America.

In the event of termination of the Intellectual Property Deed due to:

- Breach by RedChip;
- Insolvency of RedChip; or,
- RedChip ceasing to carry on its business,

the Company shall retain all assets necessary to allow the Company to continue to operate its business in the Territory. In other words, if any of those events occur there will be no reversion of the assets to RedChip after 10 or 20 years.

On expiry of the Intellectual Property Deed, the Company shall retain all rights in all adaptations and enhancements by the Company of the assets obtained under the Intellectual Property Deed. In other words, on expiry of the Intellectual Property Deed the Company will be able to continue to operate its business without requiring an additional licence or permission from RedChip. The Company will not however have the benefit of any developments to the assets made by RedChip after reversion of the assets to RedChip.

RedChip may only terminate the Intellectual Property Deed for material breach by the Company, and then only after giving the Company a reasonable opportunity to remedy the material breach.

RedChip has warranted to the Company that the assets transferred under the Intellectual Property Deed do not infringe any third parties rights, and has indemnified the Company, its directors and employees from any claims, loss, costs, damages of expense occurring as a result of a breach of the warranty.

The Company shall be entitled to use the name RedChip International Limited in perpetuity.

The consideration for the transfer of assets under the Intellectual Property Deed and the assignment of the Contracts and any future contracts discussed below is the issue of the 30,000,000 Shares and, subject to the financial performance of the Company, the Deferred Consideration Shares. The 30,000,000 Shares will be issued on completion of the Transaction and will be Restricted Securities and unable to be traded for a period a 2 years from the date of issue. The Deferred Consideration Shares will also be Restricted Securities and unable to be traded for a period of 2 years from the date the Company's Shares re-commence trading on the ASX. The Deferred Consideration Shares will only be issued after the performance conditions have been satisfied.

3.2.2 Assignment of Contracts

RedChip will assign to the Company all existing Contracts for provision of any aspect of the Service Offering with clients in the Territory. The Company will receive the full benefit of the Contracts, save for RedChip retaining the

entitlement to 25% of the securities in one of the clients that may be issued as part of the success fee.

At the date of this Prospectus, there are four Contracts that will be assigned to the Company. The Contracts do not provide for a unilateral right to RedChip to assign the Contracts, but RedChip is comfortable that the consent of the clients will be obtained for completion of the Transaction. There are no termination provisions that may adversely affect the Company's rights under the Contracts once assigned to the Company.

If any Contract is incapable of assignment to the Company, then RedChip shall perform the Contract for the benefit of the Company and all revenue from the Contract shall be for the benefit of the Company.

The Directors expect, based on current proposals issued by RedChip, that an additional Contract maybe executed by RedChip prior to completion of the Transaction. This Contract will be executed with the consent of the Company. Until completion of the Transaction, RedChip will not enter into any new contracts for any part of the Service Offering for clients based in the Territory without obtaining the consent of the Company, and then shall assign the contract to the Company, at completion of the Transaction.

There is no additional fee for the assignment of the Contracts or of any future contracts.

3.2.3 Support Services Agreement

RedChip has agreed to provide complete back office, operational and sales and marketing support to the Company as directed by the Company for a period of three years under a Support Services Agreement. The Support Services Agreement also provides that RedChip will provide:

- Training to staff hired by the Company in all aspects of the Service Offering and operational systems relevant to the new hire's role within the Company, and,
- The 6-month secondment of RedChip's Research Director to perform the training in the initial start up period.

The fees for the Support Services Agreement are:

- A **fixed amount** of \$800,000 to be held by an escrow agent and payable to RedChip as follows:
 - (i) \$350,000 on completion of the Transaction;
 - (ii) \$350,000 payable in 4 equal amounts (\$87,500) every 3 months commencing on the 3-month anniversary of completion of the Transaction; and
 - (iii) \$100,000 payable in equal monthly amounts commencing 15 months after completion of the Transaction and ceasing on the expiry of the Support Services Agreement.

- A **variable amount** equal to 10% of gross revenue (as determined at the end of each financial year in the audited accounts of the Company) received during the term of the Support Services Agreement.

The variable fee is payable within 30 days of the release of the Company's full year audited accounts.

If the Support Services Agreement expires or is terminated during a financial year, the gross revenue shall be pro rated at the end of the financial year in proportion to revenue during the term of the Support Services Agreement based on the Company's management accounts as a proportion of the total revenue for the financial year as disclosed in the Company's management accounts.

The Company may terminate the Support Services Agreement without cause on one month's notice, at which time the balance of the fixed amount of the fees shall be immediately payable and the variable amount shall cease to be payable from the date of termination.

The Company may terminate the Support Services Agreement immediately for material breach by RedChip and no further fees shall be payable from the date of termination.

RedChip may terminate the Support Services Agreement for material breach by the Company.

RedChip has provided representations and warranties to the Company, and agreed to indemnify the Company from any loss or damage arising from the acts or omissions of RedChip, its employees, agents or contractors in the form as is reasonably expected in a service agreement of the size and significance as the Support Services Agreement. RedChip is not required under the Support Services Agreement to hold any professional indemnity insurance.

3.3 Related Party Interests

RedChip Companies Inc is a related party of the Company as it is controlled by David Gentry, a proposed director of the Company.

Petra Commodities Pte Ltd is a related party of the Company as it is controlled by Alberto Migliucci, a director of the Company. Petra Commodities Pte Ltd will receive 2,000,000 Shares on completion of the Transaction in satisfaction of the loans by Petra Pacific Pte Ltd to the Company.

Shareholder approval was obtained for the issue of Shares to those related parties under the Listing Rules.

Approval was not obtained for the providing of a financial benefit to those parties under Section 208(1) of the Corporations Act. The Directors are satisfied that the terms and conditions of the financial benefit were arms length terms, or terms less favourable than arm's length terms to the related party and therefore met the exception under Section 210 of the Corporations Act to the requirement for Shareholder approval.

4. THE SERVICE OFFERING

4.1 History of RedChip

RedChip provides investor relations, financial media, and research for small-mid cap stocks. Founded in 1992 as a research firm, RedChip was the first independent, non-banking, firm to put coverage on Starbucks in 1992 at \$6.50. The Company was purchased from ICM Asset Management in 2005 by David Gentry and integrated into his existing IR firm. Now headquartered in Orlando, Florida, with affiliates in New York, Pittsburgh, Singapore and Seoul, RedChip has helped hundreds of companies achieve their capital markets goals and has been ranked by Inc. Magazine as one of the fastest growing privately held investor relations firms in the United States of America.



RedChip delivers results for its clients through its extensive global network of institutional and retail stockbrokers, registered investment advisers, family offices, investment banks, hedge funds, and accredited investor groups.

RedChip's online platform combines traditional investor relations services with multimedia marketing. Its weekly TV show, the RedChip Money Report™, airs in 160 million homes in over 50 countries on Bloomberg Europe, Bloomberg Asia, Bloomberg Australia, and Bloomberg Latin America. The show features interviews with CEOs of public and private companies, analysts, portfolio managers, and other industry experts. RedChip's targeted retail and institutional digital media platform reaches hundreds of thousands of investors worldwide, using online conferences for microcaps and SMID-caps, a weekly digital newsletter and major social media platforms.

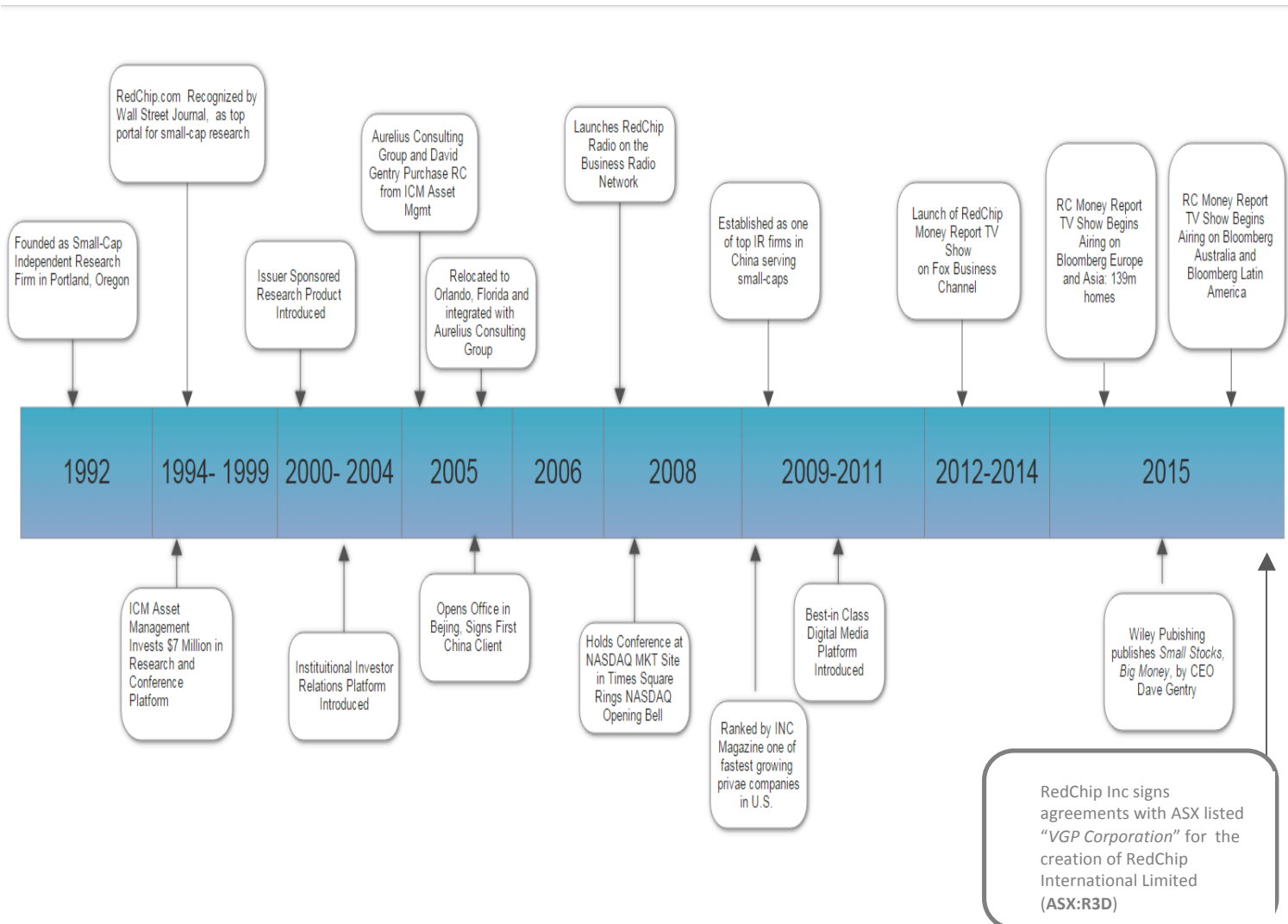
RedChip's traditional investor relations platform includes retail and institutional road-shows, press release writing, strategic counsel, management of quarterly conference calls, script writing and presentation development.

RedChip's research platform reaches 60,000 investors weekly through its online newsletter, the RedChip Money Report. RedChip is one of the few investor relations firms to hold conferences at the Nasdaq marketsite. RedChip has also as a company had the privilege of ringing the NASDAQ bell on three separate occasions. On each occasion, a high ranking representative of NASDAQ has introduced RedChip and praised the Company for its stellar work in the small-cap investor relations space.

To view a presentation by David Vicks of NASDAQ go to:
<https://www.youtube.com/watch?t=152&v=mr3gVfQkL7Y>



A timeline of the development of RedChip is set out below:



4.2 Location

The Company proposes to establish its international head office in Sydney, Australia on completion of the Transaction.

4.3 Products and Services

On completion of the Transaction the Company will commence providing traditional as well as digital investor relations and media services using the established Service Offering of RedChip. The Service Offering is described in sections 4.3.1 -4.3.4 below.

4.3.1 Traditional Investor Relations Services

Retail Marketing

RedChip has a robust global retail investor base. Its specialists make daily calls to Wall Street's small-cap retail investment community, including stockbrokers, RIA's, and family offices. Each month RedChip adds 500-800 new investors through its digital and TV platform. RedChip's specialists also maintain relationships with accredited investor groups across the U.S. Each month over 20,000 investors visit the RedChip website from over 50 countries in Asia, Europe, and Latin America. RedChip sets up retail meetings for our clients in 10 U.S. cities.

Institutional

RedChip's institutional contacts include small and microcap funds, portfolio managers, family offices, institutional brokers, and hedge funds. RedChip's approach utilizes the best financial databases in the world, including Bloomberg, Thomson Reuters, and Ipreo to precisely target institutions according to industry focus and investment philosophy. Some of the largest microcap and small-cap fund managers in the world have appeared on RedChip's weekly TV show, The RedChip Money Report™. RedChip client companies meet with hundreds of institutions each year in one-on-one meetings.

Analysts

RedChip's analyst team includes two analysts with the Chartered Financial Analyst (CFA) designation, each with a long history of writing research on microcap and small-cap stocks, covering a wide range of industries.

Investment Banks

RedChip works closely with over 25 investment banks. Over the last five years, RedChip client companies have raised over \$500 million using RedChip partner investment banks.

Investor Roadshows

Investor roadshows are customized for each client company and include one-on-one meetings with well-qualified retail brokers, institutions, portfolio managers, hedge funds, and family offices in 10 U.S. cities.

Press Release Writing

RedChip maintains a staff of writers trained in the capital markets who write, edit, and distribute press releases for client companies.

Conference Calls

RedChip coordinates and hosts quarterly conference calls for its client companies.

Presentation Design

RedChip uses its media and graphics team to design power points, corporate videos, logos, investor relations web pages, and print collateral.

4.3.2 Digital Investor Relations Services

Online Investor Conferences

RedChip organizes, markets, and hosts microcap and SMID-cap online conferences each quarter. Its platform allows investors to watch a pre-recorded video presentation of the CEO followed by live Q&A. This platform allows RedChip client companies to speak to their existing shareholders once per quarter and simultaneously reach thousands of new potential retail and institutional investors. Investors from 35 countries have participated in RedChip's online conferences. All presentations are archived and made available for client companies to share through their website and marketing channels. Each year over 100,000 investors watch RedChip's online conferences. To date, over six hundred companies have utilized the RedChip online conference platform to present their story to Wall Street's microcap and small-cap stock community.



Client Webinars

RedChip organizes, markets, and hosts dedicated client webinars. Its client webinars attract hundreds and sometimes thousands of investment professionals. The webinar format, utilizing RedChip's media platform, allows clients to present via video and answer investors' questions online. These webinars are archived and made available to the client for use on their website and marketing channels.

Video Interviews

RedChip has its own state-of-the-art studio where it conducts interviews with client companies and industry experts, including portfolio managers, analysts, accountants, and attorneys. These interviews are professionally edited with video

graphics then air on RedChip's TV show, "The RedChip Money Report," which airs weekly in over 160 million homes worldwide on Bloomberg Europe, Bloomberg Asia, Bloomberg Australia, and Bloomberg Latin America.



4.3.3 Content Publication

RedChip Money Report™

RedChip's TV show, produced in its state-of-the-art studio airs weekly in 160 million homes in over 50 countries. The 30 minute show airs on Bloomberg Europe, Bloomberg Asia, Bloomberg Australia, and Bloomberg Latin America, featuring interviews with RedChip client and non-client companies with market caps ranging from \$20 million to \$10 billion. Wall Street analysts, portfolio managers, and other industry experts regularly appear on the show.

RedChip Money Report TV™ International Distribution

Western Europe	(000's)	Latin America	(000's)	East & Central Europe	(000's)	Middle East	(000's)
Austria	2,932	Mexico	2,623	Belarus	168	Gulf States	25,369
Belgium	2,226	Colombia	1,130	Bulgaria	555	Israel	1,072
Denmark	548	Ecuador	64	Croatia	952	Total:	26,441
Finland	356	Peru	243	Cyprus	73		
France	10,585	Venezuela	390	Czech Republic	1,465		
Germany	24,238	Chile	163	Estonia	59	Africa	(000's)
Greece	4,035	Guatemala	32	Georgia	1,210	North Africa	8,752
Iceland	16	El Salvador	46	Hungary	514	Rest of Africa	6,831
Ireland	1,080	Honduras	19	Latvia	140	South Africa	1,576
Italy	8,472	Nicaragua	32	Lithuania	264	Total:	17,159
Luxembourg	92	Costa Rica	74	Moldova	0		
Madeira	5	Panama	95	Poland	9,012		
Malta	63	Brazil	3,294	Romania	994		
Monaco	7	Argentina	2,305	Russia	2,190		
Netherlands	1,285	Uruguay	182	Slovakia	956		
Norway	948	Total:	10,692	Slovenia	174		
Portugal	1,726			Turkey	3,336		
Spain	4,419			Yugoslavia	643		
Sweden	937			Ukraine	956		
Switzerland	1,463			Total:	23,661		
Tenerife - Canary Islands	5						
United Kingdom	16,129						
Total:	81,567						

Demographics

- 10,692,700 Cable Subscribers
- 67% Male / 33% Female
- 69% Married
- HH Income (Average): \$105K
- Average Age: 52
- Occupation: C-Suite, Top Management

TV Commercial Platform

RedChip writes and produces TV commercials for its client companies. NASDAQ, NYSE, and OTC Markets companies have used this powerful platform to reach hundreds of thousands of investors. RedChip's TV commercial platform is an end-to-end solution for public companies who want exposure to hundreds of thousands of potential investors. RedChip's team writes, creates, produces, and places the TV spots. RedChip is also a media placement agency. Its client

commercials air on CNBC, Fox Business, Fox, ABC (US), NBC, CBS, Bloomberg, and BBC using both local and national networks.



Examples of TV Commercials can be found at:
<https://www.youtube.com/watch?v=3VayOCu9wNs>

Corporate Videos

RedChip coordinates, writes, and produces corporate videos with its own in-house team of media experts, providing on-site production.



Example of Corporate Videos can be found at:

<https://www.youtube.com/watch?v=GVu9kzc4qI0>

Product Videos

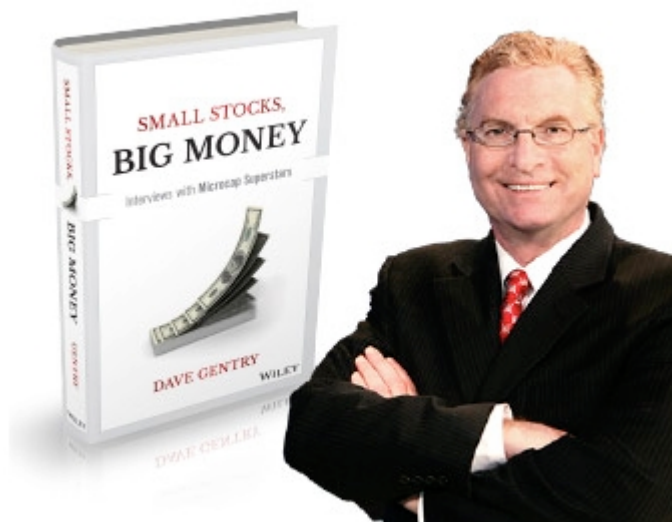
In addition to IR related videos, RedChip client companies use RedChip expertise to develop and create videos for their products and services.



Examples of Product Videos can be found at:
<https://www.youtube.com/watch?v=S9bC0hYEbSk>

Book Publishing

RedChip's capabilities include the writing, editing, layout, and design of financial books. The most recent book, *Small Stocks, Big Money* (previously titled, *Microcap Superstars*) is a book of interviews with some of the biggest players in small-caps. Written by the president of RedChip Companies, David Gentry, *Small Stocks, Big Money*, is being published by Wiley Publishing, one of the largest publishers of financial books in the world.



Research Reports

RedChip analysts have been writing research on microcap and small-cap companies for over two decades. RedChip was the first to put independent research coverage on Starbucks (NASDAQ: SBUX) in 1992. Research is written by analysts that earned the prestigious Chartered Financial Analyst (CFA) designation. Research reports include financial models and target prices based on industry competitors. RedChip analysts cover dozens of industries, with a focus on healthcare, technology, social media, and consumer goods. RedChip reports are distributed to 60,000 RedChip opt-in retail and institutional investors.



Fact Sheets

Client fact sheets provide basic company information including business overview, basic value propositions, financial data, and key stock statistics. Fact sheets are distributed to 60,000 RedChip opt-in retail and institutional investors.

4.3.4 Digital Content Distribution

RedChip's Weekly Small-Cap Newsletter

The RedChip Small-Cap Report™ is sent weekly to 60,000 RedChip opt-in retail and institutional investors, featuring over 50 small-cap public companies, complete with research profiles, CEO interviews, insider buying reports, news items, industry articles. The newsletter also features interviews with thought leaders in a variety of industries.



Social Media Marketing

Red Chip's media platform engages thousands of investors daily utilizing Twitter, LinkedIn, Facebook, YouTube, and Google+.

Email Marketing

RedChip uses its email platform to deliver news items, fact sheets, research profiles, blogs, and CEO interviews on its client companies.

Digital Marketing

RedChip's digital marketing targets investors by demographics, occupation, income, and investment criteria. RedChip's digital marketing generates hundreds of thousands investor views to RedChip TV interviews, 30 second commercial spots, blogs, and industry articles.

Blogs

RedChip's writing staff includes analysts with the CFA designation and industry experts who use blogs to elucidate the value proposition of its client companies, reaching tens of thousands of investors.

Industry Articles

RedChip industry articles keep investors informed of important news in the small-cap markets, covering dozens of industries.

4.4 Business Plan

The Company intends to replicate RedChip's Service Offering in Australia and be operating as a stand-alone business within three years of the completion of the Transaction. In the immediate term, the Company will rely principally on the Support Services Agreement in the conduct of its business.

In the short to medium term the Directors intend to reduce the Company's reliance on the Support Service Agreement by building up the Company's own internal capacity to provide the Service Offering to its clients. The build up of capacity will occur through the development of sales and marketing functions within the first 90 days of completion of the Transaction and then the build up of back office and operational functions within six months of completion of the Transaction as the sales pipeline develops. The Directors aim to be 70% self sufficient from RedChip within nine months of completion of the Transaction.

The Directors will look to expand the Service Offering into other jurisdictions as and when appropriate in the medium term.

The Company's revenue will be wholly derived from investor relations and digital media services. Until new clients can be won, all of the Company's revenue will be generated from the existing four clients in Australia. The details of the Contracts are described in section 4.5.1.

Revenue is derived from fee entitlements in the form of monthly cash fees and stock and/ or option compensation. Some of the fee entitlements are based on, and measured by, success related to capital raised, appreciation in the customers stock post listing and the listing itself.

4.5 Material Contracts

The existing Contracts for the Service Offering in the Territory are described at section 4.5.1. Material contracts relating to the Company are described in section 2 and the terms and conditions of the contracts for the Transaction are described in section 3.1.

4.5.1 Existing Contracts

The existing Contracts are on RedChip's standard terms of business, are legally

binding and are with Australian incorporated, ASX listed unrelated parties. Fees are paid in United States dollars and the Contracts are subject to the laws of the State of Florida, United States of America. The Contracts do not expressly provide for any termination rights for the client or RedChip. Renewal of the contracts are based on a number of factors, including the quality of Service provided by RedChip, market conditions, and the performance and financial situation of the client. Service fees have been received on the existing Contracts as follows:

Client 1: 1/12 of monthly service fees paid

Client 2: Success Fee for client receiving a firm underwriting commitment paid

Client 3: 1/12 of monthly service fees paid

Client 4: Upfront fee paid for first month of digital IR services

Set out below is the services, term and fee contingencies of the Contracts; these details are consistent with the structure of contracts that RedChip ordinarily enters into in the conduct of its business and which the Company expects to enter into in the future:

	Date of Contract	Services and Term	Fee Contingencies
Client 1	1 Nov 2015 – 1 Nov 2016	12 months of investor relations services for promotion of client pre U.S. listing. If a U.S. listing is not achieved in the next 12 months, the contract will need to be renewed after 1 Nov 2016 by mutual agreement of the parties.	Fixed monthly fees for pre-listing services, along with stock and cash success fees upon successfully raising specified ranges of capital.
Client 2	13 Nov 2015 – 13 May 2016	6 months of investor relations services and media program for promotion of client pre U.S. listing. 6 months of investor relations services post U.S. listing. If the U.S. listing is not achieved in the next 6 months, the contract will need to be renewed after 13 May 2016.	Primarily fixed fees for pre listing services with an additional fee payable depending upon the trading price of client securities post listing. Variable options in client company expiry 3-31-2017 depending on capital raised; Fixed fees for investor relations services post listing of client.

Client 3	2 May, 2015- 2 May, 2016; plus 24 months investor relation's program.	24 months of investor relations services including pre U.S. capital raising and media program for promotion of client post U.S. listing.	Fixed fees for investor relations services, post-listing services, along with additional investor relations fees contingent upon success of capital raising.
Client 4	December 10, 2015 –December 10, 2016, terminable after 6 months at client's option.	12 months of investor relations services and media program for promotion of client post U.S. listing.	Fixed fees for investor relations services, post-listing services, along with additional investor relation fees upon success of capital raising together with 3-year options.

If the Contracts are not renewed, the Company will need to obtain new clients to make up the revenue shortfall. There are no reasonable grounds for commenting on the prospect of renewal of any of the Contracts as the clients have not listed on any securities exchange in the United States and until that occurs, it is unreasonable to expect that the Contracts will be renewed.

4.6 Corporate Structure

The Company will have no subsidiaries on completion of the Transaction.

4.7 Market and Competition

The immediate market opportunity for the Service Offering is in Australia with four contracts already established.

The investor relations industry is fragmented with hundreds of consultants providing various aspects of the Service Offering that will be provided by the Company on completion of the Transaction. The Directors have not identified any service providers that offer the comprehensive Service Offering that will be provided by the Company on completion of the Transaction.

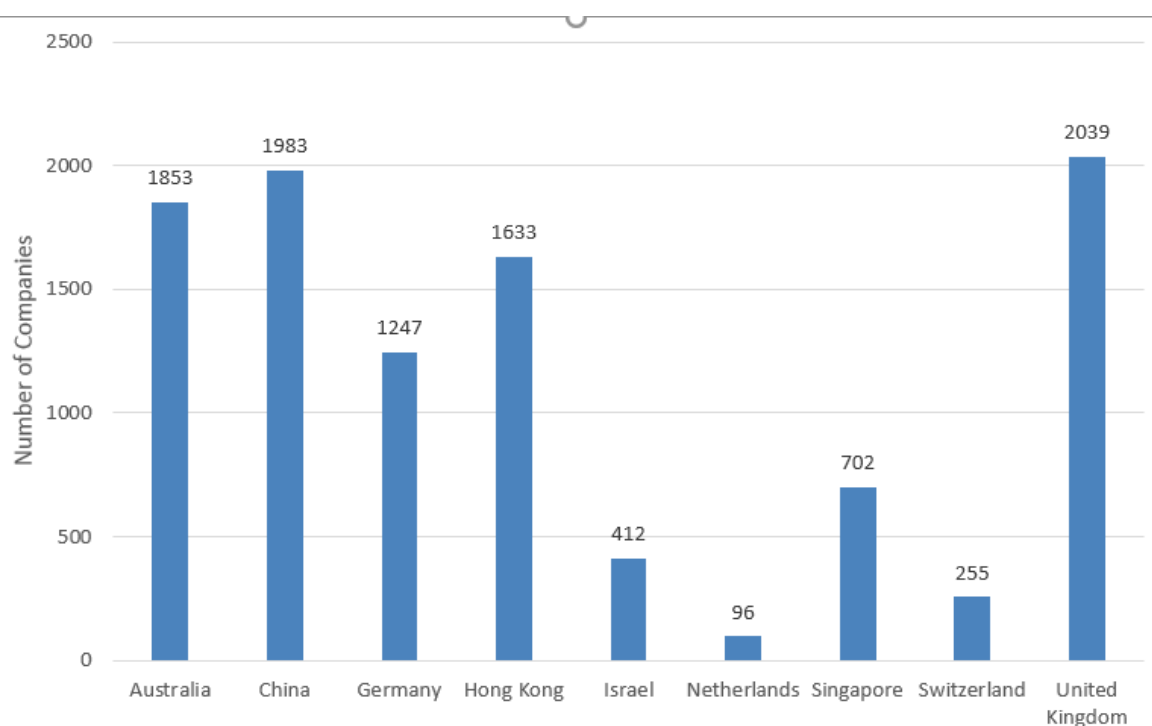
The Company will be the only public listed company offering traditional investor relations services layered with a worldwide multimedia network.

The Company's market opportunity may be divided into companies with markets caps of up to \$10 billion and a subset of that market is companies with markets caps of up to \$2 billion. Listed entities with market capitalisation of over \$2 billion will be a focus for the Company's digital media services while those with market capitalisation of \$2 billion and under are potentially prospects for the full Service Offering. There are a significant number of entities listed on major international exchanges that fit these criteria. There are 2,062 Australian entities, 13,440 Asian entities (listed on the Tokyo Stock Exchange, Shanghai Stock Exchange, and Hong Kong Stock Exchange), and 5,578 European entities (listed on the London Stock Exchange, NYSE Euronext, and Frankfurt Stock Exchange) with market capitalisation of up to \$10 billion. The Company estimates the market opportunity

for its investor relations and digital media services to be approximately \$250 million in Australia, \$1.6 billion in Asia, and \$670 million in Europe.

The Company believes that an opportunity exists to capture a significant portion of companies with market capitalisation of \$2 billion and under. There is a lack of quality information for investors in these regions. This can lead to investors in these regions being unable to make informed decisions, which reduces investor interest and trading volume in these markets. The Company's investor relations and digital media platform helps to bridge the information gap.

To provide perspective on the market opportunity for entities with a market capitalisation of \$2 billion and under, there are a combined 10,220 listed entities in that meet this criterion in the following countries:



4.8 Other Investments

The Company will have no investments on completion of the Transaction.

The payment of fees for services in the form of securities in the client may result in the Company holding non controlling interests in listed entities which, upon the securities ceasing to be restricted securities, will generally be held for sale.

5. RISK FACTORS COMPANY, INDUSTRY AND INVESTMENT

The activities of the Company are subject to risks, which may impact on the Company's future performance.

You should read the entire Prospectus and consider the following risk factors, in addition to the other information in this Prospectus, in light of your personal circumstances and investment objectives (including financial and taxation issues). You should also seek professional advice from your accountant, stockbroker, lawyer or other professional adviser.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which you should be aware of in evaluating an investment in the Company.

The list below is set out under "Company and Industry Risks" and "General Investment Risks."

5.1 Company and Industry Risks

5.1.1 *Developing Business Operations*

The Company does not currently have any business activities. The completion of the Transaction will result in the Company commencing to provide the Service Offering in Australia and then potentially throughout other areas of the Territory.

The Transaction does not result in the Company acquiring an established business. The Company will be relying upon the Support Services Agreement for all operational activities and effectively starting up a new business with only four client contracts.

There are risks that the Company will not be able to generate sufficient cash flow to support its capital and operational expenses prior to the expiry of the Support Services Agreement.

5.1.2 *Capital Market Conditions*

Capital market conditions in which there is poor investor confidence will make it more difficult for the Company to secure new clients, and also make it less likely that it will receive success based fees. Success based fees are ordinarily based on the amount of capital raised by the client on its listing on a public exchange.

5.1.3 *Small and Medium Cap Clients*

Historically, investors have less interest in small- and medium-cap stocks, as these stocks are considered to carry more risk, in part due to their size and lower trading volume. Additionally, these stocks are written on by fewer research analysts, which typically results in less liquidity and less investor

exposure. Large investors can also disproportionately affect a stock's price, either through buying or selling, if there is not enough demand to satisfy the trade. Due to these and other factors, larger institutional investors tend to show lesser interest in small- and micro-cap stocks than larger stocks.

This lower level of interest together with its negative influence on the likelihood of successful capital raising by the client may lead to lower fees for the Company.

5.1.4 Restricted Stock as Fees

The Contacts include, and the Directors expect future Contracts to include, fees paid in part through the issue of securities in the client to the Company. The value of these securities and the ability to convert the securities into cash depends upon the supply and demand in the market, in addition to the trading restrictions imposed on the securities by the relevant market operator.

The securities are usually issued as restricted stock and unable to be traded for between 6-18 months from the date of issue.

5.1.5 Reliance on Key Personnel

The Company's prospects depend in part on the ability of the Directors, executive officers, senior management and key consultants to operate effectively towards achieving the Company's commercial goals. To manage its growth, the Company must attract and retain highly qualified personnel. Investors must be willing to rely to a significant extent on management's discretion and judgement.

5.1.6 Dependence on Key Clients

The Company will have only four clients at completion of the Transaction, unless additional Contracts are won by RedChip prior to completion of the Transaction.

The loss of the Contracts, or the failure of the Company to obtain the success fees under those Contracts will materially impact the cash flow of the Company.

5.1.7 Operational Risk

5.1.7.1 Dependence on Support Services Agreement

Until such time as the Company becomes self-sufficient it will rely upon the Support Services Agreement for the day-to-day operational activities of the Company. While the Directors are confident that RedChip will perform its obligations under the Support Services Agreement, there may be times where RedChip is not able to allocate the necessary resources to the performance of the Support Services Agreement due to force majeure events, its obligations to its own clients or the failure of RedChip's subcontractors to perform services for RedChip in accordance with their agreed terms.

5.1.7.2 Sales Risk

RedChip has only executed four Contracts for clients in the Territory and there has been no concerted testing of the market in Australia or elsewhere in the Territory to identify the potential of the Service Offering in the Territory. There is a risk that the Company may be unable to obtain new clients, or unable to obtain new clients on acceptable commercial terms, as quickly as is necessary to meet the cash flow requirements of the Company in the medium term.

The quality of the Company's clients will impact its business. Higher quality clients have a greater probability of the Company earning success fees along with impacting the value of any securities received as fees. The Company's ability to identify and attract high quality clients has the potential to have a significant impact on its results.

5.1.7.3 Employee Misconduct

Misconduct by employees, contractors or agents of the Company or RedChip could harm the Company's business or reputation. In particular, the employees, agents or contractors of the Company or RedChip will at times during the course of performing their duties be in the possession of material non-public information. If this information were made public, it could harm the Company's clients, its business, and its brand.

5.1.7.4 Counterparty Risk

The Company does not control RedChip and accordingly will be subject to the risk that RedChip does not perform its obligations under the Licence or the Support Services Agreement in compliance with the agreements.

The Company may enter contracts with third-party providers to generate content outside of the Support Services Agreement. If these outsourced providers do not perform their functions adequately, it could negatively impact the Company's business.

5.1.8 Transaction Risks

The Company has during its history engaged in multiple transactions, including the DOCA.

In every transaction, including the Transaction, there is a risk that liabilities or risks may not be identified or the risk to the Company arising from the liability not adequately mitigated through contractual terms or insurance. In the case of risks mitigated through contractual terms including warranties and indemnities, there are risks associated with enforcing the indemnity or warranty in the event of loss caused to the Company, including legal costs associated with enforcing the indemnity or warranty or the grantor's capacity to satisfy the quantum of the claim.

These transaction risks will also arise in the future operations of the Company as it expands its operations potentially through merger with, or acquisition of, complimentary businesses or the entry into of joint venture agreements with third parties.

At the date of this Prospectus the Directors are not aware of any circumstances that may give rise to any claim against the Company arising from any past transactions and are not aware of any liabilities that are not reflected in the pro forma statement of financial position or discussed elsewhere in this Prospectus.

5.1.9 Licensing across the Territory

The Service Offering may require a regulatory licence, equivalent to a financial services licence in Australia, to provide some or all of the services in the various jurisdictions across the Territory. If a licence is required, the Company or its controlled entity may not be able to obtain the necessary licence or obtain the necessary licence at a reasonable cost.

The Directors believe that the Service Offering does not require a regulatory licence in Australia.

5.1.10 Competition

The Company faces competition in all aspects of its Service Offering from a wide range of smaller consulting firms providing various aspects of the Service Offering. There are relatively low barriers to entry in Australia to provide investor relations and media services.

There are no guarantees that the Company will be able to maintain or build market share in the face of competition, or that it will be able to maintain margins in response to competition.

5.1.11 Dividends

There is no guarantee as to future earnings of the Company or that it will be profitable at any time. Any dividends paid by the Company are likely to be unfranked. The amount of dividends (if any) may be adversely affected by changes in currency exchange rates.

5.1.12 Litigation risk

Litigation risks to the Company include, but are not limited to, customer claims for misleading and deceptive conduct or negligence, employee claims, actions in relation to infringement of intellectual property rights and actions relating to defective services. If any claim were to be pursued and be successful it may adversely impact the sales, profits or financial position of the Company.

The Company is not currently a party to any material litigation.

5.2 General Investment Risks

5.2.1 Financial Environment

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company and the value

of its assets. Factors which contribute to that general economic climate include:

- Contractions in the world economy or increases in rates of inflation resulting from domestic or international conditions (including movements in domestic interest rates and reduced economic activity);
- International currency fluctuations and changes in interest rates;
- The demand for and supply of capital and finance;
- Changes in government legislation and regulatory policy, including with regard to rates and types of taxation; and
- Domestic and international economic and political conditions.

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

- General economic outlook;
- Interest rates and inflation rates;
- Currency fluctuations;
- Changes in investor sentiment toward particular market sectors;
- The demand for, and supply of, capital; and
- Terrorism or other illegal acts.

5.2.2 Government Legislation

Any material adverse changes in government policies or legislation of Australia or any other country where the Company may acquire or operate economic interests may affect the viability and profitability of the Company.

5.2.3 Accounting Standards and Tax Laws

The Company is exposed to the risk of changes to accounting standards, applicable laws or their interpretation which may have a negative effect on the Company, its investments or returns to Shareholders including the risk of non-compliance with reporting or other legal obligations.

Any change to the rate of company income tax in jurisdictions in which the Company operates will impact on shareholder returns.

5.2.4 Dilution

The Company may in the future be required to raise capital for working capital or for other purposes such as acquisitions. The issue of further capital may result in the dilution of voting power of existing Shareholders and depending upon the price at which capital is raised, dilute the value of Shares.

5.2.5 Concentration of Share Ownership and Liquidity

On completion of the Transaction, David Gentry and RedChip Companies Inc. will control a significant proportion of the Shares. Set out below is a table disclosing the substantial shareholders known to the Directors effective on completion of the Transaction and the issue of Shares under the Offer.

	Scenario 1- Shares held prior to completion of Transaction	Scenario 2- Shares held following completion of Transaction and the issue of Shares to Petra Commodities Pte Ltd.	Scenario 3- Shares held following completion of Transaction, the issue of the Shares to Petra Commodities Pte Ltd plus the Shares that are expected to be issued under the Prospectus	Voting Power- Scenario 1	Voting Power- Scenario 2	Voting Power- Scenario 3
Total Shares on Issue	26,647,058	58,647,058 <i>[63,647,058]</i>	71,147,058 <i>[76,147,058]</i>			
RedChip Companies Inc.	Nil	30,000,000 <i>[35,000,000]</i>	30,000,000 <i>[35,000,000]</i>	0%	51.15% <i>[54.99%]</i>	42.17% <i>[45.96%]</i>
Petra Commodities Pte Ltd/ Petra Pacific Pte Ltd	23,821,863	25,821,863	25,821,863	89.39%	44.03% <i>[40.57%]</i>	36.29% <i>[33.91%]</i>

Notes:

- David Gentry has a relevant interest in the Shares held by RedChip Companies Inc.
- Alberto Migliucci has a relevant interest in shares held by Petra Commodities Pte Ltd and Petra Pacific Pte Ltd.
- The figures in *[square brackets and italics]* are combined with the Deferred Consideration Shares on the basis that all the Deferred Consideration Shares are issued and there are no other Share issues that dilute the voting power.

This concentration of ownership is likely to reduce the liquidity of the Shares and the decision of any of these Shareholders to sell a significant proportion of their Shares is likely to depress the Share price. At a minimum, the Company needs to have only 10% of its issued capital held by non-related parties to the Company to comply with Listing Rule 1.1 Condition 1.

The Shares to be held by RedChip will be Restricted Securities which will further limit the liquidity in the Shares. A significant proportion of the Shares held by Petra Pacific Pte Ltd may be Restricted Securities, as determined by the ASX in its discretion, which will further limit liquidity in the Shares.

The Directors are not aware of any substantial Shareholder intending to sell a significant parcel of Shares in the short-term post the re-commencement of trading of the Shares on the ASX.

5.2.6 Control and exercise of voting rights

Based on the number of Shareholders that usually vote either personally or by proxy at general meetings of Shareholders, the concentration of ownership of

Shares disclosed at section 5.2.5 will effectively allow David Gentry to control the outcome of any ordinary resolution in which he is entitled to vote. Similarly, his voting power may also allow him to control the outcome of any special resolution depending upon the participation by Shareholders.

5.2.7 *Impairment of Intangibles*

The pro forma Statement of Financial Position at Section 6.4 records the intangible assets acquired under the Transaction at a market value of \$6,000,000 based on the consideration of 30,000,000 Shares at \$0.20. The Directors will be required to conduct a discounted cash flow analysis or similar valuation of the intangible assets for the purpose of the Company's financial accounts for the financial year ending 30 June 2016. If the recoverable value of the intangible assets is less than \$6,000,000 amortised over a 10-year period, the Company's accounts will be subject to impairment.

6. FINANCIAL INFORMATION

6.1 Basis and method of preparation

The purpose of this section is to provide a pro forma financial perspective of the Company following completion of the Transaction and completion of this Offer (subscribed to \$2,500,000).

The Transaction does not involve the Company acquiring an established business or company. Accordingly, the historical financial performance of RedChip is not materially relevant to the future activities of the Company.

This section contains a summary of the following financial information for the Company:

Historical Financial Information

- a) The historical Statements of Comprehensive Income for the years ended 30 June 2013 (“FY2013”), 30 June 2014 (“FY2014”) and 30 June 2015 (FY2015”);
- b) The historical Statements of Cash Flows for FY2013, FY2014 and FY2015;
- c) The historical Statement of Financial Position as at 30 June 2015 of the Company.

Pro forma Consolidated Historical Financial Information

- d) The pro forma consolidated Statement of Financial Position of the Company assuming completion of the Transaction and the Offer under this Prospectus, based on the historical Statement of Financial Position as at 30 June 2015 of the Company.

The above are referred to as the “Historical Financial Information” and “Pro forma Historical Financial Information”.

Historical Financial Information 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*.

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the Historical Financial Information and Pro forma Historical Financial Information and the transactions to which the pro forma adjustments relate, as described in Section 6.4 of the Prospectus, as if those transactions had occurred as at 30 June 2015, or prior to that date. Due to its nature, the Historical Financial Information and Pro forma Historical Financial Information does not represent the Company’s prospective

financial position.

The General Purpose Financial Reports for the Company have been subject to an annual audit by Deloitte Touche Tohmatsu. The FY2013 audit report contained a disclaimer of opinion due to the Company being placed into voluntary administration during the period 11 May 2011 to 21 March 2013 and the accounting and statutory records for the period 1 July 2010 to 22 March 2013 were not adequate to obtain sufficient appropriate evidence to express an audit opinion in that year. The FY2014 audit report contained a qualified opinion in relation to the FY2013 comparative amounts disclosed in the statement of profit or loss and other comprehensive income, statement of cash flows and the statement of changes in equity. The FY2015 audit report contained an unmodified opinion.

The Historical Financial Information and Pro forma Historical Financial Information should be read in conjunction with the Investigating Accountant's Report.

6.2 Profit and Loss Statements

Detailed in the table below is the audited profit and loss statements of the Company for the last three financial years. The Company currently has no business activity and is in the process of completing the Transaction. Directors note that historical results relate to non-continuing business activities and are not reflective of the future activities of the Company.

	2015 \$	2014 \$	2013 \$
Continuing operations			
Revenue			
Other income	1,251	-	-
Professional fees	(71,009)	(35,339)	(34,975)
Payment to creditors trust	-	-	(150,000)
ASX listing fee	(27,501)	(22,067)	(14,945)
Other expenses	(14,283)	(5,422)	(11,694)
Write off of negative net assets at 31 December 2010 value			36,202,000
Interest on related party loan	(18,072)	(1,536)	-
Profit/(Loss) before income tax	(129,614)	(64,364)	35,990,386
Income tax expense	-	-	-
Profit/(Loss) for the year	(129,614)	(64,364)	35,990,386
Total comprehensive income/(loss) for the year	(129,614)	(64,364)	35,990,386
Net loss attributable to:			
Owners of the Company	(129,614)	(64,364)	35,990,386

Total comprehensive income/(loss) attributable to:-

Owners of the Parent	(129,614)	(64,364)	35,990,386
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Loss per share**From continuing operations:**

Basic earnings/(loss) per share (cents)	(0.12)	(0.06)	125.34
Diluted earnings/(loss) per share (cents)	(0.12)	(0.06)	125.34

6.3 Statements of Cash Flows

Detailed in the table below is the audited historical statements of cash flows for the Company. This information should be read in conjunction with the information provided elsewhere in this Prospectus.

	2015 \$	2014 \$	2013 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments to suppliers and employees	(128,315)	(30,963)	(215,041)
Interest received	1,251	-	-
Net cash provided by (used in) operating activities	(127,064)	(30,963)	(215,041)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares	-	-	220,000
Capital raising costs	-	-	(2,016)
Proceeds from borrowings	209,141	27,785	500
Net cash provided by (used in) financing activities	209,141	27,785	218,484
Net increase/(decrease) in cash and cash equivalents held	82,077	(3,178)	3,443
Cash and cash equivalents at beginning of financial year	265	3,443	-
Cash and cash equivalents at end of financial year	82,342	265	3,443

6.4 Pro Forma Statement of Financial Position

Detailed in the table below is the summarised historical consolidated statement of financial position and pro forma consolidated statement of financial position assuming the completion of the Transaction, the Offer of shares and other adjustments as detailed in the notes below.

Statements of Financial Position	Audited	Pro forma
	As at 30-Jun-15	As at 30-Jun-15
ASSETS		
CURRENT ASSETS		

Cash and cash equivalents	82,342	2,079,342
Trade and other receivables	5,352	5,352
TOTAL CURRENT ASSETS	87,694	2,084,694
NON CURRENT ASSETS		
Intangible assets - Licences		6,000,000
TOTAL NON CURRENT ASSETS	-	6,000,000
TOTAL ASSETS	87,694	8,084,694
LIABILITIES		
CURRENT LIABILITIES		
Trade and other payables	37,876	280,768
Borrowings	28,285	0
TOTAL CURRENT LIABILITIES	66,161	280,768
NON CURRENT LIABILITIES		
Other payables		187,500
Borrowings	209,141	0
TOTAL NON CURRENT LIABILITIES	209,141	187,500
TOTAL LIABILITIES	275,302	468,268
NET ASSETS	(187,608)	7,616,426
EQUITY		
Issued capital	53,103,984	62,003,984
Accumulated losses	(53,291,592)	(54,387,558)
TOTAL EQUITY	(187,608)	7,616,426

Notes

- Column 1 represents the audited historical consolidated statement of financial position of the Company as at 30 June 2015.
- Column 2 represents the pro forma consolidated statement of financial position of the Company adjusted for the following events:
 - The issue of 30,000,000 ordinary shares in the Company at \$0.20 per share as consideration for the fixed component of the Intellectual Property Deed, totalling \$6,000,000;

- b) The payment of the initial payment under the Support Services Agreement to RedChip of \$350,000 cash, recorded against accumulated losses.
 - c) The accrual of additional fees under the Support Services Agreement payable over the period of the Support Services Agreement totalling \$450,000 with \$262,500 shown as current payables and \$187,500 shown as non-current payables;
 - d) The raising of \$2,500,000 under the Offer from the issue of 12,500,000 ordinary shares in the Company at \$0.20 per share;
 - e) Cash costs of the Offer in relation to the preparation and implementation of the Transaction and Prospectus totalling \$153,000, recorded as accumulated losses; and
 - f) The issue of 2,000,000 ordinary shares in the Company at \$0.20 per share to Petra Commodities as consideration for the repayment of borrowings and accrued interest totalling \$400,000.
3. The pro forma consolidated statement of financial position does not include the following, which are subject to the Company's future earnings from the Intellectual Property Deed and the Deed of Assignment:
- a) The Deferred Consideration Shares that may be issued in the Company to RedChip (up to a maximum of 5,000,000) that are subject to the achievement of certain EBITDA hurdles. Directors have attributed a nil value to these shares as there is no reasonable basis at this stage on which to forecast the EBITDA of the Company.
 - b) Any variable component of Support Service Fees payable over the period of the Support Services Agreement equivalent to 10% of gross revenue received during the term of the Support Services (a period of up to three years).

6.5 Statement of Significant Accounting Policies

Basis of preparation

The above financial information of the Company has been prepared in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for-profit oriented entities. The financial information also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

(a) Basis of accounting

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

The financial report has been prepared on an accruals basis and is based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

(b) Foreign currency translation

Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in Australian dollars, which is the Company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency 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 year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income, except when they are deferred in equity as qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

(c) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

Sale of goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Risks and rewards of ownership are considered passed to the buyer at the time of delivery of the goods to the customer.

Interest income

Revenue is recognised as the 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.

(d) Trade and other receivables

Trade receivables for the activities which generally have 30 to 90 day terms, are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. Non-current trade and other receivables are discounted to their present value based on market rates of interest.

Collectability of trade receivables is reviewed on an ongoing basis. Individual debts that are known to be uncollectible are written off when identified. An allowance for impairment is recognised when there is objective evidence that the Company will not be able to collect the receivable. Financial difficulties of the debtor, default payments or overdue debts are considered objective evidence of impairment. The amount of the impairment loss is the receivable carrying amount compared to the present value of estimated future cash flows, discounted at the original effective Interest rate.

(e) Intangibles other than Goodwill

Licences are recognised at cost of acquisition. They have a finite life and are carried at cost less any accumulated amortisation and any impairment losses. Licences are amortised over their useful lives. The useful life of the RedChip Licence is equivalent to its initial agreed term of 10 years.

(f) Borrowings

All loans and borrowings are initially recognised at the fair value of the consideration received less directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost.

(g) Cash and cash equivalents

Cash and short-term deposits in the statement of financial position comprise cash at bank and in hand and short term deposits with an original maturity of 3 months or less.

For the purposes of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

(h) Financial Instruments

Recognition and initial measurement

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

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

Classification and subsequent measurement

Financial instruments are subsequently measured at either of fair value or amortised cost using the effective interest rate method or original cost. Fair value represents the amount for which an asset could be exchanged or a liability settled, between knowledgeable willing parties. Where available, quoted prices in an active market are used to determine fair value. In other circumstances valuation techniques are adopted.

Amortised cost is calculated as:

- The amount at which the financial asset or financial liability is measured at initial recognition;
- Less principal repayments;
- Plus or minus the cumulative amortisation of the difference, if any, between the amount initially recognised and the maturity amount calculated using the effective interest method; and
- Less any reduction for impairment.

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

Financial assets at fair value through profit or loss

Financial assets are classified at 'fair value through profit or loss' when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

Loans and receivables are included in current assets, except for those which are not expected to mature within 12 months after the end of the reporting period. (All other loans and receivables are classified as non-current assets.)

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortised cost.

Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period. (All other investments are classified as current assets.)

If during the period the Company sold or reclassified more than an insignificant amount of the held-to-maturity investments before maturity, the entire held-to-maturity investments category would be tainted and reclassified as available-for-sale.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

Available-for-sale financial assets are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period. (All other financial assets are classified as current assets.)

Financial liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

(i) Trade and other payables

Trade payables and other payables are carried at cost and represent liabilities for goods and services provided to the Company prior to the end of the financial year that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services.

(j) Issued capital

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 business are not included in the cost of the acquisition as part of the purchase consideration.

7. INVESTIGATING ACCOUNTANTS REPORT



22 December 2015

The Directors
RedChip International Limited
2B William Street
North Sydney NSW 2060

Dear Sirs,

Re: Investigating Accountant's Report on Historical and Pro forma Consolidated Historical Financial Information

We have been engaged by RedChip International Limited (formerly VGP Corporation Limited) ("the Company") to report on the historical financial information and pro forma consolidated historical financial information for inclusion in the Prospectus relating to an offer of 12,500,000 Shares at \$0.20 per Share to raise \$2,500,000 ("Offer").

Expressions and capitalised terms defined in the Prospectus have the same meaning in this report.

The nature of this report is such that it can only be issued by an entity which holds an Australian Financial Services License (No. 227902) under the *Corporations Act 2001*. Hall Chadwick Corporate (NSW) Limited holds the appropriate Australian Financial Services License under the *Corporations Act 2001*.

Background

The Company is listed on the Australian Securities Exchange ("ASX") and is actively seeking new investment opportunities capable of creating value for shareholders.

RedChip Companies Inc. ("RedChip") is the legal and beneficial owner of a worldwide multi-media and research platform providing investor relations services to small-cap public companies (the "RedChip Business").

The Company and RedChip have entered into an agreement for the Company to acquire an exclusive licence for the intellectual property, know how, trade secrets and confidential information rights of RedChip to operate the RedChip Business outside the countries within the continents of North and South America ("Territory") and also receive an assignment of some customer contracts of the RedChip Business relevant to the Territory.

In addition to the RedChip Licence, RedChip will provide support services to the Company under an agreed fee arrangement for a period of up to three years.

Scope

Historical Financial Information

You have requested Hall Chadwick Corporate (NSW) Limited to review the following historical financial information of the Company included in the Prospectus:

- a) the historical consolidated statements of financial performance for the

HALL CHADWICK CORPORATE
(NSW) LIMITED
ACN 080 462 488
SYDNEY
Level 40, 2 Park Street Sydney
NSW 2000 Australia
GPO Box 3555 Sydney NSW
2001
Ph: (612) 9263 2600
Fax: (612) 9263 2800
E: hcsydinfo@hallchadwick.com.au

www.hallchadwick.com.au

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- financial years ended 30 June 2013 ("FY2013"), 30 June 2014 ("FY2014") and 30 June 2015 ("FY2015");
- b) ~~the~~ historical consolidated statements of cash flows for FY2013, FY2014 and FY2015;
 - c) ~~the~~ historical consolidated statement of financial position as at 30 June 2015.

The historical financial information has been prepared in accordance with the recognition and measurement principles contained in Australian Accounting Standards and the adopted accounting policies of the Company.

The Company's historical financial information has been subject to an annual audit by Deloitte Touche Tohmatsu. The FY2013 audit report contained a disclaimer of opinion due to the Company being placed into voluntary administration and accounting and statutory records not being adequate to obtain sufficient appropriate evidence to express an audit opinion in that year. The FY2014 audit report contained a qualified opinion in relation to the FY2013 comparative amounts. The FY2015 audit report contained an unqualified opinion.

The 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*.

Pro forma consolidated historical financial information

You have requested Hall Chadwick Corporate (NSW) Limited to review the following pro forma consolidated historical financial information of the Company included in the Prospectus:

- a) ~~the~~ pro forma consolidated statement of financial position as at 30 June 2015, assuming completion of the RedChip transaction, the Offer of shares and material events that have occurred subsequent to 30 June 2015 as disclosed in the Prospectus.

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the transactions to which the pro forma adjustments relate, as described in section 6 of the Prospectus, as if those transactions had occurred as at the date, or prior to the date, of the historical financial information. Due to its nature, the pro forma consolidated historical financial information does not represent the company's actual or prospective financial position.

Directors' responsibility

The directors of the Company are responsible for the preparation of the historical financial information and pro forma consolidated historical financial information, including the selection and determination of pro forma adjustments made to the historical financial information and included in the pro forma consolidated 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 consolidated historical financial information that is free from material misstatement, whether due to fraud or

error.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review 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 have become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

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

Conclusions

Historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the historical financial information of the Company, comprising:

- a) ~~the~~ historical consolidated statements of financial performance for FY2013, FY2014 and FY2015;
- b) ~~the~~ historical consolidated statements of cash flows for FY2013, FY2014 and FY2015;
- c) ~~the~~ historical consolidated statement of financial position as at 30 June 2015;

~~are~~ not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in the Prospectus.

Pro forma consolidated historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the pro forma consolidated historical financial information of the Company, comprising:

- a) ~~the~~ pro forma consolidated statement of financial position as at 30 June 2015, assuming completion of the RedChip transaction, the Offer of shares and material events that have occurred subsequent to 30 June 2015 as disclosed in the Prospectus;

~~is~~ not presented fairly in all material respects, in accordance with the stated basis of preparation as described in the Prospectus.

Restriction on Use

Without modifying our conclusions, we draw attention to 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. 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.

Consent

Hall Chadwick Corporate (NSW) Limited has consented to the inclusion of this assurance report in the Prospectus in the form and context in which it is included.

Disclosure of Interest

Hall Chadwick Corporate (NSW) Limited does not have any interest in the outcome of the Prospectus other than the issue of this report for which normal professional fees will be received. Hall Chadwick Corporate (NSW) Limited does not hold nor have any interest in the ordinary shares of the Company.

Hall Chadwick Corporate (NSW) Limited was not involved in the preparation of any part of the Prospectus and accordingly, makes no representations or warranties as to the completeness and accuracy of any information contained in the Prospectus.

Yours faithfully



Drew Townsend
HALL CHADWICK CORPORATE (NSW) LIMITED

HCC officers and representatives receive a salary or a partnership distribution or dividends from Hall Chadwick Sydney professional advisory and accounting practice (the Hall Chadwick Sydney Partnership). Remuneration and benefits are not provided directly in connection with any engagement for the provision of general financial product advice in the Report. Further details may be provided on request.

Referrals

HCC does not pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

Associations and relationships

Through a variety of corporate and trust structures HCC is controlled by and operates as part of the Hall Chadwick Sydney Partnership. HCC's directors may be partners in the Hall Chadwick Sydney Partnership. Mr Drew Townsend, a director of HCC and partner in the Hall Chadwick Sydney Partnership, has prepared this Report. The financial product advice in the Report is provided by HCC and not by the Hall Chadwick Sydney Partnership.

From time to time HCC, the Hall Chadwick Sydney Partnership and related entities ("HC Entities") may provide professional services, including audit, tax and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses. HC Entities have previously provided services to the Client in relation to the Independent Experts Report prepared for the RedChip transaction.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of the Company or has other material financial interests in the Offer.

Complaints resolution

If you have a complaint, please let HCC know. Formal complaints should be sent in writing to:

The Complaints Officer
Hall Chadwick Corporate (NSW) Limited
GPO Box 3555
Sydney NSW 2001

If you have difficulty in putting your complaint in writing, please telephone the Complaints Officer on (02) 9263 2600 and he will assist you in documenting your complaint.

Written complaints are recorded, acknowledged within 5 days and investigated. As soon as practical, and not more than 45 days after receiving the written complaint, the response to your complaint will be advised in writing.

External complaints resolution process

If HCC cannot resolve the complaint to your satisfaction within 45 days, you can refer the matter to the Financial Ombudsman Service (FOS). FOS is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOS are available at the FOS website www.fos.org.au or by contacting them directly at:

Financial Ombudsman Service Limited
GPO Box 3, Melbourne Victoria 3001
Telephone: 1300 78 08 06
Facsimile (03) 9613 6399
Email: info@fos.org.au

The Australian Securities and Investments Commission also has a free call [infoline](tel:1300300630) on 1300 300 630 which you may use to obtain information about your rights.

Compensation arrangements

HCC has professional indemnity insurance cover as required by the Corporations Act 2001(Cth).

Contact details

You may contact HCC at:

Hall Chadwick Corporate (NSW) Limited

GPO Box 3555

Sydney NSW 2001

Telephone: (02) 9263 2600

Facsimile: (02) 9263 2800

8. BOARD, MANAGEMENT AND CORPORATE GOVERNANCE

8.1 Board of Directors

The Company is managed by the Board of Directors. The Board currently comprises 4 Directors. David Gentry will join the Board on completion of the Transaction.

Alberto Migliucci - Chairman

Alberto Migliucci joined the Board on 13 October 2014. Mr Migliucci is the CEO and founder of Petra Commodities, a Singapore boutique investment firm. He is a specialist in mergers and acquisitions, capital raising structured and project finance, and capital markets.

Mr Migliucci is a highly experienced investment banker with outstanding qualifications. With 15 years' experience in Asia, he was Managing Director of Credit Suisse's Global Energy Group, as well as Head of the investment bank's Mining & Metals and Energy franchise in Asia.

Mr Migliucci also worked for Standard Bank PLC, where he was a Head of the bank's Energy & Mining Finance group for Asia Pacific, and for Societe General in Hong Kong, where he was a Vice President in Project Finance & Advisory team. He has held senior bank positions for Westpac Banking Corporation and The Sumitomo Bank of Japan.

He is a qualified geologist and has 25 years' industry and finance experience.

Mr Migliucci holds a Bachelor of Science (Geology) with First Class Honours, from the University of New South Wales (Sydney) and Masters of Applied Finance from Macquarie University (Sydney).

David Gentry – Chief Executive Officer and Executive Director



David Gentry is the President and Chief Executive Officer of RedChip Companies Inc. He is a published writer and has appeared on numerous radio talk shows, including Voice of America. He is the author of Microcap

Superstars, a book of interviews with the biggest players in microcaps. He has been a consultant to over 400 public companies and assisted dozens of public companies in the uplifting and capital raise process. In 2012 he founded The RedChip Money Report™, a weekly cable TV financial news show broadcasted weekly in 34 million homes. He has been interviewed by CNBC on multiple occasions and has also appeared on Fox Business News. He has been a presenter at the New York Society of Security Analysts, Deal Flow Media conferences, and other small-cap conferences. He has rung the NASDAQ bell on three occasions representing RedChip Companies. In 2011, he was honored by INC Magazine as the CEO of one of the fastest growing private companies in America. RedChip Companies Inc. was ranked as the fastest growing privately held investor relations firm in the United States.

Prior to RedChip, Mr. Gentry co-founded the First Amendment Coalition, an independent, nonprofit, collegiate-based student organization, in 1994 and received national and international attention for his work in defending free speech rights on college campuses. In 1996, he was the Republican nominee for the United States House of Representatives in the 5th District of Florida.

Mr Gentry holds a Masters of Education from the University of Florida.

Yuen Chin – Non-Executive Director

Yuen Chin was appointed as a Non-Executive Director of the Company on 22 March 2013.

Mr Chin has over 30 years' experience in investor relations, banking, investments, and mining. Prior to serving as a Director of a mining company listed in the TSX (Toronto Stock Exchange) in 2000; Mr Chin worked in the banking industry for 19 years for global financial institutions like Credit Suisse, Standard Chartered Bank, BNP and CIBC handling project finance, corporate lending, and wealth management in Canada, Hong Kong and Singapore.

Mr Chin is currently a Director of a manufacturing company listed on the Jakarta Stock Exchange, and holds a board position with AAT Corporation Ltd (since 22 August 2013), a company listed on the ASX. Mr Chin has a degree in Economics from the University of Western Ontario, Canada.

Kasudjono Harianto - Non-Executive Director

Kasudjono Harianto was appointed as an Independent Non-Executive Director of the Company on 23 December 2014.

Mr Harianto is a qualified engineer with over 25 years' experience in management and operations in Asian natural resources. Mr Harianto has been Managing Director in his family timber business in Indonesia, which was the first concession in Kalimantan to be certified by an independent auditor as a Sustainable Forest Management Unit Production in 2010.

Mr Harianto is currently a Director of Indo Noble Pte Ltd; a Singapore investment holding and management company for various mining businesses in Indonesia and Asia. He oversees all operational aspects

of nickel, gold, iron ore and copper projects in Indonesia. Mr Harianto also holds a board position with AAT Corporation Ltd, an ASX listed company, since 22 August 2013.

Mr Harianto holds a Bachelor of Science in Industrial System Engineering, from University of Southern California, CA, USA.

Michael Thirnbeck - Non-Executive Director

Michael Thirnbeck was appointed as an Independent Non-Executive Director of the Company on 23 December 2014.

Mr Thirnbeck is an experienced geologist with over 25 years in managing numerous mineral development projects in Papua New Guinea, Indonesia and Australia. He has been a Member of the Australasian Institute of Mining and Metallurgy since 1989 and holds B.Sc. (Hons.) degree from University of Queensland.

Mr Thirnbeck is currently a Director of AAT Corporation Ltd (since 23 December 2013), a company listed on the ASX.

8.2 Management

Tai Phan– Company Secretary

Mr Phan is an experienced lawyer, Company Secretary, corporate governance and compliance professional. He has worked with Boards and executive management for ASX listed and unlisted companies. He has experience in the IPO listing process for the ASX, has been appointed an external consultant for AUSTRAC and as the head of compliance for several large international companies. Mr Phan's experience covers a range of industries including financial services, mining, information technology and legal (both private practice and in-house). Mr Phan has a Graduate Diploma in Legal Practice from the College of Law and is admitted to practice by the Supreme Court of NSW. Mr Phan also has Bachelor of Laws and Bachelor of Science (Psychology) degrees from the University of New South Wales.

8.3 Remuneration of Directors

Remuneration of the Non-Executive Directors is determined by the Board within the maximum amount approved by the shareholders from time to time. The aggregate remuneration for Non-Executive Directors has been set at an amount not to exceed \$400,000 per annum. On completion of the Transaction, the Non-Executive Directors will be paid an annual Directors' fees inclusive of statutory superannuation of \$30,000 per annum. The Chairman will be paid an annual Chairman's fee inclusive of superannuation of \$125,000 per annum.

In the two years prior to the date of this Prospectus, no Director received any fees.

8.3.1 **Employment Agreement for David Gentry**

David Gentry will be employed as Chief Executive Officer and Executive Director of the Company on completion of the Transaction. The terms of his employment are described below:

- Base salary of US\$200,000 per annum inclusive of superannuation, reviewed annually at the end of each financial year.
- There are no short or long term incentives.
- Employment may be terminated by either party by giving six months notice, or earlier by payment in lieu of notice at the election of the Company.
- Employment may be terminated immediately by the Company for serious misconduct by David Gentry.
- Leave and redundancy entitlements are in accordance with applicable laws, with termination benefits limited by Listing Rule 10.19 and Division 2 of Part 2D.2 of the Corporations Act.

8.4 **Directors' Interests**

Other than set out below or elsewhere in this Prospectus, no Director or proposed Director holds as at the date of this Prospectus, or held at any time during the last two years before the date of 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 of the Company or the Offer;
or
- c) The Offer;

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person to a Director or proposed Director to induce him to become, or to qualify as, a Director; or for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

8.5 **Interests in securities**

Directors are not required under the Company's Constitution to hold any Shares. On completion of the Transaction, the Directors will have relevant interests in securities as set out in the table below:

Name	Number of Shares
Alberto Migliucci	23,821,863
Yuen Chin	Nil
Kasudjono Harianto	Nil
Michael Thirnbeck	Nil

8.6 Corporate Governance

The board of directors is responsible for the corporate governance RedeChip International Limited Corporation Ltd. The Company operates in accordance with the corporate governance principles as set out by the ASX Corporate Governance Council and required under the ASX listing rules.

The Board guides and monitors the business and affairs of the Company on behalf of the Shareholders by whom they are elected and to whom they are accountable.

RedeChip International Limited's Corporate Governance Statement on the governance practices adopted by the Company is structured with reference to the ASX Corporate Governance Council's Principles and Recommendations. The practices are summarised below.

The Board is committed to improving its corporate governance practices and embracing the principles put out by the ASX Corporate Governance Council, however the Board is of a view that the adoption of the practices and principles should be in line with the growth in size, changes in the nature and increase in complexity of the Company's business.

The Board aims to achieve all of the Best Practice Recommendations in stages as the Company grows and its circumstances change over time.

It is the Board's intention to apply all principles to comply with the re-quotations on the ASX and achieve all of the Best Practice Recommendations.

All practices, unless otherwise stated, are applied at the date of this Prospectus.

Corporate Governance Statement

ASX CG Principles	Compliance by the Company
Principle 1 – Lay solid foundations for management and oversight A listed entity should establish and disclose the respective roles and responsibilities of board and management and how their performance is monitored and evaluated.	
Recommendation 1.1 A listed entity should disclose the respective roles and responsibilities of its board and management, and those matters expressly reserved to the board and those delegated to management.	The Company has adopted a formal charter (Board Charter) clearly setting out the respective roles and responsibilities of the Board and management. The key responsibilities of the Board include: <ul style="list-style-type: none">• setting the long-term strategy and annual business plan including objectives and milestones

ASX CG Principles	Compliance by the Company
	<p>to be achieved;</p> <ul style="list-style-type: none"> • monitoring the performance of the Company against the financial objectives and operational goals set by the Board and reviewing the implementation of Board approved strategies; • assessing the appropriateness of the skill sets and the levels of experience of the members of the Board, individually and as a whole and selecting new members to join the Board when a vacancy exists; • appointing, removing and determining the terms of engagement of the Directors, Chief Executive Officer and Company Secretary; • overseeing the delegation of authority for the day to day management of the Company; • ensuring that the risk management systems, financial reporting and information systems, personnel, policies and procedures are all operating efficiently and effectively by establishing a framework of internal controls and compliance; • reviewing major contracts, goods or services on credit terms, acceptance of counter-party risks and issuing guarantees on behalf of the Company;

ASX CG Principles	Compliance by the Company
	<ul style="list-style-type: none"> • approving the capital structure and major funding requirements of the Company; • establishing a Disclosure and Communication Policy to ensure that the Company complies with its disclosure obligations under the ASX listing rules; • approving the Company's half year and full year reports to the shareholders, ASX and ASIC; and • ensuring that recruitment, retention, termination, remuneration, performance review and succession planning policies and procedures are in place and complied with.
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and</p> <p>(b) 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>	<p>The Board currently undertakes appropriate checks before appointing or nominating board candidates.</p> <p>The Company has established a Nomination and Remuneration Committee to identify and make recommendations to the Board for the appointment of new Board candidates, having regard to their skills, experience and expertise.</p> <p>In doing so, the Board requires this committee to undertake appropriate checks on potential Board candidates.</p>

ASX CG Principles	Compliance by the Company
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>All directors (and proposed directors) and senior executives have entered into written appointment agreements with the Company.</p> <p>Specifically:</p> <ul style="list-style-type: none"> • the non-executive directors have each executed a letter of appointment setting out the terms and conditions of their appointment; and • the executive director and senior executives of the Company have entered into service contracts, setting out the terms and conditions of their employment.
<p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>The Company Secretary is accountable directly to the Board, through the chairperson, on all matters to do with the proper functioning of the Board.</p> <p>The Company has adopted a formal board charter (Board Charter) setting out the Company Secretary's responsibilities.</p> <p>Under the Board Charter, the Company Secretary is responsible for:</p> <ul style="list-style-type: none"> • advising the Board and its committees on governance matters; • monitoring the Board and committee policy and procedures are followed; • coordinating the timely completion and dispatch of Board and committee papers;

ASX CG Principles	Compliance by the Company
	<ul style="list-style-type: none"> • ensuring the business at Board and committee meetings is accurately captured in the minutes; and • helping to organise and facilitate the induction and professional development of Directors and the Company Secretary.
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <p>(i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(ii) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>The Company has a diversity policy in place (Diversity Policy).</p> <p>The Diversity Policy entrusts the Board with the responsibility for designing and overseeing the Diversity Policy.</p> <p>Under the Diversity Policy, the Board is:</p> <ul style="list-style-type: none"> • required to develop initiatives that will promote and achieve diversity goals; • responsible for reviewing this diversity policy and will assess the status of diversity within the Company and the effectiveness of this policy in achieving the measurable objectives which have been set to achieve diversity; and • responsible for assessing the effectiveness of the Company's diversity objectives each year.
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically</p>	<p>Under the Board Charter, each Director's performance is assessed when standing for re-election. Before each</p>

ASX CG Principles	Compliance by the Company
<p>evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>annual general meeting, the Chairperson of the Board assesses the performance of any Director standing for re-election and the Board will determine their recommendation to shareholders on the re-election of the Director (in the absence of the Director involved). The Board (excluding the Chairperson), will conduct the review of the Chairperson.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Under the Board Charter, senior executives' performance will be considered by the independent Directors in a meeting separate to the Board meetings. The Chairperson is responsible for ensuring independent Director meetings take place on a regular basis.</p>
<p>Principle 2 – Structure the board to add value</p> <p>A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.</p>	
<p>Recommendation 2.1</p> <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director; and disclose (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met 	<p>The Board has adopted a dedicated Nomination and Remuneration Committee, which will have authority and power to exercise the roles and responsibilities granted to it under a nomination and remuneration committee charter (Nomination and Remuneration Committee Charter), and any other resolutions of the Board from time to time. The Committee is to be comprised of 3 directors, 2 of which are</p>

ASX CG Principles	Compliance by the Company
<p>throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>independent directors and one of whom will act as chairperson.</p> <p>The Proposed Nomination and Remuneration Committee Charter is available on the Company's website.</p>
<p>Recommendation 2.2</p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>The Board has not, at this time, adopted a board skills matrix. However, the Company will seek to have directors with an appropriate range of skills, experience and expertise and an understanding of and competence to deal with current and emerging issues of the business. In addition, the Company's succession plans are designed to maintain an appropriate balance of skills, experience and expertise on the Board.</p>
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>Out of the proposed Board members, Kasudjono Harianto, Michael Thirnbeck and Alberto Migliucci are each considered to be independent Directors.</p> <p>The Board will regularly assess the independence of each Director in light of the interests disclosed by them. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board, and each independent Director is required to provide the Board with all relevant information for this purpose.</p>

ASX CG Principles	Compliance by the Company
	If the Board determines that a Director's independent status has changed, that determination will be disclosed to the market in a timely fashion.
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	The Board currently consists of four Non-Executive Directors. The Board intends to recruit an additional person so that the majority is independent directors.
<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	The proposed Chairperson of the Board will be Alberto Migliucci, who is a non-executive director.
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>Under the Board Charter, the Directors are expected to participate in any induction or orientation programs on appointment, and any continuing education or training arranged for them.</p> <p>The Company Secretary will help to organise and facilitate the induction and professional development of Directors.</p>
<p>Principle 3 – Act ethically and responsibly</p> <p>A listed entity should act ethically and responsibly.</p>	
<p>Recommendation 3.1</p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	The Board has adopted a code of conduct (Code of Conduct) which sets out the values, commitments, ethical standards and policies of the Company and outlines the standards of conduct expected of the Company's business and people, taking into account the Company's legal and other obligations to

ASX CG Principles	Compliance by the Company
	<p>its stakeholders.</p> <p>The Code of Conduct will apply to all Directors, as well as all officers, employees, contractors, consultants, other persons that act on behalf of RedChip International Ltd</p> <p>The Code of Conduct is available on the Company's website.</p>
<p>Principle 4 – Safeguard integrity in corporate reporting</p> <p>A listed entity should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.</p>	
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>And disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>The Board is committed to following Recommendation 4.1 and has established an Audit and Risk Committee. This Committee is responsible for, amongst other things, appointing the Company's external auditors and overseeing the integrity of the Company's financial reporting systems and financial statements.</p> <p>The Company has also adopted an Audit and Risk Committee Charter which is available on the Company's website.</p> <p>The Company intends to disclose, at the relevant time, the number of times the Audit and Risk Committee met, and the attendance at those meetings, at the end of each relevant reporting period.</p>
<p>Recommendation 4.2</p>	<p>The Board will implement a</p>

ASX CG Principles	Compliance by the Company
<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>process to receive written assurances from its CEO and Chief Financial Officer that the declarations that will be provided under section 295A of the <i>Corporations Act 2001</i> (Cth) are founded on a system of risk management and internal control and that the system is operating in all material respects in relation to financial reporting risks.</p> <p>The Board will seek these assurances prior to approving the annual financial statements for all half year and full year results that follow.</p>
<p>Recommendation 4.3</p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>The Company has adopted a formal Disclosure and Communication Policy, where there is an express requirement that the external auditor will attend the AGM and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.</p>
<p>Principle 5 – make timely and balanced disclosure</p> <p>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</p>	
<p>Recommendation 5.1</p> <p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>Consistent with the Board's commitment to improving its disclosure policy, the Board has adopted a Disclosure and Communication Policy, which sets out RedChip International Ltd's commitment to the objective of promoting investor confidence and the rights of shareholders by:</p> <ul style="list-style-type: none"> complying with the continuous disclosure

ASX CG Principles	Compliance by the Company
	<p>obligations imposed by law;</p> <ul style="list-style-type: none"> • ensuring that company announcements are presented in a factual, clear and balanced way; • ensuring that all shareholders have equal and timely access to material information concerning RedChip International Ltd; and • communicating effectively with shareholders and making it easy for them to participate in general meetings. <p>The Disclosure and Communication Policy is available on the Company's website.</p>
<p>Principle 6 – Respect the rights of security holders A listed entity should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.</p>	
<p>Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>The Company recognises the rights of its shareholders and other interested stakeholders to have easy access to balanced, understandable and timely information concerning the operations of the Group. The Chief Executive Officer and the Company Secretary will be primarily responsible for ensuring communications with shareholders are delivered in accordance with this strategy and with its current market disclosure policy.</p> <p>The Company strives to</p>

ASX CG Principles	Compliance by the Company
	<p>communicate with shareholders and other stakeholders in a regular manner as outlined in Principle 5 of this statement. However as stated above, for a period, the Company did not communicate with shareholders and other stakeholders in a timely manner.</p> <p>Information concerning the Company and its governance practices will be made available on its website in due course.</p>
<p>Recommendation 6.2</p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>As mentioned above under Recommendation 5.1, the Board has adopted a Disclosure and Communication Policy which supports its commitment to effective communication with its shareholders. In addition, the Company intends to communicate with its shareholders:</p> <ul style="list-style-type: none"> • by making timely market announcements; • by posting relevant information on to its website; • by inviting shareholders to make direct inquiries to the Company; and • through the use of general meetings.
<p>Recommendation 6.3</p> <p>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>The Board encourages participation of shareholders at the Annual General Meeting or any other shareholder meetings to ensure a high level of</p>

ASX CG Principles	Compliance by the Company
	<p>accountability and identification with the Company's strategy and goals. Shareholders are requested to vote on the appointment and aggregate remuneration of Directors, the granting of options and shares to Directors, issue of shares and changes to the constitution.</p>
<p>Recommendation 6.4</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>The Company's Shareholders may elect to receive information from the Company and its registry electronically. Otherwise, the Company and its registry will communicate by post with shareholders who have not elected to receive information electronically.</p>
<p>Principle 7 – Recognise and manage risk</p> <p>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</p>	
<p>Recommendation 7.1</p> <p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management</p>	<p>The Board has adopted a formal Audit and Risk Committee to, amongst other things, ensure the Company has an effective risk management system in place and to manage key risk areas.</p> <p>This committee will comprise of 3 independent, non-executive Directors, one of whom will act as chairperson. The independent directors will be appointed to the Committee by the Closing Date.</p> <p>The Company intends to disclose, at the relevant time, the number of times the Committee met, and the attendance at those meetings, at the end of</p>

ASX CG Principles	Compliance by the Company
<p>framework.</p>	<p>each reporting period.</p> <p>The Company has adopted an Audit and Risk Committee Charter which is available on the Company's website.</p>
<p>Recommendation 7.2</p> <p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Under the Board Charter, the Board will ensure that the Company has in place an appropriate risk management framework and will set the appetite within which the Board expects management to operate.</p> <p>Further, it is intended that the Audit and Risk Committee will, among other things, regularly review and update the risk profile and ensure that the Company has an effective risk management system.</p> <p>As part of this process, the Board will review, at least annually, the Company's risk management framework in order to satisfy itself that it continues to be sound.</p> <p>The Company intends to disclose, at the relevant time, whether a review the Company's risk management framework was undertaken during the relevant reporting period.</p>
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for</p>	<p>The Audit and Risk Committee is responsible for ensuring that the Company has appropriate internal audit systems and controls in place, and for overseeing the effectiveness of these internal controls. The Committee will also be</p>

ASX CG Principles	Compliance by the Company
<p>evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>responsible for conducting investigations of breaches or potential breaches of these internal controls.</p> <p>In addition, the Audit and Risk Committee will be responsible for preparing a risk profile which describes the material risks facing the Company, regularly reviewing and updating this risk profile, and assessing and ensuring that there are internal controls in place for determining and managing key risks.</p>
<p>Principle 8 – Remunerate fairly and responsibly</p> <p>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives to align their interests with the creation of value for security holders.</p>	
<p>Recommendation 8.1</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such</p>	<p>The Company has established a Nomination and Remuneration Committee. The Committee is responsible for developing, reviewing and making recommendations on:</p> <ul style="list-style-type: none"> • the remuneration framework for directors, including the process by which any pool of directors fees approved by security holders is allocated to directors; • the remuneration packages to be awarded to senior executives; • equity based remuneration plans for senior executives and

ASX CG Principles	Compliance by the Company
<p>remuneration is appropriate and not excessive.</p>	<p>other employees; and</p> <ul style="list-style-type: none"> • superannuation arrangements for directors, senior executives and other employees. <p>The Nomination and Remuneration Committee is comprised of 3 directors, 2 of which are independent directors and one of whom will act as independent chairperson.</p> <p>The Company intends to disclose, at the relevant time, the number of times the committee met, and the attendance at those meetings, at the end of each reporting period.</p> <p>The Company has adopted a Nomination and Remuneration Committee Charter which is on the Company's website.</p>
<p>Recommendation 8.2</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors.</p>	<p>The Company's remuneration policy is disclosed in the Directors' Report which forms part of the Annual Report. The policy has been set out to ensure that the performance of Directors, key executives and staff reflect each person's accountabilities, duties and their level of performance, and to ensure that remuneration is competitive in attracting, motivating and retaining staff of the highest quality. A program of regular performance appraisals and objective setting for key executives and staff is in place. These annual reviews</p>

ASX CG Principles	Compliance by the Company
	<p>take into account individual and company performance, market movements and expert advice.</p>
<p>Recommendation 8.3</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>The constitution permits directors, senior executives and other officers of the Company to trade in Company shares as long as they comply with the Company's Share Trading Policy. The Share Trading Policy is a code that is designed to minimise the potential for insider trading.</p> <p>Directors must notify the Chairman of the Board, before they buy or sell shares in the Company. If the Chairman of the Board intends to trade in the Company shares, the Chairman of the Board must give prior notice to the whole Board. The details of the share trading must be given to the Company Secretary who must lodge such details of such changes in with the ASX.</p> <p>Senior executives must give prior notice to the Chief Executive Officer, while other officers must notify the Company Secretary, before trading in the Company shares and details of all such transactions must be given, in writing, to the Company Secretary within 7 business days.</p> <p>Any changes in substantial shareholding of the Directors, senior executives or other officers must be</p>

ASX CG Principles	Compliance by the Company
	<p>reported to the ASX within 2 business days of such trading. The policy also recommends that trading in the Company shares only occur in the following trading windows:</p> <ul style="list-style-type: none"> • 30 days after the announcement of the Company's half year results; and • 30 days after the announcement of the Company's full year results.

9. ADDITIONAL INFORMATION

9.1 Rights Attaching to Shares

The rights, privileges and restrictions attaching to Shares are set out in the Constitution and in certain circumstances regulated by the Corporations Act, the Listing Rules and the general law. A summary of the significant rights are set out below. The list is not exhaustive and does not contain a definitive statement as to the rights and liabilities of Shareholders. To obtain such a statement, investors should seek independent legal advice.

9.2 General Meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

9.3 Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- Each shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- On a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and
- On a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such shares registered in the shareholder's name as the amount paid bears to the total amounts paid and payable.

9.4 Winding-Up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the shareholders or different classes of shareholders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

9.5 Shareholder Liability

The Shares under the Offer are fully paid ordinary shares, they are not subject to calls for additional money and are not liable to forfeiture. Each investor's liability is limited to the amount paid on the Shares.

9.6 Dividends

Subject to any shares issued with special rights (of which there are none at the date of this Prospectus) the Directors may determine to distribute the profits of the Company, subject to the Corporations Act, to Shareholders in equal amounts per Share.

9.7 Future Issue of Securities

Subject to the Corporations Act and the Listing Rules the Directors may issue, grant options over, issue securities that may convert at the election of the Company or the holder into Shares at the times and on the terms that the Directors think appropriate.

9.8 Transfer of Shares

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.

9.9 Variation of Rights

Pursuant to Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class

9.10 Directors

The minimum number of Directors is 3 and the maximum is 9.

At each Annual General Meeting 1/3 of the Directors must resign and are eligible for re-election.

9.11 Listing Rules

While the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act from being done, the act must not be done. If the Listing Rules require the Constitution to contain a provision and the Constitution does not contain that provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution to not contain a provision and the Constitution does contain that provision, the Constitution is deemed to not contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed to not contain that provision to the extent of the inconsistency.

9.12 Employee Share Plans

There are no Employee Share Plans applying to the Company.

9.13 Taxation and Financial Year

The Company is taxed in Australia as a public company. The Company's year-end is 30 June.

The acquisition and disposal of Shares will have tax consequences to the investor. The tax consequences will differ depending upon the tax status of the investor and their personal taxation affairs. All investors should obtain their own tax and financial advice before acquiring or disposing of Shares.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of subscribing for Shares.

9.14 Dividend Policy

Payment of future dividends (if any) will be at the discretion of the Directors. Any future determination as to the payment of dividends will depend upon the availability of distributable earnings, the Company's operating results, the Company's future capital requirements and financial position of the Company. No assurance can be given as to the payment of dividends or the availability of franking credits attaching to dividends.

9.15 Litigation

As at the date of this Prospectus, the Company is not involved in any material legal proceedings.

9.16 Fees and Benefits

Other than as set out below or elsewhere in this Prospectus, no expert, 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, nor any firm in which any of

those persons is or was a partner nor any company in which those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, 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 in connection with the offer of Shares under this Prospectus; or
- c. The Offer.

Hall Chadwick Corporate (NSW) Limited has acted as the Investigating Accountant and has prepared an Investigating Accountant's Report, which has been included in Section 7 of this Prospectus and has provided an independent experts report included with the Notice of Meeting for the 21 December 2015 meeting. The Company will pay Hall Chadwick Corporate (NSW) Limited a total of \$35,000 for these services. Subsequently, fees will be charged in accordance with normal charge out rates. In the 2 years prior to the date of this Prospectus, Hall Chadwick Corporate (NSW) Limited has not received any fees from the Company.

Simpsons Solicitors, the Solicitors for the Offer is expected to receive a total of \$35,000 for legal services related to the preparation of this Prospectus and for services in connection with the Offer. Subsequently, fees will be charged in accordance with normal charge out rates. In the 2 years prior to the date of this Prospectus, Simpsons Solicitors has received \$29,527 as fees for legal services.

9.17 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Shares), the Directors of the Company, David Gentry as a proposed Director, persons named in the Prospectus with their consent as having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading or deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Noting the above limitation to any disclaimer of liability, each of the parties referred to in this section:

- a) Does not make, or purport to make, any statement in this Prospectus other than those referred to in this section;
- b) To the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section; and
- c) Has given their written consent to being named in this Prospectus and for the inclusion of a statement made by them as described below in the form and context in which they are included and has not

withdrawn its consent prior to lodgement of this Prospectus with ASIC.

RedChip Companies Inc. has given its written consent to being named in the Prospectus and for all statements in the Prospectus attributed to it.

Hall Chadwick Corporate (NSW) Limited have given their written consent to being named as Investigating Accountant in this Prospectus and to the inclusion of the Investigating Accountant's Report in Section 7.

Deloitte Touche Tohmatsu has given its written consent to being named as the auditors to the Company in this Prospectus and the inclusion in Section 6.1(d) of reference to the independent auditor's report accompanying the consolidated entity's financial report for the year ended 30 June 2015, 30 June 2014 and 30 June 2013 respectively whereby:

- The FY2013 audit report contained a disclaimer of opinion due to the Company being placed into voluntary administration during the period 11 May 2011 to 21 March 2013 and the accounting and statutory records for the period 1 July 2010 to 22 March 2013 were not adequate to obtain sufficient appropriate evidence to express an audit opinion in that year.
- The FY2014 audit report contained a qualified opinion in relation to the FY2013 comparative amounts disclosed in the statement of profit or loss and other comprehensive income, statement of cash flows and the statement of changes in equity.
- The FY2015 audit report contained an unmodified opinion.

Reference to the audited Statement of Financial Position as at 30 June 2015 as outlined in Section 6.4 and to all references to the independent auditor's report and the consolidated statement of financial position in the form and context in which those references appear in this Prospectus and has not withdrawn its consent before lodgement of this Prospectus with the ASIC.

Simpsons Solicitors has given its written consent to being named as the Solicitor to the Offer in this Prospectus.

Security Transfer Registrars Pty Ltd has given its written consent to being named the Company's Share Registry in this Prospectus.

9.18 Expenses of the Offer

The total expenses of the Offer are estimated to be approximately \$153,000 and are expected to be applied towards the items set out in the table below:

Item of Expenditure	Amount (\$)
Accounting	35,000
ASIC fees	3,000
ASX fees	70,000
Legal Fees	35,000

Printing and Miscellaneous	10,000
TOTAL	153,000

10. DIRECTORS' STATEMENT

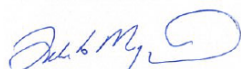
The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive, and that in respect to any other statements made in the Prospectus by persons other than the Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and content in which they are included and have not withdrawn that consent before lodgement of the Prospectus with ASIC, or to the Directors' knowledge, before any issue of Shares pursuant to this Prospectus.

The Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisors.

Each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent before lodgement of this Prospectus with ASIC or before any issue of Shares pursuant to this Prospectus.

Dated: 25 January 2016

Signed for and on behalf of the Company



Alberto Migliucci

Chairman

11. GLOSSARY

Application Form	means the application form attached to or accompanying this Prospectus.
ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 and the market that it operates.
Company	means RedChip International Limited (formerly known as Corporation Limited) ACN 111 398 040.
Constitution	means the constitution of the Company.
Corporations Act	means the Corporations Act 2001 (Cth)
Deed of Assignment	means the deed between the Company and RedChip described at section 3.2.2.
Deed of Company Arrangement or DOCA	means the Deed of Company Arrangement entered into by the Company and dated 23 January 2013 and includes any variation to it.
Deferred Consideration Shares	means a maximum of 5,000,000 Shares to be issued by the Company to RedChip on the first achievement of the Company in any financial year commencing within 36 months of completion of the Transaction of: <ul style="list-style-type: none">(i) EBITDA of \$2,000,000 or more but less than \$4,000,000- 2,500,000 Shares;(ii) EBITDA of \$4,000,000 or more- 2,500,000 Shares. The Deferred Consideration Shares are to be issued within 7 days of the release to the ASX of the Company's full year statutory accounts.
Director	means a director of the Company.
EGM	means the extraordinary general meeting of Shareholders of the Company that occurred on 21 December 2015.
Eligible Shareholder	means a Shareholder at the date of this Prospectus with an address on the register of members of the Company in Australia or New Zealand.
Escrow Shares	means 30,000,000 Shares to be issued to the RedChip under the Transaction.
Intellectual Property Deed	means the deed between the Company and RedChip described at section 3.2.1.
Listing Rules	means the official listing rules of the ASX.
Minimum Parcel	means 10,000 Shares.
Priority Allocation	means the allocation of a Minimum Parcel to each Eligible Shareholder that applies under the Offer, subject to the terms of section 1.4.
Priority Application Form	means the personalised Application Form for use by Eligible Shareholders.
Prospectus	means this replacement prospectus dated 25 January 2016.
RedChip	means RedChip Companies Inc an Orlando, Florida Corporation, having its principal place of business at 1017 Maitland Center Commons Blvd., Maitland, Florida 32751.

Restricted Securities	means shares subject to escrow conditions as imposed by the ASX in accordance with the Listing Rules.
Service Offering	means all of the investor relations and digital media services offered by RedChip and its controlled entities at the date of this Prospectus and includes any developments or new service lines developed by RedChip.
Shareholder	means a holder of a Share in the Company recorded on the register of members of the Company.
Shares	mean ordinary fully paid shares in the capital of the Company.
Spread	means 400 Shareholders with a Minimum Parcel of Shares.
Support Services Agreement	means the agreement between the Company and RedChip described at section 3.2.3.
Territory	means the world outside of the territories of North, South and Central America and the Caribbean, being Anguilla, Antigua and Barbuda, Argentina, The Bahamas, Barbados, Belize, Bermuda, Bolivia, Brazil, British Virgin Islands, Canada, Cayman Islands, Chile, Colombia, Costa Rica, Cuba, Dominica, Dominican Republic, Ecuador, El Salvador, French Guiana, Grenada, Guadeloupe, Guatemala, Guyana, Haiti, Honduras, Jamaica, Martinique, Montserrat, Netherlands Antilles, Mexico, Nicaragua, Panama, Paraguay, Peru, Puerto Rico, Saint Kitts and Nevis, Saint Lucia, Saint Vincent and the Grenadines, Suriname, Trinidad and Tobago, United States of America, US Virgin Islands, Uruguay and Venezuela.
Transaction	means the acquisition of the rights and entitlements under the Transaction Documents.
Transaction Documents	means the Intellectual Property Deed, Deed of Assignment and the Support Services Agreement.