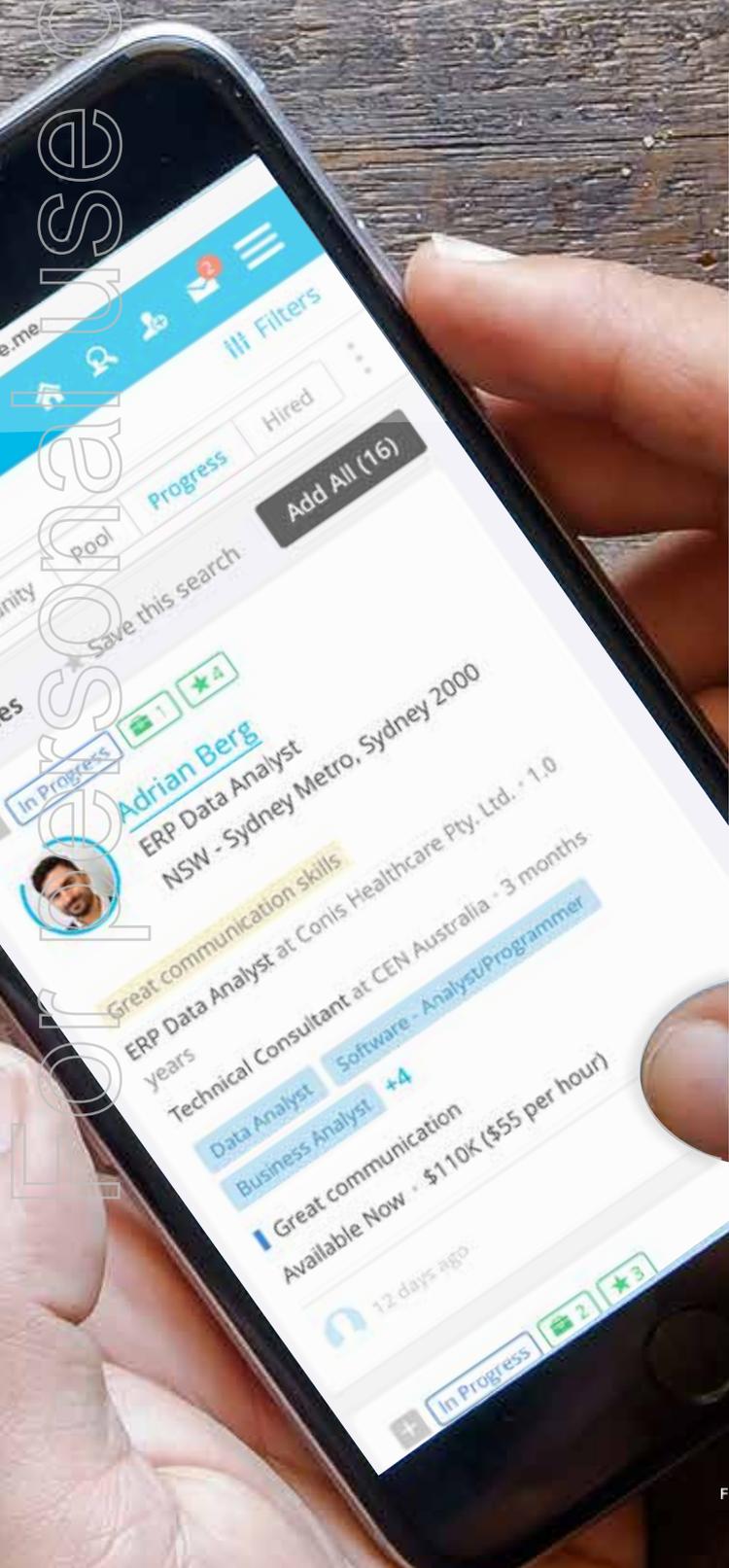


livehire

live talent communities

FOSTER STOCKBROKING



For an offer of 50,000,000 Shares at an issue price of A\$0.20 each to raise A\$10,000,000

This Replacement Prospectus has been issued to provide information on the offer of 50,000,000 Shares to be issued at a price of A\$0.20 per Share to raise A\$10,000,000 (before costs).

It is proposed that the Offer will close at 5.00pm (AEST) on 30 May 2016. The Directors reserve the right to close the Offer earlier or to extend this date without notice. Applications must be received before that time.

This is an important document and requires your immediate attention. It should be read in its entirety. Please consult your professional adviser(s) if you have any questions about this document.

Investment in the Shares offered pursuant to this Prospectus should be regarded as highly speculative in nature, and investors should be aware that they may lose some or all of their investment. Refer to Section 7 for a summary of the key risks associated with an investment in the Shares.

LiveHire Limited | ACN 153 266 605



FOSTER STOCKBROKING

Morgans  IN ALLIANCE WITH

Important Notice

This replacement prospectus is dated, and was lodged with ASIC on 20 May 2016 and replaces the prospectus dated 27 April 2016 (as supplemented by the supplementary prospectus dated 11 May 2016). Neither ASIC nor ASX (or their respective officers) take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. The expiry date of this Prospectus is 5.00pm AEST on that date which is thirteen (13) months after the Prospectus Date. No Shares will be issued on the basis of this Prospectus after that expiry date.

Application will be made to ASX within seven (7) days of the Prospectus Date for Official Quotation of the Shares the subject of the Offer.

No person is authorised to give any information or to make any representation in connection with the Offer, other than as is contained in this Prospectus. Any information or representation not contained in this Prospectus should not be relied on as having been made or authorised by the Company or the Directors in connection with the Offer.

It is important that you read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered highly speculative.

Exposure Period

This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. You should be aware that this examination may result in the identification of deficiencies in this Prospectus. In such circumstances, any Application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act. Applications under this Prospectus will not be processed by the Company until after the Exposure Period.

No preference will be conferred upon Applications received during the Exposure Period.

Electronic Prospectus and Application Forms

This Prospectus will generally be made available in electronic form by being posted on the Company's website at www.livehire.com/investors. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus and the relevant Application Form (free of charge) from the Company's registered office during the Offer Period by contacting the Company. Contact details for the Company and details of the Company's registered office are detailed in the Corporate Directory. The Offer constituted by this Prospectus in electronic form is only available to persons receiving an electronic version of this Prospectus and relevant Application Form within Australia. Applications will only be accepted on the relevant Application Form attached to, or accompanying, this Prospectus or in its paper copy form as downloaded in its entirety from www.livehire.com/investors. The Corporations Act prohibits any person from passing on to another person the Application Form unless it is accompanied by or attached to a complete and unaltered copy of this Prospectus.

Prospective investors wishing to subscribe for Shares under the Offer should complete the Application Form. If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

Website

No document or information included on the Company's website is incorporated by reference into this Prospectus.

Foreign Investors

No action has been taken to register or qualify the Shares the subject of this Prospectus, or the Offer, or otherwise to permit the public offering of the Shares, in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside of Australia may be restricted by law and persons who come into possession of this Prospectus outside of Australia should observe any such restrictions. See below and Section 2.12 for international offering restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus. In particular this Prospectus may not be distributed in the United States.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap.571) of the Laws of Hong Kong (the SFO). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that 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 that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities. The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the FMC Act). Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore

This document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may 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 except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA. This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Speculative Investment

The Shares offered pursuant to this Prospectus should be considered highly speculative. There is no guarantee that the Shares offered pursuant to this Prospectus will make a return on the capital invested or that there will be an increase in the value of the Shares in the future. There is a risk that the value of the Shares may decrease in the future (refer to Section

7.2(a)). The Company does not intend, or expect, to declare or pay any dividends in the immediately foreseeable future.

Prospective investors should carefully consider whether the Shares offered pursuant to this Prospectus are an appropriate investment for them in light of their personal circumstances, including their financial and taxation position. Refer to Section 7 for details relating to the key risks applicable to an investment in the Shares.

Using this Prospectus

Persons wishing to subscribe for Shares offered by this Prospectus should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses, and prospects of the Company and the rights and liabilities attaching to the Shares offered pursuant to this Prospectus. If persons considering subscribing for Shares offered pursuant to this Prospectus have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser for advice.

Privacy Statement

To apply for Shares you will be required to provide certain personal information to the Company and the Share Registry. The Company and the Share Registry will collect, hold and use your personal information in order to assess your Application, service your needs as an investor, provide facilities and services that you request and carry out appropriate administration. The Corporations Act and taxation law requires some of this personal information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, or at all.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes detailed in this Privacy Statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate,

agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If an Applicant becomes a Shareholder, the Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its Shareholders) and compliance by the Company with its legal and regulatory requirements.

Forward-Looking Statements

This Prospectus contains forward-looking statements which are identified by words such as "believes", "estimates", "expects", "targets", "intends", "may", "will", "would", "could", or "should" and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Key risk factors associated with an investment in the Company are detailed in Section 7. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses this Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this 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.

Currency

All financial amounts contained in this Prospectus are expressed as Australian currency unless otherwise stated. All references to "\$" or "A\$" are references to Australian dollars.

Time

All references to time in this Prospectus are references to AEST, being the time in Melbourne, Victoria, unless otherwise stated.

Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the glossary in Section 11.

Corporate Directory

Directors

Mr Antonluigi Gozzi – Managing Director
Mr Michael Haywood – Executive Director
Mr Patrick Grant Galvin – Executive Director
Mr Adam Zorzi – Non-Executive Director
Mr Geoff Morgan AM - Non-Executive Chairman

Company Secretary

Ms Charly Duffy

Principal Place of Business

Level 13, 114 William Street
Melbourne VIC 3000
Website: www.livehire.com

Share Registry

Boardroom Pty Limited

GPO Box 3993
Sydney NSW 2001
Telephone (within Australia): 1300 737 760
Telephone (outside Australia): +612 9290 9600
Facsimile: +612 9279 0664
enquiries@boardroomlimited.com.au

Proposed Stock Exchange Listing

Australian Securities Exchange (ASX)
Proposed ASX Code: LVH

Joint Lead Managers

Foster Stockbroking Pty Ltd
Level 25, 52 Martin Place
Sydney NSW 2000
Telephone: +61 2 9993 8166

Morgans Corporate Limited

Level 28, 367 Collins St
Melbourne VIC 3000
Telephone: +61 8 9947 4111

Lawyers

DLA Piper Australia

Level 31, Central Park
152-158 St Georges Terrace
Perth WA 6000 Australia

Level 21, 140 William Street
Melbourne VIC 3000

Auditor

BDO Audit (WA) Pty Ltd

38 Station Street
Subiaco WA 6008

Investigating Accountant

BDO Corporate Finance (WA) Pty Ltd

38 Station Street
Subiaco WA 6008



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Key Offer Details and Timetable

Offer Timetable

Lodgement of prospectus with ASIC	27 April 2016
Lodgement of supplementary prospectus with ASIC	11 May 2016
Lodgement of replacement prospectus with ASIC	20 May 2016
Opening Date of the Offer	20 May 2016
Closing Date of the Offer	30 May 2016
Dispatch of holding statements	7 June 2016
Expected date for quotation on ASX	10 June 2016

*The above dates are indicative only and may change without notice. The Company reserves the right to amend the timetable at any time

Key Offer Details

Offer price for each Share	\$0.20
Number of existing Shares at the time of this Prospectus	150,000,000
Maximum Number of Shares issued under Offer	50,000,000
Total number of Shares at completion of Offer	200,000,000
Indicative market capitalisation at completion of Offer	\$40,000,000
Total Proceeds from the Offer	\$10,000,000 (before costs)

How to Invest

The Offer is open to persons who have received a firm allocation from their Broker in accordance with Section 2.6. Please contact your broker.

Letter from the Chairman



20 May 2016

Dear Investor

On behalf of the Board of Directors it brings me great pleasure to invite you to become a Shareholder of LiveHire Limited (**LiveHire**, the **Company**).

LiveHire was founded in September 2011, developing talent-centric technology to increase the hiring efficiency of employers and recruiters. The Company has commenced sales of its core Talent Community software as a service (**SaaS**) platform and is now focused on scaling up and significantly expanding its customer base and service offering.

LiveHire is addressing the problem of the time, cost, and quality of hiring employees for companies of all sizes, through the creation of Talent Communities. These Talent Communities provide sustainable pools of talent for hire on-demand across the various roles within a company. In summary, LiveHire is a powerful productivity platform that allows businesses to transform the effectiveness and efficiency of their hiring process. Similarly, LiveHire helps candidates 'live the career they love' by providing access to new opportunities and a proactive approach to managing their future careers.

Despite many new talent sourcing technologies coming to market, the time it takes to hire suitable candidates continues to be a challenge for companies of all sizes, given the impact this has on cost, productivity and business agility. LiveHire is reversing this trend for companies and recruiters alike through its online platform which seeks to streamline the recruitment process by having a database of candidates readily available to the employer with 'talent on demand'.

Personally, I have searched for a solution of this nature for over a decade and my decision to take on the role as Chairman of LiveHire has been driven by a firm belief that the Company's technology and vision have the potential to transform how the best companies hire and manage talent, turning recruitment from 'Reactive to Proactive' hence saving significant time and costs.

Under the Offer, LiveHire is seeking to raise \$10,000,000 through the issue of 50,000,000 Shares at \$0.20 per Share. The Offer will close at 5:00pm AEST on 30 May 2016, unless varied by the Board. The Company expects to issue and allot all Shares on 7 June 2016, and if the Company's application for listing is accepted by the ASX, it is anticipated that the Company will be listed on the ASX in June 2016.

This Prospectus contains important information regarding the Offer as well as the financial position, operations, management team and future plans of LiveHire. The key risks associated with an investment in the Company are contained in Section 7, which should be considered in detail. I encourage you to read the Prospectus thoroughly and carefully before making any investment decision and consult with your independent professional adviser in connection with the Offer. In particular, investors should be aware that LiveHire is an early stage technology company with a limited trading history. LiveHire has incurred losses since its inception while investing in technology and product research and development. Historical financial information and the losses LiveHire has experienced to date are contained in Section 6.

On behalf of the Directors, I invite you to consider this opportunity to invest in the Company and look forward to welcoming you as a Shareholder.

Yours faithfully

Geoff Keith Morgan AM
Chairman, LiveHire Limited



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Investment Overview



Investment Overview

The information below is a selective overview only. Prospective investors should read this Prospectus in full before deciding whether to invest in the Shares the subject of the Offer.

1.1 Background

Topic	Summary	More Information
Who is issuing this Prospectus?	LiveHire Limited (Company) is a public company incorporated in Australia with Australian Company Number 153 266 605.	-
What does the Company do?	<p>The Company operates a cloud-based online human resources productivity platform for sourcing and recruitment teams that delivers talent-on-demand for companies of all sizes.</p> <p>The Company provides various cloud-based services to its corporate customers via the Platform, primarily the 'Talent Community' software as a service subscription service, an online sourcing and recruitment software service which enables employers to create a community or online network, of skilled candidates in a cloud-based database, called a 'Talent Community', which enables employers to connect with skilled candidates in real-time.</p> <p>The Company's platform assists customers at the processing end of hiring, by providing a technology to assist recruitment teams collaborate and engage with candidates throughout the hiring process, and maintain live candidate skills and availability data with minimal administrative overheads thereby delivering time and cost savings to employers.</p> <p>Once an employer (a customer of LiveHire) has established a Talent Community with LiveHire, the employer can direct all current, past and future candidates to join their Talent Community and use the Platform to streamline the recruitment process by having a database of candidates readily available to the employer for future recruitment needs.</p> <p>Potential candidates are able to join the Platform through avenues including (but not limited to) being invited by an employer to create a profile and join that employer's Talent Community, by clicking on various advertising and marketing by the employer across numerous digital mediums such as their career website, social and professional networks and job boards or by visiting the LiveHire website independently and creating a LiveHire profile, then seeking to access relevant Talent Communities that have chosen to be publicly discoverable.</p> <p>Overall, the Platform enables employers to build a Talent Community of qualified, interested and available candidates, aggregated from multiple sources into a single destination (their Talent Community), which can be integrated into multiple existing HR platforms to give customers the ability to manage candidates' profiles and applications to fill job vacancies in a direct, simple and ongoing basis.</p> <p>The cloud-based Platform operates on both the desktop and mobile applications through the web domain www.livehire.com.</p>	Sections 4.1 and 4.2
What is the Offer?	The Company is offering 50,000,000 new Shares at an issue price of A\$0.20 each to raise A\$10,000,000 (before associated costs).	Section 2.1

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Topic	Summary	More Information
Why is the Company seeking to raise funds?	<p>The Company is seeking to raise funds in order to:</p> <ul style="list-style-type: none">• expand the Company’s sales and marketing capabilities;• expand and develop the Company’s technology and product development capabilities;• fund the Company’s working capital requirements; and• fund costs associated with the Offer.	Sections 4.6, 4.7 and 4.8
What is the Company’s historical financial performance?	<p>The Company is an early stage technology company with a limited trading history. The Company has incurred losses since its inception while investing in technology and product research and development. Section 6 contains historical financial information relating to the Company and the losses it has experienced to date. The Company has not received a modified opinion for any of its audited historical financial statements referred to in Section 6.</p>	Section 6
How will the Company report to Shareholders on the performance of its activities?	<p>The Company will send to its Shareholders an annual report and will also release information to Shareholders in accordance with the continuous and periodic disclosure requirements of the Listing Rules.</p> <p>Further information regarding the Company will be available on the ASX announcements platform at www.asx.com.au and will also be available on the Company’s website at www.livehire.com/investors.</p>	-
Will the Company pay dividends?	<p>The extent, timing and payment of any dividends in the future will be determined by the Directors based on a number of factors, including future earnings and the financial performance and position of the Company.</p> <p>While it is the aim of the Company that, in the longer term, its financial performance and position will enable the payment of dividends, at the date of this Prospectus, the Company does not intend, or expect, to declare or pay any dividends in the immediately foreseeable future, given that its focus will be on long term growth.</p>	Section 5.5

1.2 Key features of the LiveHire business model

Topic	Summary	More Information
What is LiveHire's product offering?	<p>LiveHire's key product is the 'Talent Community' SaaS subscription service, an online sourcing and recruitment software service which allows employers to create a network or community of skilled candidates in a cloud-based database, called a 'Talent Community', which allows employers to connect with skilled candidates in real-time.</p> <p>The key features of the Talent Community product are:</p> <ul style="list-style-type: none">• Live and private digital profiles• Multichannel candidate sourcing and aggregation• Talent search• Candidate skills matching• Talent pools• Talent pipeline• Job vacancy management and postings to job boards• HR records archive• Two way communications between customers and candidates	Sections 4.1 and 4.2

Topic	Summary	More Information
How do 'Talent Communities' work?	<p>Customers who subscribe for the 'Talent Community' SaaS subscription service create a Talent Community, then grow member numbers in their Talent Community in a number of key ways which include:</p> <ul style="list-style-type: none">• inviting candidates responding to posted job advertisements to create a profile and join their Talent Community;• inviting relevant candidates from their past applicant databases to join their Talent Community; and• marketing their Talent Community across their brand and employee networks, social media platforms and other forms of digital advertising. <p>Candidates accept employer invites, or click on links found online to join that employer's Talent Community, creating a LiveHire profile. Candidates can also visit the LiveHire website independently and create a profile, and use it when applying to join Talent Communities of LiveHire customers.</p> <p>Customers may also choose to perform searches on the Platform to seek out specific kinds of candidates from the broader LiveHire marketplace and invite those candidates to join their Talent Community. In such cases, a customer's search will be limited to those candidates who have elected to make their profile 'public' (ie discoverable) on the Platform. Until such candidates accept an invite from the customer to join their Talent Community, their information is only searchable and available to the customer on an anonymous basis. Currently, the majority of candidates on the Platform do not have public profiles which are discoverable from such searches and this feature is not currently used widely by customers to grow the size of their Talent Community. The lack of discoverable candidate profiles may be viewed as a limitation to the Platform by some customers. There are currently over 100,000 candidates with profiles on the Platform.</p> <p>Customers typically grow their Talent Communities to an optimal size based on the number of hires they make annually. Customers' recruitment teams typically organise members into talent pools within the Talent Community to cater to the various roles within the business. Customers can archive poorly matched candidates to remove them from their community to easily manage the size (and cost) of their community, and over time build the average quality of candidates within their Talent Community. The Platform makes filtering and bulk archiving of unsuitable candidates simple, however as with the management of any business application some customers may perceive this as an additional internal administrative cost.</p>	Section 4.2

Topic	Summary	More Information
What is LiveHire's proprietary intellectual property?	<p>LiveHire's proprietary intellectual property, including the algorithms, code base, online processes, functionality, data infrastructure and other information technology underlying the Platform, are key assets of the business.</p> <p>LiveHire primarily relies on trade secrets and copyright to protect this proprietary intellectual property. Consistent with an approach taken by many technology companies, LiveHire believes that its proprietary intellectual property is best protected through the use of trade secrets rather than through registration as registration can involve public disclosure of the relevant intellectual property. Therefore, the Company primarily relies on trade secrets for the protection of its intellectual property and other than trade mark registration of the "LiveHire" word mark (Australian trade mark no. 1593309) and application for registration of the LiveHire logo mark (Australian trade mark no. 1756481), does not have any registered intellectual property.</p>	Section 4.9
Who are the Company's customers?	<p>LiveHire has a range of small, medium and large enterprise customers in Australia, from a diverse range of industries including professional services, healthcare, retail, construction, resources and information technology.</p> <p>LiveHire's customers have been using the Talent Community technology successfully since October 2014, delivering significant results in terms of time and cost to hire.</p>	Section 4.5
How does the Company generate revenue?	<p>The Company's revenues are primarily recurring via a subscription-based revenue model, charged to the customer based on the number of users in a customer's Talent Community (each a Talent Community Connection). The Company currently charges a hosting fee of up to \$0.50 per month for each Talent Community Connection. For example, a small enterprise with 1,000 full time employees might have a Talent Community with 5,000 Talent Community Connections, and so generate revenue of \$2,500 per month, equivalent to \$30,000 per year. The Company also charges customers a range of other fees based on Talent Community establishment, management and consultancy services provided to customers. However, these other fees are not a significant feature of the Company's business model and how it generates revenue.</p>	Section 4.4
What is the company's business strategy?	<p>LiveHire's key business strategy priorities are to:</p> <ul style="list-style-type: none"> • Scale the user base (i.e. candidates) and customer base (employers with Talent Communities hosted on LiveHire) across Australia through accelerated efforts in marketing, brand and direct sales; and • Partner with select Recruitment Process Outsourcing (RPO) firms to deliver the technology through channel partnerships to a wider market of customers. 	Section 4.6
How does LiveHire expect to fund its expansion?	<p>The funding of LiveHire's business for the two year period following admission to the Official List will be met by the funds raised pursuant to the Offer and existing cash reserves. If LiveHire incurs unexpected costs or is unable to generate sufficient revenue, further funding may be required to carry out the company's plans which may include the issue of additional Shares or debt financing.</p>	Section 4.11

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Topic	Summary	More Information
Who are the Company's major competitors?	<p>LiveHire is currently providing a unique service and is enjoying first mover advantage with no known peer in the sourcing and recruitment space with an equivalent product in Australia. LiveHire positions itself between the upstream 'source channel technologies' (e.g. job boards, marketplaces, networks) and the downstream 'human resource management technologies' (eg Taleo, Success Factors, PageUp) to act as a single destination for the management of all candidate profiles in a single standardised format, maintaining live data on candidate skills and availability for employers.</p> <p>Although there are features of LiveHire's Platform that are similar to other existing HR technologies, LiveHire sees its products as complementary to most existing (upstream and downstream) HR technology offerings. However, these existing HR companies may adapt or develop their technology to offer similar products in the future and become competitors of LiveHire's technology and on this basis the HR technology offerings which LiveHire believes could become competitors in the future include:</p> <ul style="list-style-type: none"> • Applicant Tracking Systems • Professional networks, People aggregators, Marketplaces • Candidate Relationship Management systems • Job Boards and Job Aggregators <p>A key difference between LiveHire and the above potential competitors is that LiveHire puts the candidates at the centre of the employment process, rather than the job vacancy or a social network. Customers are able to maintain Talent Communities on the LiveHire Platform with suitable candidates in a single online database. Candidates are given full control of their digital profile and the information that a company has access to and which companies have access to it. Additionally, the candidate can use one profile to manage and communicate with multiple prospective employers throughout their career.</p>	Section 3.4

1.3 Key Strengths and Competitive Advantages

The Board considers that the key strengths and competitive advantages of the Company are as follows:

Topic	Summary	More Information
First mover advantage	LiveHire has been developing the core technology and intellectual property underlying the Platform for over 4.5 years. There is currently no known peer in the sourcing and recruitment space with an equivalent product in Australia.	Section 3.5(a)
Technology	LiveHire has invested significant capital and time into R&D, testing, continuous improvement and commercialisation with customers small, medium and large. This included developing and testing proprietary algorithms, data models, user experience and design, user interface, search functionality, infrastructure, data storage, security, communication via SMS, email and notifications.	Sections 3.5(b) and 4.8(b)

Topic	Summary	More Information
Algorithms	LiveHire has developed a number of complex proprietary algorithms which underpin the operation of the Platform and its core technology, delivering quality candidate search results, and better understanding of candidate availability.	Section 3.5(c)
Customer IP and loyalty	Once a customer's Talent Community is established, all relevant talent and network data (including all communications and activity data) of that customer's Talent Community members is contained within the Platform. Having already committed time and resources to building their own Talent Community, the potential cost and loss of information to a customer in switching to an alternative system could be significant.	Sections 3.5(d) and 4.6(d)
Brand	The 'LiveHire' brand has gained market awareness in Australia over the past few years, with the Company recognised as an innovator in the HR technology space and a leader in the development of Talent Communities.	Section 3.5(e)
Global scalable and flexible SaaS platform	As a SaaS technology platform, LiveHire has the capacity to scale beyond Australia, the chosen launch market, in the future. Launching LiveHire's platform in any foreign market is subject to risks including barriers to entry summarised in Section 1.4 and described in Section 7.1(i). As at the date of this Prospectus and to the best of its knowledge, the Company is not currently aware of any company in a foreign market which offers an equivalent product to the LiveHire Platform.	Section 4.8(a)
Revenue potential across broad industry segments	LiveHire's Platform and core Talent Community product has the ability to deliver significant time and cost savings to a wide range of business customers and employers of all sizes across a broad range of industries, regardless of whether they have 10 or 10,000 FTEs. Accordingly, the Platform's addressable market is considered very broad.	Section 4.8(c)
Market leading user experience	The quality of the user experience (UX) can be critical to the success or otherwise of a technology product. For LiveHire, UX has always been at the core of the Company's technology and product development efforts, and the entire LiveHire Platform and Talent Community product have been imagined, designed and built with the experience of the end user in mind.	Section 4.8(e)
Strong board and management experience	LiveHire has established an experienced Board of Directors to oversee and guide the strategic direction of the LiveHire business.	Section 4.8(f)
Sales and customer uptake	LiveHire continues to accelerate its sales and market adoption of the Platform with minimal advertising spend, on the back of targeted marketing, positive testimonials and case studies, brand strength, and trust and awareness for the Platform. LiveHire has made significant investments in its sales and marketing capabilities over recent months in order to accelerate sales growth and market adoption of the Platform.	Section 4.8(g)

1.4 Summary of Key Risks

Some of the key risks of investing in the Company are detailed below. The list of risks is not exhaustive and further details of these risks and other risks associated with an investment in the Company are described in Section 7.

Topic	Summary	More Information
Technology and software	The Company's business is based largely on the technology and software comprising the Platform. As with all information technology and software products, there is a risk that this technology and/or software may be superseded or displaced in the market by new technology offerings or software which customers perceive have advantages over the Company's offerings.	Section 7.1(a)
Competition risks	The Company participates in a highly competitive global marketplace against materially larger, globally focussed competitors with significantly more access to capital and resources. Should any of the Company's competitors participate more aggressively on price, product, innovation or other means then this could have a material adverse impact on the Company's financial performance and future prospects of the business.	Section 7.1(b)
Reduced demand/Loss of customers	There is a risk that consumer preferences for and/or behaviours with respect to human resources related technology or software will change or evolve such that demand for the Company's products is reduced. The loss of customers would have an adverse impact on the revenue and financial position of the Company. Customers may terminate contracts by providing one month's notice. The Company's pricing model means that as a customer grows their Talent Community, the fees payable to the Company increase which may be viewed negatively by some customers.	Section 7.1(c)
Loss of key personnel	The success of the Company currently depends to a significant extent on its management team. The loss of key management personnel or any delay in their replacement could have a significant adverse effect on the management of the Company, its financial performance and future prospects.	Section 7.1(d)
Reliance on access to internet	The Company's products are dependent on the ability of its users to access the internet. Should access be disrupted or restricted the Company's products, usage of the products may be negatively impacted.	Section 7.1(e)
Reliance on cloud computing web hosting services	The Company's products and Platform are dependent on cloud computing and web hosting services provided by third parties. Should services provided to the Company by these entities fail, be disrupted, restricted or otherwise impacted in an adverse way, access to and/or usage of the Company's products or Platform may be negatively impacted.	Section 7.1(f)
Failure to scale up and commercialise	There is a risk that the Company will be unable to achieve sufficient scale in the commercialisation of its products, which could potentially result in reduced or negative growth or unprofitability.	Section 7.1(g)

Topic	Summary	More Information
Cost to customers and impact on growth	<p>The use of LiveHire’s Platform involves a cost to customers in the payment of fees to LiveHire in connection with the customer’s establishment and ongoing use of its Talent Community. The fees charged by LiveHire to customers for the use of its Platform may mean that some customers elect not to use the Platform or grow their Talent Community in a substantive way over the long term, which may affect the LiveHire’s growth and performance more generally. Customers may experience additional costs in connection with the Platform, including (but not limited to):</p> <ul style="list-style-type: none"> • internal administrative costs for customers who seek to manage the size of their Talent Community. Although the process of managing a customer’s Talent Community is simple as customers can filter and bulk archive unsuitable candidates, there will be an administrative cost in customers in actively managing their Talent Community; and • costs associated with using the Platform in conjunction with traditional HR systems such as applicant tracking systems. 	Section 7.1(h)
Barriers to entering new markets	<p>LiveHire's longer term goal is to pursue opportunities in overseas markets. LiveHire's ability to grow and enter these new markets may involve certain barriers to entry that may impact on LiveHire's ability to enter those markets.</p>	Section 7.1(i)
Financing risks	<p>The funds raised pursuant to the Offer will be used to accelerate the Company’s business, marketing and growth plans. If the Company incurs unexpected costs or is unable to generate sufficient revenue, further funding may be required. The Company may require additional funding to carry out the full scope of its plans which may include the issue of additional Shares or debt financing.</p>	Section 7.1(j)
Programming errors	<p>The Company’s Platform, software and other products contain complicated programming and computer code. The Company’s products may therefore contain, now or in the future, errors, bugs or vulnerabilities. Any errors, bugs or vulnerabilities discovered could result in (amongst other consequences) damage to the Company’s brand, loss of users, loss of platform partners, falls in revenues or liability for damages, any of which could adversely affect the Company’s business and operating results.</p>	Section 7.1(k)
Reliance on application platform providers and search engines	<p>The Company partially relies on search engines to direct users and potential new customers to the Company's products. The Company's search result rank is largely outside of its control and competitors' search engine procedures may result in their websites or applications receiving a higher search result ranking than the Company's products. Should the Company's brand or products fail to attract a high level of internet search ranking, direction of users or potential new customers to its products could be limited and its business and operating results could be adversely affected.</p>	Section 7.1(l)
Maintenance of database	<p>The Company maintains an extensive and highly confidential database of user and talent community information and data. Any disruption to the database would have a detrimental impact on the way the Company conducts its day-to-day business.</p>	Section 7.1(m)

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Topic	Summary	More Information
Success of the sales and marketing strategy	Selling and marketing of the Company's products and brand will be critical to the Company's success, and the Company's commercial success will be heavily contingent on the success of the sales and marketing strategy adopted by the Company.	Section 7.1(n)
Customer service risk	The Company's customers may need to engage with the Company's customer service personnel in certain circumstances, including where they have queries regarding products or in case of any dispute, and a poor customer service experience may result in the loss of a customer.	Section 7.1(o)
Lack of candidate profiles	A majority of candidates with LiveHire profiles currently choose to have private profiles that are not discoverable to customers who search for candidates outside of their Talent Community. The lack of discoverable candidate profiles on the LiveHire Platform may not meet the needs of those customers' who seek to use this feature of the Platform to search for candidates or increase the size their Talent Community. A lack of candidates using the Platform by creating profiles and joining Talent Communities may also make the use of the Platform less attractive to customers. This may result in a loss of customers and a negative impact on the Company's profitability.	Section 7.1(p)
Limited trading history	The Company is an early stage technology company with limited trading history. Since incorporating, the Company's activities have principally involved raising and spending money to develop its software and product (e.g. R&D, wages and legal fees associated with IP protection). Like many early stage technology companies, the Company has incurred losses since its inception and it is difficult to make an evaluation of the Company's business or its prospects. Historical financial information relating to the Company and the losses it has experienced to date are described in Section 6. The Company has not received a modified opinion for any of its audited historical financial statements referred to in Section 6.	Section 7.1(q)
Hacker attacks	The Company relies upon the availability of its website and software platform to provide services to customers and attract new customers. While the Company has strategies and technology in place to minimise the risk, hackers could render the website unavailable through a disrupted denial of service or other disruptive attacks. The Company has mitigation strategies in place to address potential hacker attacks. However, there is no guarantee that these strategies will be successful.	Section 7.1(r)
Domain name risk	The Company's business depends to some extent on customers being attracted to its website. The Company has registered a number of domain names for the purposes of its website, Platform and products. However, should the Company not renew or otherwise lose control of the relevant LiveHire domain names, it would lose all website traffic direct to that domain. This would likely adversely affect the Company's revenue.	Section 7.1(s)

Topic	Summary	More Information
Protection of intellectual property	LiveHire primarily relies on trade secrets and copyright to protect this proprietary intellectual property. Consistent with an approach taken by many technology companies, the Company believes its proprietary intellectual property is best protected through use of trade secrets rather than registration as registration can involve public disclosure of the relevant intellectual property. Therefore, the Company primarily relies on trade secrets for the protection of its intellectual property and other than trade mark registration of the "LiveHire" word mark (Australian trade mark no. 1593309) and application for registration of the LiveHire logo mark (Australian trade mark no. 1756481), does not have any registered intellectual property.	Section 7.1(t)
Claims by third parties that the Company has infringed their proprietary rights	Given that patent applications are maintained in secrecy until the application is published, the Company may be unaware of third party patents that may be infringed by commercialization of the Company's products. Any patent-related legal action against the Company claiming damages and seeking to enjoin commercial activities relating to the Company's products could subject the Company to potential liability for damages and require the Company to obtain a license to continue to manufacture or market the Company's products. This could prevent the Company from developing and commercializing its products, which could harm its business, financial condition and operating results.	Section 7.1(u)
Change in Regulations	There is a risk that laws or regulations may be introduced or amended in Australia, or in foreign jurisdictions in which the Company may operate in the future.	Section 7.1(v)
Changes to privacy legislation	The collection, use, storage and disclosure of personal and sensitive information is governed by the Privacy Act 1988 (Cth) and the Australian Privacy Principles contained at Schedule 1 of that Act. Any future adverse changes in privacy legislation (including changes to the Privacy Act and the Australian Privacy Principles), or changes in the way privacy laws are interpreted could render the Company's products (or the way in which it currently operates) less attractive or contrary to law, which could have a material adverse effect on its business, operations and financial performance, and the price of its shares.	Section 7.1(w)
Brand and reputation	The Company's intellectual property is a key asset of its business. The reputation and value associated with the Company's brand names and related intellectual property could be adversely affected by a number of factors, or adverse media coverage (including social media), or other circumstances including those beyond the direct control of the Company.	Section 7.1(x)

Topic	Summary	More Information
Insurance	The Company insures and intends to keep insured its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be available or of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.	Section 7.1(y)
Contractual disputes	As with any contract, there is a risk that the business could be disrupted in situations where there is a disagreement or dispute in relation to a term of the contract. Should such a disagreement or dispute occur, this may have an adverse impact on the Company's operations and performance generally. It is not possible for the Company to predict or protect itself against all such risks.	Section 7.1(z)
Third party risk	The operations of the Company require the involvement of a number of third parties, including suppliers, contractors and customers. Financial failure, default or contractual non-compliance on the part of such third parties may have a material impact on the Company's operations and performance. It is not possible for the Company to predict or protect the Company against all such risks.	Section 7.1(aa)
Acquisition transaction and execution risk	The Company's business strategy from time to time may involve the Company making or attempting to make acquisitions of or significant investments in companies, technologies or products. Any such acquisition investment will be accompanied by the risks commonly associated with making such transactions, including achievement of anticipated synergies and cost savings, workplace culture integrations, retaining customer and supplier relationships and key staff.	Section 7.1(bb)
Liquidity risk and concentration of shareholding	On completion of the Offer, the existing Shareholders of the Company will hold approximately 75.0% of the total issued Share capital of the Company (assuming existing Shareholders do not participate in the Offer). Under Chapter 9 of the ASX Listing Rules, a number of the Shares held by the existing Shareholders will be subject to escrow periods which may cause a liquidity risk, as some of these shares may not be traded for up to a period of 24 months.	Section 7.1(cc)
Expiry of escrow arrangements	The sale or attempted sale of a significant number of Shares after the end of any escrow period as may apply to Shares, or the perception that any such sale had occurred or might occur, could adversely impact the price of the Shares.	Section 7.1(dd)

1.5 Directors, Related Party Interests and Arrangements and Senior Employees

Topic	Summary	More Information
Who are the Directors?	<p>The Directors are:</p> <ul style="list-style-type: none">• Mr Geoff Morgan AM - Non-Executive Chairman• Mr Antonluigi Gozzi – Managing Director• Mr Michael Haywood – Executive Director• Mr Patrick Grant Galvin – Executive Director• Mr Adam Zorzi – Non-Executive Director	Section 5.1
What qualifications do the Directors have?	<p>Mr Morgan AM is an independent Non-Executive Director and Chairman of LiveHire. Mr Morgan is one of Australia’s leading human resources and recruitment industry professionals, having founded Morgan & Banks in 1985 and then Talent 2 in 2003. Mr Morgan was recognized as Member of the Order of Australia in 2015, and is also member of the Australian Institute of Company Directors.</p> <p>Mr Gozzi is Founder and Managing Director of LiveHire, with overall responsibility for the strategy and operation of the business. Mr Gozzi’s background is in engineering and management consulting. Mr Gozzi has a Masters of Engineering from the University of Parma, Italy, and is a member of the Australian Institute of Company Directors.</p> <p>Mr Haywood is Founder and Executive Director of LiveHire, with responsibility for growth and commercialisation. An engineer and entrepreneur, Mr Haywood successfully developed and commercialised two engineering technology businesses prior to founding LiveHire. Mr Haywood has completed a PhD in Engineering and Bachelor of Commerce and Engineering from the University of Western Australia.</p> <p>Mr Galvin is an Executive Director of LiveHire, with responsibility for commercial execution and customer success. Mr Galvin has over 20 years of commercial leadership experience with large global corporates including EY Global, The Coca-Cola Company, Deloitte Consulting, and American Express in Australia, USA, UK and Ireland. Mr Galvin holds an MBA from UCD Smurfit Graduate Business School, a Bachelor of Arts in Economics from the University College Dublin and Graduate Diploma in Applied Finance and Investment from the Australian Securities Institute. Mr Galvin is a member of the Australian Institute of Company Directors.</p> <p>Mr Zorzi is an independent Non-Executive Director of LiveHire. Mr Zorzi is an experienced executive with over 15 years corporate board experience. Mr Zorzi is an active technology and venture capital investor, and was a foundational investor in the LiveHire business, and served as Chairman prior to the appointment of Mr Morgan. Mr Zorzi holds a Bachelor of Commerce from Curtin University of Technology.</p>	Section 5.1

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Topic	Summary	More Information
Who are the senior employees?	<p>The senior employees of LiveHire are:</p> <ul style="list-style-type: none">• Mr Antonluigi Gozzi – Managing Director• Mr Michael Haywood – Executive Director• Mr Patrick Grant Galvin – Executive Director• Mr Matt Ryan - Chief Technology Officer• Mr Nick Bailey - Head of Talent Solutions and Enterprise Sales• Ms Sara McConkey - Head of Marketing and Communications	Section 5.2
What benefits are being paid to Directors?	<p>Mr Morgan AM is a Non-Executive Director and Chairman of the Company and receives an annual salary of A\$150,000 including superannuation. Mr Morgan is also entitled to be issued 2,000,000 Options.</p> <p>Mr Gozzi is Managing Director and receives an annual salary of A\$170,000 plus superannuation. Mr Gozzi is also entitled to be issued 3,600,000 Options.</p> <p>Mr Haywood is an Executive Director and receives an annual salary of A\$150,000 plus superannuation. Mr Haywood is also entitled to be issued 3,000,000 Options.</p> <p>Mr Galvin is an Executive Director and receives an annual salary of A\$150,000 plus superannuation. Mr Galvin is also entitled to be issued 3,000,000 Options.</p> <p>Mr Zorzi is a Non-Executive Director and receives an annual salary of A\$60,000 plus superannuation. Mr Zorzi is also entitled to be issued 1,000,000 Options.</p> <p>The Directors are also entitled to receive Employee Incentives under the Employee Incentive Plan.</p>	Sections 8.1 and 9.6
What contracts and/or arrangements with related parties is the Company a party to?	<p>The material contracts between the Company and Related Parties are:</p> <ul style="list-style-type: none">• agreements with each of the Directors for their engagement as directors for the Company;• deeds of indemnity and insurance for each of the Directors; and• limited recourse loan agreements provided to Mr Patrick Grant Galvin and Mr Adam Zorzi.	Section 8
What interests do Directors have in the securities of the Company?	<p>The interests of the Directors, as at the date of this Prospectus, and following completion of the Offer, are detailed in Sections 9.4 and 9.5.</p>	Sections 9.4 and 9.5

1.6 Offer Details, Eligibility and Applications

Topic	Summary	More Information
What is the Offer and what are its key terms?	The Company is offering 50,000,000 new Shares at an issue price of A\$0.20 each to raise A\$10,000,000 (before associated costs).	Section 2.1
What is the effect of the Offer on the capital structure of the Company?	The Shares issued under the Offer will represent 25% of the enlarged issued share capital of the Company following the Offer.	Section 2.5
Minimum subscription to the Offer?	The minimum subscription under the Offer is 50,000,000 Shares to raise A\$10,000,000 (before associated costs).	Section 2.2
Who are the Lead Managers to the Offer?	The Offer is managed by Foster Stockbroking Pty Ltd and Morgans Corporate Ltd.	Section 2.14
Is the Offer underwritten?	The Offer is not underwritten.	Section 2.14
Who is eligible to participate in the Offer?	The Offer is open to all investors with a registered address in Australia, and certain investors in Hong Kong, Singapore and New Zealand.	Section 2.6
How do I apply for Shares?	Applications under the Offer can be made by completing the Application Form included in or accompanying this Prospectus, and lodging it with the Broker who invited you to participate in the Offer, in accordance with the instructions accompanying the Application Form.	Section 2.6
What is the allocation policy?	The Directors, in consultation with the Joint Lead Managers, will allocate Shares at their sole discretion with a view to ensuring an appropriate Shareholder base for the Company going forward.	Section 2.9
What is the cost of the Offer?	The expenses of the Offer are estimated to be approximately A\$880,000.	Section 9.9
How can I obtain further information?	Further information can be obtained by reading this Prospectus and consulting your professional advisors. You can also contact the Company Secretary on +61 3 9427 7230.	Corporate Directory

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Details of the Offer

2. Details of the Offer

2.1 The Offer

This Prospectus invites investors to apply for 50,000,000 Shares at an issue price of A\$0.20 each to raise A\$10,000,000 (before associated costs).

All Shares offered under this Prospectus will rank equally with the existing Shares on issue. Refer to Section 9.1 for details of the rights attaching to Shares. There is no general public Offer of Shares - applications for Shares can only be made through a Broker as described in Section 2.6.

Refer to Section 2.6 for details on how to apply for Shares under the Offer.

2.2 Minimum Subscription

The minimum total subscription under the Offer is 50,000,000 Shares to raise A\$10,000,000 (before associated costs) (**Minimum Subscription**).

None of the Shares offered under this Prospectus will be issued if Applications are not received for the Minimum Subscription. Should Applications for the Minimum Subscription not be received within three months from the Prospectus Date, the Company will either repay the Application Monies (without interest) to Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Applications and have their Application Monies refunded to them (without interest).

2.3 Oversubscriptions

Oversubscriptions will not be accepted under the Offer.

2.4 Use of Funds Raised

As at the date of this Prospectus the Company has cash reserves of approximately A\$1,750,000 .

The Board believes that its current cash reserves together with the funds raised from the Offer will provide the Company with sufficient working capital to achieve its stated objectives as detailed in this Prospectus.

Based on current business performance and technology development requirements, the Company also believes that the below estimated expenditures (in particular Technology and IP, and Analytics) will be sufficient for the Company's proposed expenditures on these items in the two year period following admission to the Official List. As detailed in Sections 4.3 and 4.8, the Company has invested 4.5 years in developing the technology and intellectual property associated with its Platform, and the Company is now intending to focus additional efforts on its commercial operations by increasing its investment in the sale and marketing of its Platform, whilst continuing to upgrade the Platform features based on client requests and feedback.

The following table shows the expected use of funds in the two year period following admission of the Company to the Official List:

Item	A\$10,000,000 Raised	%
Cash reserves as at the Prospectus Date	1,750,000	15%
Funds raised from the Offer	10,000,000	85%
Total Funds Available	11,750,000	100%
Business development & sales growth	3,000,000	26%
Technology and IP	3,000,000	26%
Big Data Analytics	500,000	4%
Brand, Marketing & PR	1,000,000	8%
Costs of the Offer	880,000	7%
Cash Reserves and Working Capital	3,370,000	29%
Total funds allocated	11,750,000	100%

Note:

- During the period between 31 December 2015 (being the date of the financial information, detailed in Section 6) to the date of this Prospectus, the Company has incurred estimated expenditure of A\$1,200,000.

Shareholders should note that the above estimated expenditures will be subject to modification on an ongoing basis depending on the progress of the Company's activities. Due to market conditions and/or any number of other factors (including the risk factors outlined in Section 7), actual expenditure levels may differ significantly to the above estimates.

2.5 Capital Structure

On the basis that the Company completes the Offer on the terms in this Prospectus, the Company's capital structure will be as follows:

	Shares	% of Total Shares	Options ²
On issue as at the date of this Prospectus	150,000,000	75%	-
Options issued prior to admission on ASX	-	-	16,600,000
Shares issued under the Offer (assuming Minimum Subscription)	50,000,000	25%	-
Total	200,000,000	100%	16,600,000
Restricted Securities¹	84,643,034	42%	16,600,000

Note:

- This is the number of Shares and Options that are expected to be classified as Restricted Securities and subject to ASX imposed escrow restrictions based on in-principle advice received from ASX. See Sections 2.13 and 9.10
- The contracts between the Company and its employees provide that the Company may, at its absolute discretion, issue Options to employees based on their performance. Based on the current employee contracts, the Company may at its discretion and subject to the performance of individual employees elect to issue Options to employees pursuant to their employment contracts. The Options may be issued under the Employee Incentive Plan within the 10% maximum allocation limit over a three year period (described in Section 9.3) or outside of the Employee Incentive Plan in excess of the 10% maximum allocation limit over a three year period. As at the date of this Prospectus, the Company has made no determination to issue these Options and any decision will be made as part of the Company's performance review process for all employees.

2.6 Offer and Applications

The Offer is open to persons who have received a firm allocation from their Broker and who have a registered address in Australia and certain select investors in New Zealand, Singapore or Hong Kong (refer to Section 2.12). If you have been offered a firm allocation by a Broker, you will be treated as an applicant under the Offer in respect of that allocation. You should contact your Broker to determine whether they may allocate Shares to you under the Offer.

Applications for Shares may only be made on an Application Form attached to or accompanying this Prospectus or in its paper copy form which may be downloaded in its entirety from www.livehire.com/investors. If you are an investor applying under the Offer, you should complete and lodge your Application Form with the Broker from whom you received your firm allocation. Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the Application Form.

The Offer opens on 20 May 2016 and is expected to close on 30 May 2016. LiveHire and the Lead Managers may elect to extend the Offer or any part of it, or accept late applications either generally or in particular cases. The Offer may be closed at any earlier date and time, without further notice. Your Broker may also impose an earlier closing date. Applicants are therefore encouraged to submit their applications as early as possible. Please contact your Broker for instructions.

Applications must be for a minimum of 10,000 Shares (i.e. A\$2,000) and, thereafter, in multiples of 2,500 Shares (i.e. A\$500). Applications for less than the minimum accepted Application of 10,000 Shares will not be accepted.

Applicants under the Offer must pay their Application Monies to their Broker in accordance with instructions provided by that Broker.

An original completed and lodged Application Form (or a paper copy of the Application Form from the Electronic Prospectus), together with a cheque for the Application Monies, constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in the Application Form. The Application Form does not have to be signed to be a valid Application. An Application will be deemed to have been accepted by the Company upon allotment of the Shares.

Applicants under the Offer must lodge their Application Form and Application Monies with the relevant Broker in accordance with the relevant Broker's directions in order to receive their firm allocation. Applicants under the Offer must not send their Application Forms to the Share Registry.

2.7 CHESS

The Company will apply to participate in the Clearing House Electronic Subregister System (**CHESS**), which is the ASX electronic transfer and settlement system in Australia, in accordance with the Listing Rules and ASX Operating Rules. Settlement of trading of quoted securities on the ASX market takes place on CHESS. CHESS allows for and requires the settlement of transactions in securities quoted on ASX to be effected electronically. On admission to CHESS, the Company will operate an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together will make up the Company's register of Shareholders.

The Company will not issue certificates of title to Shareholders. Instead, as soon as is practicable after allotment, successful Applicants will receive a holding statement which sets out the number of Shareholders issued to them, in much the same way as the holder of shares in an Australian incorporated ASX-listed entity would receive a holding statement in respect of shares. A holding statement will also provide details of a Shareholder's HIN (in the case of a holding on the CHESS sub-register) or SRN (in the case of a holding on the issuer sponsored sub-register).

Following distribution of these initial holding statements, an updated holding statement will only be provided at the end of any month during which changes occur to the number of Shares held by Shareholders. Shareholders may also request statements at any other time (although the Company may charge an administration fee).

2.8 ASX Listing and Official Quotation

Within 7 days after the Prospectus Date, the Company will apply to ASX for admission to the Official List and for the Shares, including those offered by this Prospectus, to be granted Official Quotation (apart from any Shares that may be designated by ASX as restricted securities).

If ASX does not grant permission for Official Quotation within 3 months after the Prospectus Date (or within such longer period as may be permitted by ASIC) none of the Shares offered by this Prospectus will be allotted and issued. If no allotment and issue is made, all Application Monies will be refunded to Applicants (without interest) as soon as practicable.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation 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.

2.9 Allotment

Application Monies will be held in trust for Applicants until the allotment of the Shares. Any interest that accrues will be retained by the Company. No allotment of Shares under this Prospectus will occur unless:

- (a) the Minimum Subscription is achieved (refer to Section 2.2); and
- (b) ASX grants conditional approval for the Company to be admitted to the Official List (refer to Section 2.8).

The Company reserves the right to reject any Application or to issue a lesser number of Shares than those applied for. Where the number of Shares issued is less than the number applied for, surplus Application Monies will be refunded (without interest) as soon as reasonably practicable after the Closing Date.

Subject to the matters in Section 2.8, Shares under the Offer are expected to be allotted on the Allotment Date. It is the responsibility of Applicants to determine their allocation prior to trading in the Shares issued under the Offer. Applicants who sell Shares before they receive their holding statements do so at their own risk.

The Directors, in consultation with the Joint Lead Managers, will allocate Shares at their sole discretion with a view to ensuring an appropriate Shareholder base for the Company going forward.

2.10 Risk Factors of an Investment in the Company

Prospective investors should be aware that an investment in the Company should be considered highly speculative and involves a number of risks inherent in the business activities of the Company. Section 7 details the key risk factors which prospective investors should be aware of. It is recommended that prospective investors consider these risks carefully before deciding whether to invest in the Company.

This Prospectus should be read in its entirety as it provides information for prospective investors to decide whether to invest in the Company. If you have any questions about the desirability of, or procedure for, investing in the Company please contact your stockbroker, accountant or other independent adviser.

2.11 Overseas Applicants

No action has been taken to register or qualify the Shares, or the Offer, or otherwise to permit the public offering of the Shares, in any jurisdiction outside of Australia.

The distribution of this Prospectus within jurisdictions outside of Australia may be restricted by law and persons into whose possession this Prospectus comes should observe, any such restrictions, including as set forth in Section 2.12. Any failure to comply with these restrictions may constitute a violation of those laws.

This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

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

2.12 Foreign jurisdiction restrictions

This document does not constitute an offer of Shares of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

(a) Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, Shares have not been and will not be offered or sold in Hong Kong other than to “professional investors” (as defined in the SFO).

No advertisement, invitation or document relating to Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that 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 that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

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

Representations by investors

If you acquire Shares, you will be deemed to have represented, warranted and agreed, and in your application form will confirm that you represent, warrant and agree as follows:

If you (or any person for whom you are acquiring Shares under the Offer) are in Hong Kong, you (and any such person) represent and warrant to the Company that you (and any such person) are a “professional investor” as defined under the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong.

(b) New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the **FMC Act**). Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Representations by investors

If you acquire Shares, you will be deemed to have represented, warranted and agreed, and in your application form will confirm that you represent, warrant and agree as follows:

If you (or any person for whom you are acquiring or procuring Shares under the Offer) are in New Zealand, you (and any such person) represent and warrant to the Company that you (and any such person):

- are a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act, (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act, (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act, (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act or (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act;*
- acknowledge that: (i) Part 3 of the FMC Act shall not apply in respect of the offer of Shares to you, (ii) no product disclosure statement under the FMC Act may be prepared in respect of the offer of Shares and (iii) any information provided to you in respect of the offer is not required to, and may not, contain all of the information that a product disclosure statement under New Zealand law is required to contain;*
- warrant that if in the future you elect to directly or indirectly offer or sell any of the Shares allotted to you, you undertake not to do so in a manner that could result in (i) such offer or sale being viewed as requiring a product disclosure statement or other similar disclosure document or any registration or filing in New Zealand, (ii) any contravention of the FMC Act or (iii) the Company or its directors incurring any liability; and*
- warrant that (i) any person for whom you are acquiring Shares meets one or more of the criteria specified in subclause (a) above and (ii) you have received, where required, a safe harbour certificate in accordance with clause 44 of Schedule 1 of the FMC Act.*

(c) **Singapore**

This document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may 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 except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the **SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Representations by investors

If you acquire Shares, you will be deemed to have represented, warranted and agreed, and in your application form will confirm that you represent, warrant and agree as follows:

If you (or any person for whom you are acquiring Shares under the Offer) are in Singapore, you (and any such person) represent and warrant to the Company that you (and any such person):

- *are an "institutional investor" or a "relevant person" (as such terms are defined in the SFA);*
- *will acquire the Shares in accordance with applicable provisions of the SFA; and*
- *acknowledge that the offer of the Shares is subject to the restrictions (including selling restrictions) set out in the SFA.*

2.13 Restricted Securities

None of the Shares issued pursuant to the Offer will be subject to any ASX imposed escrow restrictions. However, ASX may determine that certain Shares on issue prior to the Offer may be classified as Restricted Securities and may be required to be held in escrow for up to 24 months from the date of Official Quotation. During the period in which these Shares (if any) are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of their Shares in a timely manner.

Based on in-principle advice received from ASX, it is expected that a total of approximately 84,643,034 Shares will be classified as Restricted Securities equating to approximately 42% of the Shares on Admission being subject to escrow restrictions. Refer to Section 9.10 for further details on the number of Securities likely to be subject to ASX imposed escrow restrictions.

The Company will announce full details (quantity and duration) of the Shares and Options required to be held in escrow prior to the Shares commencing trading on ASX.

2.14 Lead Managers and Underwriting

The Offer is managed by Foster Stockbroking Pty Ltd and Morgans Corporate Ltd.

Refer to Section 8.1(b) for details on the mandate for the Joint Lead Managers.

The Offer is not underwritten

2.15 Withdrawal

The Directors may at any time decide to withdraw this Prospectus and the Offer in which case the Company will return all Application Monies (without interest) in accordance with the requirements of the Corporations Act.

2.16 Paper Copies of Prospectus

The Company will provide paper copies of this Prospectus (including any supplementary or replacement document) and the applicable Application Form to investors upon request and free of charge. Requests for a paper copy from Australian resident investors should be directed to the Company Secretary on +61 3 9427 7230 for further details.

2.17 Enquiries

This Prospectus provides information for potential investors in the Company, and should be read in its entirety. If, after reading this Prospectus, you have any questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or independent financial adviser. Enquiries from Australian resident investors relating to this Prospectus, or requests for additional copies of this Prospectus, should be directed to the Company Secretary on +61 3 9427 7230.

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Industry Overview

3. Industry Overview

This Section 3 provides background information on the sectors in which LiveHire operates.

3.1 Introduction

LiveHire operates a cloud-based online human resources productivity platform for sourcing and recruitment teams that delivers 'talent-on-demand' for companies of all sizes. LiveHire operates in the HR technology industry, focused on sourcing and recruitment of candidates.

Broadly, HR technology encompasses the spectrum of software and technologies that companies use to manage the engagement and recruitment of human capital into a business as well the management of internal HR functions and activities within a business.

LiveHire is a market leader in delivering 'Talent Communities' used by leading recruitment teams as a productivity tool to engage with and hire candidates for their companies. The LiveHire Platform and its suite of features is described in Section 4.2.

3.2 HR technology industry

HR technology represents a significant category of business and technology operating expenditure for businesses.

The LiveHire Platform focuses on reducing the cost of time and materials to source and recruit candidates.

The major HR technologies available to companies can be categorised as follows:

- (a) Job Boards and Job Aggregators (e.g. SEEK, Monster, Indeed, JobRapido).
- (b) Professional and Social Networks (e.g. LinkedIn, Viadeo, uWorkin, Xing, Facebook).
- (c) Database Search Platforms (e.g. SEEK Profiles, The Search Party, Indeed, 1-Page).
- (d) Multi-posting technology (e.g. Broadbean, JobAdder, eQuest).
- (e) Applicant Tracking Systems (e.g. Taleo, PageUp, Gild, SuccessFactors, Greenhouse).
- (f) Employee Onboarding and Reference Checking (e.g. Enboarder, Reffind, Xref, CVCheck).
- (g) Recruitment Marketing and Candidate Relationship Management (e.g. SmashFly, Cornerstone OnDemand, Avature).
- (h) Human Resource Management Systems (**HRMS**) (e.g. PageUp, Taleo, SuccessFactors, Kenexa, FastTrack).

See Section 3.4 for further information on these HR technologies which integrate with LiveHire's Platform and which could potentially compete with LiveHire.

In recent years there has been a proliferation of new HR technologies in all areas aimed at improving recruitment processes, customer experience, access to quality candidates, decreasing cost to hire and reducing time to hire.

Employers are seeking to adopt new systems that deliver productivity and efficiency improvements to manage the many different sources of recruiting candidates employers already rely on, manage recruitment processes and to integrate these HR technologies together.

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3.3 Need for new HR technology in recruiting and Industry trends

HR has entered a phase of “revolution, not evolution”. New HR technologies have the potential to revolutionise the employee experience entirely by transforming HR processes and systems via new digital platforms, apps and ways to deliver HR services.

Digital HR, which brings together social, mobile, analytics, and cloud technologies, represents a new platform for improving the employee and candidate experience. A key objective for businesses and existing HR industry participants is choosing successful technology solutions with optimized end-to-end user experience, combining design thinking and the latest technologies with mobile, social, video and messaging technologies.

The LiveHire Platform is well positioned to deliver on the key benefits being sought by digital HR customers:

Legacy HR systems	Digital HR	LiveHire
✘ Installed software	✓ Cloud based SaaS platforms	✓ YES
✘ Processes and one-off transactions	✓ Integrated HR platforms (policy, systems, operations)	✓ YES
✘ ATS with web browser access	✓ Mobile-first career portals	✓ YES
✘ Web forms translated from paper-based forms	✓ Intuitive forms and automated parsing processes	✓ YES
✘ Process-based design	✓ Human-centric and engaging interactions	✓ YES
✘ Periodic reporting	✓ Real-time interactive dashboards	✓ YES
✘ Analytics add-ons	✓ Integrated analytics platform and dashboards	✓ YES
✘ Email marketing	✓ Instant messaging	✓ YES
✘ Sign-Up forms	✓ Social Media integration	✓ YES

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From a macro trends perspective, the below changes have been observed in the employment industry, which impact how HR technology evolves:

(a) Traditional sourcing methods are less effective

Traditional sourcing methods are decreasing in efficiency and popularity. In Australia alone, the number of total job advertisements posted online is almost half (46.7%) of what it was at its peak in March 2008.¹

(b) Rise of cloud-based services

Technology is experiencing a transition from on site server based solutions to cloud solutions, as customer requirements change to require the use of software on multiple devices, anywhere, anytime. Cloud based solutions are easier for customers to maintain as they do not require installing software on a specific device and do not require the end customer to update the software.

As a cloud based enterprise solution, LiveHire has positioned the Platform to take advantage of this trend. LiveHire currently partners with Amazon Web Services (**AWS**) as a leading global provider of the underlying on-demand cloud computing solution that supports the Platform.

(c) Move to unbundled (multi-vendor) solutions

ATS and HRMS provide standard integration application programming interfaces (APIs), facilitating integrations with multiple specialised software applications to deliver specific capabilities across HR requirements. The Platform can either be used as a standalone software application or integrated through APIs to other HRMS systems. This means that LiveHire can customise aspects of the Platform to be integrated with a customer's existing HR software and technology.

(d) The rise of Digital Talent Profiles to replace paper CVs

With the traditional use of ATS, job boards and email, a significant amount of job applications are currently delivered online with curriculum vitae (CVs) as PDF attachments. The relevant candidate information is difficult to process effectively and accurately by an ATS, often meaning manual data entry by recruitment teams or complex automated CV extractors or parsers are required. A more effective way to deliver CV information is through digital profiles, however the issue is that most companies have separate systems and processes, requiring each user to create a new profile each time they apply for a job. LiveHire instead allows a user to create a digital profile once, and use that across all job applications.

Note:

1. Australian Government - Department of Employment, Vacancy Report (March 2016) <<http://lmip.gov.au/default.aspx?LMIP/VacancyReport>>. The Australian Government - Department of Employment did not prepare this report specifically for this Prospectus and have had no involvement in the preparation of any part of this Prospectus.

3.4 Competitive landscape

LiveHire and its Platform offer a new category of HR technology that is different from current and traditional HR technologies. The Platform is a productivity tool that recruitment teams use in conjunction with existing HR technologies to make their job more efficient by minimising the time taken during the recruitment process to shortlist suitable candidates. See Sections 4.1 and 4.2 for further information on the Platform and how it works.

Specifically, the Platform enables LiveHire to develop a shared talent ecosystem across Talent Communities in the cloud. Uniquely, the Platform 'aggregates and displaces' existing technologies for customers as follows:

- Aggregates multiple sources of talent (or candidates) into one destination platform and a single standardised LiveHire profile for each candidate; and
- Displaces prior internal systems used by companies to accumulate and archive historical CVs, which are not easily searchable or regularly updated or maintained.

Where LiveHire sits

LiveHire aggregates source channels of talent to grow and displaces traditional databases

Past

Thousands of different sources of talent individually providing a small % of total hires. Slow time to hire, hard to know who is available. A lot to manage.

Older HR systems provide poor and slow user experience .

Private databases of pdf cv's are dead data, time and cost prohibitive to maintain. They clearly don't work, as if they did, companies would not need to advertise.



Present with LiveHire

Companies share the web link to their community across all possible sources for talent to invite and aggregate into LiveHire.

LiveHire has no peer in this shared talent economy space. An instant communication and hiring platform in the cloud.

LiveHire replaces older database software and integrates with downstream HR software.

LiveHire positions itself between the upstream 'source channel technologies' (e.g. job boards, marketplaces, networks) and the downstream 'human resource management technologies' (e.g. Taleo, Success Factors, PageUp) to act as a single destination for the management of all candidate profiles in a single standardised format, maintaining live data on candidate skills and availability for employers.

LiveHire has a first-mover advantage with respect to its Talent Community platform technology, with no known peer in the sourcing and recruitment space with an equivalent product in Australia. LiveHire sees its products as complementary to most existing (upstream and downstream) HR technology offerings. However, there are features of the LiveHire Platform which are similar to other existing HR technologies and existing HR companies may develop their technology to offer similar products to the Platform and become a competitor of LiveHire in the future.

LiveHire's potential competitors sit across various HR technology product categories. Participants in each of the below existing HR technology categories may become potential competitors in the future by developing products similar to the Platform. The general risk associated with competition is disclosed in Section 7.1(b). Below is a description of which existing HR technologies LiveHire's Platform integrates with as well as those which LiveHire believes may become competitors in the future.

(a) ATS and Multi-posting

Companies: Entelo, Ascendify, Findly, Expr3ss, FastTrack, JobVite, JXT, JobAdder, Broadbean

These are systems that companies use to capture applicants from job boards and manage their information through the recruitment process. Often those technologies allow companies to manage their job openings across their internal intranet, the career website and posting to the relevant job boards in each country. Integration and APIs with other systems and email are usually limited to the applicant's CV.

While LiveHire often competes with a customer's budget for ATS, LiveHire is positioned to complement an ATS and integrate with their features to assist a customer manage the flow of applicants. In particular, LiveHire is not replacing ATS integrations for large companies, which include customisation and features beyond the scope of the Platform. LiveHire instead integrates its features with those systems and includes the management of applicants into a single standardised profile, talent pooling, and talent pipeline management and shortlisting. However, LiveHire does not currently manage contracting, onboarding, performance management, learning and development, or outplacement, departures and terminations.

LiveHire does not currently compete with multi-posting technologies and seeks to integrate the Platform with these technologies as companies can use these multi-posting technologies together with the Platform to post job vacancies to multiple job boards and job aggregators.

(b) Candidate Relationship Management Systems

Companies: Avature, Cornerstone, SmashFly

These systems are often used by recruitment companies and head-hunters to manage all communications between employers and candidates in one place. Often such systems are integrated with email and manage two way communications to individuals or en mass.

LiveHire's Platform competes with these systems as a feature of the Platform is the ability for LiveHire customers to communicate directly with candidates within their Talent Community.

(c) Professional Networks, People aggregators, Marketplaces

Companies: LinkedIn, Viadeo, uWorkin, Xing, Facebook, 1-Page, HiringSolved, The Search Party, SEEK Profiles

These companies provide large databases of candidate profiles or CVs, and often enrich them

with publicly available information. Companies use these platforms to search and headhunt particular candidates or post jobs to those networks. The quality and effectiveness varies greatly by industry, skillset, company and geography.

LiveHire integrates its Platform with these companies as customers who use LiveHire may link their Talent Community to these networks. The companies operating in this section of the HR technology industry feature some significant companies, which may seek to replicate LiveHire's Platform and become potential competitors to LiveHire.

(d) Job Boards and Job Aggregators

Companies: SEEK, Gumtree, CareerOne, Indeed, Monster, JobRapido, Jora, Adzuna

These systems are high-volume advertising platforms for mostly 'active' job seekers. Companies pay to post a job on a job board and job aggregators re-purpose that job to other websites.

Positions advertised on job boards attract a high volume of applicants. An applicant would typically attach a CV and a cover letter in response to the job advertisement. The lack of a digital profile often means the employer has a limited ability to filter applicants at the source, requiring internal recruiters to conduct most of the screening and shortlisting of applicants manually.

The LiveHire Platform integrates with job boards or job aggregators by allowing companies to load details of a job vacancy into the Platform and post that vacancy onto job boards or job aggregators. Candidates applying for the position through the job boards or job aggregators are directed to apply for the job through LiveHire. See Section 4.2(a) for further details.

The Platform does not compete directly for job advertisements with job boards or job aggregators as these features are not available on the Platform. However, LiveHire recognises that these technology companies are continuously evolving their product offerings and could become potential competitors by offering products similar to Talent Communities in the future if they chose to move from sourcing platforms to candidate management and HR team productivity platforms.

(e) Human Resource Management Systems

Companies: Workday, SuccessFactors, PageUp, Taleo, SilkRoad, TalentCloud, Cornerstone OnDemand, FieldGlass

These are end-to-end software solutions, often modularised, servicing the following functions: recruiting (ATS), onboarding, learning, performance & goals, compensation, succession, development, workforce planning & analytics.

These are large complex systems, requiring considerable integration, training and optimisation for large corporates. These systems offer APIs to integrate with additional providers such as LiveHire for sourcing, recruitment and talent pooling.

LiveHire does not currently compete with human resource management systems as it does not offer these features.

(f) Temporary staffing sites

Companies: Upwork, airtasker, Freelancer, 99Designs, Gigwalk, OnForce

These companies offer global platforms to engage freelancers or contractors for tasks or projects to be done remotely or locally. These sites are very efficient for small tasks that can be done independently over the web, but are not targeting the employment and recruitment space.

The LiveHire Platform can be integrated with these sites as potential sources of candidates or for job vacancies if LiveHire's customers require candidates for temporary staffing requirements.

(g) In house proprietary HR software

Companies: large recruitment houses and some large corporates

Some large corporates have developed internal software solutions to maintain and manage the recruitment processes. Often those solutions involve a mix of hosted software, offline excel spreadsheets and email.

LiveHire seeks to integrate with the internal software solutions developed for large corporates. There are some features of the Platform, such as management of the job vacancies and recruitment processes, which are similar to in house proprietary HR software. However, there are many features of these internal software solutions that the Platform does not include such as payroll, learning and development. LiveHire does not compete with these systems, however it does replace some of their features.

A key difference between LiveHire and the above potential competitors is that LiveHire puts the candidates at the centre of the employment process, rather than the job vacancy or a social network. Customers are able to maintain Talent Communities on the LiveHire Platform with suitable candidates in a single online database. Candidates are given full control of their digital profile and the information that a company has access to and which companies have access to it. Additionally, the candidate can use one profile to manage and communicate with multiple prospective employers throughout their career.

3.5 Barriers to entry

As with any technology business, there is a risk that potential competitors, either existing technology companies or new market entrants, will release products, technology or software that will try to compete with LiveHire's products. Any such competitor would likely be subject to a number of barriers to entry, including the following:

(a) First Mover Advantage

LiveHire has been developing the core technology and intellectual property underlying the Platform for over 4.5 years. The Company's brand, market positioning, user base, and customer base are all centred around the Talent Community methodology, and the Company is well positioned to further develop its market position as digital HR evolves. There is currently no known peer in the sourcing and recruitment space with an equivalent product in Australia.

(b) Technology

LiveHire has invested significant capital and time into R&D, testing, continuous improvement and commercialisation with customers small, medium and large. This included developing and testing proprietary algorithms, data models, user experience and design, user interface, search functionality, infrastructure, data storage, security, communication via SMS, email and notifications. LiveHire has invested approximately 100,000 man hours of product and technology development in the last 4.5 years. LiveHire continues to invest in and develop its core technology and big data analytics capabilities with the intention of increasing this competitive advantage.

(c) Algorithms

LiveHire has developed a number of complex proprietary algorithms which underpin the operation of the Platform and its core technology. Broadly, these algorithms understand talent availability, talent quality, responsiveness, ratings and rankings, feedback, referrals and references, and communication preferences. Algorithms are very complex and time consuming to create and perfect, and often require very large datasets to determine their relevance. LiveHire has tested and built multiple algorithms across more than half a million candidate profiles and millions of talent community invites.

(d) **Customer IP and loyalty**

Once a customer's Talent Community is established, all relevant talent and network data (including all communications and activity data) of that customer's Talent Community members is contained within the Platform. Having already committed time and resources to building their own Talent Community, the potential cost and loss of information to a customer in switching to an alternative system could be significant. Similarly for candidates, having one profile that contains all their career data, and is used to engage privately with relevant employers, creates a network effect that may ultimately mean that businesses need to continue to use the Platform to ensure they can engage with the best talent.

(e) **Brand**

The 'LiveHire' brand has gained market awareness in Australia over the past few years, with the Company recognised as an innovator in the HR technology space and a leader in the development of Talent Communities.

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Company Overview

4. Company Overview

4.1 Background

(a) The problem

The time required for companies to find a suitable employee remains a significant issue for businesses that are trying to remain competitive, agile, productive and cost conscious. Employee turnover involves a significant cost in recruitment time and materials for a company. This is before factoring in lost productivity, opportunity, and revenue due to ongoing vacant roles.

The biggest cost is time, and the opportunity to significantly reduce this for companies is highly valued.

The accessibility of the internet to a wide range of people means that there is an increasingly large number of potential employees accessible to employers via that medium. Sourcing talent for companies is not the issue. The problem for companies is knowing who is available at any time from a wide and diverse pool of people with access to the internet, and being able to contact them with high responsiveness, without having to repeatedly process and reject hundreds of applicants for each and every role. This is one of most significant time and cost factors in the recruitment industry.

(b) The LiveHire solution

LiveHire seeks to solve this problem. LiveHire is a cloud-based HR productivity platform for sourcing and recruitment teams that delivers 'talent on demand' for companies of all sizes. LiveHire's Platform enables customers to leverage their brand, employee networks and digital assets to aggregate candidates from multiple sources, both online and offline, into a single online database known as a Talent Community.

The Platform is different from traditional HR technologies. Although the Platform incorporates similar functions as other HR technologies, such as applicant tracking systems and candidate relationship management systems, it does not necessarily seek to replace these technologies but seeks to streamline these processes by creating a community (or network) of candidate profiles that are easily searchable and manageable throughout the entire recruitment process and available to the customer for future recruitment needs.

The Platform assists customers at the processing end of hiring, by providing a technology to assist recruitment teams collaborate and engage with candidates throughout the hiring process, and maintain live candidate skills and availability data with minimal administrative overheads thereby delivering time and cost savings to customers.

How LiveHire works



Companies create private Talent Communities on LiveHire's platform, inviting their applicants database and integration with all source channels.

People accept invite and privately join, creating a private LiveHire profile once with updates across all communities in real time.

Recruitment productivity is created. LiveHire's manages all communication and understands when aspiring talent are available for a new role. Time and cost to hire is reduced.

4.2 How the Platform works

(a) How LiveHire works for customers

When a customer signs a Talent Community agreement with LiveHire, LiveHire creates a Talent Community account for the customer and grants them a licence to use the LiveHire Platform for the purpose of establishing their own customer company branded Talent Community.

Once the customer's Talent Community is established, a customer can then commence attracting candidates or 'talent' to join their Talent Community by:

- **Integration with job posting channels** - The customer can post any approved job vacancy from the Platform to one or many job-boards or social media websites. The posting on the job board or social media website will usually contain a link inviting applicants applying for the job to do so by creating a profile on LiveHire. The link will be directly connected to the customer's Talent Community so when the candidate applies for the job, by creating a digital profile on LiveHire, that candidate automatically joins the customer's Talent Community so that the candidate's details and personal information are shared with the customer, allowing the customer to consider the candidate for the job.
- **Candidate database refresh** - Inviting relevant candidates from the customer's existing or historical candidate databases to create a digital profile as part of the customer's Talent Community. When a candidate has been invited to join a Talent Community, the candidate has the choice to accept the invitation, decline it or unsubscribe from future emails. Only candidates who have accepted an invite are then added to the customer's Talent Community.
- **Website integration** - Integrating the Platform into the company's career website enabling candidates interested in working for the customer to easily join the customer's Talent Community from a link on the customer's website. The Platform can be integrated with a customer's website so that any open vacancies that the customer creates on the Platform can be automatically published on the customer's website. Potential applicants viewing the website are invited to join the customer's Talent Community and create a candidate profile when applying for a job or to be considered for future positions.
- **Internal Mobility** - Inviting internal employees or contractors to apply for open positions that are published through the Platform onto the client's careers website or directly to employees who have a profile in the Talent Community.
- **Direct invitations** - Inviting employees, alumni, contractors and aspiring future employees at events such as graduate programs or careers fairs to join the customer's Talent Community, so that the customer has full access to detailed profiles of current, past and potential employees.
- **Employee referrals** - Inviting referred candidates and asking employees to refer new candidates to join the customer's Talent Community.
- **Invites through social media and email** - Including links and invites to the Talent Community in the customer's social media platforms such as LinkedIn, Facebook and Twitter, and adding Talent Community links to email signatures for employees.
- **Invite candidates from the LiveHire platform** - Inviting candidates from outside of their Talent Community on the LiveHire Platform by searching for candidates' anonymous profiles in the wider LiveHire candidate database, who have chosen to be discoverable.

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A key benefit to customers in setting up a Talent Community is the ability to aggregate all candidates and candidate information into a single integrated cloud-based platform, which directly connects the customer to candidates through a standardised easy to read online profile, whilst delivering the functionality of a number of existing HR technologies in a single solution. The Platform can be used by customers to either complement or integrate with existing ATS technologies and HR technologies. The Platform does not replace existing sourcing platforms, such as job advertising, but rather seeks to reduce the major costs for customers in the recruitment process by increasing the productivity of the internal recruitment teams through improving the times taken to process applicants and find suitable candidates for the role by aggregating all candidate applications into one platform. Once a customer has established their Talent Community, this can be drawn upon for the customer's future recruitment needs.

The Platform enables customers to review and manage all candidates in one place by offering key features such as:

- **Live Private Digital Profiles** - Each candidate has one single digital profile or online CV, which includes all the information contained in a traditional CV. Candidates can also add documentation and links to additional content in their profiles to present their skills and experience in the most appropriate format for their industry. These profiles are then shared with an employer when a candidate joins a customer's Talent Community. Candidates can update their profiles at any time and are prompted to update them every time they join a Talent Community, thereby providing 'live' information about their availability and latest employment status to the customer's whose Talent Communities they are a member of. A candidate's profile is private as it is only visible to the candidate and the customer's whose Talent Communities they have chosen to be connected to.
- **Multichannel Candidate Sourcing and Aggregation** - The Platform allows customers to source candidates from multiple channels as managed by the customer. Common channels used by recruitment teams include job boards, social media, career websites, employee referrals, recruitment agents, newspaper ads and alumni forums. The Platform is able to track exactly where each candidate is coming from - 'the source channel' - when they join a customer's Talent Community. For candidates which have multiple interactions with a customer, for example by applying for multiple jobs and subsequently being referred, the Platform is able to track which source channel the candidate came from each time, by tracking the unique URL used to join the Talent Community. Customers value information relating to the source channel for candidates as the analysis of this information allows customers to determine the effectiveness of their recruitment campaigns and sourcing methods.
- **Talent Search** - The Platform allows customers to view the profiles of all candidates in that customer's Talent Community. Because the information or data for each candidate is in a structured digital format (i.e. rather than a static PDF or paper CV format), customers can customise the information presented in each profile within their Talent Community and conduct searches of profiles with a high level of accuracy and simplicity through applying multiple search filters, increasing the relevance and accuracy of search results. LiveHire's proprietary algorithms also assist with the ranking of search results based on an understanding of the relevance of each key word used in the search.
- **Candidate Skills Matching** - LiveHire's proprietary algorithms match customers with suitable candidates (see Section 4.9(a) for further information). As well as searching their own Talent Community for suitable candidates for a job, the proprietary algorithms in the Platform also allow customers to search the broader LiveHire 'talent ecosystem' of candidate profiles for additional candidates who have chosen to have their profiles discoverable, and then invite those candidates to join their Talent Community. Unlike the customer's own Talent Community, search results from outside a customer's Talent Community are anonymous (i.e. do not reveal identifying personal information of the potential candidate), until the candidate joins their Talent Community. These Candidates can either accept or reject the invitation to join the Talent Community. This provides candidates in demand with the ability to choose which Talent Communities they are part of, based on their interests and availability, while providing customers with a potential pool of candidates beyond their own Talent Community.

A majority of candidates with LiveHire profiles currently choose not to be publically discoverable, preferring instead to have private profiles on the Talent Communities they have chosen to join. A lack of public candidates with discoverable LiveHire profiles has not been expressed as a concern by LiveHire's existing customers, though it may be viewed by some as a limitation to the Platform.

LiveHire's customers typically rely on their own unique digital assets, marketing and brand to attract the suitable candidates to join and grow their Talent Community rather than specifically seeking to source other candidates who have profiles on the LiveHire Platform. Some customers may seek to rely on this feature in the future to grow their Talent Community and the lack of discoverable candidate profiles may limit their ability to grow their Talent Community by sourcing other candidates from within the LiveHire Platform.

- **Talent Pools** – Talent pooling is a technique used in recruitment that typically consists of creating pre-defined shortlists of candidates who are qualified for a specific position. The Platform provides functionality to create individual talent pools for each role. Each talent pool is a shortlist of candidate profiles that can be managed as a group for ease of communication and visualisation. Talent pools can be an effective tool for proactive recruitment management, as they can help companies reduce time to hire, as successful candidates are identified prior to a position being vacant, opened or advertised. Customers typically grow their Talent Communities to an optimal size based on the number of hires they make annually. Customers' recruitment teams typically organise members into talent pools within the Talent Community to cater to the various roles within the business. Customers can archive poorly matched candidates to remove them from their community to easily manage the size (and cost) of their community, and over time build the average quality of candidates within their Talent Community
- **Talent Pipeline** - The Platform provides customers with the ability to manage each candidate in their Talent Community in various progressive steps, called the 'talent pipeline'. The talent pipeline allows a customer to organise each candidate's profile according to the different status of each candidate in the recruitment process (e.g. an applicant, interviewee, employee or alumni). The segmentation of profiles in the talent pipeline makes the talent management process simpler and less error prone.
- **Job Vacancy Management and Postings to Job Boards** - When a customer has a vacancy, they load that vacancy onto the Platform with all the relevant job details. The Platform is then used by the customer to manage the job vacancy and recruitment process until the vacancy is filled. For example, when the job vacancy is loaded onto the Platform, the customer can post the vacancy directly from the Platform onto traditional online job boards with a link to their Talent Community. Job applicants viewing the job advertisement wishing to apply for the job are directed to apply by clicking on the link and creating a LiveHire profile. The link will be directly connected to the customer's Talent Community so when the candidate applies for the job by creating a digital profile that candidate automatically joins the customer's Talent Community. The customer is then able to view the candidate's details and personal information, allowing the customer to consider the candidate for the position.
- **HR Records Archive** - The Platform keeps a log of all activities that the customer, its recruiters and candidates connected to the customer's Talent Community perform on the Platform. This activity log can be useful for compliance and audit requirements, and can be queried and reported on at all times. Similarly, all employment documents uploaded on the Platform remain accessible and searchable for customer access.
- **Two Way Communications** - Enabling customers and candidates to communicate directly with each other via instant messaging, email or SMS.

Customers can elect to have their Talent Community private, so that it does not appear on their career website or on online searches. Customers who elect to make their Talent Community public can also permit candidates to join their Talent Community without requiring the customer's approval.

The customer can then manage the size of their Talent Community by archiving unsuitable candidates, which customers can do at any time either manually or automatically, thereby removing unsuitable candidates from their Talent Community (with no associated fee for doing so). This enables customers to manage the number of members in their Talent Community (or Talent Community Connections) by scaling their community up or down according to their hiring needs and thereby enabling customers to control their costs (see Section 4.4 for LiveHire's business model and fees charged to customers).

The Platform makes filtering and bulk archiving of unsuitable candidates simple, however as with the management of any business application some customers may perceive this as an additional internal administrative cost.

As LiveHire generates revenue on a 'pay as you go' model whereby customers are charged a monthly Talent Community hosting fee based on the number of candidates in their Talent Community (excluding archived candidates), the fees payable by customers increase as the size of their Talent Community increases. However, the efficiency gained by having easy access to a database of suitable candidates may also reduce the fees associated with traditional recruitment methods.

(b) How LiveHire works for candidates

The key objectives of any job applicant (or candidate) with respect to a target employer are to either apply for specific job openings at the company or to get on the company's 'radar' to be considered for future job opportunities. The LiveHire Platform enables candidates to achieve both of these objectives in a single, easy to use platform.

Candidates can join the LiveHire Platform either by being invited by a customer to create a profile, such as from a job vacancy advertised online, or by visiting the LiveHire website independently and creating a profile (then seeking to join relevant Talent Communities).

The benefits to Candidates creating a profile and joining the LiveHire Platform include:

- **Control over personal information** – Giving the candidate full control of their information, digital CV and personal details and who it is shared with. Candidates can update, replace or delete information as their circumstances change. Candidates join employers' Talent Communities through "closed connections" which are the opposite to "open connections" like seen on LinkedIn, where information is more publicly exposed. This allows candidates to be more comfortable in providing the level of information (around workforce preferences, salary and availability) recruiters require to make informed hiring decisions, hence increasing opportunities for candidates.
- **Single centralised profile** – Providing candidates with a single centralised profile that they can reuse and update every time they join a new Talent Community, significantly reducing duplication of efforts of maintaining profiles across multiple applications. Candidates derive more opportunity and efficiency from their profile the more Talent Communities they are a member on (network effect).
- **Simple user experience** – Making the user experience on all devices, especially mobile devices, simple and efficient for candidates so applications can be easily completed.
- **Direct access to relevant employers** – If candidates opt to make their profiles discoverable, this gives candidates access to suitable potential employers as LiveHire's algorithms can match employers with suitable candidates on an anonymous basis. Employers can then invite the candidate to join their Talent Community, thereby putting candidates 'on the radar' of potential employers without having to seek out or join the employer's Talent Community. However, this matching of candidates and employers only applies to employers who have created Talent Communities with LiveHire and candidates who have elected to have their profiles discoverable. As the number of potential employers is limited by the number of customers who have signed up to create a Talent Community, a candidate and the availability of their profile is limited to the number of companies that have Talent Communities and are using the Platform.
- **Ease of communication** – Through the Platform, candidates can communicate directly with employers whose Talent Communities they have joined. Candidates are able to manage all career related communication through the Platform, with communications integrated with SMS and email for ease of use on mobile platforms.

(c) Solution to recruitment requirements

In summary, through the features and processes described above, the Platform addresses three key recruitment requirements in terms of candidate suitability for LiveHire customers:

- **Qualified:** Talent Community candidates are *qualified* through clean, structured data on their talent profile, to a level of detail greater than open connection networks such as LinkedIn, whilst ratings and reviews (in time) will build up further to create trust in the ecosystem overall;
- **Interested:** Talent Community candidates are **interested**, having positively 'opted in' to an employer's Talent Community and therefore demonstrated a clear interest in the employer's brand by providing a direct communication channel to their mobile phone and personal email; and
- **Available:** the Platform's algorithms predict Talent Community candidate *availability* for opportunities (whether currently employed or unemployed) based on user engagement metrics including mobile responsiveness to employment based communications direct from an employer (i.e. human to human).

The great challenge that has not been solved to date is knowing when talent are available on-demand



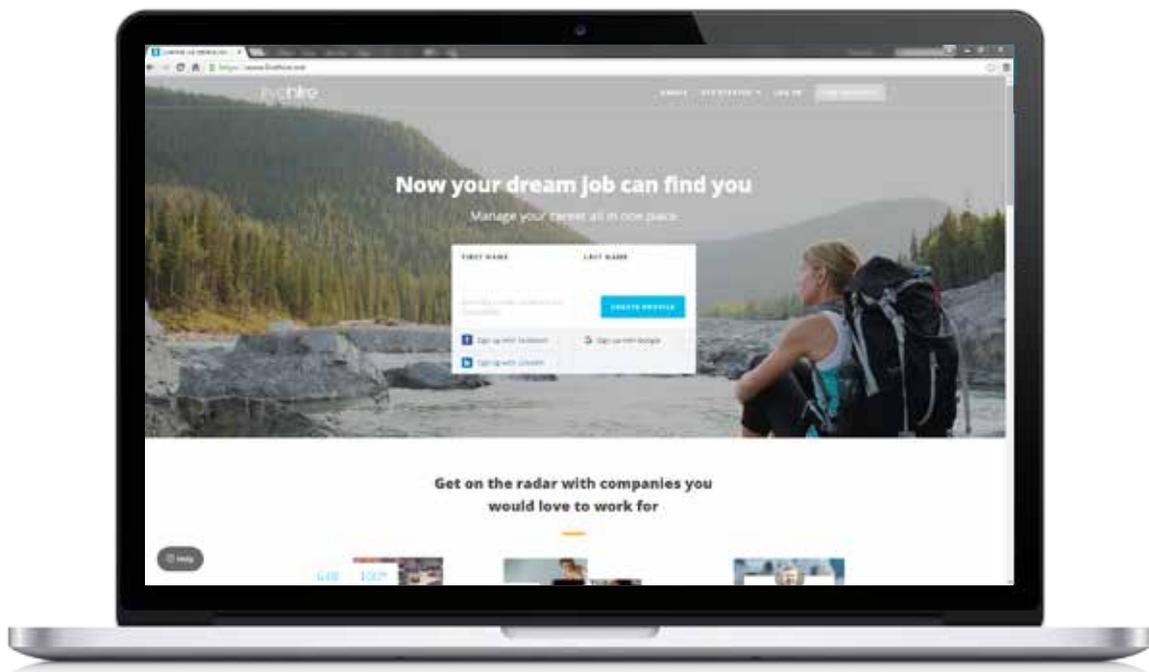
Overall, the Platform enables customers to build a Talent Community of qualified, interested and available candidates, aggregated from multiple sources into a single Talent Community destination, organised into Talent Pools across all their roles, and integrated into multiple downstream HR functions to give customers the ability to source candidates to fill open roles in a direct, simple and ongoing basis.

4.3 LiveHire History

LiveHire has invested 4.5 years and approximately \$3 million and 100,000 man hours in developing its Platform and the talent ecosystem underlying Talent Communities. LiveHire has achieved strong product market fit with high quality, paying customers, and is now in rapid scaling mode, investing further in marketing, sales, customer success, and development to maintain first mover advantage and reach critical mass.

- o **April 2012**
Launches an online Live Talent Marketplace in the mining and resources sector in Australia
- o **October 2014**
Launches Live Talent Communities SaaS product to large enterprise
- o **March 2016**
Ramps up sales & marketing signing 10 new clients in one month. Scaling fast.
- o **May 2013**
Live Talent Market quickly expands across all sectors in Australia
- o **December 2015**
Completed beta testing of the Talent Community product with 20 key clients (small to large enterprise).

Early development in 2012 and 2013 focused on the ability to organically attract and register hundreds of thousands of users to the platform to participate in an online marketplace, where employers would search and connect to talent to hire on demand, without advertising. The outcome was a talent registration process that delivered great user experience, the capture of clean, rich, and structured talent data, and quality search and communication capability for employers.



Latter stage development in 2014 saw the release of the Talent Community SaaS product, focused on inviting and converting high volume, out-dated databases of past applicants from large enterprise customers into the Platform via a company’s own branded portal hosted on LiveHire, accelerating LiveHire profile growth at minimum user acquisition (advertising) cost, and introducing larger customers to the capability of the Platform.

In 2015 LiveHire completed its beta testing phase of the Talent Community product via the Platform with a number of customers across a broad range of company sizes, industries, and levels of profession. Additional functionalities were developed, including talent pooling, candidate and job vacancy management, multi-channel sourcing, and 2-way SMS communication, to allow companies to manage and complete up to 100% of their hires within the Platform. LiveHire customers experienced significant and sustained reductions in time to hire, overall recruitment costs and return on investment in the LiveHire technology.

Throughout the first quarter of 2016 LiveHire has intensified its investment in the key commercial areas of sales, customer success, marketing and channel partnerships to focus and accelerate customer adoption primarily in the 500 to 5,000 full time employee (FTE) range, whilst further developing the Talent Community product for medium and large enterprise customers (5,000 to 25,000 FTEs).

4.4 Business model

The Platform is free for all candidates.

LiveHire's business model relies on the Platform, which is a software as a service, whereby the Company generates revenue by charging customers for using the Platform, through the customers creating or maintaining their Talent Communities. LiveHire charges customers the below fees in connection with their Talent Communities. The business model primarily relies on the monthly talent community hosting fees for revenue. The other fees charged are not a significant feature of the Company's business model or how it generates revenue.

- (a) **Monthly Talent Community hosting fees (currently \$0.50 per 'Talent Community Connection' per month)** - this is the key driver of the LiveHire revenue model. Customers pay a monthly hosting fee based on the number of individual profiles forming part of that customer's Talent Community (**Talent Community Connections**, or TCCs). This hosting fee is typically paid monthly in arrears at the end of each month of use of the Platform. This fee may be capped for an initial period (up to 6 months). The benefits of the monthly hosting fee for customers include increased flexibility and scalability, with pricing that scales as their Talent Community grows (or contracts). As described in Section 4.2(a), customers are able to manage the size of their Talent Community by archiving candidates to manage their hosting fees. The benefits to LiveHire include reduced barriers to adoption, and the ability to generate revenues on the same talent profile across multiple Talent Communities;
- (b) **Talent Community set-up fees (currently up to \$10,000 depending on customer company size)** - the Company charges customers a one off set-up fee to establish their Talent Community. This fee covers customer on-boarding activities, such as the initial database cleansing, multi-channel building, careers page collateral and integration, data cleansing, and training sessions. This fee may be waived for strategically important customers;
- (c) **Applicant Tracking System Integration** - where a customer requests specific Platform integrations with existing HRMS or payroll systems or on-boarding products, LiveHire charges fees at hourly rates to perform the development work for such integrations;
- (d) **CRM Communication fees** - in certain circumstances the Company charges customers fees for communications via the Platform (for example, SMS services deployed during a database refresh or Talent Community launch program); and
- (e) **Specialised Reporting and Analytics** - where a customer requests ad hoc and/or unique data reporting or analytics for their own commercial and strategic workforce planning requirements, LiveHire may charge fees at hourly rates for development and provision of such reporting.

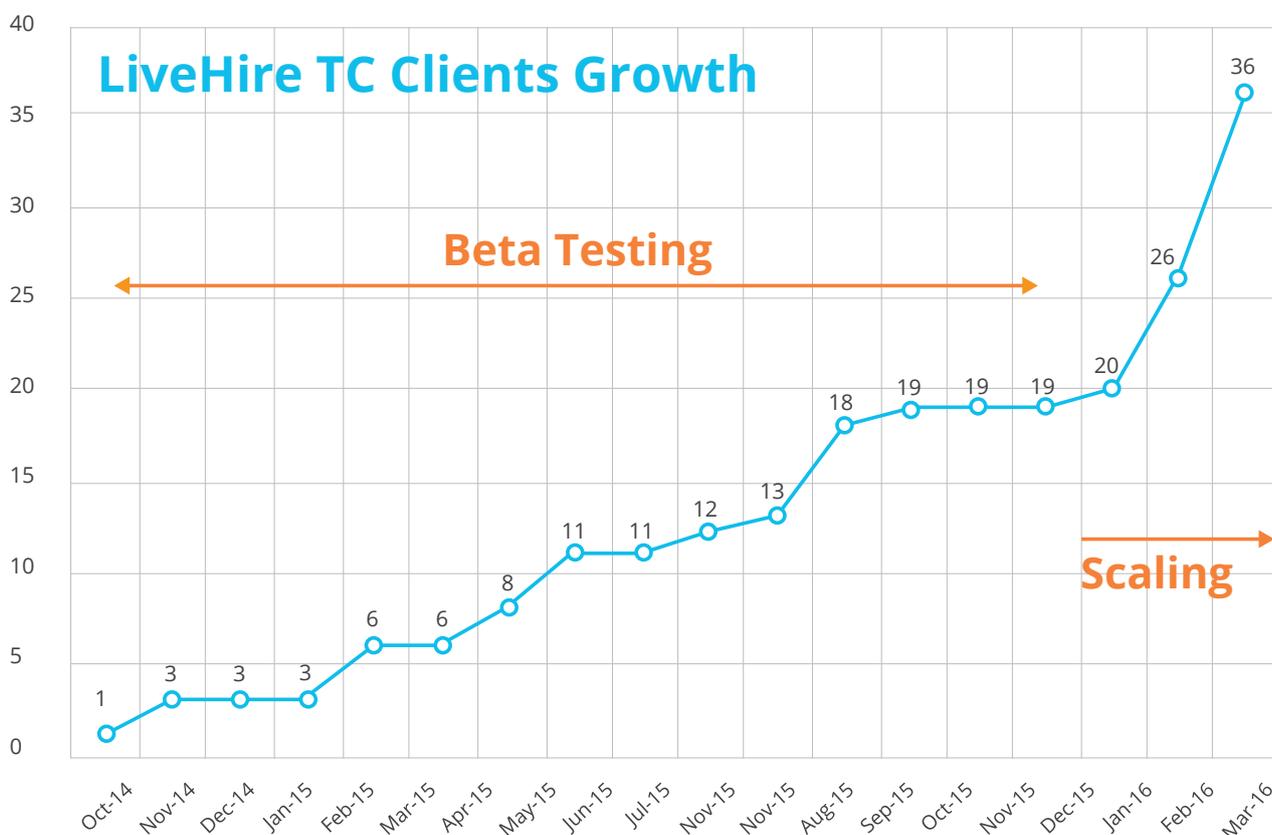
LiveHire fees are adjusted for specific commercial circumstances where it sees long term benefits for significant growth of the Platform and its business.

4.5 Current customers and pipeline

LiveHire has achieved product market fit through the beta testing phase with customers across a broad range of industries, professional levels and company sizes. Currently, LiveHire has 38 customers including:

- Ertech Holdings Pty Ltd
- Randstad Pty Limited
- BUPA Australia Pty Ltd
- AWX Pty Ltd
- Ernst & Young (ACT)
- Reinventure
- Barmenco
- Ooh! Media
- Vivir (Chandler Macleod)
- Commonwealth Superannuation Corporation

Strong client growth experienced to date



As demonstrated by the above diagram, LiveHire is now in a scaling phase, investing in sales and marketing capabilities to deliver sustainable new prospects to the sales pipeline, maintaining a high quality sales team to engage and close new customers in a fast and efficient manner, a customer success team to cleanse large databases and quickly grow new customers to optimal Talent Community size, and executing channel partner strategies to expand the reach of the product geographically and beyond the in-house sales team.

4.6 Growth strategy

LiveHire's growth strategy is based on the following three key pillars, collectively aimed at driving toward reaching critical mass and scaling the network of companies and candidates on the Platform.

(a) Growth of users through database conversions

LiveHire helps its customers leverage their existing under-utilised databases of candidates that are not currently being used to fill new job opportunities. Companies launch their Talent Community with LiveHire by inviting current employees, alumni, referrals and past applicants to join their Talent Community. Many companies have historical applicant databases comprising hundreds of thousands, even millions of candidates, stored across multiple locations (eg in ATS, HRMS, Excel files or email systems) which are difficult to search and are rarely updated. LiveHire invites all those candidates to join that customer's Talent Community.

By helping companies leverage their own employer brand, LiveHire has consistently been able to build large Talent Communities for its customers, with average database conversions of approximately 30% to date (variance typically depends on brand strength and database quality, with conversion results between 15% to 70% to date). Through this database refresh and Talent Community launch process, LiveHire is able to scale the Platform with minimal direct user acquisition costs.

(b) Growth of customers through a vertical focus

LiveHire is focussed on quickly building critical mass in industries with high levels of demand for employment, such as healthcare, retail, public sector, professional services, IT, finance, hospitality and education. LiveHire's sales team focuses on the major players in target industries to achieve critical mass in the shortest available time. In addition the sales team focuses on further sales to customers within the same industry, in an effort to develop a cluster of companies with requirements for similar skills in similar geographies.

Customers will benefit greatly from this strategy as they have access to an increasingly broader pool of relevant talent. Data remains live and up-to-date, and talent availability for new job opportunities can be more accurately predicted by LiveHire's algorithms as there is increased employer/talent communication and engagement data being managed through the Platform.

Candidates benefit through a wider choice of relevant Talent Communities, more employment opportunities, and an enhanced user experience. The potential future benefit to LiveHire and its customers of the Platform reaching critical mass within an industry is significant, in particular delivering efficiency to customers and candidates through concentrated database conversions, and wider sourcing channel aggregation, and delivering revenue generating capacity to LiveHire with each candidate's profile having the potential, over time, to generate multiple monthly hosting fee revenues.

(c) Accelerated growth through channel partners

LiveHire sees significant customer growth acceleration opportunities through channel partners, who can sell the Platform to new customers, assist with Talent Community setup, and even grow and maintain that customer's Talent Community as a managed service. Ideal channel partners are Recruitment Process Outsourcing (RPO) firms, such as Randstad and other recruitment agencies. The Platform provides an opportunity for RPOs to deliver many of their current services to existing customers at a lower cost base with increased margins. LiveHire plans to integrate its Platform into the RPO's recruitment services to corporate clients, with the RPOs assisting with reselling and integrating LiveHire's Platform into client organisations. An immediate term focus for LiveHire is to secure successful pilot customer implementations with major RPO providers, paving the way for broader channel expansion in the RPO industry.

4.7 Target Industry and Markets

The Platform is designed to cater for business customers of all sizes in each of the small, medium and large enterprise segments. The 'pay per Talent Community Connection' business model (refer to Section 4.4) gives customers the flexibility to scale up or down the size of their Talent Community as required. Smaller business customers can access the Platform and build their own Talent Community via a simple 'pay as you go' model, while large enterprise customers can deploy a fully scoped and customized Talent Community solution which integrates with existing business applications and technology through various APIs.

The Platform technology has already proven to have appeal across a range of industries and currently serves customers in the healthcare, government, retail, mining, recruitment, professional services, and finance industries.

LiveHire's target customers have been segmented primarily on size and specific recruitment needs or methods, as follows:

- large enterprise (over 5,000 FTEs);
- medium enterprise (up to 5,000 FTEs);
- small enterprise (up to 1,500 FTEs);
- large recruitment agencies (35-1,000 recruiters);
- small recruitment agency (up to 35 recruiters);
- recruitment process outsourcing (RPO); and
- labour hire and business process outsourcing (BPO).

LiveHire's sales team has been arranged accordingly as each customer segment has specific industry requirements.

LiveHire's short to medium term focus is targeting companies in Australia with a longer term goal to pursue opportunities in overseas markets. The future goal of growth to overseas markets may involve certain barriers to entry from potential competitors in those markets, regulatory requirements, adapting the Platform for local market requirements and funding to expand LiveHire's business operations to these overseas markets. Although LiveHire may consider expansion into overseas markets in the future, its short to medium term focus is predominately to develop and target companies within Australia.

4.8 Key Strengths

LiveHire has a number of key strengths:

(a) Globally scalable and flexible SaaS platform

As a SaaS technology platform, LiveHire has the capacity to scale beyond Australia, the chosen launch market. While LiveHire's short to medium term growth strategy is focused predominantly on the Australian market, the Company intends to pursue opportunities in overseas markets either directly or with global customers and international partners. The expansion to overseas markets may be subject to certain barriers to entry described in Section 4.7. As at the date of this Prospectus and to the best of its knowledge, the Company is not currently aware of any company in a foreign market which offers an equivalent product to the LiveHire Platform.

(b) Unique proprietary IP

LiveHire has been developing, building and testing the proprietary technology and intellectual property underlying the Platform (including algorithms, data design, user experience and design, user interface, search functionality, communication platform, data security measures) for over 4.5 years. This Platform cannot be easily replicated and attempting to do so would incur considerable time and investment. This gives LiveHire a first mover advantage in offering a comprehensive 'talent community' software solution, which is unique in the Australian market.

(c) Revenue potential across broad industry segments

LiveHire's Platform and core Talent Community product has the ability to deliver significant time and cost savings to a wide range of business customers and employers of all sizes across a broad range of industries, regardless of whether they have 10 or 10,000 FTEs. Accordingly, the Platform's addressable market is considered very broad. Therefore, while LiveHire's current sales strategy is focused on a number of specific target business customer segments in select industries, as LiveHire grows this will be broadened to a wider market.

(d) Customer Loyalty

A customer's Talent Community is an employer's private database of candidates and contacts from which they will be able to manage up to 100% of their hires. Even where the job advertisement or candidate application has not originated from within LiveHire, the candidate can end up in the customer's Talent Community. By acting as an aggregator of multiple external online sourcing and recruitment channels, which automatically feedback through to the customer's Talent Community, not only does the Platform become a hub to assist internal recruitment managers coordinate their recruitment efforts but LiveHire itself becomes linked to the customer's online brand and digital assets in the mind of the candidate and the broader market.

Each Talent Community holds substantial information for each customer which encourages customer loyalty.

(e) Market leading UX

The quality of the user experience (UX) can be critical to the success or otherwise of a technology product. For LiveHire, UX has always been at the core of the Company's technology and product development efforts, and the entire LiveHire Platform and Talent Community product have been imagined, designed and built with the experience of the end user in mind. LiveHire's Head of UX and Design is an award-winning designer in the field of UX.

(f) Strong Board and Management Experience

LiveHire has established an experienced Board of Directors to oversee and guide the strategic direction of the LiveHire business. LiveHire's independent non-executive Chairman, Mr Geoff Morgan AM, is one of Australia's most prominent HR professionals with over 35 years in the industry leading HR and recruitment businesses. LiveHire's other independent non-executive director, Mr Adam Zorzi, is an active angel investor and an experienced executive and with over 15 years of corporate board experience. LiveHire's executive directors include the Company's two founders and largest shareholders, and bring a deep mix of entrepreneurial, technology and commercial expertise to the board. In addition, LiveHire's commercial management team, which includes the ex-General Manager of Marketing from Australia's largest online classifieds, and ex-General Managers from two of Australia's largest HR and Recruitment Service organisations, collectively bring deep HR industry and/or technical experience to LiveHire.

(g) Sales and customer uptake

LiveHire continues to accelerate its sales and market adoption of the Platform with minimal advertising spend, on the back of targeted marketing, positive testimonials and case studies, brand strength, and trust and awareness for the Platform. LiveHire has made significant investments in its sales and marketing capabilities over recent months in order to accelerate sales growth and market adoption of the Platform.

4.9 Key Assets

As an enterprise software company, LiveHire's key assets comprise of intellectual property. In particular, these assets include the following:

(a) Proprietary intellectual property and algorithms

LiveHire's proprietary intellectual property, including the algorithms, code base, online processes, functionality, data infrastructure and other information technology underlying the Platform, are key assets of the business.

LiveHire primarily relies on trade secrets and copyright to protect this proprietary intellectual property. Consistent with an approach taken by many technology companies, LiveHire believes that its proprietary intellectual property is best protected through the use of trade secrets rather than through registration as registration can involve public disclosure of the relevant intellectual property. Therefore, the Company primarily relies on trade secrets for the protection of its intellectual property and other than trade mark registration of the "LiveHire" word mark (Australian trade mark no. 1593309) and application for registration of the LiveHire logo mark (Australian trade mark no. 1756481), does not have any registered intellectual property.

In terms of algorithms, the Platform incorporates a number of proprietary search and ranking algorithms that deliver valuable talent (high quality, high relevance) to business customers. These algorithms incorporate matching based on a taxonomy of data classifiers (ie Industries, Professions and Skills) in order to most accurately model a customer's labour needs, matching on various aspects of a candidate's profile (including salary requirements, relocation possibilities, work history and full text searching). This enables the system to immediately suggest the best candidates when a customer posts a job vacancy or an expression of interest. These suggested matches are primarily from the customer's Talent Community. However the customer can elect to conduct a search of anonymous candidates on the wider LiveHire candidate database. The customer can then choose to invite these candidates to the Talent Community in order to increase the size and quality of the talent pool.

(b) Talent database

The LiveHire candidate database, known as the LiveHire Talent Ecosystem is a key asset of LiveHire. This database contains rich data on candidate profiles, including work preferences, salary requirements, relocation possibilities, work history, skills and references. The LiveHire Talent Ecosystem continues to grow as more new customers refresh and invite their old databases, and market the links to their Talent Community across their brands digital and offline assets. This growing ecosystem enables LiveHire customers to further build their Talent Communities, driving revenue growth through hosting fees.

4.10 Key dependencies of the business model

The key factors that LiveHire will depend on to meet its objectives are:

- (a) the successful completion of the Offer;
- (b) the continuing ability of LiveHire to attract customers and candidates to use the Platform; and
- (c) the integration of the LiveHire technology Platform seamlessly with existing ATS, HR and Job Posting technology used by LiveHire customers.

4.11 Funding

The funding of LiveHire's business for the two year period following admission to the Official List will be met by the funds raised pursuant to the Offer together with existing cash reserves (see Section 2.4 for further information). If LiveHire incurs unexpected costs or is unable to generate sufficient revenue, further funding may be required to carry out the company's plans which may include the additional issue of Shares or debt financing.

4.12 Financial information

The Investigating Accountant's Report in Section 6 contains a pro forma balance sheet of the Company together with an Investigating Accountant's Report.

The financial information in the Investigating Accountant's Report also includes the following historical financial information:

- (a) the audited historical statements of profit or loss and comprehensive income for the years ended 30 June 2013, 30 June 2014 and 30 June 2015 and the six months ended 31 December 2015; and
- (b) the audited historical statement of financial position as at 30 June 2013, 30 June 2014, 30 June 2015 and 31 December 2015.

The Company has not received a modified opinion for any of its audited historical financial statements referred to above.

Prospective investors should read this Investigating Accountant's Report in full.

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livehire

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A woman with short, light-colored hair is shown in a professional setting, possibly a meeting. She is wearing a dark blazer and is looking towards the right of the frame. The background is slightly blurred, showing what appears to be a window and another person's head in profile. The entire image has a light blue tint.

Board, Management & Corporate Governance

5. Board, Management and Corporate Governance

5. Board, Management and Corporate Governance

5.1 Directors' Profiles

The names and details of the Directors in office at the date of this Prospectus are:

(a) **Mr Geoff Morgan AM - Non-Executive Director, Chairman**



With over 30 years in the industry, Geoff is one of Australia's leading recruitment and human resources executives. He is also a very active philanthropist.

Geoff co-founded recruitment firm Morgan & Banks in 1985, building the company into one of the Asia Pacific's most prominent recruitment companies. Geoff floated Morgan & Banks on the ASX in 1994, and grew the company to over \$700 million in revenues before its acquisition by TMP Worldwide, a US company listed on the NASDAQ, for \$380 million.

Geoff then co-founded talent management firm Talent2, building it into a leading recruitment HR outsourcing firm and listing it on the ASX in 2004. Talent2 was privatized in 2012, before the company was sold to leading US private talent management firm Allegis Group in 2014.

Geoff has co-authored several books on recruiting, and is an experienced investor in human resources technology. In 2004, Geoff was the recipient of the "Ernst & Young Master Entrepreneur of the Year Award" given for sustained success in business. Geoff was recognized as Member of the Order of Australia in 2015, and is also member of the Australian Institute of Company Directors.

(b) **Mr Antonluigi Gozzi – Managing Director, Product and Data**



Antonluigi is Founder and Managing Director of LiveHire.

As Managing Director, Antonluigi has overall responsibility for the strategy and operation of the LiveHire business. Antonluigi also leads the development team, and has managed the in-house development of LiveHire's technology platform and proprietary intellectual property since incorporation of the Company.

Antonluigi's passions are technology, big data and network analytics, and businesses that use technology to improve the quality of life of their users and make society more efficient and transparent for all.

Prior to founding LiveHire in 2011, Antonluigi worked in management consulting and delivered projects for some of Australia's largest corporates, including BHP Billiton, Leighton and Fairfax, both in Australia and overseas.

Antonluigi has a Masters of Engineering from the University of Parma, Italy, and is a member of the Australian Institute of Company Directors.

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(c) **Mr Michael Haywood – Executive Director, Growth and Commercial**



Michael is Founder and Executive Director of LiveHire.

As Executive Director, Michael has responsibility for growth, new business development, brand, marketing, and strategic partnerships.

Prior to founding LiveHire, Michael launched successful engineering technology start-ups, each leveraging pioneering proprietary technologies developed in-house by Michael and his respective co-founders.

Michael is passionate about scaling businesses in fast-paced, competitive industries, solutions that deliver real positive value in people’s lives and technology that helps us evolve to a more humanised and connected world. Mr Haywood has completed a PhD in Engineering and a Bachelor of Commerce and Engineering, both from the University of Western Australia.

(d) **Mr Patrick Grant Galvin – Executive Director, Operations**



Grant is an Executive Director of LiveHire, having joined the board in April 2014.

As Executive Director, Grant leads all aspects of commercial execution, driving growth in Talent Community Connections and revenue by working with customers on unlocking significant sourcing and recruitment efficiencies through the Platform.

Grant has over 20 years of commercial leadership experience with large global corporates including EY Global, The Coca-Cola Company, Deloitte Consulting, and American Express in Australia, USA, UK and Ireland.

Grant is passionate about the transformative power of new technology in traditional businesses, leading high performance teams that drive sustainable high growth and delivering real customer value.

Grant holds an MBA from UCD Smurfit Graduate Business School, a Bachelor in Economics from the University College Dublin and Graduate Diploma in Applied Finance and Investment from the Australian Securities Institute. Grant is also member of the Australian Institute of Company Directors.

-
- (e) **Mr Adam Zorzi –
Non-Executive Director**



Adam is an independent Non-Executive Director of LiveHire.

Adam joined the LiveHire board in April 2012, having been a foundational investor in the LiveHire business and served as Chairman prior to the appointment of Geoff Morgan.

As an experienced executive, Adam has over 15 years of corporate board experience. Adam is Executive Director of Australian Development Capital, a private fund manager specialising in the acquisition and management of property investment and development assets.

Adam also sits on the boards of a number of non-profits and charitable organisations, including Starlight Children's Foundation Australia (WA) and FORM – Building a State of Creativity.

Adam holds a Bachelor of Commerce from Curtin University of Technology with Double Majors in Property and Finance.

5.2 Senior Employees

The senior employees of LiveHire are described below:

- **Antonluigi Gozzi – Managing Director, Product and Data (see Section 5.1(b))**
- **Michael Haywood – Executive Director, Growth and Commercial (see Section 5.1(c))**
- **Patrick Grant Galvin – Executive Director, Operations (see Section 5.1(d))**
- **Matt Ryan - Chief Technology Officer**

Matt has more than 20 years of experience in technology spanning software development, enterprise architecture, data infrastructure and security. His background includes senior consulting positions across a variety of large banking, government and insurance projects, with a track record of managing software development teams.

- **Nick Bailey - Head of Talent Solutions and Enterprise Sales**

Nick has significant sales and business development experience in Australia and the UK with leading global recruitment organisations Chandler Macleod and Korn/Ferry Futurestep. Nick leads the Company Sales function and Enterprise Customers in Australia.

- **Sara McConkey - Head of Marketing and Communications**

Sara has experience in marketing, brand, communication, public relations and recruitment in Australia. Sara's experience in the online space in Australia with Gumtree is highly valued in her role at LiveHire.

Details of the employment contracts of these senior employees are described in Sections 8.1(c) and 8.1(d).

5.3 ASX Corporate Governance Council Principles and Recommendations

LiveHire has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The Board is committed to administering the Company's policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent applicable, LiveHire has adopted the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**).

In light of LiveHire's size and nature, the Board considers that the current Board composition and structure is a cost effective and practical method of directing and managing the Company. As LiveHire's activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

LiveHire's main corporate governance policies and practices as at the date of this Prospectus are detailed below. LiveHire's full Corporate Governance Plan is available in a dedicated corporate governance information section of LiveHire's website at www.livehire.com/investors.

(a) Board of Directors

The Board is responsible for the corporate governance of the Company. The Board develops strategies for LiveHire, reviews strategic objectives and monitors performance against those objectives. Clearly articulating the division of responsibilities between the Board and management will help manage expectations and avoid misunderstandings about their respective roles and accountabilities.

In general, the Board assumes (amongst others) the following responsibilities:

- (i) providing leadership and setting the strategic objectives of the Company;
- (ii) appointing and when necessary replacing the Executive Directors and the Managing Director;
- (iii) approving the appointment and when necessary replacement, of other senior executives;
- (iv) undertaking appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director;
- (v) overseeing management's implementation of LiveHire's strategic objectives and its performance generally;
- (vi) approving operating budgets and major capital expenditure;
- (vii) overseeing the integrity of LiveHire's accounting and corporate reporting systems including the external audit;
- (viii) overseeing LiveHire's process for making timely and balanced disclosure of all material information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;
- (ix) ensuring that LiveHire has in place an appropriate risk management framework and setting the risk appetite within which the board expects management to operate; and
- (x) monitoring the effectiveness of LiveHire's governance practices.

LiveHire is committed to ensuring that appropriate checks are undertaken before the appointment of a Director and has in place written agreements with each Director which detail the terms of their appointment.

(b) Composition of the Board

Election of Board members is substantially the province of the Shareholders in general meeting. The Board currently consists of the three Executive Directors (each of whom is a significant Shareholder) and two Non-Executive Directors (each of whom is independent). As LiveHire's activities develop in size, nature and scope, the composition of the Board and the implementation of additional corporate governance policies and structures will be reviewed.

(c) Identification and management of risk

The Board's collective experience will assist in the identification of the principal risks that may affect LiveHire's business. Key operational risks and their management will principally be managed by the Audit and Risk Committee (a specific committee comprised of members of the Board), and otherwise be recurring items for deliberation at Board meetings.

(d) Ethical standards

The Board is committed to the establishment and maintenance of appropriate ethical standards.

(e) Independent professional advice

Subject to the Chairman's approval (not to be unreasonably withheld), the Directors, at LiveHire's expense, may obtain independent professional advice on issues arising in the course of their duties.

(f) Remuneration Committee

The remuneration of any Executive Director will be decided by the Board following the recommendation of the Remuneration Committee, without the affected Executive Director participating in that decision-making process. The Remuneration Committee is currently comprised of two Non-Executive Directors and one of the Executive Directors.

The Constitution provides that all Non-Executive Directors will be paid by way of remuneration for their services as Directors a sum not exceeding such fixed sum per annum as may be determined by the Directors prior to the first annual general meeting of the Company or pursuant to a resolution passed at a general meeting of the Company (subject to complying with the Listing Rules). Until a different amount is determined, the amount of the remuneration is up to A\$600,000 per annum.

In addition, subject to any necessary Shareholder approval, a Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director (e.g. non-cash performance incentives such as options).

Directors are also entitled to be paid reasonable travel and other expenses incurred by them in the course of the performance of their duties as Directors.

The Remuneration Committee reviews and approves LiveHire's remuneration policy in order to ensure that the Company is able to attract and retain executives and Directors who will create value for Shareholders, having regard to the amount considered to be commensurate for an entity of LiveHire's size and level of activity as well as the relevant Directors' time, commitment and responsibility.

The Board is also responsible for reviewing any employee incentive and equity-based plans including the appropriateness of performance hurdles and total payments proposed.

(g) Trading policy

The Board has adopted a policy that sets out the guidelines on the sale and purchase of securities in the Company by its key management personnel (i.e. Directors and, if applicable, any employees reporting directly to the Executive Directors). The policy generally provides that the written acknowledgement of the Executive Chairman (or the Board in the case of the Executive Chairman) must be obtained prior to trading.

(h) Diversity policy

The Board values diversity and recognises the benefits it can bring to the organisation's ability to achieve its goals. Accordingly, LiveHire has set in place a diversity policy. It includes requirements for the Board to establish measurable objectives for achieving diversity, and for the Board to assess annually both the objectives, and LiveHire's progress in achieving them.

(i) Audit and Risk Committee

LiveHire has established an Audit and Risk Committee which operates under an Audit and Risk Committee Charter which includes, but is not limited to, monitoring and reviewing any matters of significance affecting financial reporting and compliance, the integrity of the financial reporting of the Company, the Company's internal financial control system and the Company's risk management systems, the identification and management of business, economic, environmental and social sustainability risk and the external audit function. The Audit Committee is currently comprised of two Non-Executive Directors and one Executive Director.

(j) External audit

LiveHire in general meetings is responsible for the appointment of the external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors following the recommendation from the Audit Committee.

(k) Internal audit

LiveHire does not have an internal audit function. The Board considers the Audit and Risk Committee and financial control function in conjunction with its risk management policy is sufficient for a Company of its size and complexity.

5.4 Departures from Recommendations

Following admission to the Official List, LiveHire will be required to report any departures from the Recommendations in its annual financial report.

LiveHire's compliance and departures from the Recommendations as at the date of this Prospectus are detailed in the table below.

Principles and Recommendations	Explanation for Departure
<p>Recommendation 2.4: <i>A majority of the board of a listed entity should be independent directors.</i></p>	<p>Whilst the Board Charter requires that, where practical, the majority of the Board will be comprised of independent Directors, the Board consider that only two (Mr Geoff Morgan and Mr Adam Zorzi) of the five Directors are independent Directors and, accordingly, the Company does not currently satisfy Recommendation 2.4.</p> <p>Whilst the Board intend to canvass experienced candidates to be appointed as independent Directors in due course, the Board consider that the current size of the Company does not justify the costs associated with appointing additional independent Directors without further merit.</p>
<p>Recommendation 4.1: <i>The board of a listed entity should have an audit committee of at least three members that are non-executive directors.</i></p>	<p>Whilst the Board has established an Audit & Risk Committee which is constituted by a majority of non-executive, independent Directors, given that there are only two non-executive Directors on the Board as at the date of the Prospectus, the Company is currently unable to satisfy the requirement in sub-paragraph 4.1(a)(1) of Recommendation 4.1 which recommends the Audit Committee be comprised of solely non-executive Directors.</p> <p>The Company otherwise satisfies the other requirements of Recommendation 4.1.</p>

5.5 Dividend Policy

The extent, timing and payment of any dividends in the future will be determined by the Directors based on a number of factors, including future earnings and the financial performance and position of the Company.

At the date of issue of this Prospectus, LiveHire does not intend to declare or pay any dividends in the immediately foreseeable future. However, it is the aim of LiveHire that, in the longer term, its financial performance and position will enable the payment of dividends.

Any future determination as to the payment of dividends by LiveHire will be at the sole discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

5.6 Corporate Social Responsibility

LiveHire recognises the importance of managing and developing human capital and that a positive work environment would attract, motivate and retain talent. LiveHire is an equal opportunity employer that adopts fair employment practices in our recruitment.

livehire

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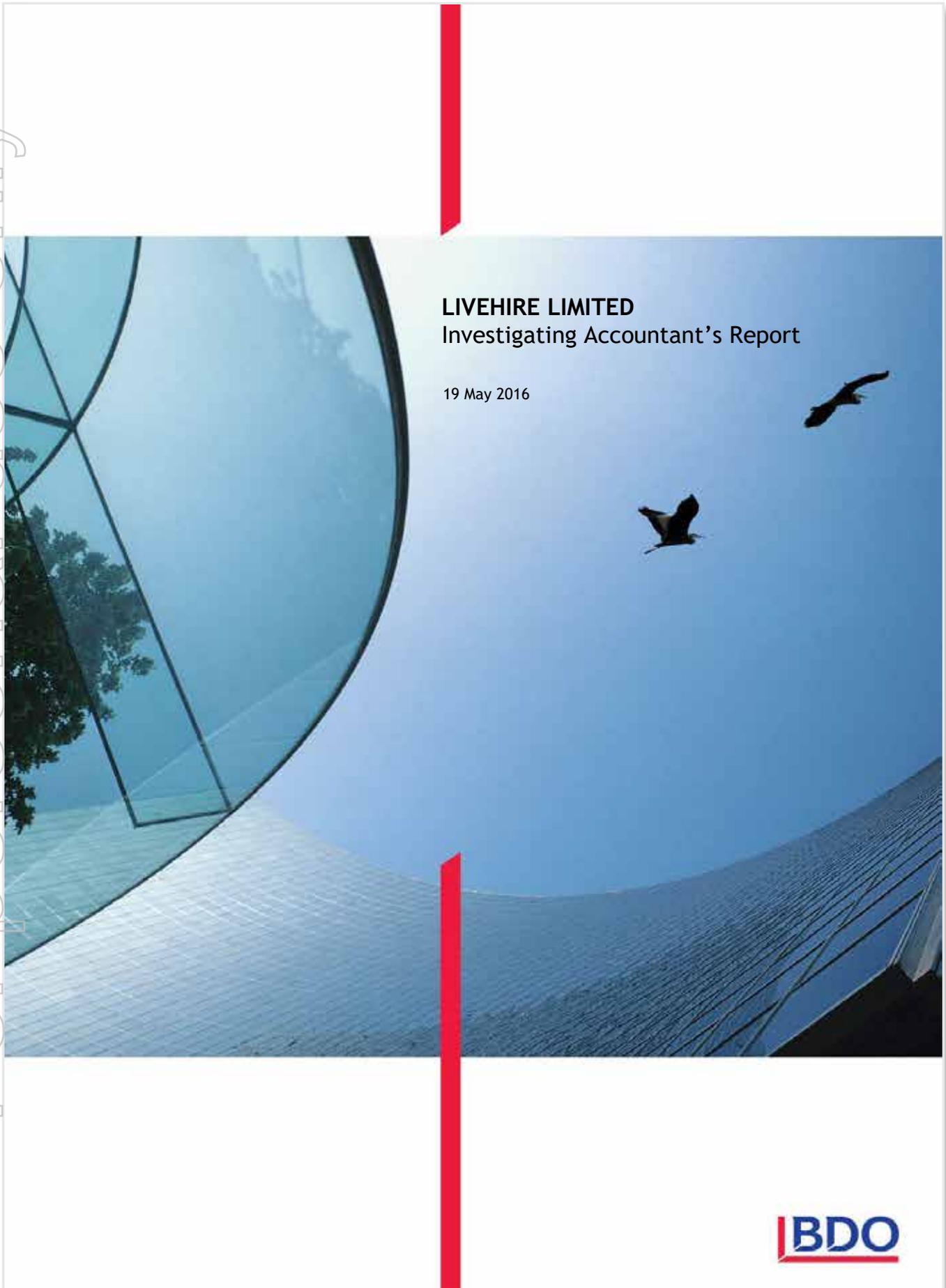
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Investigating Accountant's Report

6. Investigating Accountant's Report

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LIVEHIRE LIMITED
Investigating Accountant's Report

19 May 2016





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Australia

19 May 2016

The Directors
LiveHire Limited
Level 13, 114 William Street
Melbourne VIC 3000

Dear Directors

INVESTIGATING ACCOUNTANT'S REPORT

1. Introduction

BDO Corporate Finance (WA) Pty Ltd ('BDO') has been engaged by LiveHire Limited ('LiveHire' or 'the Company') to prepare this Investigating Accountant's Report ('Report') in relation to certain financial information of LiveHire, for the Initial Public Offering of shares in LiveHire, for inclusion in the Prospectus. Broadly, the Prospectus will offer 50,000,000 Shares at an issue price of \$0.20 each to raise \$10,000,000 before costs ('the Offer'). The Offer is subject to a minimum subscription level of 50,000,000 to raise \$10,000,000.

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

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

2. Scope

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

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

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

2

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

- the audited historical Statements of Profit or Loss and Other Comprehensive Income for the years ended 30 June 2013, 2014 and 2015 and the six months ended 31 December 2015;
- the audited historical Statements of cash flows for the years ended 30 June 2013, 2014 and 2015 and the six months ended 31 December 2015; and
- the audited historical Statement of Financial Position as at 30 June 2013, 2014 and 2015 and 31 December 2015.

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the company's adopted accounting policies. The Historical Financial Information has been extracted from the financial report of LiveHire for the period ended 31 December 2015, which was audited by BDO Audit (WA) Pty Ltd in accordance with the Australian Auditing Standards. BDO Audit (WA) Pty Ltd issued an unmodified audit opinion on the financial report.

Pro Forma Historical Financial Information

You have requested BDO to review the following pro forma historical financial information (the 'Pro Forma Historical Financial Information') of LiveHire included in the Prospectus:

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

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

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

3. Directors' responsibility

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

4. Our responsibility

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

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

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

5. Conclusion

Historical Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as described in the Appendices to this Report, and comprising:

- the Statement of Profit or Loss and Other Comprehensive Income of LiveHire for the years ended 30 June 2013, 2014 and 2015 and the six months ended 31 December 2015;
- the audited historical Statements cash flows for the years ended 30 June 2013, 2014 and 2015 and the six months ended 31 December 2015; and
- the Statement of Financial Position of LiveHire as at 30 June 2013, 2014 and 2015 and as at 31 December 2015,

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

Pro Forma Historical Financial information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information as described in the Appendices to this Report, and comprising:

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

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

6. Subsequent Events

We note that the pro-forma statement of financial position does not reflect any events that have occurred subsequent to the period ended 31 December 2015.

Apart from the matters dealt with in this Report, and having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no other material transaction or events outside of the ordinary business of LiveHire, has come to our

attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

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

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

- The issue of 50,000,000 Shares at an offer price of \$0.20 each to raise \$10 million before costs pursuant to the Prospectus, based on the minimum subscription;
- Costs of the Offer are estimated to be \$880,000, which are to be offset against the contributed equity; and
- The issue of the following options:
 - 2,000,000 Options to Morgans Corporate Limited, exercisable at \$0.25 each on or before a date that is 4 years after issue;
 - 2,000,000 Options to Foster Stockbroking Pty Ltd, exercisable at \$0.25 each on or before a date that is 4 years after issue;
 - 2,000,000 Options to Geoff Morgan, exercisable at \$0.25 each on or before a date that is 4 years after issue with 50% of the Options vesting on a date 1 year after issue and 50% of the Options vesting on a date 2 years after issue;
 - 1,000,000 Options to Adam Zorzi, exercisable at \$0.25 each on or before a date that is 4 years after issue with 50% of the Options vesting on a date 1 year after issue and 50% of the Options vesting on a date 2 years after issue;
 - 3,600,000 Options to Antonluigi Gozzi, exercisable at \$0.25 each on or before a date that is 4 years after issue with 50% of the Options vesting on a date 1 year after issue and 50% of the Options vesting on a date 2 years after issue;
 - 3,000,000 Options to Mike Haywood, exercisable at \$0.25 each on or before a date that is 4 years after issue with 50% of the Options vesting on a date 1 year after issue and 50% of the Options vesting on a date 2 years after issue; and
 - 3,000,000 Options to Grant Galvin, exercisable at \$0.25 each on or before a date that is 4 years after issue with 50% of the Options vesting on a date 1 year after issue and 50% of the Options vesting on a date 2 years after issue.

8. Independence

BDO is a member of BDO International Ltd. BDO does not have any interest in the outcome of the proposed IPO other than in connection with the preparation of this Report and participation in due diligence procedures, for which professional fees will be received. BDO Audit (WA) Pty Ltd is the auditor of LiveHire and from time to time, BDO also provides LiveHire with certain other professional services for which normal professional fees are received.

9. Disclosures

This Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of

any specific investor. It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in this Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs.

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

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

Yours faithfully

BDO Corporate Finance (WA) Pty Ltd



Adam Myers

Director

APPENDIX 1
LIVEHIRE LIMITED
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Audited for the 6m ended 31-Dec-15 \$
Revenue from continuing operations	135,570
Other income	5,170
Expenses	
Share based payment expense	(1,054,256)
Employee benefits expense	(543,147)
Depreciation and amortisation expense	(14,555)
Operating expenses	(500,551)
IPO related expenses	(145,112)
Loss before income tax expense	(2,116,881)
Income tax benefit/(expense)	-
Net Loss for the period	(2,116,881)

This statement of profit or loss and other comprehensive income shows the historical financial performance of Company and is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 3 and the prior year financial information set out in Appendix 4. Past performance is not a guide to future performance.

APPENDIX 2
LIVEHIRE LIMITED
STATEMENT OF FINANCIAL POSITION

	Notes	Audited as at 31-Dec-15 \$	Subsequent events \$	Pro-forma adjustments \$	Pro-forma after issue \$
CURRENT ASSETS					
Cash and cash equivalents	3	2,872,520	-	9,120,000	11,992,520
Trade and other receivables		5,871	-	-	5,871
Other current assets		73,335	-	-	73,335
TOTAL CURRENT ASSETS		2,951,726	-	9,120,000	12,071,726
NON CURRENT ASSETS					
Property plant & equipment		4,381	-	-	4,381
TOTAL NON CURRENT ASSETS		4,381	-	-	4,381
TOTAL ASSETS		2,956,107	-	9,120,000	12,076,107
CURRENT LIABILITIES					
Trade and other payables		54,299	-	-	54,299
Other liabilities and accruals		42,271	-	-	42,271
TOTAL CURRENT LIABILITES		96,570	-	-	96,570
TOTAL LIABILITIES		96,570	-	-	96,570
NET ASSETS/(LIABILITES)		2,859,537	-	9,120,000	11,979,537
EQUITY					
Issued capital	4	6,321,702	-	8,684,000	15,005,702
Share based payment reserves	5	1,627,823	-	436,000	2,063,823
Accumulated losses		(5,089,988)	-	-	(5,089,988)
TOTAL EQUITY		2,859,537	-	9,120,000	11,979,537

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

APPENDIX 3
LIVEHIRE LIMITED
NOTES TO AND FORMING PART OF THE HISTORICAL FINANCIAL INFORMATION

Note 1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of the historical financial information included in this Report have been set out below.

a) Basis of preparation of historical financial information

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

The financial information has also been prepared on a historical cost basis, except for derivatives and available-for-sale financial assets that have been measured at fair value. The carrying values of recognised assets and liabilities that are hedged are adjusted to record changes in the fair value attributable to the risks that are being hedged. Non-current assets and disposal group's held-for-sale are measured at the lower of carrying amounts and fair value less costs to sell.

b) Going Concern

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

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

c) Reporting Basis and Conventions

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

The following is a summary of the material accounting policies adopted by the company in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

New, revised or amending Accounting Standards and Interpretations adopted

The company has adopted all of the new, revised or amending Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') that are mandatory for the current reporting period.

Any new, revised or amending Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

Basis of preparation

In the directors' opinion, the company is not a reporting entity because there are no users dependent on general purpose financial statements.

The special purpose financial statements have been prepared for the purposes of complying with the Corporations Act 2001 requirements to prepare and distribute financial statements to the owners of LiveHire. The directors have determined that the accounting policies adopted are appropriate to meet the needs of the owners of LiveHire.

These financial statements have been prepared in accordance with the recognition and measurement requirements specified by the Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the disclosure requirements of AASB 101 'Presentation of Financial Statements', AASB 107 'Statement of Cash Flows', AASB 108 'Accounting Policies, Changes in Accounting Estimates and Errors', AASB 110 'Events After the End of the Reporting Period', AASB 1048 'Interpretation of Standards' and AASB 1054 'Australian Additional Disclosures', as appropriate for for-profit oriented entities.

For the purposes of preparing the financial statements, the Company is a for-profit entity.

Historical cost convention

The financial statements have been prepared under the historical cost convention.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 2.

Revenue recognition

Revenue is recognised when it is probable that the economic benefit will flow to the company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable.

Rendering of services

Rendering of services revenue from business intelligence and data services is recognised by reference to the stage of completion of the contracts.

Stage of completion is measured by reference to labour hours incurred to date as a percentage of total estimated labour hours for each contract. Where the contract outcome cannot be reliably estimated, revenue is only recognised to the extent of the recoverable costs incurred to date.

Revenue received in advance

Typically revenue is recognised as the services are provided, as per the note above.

Occasionally, clients may pay upfront and in such instances, the amount received is recorded as

a liability 'deferred income' and drawn down and recognised as income as the services are provided.

Interest

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

Grant income

Grant income is recognised as income on a systematic basis over the period necessary to match them with the related costs for which they are intended to be compensation. Recognition as income is only permitted when there is reasonable assurance that the company will comply with the conditions attached to the grants and the grants will be received.

Income tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectable are written off by reducing the carrying amount directly. A provision for impairment of trade receivables is raised when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments (more than 60 days overdue) are considered indicators that the trade receivable may be impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

Other receivables are recognised at amortised cost, less any provision for impairment.

Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a diminishing value basis to write off the net cost of each item of property, plant and equipment using depreciation rates as follows:

Office furniture and equipment	20 - 66.67%
--------------------------------	-------------

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the company. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Trade and other payables

These amounts represent liabilities for goods and services provided to the consolidated entity prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 days of recognition.

Issued capital

Ordinary shares and Class A 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.

Share-based payment

The company shall recognise the goods or services received or acquired in a share-based payment transaction when it obtains the goods or as the services are received. The entity shall recognise a corresponding increase in equity if the goods or services were received in an equity-settled share-based payment transaction or a liability if the goods or services were acquired in a cash-settled share-based payment transaction. Share based payment reserve account is used when recording increase in equity arising from this type of transaction.

When the goods or services received or acquired in a share-based payment transaction do not qualify for recognition as assets, they shall be recognised as expenses.

For equity-settled share-based payment transactions, the entity shall measure the goods or services received, and the corresponding increase in equity, directly, at the fair value of the goods or services received, unless that fair value cannot be estimated reliably. If the entity cannot estimate reliably the fair value of the goods or services received, the entity shall

measure their value, and the corresponding increase in equity, indirectly, by reference to the fair value of the equity instruments granted.

The fair value of those equity instruments shall be measured at grant date.

Goods and Services Tax ('GST') and other similar taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

New Accounting Standards and Interpretations not yet mandatory or early adopted

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the company for the six months period ended 31 December 2015. The company has not yet assessed the impact of these new or amended Accounting Standards and Interpretations.

Note 2. CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial period are discussed below.

Provision for impairment of receivables

The provision for impairment of receivables assessment requires a degree of estimation and judgement. The level of provision is assessed by taking into account the recent sales experience, the ageing of receivables, historical collection rates and specific knowledge of the individual debtors financial position.

Estimation of useful lives of assets

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

Estimation of fair value of share-based payment transactions

The company determines the estimated fair value of share-based payment transactions based on the fair value of the equity instruments granted.

	Audited 31-Dec-15	Pro-forma after Offer
NOTE 3. CASH AND CASH EQUIVALENTS	\$	\$
Cash and cash equivalents	2,872,520	11,992,520
<i>Adjustments to arise at the pro-forma balance:</i>		
Audited balance of LiveHire at 31 December 2015		2,872,520
<i>Subsequent events:</i>		
None		-
<i>Pro-forma adjustments:</i>		
Proceeds from shares issued under this Prospectus		10,000,000
Capital raising costs		(880,000)
		9,120,000
Pro-forma Balance		11,992,520

	Audited 31-Dec-15	Pro-forma after Offer
NOTE 4. CONTRIBUTED EQUITY	\$	\$
Contributed equity	6,321,702	15,141,702
	Number of shares	\$
<i>Adjustments to arise at the pro-forma balance:</i>		
Fully paid ordinary share capital	150,000,000	6,321,702
<i>Pro-forma adjustments:</i>		
Proceeds from shares issued under this Prospectus	50,000,000	10,000,000
Capital raising costs		(880,000)
Options issued to Morgans Corporate Ltd		(218,000)
Options issued to Foster Stockbroking Pty Ltd		(218,000)
	50,000,000	8,684,000
Pro-forma Balance	200,000,000	15,005,702

	Audited 31-Dec-15 \$	Pro forma after Offer \$
NOTE 5. SHARE BASED PAYMENT RESERVES		
Share based payment reserves	1,627,823	2,063,823
		1,627,823
<i>Pro-forma adjustments:</i>		
Issue of 2 million Options to Foster Stockbroking Pty Ltd		218,000
Issue of 2 million Options to Morgans Corporate Ltd		218,000
		436,000
Pro-forma Balance		2,063,823

The fair value of the Options to be issued to Morgans Corporate Ltd, Foster Stockbroking Pty Ltd and to the directors has been calculated using the Black-Scholes option valuation methodology. The following inputs were used:

Options to be issued	Morgans Corporate Ltd	Foster Stockbroking Pty Ltd	Directors
Number of options	2,000,000	2,000,000	12,600,000
Underlying share price	\$ 0.20	\$ 0.20	\$ 0.20
Exercise price	\$ 0.25	\$ 0.25	\$ 0.25
Expected volatility	80%	80%	80%
Expiry date (years)	4	4	4
Expected dividends	Nil	Nil	Nil
Vesting conditions	None	None	Refer below
Risk free rate	1.99%	1.99%	1.99%
Value per Option	\$ 0.109	\$ 0.109	\$ 0.109

Vesting conditions for Options to Directors: 50% vest on 12 month anniversary and 50% on 24 month anniversary of issue date.

The expense in relation to the directors' options will be recognised over the vesting period which is conditional upon the Director remaining in that position. Accordingly, at the date of the pro forma, no expense is recognised.

NOTE 6: RELATED PARTY DISCLOSURES

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

NOTE 7: COMMITMENTS AND CONTINGENCIES

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

APPENDIX 4

LiveHire Limited

HISTORICAL FINANCIAL INFORMATION

Historical statement of profit or loss and other comprehensive income	Audited 6m ended 31-Dec-15 \$	Audited year ended 30-Jun-15 \$	Audited year ended 30-Jun-14 \$	Audited year ended 30-Jun-13 \$
Revenue from continuing operations	135,570	101,856	30,425	11,056
Other income	5,170	14,909	429,027	2,707
Expenses				
Share based payment expense	(1,054,256)	(573,567)	-	-
Employee benefits expense	(543,147)	(747,200)	(518,782)	(181,034)
Depreciation and amortisation expense	(14,555)	(11,754)	(7,436)	(6,426)
Operating expenses	(500,551)	(729,163)	(252,909)	(271,992)
Finance costs	-	(42)	-	(1,361)
IPO related expenses	(145,112)	-	-	-
Loss before income tax expense	(2,116,881)	(1,944,961)	(319,675)	(447,049)
Income tax benefit/(expense)	-	-	-	-
Net Loss for the period	(2,116,881)	(1,944,961)	(319,675)	(447,049)

Historical statement of financial position	Audited as at 31-Dec-15 \$	Audited as at 30-Jun-15 \$	Audited as at 30-Jun-14 \$	Audited as at 30-Jun-13 \$
CURRENT ASSETS				
Cash and cash equivalents	2,872,520	766,432	164,804	45,701
Trade and other receivables	5,871	59,709	323	42,973
Other current assets	73,335	17,930	274,619	17,654
TOTAL CURRENT ASSETS	2,951,726	844,071	439,746	106,328
NON CURRENT ASSETS				
Property plant & equipment	4,381	6,916	10,208	3,289
TOTAL NON CURRENT ASSETS	4,381	6,916	10,208	3,289
TOTAL ASSETS	2,956,107	850,987	449,954	109,617
CURRENT LIABILITIES				
Trade and other payables	54,299	56,425	75,360	42,621
Other liabilities and accruals	42,271	92,400	-	-
TOTAL CURRENT LIABILITES	96,570	148,825	75,360	42,621
TOTAL LIABILITIES	96,570	148,825	75,360	42,621
NET ASSETS/(LIABILITES)	2,859,537	702,162	374,594	66,996
EQUITY				
Issued capital	6,321,702	3,101,702	1,402,740	775,467
Share based payment reserves	1,627,823	573,567	-	-
Accumulated losses	(5,089,988)	(2,973,107)	(1,028,146)	(708,471)
TOTAL EQUITY	2,859,537	702,162	374,594	66,996

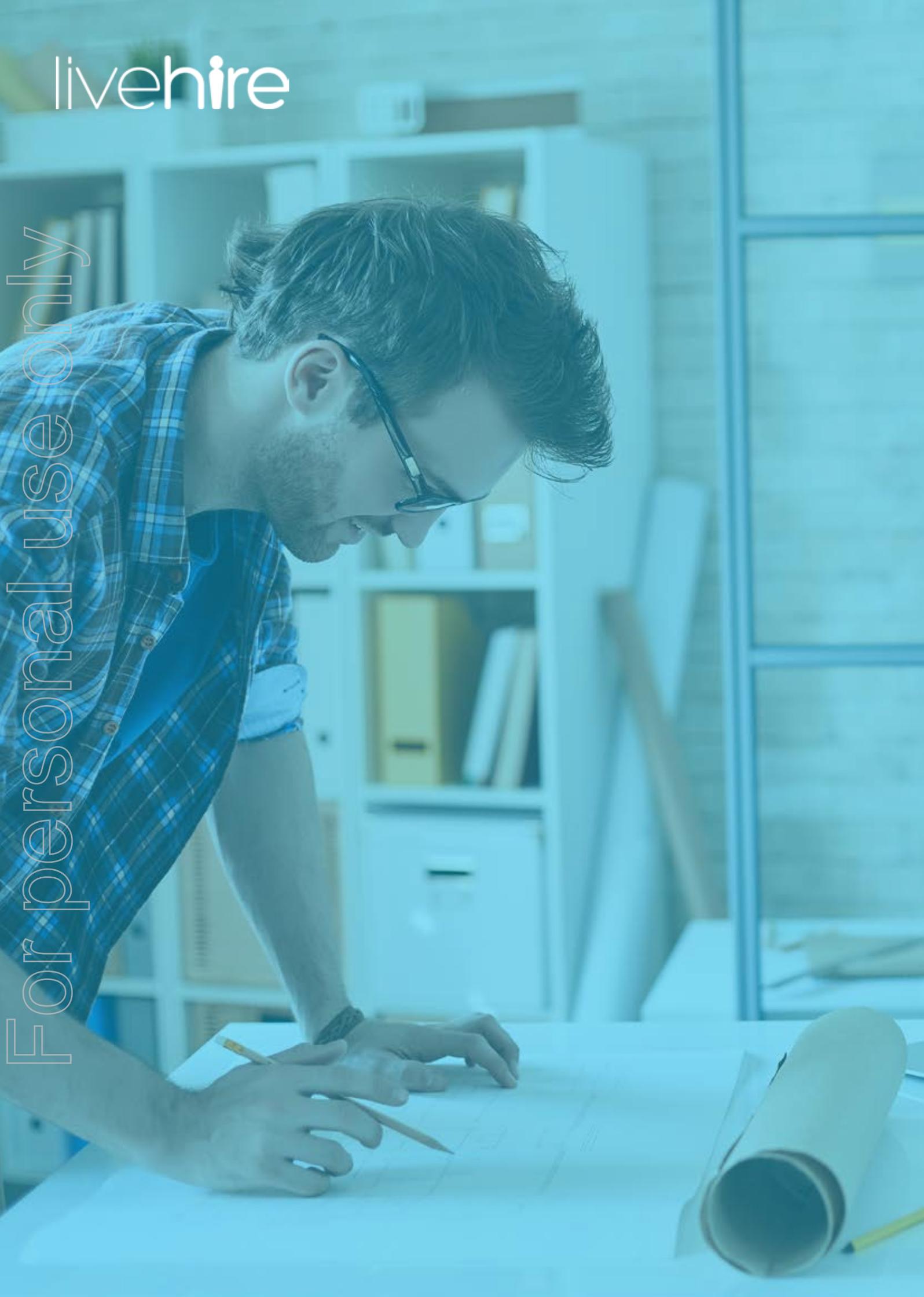
APPENDIX 4
LiveHire Limited
HISTORICAL FINANCIAL INFORMATION

Statement of cash flows	Audited for the 6m ended 31-Dec-15 \$	Audited for the year ended 30-Jun-15 \$	Audited for the year ended 30-Jun-14 \$	Audited for the year ended 30-Jun-13 \$
Cash flows from operating activities				
Receipts from customers (inclusive of GST)	232,663	42,147	30,425	11,056
Payments to suppliers and employees (inclusive of GST)	(1,340,134)	(1,401,034)	(740,678)	(474,919)
Receipts from grants	-	258,028	165,050	-
Proceeds from loans to related parties	-	323	42,650	-
Payments for loans to related parties	-	-	-	(46,948)
Interest received	4,184	8,917	5,949	2,707
Interest paid	-	(42)	-	-
Net cash used in operating activities	<u>(1,103,287)</u>	<u>(1,091,661)</u>	<u>(496,604)</u>	<u>(508,104)</u>
Cash flows from investing activities				
Payments for property plant and equipment	(10,625)	(5,673)	(11,566)	(5,351)
Net cash from (used in) investing activities	<u>(10,625)</u>	<u>(5,673)</u>	<u>(11,566)</u>	<u>(5,351)</u>
Cash flows from financing activities				
Proceeds from the issue of shares	3,220,000	1,698,962	627,273	272,727
Net cash from financing activities	<u>3,220,000</u>	<u>1,698,962</u>	<u>627,273</u>	<u>272,727</u>
Net increase/decrease in cash and cash equivalents	2,106,088	601,628	119,103	(240,728)
Cash and cash equivalents at the beginning of the financial period	766,432	164,804	45,701	286,429
Cash and cash equivalents at the end of the financial period	<u>2,872,520</u>	<u>766,432</u>	<u>164,804</u>	<u>45,701</u>

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Risk Factors

7. Risk Factors

The Shares are considered highly speculative. An investment in the Company is not risk free. The proposed future activities of the Company are subject to a number of risks and other factors which may impact its future performance. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Directors and management of the Company and cannot be mitigated.

The risks described in this Section 7 is not an exhaustive list of the risks faced by the Company or by investors in the Company. It should be considered in conjunction with other information in this Prospectus. The risk described in this Section 7, and others not specifically referred to, may in the future materially affect the financial performance and position of the Company and the value of the Shares offered under this Prospectus. The Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, return of capital or the market value of those securities. The risk described in this Section 7 also necessarily include forward looking statements. Actual events may be materially different to those described and may therefore affect the Company in a different way.

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. None of the Directors or any person associated with the Company guarantee the Company's performance, the performance of the Shares the subject of the Offer or the market price at which the Shares will trade. The Directors strongly recommend that potential investors consider the risks detailed in this Section 7, together with information contained elsewhere in this Prospectus, and consult their professional advisers, before they decide whether or not to apply for Shares.

7.1 Company Specific Risks

(a) Technology and software

The Company's business is based largely on the technology and software comprising the Platform. The Platform is engaging, easy to use and facilitates direct connectivity and communication between employers and talent. The technology and software underlying the Platform has been developed for this purpose. As with all information technology and software products, there is a risk that this technology and/or software may be superseded or displaced in the market by new technology offerings or software which customers perceive have advantages over the Company's offerings.

(b) Competition Risks

The Company participates in a highly competitive global marketplace against materially larger, globally focussed competitors with significantly more access to capital and resources. Should any of the Company's competitors participate more aggressively on price, product, innovation or other means then this could have a material adverse impact on the Company's financial performance and future prospects of the business.

Existing competitors may take steps to complete or hinder the Company's plans to market, launch, and commercialise its products and make take steps to cause downward price pressure, thus potentially reducing margins and revenues available to the Company.

There is also no guarantee that existing competitors will not release further competitor products to the Company's existing product portfolio which may impact upon demand for the Company's products.

An increase in competition may result in the Company having to increase its sales and marketing activities or adjust the Company's pricing model to respond to the increased competition.

(c) Reduced Demand/Loss of Customers

There is a risk that consumer preferences for and/or behaviours with respect to human resources related technology or software will change or evolve such that demand for the Company's products is reduced. The loss of customers would have an adverse impact on the revenue and financial position of the Company. Although the Company does not depend on

any particular customer as a material source of revenue, as the Company is still at an early stage of growing its business, a loss of customers may have an adverse impact on the revenue and financial position of the Company. The majority of the Company's customers are subject to month to month talent community contracts. If there is a change in the demand for the Company's products, customers are able to terminate their contracts by providing one month's notice.

The Company's monthly talent community hosting fee, which is based on the number of individual profiles forming part of a customer's Talent Community, benefits customers by increasing the flexibility and scalability of their talent databases by allowing them to add or archive individual profiles as required depending on their recruitment needs. However, the pricing model does mean that as customers grow their Talent Communities the fees associated with their Talent Community will increase. These cost increases may be viewed negatively by some customers as it may not be in their interests to have a large Talent Community. Customers can always elect to scale back the size of their Talent Community to meet their requirements.

(d) Loss of key personnel

In the short term until a suitable team is put in place, the Company's success depends to a significant extent on its management team. These individuals have extensive experience in, and knowledge of, the Company's product and business. The loss of key management personnel or any delay in their replacement could have a significant adverse effect on the management of the Company, its financial performance and future prospects.

Following Admission, the proceeds from the Offer will also enable the Company to engage additional staff to assist with the research, formulation, development and commercialisation of the technology behind the Company's products, as part of the Company's research and development growth strategies.

(e) Reliance on access to internet

The Company's products are dependent on the ability of its users to access the internet. Access is provided by various classes of entities in the broadband and internet access marketplace. Should any of these entities disrupt, restrict or affect the cost of access to the Company's products, usage of the products may be negatively impacted, which could adversely affect user experience with the products and subsequently the receptiveness to subscribe for further product offerings or continued subscription.

(f) Reliance on cloud computing web hosting services

The Company's products and platform are dependent on cloud computing and web hosting services provided by Amazon Web Services. Should services provided to the Company by Amazon Web Services fail, be disrupted, restricted or otherwise impacted in an adverse way, access to and/or usage of the Company's products or platform may be negatively impacted.

(g) Failure to scale up and commercialise

There is a risk that the Company's will be unable to achieve sufficient scale in the commercialisation of its products, which could potentially result in reduced or negative growth.

There is also a risk that the Company's products launched and developed to the market may be unprofitable because they are not supported by sufficient market interest and purchases or otherwise not adequately marketed and fail to sell. There is also a risk that the products waste operating costs or incurs operating costs earlier than necessary or greater than forecast.

(h) Cost to customers and impact on growth

The use of LiveHire's Platform involves a cost to customers in the payment of fees to LiveHire in connection with the customer's establishment and ongoing use of its Talent Community. The fees charged by LiveHire are described in Section 4.4. The fees charged by LiveHire to customers for the use of its Platform may mean that some customers elect not to use the Platform or grow their Talent Community in a substantive way, which may affect LiveHire's growth and performance more generally.

In addition, customers may experience additional costs in connection with their use of Platform. The exact additional costs associated with the use of the Platform will vary from customer to customer, but may include (but are not limited to):

- internal administrative costs for customers who seek to manage the size of their Talent Community. Although the process of managing a customer's Talent Community is simple as customers can filter and bulk archive unsuitable candidates, there will be an administrative cost in customers actively managing their Talent Community; and
- costs associated with using the Platform in conjunction with traditional HR systems such as job boards or job advertising. As the Platform does not aim to replace existing HR technologies, such as job boards or job advertising, but rather seeks to streamline the internal recruitment process and thereby create cost and time savings for customers, customers may experience increased overall costs in using already established HR systems in conjunction with their Talent Community to manage candidates in the hiring process.

(i) Barriers to entering new markets

As described in Section 4.7, LiveHire's longer term goal is to pursue opportunities in overseas markets. LiveHire's ability to grow and enter these new markets may involve certain barriers to entry from competitors in those overseas markets, different or prohibitive regulatory requirements, further investment in the Platform to adapt the technology for local market requirements and funding to expand LiveHire's business operations to these overseas markets.

(j) Financing Risks

The funds raised pursuant to the Offer will be used to accelerate the Company's business, marketing and growth plans. If the Company incurs unexpected costs or is unable to generate sufficient revenue, further funding may be required. The Company may require additional funding to carry out the full scope of its plans. There can be no assurance that such funding will be available on satisfactory terms or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Company and, consequently, its performance.

Any additional financing through Share issues may dilute shareholdings. Debt financing may not be available to support the scope and extent of proposed developments. If available, it may impose restrictions on operating activities or anticipated expansion of the Company's operations

(k) Programming errors

The Company's products contains complicated programming and the Company's objectives are to quickly develop and launch its products. The Company's products may therefore contain, now or in the future, errors, bugs or vulnerabilities. Any errors, bugs or vulnerabilities discovered could result in (amongst other consequences) damage to the Company's brand, loss of users, loss of platform partners, falls in revenues or liability for damages, any of which could adversely affect the Company's business and operating results.

(l) Reliance on application platform providers and search engines

The Company partially relies on search engines to direct users and potential new customers to the Company's products. The Company's search result rank is largely outside of its control and competitors' search engine procedures may result in their websites or applications receiving a higher search result ranking than the Company's products. Should the Company's brand or products fail to attract a high level of internet search ranking, direction of users or potential new customers to its products could be limited and its business and operating results could be adversely affected.

In the future the Company may rely on application marketplaces, such as Apple's App Store and Google's Play, to facilitate downloads of its products. Should any operators of applications platforms utilized by the Company make changes to limit or make more difficult use access to its products, the Company's business and operating results may be affected.

(m) Maintenance of database

The Company maintains an extensive and highly confidential database of users and talent community information and data. Interactions with users and customers are recorded on the database, with such information available across the Company. Any disruption to the database would have a detrimental impact on the way the Company conducts its day-to-day business and potential implications in relation to breaches of privacy for private user data held on the Platform.

(n) Success of the sales and marketing strategy

The Company has invested in its sales and marketing capabilities. Selling and marketing of the Company's products and brand will be critical to the Company's success, and the Company's commercial success will be heavily contingent on the success of the sales and marketing strategy adopted by the Company. There is no guarantee that the Company's sales and marketing strategy will be successful and if it is not, the Company may have difficulty commercializing its products, which would have an impact on the Company's future sales and profitability.

(o) Customer service risk

The Company's customers may need to engage with the Company's customer service personnel in certain circumstances, including where they have queries regarding products or in case of any dispute, and a poor customer service experience may result in the loss of a customer. The Company will need to recruit and retain staff with sufficient skills and training to respond appropriately to customer services requests, and if customer service is poor this could adversely impact the Company, including by resulting in negative publicity, litigation, regulatory inquiries or a decrease in customers, all of which may negatively impact on the Company's profitability.

(p) Lack of candidate profiles

A majority of candidates with LiveHire profiles currently choose to have private profiles that are not discoverable to customers who search for candidates outside of their Talent Community. The lack of discoverable candidate profiles on the LiveHire Platform may not meet the needs of those customers who seek to use this feature of the Platform to search for candidates or increase the size their Talent Community. A lack of candidates using the Platform by creating profiles and joining Talent Communities may also make the use of the Platform less attractive to customers. This may result in a loss of customers and a negative impact on the Company's profitability.

(q) **Limited trading history**

The Company is an early stage technology company with limited trading history. Since incorporating, the Company's activities have principally involved raising and spending money to develop its software and product (e.g. R&D, wages and legal fees associated with IP protection). Like many early stage technology companies, the Company has incurred losses since its inception. Historical financial information relating to the Company and the losses it has experienced to date are described in Section 6. The Company has not received a modified opinion for any of its audited historical financial statements referred to in Section 6.

Given the Company's limited trading history and that its business is largely unproven, it is difficult to make an evaluation of the Company's business or its prospects.

(r) **Hacker attacks**

The Company primarily relies upon the availability of its website and software platform to provide services to customers and attract new customers. Hackers could render the website unavailable through a disrupted denial of service or other disruptive attacks.

The Company's mitigation strategies to potential hacker attacks include:

- 1.5 full time employee equivalent resources dedicated to data security and maintenance;
- hosting the LiveHire Platform using the cloud computing and web hosting services provided by Amazon Web Services, which features multiple independent data centres utilising state of the art build-in firewalls, automatic back-up and disaster recovery features, automatic security updates and SSL and HTTPS security protocols;
- regular internal training, education and continuous monitoring to maintain best practice procedures in data security and hacker attack protection;
- software used to detect, redirect and block attacks from servers, ensuring all traffic is redirected to a separate server before reaching the LiveHire Platform; and
- disaster recovery plans and escalation procedures, including external 'penetration tests' to verify the LiveHire Platform's security measures.

Although the Company has strategies and technology in place to minimise such attacks, these strategies may not be successful. Continuous advancements in hacker technology and methods do require the Company to continuously test, update and audit the deployed hacker prevention strategies. Unavailability of the website could lead to a loss of revenues for the Company. Further, it could hinder the Company's abilities to retain existing customers or attract new customers, which would have a material adverse impact on the Company's growth.

(s) **Domain name risk**

The Company's business depends to some extent on customers being attracted to its website. The Company has registered a domain name for the purposes of its website. However, should the Company not renew or otherwise lose control of the LiveHire domain name, it would lose all website traffic direct to that domain. The potential loss of users and potential new customers would likely adversely affect the Company's revenue.

(t) Protection of intellectual property

The Company primarily relies on trade secrets to protect its intellectual property, especially where the Company does not believe patent protection is appropriate or obtainable. Consistent with an approach taken by many technology companies, the Company believes its proprietary intellectual property is best protected through use of trade secrets and that registration such as patents is not advisable as it involves public disclosure of the relevant intellectual property. Therefore, the Company primarily relies on trade secrets for the protection of its intellectual property and other than trade mark registration of the "LiveHire" word mark (Australian trade mark no. 1593309) and application for registration of the LiveHire logo mark (Australian trade mark no. 1756481), does not have any registered intellectual property.

Trade secrets are difficult to protect. The Company relies in part on confidentiality agreements with its employees, consultants, outside collaborators, sponsored researchers and other advisors to protect its intellectual property. These agreements may not effectively prevent disclosure of confidential information and the Company's intellectual property and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information or the intellectual property.

In addition, others may independently discover the intellectual property developed by the Company. Costly and time-consuming litigation could be necessary to enforce and determine the scope of the intellectual property. Failure to obtain or maintain trade secret protection, or failure to adequately protect the intellectual property could enable competitors to develop other products that compete with the Company's products or cause additional, material adverse effects upon the Company's business, results of operations and financial condition.

(u) Claims by third parties that the Company has infringed their proprietary rights

Given that patent applications are maintained in secrecy until the application is published, the Company may be unaware of third party patents that may be infringed by commercialization of the Company's products. In addition, identification of third party patent rights that may be relevant to the Company's products and technology is difficult because patent searching is imperfect due to differences in terminology among patents, incomplete databases and the difficulty in assessing the meaning of patent claims. Any claims of intellectual property or patent infringement asserted by third parties would be time consuming and could likely:

- result in costly litigation;
- divert the time and attention of the Company's technical personnel and management;
- cause development delays;
- prevent the Company from commercializing its products until the asserted patent expires or is held finally invalid or not infringed in a court of law;
- require the Company to develop non-infringing products; or
- require the Company to enter into royalty or licensing agreements.

Although no third party has asserted a claim of intellectual property or patent infringement against the Company, others may hold proprietary rights that could prevent the Company's products from being marketed. Any legal action against the Company for infringement of a party's intellectual property rights, trade secrets or other rights or breach of consumer protection laws claiming damages and seeking to enjoin commercial activities relating to the Company's products could subject the Company to potential liability for damages and require the Company to attempt to obtain (if possible), potentially at additional cost, a licence to continue to market the Company's product.

The Company cannot predict whether the Company would prevail in any such actions or that any licence required would be made available on commercially acceptable terms, if at all. In addition, the Company cannot be sure that the Company could re-design its products to avoid infringement, if necessary.

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Accordingly, an adverse determination in a judicial or administrative proceeding, or the failure to obtain necessary licences, could prevent the Company from developing and commercializing its products, which could harm its business, financial condition and operating results.

Some aspect of the Company's Platform were developed by third party contractors. The aspects of the Platform developed by these third parties have been subsequently substantially modified and/or replaced by the Company. However, there is a small risk that the intellectual property rights in some aspects of the Platform may be subject to a third party asserting a claim of intellectual property or fully assigned to the Company, despite the intent of the parties being that all intellectual property developed relating to the Platform was to be owned by the Company.

(v) Change in Regulations

There is a risk that laws or regulations may be introduced or amended in Australia, or in foreign jurisdictions in which the Company may operate. Changes to the regulatory environment could have a material effect in a number of ways. For example, changes to legislation involving the imposition of additional reporting or licensing requirements on the Company may increase costs of compliance, and impact the Company's profitability. In addition, changes to legislation relating to data security in any relevant market or jurisdiction may impact the way the Company's platform operates or the cost of operation of the platform, and impact the Company's ability to offer certain products or features of products to customers. While the Directors are not aware of any current issues, or any impending regulatory change in relevant markets, there is the potential for any such measures to materially reduce the Company's revenues or increase its costs.

(w) Changes to Privacy Legislation

The collection, use, storage and disclosure of personal and sensitive information (which is done so through the App) is governed by the Privacy Act 1988 (Cth) and the Australian Privacy Principles contained at Schedule 1 of that Act.

Various changes to the regulatory framework have been introduced in recent years, including as a result of the Privacy Amendment (Enhancing Privacy Protection) Act 2012 (Cth), key provisions of which came into effect in March 2014.

Any future adverse changes in privacy legislation (including changes to the Privacy Act and the Australian Privacy Principles), or changes in the way privacy laws are interpreted in the future could render the Company's products (or the way in which it currently operates) less attractive or contrary to law, which could have a material adverse effect on its business, operations and financial performance, and the price of its shares.

(x) Brand and Reputation

The Company's intellectual property is a key asset of its business. The reputation and value associated with the Company's brand names and related intellectual property could be adversely affected by a number of factors, including adverse media coverage (including social media), or other circumstances including those beyond the direct control of the Company.

Significant erosion in the reputation of, or value associated with the Company's brands, could have an adverse effect on customer loyalty, relationships with key suppliers, employee retention rates, and overall demand for the Company's products.

(y) Insurance

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be available or of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. In addition, there is a risk that an insurer defaults in the payment of a legitimate claim by the Company.

(z) Contractual Disputes

As with any contract, there is a risk that the business could be disrupted in situations where there is a disagreement or dispute in relation to a term of the contract. Should such a disagreement or dispute occur, this may have an adverse impact on the Company's operations and performance generally. It is not possible for the Company to predict or protect itself against all such risks.

(aa) Third Party Risk

The operations of the Company require the involvement of a number of third parties, including suppliers, contractors and customers.

Financial failure, default or contractual non-compliance on the part of such third parties may have a material impact on the Company's operations and performance. It is not possible for the Company to predict or protect the Company against all such risks.

(bb) Acquisition transaction and execution risk

The Company's business strategy from time to time may involve the Company making or attempting to make acquisitions of or significant investments in companies, technologies or products. Any such acquisition investment will be accompanied by the risks commonly associated with making such transactions, including achievement of anticipated synergies and cost savings, workplace culture integrations, retaining customer and supplier relationships and key staff.

(cc) Liquidity Risk and Concentration of Shareholding

On completion of the Offer, and assuming the Offer is fully subscribed, the existing Shareholders of the Company will hold approximately 75% of the total issued Share capital of the Company (assuming existing Shareholders do not participate in the Offer). Under Chapter 9 of the ASX Listing Rules, a number of the Shares held by the existing Shareholders will be subject to escrow periods which may cause a liquidity risk, as some of these shares may not be traded for up to a period of 24 months. Furthermore, there is no guarantee that there will be an ongoing liquid market for Shares. If illiquidity arises, there is a real risk that Shareholders will be unable to realize their investment in the Company.

(dd) Expiry of escrow arrangements

The sale or attempted sale of a significant number of Shares after the end of any escrow period as may apply to Shares, or the perception that any such sale had occurred or might occur, could adversely impact the price of the Shares.

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7.2 General Risks

(a) Securities investments

Applicants should be aware that there are risks associated with any securities investment.

Prior to the Offer, there was no public market for the Shares. There is no guarantee that an active trading market in the Shares will develop or that the price of the Shares will increase. The prices at which the Shares trade may be above or below the Offer price and may fluctuate in response to a number of factors.

Further, the stock market is prone to price and volume fluctuations. There can be no guarantee that trading prices will be sustained. These factors may materially affect the market price of the Shares, regardless of Company's operational performance.

(b) Economic risk

Changes in the general economic climate in which Company operates may adversely affect the financial performance of Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, include, but not are but not limited to:

- (i) future demand for human resources technology, software or products;
- (ii) general economic conditions;
- (iii) changes in Government policies, taxation and other laws;
- (iv) the strength of the equity and share markets in Australia and throughout the world;
- (v) movement in, or outlook on, exchange rates, interest rates and inflation rates;
- (vi) industrial disputes in Australia and overseas;
- (vii) changes in investor sentiment toward particular market sectors;
- (viii) financial failure or default by an entity with which the Company may become involved in a contractual relationship; and
- (ix) natural disasters, social upheaval or war.

(c) Dilution

In certain circumstances, the Directors may issue equity securities without any vote or action by Shareholders. If the Company were to issue any equity securities the percentage ownership of Shareholders may be reduced and diluted.

(d) Share market

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. The market price of the Securities may be subject to fluctuation and may be affected by many factors including, but not limited to, the following:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) commodity price fluctuations;
- (v) changes in investor sentiment toward particular market sectors;
- (vi) the demand for, and supply of, capital; and
- (vii) terrorism or other hostilities.

There is also no guarantee that an active market in the Securities will develop or that the price of the Securities will increase. There may be relatively few buyers or sellers of Securities on the ASX at any particular time.

(e) Legal Proceedings

Legal proceedings may arise from time to time in the course of the business of the Company. Legal proceedings brought by third parties including but not limited to customers, business partners or employees could negatively impact the business in the case where the impact of such litigation is greater than or outside the scope of the Company's insurance. As at the date of this Prospectus, there are no material legal proceedings affecting the Company and the Directors are not aware of any legal proceedings pending or threatened against or affecting the Company.

(f) Unforeseen expenses

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

(g) Macro-economic risks

Changes in the general economic outlook in Australia and globally may impact the performance of the Company and its projects. Such changes may include:

- (i) uncertainty in the Australian economy or increases in the rate of inflation resulting from domestic or international conditions (including movements in domestic interest rates and reduced economic activity);
- (ii) increases in expenses (including the cost of goods and services used by the Company);
- (iii) new or increased government taxes, duties or changes in taxation laws; and
- (iv) fluctuations in equity markets in Australia and internationally.

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A prolonged and significant downturn in general economic conditions may have a material adverse impact on the Company's trading and financial performance.

(h) Broader general risks

There are also a number of broader general risks which may impact the Company's performance. These include:

- (i) abnormal stoppages in normal business operations due to factors such as war, political or civil unrest, infrastructure failure or industrial disruption; and
- (ii) higher than budgeted costs associated with the provision of service offerings.

(i) Currency risk

In the future the Company has may operate in multiple international jurisdictions, which exposes the Company to multiple currencies and their future currency fluctuations, which may affect future profitability of the Company.

(j) Accounting standards

Changes to any applicable accounting standards or to any assumptions, estimates or judgments applied by management in connection with complex accounting matters may adversely impact the Company's financial statements, results or condition.

7.3 Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares, pursuant to the Offer, from a taxation viewpoint and generally.

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

7.4 Forecasts

Due to the nature of the Company's business activities and the market in which it operates, there are significant uncertainties associated with forecasting future revenues (if any) from the Company's proposed activities.

The Directors have considered the matters detailed in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future revenues on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

The Directors consequently believe that, given these inherent uncertainties, it is not possible to include reliable forecasts in this Prospectus.

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Material Contracts

8. Material Contracts

8.1 Material Contracts

The Company is a party to the following material contracts and/or agreements which are summarised below.

(a) LiveHire Talent Community Customer Agreements

The Company has a number of talent community contracts with customers relating to the terms and conditions upon which the customers licence and use the Platform, and pay for the Company to maintain the customer's Talent Community on the Platform. The Company uses standard form contracts for its talent community contracts with customers. Customers sign a talent community contract with the Company which is subject to specific terms and conditions, which are varied for each customer depending on their requirements, and the Talent Community General Terms and Conditions available from the Company's website.

The main terms and conditions of these customer contracts are summarised below.

- (i) **(Term)** The term of the contracts vary between each customer but range from monthly contracts to fixed term contracts for 12 months, with the term of the contracts extending on a month-to-month basis at the end of the month or term (as applicable). The majority of the Company's customers are on monthly contracts with no fixed term.
- (ii) **(Termination)** A customer may terminate their talent community contract with the Company by providing no less than 30 days written notice if the customer is on a monthly contract or during the monthly extension of the term of the contract. A customer on a fixed term contract may terminate the contract during the terms by providing no less than three months written notice.

The customer or LiveHire may terminate the contract on a material breach of the terms of the contract by providing notice, with the contract terminating five business days after the date of the notice. The contract may also be terminated by either party if the other party becomes insolvent.

- (iii) **(Setup fee)** An upfront setup fee is usually charged to customers for the Company to establish and setup a customer's Talent Community on the Platform. This fee varies from customer to customer depending on the needs of each customer.
- (iv) **(On-going fees)** An ongoing hosting and maintenance fee charged at \$0.50 per Talent Community Connection in a customer Talent Community. An ongoing user license fee of \$99 per month/per license user is also charged for each license user from the customer requiring access to that customer's Talent Community.
- (v) **(Other fees)** The Company also charges customers other fees which vary between customers depending on the specific requirements for each customer and their Talent Community. These other fees may include fees associated with connections to candidates who do not form part of a customer's Talent Community, for SMS reminders sent to customers, customisation of their Talent Community or integration with a customer's existing IT systems.
- (vi) **(Changes to fees)** The Company can change any of the existing fees charged to a customer by providing no less than 30 business days' notice before the end of the current month to which the new fees will apply.
- (vii) **(Invoicing)** The Company issues customers with a monthly invoice at the end of each month.
- (viii) **(Access to Platform)** The customer is granted a limited, non-exclusive and revocable license to access the Platform for the term of the contract. However, the Company has the absolute discretion to revoke or suspend a customer's access to the Platform for any reason, including a breach of the terms of the contract.

- (ix) **(Talent Community Connection)** Each Talent Community Connection in a customer Talent Community is identified by their email address or a unique identifier. Unless the Talent Community Connection has registered independently to use the Platform, is independently invited to join another customer’s Talent community or elects to receive invitations, that Talent Community Connection will not be permitted to receive any invitations from other perspective employers through the Platform while they remain part of a customer’s Talent Community.
- (x) **(Customer data)** Customers grant the Company an unlimited, non-exclusive and irrevocable license to access and use any data entered into a Customer’s Talent Community, including any intellectual property. The Company is entitled to seize or delete this data if a customer has outstanding fees due to the Company.

These terms and conditions described above may be varied for any particular customer’s talent community contract. LiveHire currently adjusts these fees in specific commercial circumstances where it sees long term benefits for significant growth of the Platform and its business.

(b) Joint Lead Manager Mandate

The Company has entered into a mandate with Morgans Corporate Limited and Foster Stockbroking Pty Ltd (the **Joint Lead Managers**) dated 28 November 2015 (**JLM Mandate**), appointing the Joint Lead Managers as joint lead managers for the Offer on the terms and conditions of the JLM Mandate.

For their services in connection with the Offer, the Joint Lead Managers receive a fee equal to 5% of the total gross proceeds of the Offer, with this amount to be split equally between the Joint Lead Managers, plus limited disbursements. Each Joint Lead Manager also receives an option fee comprised of Options in the Company equal to 1% of the issued capital of the Company on successful completion of the Offer, being 2,000,000 Options exercisable at A\$0.25 to each Joint Lead Manager. No other fees, underwriting, or placement costs will be paid to any party managing or participating in the Offer.

The terms of the JLM Mandate are customary for the size and risk associated with a transaction constituted by the Offer.

(c) Executive and Non-Executive Director Agreements

On 13 April 2016, the Company entered into Executive Services Agreements with Mr Antonluigi Gozzi, Mr Michael Haywood and Mr Patrick Grant Galvin as Executive Directors of the Company. Under these agreements the Executive Directors are entitled to the following:

Executive Director	Position	Remuneration (Excluding superannuation)	Options ¹
Mr Antonluigi Gozzi	Managing Director	A\$170,000	3,600,000
Mr Michael Haywood	Executive Director	A\$150,000	3,000,000
Mr Patrick Grant Galvin	Executive Director	A\$150,000	3,000,000
Total		A\$470,000	9,600,000

Note:

1. The Options granted to the Executive Directors have an exercise price of A\$0.25 per Option and are subject to the terms and vesting conditions described in Section 9.2

The agreements also provide that:

- (i) the term of employment commences on the date of the agreement and until terminated by either party;
- (ii) the Company may terminate the agreement by the giving of 12 weeks' notice (or payment in lieu of notice), unless the Company is terminating as a result of wilful or serious misconduct, in which case no notice is required. The Executive may not terminate the agreement within the first 12 months, and after this period may terminate the agreement by providing 6 months notice, with the Company having the ability to make a payment in lieu of all or part of this notice period; and
- (iii) the Executive Directors are subject to a restraint of trade clause prohibiting the Executive Directors from soliciting customers or potential customers of the Company for a period of up to 24 months following termination across an area as broad as Australia, North America, Europe and South East Asia.

The Executive Directors are also subject to intellectual property and confidentiality obligations which are considered appropriate to protect the interests of the Company.

Non-Executive Directors

The Board has determined that a total fixed sum of up to A\$600,000 will be paid to all Non-Executive Directors. The Company has entered into appointment letters with its Non-Executive Directors entitling:

- (i) Mr Geoff Morgan AM to A\$150,000 (inclusive of superannuation) per annum and the issue of 2,000,000 Options exercisable at \$0.25 per Option subject to terms and vesting conditions described in Section 9.2; and
- (ii) Mr Adam Zorzi to A\$60,000 plus superannuation per annum and the issue of 1,000,000 Options exercisable at \$0.25 per Option subject to terms and vesting conditions described in Section 9.2. Mr Zorzi also receives an additional A\$20,000 (inclusive of superannuation) per annum for acting as both chair of the Company's Audit and Risk Committee and Remuneration Committee.

(d) Senior employees

The employment contracts for the Company's Managing Director and Executive Directors are summarised in Section 8.1(c). The other senior employees of the Company described in Section 5.2 are under individual employment contracts with the Company. The terms and conditions of these employment contracts include the following:

- (i) a fixed based salary for each employee and bonuses at the discretion of the Company (including securities under the Company's Employee Incentive Plan);
- (ii) leave entitlements for each employee;
- (iii) restraint of trade clause prohibiting the employee from being employed by a competitor while employed with the Company, soliciting customers or potential customers of the Company for a period of up to 12 months following termination across an area as broad as Australia, North America, Europe and Asia;

- (iv) intellectual property and confidentiality obligations which are considered appropriate to protect the interests of the Company, including that all intellectual property developed while employed by the Company are owned by the Company; and
- (v) termination provisions whereby the Company or the employee may terminate the employment contract. The notice period required for each employee vary between 4 weeks and one month's notice. The Company may elect to provide the employee with payment in lieu of notice for all or part of the notice period. The Company may also terminate the employee by providing up to five weeks' notice, depending on the employees years of service with the Company, or immediately for serious misconduct by the employee.

(e) Loan Agreements

On 22 December 2015, the Company entered into limited-recourse loan agreements with a number of employees and directors of the Company, which included, among others, Mr Patrick Grant Galvin and Mr Adam Zorzi (collectively, **Employee Loans**).

Under each Employee Loan, the relevant employee or director was loaned an amount equivalent to acquire a parcel of Shares (**Loan Back Shares**). The Employee Loans are summarised in the below table.

Employee / Director	Loan Amount	Loan Back Shares
Mr Patrick Grant Galvin	A\$715,735	11,812,257
Mr Adam Zorzi	A\$39,296	389,048
Others	A\$1,625,767	12,779,782
Total	A\$2,380,798	24,981,087

No interest is charged or payable in respect of the Employee Loans. The Employee Loans are repayable on 22 December 2019 and the Company's recourse for any failure to repay the Employee Loan is limited to the Loan Backed Shares.

(f) Deeds of Indemnity, Insurance and Access

The Company has entered into a deed of indemnity, insurance and access with each of the Directors pursuant to which:

- (i) the Company indemnifies each Director, to the extent permitted under law, for any liability incurred by the Director in the Director's capacity as a director of the Company and for legal costs incurred by the Director in defending proceedings for a liability incurred by the Director in the Director's capacity as a director of the Company;
- (ii) the Company agrees to provide each Director with access to the Company's books to defend proceedings until the end of seven years after the retirement of the Director; and
- (iii) the Company agrees to procure (at its cost) directors and officers insurance for the benefit of each Director (and use commercially reasonable endeavours to maintain any policy for the period detailed above).

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Additional Information

9. Additional Information

9.1 Rights attaching to Shares

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

(a) General meetings

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

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act.

(b) 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:

- (i) each Shareholder entitled to vote may vote in person or by proxy or attorney;
- (ii) on a show of hands, every person present who is a Shareholder or a representative of a Shareholder has one vote in respect of each Share carrying the right to vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

(c) Dividend rights

The Directors alone may declare a dividend to be paid to shareholders. The dividend is payable at a time determined in the directors' discretion. No dividend may be declared or paid except as allowed by the Corporations Act. No interest is payable in respect of unpaid dividends. The Directors may set aside the Company's profit any amount that they consider appropriate. This amount may be used in any way that profits can be used, and can be invested or used in the Company's business in the interim.

(d) Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for the 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 liability.

(e) Shareholder liability

As the Shares to be issued under the Offers contained in this Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) 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 and the Listing Rules.

(g) 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.

(h) Alteration of Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

9.2 Terms of Options

At the date of this Prospectus, there are no Options on issue. The Company will issue 16,600,000 Options following completion of the Offer and prior to Admission. The terms of the Options are summarised below:

	Number of Options	Exercise Price	Expiry Date	Vesting Condition
Antonluigi Gozzi - Managing Director	3,600,000	\$0.25	4 years from date of issue	1,800,000 vesting 1 year after completion of the Offer 1,800,000 vesting 2 year after completion of the Offer.
Michael Haywood - Executive Director	3,000,000	\$0.25	4 years from date of issue	1,500,000 vesting 1 year after completion of the Offer 1,500,000 vesting 2 year after completion of the Offer.
Patrick Grant Galvin - Executive Director	3,000,000	\$0.25	4 years from date of issue	1,500,000 vesting 1 year after completion of the Offer 1,500,000 vesting 2 year after completion of the Offer.
Geoff Morgan - Chairman	2,000,000	\$0.25	4 years from date of issue	1,000,000 vesting 1 year after completion of the Offer. 1,000,000 vesting 2 years after completion of the Offer.
Adam Zorzi - Non-Executive Director	1,000,000	\$0.25	4 years from date of issue	500,000 vesting 1 year after completion of the Offer. 500,000 vesting 2 year after completion of the Offer.
Morgans Corporate Limited - Joint Lead Manager	2,000,000	\$0.25	4 years from date of issue	N/A
Foster Stockbroking Pty Ltd - Joint Lead Manager	2,000,000	\$0.25	4 years from date of issue	N/A
TOTAL	16,600,000	-	-	-

(a) **Entitlement**

Each Option entitles the holder (**Holder**) to subscribe for one Share on payment of the Exercise Price.

(b) **Exercise Price and Expiry Date**

Each Option shall have an exercise price (**Exercise Price**) and expiry date (**Expiry Date**) determined by the Company at the time of issue of the Option.

The Exercise Price and Expiry Date for the Options that the Company will issue prior to Admission is set out in the table above.

(c) **Vesting Conditions and Exercise Period**

The Options may be subject to vesting conditions (**Vesting Conditions**) including time elapsed from the date of Admission.

Each Option is exercisable from the date of satisfaction of the relevant Vesting Conditions and before the Expiry Date (**Exercise Period**).

The Vesting Conditions for the Options that the Company will issue prior to Admission is set out in the table above.

Director Options

In respect of the 12,600,000 Options issued to the Directors of the Company, if an Executive Director's employment is terminated by the Company (other than for wilful or serious misconduct) or a Non-Executive Director ceases to hold office (other than by resigning as a director), the Director may exercise those Options which were due to vest within 3 months of the Director ceasing to hold office or the date of termination despite the fact that the Vesting Condition may not have been satisfied.

If an Executive Director's employment is terminated due to illness or incapacity of the Executive Director, the Options held by the Executive Director vest on a pro rata monthly basis up to the end of the relevant month in which the Executive Director's employment is terminated.

The Director's ability to exercise the Options that automatically vest is subject to the Company complying with Part 2D.2 of the Corporations Act.

(d) **Shares issued on exercise**

Shares issued upon exercise of an Option will rank equally with the then Shares of the Company, be issued free of all encumbrances, liens and third party interests and the Company will apply to ASX for quotation of the Shares.

(e) **Participation in new issues, voting rights and dividends**

There are no participation rights or entitlements inherent in the Options and Holders will not be entitled to vote, receive any dividends or participate in new issues of capital offered to Shareholders during the currency of the Options unless and until the Options have been exercised.

(f) **Adjustment for bonus issues of Shares**

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

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder of Options had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(g) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the formula in Listing Rule 6.22 so that the Holder does not suffer any detriment as a result of the pro rata issue.

(h) **Adjustment for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Holders of Options will be varied to comply the Listing Rules which apply to the reorganisation at the time of the reorganisation.

(i) **Non-Transferable and No Quotation**

The Options held by the Directors are only transferable to a Related Party of the Director.

The Options held by the Joint Lead Managers are not transferable in any circumstances.

(j) **Change in Control**

The Options held by the Directors automatically vest upon a Change in Control.

9.3 **Employee Incentive Plan**

The Company has adopted an employee incentive plan to reward, retain and attract certain employees, consultants and directors of the Company.

(a) **Participation**

Carefully designed, performance linked, equity plans are widely considered to be effective in providing long term incentives to staff. They are also used to attract and retain staff by providing them with the opportunity to participate in the creation of a valuable personal asset – a financial stake in the Company.

As part of the Company's strategy, the Board wishes to be in a position to grant Employee Incentives under the Employee Incentive Plan to employees to achieve the objectives outlined above.

The Board is aware of general Shareholder concern that long-term equity based rewards for staff should be linked to achievements by the Company. Employee Incentives granted under the Employee Incentive Plan to eligible participants may be subject to exercise conditions or performance criteria for each participating employee as determined by the Board from time to time.

Pursuant to the Employee Incentive Plan, the Company may offer Plan Shares, Employee Options or Performance Rights on the terms and conditions summarised below.

(i) **Eligibility**

Any employee, consultant or Director of the Company may be declared by the Board, in its sole and absolute discretion, to be eligible to participate in the Employee Incentive Plan (**Eligible Participant**).

(ii) **Offer**

The Board may from time to time in its absolute discretion make a written offer to Eligible Participants to apply for or be issued a specific number of Employee Incentives, upon the terms set out in the Employee Incentive Plan and upon such additional terms and conditions as the Board determines.

(iii) **Consideration**

Unless the Board otherwise determines, an Eligible Participant will not be required to make any payment in consideration for the grant of an Employee Incentive under the Employee Incentive Plan.

(iv) Maximum allocation

The Employee Incentive Plan provides a limit on the number of Employee Incentives that can be issued under the plan such that an issue of an Employee Incentive must not result in the number of Plan Shares, Employee Options or Performance Rights, in aggregate, in the previous three years exceeding 10% of the total number of Shares on issue.

(v) Employee Loans

The Employee Incentive Plan also provides that the Board may, in its discretion, elect to provide an Eligible Participant with a limited recourse, interest free loan for an amount equal to the issue price of any Plan Share. The terms of the employee loans are equivalent to those described in Section 8.1(e).

(b) Terms of Plan Shares

The rights attaching to the Plan Shares are the same as the Shares as summarised in Section 9.1.

(c) Terms of Employee Options

The rights attaching to the Employee Options issued pursuant to the Employee Incentive Plan are the same as the Options as summarised in Section 9.2, other than the automatic vesting of Options held by the Directors. However, the Employee Options may be subject to such other exercise criteria or conditions as the Board may determine from time to time.

(d) Terms of Performance Rights

At the date of this Prospectus, there are no Performance Rights on issue under the Company's Employee Incentive Plan. The terms of the Performance Rights are summarised below.

(i) Performance Condition and Performance Period

Each Performance Right entitles an Eligible Participant to be automatically issued one Share upon the satisfaction of the Performance Criteria.

The Performance Rights will be subject to performance criteria (**Performance Criteria**) which must be satisfied during the period specified by the Board of the Company (**Performance Period**).

(ii) Notice of Performance Criteria

At the end of the Performance Period the Board will determine and notify the Eligible Participant if a Performance Criteria has been satisfied.

(iii) Lapse of Performance Rights

Unless otherwise determined by the Board, the Performance Rights automatically lapse if:

- (A) the Eligible Participant ceases employment or hold office with the Company;
- (B) a Performance Criteria has not been satisfied within the Performance Period;
- (C) if the Board determines in its reasonable opinion that the Performance Criteria have not been met and cannot be met prior within the Performance Period;

- (D) where the Board has determined that the Eligible Participant has, by any act or omission, brought the Company into disrepute;
- (E) the receipt by the Company of notice from the Eligible Participant that the Eligible Participant has elected to surrender the Performance Right; or
- (F) any other circumstances specified in the offer made to the Eligible Participant pursuant to which the Performance Rights were issued.

(iv) Shares issued on satisfaction of Performance Criteria

Shares issued upon satisfaction of a Performance Criteria rank equally with the then Shares of the Company, be issued free of all encumbrances, liens and third party interests and the Company will apply to ASX for quotation of the Shares.

(v) Participation in new issues, voting rights and dividends

There are no participation rights or entitlements inherent in the Performance Rights and Eligible Participants will not be entitled to vote, receive any dividends or participate in new issues of capital offered to Shareholders during the currency of the Performance Rights unless and until the Performance Criteria has been satisfied and the Eligible Participant is issued Shares.

(vi) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment) the number of Shares which must be issued on satisfaction of the Performance Criteria will be increased by the number of Shares which the Eligible Participant would have received if the Performance Criteria had been satisfied immediately before the record date for the bonus issue.

(vii) Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), a Eligible Participant shall not be entitled to participate in the rights issue in respect of any Performance Rights, unless the Performance Criteria for the Performance Rights has been satisfied. The number of Shares issued upon satisfaction of the Performance Criteria will be increased by the number of Shares which the Eligible Participant would have received if the Performance Criteria had been satisfied immediately before the record date for the rights issue.

(viii) Adjustments for reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Eligible Participant of Performance Rights will be varied to comply the Listing Rules which apply to the reorganisation at the time of the reorganisation.

(ix) Takeovers and reconstructions

The Board of the Company must give the Eligible Participant notice (Notice) of:

- (A) any takeover bid or other offer to acquire all of the Shares of the Company; or
- (B) under Part 5.1 of the Corporations Act, a Court sanctions a compromise or arrangement proposed for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies which, if implemented, would result in a change in the control of the Company.

A Eligible Participant is entitled upon receiving a notice to make a request to the Board of the Company to determine that all existing Performance Rights vest immediately and Shares in respect of all such Performance Rights be issued to the Eligible Participant, in which case:

- (A) the Board of the Company must process such a request as soon as possible with reference to the Performance Criteria relating to those Performance Rights; and
 - (B) the Board of the Company may determine at its discretion the number (if any) of Performance Rights which shall vest and must provide that number of Shares to the Eligible Participant.
- (x) Non-Transferable and No Quotation

The Performance Rights are non-transferable and are unquoted securities.

9.4 Interests of Directors

No Director (or entity in which they are a partner or director) has, or has had in the two years before the date of this Prospectus, any interests in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
- (c) the Offer, and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to:
- (d) any Director to induce him or her to become, or to qualify as, a Director; or
- (e) any Director for services which he or she (or an entity in which they are a partner or director) has provided in connection with the formation or promotion of the Company or the Offer, except as disclosed in this Prospectus.

9.5 Director Holdings

The Directors and their related entities have the following interests in Securities as at the date of this Prospectus:

Director	Shares ⁵
Mr Antonluigi Gozzi	26,765,101 ¹
Mr Michael Haywood	25,746,555 ²
Mr Patrick Grant Galvin	12,770,800
Mr Adam Zorzi	3,723,145 ³
Mr Geoff Morgan AM	2,992,505 ⁴

Note:

1. Held on trust for the Voyager Trust of which Mr Gozzi is a beneficiary of the trust.
2. Held on trust for the Haywood Family Trust of which Mr Haywood is a beneficiary of the trust.
3. Mr Zorzi holds 389,048 Shares directly. 333,334 Shares are held by Adam Zorzi Pty Ltd a company which Mr Zorzi is a director of and 3,000,763 Shares are held by APZ Nominees Pty Ltd ATF APZ Trust of which Mr Zorzi is a beneficiary of the trust.
4. Mr Morgan has an interest in 1,724,380 Shares held through G.K Morgan Investments Pty Ltd and 1,268,125 Shares held through Morgans & Banks Investment Pty Ltd, both companies which Mr Morgan is a director of.
5. The majority of the Shares and Options held by each of the Directors will be classified as Restricted Securities by ASX and subject to a 24 month escrow period from the date of Official Quotation. Refer to Section 9.10 for further details.

Based on the intentions of the Directors at the date of this Prospectus in relation to the Offer, the Directors and their related entities will have the following interests in Securities on Admission:

Director	Shares Held	Options
Mr Antonluigi Gozzi	26,865,101	3,600,000
Mr Michael Haywood	25,746,555	3,000,000
Mr Patrick Grant Galvin	12,870,800	3,000,000
Mr Adam Zorzi	3,823,145	1,000,000
Mr Geoff Morgan AM	3,492,505	2,000,000
Total	72,798,106	12,600,000

9.6 Remuneration of Directors

The Directors will receive the following remuneration:

Director	Calendar Year 2016 A\$
Mr Antonluigi Gozzi	A\$170,000 ¹
Mr Michael Haywood	A\$150,000 ¹
Mr Patrick Grant Galvin	A\$150,000 ¹
Mr Adam Zorzi	A\$60,000 ¹
Mr Geoff Morgan AM	A\$150,000 ²

Note:

1. Excluding superannuation.
2. Including superannuation. Mr Zorzi also receives an additional A\$20,000 (inclusive of superannuation) per annum for acting as both chair of the Company's Audit and Risk Committee and Remuneration Committee.

A summary of the agreements with the Directors is contained in Section 8.1. The Directors are eligible to participate in any bonus scheme or long term incentive plans as determined from time to time by the Remuneration Committee of the Board. Refer to Section 9.3 for further details regarding the Company's Employee Incentive Plan.

9.7 Interests of Promoters, Experts and Advisers

No promoter or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus (or entity in which they are a partner or director) holds, has, or has had in the two years before the date of this Prospectus, any interest in:

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

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be paid to a promoter or any person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director), provided in connection with the formation or promotion of the Company or the Offer, except as follows and as disclosed in this Prospectus.

The Joint Lead Managers were paid \$100,000 (\$50,000 each) by the Company in connection with a capital raising conducted in December 2015 for the Company.

9.8 Related Party Transactions

As at the date of this Prospectus, no material transactions with Related Parties and Directors' interests exist other than those disclosed in the Prospectus.

9.9 Expenses of Offer

The total estimated expenses of the Offer payable by the Company are:

Director	A\$10,000,000 Raised
Legal fees	\$200,000
Investigating Accountant's Report and Financial Due Diligence	\$60,000
Joint Lead Manager fees ¹	\$500,000
Other miscellaneous fees	\$120,000
TOTAL	\$880,000

Note:

1. Excludes options granted to Joint Lead Managers. The Joint Lead Managers were paid \$100,000 for services provided in connection with a capital raising conducted by the Company in December 2015 as described in Section 9.7.

9.10 Restricted Securities

Chapter 9 of the Listing Rules prohibits holders of Restricted Securities from or agreeing to disposing of those securities or an interest in those securities for the relevant restriction periods.

ASX has provided the Company with in-principle advice that the following Securities on issue are expected to be classified as Restricted Securities:

Holder	Security	Number classified as Restricted Securities	Restriction Period
Directors and Related Parties	Shares	69,510,569	24 months from date of Official Quotation
	Options	12,600,000	24 months from date of Official Quotation
Other Shareholders	Shares	8,520,453	24 months from date of Official Quotation
	Shares	6,612,012	12 months from the date of issue of Shares
Joint Lead Managers	Options	4,000,000	24 months from date of Official Quotation
TOTAL	Shares	78,031,022	24 months from date of Official Quotation
	Shares	6,612,012	12 months from the date of issue of Shares
	Options	16,600,000	24 months from date of Official Quotation

In summary, it is expected that 69,510,569 Shares held by Directors and Related Parties will be classified as Restricted Securities by ASX subject to a 24 month escrow period from the date of Official Quotation.

As noted in Section 2.5, the total number of 84,643,034 Shares that are expected to be subject to ASX imposed escrow restrictions represent approximately 42% of the Shares on Admission.

None of the Shares issued pursuant to the Offer will be subject to any ASX imposed escrow restrictions.

9.11 Effect of the Offer on control and substantial Shareholders

Those Shareholders holding an interest in 5% or more of the Shares on issue as at the date of this Prospectus are as follows:

Name	Number of Shares	Percentage of Shares
Mr Antonluigi Gozzi ¹	26,765,101	17.84%
Mr Michael Haywood ²	25,746,555	17.16%
Mr Patrick Grant Galvin	12,770,800	8.51%

Note:

1. Held on trust for the Voyager Trust of which Mr Gozzi is a beneficiary of the trust.
2. Held on trust for the Haywood Family Trust of which Mr Haywood is a beneficiary of the trust.

Based on the information known as at the date of this Prospectus, on Admission, the following persons will have an interest in 5% or more of the Shares on issue:

A\$10,000,000 Raised		
Name	Number of Shares	Percentage of Shares
Mr Antonluigi Gozzi ¹	26,865,101	13.43%
Mr Michael Haywood ²	25,746,555	12.87%
Mr Patrick Grant Galvin	12,870,800	6.44%

9.12 Continuous Disclosure Obligations

Following Admission, the Company will be a "disclosing entity" (as defined in section 111AC of the Corporations Act) and, as such, will be subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will be required to continuously disclose to the market any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Shares (unless a relevant exception to disclosure applies). Price sensitive information will be publicly released through ASX before it is otherwise disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants will also be managed through disclosure to ASX. In addition, the Company will post this information on its website after ASX confirms that an announcement has been made, with the aim of making the information readily accessible to the widest audience.

9.13 Litigation and Claims

So far as the Directors are aware, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company.

9.14 Consents

Each of the parties referred to in this Section:

- (a) has given the following consents in accordance with the Corporations Act which have not been withdrawn as at the date of lodgement of this Prospectus with ASIC; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

None of the parties referred to in this Section authorised or caused the issue of this Prospectus or the making of the Offer.

Each of Foster Stockbroking Pty Ltd and Morgans Corporate Limited has given its written consent to being named as the Joint Lead Managers to the Company in respect to the Offer. Neither Foster Stockbroking Pty Ltd nor Morgans Corporate Limited has withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

BDO Corporate Finance (WA) Pty Ltd has given its written consent to be named as Investigating Accountant and to the inclusion of the Investigating Accountant's Report in Section 6 of the Prospectus in the form and context in which the report was included. BDO Corporate Finance (WA) Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Boardroom Pty Limited has given its written consent to being named as the Australian share registry to the Company. Boardroom Pty Limited has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

DLA Piper Australia has given its written consent to being named as Australian legal advisor to the Company. DLA Piper Australia has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

BDO Audit (WA) Pty Ltd has given its written consent to be named an auditor to the Company. BDO Audit (WA) Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Prospectus with ASIC.

References are made in this Prospectus to entities that have certain dealings with the Company, including counterparties to contractual arrangements referred to in this Prospectus. These parties have been included for informational purposes only and have not authorised or caused the issue of this Prospectus or had any involvement in the preparation of any part of this Prospectus.

9.15 Electronic Prospectus

Pursuant to Regulatory Guide 107 ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of Shares in response to an electronic application form, subject to compliance with certain provisions. If you have received this Prospectus as an Electronic Prospectus please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

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. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

9.16 Documents Available for Inspection

Copies of the following documents are available for inspection during normal business hours at the registered office of the Company at Level 3, 114 William Street, Melbourne, Victoria 3000:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 9.14 of this Prospectus.

9.17 Statement of Directors

The Directors report that after due enquiries by them, in their opinion, since the date of the financial statements contained in Section 6 there have not been any circumstances that have arisen or that have materially affected or will materially affect the assets and liabilities, financial position, profits or losses or prospects of the Company, other than as disclosed in this Prospectus.

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Authorisation

10. Authorisation

This Prospectus is authorised by the Company and lodged with ASIC pursuant to section 718 of the Corporations Act.

Each of the Directors has consented to the lodgement of this Prospectus with ASIC, in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

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



Michael Haywood
Director

Dated: 20 May 2016

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Glossary of Terms

11. Glossary of Terms

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

A\$	Australian dollars.
Admission	Admission of the Company to the Official List, following completion of the Offer.
Allotment Date	The date, as determined by the Directors, on which the Shares offered under this Prospectus are allotted, which is anticipated to be the date identified in the Offer Timetable.
API	Application programming interfaces.
Applicant	A person who submits an Application Form.
Application	A valid application for Shares under the Offer made pursuant to an Application Form.
Application Form	The application form attached to this Prospectus.
Application Monies	Monies received from persons applying for Shares pursuant to the Offer under this Prospectus.
ASIC	Australian Securities and Investments Commission.
ASX	Australian Securities Exchange Limited ACN 008 624 691 or, where the context requires, the financial market operated by it.
ASX Settlement Rules	ASX Settlement Operating Rules of ASX Settlement Pty Ltd (ABN 49 008 504 532).
ATS	Applicant tracking system.
AWS	Amazon web services.
Board	The board of Directors of the Company.
Broker	An ASX participating organisation selected by the Joint Lead Managers to act as a broker for the Offer.
Change in Control	Means any of the following: (a) The Company entering into a scheme of arrangement with its creditors or members or any class thereof pursuant to section 411 of the Corporations Act. (b) Any person acquires more than 50% of the Shares in the Company pursuant to a takeover bid conducted in accordance with Chapter 6 of the Corporations Act. (c) A person or group of associated persons acquires a relevant interest in sufficient Shares to give it or them the ability (Relevant Ability), in general meeting, to replace all or a majority of the Board of the Company in circumstances where the Relevant Ability was not previously held by that person or group of associated persons.
CHESS	Clearing House Electronic Subregister System.
Closing Date	The date the Offer closes.

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Company or LiveHire	LiveHire Limited ACN 153 266 605.
Constitution	The constitution of the Company from time to time.
Corporations Act	Corporations Act 2001 (Cth).
Director	A director of the Company.
Electronic Prospectus	The electronic copy of this Prospectus located at the Company's website at www.livehire.com/investors .
Eligible Participant	Has the meaning given in Section 9.3 (a)(i).
Employee Incentive Plan	The Company's employee incentive plan adopted on 17 December 2015 and summarised in Section 9.3.
Employee Incentives	A Plan Share, Employee Option or Performance Right.
Employee Loan	Has the meaning given in Section 8.1(e).
Employee Option	An Option issued pursuant to the Employee Incentive Plan.
Executive Director	Means an executive Director of the Company.
Exposure Period	In accordance with section 727(3) of the Corporations Act, the period of 7 days (which may be extended by ASIC to up to 14 days) after the Prospectus Date during which the Company must not process Applications.
FTE	Full time employees.
GST	Goods and Services Tax.
HIN	Holder Identification Number.
HR	Human Resources.
HRMS	Human Resources Management.
Investigating Accountant	BDO Corporate Finance (WA) Pty Ltd.
Investigating Accountant's Report	The report contained in Section 6.
Joint Lead Managers	Each of Foster Stockbroking Pty Ltd and Morgans Corporate Limited.
Listing Rules	The listing rules of ASX.
Loan Back Shares	Has the meaning given in Section 8.1(e).
Minimum Subscription	Has the meaning given in Section 2.2.

Offer	The offer by the Company, pursuant to this Prospectus, of 50,000,000 Shares at an issue price of A\$0.20 each to raise A\$10,000,000.
Offer Period	The period commencing on the Opening Date and ending on the Closing Date.
Offer Timetable	The indicative timetable for the Offer on page 6 of this Prospectus.
Official List	The official list of ASX.
Official Quotation or Quotation	Official quotation by ASX in accordance with the Listing Rules.
Opening Date	The date the Offer opens.
Options	An option to subscribe for a Share on the terms and conditions summarised in Section 9.2.
Performance Rights	A performance right on the terms and conditions summarised in summarised in Section 9.3(d).
Plan Share	A Share issued pursuant to the Employee Incentive Plan.
Platform	The online cloud-based software and technology platform operated by the Company from the www.livehire.com domain.
Prospectus	This prospectus dated 20 May 2016.
Prospectus Date	Means 27 April 2016
Related Parties	Has the meaning given in section 228 of the Corporations Act.
Relevant Interest	Has the meaning given in the Corporations Act.
Restricted Securities	Has the meaning given in the Listing Rules.
SaaS	Software as a service
Section	A section of this Prospectus.
Security	Means a Share, Option or Performance Rights, as the context requires.
Share Registry	Boardroom Pty Limited
Share	A fully paid ordinary shares in the capital of the Company.
Shareholder	Any person holding Shares.
SRN	Security holder Reference Number.
Talent Community	Communities of candidates maintained by customers of the Platform.
Talent Community Connections or TCC	With respect to any customer, a registered user of the Platform that is connected to that customer via the Platform as part of that customer's Talent Community
UX	User interface.

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Broker Firm Application Form

Declaration

By submitting this Application Form with your Application Monies, I/we declare that I/we:

- ✓ have read the Replacement Prospectus in full;
- ✓ have received a copy of the electronic Replacement Prospectus or a print out of it;
- ✓ have completed this Application Form in accordance with the instructions on the form and in the Replacement;
- ✓ declare that all details and statements made by me/us in the Application Form are complete and accurate;
- ✓ agree and consent to the Company collecting, holding, using and disclosing my/our personal information in accordance with the Replacement Prospectus;
- ✓ where I/we have been provided information about another individual, warrant that I/we have obtained that individual's consent to the transfer of their information to the Company;
- ✓ acknowledge that once the Company accepts my/our Application Form, I/we may not withdraw it;
- ✓ apply for the number of Shares that I/we apply for (or a lower number allocated in a manner allowed under the Replacement Prospectus);
- ✓ acknowledge that my/our Application may be rejected by the Company in its absolute discretion;
- ✓ authorise the Company and their respective officers and agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Shares to be allocated to me/us;
- ✓ am/are over 18 years of age;
- ✓ agree to be bound by the constitution of the Company;
- ✓ acknowledge that neither the Company nor any person or entity guarantees any particular rate of return on the Shares, nor do they guarantee the repayment of capital;
- ✓ represent, warrant and agree that I/we am/are not in the United States or a US Person and am/are not acting for the account or benefit of a US Person;
- ✓ represent, warrant and agree that I/we have not received this Replacement Prospectus outside Australia, New Zealand, Singapore or Hong Kong and am/are not acting on behalf of a person resident outside Australia, New Zealand, Singapore or Hong Kong; and
- ✓ if I/we are applying from New Zealand, Singapore or Hong Kong, I/we acknowledge and will comply with the applicable offering restrictions and represent, warrant and agree to the "Representations by Investors" described in Section 2.12 of the Replacement Prospectus.

Guide to the Application Form

YOU SHOULD READ THE REPLACEMENT PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

Please complete all relevant sections of the appropriate Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form.

Instructions

- A** If applying for Shares insert the **number** of Shares for which you wish to subscribe at Item **A** (not less than 10,000 Shares representing a minimum investment of \$2,000.00). Multiply by A\$0.20 to calculate the total Application Monies for Shares and enter the **A\$amount** at Item **B**.
- C** Write your **full name**. Initials are not acceptable for first names.
- D** Enter your **postal address** for all correspondence. All communications to you from the Company will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E** If you are sponsored in CHES by a stockbroker or other CHES participant you may enter your CHES HIN if you would like the allocation to be directed to your HIN. **NB: your registration details provided must match your CHES account exactly.**
- G** Applicants must lodge their Application Form and pay their Application Monies to their Broker in accordance with the relevant Broker's directions. Please contact your broker for further instructions.
- H** Enter your **contact details**, including name, phone number and e-mail address, so we may contact you regarding your Application Form or Application Monies.

Correct Form of Registrable Title

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and surname is required for each natural person. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Individual	Mr John David Smith	J D Smith
Company	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings	Mr John David Smith & Mrs Mary Jane Smith	John David & Mary Jane Smith
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

Lodgment

Mail your completed Application Form with your cheque(s) or bank draft attached to your broker, and complete the broker details below:

Broker Contact Number	Broker Name
<input type="text"/>	<input type="text"/>

The Offer closes at 5:00 p.m. (AEST Time) on 30 May 2016, unless varied in accordance with the Corporations Act and ASX Listing Rules.

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Boardroom Pty Limited on 1300 737 760 within Australia and +61 2 9290 9600 outside Australia.

Privacy Statement

LiveHire Limited advises that Chapter 2C of the Corporations Act requires information about you as a Shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold Shares. Information is collected to administer your Shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. To obtain access to your personal information or more information on how the Company collects, stores, uses and discloses your information please contact the Company at the address or telephone number shown in the Replacement Prospectus.

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