

MANALTO LIMITED

[ABN 88 098 640 352]

("the Company")

REPLACEMENT PROSPECTUS

An offer for the issue of up to 27,214,286 new shares (**New Shares**) to eligible shareholders at an issue price of 7 cents (\$0.07) per share pursuant to a share purchase plan to raise \$1,905,000 before costs of the issue (**the SPP Offer**).

Each eligible shareholder will be provided the opportunity to apply for and receive up to 214,286 shares, representing consideration of \$15,000.

Any shares not taken up by eligible shareholders will form part of the shortfall. Shares forming part of the shortfall (if any) will be offered to professional, sophisticated and other exempt investors invited to participate by the Company in consultation with Bell Potter Securities Limited on the same terms as the SPP Offer (**the Shortfall Offer**).

The SPP Offer is not underwritten.

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

It is important that you read this Prospectus carefully before deciding to accept the SPP Offer described in this Prospectus. If you do not understand its contents you should consult your stockbroker, accountant or other professional adviser.

The securities offered under this Prospectus are considered speculative

Lead Manager:

Bell Potter Securities Limited

[ABN 25 006 390 772]

Australian financial services licence (AFSL) number 243480

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CORPORATE DIRECTORY

MANALTO LIMITED (ABN 88 098 640 352)

Directors

Mr David Fletcher (Non-Executive Director, Chairman)
Mr Anthony Owen (Executive Director, CEO)
Mr Joseph Miller (Non-Executive Director)
Mr Kristian Blaszczyński (Non-Executive Director)
Mr Michael Quinert (Non-Executive Director)
Mr Chris Adams (Non-Executive Director)

Company Secretary

Mr Justyn Stedwell

Registered Office

Suite 1, Level 6, 50 Queen Street, Melbourne, Victoria, 3000
Telephone: +61 3 8692 9048
Facsimile: +61 3 8692 9040

Lead Manager

Bell Potter Securities Limited
Australian Financial Services (AFSL) number 243480
Level 29, 101 Collins Street, Melbourne, Victoria, 3000
Telephone: +61 2 9255 7442
Fax: +61 3 9256 8787

Share Registry

Computershare Investor Services Pty Ltd
Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067
Telephone: 1300 850 505
Fax +61 3 9473 2500

ASX Code

MTL

Website

www.manalto.com

For the purposes of this document, this replacement prospectus is referred to as “**this Prospectus**”.

This Prospectus replaces the Company’s prospectus dated 11 January 2016. This Prospectus has been issued to amend the timetable for the SPP Offer. Accordingly, other than in respect of dates, the contents of this Prospectus remain substantially unaltered from the prospectus dated 11 January 2016.

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IMPORTANT NOTICES

This Prospectus is dated 12 January 2016. A copy of this Prospectus was lodged with the Australian Securities & Investments Commission ("ASIC") on the same date. Neither ASIC nor ASX Limited ("ASX") nor their respective officers take any responsibility as to the contents of this Prospectus.

Subject to the Corporations Act, the ASX Listing Rules and other applicable laws, the Company reserves the right to close the SPP Offer early, to extend the closing date and/or any other dates, or not to proceed with the SPP Offer described in this Prospectus.

The offer under this Prospectus closes at 5:00 pm Melbourne time on 11 February 2016, which date may change without notice.

This Prospectus is for an offer of continuously quoted securities and accordingly is not required by the Corporations Act to contain all the information normally required to be set out in a document of this type.

This Prospectus incorporates by reference certain information contained in documents lodged with ASIC. A document incorporated in this Prospectus in this manner may be obtained free of charge from the Company during the application period.

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

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Persons resident in countries outside Australia should consult their professional advisers as to whether any governmental or other consents are required or whether formalities need to be observed to enable them to acquire Shares, and observe such restrictions and requirements. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. Return of a duly completed Personalised Application Form or payment will be taken by the Company to constitute a representation that there has been no breach of such requirements.

No action has been taken to register or qualify the SPP Offer or the Shares, or otherwise to permit a public offering of the Shares, in any jurisdiction outside Australia. The Shares have not been, and will not be, registered under the United States Securities Act of 1933 and should not be offered or sold within the USA.

No account has been taken of particular objectives, financial situation or needs of recipients of this Prospectus. Recipients of this Prospectus should have regard to their own objectives, financial situation and needs. Recipients of this Prospectus should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and risks associated with investing. Independent expert advice should be sought before any decision is made to apply for New Shares.

All monetary amounts in this Prospectus are in Australian dollars unless otherwise stated.

ASIC CLASS ORDER ON SHARE PURCHASE PLANS

Ordinarily, a listed company undertakes a share purchase plan in accordance with ASIC Class Order CO09/425. This Class Order allows a share purpose plan be conducted without use of a prospectus.

Due to the Company having previously been suspended from trading on ASX for more than five days in the last 12 months, the Company is unable to rely on the relief granted by the Class Order and is therefore using this Prospectus to offer New Shares under the Share Purchase Plan.

The Company has been granted a waiver of ASX Listing Rules 7.1 and 10.11 to enable it to issue up to \$15,000 of shares to Eligible Shareholders under this Prospectus without obtaining shareholder approval.

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TIMETABLE

Record date identifying shareholders entitled to participate in the SPP Offer	25 November 2015
Lodgement of Prospectus	12 January 2016
Prospectus dispatched to shareholders entitled to participate in the SPP Offer	19 January 2016
SPP Offer Period opens	20 January 2016
SPP Offer Period closes ("Closing Date")	11 February 2016 at 5:00pm Melbourne time
Anticipated Issue Date	17 February 2016

*The above dates should be regarded as **indicative only and may change without notice**. All dates and times are Melbourne, Victoria, Australia time. Subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws, the Company reserves the right to change the above dates, close the SPP Offer before the date stated above, extend the Closing Date and subsequent dates, or not proceed with the SPP Offer.*

No securities will be issued on the basis of this Prospectus after 10 February 2017, being the expiry date of this Prospectus.

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KEY INVESTMENT RISKS – SUMMARY

Please read and consider this Prospectus in full and in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements before deciding to apply for New Shares, exercise existing options or to invest in the Company. In particular, the risks described in Section 5 include risk areas considered specific to the Company that are summarised below.

- The markets for both information technology and social media management software are highly competitive. The Company faces potential competition from businesses that are either owned or affiliated with large information technology market players that can pursue aggressive strategies to capture market share. The Company can have little influence or control over the activities or actions of competitors. The potential actions of competitors to capture market share may be detrimental to future revenue and/or profitability, planned growth and the underlying financial condition of the Company. A key risk is that the Company may not maintain differentiation from its competitors. There is potential that the maturation of the market may cause downward pressure on pricing.
- The Company must constantly adapt its social media management software to be compatible with developments in existing social media platforms and the emergence of new social media platforms. The rapid expansion of social media, including the introduction of new social media platforms, creates an environment where unforeseen change occurs quickly, making it difficult for the Company to adapt its services to cope. There is a risk the Company's service may become less effective if it cannot keep up with the progression of the social media market through accommodating changes to existing social media platforms or failing to integrate with new social media platforms.
- Hackers may, without authorisation, infiltrate the Company system to obtain data or insert a cyber-virus or bug to disrupt or affect the Manalto software or otherwise affect systems using the Manalto software. Such action could compromise client data and cause service shutdown, leading to customer dissatisfaction and a loss of goodwill.
- The Company relies on third parties for aspects of the operation and delivery of software, for example, cloud based hosting providers. There is a risk a third party may no longer be capable of providing services or refuse to provide services without increased licence fees or other payment.
- The Company is reliant on the talent and expertise of its personnel. The loss of key personnel, or various other personnel, may adversely affect the operation. There is a further risk that, where development staff with knowledge of the technology and business leave the Company, that knowledge will be lost with their departure. This risk involves departing staff potentially having information in respect of the Company's intellectual property or business which has commercial value to the Company, as well as the costs of replacing departing staff and training new staff.
- A lack of knowledge of information availability may impede or even prevent uptake by businesses of social media management technology. Conversely, large, centrally-controlled businesses with awareness of the need and options for managing a growing social media presence tend to develop a program through internal staff where all decisions are made by head office. The Company primarily targets multi-location/multi-brand organisations, such as franchise businesses, who have a fragmented social media presence and desire a local level of participation in decision making.
- In a dynamic market experiencing considerable growth there is a risk the Company may not establish a meaningful market share or position before its competitors. The ability to effectively market efficient technical solutions to an emerging customer base is just as important for the Company as developing such solutions. The Company needs to employ effective direct and indirect marketing strategies to avoid having a potentially successful product beaten to the market by competitors.
- Although the Company has applied for a provisional patent in respect of its social media management software, a full patent application is yet to be filed. Once filed, there can be no assurance that it will be accepted without variation, or at all. The granting of intellectual property protection, such as a

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registered patent, does not guarantee rights of other patents are not infringed, that competitors will not develop technology avoiding the patent or that third parties will not seek to claim an interest in the intellectual property to seek commercial benefit from the Company. There is a risk of competition obtaining and sustaining protection of intellectual property, which given its complexity, can lead to expensive and lengthy disputes for which there can be no guaranteed outcome.

Even if the Company obtains protection of intellectual property there is no certainty it would be notified of an infringement or be in a financial position to pursue necessary remedial action in the event of a breach. There further can be no assurances that employees, consultants or third parties will not breach confidentiality, or infringe or misappropriate the Company's intellectual property.

- The Company is raising funds in Australian dollars. It is expected the primary market for Manalto software will be the USA for the short to medium term. This means the Company expenditure and revenue will be primarily received and made in US dollars. Consequently, the Company may be adversely affected by fluctuations in the US dollar and Australian dollar exchange rates, including risks on conversion to US dollars.
- The Company does not have a significant record of activities or performance. It has not generated profits and is reliant on raising capital to fund its activities.

In addition to the above specific risks, there are other risks of a more general nature (such as general economic risks and market conditions) that apply to investment in the Company. Please read and consider the risks outlined in Section 5 before making any decision regarding applying for Shares under the SPP Offer.

ABOUT THE OFFER - SUMMARY

The following summary provides only a limited overview of the SPP Offer being made by the Company. Further detail is set out in this Prospectus. Please read and consider this Prospectus in full before making any decision regarding applying for New Shares, exercising existing options or investing in the Company.

Topic	Summary	For more information see:
What is the SPP Offer?	An offer of ordinary shares to eligible shareholders pursuant to a share purchase plan (called the SPP Offer).	Section 1.1
What are the terms of the New Shares?	All New Shares issued pursuant to the SPP Offer will be fully paid ordinary shares and will rank equally in all respects with the Company's shares already on issue.	Section 9
What is the issue price?	Each New Share has an issue price of 7 cents (\$0.07).	Section 1.1
Am I an Eligible Shareholder?	Eligible Shareholders are shareholders with addresses in Australia as recorded in the Company's register of members' on the Record Date.	Section 1.1
Record Date	The Record Date is 5pm Melbourne, Victoria time on 25 November 2015, being the day before the date on which the details of the Share Purchase Plan were first announced to ASX.	Section 1.1
What is my entitlement?	As an Eligible Shareholder, you are entitled to apply for and receive a parcel of up to 214,286 New Shares (\$15,000), such amount to be scaled back should the Company receive applications for greater than 27,214,286 New Shares (for convenience, referred to throughout this Prospectus as your Entitlement)	Section 1.8
What if I am not an Eligible Shareholder?	If you are not an Eligible Shareholder then the SPP Offer is not being made to you and consequently you cannot apply for and receive New Shares under the SPP Offer.	Section 1.5
Is there a minimum subscription?	Eligible Shareholders will only be able to apply for and receive New Shares in the following parcels: <div style="text-align: center;"> \$2,000 – 28,571 \$5,000 – 71,429 \$10,000 – 142,857 \$15,000 – 214,286 </div> Eligible Shareholders may also apply for and receive New Shares in amounts between \$2,000 and \$15,000 in \$500 increments.	Sections 1.2 and 1.7
Is there a maximum subscription amount?	Eligible Shareholders will be provided the opportunity to apply for and receive up to a maximum of 214,286 New Shares, representing consideration of \$15,000.	Section 1.8
Can I apply for shares as a Custodian?	Yes, you may apply for shares as a Custodian on behalf of Beneficiaries in accordance with the terms of this Prospectus.	Section 1.8 and Section 6.3

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Topic	Summary	For more information see:
Can I trade my Entitlement?	No, you cannot trade your Entitlement to apply for and receive New Shares.	Section 1.3
Is the SPP Offer underwritten?	No.	Section 1.4
How much will be raised by the SPP Offer?	The SPP Offer will raise \$1,905,000 (before costs) if fully subscribed.	Section 1.1
How will the funds raised be used?	Funds raised will be applied to the continuing day to day operations of the Company as working capital including payment of employee wages, operating costs and sales and marketing expenses.	Section 2.1 & Section 2.2
What can I do with my Entitlement?	<p>You can do any of the following:</p> <ul style="list-style-type: none"> • take up all of your Entitlement (by accepting the SPP Offer in full); • take up part of your Entitlement (by accepting part of the SPP Offer) and allow the balance to lapse (and the balance will form part of the shortfall); • do nothing, in which case all your Entitlement will lapse and form part of the shortfall. 	Section 6.1
What will happen if I do not take up my Entitlement?	If you do not take up all of your Entitlement by the Closing Date the New Shares to which you were entitled will form part of the shortfall. Your interest in the Company will also be diluted.	Section 4.1
What will happen if the SPP Offer is oversubscribed?	If applications are received for greater than 27,214,286 New Shares the Company will scale back applications. The Company will refund to the applicant the difference between the application monies received by the Company and the application monies payable for the number of Shares actually issued to the applicant. Refunds will be paid via cheque. No interest will be payable.	Section 1.9
Are there risks associated with investment in the Company?	<p>There are risks associated with investment in the Company. These include risks relating to the Company, risks relating to the SPP Offer and risks associated with financial investment generally.</p> <p>Please carefully consider the risks and the information contained in this Prospectus in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements before making any decision regarding applying for or acquiring shares or otherwise making an investment in the Company.</p>	Section 5

Topic	Summary	For more information see:
How do I accept the SPP Offer?	<p>If you wish to take up (accept the offer for) all or part of your Entitlement under the SPP Offer you must either:</p> <p>(a) pay in accordance with details included in the Personalised Application Form, so payment is received by no later than 5:00 pm (Melbourne time) on the Closing Date (11 February 2016); or</p> <p>(b) complete and return the Personalised Application Form to Computershare Investor Services together with payment by cheque, bank draft or money order so the form and payment are received by the Share Registry by no later than 9.00 pm (Melbourne time) on the Closing Date.</p> <p>\$15,000 is payable if you are taking up your full Entitlement, as set out in the personalised Application Form.</p> <p>If taking up less than your full Entitlement, the amount payable is dependent on the New Shares applied for as outlined in the table contained in section 1.2 of this Prospectus.</p>	Sections 1.2 and 6
How and when will I know if my application was successful?	<p>Holding statements confirming the issue of New Shares to be issued under the SPP Offer are anticipated to be dispatched on 17 February 2016.</p> <p>Anyone who trades New Shares before receiving holding statements does so at their own risk.</p>	Section 6
What are the tax implications of participating in the SPP Offer?	<p>Taxation implications will vary depending upon the specific circumstances of the investor. You should obtain professional advice as to the taxation treatment applicable to you.</p>	Section 11
Where can I find more information about the Company?	<p>For more information on the Company please see the Company's website (www.manalto.com) or refer to the Company's ASX announcements (available on the ASX's website www.asx.com.au).</p>	Section 8
What if I have questions about the SPP Offer or how to apply?	<p>You should consult your stockbroker, accountant, solicitor or other professional adviser before making any decision regarding applying for New Shares.</p> <p>Questions concerning the SPP Offer can be directed to Justyn Stedwell, Company Secretary on +61 3 9824 5254.</p>	Section 18

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1. Details of the offer

1.1 The SPP Offer

Manalto Limited [ABN 88 098 640 352] (**Manalto** or **the Company**) offers to eligible shareholders the opportunity to apply for and receive a portion of 27,214,286 new fully paid ordinary share (New Share) at an issue price of 7 cents (\$0.07) pursuant to a Share Purchase Plan (**the SPP Offer**). The SPP Offer will raise up to \$1,905,000 (before costs).

The New Shares are only offered to shareholders with addresses in Australia in the Company's register of members' as at the Record Date (being 5pm, Melbourne time on 25 November 2015) (**Eligible Shareholders**).

The SPP Offer closes on 11 February at 5:00 pm Melbourne time (unless closed early or extended). No securities will be allotted, issued or sold on the basis of this Prospectus after 10 February 2017, being the expiry date of this Prospectus.

1.2 Applications for New Shares

Eligible Shareholders may apply to receive their full Entitlement of shares under the SPP Offer. Alternatively, an Eligible Shareholder may apply for a parcel of New Shares that is less than their full Entitlement. The parcels of New Shares available under the SPP Offer are set out below:

\$	Number of shares
\$2,000	28,571
\$5,000	71,429
\$10,000	142,857
\$15,000	214,286

Alternatively, Eligible Shareholders may apply for parcels of New Shares in other amounts between \$2,000 and \$15,000 in \$500 increments.

Eligible Shareholders that choose to take up any of their Entitlement under the SPP Offer will need to indicate the parcel of New Shares they wish to apply for on the Personalised Application Form and pay the required amount.

1.3 No Entitlement Trading

Entitlements to apply for and receive New Shares under the SPP Offer are not renounceable and accordingly there is no ability to trade Entitlements on ASX or elsewhere.

1.4 No Underwriting

The SPP Offer is not underwritten.

1.5 Non-eligible Foreign Shareholders

Only shareholders with addresses in the Company's register of members in Australia as at the Record Date are eligible to participate in the SPP Offer.

The Company has decided that it is unreasonable to make the SPP Offer outside Australia having regard for:

- the number of holders in places where the SPP Offer would be made;
- the number and value of securities those holders would be offered; and
- the cost of complying with the legal and regulatory requirements of regulatory authorities in those jurisdictions.

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The Company will be notifying each of the non-qualifying foreign shareholders of the SPP Offer and advise them that the SPP Offer will not be made to them.

A total of 22,725,658 Shares (18.54% of existing issued Shares) are held by 47 non-qualifying foreign shareholders in 9 different countries. The shares of the non-qualifying foreign shareholders are equivalent to entitlements to apply for and receive a maximum of 10,071,442 New Shares (\$705,001 at the seven cent (\$0.07) issue price). The equivalent entitlements of non-qualifying foreign shareholders will form part of the shortfall.

1.6 **ASX Listing**

The Company will apply to ASX for admission of the New Shares to official quotation within 7 days of the date of this Prospectus. The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or those securities.

If ASX does not grant permission for the Official Quotation of the New Shares within 3 months after the date of issue of this Prospectus (or such period as is permitted by the Corporations Act), the Company, in its absolute discretion, will either repay the application monies in respect of that tranche to Applicants without interest or (subject to any necessary ASIC or ASX waivers or consents being obtained) issue a supplementary or replacement Prospectus and allow applicants one month to withdraw their application in respect of that tranche and be repaid their application monies in respect of that tranche without interest.

1.7 **Minimum subscription**

Eligible Shareholders will only be able to apply for and receive New Shares in accordance with sections 1.2 and 6.

1.8 **Maximum subscription**

The Company maximum number of New Shares to be issued is 27,214,286 shares.

Each eligible Shareholder may only apply for up to \$15,000 of Shares (214,286 Shares). If a registered holder of Shares receives more than one Application Form under this Offer (for example, due to multiple registered holdings, including joint holdings), it may only apply for up to \$15,000 of shares in total.

Joint holders are counted as a single shareholder for the purposes of determining Entitlements. A joint holder who receives more than one Application Form under the SPP Offer due to multiple registered holdings (including both sole and joint holdings) may only apply for up to \$15,000 of shares in total. Applications counted in determining whether the \$15,000 limit would be exceeded include application made through a nominee. The Application Form includes a statement that the acceptance by the Company of the application will not result in the applicant acquiring Shares under this Offer with an application price totalling more than \$15,000 in the prior 12 month period. The statement also applies to applications made by BPAY.

Where a trustee, custodian or nominee is a registered holder of MTL shares and is expressly noted on the share register as holding MTL shares on account of another person (**Beneficiary**), the Beneficiary will be taken to be the registered holder of those MTL shares. In this instance, an application or issue of New Shares to the trustee, custodian or nominee will be taken to be an application or an issue to the Beneficiary. Details of how a trustee, custodian or nominee may apply for New Shares on behalf of their underlying beneficiary are provided for in Section 6.

1.9 **Scale Back**

If applications are received from eligible shareholders totalling greater than 27,214,286 shares the Company will scale back applications under the SPP Offer to the extent and in the manner that it sees fit.

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The Company will refund to the applicant the difference between the application monies received by the Company and the application monies payable for the number of Shares actually issued to the applicant. Refunds will be paid via cheque. No interest is payable.

No applications for shares above the maximum subscription of 214,286 New Shares, representing consideration of \$15,000, will be accepted.

1.10 **Issue of New Shares after Closing Date**

The Board reserves the right to issue New Shares in response to applications from Eligible Shareholders received after the Closing Date.

1.11 **Shortfall**

Any part of your Entitlement to New Shares under this Prospectus not taken up will form part of the shortfall.

The Company will seek to place the shortfall with professional, sophisticated and other exempt investors invited to participate in the SPP Offer by the Company in consultation with Bell Potter Securities Limited (**the Shortfall Offer**).

Shares issued from the shortfall will have identical terms and rights as those issued to Eligible Shareholders pursuant to the SPP Offer.

Shares issued under the Shortfall Offer may be issued up to three (3) months after the Closing Date.

1.12 **Share Placement**

On 26 November 2015 the Company announced it had received commitments for the placement of 44,214,286 new fully paid ordinary shares at an issue price of \$0.07 (7 cents) to raise \$3,095,000 before costs (**Placement Shares**). Issue of shares under the placement is to be conducted in two tranches. 24,500,000 shares, representing the Company's 25% capacity, were issued on 18 December 2015 (**Tranche 1 Placement Shares**). 19,714,286 shares, representing the remainder of the placement share, subject to shareholder approval being obtained at a general meeting of the Company proposed to be held on or about 18 February 2016, are anticipated to be issued on or about 23 February 2016 (**Tranche 2 Placement Shares**).

2. **Purpose and effect of the SPP Offer**

2.1 **Capital allocation**

The Company anticipates that approximately \$1,905,000 (before costs) will be raised if the SPP Offer is fully subscribed.

The funds raised from the SPP Offer will be applied to the continuing day to day operations of the Company as working capital including payment of employee wages, operating costs and sales and marketing expenses. The table below provides an approximation of the expected outlay of these costs at various levels of subscription of the SPP Offer:

Use of funds	100% subscription	75% subscription	50% subscription
Capital expenditure	\$5,997	\$4,498	\$2,999
Salaries and wages	\$1,048,812	\$786,609	\$524,406
Sales and marketing	\$202,478	\$151,858	\$101,239
Travel and accommodation	\$139,806	\$104,854	\$69,903
General operating costs	\$348,607	\$261,455	\$174,303

Capital raising costs	\$159,300	\$119,475	\$79,650
TOTAL	\$1,905,000	\$1,428,750	\$952,500

2.2 Costs

The estimated anticipated costs of the SPP Offer if fully subscribed are as follows:

Particulars	Amount (\$)
Fees and commissions	\$114,300
Legal, printing and postage	\$30,000
ASIC and ASX Fees	\$15,000
TOTAL	\$159,300

3. **Effect of the Offers on the Company**

The effect of the Offers on the Company will be to:

- provide the funds to undertake the activities described in Section 2; and
- alter the capital structure of the Company as described in Section 4.

4. **Effect on the Capital Structure of the Company**

4.1 Shares and Options

Capital Structure

The tables below set out the existing capital structure of the Company and the effect on the Company's capital structure of issuing the New Shares offered under this Prospectus.

SHARES

Existing issued ordinary shares	122,554,590
Shares offered under the SPP Offer	27,214,286
Subtotal	149,768,876
Tranche 2 Placement Shares ^	19,714,286
Total	169,483,162

^ Further details of the Tranche 2 Placement Shares are contained in section 1.2 of this Prospectus.

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OPTIONS

Existing Options	Number of options	Expiry Date	Exercise price
Unlisted	2,000	30 April 2016	\$0.30
Unlisted	2,250,000	11 March 2018	\$0.25
Unlisted	8,000,000	11 March 2020	\$0.25
Unlisted	3,025,000	15 December 2020	\$0.30

Note to Table:

- The above table does not take into account 500,000 options to be issued to Michael Quinert and 11,770,613 options to be issued to Anthony Own and his associates, such options with an exercise price of \$0.20 and expiry date of four (4) years after issue, and otherwise having the same terms as the options with the same exercise price and expiry date outlined above. The issue of these options is subject to shareholder approval being obtained at a general meeting of the Company proposed to be held on or about 18 February 2016.

Dilution

The dilutive effect on the holdings of Eligible Shareholders who take up their Entitlement pursuant to the SPP Offer is dependent on the current shareholding of the Eligible Shareholder.

Examples of the impact of dilution on Eligible Shareholders who take up their full entitlement of shares are set out below:

Shareholder (example)	Holding prior to Issue Date	Existing %	% of shares if full subscription of Offer (and issue of Tranche 2 Placement Shares)	Shares upon taking up Entitlement	% of total Shares if full subscription of Offer (and issue of Tranche 2 Placement Shares)
A	500,000	0.41%	0.33% (0.30%)	714,286	0.48% (0.42%)
B	1,000,000	0.82%	0.67% (0.59%)	1,214,286	0.81% (0.72%)
C	2,000,000	1.63%	1.34% (1.18%)	2,214,286	1.48% (1.31%)
D	5,000,000	4.10%	3.34% (2.95%)	5,214,286	3.48% (3.10%)
E	10,000,000	8.16%	6.68% (5.90%)	10,214,286	6.82% (6.03%)

Notes to Table:

- The table above assumes full subscription of both the SPP Offer and the Share Placement. The Company will have 149,768,876 shares on issue upon full subscription of the SPP Offer and 169,483,162 upon issue of the Tranche 2 Placement Shares. Percentages in brackets (%) represent shareholdings where the SPP Offer is fully subscribed and the Tranche 2 Placement Shares are issued.

4.2 Pro-Forma Balance Sheet

Set out below is the pro-forma statement of financial position of the Company and its controlled entities as at 30 June 2015. The pro-forma statement of financial position has been extracted from the Company's audited financial report for the year ended 30 June 2015.

The pro-forma statement of financial position provided below shows the effect on the Company if the SPP Offer is fully subscribed and the total raised is AUD\$1,915,000 before costs.

The Company's financial reports are denominated in US currency. The adjustments and pro-forma information are shown in US dollars for consistency.

STATEMENT OF FINANCIAL POSITION As at 30 June 2015

	Audited 30-Jun-15	Unaudited Placement Tranche 1	Unaudited SPP	Unaudited Pro-forma 30-Jun-15
	US\$	US\$	US\$	US\$
ASSETS				
Current assets				
Cash and cash equivalents	2,091,598	1,042,122	1,160,890	4,294,610
Trade and other receivables	82,073	-	-	82,073
Prepaid expenses	48,764	-	-	48,764
Deferred tax asset	174,722	-	-	174,722
Total current assets	2,397,157	1,042,122	1,160,890	4,600,169
Non-current assets				
Property, plant and equipment	45,438	-	-	45,438
Intangible assets	593,587	-	-	593,587
Total non-current assets	639,025	-	-	639,025
TOTAL ASSETS	3,036,182	1,042,122	1,160,890	5,239,194
LIABILITIES				
Current liabilities				
Trade and other payables	96,030	-	-	96,030
Short-term borrowings	-	-	-	0
Short-term provisions	162,507	-	-	162,507
Total current liabilities	258,537	-	-	258,537
TOTAL LIABILITIES	258,537	-	-	258,537
NET ASSETS	2,777,645	1,042,122	1,160,890	4,980,657
EQUITY				
Contributed equity	7,404,106	1,200,500	1,333,500	9,938,106
Share option reserve	294,686	-	-	294,686

	Audited 30-Jun-15	Unaudited Placement Tranche 1	Unaudited SPP	Unaudited Pro-forma 30-Jun-15
	US\$	US\$	US\$	US\$
Foreign currency translation reserve	(147,607)	(54,849)	(61,099)	(263,555)
Accumulated losses	(4,773,540)	(103,530)	(111,510)	(4,988,580)
TOTAL EQUITY	2,777,645	1,042,122	1,160,890	4,980,657

Note: An exchange rate of AUD\$1.00 = USD\$0.70 with an allowance for fluctuations and spread of 5% has been used to convert funds received in Australian dollars, consistent with the Company's accounting policies and practices.

Adjustments

The Statement of Financial Position at 30 June 2015 has been adjusted to reflect the following pro-forma adjustments (refer to the above note regarding the exchange rate and allowance used for conversion to US dollars):

1. Tranche 1 of the Share Placement raising AUD\$1,715,000, less costs of AUD\$147,900.
2. The SPP Offer raising AUD\$1,915,000, less costs of AUD\$159,300.

The Company's total number of ordinary shares on issue would be 149,768,876 (subject to rounding).

Tranche 2 Placement Shares

The above Statement of Financial Position does not take into account the issue of the Tranche 2 Placement Shares which is subject to shareholder approval being obtained at a general meeting of the Company proposed to be held on or about 18 February 2016.

Basis of Preparation

The above pro forma Statement of Financial Position has been prepared in accordance with the ASIC Regulatory Guide 230 *Disclosing non-IFRS Financial Information* issued in December 2011.

The Pro-Forma Statement of Financial Position is based on actual, audited financial information as at 30 June 2015 and has been prepared to provide shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company following the Share Placement. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

Most recent audited financial statement

The Financial Report for the year ended 30 June 2015 was been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business. The Financial Report for the year ended 30 June 2015 contains historical financial information including the directors' report and financial statements, and the auditor's review report. The auditor's review report contains a going concern emphasis of matter. The 30 June 2015 Financial Report is taken to be included in this Prospectus by operation of section 712 of the Corporations Act. Any person may request a copy of the 30 June 2015 Financial Report during the application period of this Prospectus, which the Company will provide free of charge. In addition, a copy may be downloaded from company announcements which are published on the ASX web site.

5. Risks

The Shares offered under this Prospectus are considered speculative. There are various factors, both specific to the Company and general, which may affect the future operating and financial performance of the Company and the value of any investment in the Company.

Some of these factors can be mitigated through safeguards and appropriate commercial action and controls. However, many are outside the control of the Company and therefore cannot be mitigated. There are also general risks associated with share investment. Hence, investors should be aware that the performance of the Company may be affected and the value of its Shares may rise or fall over any given period.

This section describes certain (non-exhaustive) risks associated with an investment in the Company. Prior to making an investment decision, prospective investors should carefully consider the following risk factors, as well as all other information contained in this Prospectus.

5.1 Specific Risks

(A) Competition Risk

The Company is competing in both the market for information technology and social media management software. Both markets are competitive, with a number of businesses that are owned or affiliated with information technology market players being direct competitors. These businesses have capacity to adopt aggressive strategies to capture market share.

The Company can have little influence or control over the activities or actions of its competitors. Actions by competitors to capture market share may negatively affect future revenue and/or profitability, planned growth and the overall financial condition of the Company.

In this competitive environment the key risk for the Company is that it may not maintain differentiation from its competitors and an appreciable market share. As the market matures there is a risk of downward pressure on pricing. Although the Company seeks to keep its services as a highly scalable, cost effective offering, thereby placing it in a defensive position against potential reductions, it is nonetheless vulnerable to an increase in competition that may lead to a sustained and material drop in price.

(B) Technology Risk

Technology Risk - Industry

The Company must continually adapt its social media management software to be compatible with both developments in existing social media platforms and emerging social media platforms. The rapid growth of social media, in particular the introduction of new social media platforms, creates an environment where unforeseen change can happen quickly, making it difficult for the Company to adapt its services to cope with such changes. There is a risk of the Company's services having reduced effectiveness if it is unable to maintain progression with the social media market generally, cannot adapt to accommodate changes in existing social media platforms or cannot integrate with new social media platforms.

Technology Risk - Security

The Company could suffer unauthorised infiltration of its system by hackers to obtain data or insert a cyber-virus or bug. This may disrupt or affect the Manalto software or otherwise affect the system of outlets using Manalto software. Such actions could compromise client data and cause shutdown of services, leading to customer dissatisfaction and loss of goodwill. The Company, and the service providers on which it relies to provide cloud-based infrastructure, employ practices to protect its systems from being compromised. Further processes are in place to reduce the prospect of a cyber-

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virus or bug being introduced to the Company's services and these processes are regularly reviewed for improvement. The Company works with its cloud-based hosting service to ensure daily backups are made of client data, ensuring capability of retrieval within one (1) to two (2) days if required.

Technology Risk – Third Party Reliance

To some extent, the Company relies on third parties for key aspects of operation and delivery of its software. There is risk a third party may no longer be capable of providing services, or refused to provide services without increased license fees or other payments. The Company's strategy is to avoid dependence on singular third party technology by, where possible, using standardised open source or royalty-free tools and libraries. The Company intends to evolve its platform so that the loss of a third party service provider would not create a significant impact or it would be in a position to use an alternative service provider.

(C) Personnel

The Company is dependent on the talent and expertise of its personnel. The loss of key personnel, or various general personnel may adversely affect the Company's service. There is also a risk that, where there is turnover of development staff with knowledge of the technology and business, that knowledge will be lost upon their departure. This involves the risk that those staff who leave have information of the Company's intellectual property or business which has a commercial value to the Company. There are further costs of replacing staff who leave and training new staff.

The Company seeks to mitigate these risks by maintaining remuneration arrangements and good relationships with key personnel. In addition, employment contracts used by the Company contain provisions with respect to intellectual property and confidentiality, limiting potential losses resulting from departure of key personnel. Further, although Manalto software will continue to develop, the initial substantive development work has been completed and, accordingly, loss of key development staff would have less impact than if the Company were in the early phases of software development.

(D) Market Risk

The social media management sector in which the Company operates is a relatively undeveloped market. As such, it is difficult to ascertain or gauge the level of knowledge and confidence in the market or its size and growth potential. A lack of knowledge or information availability may impede or even prevent business uptake of social media management technology. Conversely, large centrally controlled businesses who are aware of the need and options for managing a growing social media presence tend to adopt an internally developed capacity, with all decisions and actions being made at head office. The Company primarily targets multi location and/or multi brand organisations, such as franchise businesses, who have a fragmented social media presence and desire for local participation in decision making.

There is risk in a fast growing and dynamic market that the Company may not be able to establish a meaningful market share prior to its competitors. It is just as important to market effectively to an emerging customer base before competitors as it is to provide an efficient technical solution. The Company needs to employ effective direct and indirect marketing strategies to avoid having a potentially successful product beaten to the market by more efficient competitor marketing.

(E) Intellectual property risk

Although the Company has applied for a provisional patent in respect of its social media management software, a full patent application is yet to be filed and, once filed, there can be no assurance it will be accepted without variation, or at all. Furthermore, the granting of intellectual property protection, such as a registered patent, does not guarantee that the rights of others are not infringed, that competitors will not develop technology to avoid the patent or that third parties will not seek to claim an interest in the intellectual property, with a view of seeking commercial benefit from the

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Company. There is also risk of competition in obtaining and sustaining protection of intellectual property, which given its complex nature, can lead to expensive and lengthy dispute where the outcome is not guaranteed. Even if the Company obtains protection of intellectual property through patents, there is no certainty it would be notified of infringement or be in a financial position to pursue necessary remedial action in the event of a breach.

There can also be no assurance that employees, consultants or third parties will not breach confidentiality, infringe or misappropriate the Company's intellectual property. The Company seeks to mitigate the risk of unauthorised use of its intellectual property by limiting disclosure of sensitive material to particular employees, consultants, and others on a need-to-know basis. Where appropriate, parties with potential access to such sensitive material will be required to provide written commitments as to confidentiality and ownership of intellectual property.

(F) Currency risk

The Company is raising funds in Australian dollars. In the short to medium term it is expected that the primary customer market for Manalto software will be the USA. Therefore, the Company's expenditure and revenue will predominantly be received and made in US dollars. As a result, the Company may be adversely affected by fluctuations in the US dollar and Australian dollar exchange rates, including risks on conversion of funds received to US dollars.

(G) No significant record of activities, revenue or profits

The Company does not have a significant record of activities or performance. Prior to March 2015 Manalto's business was conducted by Manalto Inc (a US company). Manalto Inc is now a subsidiary of the Company. Manalto Inc commenced its activities in November 2013. Neither Manalto Inc nor the Company generated profits. Revenues have not been sufficient to pay operating and other costs, and there is no certainty that revenues will necessarily increase, costs be reduced or profits be achieved in a foreseeable period or at all. The Company is therefore reliant on its ability to raise capital to fund its operations and expenditure.

5.2 General Risks

(A) Additional Requirements for Capital

Depending on the ability of the Company to generate revenue from its operations, the Company may require further financing in addition to amounts raised under the SPP Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company cannot obtain additional financing as needed, it may be required to reduce scope of operations.

(B) Litigation risks

The Company is exposed to possible litigation risk including contractual disputes, occupational health and safety claims and employee claims. The Company may be involved in disputes with other parties in the future, potentially resulting in litigation. Any such claim or dispute, if proven, may adversely impact the Company's operations, financial performance and financial position.

(C) Liquidity

There can be no assurance there will be, or continue to be, an active market for Shares or that the price of Shares will increase.

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(D) Economic risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may adversely affect the Company's activities, as well as its ability to fund those activities. Further, share market conditions may affect the value of Company securities regardless of the Company's operating performance. Share market conditions are affected by many 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 hostilities.

(E) Taxation

There may be tax implications arising from applications for New Shares, the receipt of dividends both franked and unfranked (if any) from the Company, participation in any on-market buy-back and on the future disposal of shares.

5.3 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or its Manalto software business, or by investors in the Company. The above risk factors, and others not specifically referred to above, may materially affect the future financial performance of Company and the value of securities offered under this Prospectus.

The shares to be issued pursuant to this Prospectus carry no guarantee with respect to payment of dividends, returns of capital or market value. The company does not expect to declare any dividends in the short to medium term.

Potential investors should consider investment in the Company as highly speculative and consult their professional advisers before deciding whether to apply for shares offered under this Prospectus.

6. Acceptance Instructions

6.1 Choices available under SPP Offer

Eligible Shareholders may:

- exercise their rights to participate in the SPP Offer and accept in full; or
- exercise their rights to participate in the SPP Offer and accept in part by applying for a parcel of New Shares; or
- take no action under this offer, and allow the offer made to them to lapse.

Depending on the level of applications received, applications may be scaled back or New Shares not accepted under the SPP Offer will become part of the shortfall.

6.2 Completing an Application Form

Unless paying by BPAY®* (see below), all applications for New Shares must be made on the personalised Application Form accompanying this Prospectus in accordance with the instructions set out in on the form.

* ® Registered to Bpay Pty Ltd ABN 69 079 137 518

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For payments by cheque, money order or BPAY:

Your application for New Shares or payment may not be effective if received after 5:00pm (Melbourne time) on the Closing Date or such later date as the Company may specify, in which case no New Shares would be issued to you in respect of your application or payment, and any payment received will be refunded to you after the date of allotment in accordance with the Corporations Act, without interest.

The amount payable upon applying will be deemed not to have been received until the Company is in receipt of cleared funds. Payments in cash will not be accepted.

If the amount of payment received is insufficient to pay in full for the number of New Shares you have accepted or is more than required for the number of New Shares you have accepted you will be taken to have accepted the lesser of your Entitlement or such whole number of New Shares which is covered in full by your payment.

If paying by BPAY:

To accept your Entitlement and pay via BPAY, you should:

- read this Prospectus and the Application Form in their entirety and seek appropriate professional advice if necessary; and
- make your payment via BPAY for the parcel of New Shares you wish to subscribe for so that it is received no later than 5:00pm (Melbourne time) on the Closing Date, or such later date as the Company may specify. You can only make a payment via BPAY if you are the holder of an account with an Australian financial institution.

If you choose to pay via BPAY you are not required to submit the Application Form.

If your BPAY payment is received by 5:00pm (Melbourne time) on the Closing Date or such later date as the Company may specify, New Shares accepted are anticipated to be issued to you on or before the date set out in the timetable on page 2 of this Prospectus (which date may change without notice).

You should be aware that your financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit. The Company and the Share Registrar accept no responsibility for unsuccessful, delayed, or incomplete BPAY payments.

If paying by cheque or money order:

To accept your Entitlement and pay by cheque or money order, you should:

- read this Prospectus and the Application Form in their entirety and seek appropriate professional advice if necessary; and
- complete the personalised Application Form which accompanies this Prospectus (instructions for completing and returning the Application Form are set out on the form); and
- return the completed Application Form together with a cheque or money order for the applicable amount (being the amount payable for the parcel of New Shares that you wish to apply for) to:

Manalto Limited
C/- Computershare Investor Services Pty Ltd
Yarra Falls, 452 Johnston Street
Abbotsford Victoria 3067

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so that it is received by no later than 5:00pm (Melbourne time) on the Closing Date (which is set out in the timetable on page 4 of this Prospectus), or such later date as the Company may specify. The Company and the Share Register accept no responsibility for delayed or misdelivered Application Forms or payments.

If you choose to pay by cheque or money order you must submit the completed Application Form.

Cheques should be made payable to “Manalto Limited” and crossed “Not Negotiable”. Cheques must be payable in Australian dollars, drawn on an Australian branch of an Australian bank.

6.3 Applying where the eligible shareholder is Trustee, Custodian or Nominee for a beneficial holder

Eligible Shareholders who held shares as trustee, custodian or nominee (**Custodian**) for one or more persons on the Record Date (**Beneficiaries**) may apply for up to a maximum amount of \$15,000 worth of New Shares in respect of each Beneficiary, subject to the Custodian certifying to the Company:

- (a) that the Custodian is (directly or indirectly) an Eligible Shareholder of shares on behalf of one or more Beneficiaries;
- (b) the number of Beneficiaries instructing the Custodian (directly or indirectly) to participate;
- (c) the name and address of each participating Beneficiary;
- (d) in respect of each participating beneficiary:
 - (i) the number of shares that the Custodian holds (directly or indirectly) on their behalf; and
 - (ii) the dollar amount of New Shares they instructed the Custodian to apply for on their behalf;
- (e) for each participating Beneficiary, that the application price for the New Shares applied for on the Beneficiaries behalf, and any other New Shares applied for on that Beneficiaries behalf (directly or indirectly) under a similar arrangement in the previous 12 months, does not exceed \$15,000;
- (f) that a copy of this Prospectus was given to each participating Beneficiary; and
- (g) where the Custodian holds shares on behalf of a Beneficiary indirectly, through one or more interposed Custodians, the name and address of each interposed Custodian.

By completing and submitting the Personalised Application Form which accompanies this Offer, a Custodian certifies the above.

Please contact Computershare Investor Services Pty Ltd on 1300 850 505 to obtain the relevant certification material and submit this together with a completed Personalised Application Form.

6.4 Further Information

If you have any questions about the SPP Offer please contact Justyn Stedwell, Company Secretary on +61 3 9824 5254. Alternatively, contact your stockbroker or other professional adviser.

The issue of any New Shares is expected to occur after the SPP Offer has closed on or before the dates set out in the timetable on page 4 of this Prospectus (which date may change without notice). Thereafter statements of holdings relating to any issued New Shares will be despatched. It is the responsibility of recipients to determine their allocation prior to trading in New Shares. Recipients trading New Shares before they receive their statements do so at their own risk.

The Company may reject an application where payment of the application amount is not received or a cheque is not honoured, or without prejudice to its rights, issue New Shares in response to the application and recover outstanding application amount from the recipient. If your Personalised Application Form is not

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completed correctly it may still be treated as a valid application for New Shares. The Directors' decision whether to treat a form as valid and how to construe, amend or complete the form is final. The Company accepts no responsibility for failure by your stockbroker or other third parties to carry out your instructions.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Persons resident in countries outside Australia should consult their professional advisers as to whether governmental or other consent are required or whether formalities need to be observed for them to acquire new Shares. Return of a Personalised Application Form or payment will be taken by the Company to constitute a representation that there has been no breach of such requirements.

No account has been taken of the particular objectives, financial situation or needs of recipients of this Prospectus. Because of this, recipients of this Prospectus should have regard to their own objectives, financial situation and needs.

Recipients of this Prospectus should make their own independent investigations and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company. Independent expert advice should be sought before any decision is made to accept the SPP Offer, or to acquire New Shares or other securities of the Company.

7. Continuous Disclosure Obligations

This Prospectus is issued by the Company in accordance with the provisions of the Corporations Act applicable to a prospectus for continuously quoted securities.

Section 713 of the Corporations Act enables a company to issue a special prospectus where the securities under that prospectus are continuously quoted securities within the meaning of the Corporations Act. This generally means that the relevant securities are in a class of securities that were quoted enhanced disclosure securities at all times during the 3 months before the date of this Prospectus and that other requirements relating to the Company not being subject to various exemptions and orders under the Corporations Act within the last 12 months are met.

In summary, special prospectuses are required to contain information in relation to the effect of the offer of securities on the company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company. Accordingly, this Prospectus does not contain the same level of disclosure as a prospectus of an unlisted company or an initial public offering prospectus.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the date of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

For the purpose of satisfying section 713(5) of the Corporations Act a prospectus must incorporate information if such information:

- (a) has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
- (b) is information that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - the assets and liabilities, financial position and performance, profit and losses and prospects of the Company; and
 - the rights and liabilities attaching to the securities being offered.

The Prospectus must contain this information only to the extent to which it is reasonable for investors and their professional advisers to expect to find such information in the Prospectus. The Company is not aware of any

matters that need to be disclosed under this section of the Corporations Act that have not been previously disclosed or which have not been set out in this Prospectus.

The Company seeks and engages in discussions on an ongoing basis in respect of potential new investment opportunities both in Australia and overseas. Funds may be used to fund the costs associated with identifying, investigation and pursuing new opportunities. While the Company continues to seek and negotiate potential investment opportunities in this respect, there is no certainty that any arrangement(s) will be finalised on particular terms, at a specific time, or at all. The Company will make further announcements in respect of any such discussions or negotiations in accordance with its disclosure obligations as developments occur.

As a disclosing entity under the Corporations Act, the Company is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASX and ASIC in relation to the Company may be obtained from or inspected by accessing the respective web sites.

Any person may request, and the Company will provide free of charge, a copy of each of the following documents during the application period of this Prospectus. Such documents are also available on-line from the ASX web site.

- (a) The annual financial report of the Company for the financial year ended 30 June 2015 (lodged with ASIC on 30 September 2015), being the most recent annual financial report of the Company before the lodgement of this Prospectus with ASIC;
- (b) Any continuous disclosure notices given by the Company since the lodgement of the Annual Financial Report referred to in (b) above before lodgement of this Prospectus. Continuous disclosure notices given by the Company since the lodgement of the Annual Financial Report to the date of this Prospectus are listed in Section 8 of this Prospectus.

8. ASX Announcements

The following announcements (continuous disclosure notices) have been made by the Company to ASX since lodging its annual financial report for the year ended 30 June 2015 with ASIC:

Date	Headline
12/01/2016	ODIN TO ACCELERATE SOSHLR SALES CHANNEL
11/01/2016	Share Purchase Plan Prospectus
30/12/2015	Change in substantial holding
23/12/2015	Change of Director's Interest Notice
21/12/2015	Issue of Tranche 1 Shares under Share Placement
17/12/2015	Release of Shares from Escrow
16/12/2015	Appendix 3B – Unlisted Options
15/12/2015	FIRST HOSTING COMPANY COMMENCES COMMERCIALISATION OF SOSHLR
14/12/2015	SECOND SUPPLEMENTARY PROSPECTUS
09/12/2015	SECOND SOSHLR PARTNER COMMENCES COMMERCIALISATION
08/12/2015	SUPPLEMENTARY PROSPECTUS
08/12/2015	MANALTO SIGNS ENTERPRISE CUSTOMER
07/12/2015	SOSHLR COMMENCES COMMERCIALISATION WITH LUXCLOUD
04/12/2015	Cleansing Prospectus
26/11/2015	Reinstatement to Official Quotation
26/11/2015	Share Placement and Proposed Share Purchase Plan
20/11/2015	Suspension from Official Quotation
18/11/2015	Trading Halt
17/11/2015	Results of Meeting
03/11/2015	Manalto Investor Update

03/11/2015	Distribution agreement with LuxCloud to distribute SOSHLR
02/11/2015	Manalto to reach 30 million small businesses
30/10/2015	Appendix 4C – quarterly
30/10/2015	Manalto exceeds internal management forecasts for October
19/10/2015	Appendix 4G
16/10/2015	Annual Report to shareholders
16/10/2015	Notice of Annual General Meeting/Proxy Form
16/10/2015	Manalto secures second SOSHLR Distribution Partner
30/09/2015	Full Year Statutory Accounts

Any person may request, and the Company will provide free of charge, a copy of any of the above announcements during the application period of this Prospectus.

The Company may make further announcements to ASX from time to time. Announcements are released by ASX on its website, www.asx.com.au under the Company's ASX code "MTL" and copies of announcements can be obtained from the Company upon request and are available on the Company's website www.manalto.com. Prospective investors are advised to refer to ASX's website for updated releases about events or matters affecting the Company.

In making statements in this Prospectus it is noted that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

9. Terms of securities offered

The Shares will be fully paid ordinary shares in the capital of the Company, which will rank equally with, and will have the same voting and other rights as the existing issued shares of the Company. The rights attaching to the Company's shares are set out in the Company's constitution, the Listing Rules of ASX and the Corporations Act. The Company's constitution has been lodged with ASIC. The constitution contains provisions of the kind common for public companies in Australia and are taken to be included in this Prospectus by operation of Section 712 of the Corporations Act. Any person may request a copy of the constitution during the application period of this Prospectus, which the Company will provide free of charge.

The SPP Offer of Shares under this Prospectus and any application concerning the issue of New Shares under this Prospectus, shall be governed and construed in accordance with the laws in the State of Victoria, Australia.

10. Director's interests

10.1 Securities

The Directors' direct and indirect interests in securities of the Company as at the date of this Prospectus and the effect of the SPP Offer on the direct and indirect share holdings of Directors are set out in the following table that assumes full subscription of the SPP Offer:

SHARES & OPTIONS

Director/Shareholder (and/or associate(s))	Existing Shares		Shares Post Offer		Existing and Post Issue Options
	Number	%	Number	%	
David Fletcher	508,901	0.42%	508,901	0.34%	1,000,000
Anthony Owen	6,769,540	5.52%	6,769,540	4.52%	14,345,233^^
Chris Adams	-	-	-	-	500,000
Kristian Blaszczyński	685,499	0.56%	685,499	0.46%	-

Joseph Miller [^]	12,533,160	10.23%	12,533,160	8.37%	-
Michael Quinert	140,000	0.11%	140,000	0.09%	500,000 ^{^^}
TOTAL:	20,637,100	16.84%	20,637,100	13.78%	6,050,000

[^] Joseph Miller holds an indirect interest in shares held by ECA Ventures LLC, as a result of a share interest, but does not control ECA Ventures LLC. ECA is anticipated to apply for and receive up to 1,428,571 new shares in the second tranche of the Share Placement. ECA's participation in the Share Placement is subject to shareholder approval being obtained at a general meeting of the Company proposed to be held on or about 18 February 2016.

^{^^} Issue of 9,795,233 options to Anthony Owen and 500,000 options to Michael Quinert (or their respective nominees) is subject to shareholder approval being obtained at a general meeting of the Company proposed to be held on or about 18 February 2016.

10.2 **Remuneration & Payments to Directors**

Fees and other remuneration

Directors are entitled to receive directors' fees and other remuneration (which may include consulting fees) from the Company in relation to services provided to the Company.

Details of the remuneration or agreed to be paid to Directors in the two years prior to the lodgement of this Prospectus (excluding GST if applicable) are as follows:

Director	11 January 2014 to 10 January 2015 USD\$	11 January 2015 to 10 January 2016 USD\$
David Fletcher	Not applicable	38,981
Anthony Owen	Not applicable	355,498
Chris Adams	Not applicable	49,000
Kristian Blaszczyński	Not applicable	-
Joseph Miller	Not applicable	-
Michael Quinert	33,333	37,265

In addition to the above, in the past 2 years Quinert Rodda and Associates Pty Ltd [ACN 137 818 985], a company of which Mr Quinert is a Director and of which a company associated with him is a shareholder, has received fees and disbursements for provision of legal services to the Company totalling AUD\$265,066 including GST. In addition, anticipated fees of approximately AUD\$20,000 plus GST in connection with the SPP Offer including this Prospectus and accrued unbilled fees of approximately AUD\$25,000 plus GST will be payable to Quinert Rodda and Associates Pty Ltd.

Other

Except as disclosed in this Prospectus:

- (a) no person has paid or agreed to pay any amount to any Director or has given or agreed to give any benefit to any Director, to induce the Director to become, or to qualify as, a Director of the Company or otherwise for services rendered by the Director in connection with the formation or promotion of the Company or the SPP Offer.
- (b) no Director or proposed Director has, or has had within two years of lodgement of this Prospectus, any interest in:
 - the formation or promotion of the Company; or
 - any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the SPP Offer; or
 - the SPP Offer.

For personal use only

10.3 **Lead Manager**

Bell Potter Securities Limited (**Bell Potter**) acted as Lead Manager in connection with the SPP Offer and Shortfall Offer. For performance of the role of Lead Manager Bell Potter will receive fees of 6% of the total raised from the conduct of the SPP Offer and Shortfall Offer.

11. **Taxation**

Recipients of the SPP Offer should seek and obtain their own taxation advice before applying for New Shares so that they may first satisfy themselves of any taxation implications associated with acquiring New Shares.

12. **Overseas Shareholders**

This Prospectus and any application form do not constitute an offer in any jurisdiction in which, or to any persons to whom, it would not be lawful to make such an offer.

This Prospectus does not constitute an offer for securities in any place where, or to any person whom, it would be unlawful to make such an offer. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law, and persons outside Australia who comes into possession of this Prospectus should seek advice on, and observe any, such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the Shares or the SPP Offer or otherwise to permit a public offering of the securities in any jurisdiction outside Australia.

The SPP Offer has not been, and will not be, registered under the US Securities Act and has not been made in the United States of America or to persons resident in the United States of America.

13. **Privacy**

Personal information is collected on application forms by the Company, the Lead Manager and the Share Registrar for processing applications, maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Applications might not be processed efficiently, or at all, if the information requested is not provided. Personal information about recipients may be disclosed to external service providers such as print or mail service providers as required or permitted by law. A recipient who would like details of their personal information held by the Company or its Share Registrar, or who would like to correct information that is incorrect or out of date, should contact the Company by email, by telephone or at the address shown in the Corporate Directory. In accordance with the Corporations Act, recipients may be sent material (including marketing material) in addition to general corporate communications. Recipients may elect not to receive marketing material by contacting the Share Registrar's Privacy Officer. Recipients can also request access to, or corrections of, personal information held by the Company by writing to the Company.

14. **Electronic Prospectus**

This Prospectus is available in electronic format via the ASX website, www.asx.com.au and via the Company's website at www.manalto.com.

Persons having received this Prospectus in electronic form may, during the offer period, obtain a paper copy of this Prospectus (free of charge) by contacting Mr Justyn Stedwell on +61 3 9824 5254, or by facsimile to the Company on +61 3 8692 9040.

Applications for New Shares may only be made on the Personalised Application Form which accompanied or was attached to a copy of this Prospectus in its paper copy form or a print out of the form which formed part of or was accompanied by the complete and unaltered electronic version of this Prospectus. The Corporations Act prohibits any person from passing on to another person a Personalised Application Form unless it is attached to or accompanied by a hard copy of this Prospectus or by the complete and unaltered electronic version of this Prospectus.

For personal use only

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 complete and unaltered electronic version of this Prospectus.

15. Investment Decisions

The information in this Prospectus does not constitute financial product advice. This Prospectus does not take into account the investment objectives, financial situation, tax position and particular needs of individual investors. Investors should obtain their own independent advice and consider the appropriateness of the SPP Offer of shares pursuant to this Prospectus having regard to their own objectives, financial situation, tax position and needs.

16. Future Performance

Except as required by law, and only then to the extent so required, neither the Company nor any other person warrants the future performance of the Company, or any return on any investment made pursuant to this Prospectus. An investment through applying for and receiving New Shares under the SPP Offer made by this Prospectus should be considered speculative.

17. Consents

Bell Potter Securities Limited has given its written consent to being named as Lead Manager in relation to the SPP Offer that is the subject of this Prospectus. Bell Potter Securities Limited has not withdrawn its consent prior to lodgement of this Prospectus with ASIC. Bell Potter Securities Limited has had no involvement in the preparation of any part of this Prospectus other than being named as the Lead Manager. Bell Potter Securities Limited has not authorised or caused the issue of any part of this Prospectus and, to the extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus.

Computershare Investor Services Pty Ltd has given its written consent to being named as the Share Registry in relation to the SPP Offer that is the subject of this Prospectus. Computershare Investor Services Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC. Computershare Investor Services Pty Ltd has had no involvement in the preparation of any part of this Prospectus other than being named as the Share Registry. Computershare Investor Services Pty Ltd has not authorised or caused the issue of any part of this Prospectus and, to the extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus.

18. Enquiries

If you have any questions regarding the content of this Prospectus or how to complete the Personalised Application Form, you should contact your stockbroker, accountant or independent professional financial adviser prior to accepting the SPP Offer.

Any questions concerning the SPP Offer should be directed to Justyn Stedwell, Company Secretary on +61 3 9824 5254.

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

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DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company have authorised the lodgement of this Prospectus with ASIC.

A handwritten signature in black ink, appearing to read 'D Fletcher', with a horizontal line underneath.

David Fletcher
Chairman

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For all enquiries:**Phone:**

Company Secretary +61 3 9824 5254



┌ 000001 000 MTL
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:

See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (Melbourne time) Thursday, 11 February 2016**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Manalto Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Manalto Limited shares on the terms of the Share Purchase Plan (SPP) in the Manalto Limited Replacement Prospectus dated 12 January 2016.

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$15,000.

Manalto Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Manalto Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Manalto Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Manalto Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Manalto Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Manalto Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (Melbourne time) Thursday, 11 February 2016

© Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer →

Share Purchase Plan Application Form

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STEP 1 Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Record date: **25 November 2015**

Minimum value available to purchase: **\$2,000**

Maximum value available to purchase: **\$15,000**

STEP 2 Make Your Payment

 Biller Code: 9999
Ref No: 1234 5678 9123 4567 89

Contact your financial institution to make your payment from your cheque or savings account.

Pay by Mail:

 Make your cheque, bank draft or money order payable to "**Manalto Limited**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:
Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (Melbourne time) Thursday, 11 February 2016. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Manalto Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (Melbourne time) Thursday, 11 February 2016. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Manalto Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

Purchase Details for Manalto Limited (choose one option) Replacement Prospectus dated 12 January 2016

\$2,000 (28,571 New Shares) OR \$5,000 (71,429 New Shares) OR \$10,000 (142,857 New Shares)
 \$15,000 (214,286 New Shares)



Entitlement No: 12345678

Or other amount between \$2,000 and \$15,000 in \$500 increments

A\$

Payment must be received by 5:00pm (Melbourne time) Thursday, 11 February 2016

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ Daytime Telephone _____

Cheque Details

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

123456789123456789+000000001-3051+14