DMY Capital Limited
ACN 090 000 276

To be renamed Fastbrick Robotics Limited

prospectus

For the offer of 250,000,000 Shares at an issue price of $0.02 each to raise up to
$5,000,000 (before costs) (Public Offer) and a further offer of up to 50,000,000
Shares to at an issue price of $0.02 each to raise up to $1,000,000 (before costs)
(Oversubscription Public Offer). Refer to Sections 6.1 and 6.2 (respectively)
for more information in respect of the Public Offer and the Oversubscription
Public Offer.

The Prospectus also contains:

(a) an offer of 150,000,000 Shares, 166,666,666 Class A Performance Shares,
166,666,666 Class B Performance Shares and 166,666,666 Class C
Performance Shares to the Vendors (or their nominees) in consideration
for the acquisition of all the issued capital in Goldwing (Goldwing Offer).
Refer to Section 6.3 of this Prospectus for more information in respect of
the Goldwing Offer; and

(b) an offer of 14,736,062 Shares to Mark Pivac in satisfaction of the Pivac Loan
(Pivac Offer). Refer to Section 6.4 of this Prospectus for more information
in respect of the Pivac Offer.

Conditional Offers

The Public Offer and the Oversubscription Public Offer are conditional upon
the Conditions outlined in Section 6.5 being satisfied. In the event that the
Conditions are not satisfied, the Company will not proceed with the Public
Offer or the Oversubscription Public Offer and the Company will repay all
application monies received. In the event that the Public Offer does not
proceed, the Goldwing Offer and the Pivac Offer will not proceed.

Re-compliance with Chapters 1 and 2

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

Important Information

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

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

Lead Manager to the Public Offer and the Oversubscription Public Offer
Cygnet Capital Pty Ltd
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important information

1.1 Important notice

This Prospectus is dated 23 September 2015 and was lodged with ASIC on that date. ASX, ASIC and their officers take no responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates. The expiry date of this Prospectus is that date which is 13 months after the date this Prospectus was lodged with ASIC (Expiry Date). No Securities may be issued on the basis of this Prospectus after the Expiry Date.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary before deciding whether to invest. An investment in the Securities the subject of this Prospectus should be considered speculative. Please refer to Section 12 for details relating to risk factors that could affect the financial performance and assets of the Company.

As the Goldwing Offer includes non-quoted Performance Shares, the Company is prohibited from accepting applications under the Goldwing Offer during the Exposure Period. This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the acceptance of applications for or issue of non-quoted Performance Shares. You should be aware that this examination may result in the identification of deficiencies in this Prospectus and, in those circumstances, any application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act: Applications under the Goldwing Offer under this Prospectus will not be processed by the Company until after the expiry of the Exposure Period. No preference will be conferred on applications lodged prior to the expiry of the Exposure Period.

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

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

1.2 Web site – electronic Prospectus

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

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to, or accompanied by, the complete unaltered version of the Prospectus. If you have received this Prospectus as an electronic prospectus, please ensure that you have received the entire Prospectus accompanied by the relevant Application Form. During the offer period, any person may obtain a copy of the Prospectus (free of charge) by contacting the Company on +61 8 9226 5511.

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

1.3 Overseas applicants

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

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

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

Whilst the Company considers the expectations reflected in any forward looking statements or information in this Prospectus are reasonable, no assurance can be given that such expectations will prove to be correct. The risk factors outlined in Section 12, as well as other matters not yet known to the Company or not currently considered material to the Company, may cause actual events to be materially different from those expressed, implied or projected in any forward looking statements or information. Any forward looking statement or information contained in this Prospectus is qualified by this cautionary statement.

1.5 Definitions

A number of defined terms are used in this Prospectus. Unless the contrary intention appears, the context requires otherwise or words are defined in Section 16, words and phrases in this Prospectus have the same meaning and interpretation as in the Corporations Act or ASX Listing Rules.

1.6 Disclaimer

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

Existing Directors
Mr Gabriel Chiappini (Non-executive Chairman)
Mr Holger Arians (Non-executive Director)
(Proposed to resign following Completion)
Mr Barnaby Egerton-Warburton (Non-executive Director)
(Proposed to resign following Completion)

Company Secretary
Mr Garry Bell
(Proposed to resign following Completion)

Proposed Directors
Mr Mike Pivac (Executive Director & Chief Executive Officer)
Mr Mark Pivac (Executive Director & Chief Technical Officer)
Ms Shannon Robinson (Non-executive Director)

Proposed Company Secretary
Mr Gabriel Chiappini

Registered Office
Suite 106, 1 Princess Street
Kew, Victoria 3101

Investigating Accountant
RSM Bird Cameron
8 St Georges Terrace
Perth WA 6000

Auditor
Current
CWS – Sincock & Co
Level 4, 112 Wellington Parade
East Melbourne, Victoria 3002
(resigning subject to ASIC approval)

Proposed
Grant Thornton Audit Pty Ltd
Level 1, 10 Kings Park Road
West Perth, WA 6005
(appointment subject to shareholder approval at Shareholder Meeting)

Lawyers
GTP Legal
Level 1, 28 Ord Street
West Perth WA 6005

Author of the Patent Report
GHF IP Pty Ltd
(trading as Golja Haines & Friend)
Suite 1, 43 Oxford Close
West Leederville WA 6007

Lead Manager
Cygnet Capital Pty Ltd
50 Ord Street West
Perth WA 6005

Share Registry*
Advanced Share Registry
110 Stirling Highway
Nedlands WA 6009

Company Website
www.dmycapital.com.au

Fastbrick Robotics website
www.fastbrickrobotics.net

ASX Code
Current: DMY
Proposed: FBR

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

<table>
<thead>
<tr>
<th>PUBLIC OFFER</th>
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<tbody>
<tr>
<td>Price per Share</td>
<td>$0.02</td>
</tr>
<tr>
<td>Shares offered</td>
<td>250,000,000</td>
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<tr>
<td>Amount to be raised (before costs)</td>
<td>$5,000,000</td>
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</table>

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<thead>
<tr>
<th>OVERSUBSCRIPTION PUBLIC OFFER</th>
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<tbody>
<tr>
<td>Price per Share</td>
<td>$0.02</td>
</tr>
<tr>
<td>Shares offered</td>
<td>50,000,000</td>
</tr>
<tr>
<td>Amount to be raised (before costs)</td>
<td>$1,000,000</td>
</tr>
</tbody>
</table>

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<thead>
<tr>
<th>GOLDWING OFFER</th>
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<tbody>
<tr>
<td>Shares offered to the Vendors</td>
<td>150,000,000</td>
</tr>
<tr>
<td>Performance Shares offered to Vendors</td>
<td>499,999,998</td>
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</tbody>
</table>

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<tr>
<th>PIVAC OFFER</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Shares offered to Mark Pivac in satisfaction of the Pivac Loan</td>
<td>14,736,062</td>
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<thead>
<tr>
<th>GENERAL</th>
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<tbody>
<tr>
<td>Total cash and cash equivalents on completion of the Offers</td>
<td>$6,694,000</td>
</tr>
<tr>
<td>Total Shares on issue upon completion of the Offers</td>
<td>675,161,033</td>
</tr>
<tr>
<td>Total Performance Shares on issue upon completion of the Offers</td>
<td>499,999,998</td>
</tr>
<tr>
<td>Market capitalisation on completion of the Offers at $0.02 per Share</td>
<td>$13,503,220</td>
</tr>
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Note: 1 Refer to Section 6.10 for further details relating to the proposed capital structure of the Company.

<table>
<thead>
<tr>
<th>INDICATIVE TIMETABLE</th>
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<tr>
<td>Lodgement of this Prospectus with ASIC</td>
<td>23 September 2015</td>
</tr>
<tr>
<td>Opening Date for the Public Offer and Oversubscription Public Offer</td>
<td>23 September 2015</td>
</tr>
<tr>
<td>Shareholder Meeting</td>
<td>6 October 2015</td>
</tr>
<tr>
<td>Closing Date for the Public Offer and Oversubscription Public Offer</td>
<td>13 October 2015</td>
</tr>
<tr>
<td>Completion of the Acquisition</td>
<td>20 October 2015</td>
</tr>
<tr>
<td>Issue of Securities under the Public Offer and Oversubscription Public Offer</td>
<td>20 October 2015</td>
</tr>
<tr>
<td>Dispatch of holding statements</td>
<td>22 October 2015</td>
</tr>
<tr>
<td>Expected date for Shares to be reinstated to trading on ASX</td>
<td>27 October 2015</td>
</tr>
</tbody>
</table>

The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offers early without notice.
4 investment summary

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

4.1 Introduction

<table>
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<tr>
<th>TOPIC</th>
<th>SUMMARY</th>
<th>DETAILS</th>
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<tr>
<td>Who is the issuer of the Prospectus?</td>
<td>DMY Capital Limited ACN 090 000 276 (Company) (to be renamed ‘Fastbrick Robotics Limited’).</td>
<td>Section 7.1</td>
</tr>
<tr>
<td>Who is the Company and what does it do?</td>
<td>The Company is a public company that has been listed on ASX since 2001 with no interests in any assets other than cash and cash equivalents.</td>
<td>Section 7.1</td>
</tr>
<tr>
<td>What is the Company’s strategy?</td>
<td>The Company is proposing to acquire 100% of the issued capital of Goldwing. Goldwing and its wholly owned subsidiary Hadrian (together, operating as Fastbrick Robotics) is developing automated bricklaying technology. Following reinstatement to quotation of the Company’s Shares on ASX, the Company’s primary focus will be to develop Fastbrick Robotics’ technology and its prototype automated bricklaying machines in line with its strategy.</td>
<td>Section 7.2</td>
</tr>
<tr>
<td>What are the Company’s key assets?</td>
<td>The Company’s only assets are its holdings of cash and cash equivalents of approximately $408,000 as at 31 August 2015. Via the Acquisition, the Company intends to acquire 100% of the issued capital of Goldwing.</td>
<td>Section 7.1</td>
</tr>
<tr>
<td>What is the Public Offer?</td>
<td>The Company is offering 250,000,000 Shares to the public at an issue price of $0.02 each to raise $5,000,000 (before costs of the Offers). The Public Offer is not underwritten.</td>
<td>Sections 6.1 and 6.18</td>
</tr>
<tr>
<td>What is the Oversubscription Public Offer?</td>
<td>The Company is offering up to a further 50,000,000 Shares to the public at an issue price of $0.02 each to raise $1,000,000 (before costs of the Offers). The Oversubscription Public Offer is not underwritten.</td>
<td>Section 6.2</td>
</tr>
<tr>
<td>What is the Goldwing Offer?</td>
<td>The Company is offering 150,000,000 Shares and 499,999,998 Performance Shares to the Vendors in consideration for the acquisition of all the shares in Goldwing.</td>
<td>Section 6.3</td>
</tr>
<tr>
<td>What is the Pivac Offer?</td>
<td>The Company is offering 14,736,062 Shares to Mark Pivac in satisfaction of the Pivac Loan.</td>
<td>Section 6.4</td>
</tr>
<tr>
<td>What are the conditions of the Offers?</td>
<td>The Public Offer and the Oversubscription Public Offer are conditional upon the following events occurring: • the Company raising the full amount of the Public Offer (being $5,000,000); • Shareholders approving the Acquisition Resolutions at the Shareholder Meeting; • completion of the Acquisition; and • ASX approving the Company’s re-compliance with the admission requirements of Chapters 1 and 2 of the Listing Rules and receiving conditional approval for re-quotation from ASX on terms which the Company believes are capable of satisfaction. If any of the Conditions are not satisfied then the Company will not proceed with the Public Offer or the Oversubscription Public Offer and the Company will repay all Application Monies received. If the Company does not proceed with the Public Offer it will not proceed with the Goldwing Offer and the Pivac Offer.</td>
<td>Section 6.5</td>
</tr>
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<td>Why is the Public Offer being conducted?</td>
<td>The purposes of the Public Offer are to: • meet the requirement that the Company re-complies with ASX’s admission requirements in accordance with Chapters 1 and 2 of the Listing Rules; • provide funding for the continued development of Fastbrick Robotics’ technology and its prototype automated bricklaying machines in line with its strategy; • meet the expenses of the Offers; and • provide funding for working capital and administration expenditure.</td>
<td>Section 6.8</td>
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</table>
## Why is the Oversubscription Public Offer being conducted?

The purposes of the Oversubscription Public Offer are to:

- provide funding for the continued development of Fastbrick Robotics’ technology and its prototype automated bricklaying machines in line with its strategy;
- meet the expenses of the Offers; and
- provide funding for working capital and administration expenditure.

## Why are the Goldwing Offer and Pivac Offer being conducted?

The primary purpose for the Goldwing Offer and the Pivac Offer is to remove the need for an additional disclosure document upon the sale of the Shares issued under those Offers in the 12 months following their respective dates of issue, and the issue of Shares upon conversion of the Performance Shares and any subsequent on-sale of those Shares in the 12 months following the date of their issue.

### 4.2 The Acquisition of Goldwing

#### What is the Acquisition?

The Acquisition is the Company’s proposed acquisition of 100% of the issued capital of Goldwing pursuant to the Option Agreement.

#### What are the key terms of the Acquisition?

The key terms of the Acquisition are as follows:

1. **Consideration Securities**
   - As consideration for the acquisition of 100% of the issued capital of Goldwing, the Company will issue to the Vendors 150,000,000 Shares, 166,666,666 Class A Performance Shares, 166,666,666 Class B Performance Shares and 166,666,666 Class C Performance Shares.

2. **Conditions**
   - The Acquisition is conditional upon, and subject to, a number of conditions. These conditions have either been satisfied or substantially satisfied, with the exception of the following conditions which remain outstanding at the date of this Prospectus:
     - Shareholder approval of the Acquisition Resolutions at the Shareholder Meeting;
     - the Company receiving subscriptions for the full amount of the Public Offer under this Prospectus;
     - the Company obtaining all necessary regulatory approvals on terms acceptable to the parties as are required to give effect to the Acquisition including re-compliance with Chapters 1 and 2 of the Listing Rules on terms which the Company believes are capable of satisfaction;
     - the Vendors entering into such restriction agreements as required by ASX; and
     - the Vendors applying for the Consideration Securities under this Prospectus.

3. **Escrow Agreement**
   - The Vendors have acknowledged that some or all of the Consideration Securities may be escrowed in accordance with the requirements of ASX and will sign such form of escrow agreement as required by ASX.

4. **Performance Rights Plan**
   - In connection with the Acquisition, the Company will also establish the Performance Rights Plan, to enable the Company to incentivise and reward directors and key employees. No decision has been made at this stage as to who will receive Performance Rights, the Board will make a determination following Completion.

5. **Warranties**
   - There are standard commercial warranties regarding the Fastbrick Robotics Group and its business provided by Messrs Pivac.

#### What approvals are being sought at the Shareholder Meeting?

At the Shareholder Meeting to be held on 6 October 2015, the Company will seek Shareholder approval for, amongst other things, the following Acquisition Resolutions:

1. The change in nature and scale of the activities of the Company as a result of the Acquisition;
2. The issue of the Consideration Securities to the Vendors (and/or their nominees);
3. The new class of securities – Performance Shares;
4. The Public Offer and the Oversubscription Public Offer under this Prospectus;
5. The change of the Company’s name to “Fastbrick Robotics Limited”;
6. The issue of Shares to Mark Pivac (or his nominee) in satisfaction of the Pivac Loan;
7. The appointment of the Proposed Directors to the Board;
8. Participation by the Directors in the Public Offer;
9. The grant of New Options to the Advisors; and
Why is the Company required to re-comply with Chapters 1 and 2 of the Listing Rules?

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

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

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

Who are Goldwing and Fastbrick Robotics Group?

Fastbrick Robotics Group is comprised of two companies, Goldwing and its wholly owned subsidiary Hadrian. Fastbrick Robotics is an Australian building technology development company seeking to revolutionise the building and construction industry through automation of the bricklaying process from design to finished brickwork.

Fastbrick Robotics is developing technology to build an automated robotic machine with the aim of it being capable of completing the brickwork of a Full Home Structure in approximately 3 days at potentially significantly lower cost and higher quality than traditional methods. Fastbrick Robotics has secured patents to protect its intellectual property rights in its technology in key markets (see Section 11).

What is Fastbrick Robotics business model?

Fastbrick Robotics is currently in the development phase. Following Completion, the Company will focus on the further testing of its Hadrian 105 Technology Demonstrator and developing and building the Hadrian 109 Commercial Prototype. Upon completion of the Hadrian 109 Commercial Prototype build, the Company intends to showcase its end-to-end functionality through the build of Full Home Structure demonstrations. The Company intends to undertake its initial home builds in Western Australia.

As Fastbrick Robotics is currently in the development phase, no decision has been made regarding the method of commercialising its robotic bricklaying system should development be successful. The business model eventually adopted by the Company following successful development of its robotic bricklaying system may vary depending upon geographic market and market demand. The business model may include one or more of the models described in more detail in section (d). The Company has engaged consultants to assist over the next 6 months in finalising the optimum go-to-market strategy and initial target markets. Investors should note, given Fastbrick Robotics’ limited operating history, the ability to achieve its objectives is high risk.

4.3 Key Risks

Prospective investors should be aware that subscribing for Securities in the Company involves a number of risks and uncertainties. The risk factors set out in Section 12 and other risks applicable to all listed securities, may affect the value of the Securities in the future. Accordingly an investment in the Company must be considered highly speculative. This Section summarises some of the risks that apply to an investment in the Company. Investors should refer to Section 12 for a more detailed summary of the risks.

Conditional Acquisition and Offers

As part of the Company’s change in nature and scale of activities, ASX will require the Company to re-comply with Chapters 1 and 2 of the Listing Rules. This Prospectus is issued to assist the Company to re-comply with these requirements. The Shares will be suspended from the ASX from the date of the Shareholders’ Annual General Meeting.

It is anticipated that the Shares will remain suspended until completion of the Acquisition and the Public Offer, re-compliance by the Company with Chapters 1 and 2 of the Listing Rules and compliance with any further conditions ASX imposes on reinstatement to quotation. There is a risk that the Company will not be able to satisfy one or more of those requirements and that its Shares will consequently remain suspended from quotation.

In the event that the Conditions set out in Section 6.5 are not satisfied or the Company does not receive conditional approval for re-quotation on ASX, the Company will not proceed with the Public Offer or the Oversubscription Public Offer and will repay all Application Monies received. In the event that the Public Offer does not proceed, the Goldwing Offer and the Pivac Offer will not proceed.
Reliance on key personnel

The technology and the prototype machines being developed by the Fastbrick Robotics Group is largely due to the talent, effort and experience and leadership of Mike Pivac, Chief Executive Officer (proposed), and Mark Pivac, Chief Technical Officer (proposed). Mr Mark Pivac is the chief technical designer of the vast majority of existing custom systems of the Hadrian 105 Technology Demonstrator and has oversight of the Hadrian 109 Commercial Prototype conceptualisation and design. Although these individuals have entered into Executive Services Agreements, there is no assurance that such contracts will not be terminated. If such contracts are terminated or breached, or if these individuals no longer continue in their current roles, a new Chief Executive Officer and Chief Technology Officer will need to be employed which may adversely affect the business.

Fastbrick Robotics expects to grow its technical team, with a view to mitigating the key man risk as it relates to Mark Pivac. An inability to attract quality technical personnel may adversely impact the development plans of Fastbrick Robotics.

Technology and machine development

(a) Hadrian 105 Technology Demonstrator - The Acquisition of Fastbrick Robotics is related to the successful enhancement and testing of the Hadrian 105 Technology Demonstrator, which is in the final stages of development. The capabilities of the Hadrian 105 Technology Demonstrator are in the process of being enhanced, including with the inclusion of additional systems, to enable the construction of a room including lintel placement, door and window openings to a height of 2 metres. Should the testing and verification of the machine not be completed as anticipated, then Fastbrick Robotics may have to expend additional time and resources to rectify any outstanding issues. This may delay the next stage of technology development, the design and/or build of the Hadrian 109 Commercial Prototype or, at the very worst, if unassailable barriers are encountered, result in the Company abandoning the project entirely.

(b) Next phase – Hadrian 109 Commercial Prototype: After the testing and verification of the Hadrian 105 Technology Demonstrator, Fastbrick Robotics intends to build its first commercial machine, the Hadrian 109 Commercial Prototype. Any inability to execute on this next stage of development will hamper or obstruct Fastbrick Robotics’ ability to develop a commercial offering capable of earning revenue. The main risks in developing future stages lie in:

- the ability of Fastbrick Robotics to build in the complexity of design required to fix constraints identified in the Hadrian 105 Technology Demonstrator and include the addition of other systems not currently fully designed or built; and

- encountering unexpected problems not identified and solved in the previous stage, in the Hadrian 105 Technology Demonstrator, or the Hadrian 109 Commercial Prototype.

Should the testing and verification of the machine not be completed as anticipated, then Fastbrick Robotics may have to expend additional time and resources to rectify any outstanding issues. This may delay the commercialisation of the Fastbrick Robotics technology and create cost overruns or, at the very worst, if unassailable barriers are encountered, result in the Company abandoning the project entirely.

Further, the Hadrian 105 Technology Demonstrator has been developed relatively slowly over the last 5 years. With the additional funding coming into Fastbrick Robotics through the Public Offer (and the Oversubscription Public Offer if it proceeds), Fastbrick Robotics will be entering into a new phase of product development, which will require a much more agile approach. It is expected that there will be much greater time pressure on the development of the Hadrian 109 Commercial Prototype, as well as higher standards of precision and speed. The capability of the technical team to manage this transition and expansion is a source of risk. As noted in paragraph (b), Fastbrick Robotics expects to grow its technical team, which will assist in mitigating this risk. However, an inability to attract quality technical personnel with the right skillset to manage this transition may adversely impact the development plans of Fastbrick Robotics.
### Technology and machine development (continued)

#### (c) Machine operation risks:
The machines based on the Fastbrick Robotics technology are large and complex systems comprising a number of critical components and subsystems. The design of the Hadrian 109 Commercial Prototype targets reducing the number of critical components and moving parts to reduce operational risk, however these may not be able to be mitigated entirely. The main operational risk factors for the machines include:

- key component risk, including software, and the risk of failure of any key components including ability, timing and/or cost to repair or replace the key components critical to the operation of the machine. The machines are and will be dependent on a number of critical components, including software that runs everything from control systems and user interfaces to brick analysis and boom dynamics;
- the fragility risk of key components critical to the operation of the machines, the failure of which may render the machines inoperable;
- testing and verification of systems on the machines, there are certain systems on the Hadrian 105 Technology Demonstrator that are yet to be fully built and tested (including the brick cutting system, dust suppression systems and the mortar/adhesive application system). This leads to some risk regarding room build demonstration, with some potential for obstacles or failures which have not been predicted.

#### (d) Risk of inadequate redundancy and security procedures:
As a start-up company, Fastbrick Robotics has not yet had the funds or resources to put in place proper data storage and security, systems redundancy, disaster recovery or physical security protocols. Fastbrick Robotics intends to work towards the adoption of market standard systems and protocols as quickly as possible following Completion. However, pending completion of this systems upgrade, there remains a risk of serious data loss or physical damage to or destruction of the Hadrian 105 Technology Demonstrator (and the Hadrian 109 Commercial Prototype if it is built prior to completion of the upgrade). This may delay the next stage of technology development, the design and/or build of the Hadrian 109 Commercial Prototype or, at the very worst, if unsalvageable barriers are encountered in replicating lost data or destroyed equipment, result in the Company abandoning the project entirely.

#### (e) Viable commercialisation:
Risks are involved in the ability to translate the Fastbrick Robotics technology into a solution that provides the expected quality of product in a cost effective manner to support the price needed to make an impact in the marketplace. The main factors that may introduce risk include:

- accuracy of operation of the machines based on the technology and ability to achieve accuracy levels required by potential customers;
- robustness of the machines and ability to consistently perform over time and reliability of performance;
- ability to scale up the output of the machines to a particular speed, in particular laying of sufficient bricks per hour to be viable;
- ability to build and deliver the machine at a profit and to build sufficient number of machines for potential customers, as well as the operation of the machines being profitable;
- ability to manage customer expectations regarding down time risk caused by the breakdown of particular components of the machine (for example, critical components such as the laser tracking system may be difficult or expensive to replace on short notice);
- acceptance of the market of a new automated technology and benefits of using the machines over traditional manual bricklaying methods; and
- ability to develop the Fastbrick Robotics technology and the machines based on that technology in a timely manner.

### Market adoption and sales and marketing

Use of proceeds post Completion will focus efforts on development of the Fastbrick Robotics technology and machines based on that technology, in particular the design and build of the Hadrian 109 Commercial Prototype. Fastbrick Robotics does not currently have any contracts in place to become revenue generating, there are no guarantees of success in obtaining sales contracts and new business. Following development of its technology, the success of the commercialisation of Fastbrick Robotics will relate to the acceptance of its offerings for routine use within its target markets. Take up of the products will involve education of market participants and marketing programmes to raise the profile of Fastbrick Robotics and its technology.
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<tr>
<th>KEY RISK</th>
<th>DETAILS</th>
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<tr>
<td>Competition and new technologies</td>
<td>Fastbrick Robotics is confident that its technology will provide a unique market proposition in providing an existing, qualified market place with new levels of quality, price and availability. The technology is also able to extend its market by offering the same service internationally. Notwithstanding this, the industry in which Fastbrick Robotics operates is competitive and includes companies with significantly greater financial, technical, human, research and development, and marketing resources than currently available to Fastbrick Robotics. Numerous entities around the world may resist Fastbrick Robotics efforts to commercialise or market its technology that may compete with their own offerings. There is no fundamental barrier preventing another company from building bricklaying automation machines, provided they do not infringe granted patents. There are also competition risks from traditional manual bricklaying. Fastbrick Robotics competitors may develop products: in advance of Fastbrick Robotics; that are more effective than those developed by Fastbrick Robotics; or have greater market acceptance. As a consequence, Fastbrick Robotics current and future technologies and products may become obsolete or uncompetitive, resulting in adverse effects on revenue, margins and profitability.</td>
<td>Section 12.1(e)</td>
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<tr>
<td>External technology risk</td>
<td>The ongoing development of software used by the Fastbrick Robotics technology, which is used in conjunction with off-the-shelf software to enable the functionality of its product offerings, is critical to the operation of the machines based on that technology. Such software may be subject to external factors, such as depreciation of operating systems, libraries, components, third party interfaces, drivers, patches, compatibility, version conflict or obsolescence or other related issues. In addition, the software will require updating and maintenance. These external factors may also affect the ability of Fastbrick Robotics to effectively upgrade and maintain its software. Furthermore, licensing and commercial conditions imposed by third party software companies may be unsustainable or impractical for Fastbrick Robotics, causing a need to rely on other solutions or develop these in house. Should Fastbrick Robotics have such issues it may affect the ability of Fastbrick Robotics to successfully provide its product.</td>
<td>Section 12.1(e)</td>
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<tr>
<td>Sufficiency of funding</td>
<td>Fastbrick Robotics growth through product development and commercialisation activities will require substantial expenditure and may not result in profitability being achieved. There can be no guarantees that Fastbrick Robotics cash reserves together with the funds raised by the Public Offer and the Oversubscription Public Offer if it proceeds will be sufficient to successfully achieve all the objectives of Fastbrick Robotics overall business strategy. If Fastbrick Robotics is unable to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Public Offer and the Oversubscription Public Offer if it proceeds and existing working capital, there can be no assurance that Fastbrick Robotics will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to Fastbrick Robotics or at all. Accordingly, the Company may need to engage in equity or debt financing to secure additional funds. If the Company is unable to use debt or equity to fund expansion after utilising the net proceeds of the Public Offer and the Oversubscription Public Offer if it proceeds and existing working capital, there can be no assurance that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to the Company’s existing Shareholders and any debt financing, if available, may involve restrictive covenants, which limit the Company’s operations and business strategy. If the Company is unable to raise capital if and when needed, this could delay or suspend the Company’s business strategy and could have a material adverse effect on the Company’s activities.</td>
<td>Section 12.1(g)</td>
</tr>
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<td>Protection of intellectual property rights</td>
<td>Fastbrick Robotics Group success may rely on its ability to maintain patent protection for its core technology. Fastbrick Robotics currently has patent protection of its intellectual property (see Section 11) and intends to seek patent protection for future technology developments where possible. The Company may be required to spend significant resources to monitor and protect the intellectual property acquired through the proposed Acquisition of Fastbrick Robotics. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and divert the efforts of its personnel. In addition, unauthorised use of the “Fastbrick Robotics” brand in counterfeit products or services could not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.</td>
<td>Section 12.1(h)</td>
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4.4 Proposed use of funds and other key terms of the Offers

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<th>TOPIC</th>
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<td><strong>What is the proposed use of funds raised under the Public Offer and the Oversubscription Public Offer?</strong></td>
<td>The funds raised under the Public Offer (and the Oversubscription Public Offer if it proceeds) are proposed to be used (over the 24 months following re-instatement to quotation of the Company’s Shares) to fund the following key business activities:</td>
<td>Section 6.9</td>
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<td>• business development, sales and marketing;</td>
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<td>• enhancement and testing of Hadrian 105 Technology Demonstrator</td>
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<td>• design and build of Hadrian 109 Commercial Prototype</td>
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<td>• corporate overheads;</td>
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<td>• working capital; and</td>
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<td></td>
<td>• costs of the Offers.</td>
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<td><strong>Will the Company be adequately funded after completion of the Public Offer?</strong></td>
<td>The Directors are satisfied that on completion of the Public Offer, the Company will have sufficient working capital to carry out its business objectives as set out in this Prospectus.</td>
<td>Sections 6.8 and 6.9</td>
</tr>
<tr>
<td><strong>What rights and liabilities attach to the Shares being offered?</strong></td>
<td>All Shares issued under the Public Offer, the Oversubscription Public Offer, the Goldwing Offer and the Pikachu Offer will rank equally in all respects with existing Shares on issue. The rights and liabilities attaching to the Shares are described in Section 14.1.</td>
<td>Section 14.1</td>
</tr>
<tr>
<td><strong>What rights and liabilities attach to the Performance Shares being offered under the Goldwing Offer?</strong></td>
<td>There are three classes of Performance Shares being offered under the Goldwing Offer, which will convert into Shares (on a one for one basis) on the achievement of the performance milestones before the expiry date set out below:</td>
<td>Section 14.2</td>
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<td>• Class A Performance Shares, which convert into Shares upon successful demonstration of the Company’s robotic building technology as proven by the construction of a Full Home Structure within 3 days from commencement of construction using the robotic building technology on the site. The expiry date for the Class A Performance Shares is 36 months from the date of issue.</td>
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<td>• Class B Performance Shares, which convert into Shares upon successful completion, being payment of the completion payment under the relevant contract, of the tenth (10th) Full Home Structure constructed under a commercial arm’s length contract using the robotic building technology. The expiry date for the Class B Performance Shares is 48 months from the date of issue.</td>
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<td>• Class C Performance Shares, which convert into Shares upon achievement by the Company of reported annual operating revenue, in a financial year, attributable to the robotic building technology (excluding grant receipts and R&amp;D rebates received from the ATO) of at least $10,000,000. The expiry date for the Class C Performance Shares is 60 months from the date of issue.</td>
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<td>TOPIC</td>
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<tr>
<td>Are the Offers underwritten?</td>
<td>No, the Offers are not underwritten.</td>
<td>Section 6.11</td>
</tr>
<tr>
<td>Who is the lead manager to the Public Offer and the Oversubscription Public Offer?</td>
<td>The Company has appointed Cygnet Capital (AFSL: 241 095) to act as lead manager to the Public Offer and the Oversubscription Public Offer. The Lead Manager will receive a fee of 6% of the total amount raised under the Public Offer and the Oversubscription Public Offer, this amount includes any fees paid to other brokers. The Company has also agreed to grant 75,000,000 New Options to the Lead Manager (or its nominees) for corporate advisory and capital raising services provided on completion of the Public Offer.</td>
<td>Sections 6.18 and 13.3</td>
</tr>
<tr>
<td>Will the Securities issued under the Offers be listed?</td>
<td>The Company will apply for listing of the Shares offered under the Offers on ASX under ASX code “FBR” within seven days of the date of this Prospectus. Completion of the Offers is conditional on, amongst other matters, ASX approving this application. The Company will not apply to ASX for quotation of the Performance Shares.</td>
<td>Section 6.7</td>
</tr>
<tr>
<td>What are the tax implications of investing in Securities under the Offers?</td>
<td>The tax consequences of any investment in Securities will depend upon your particular circumstances. Prospective investors should obtain their own tax advice before deciding to invest.</td>
<td>Section 6.24</td>
</tr>
<tr>
<td>What is the Company’s dividend policy?</td>
<td>The Company does not expect to pay dividends in the near future as its focus will primarily be on using cash reserves to continue to develop Fastbrick Robotics Group’s technology and prototype machines. Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.</td>
<td>Section 6.13</td>
</tr>
<tr>
<td>How do I apply for Shares under the Public Offer?</td>
<td>Applications for Shares under the Public Offer must be made by completing a Public Offer Application Form and must be accompanied by a cheque in Australian dollars (or an electronic transfer to the bank account advised by the Company) for the full amount of the application being $0.02 per Share. Cheques must be made payable to “DMY Capital Limited – Share Offer Account” and should be crossed “Not Negotiable”.</td>
<td>Section 6.14(a)</td>
</tr>
<tr>
<td>How do I apply for Shares under the Oversubscription Public Offer?</td>
<td>Applications for Shares under the Oversubscription Public Offer must be made by completing an Oversubscription Public Offer Application Form and must be accompanied by a cheque in Australian dollars (or an electronic transfer to the bank account advised by the Company) for the full amount of the application being $0.02 per Share. Cheques must be made payable to “DMY Capital Limited – Share Offer Account” and should be crossed “Not Negotiable”.</td>
<td>Section 6.14(b)</td>
</tr>
<tr>
<td>How do I apply for Securities under the Goldwing Offer?</td>
<td>The Goldwing Offer is an offer to the Vendors and their nominees only. Only the Vendors or their nominees may accept the Goldwing Offer. A personalised Goldwing Offer Application Form will be issued to each Vendor or their nominees together with a copy of this Prospectus. The Company will only provide the Goldwing Offer Application Forms to the persons entitled to participate in the Goldwing Offer.</td>
<td>6.14(c)</td>
</tr>
<tr>
<td>How do I apply for Securities under the Pivac Offer?</td>
<td>The Pivac Offer is an offer to Mark Pivac only. Only Mark Pivac (or his nominee) may accept the Pivac Offer. A personalised Pivac Offer Application Form will be issued to Mark Pivac together with a copy of this Prospectus. The Company will only provide the Pivac Offer Application Form to Mark Pivac (or his nominee).</td>
<td>6.14(d)</td>
</tr>
<tr>
<td>When will I receive confirmation that my application has been successful?</td>
<td>It is expected that holding statements will be sent to successful Applicants by post on or about the dispatch date noted in the indicative timetable set out in Section 3.</td>
<td>Sections 3, 6.16 and 6.20</td>
</tr>
<tr>
<td>How can I find out more about the Prospectus or the Offers?</td>
<td>Questions relating to the Offers can be directed to the Company on +61 8 9226 5511.</td>
<td>Section 6.25</td>
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</table>
4.5 **Board and management**

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<tr>
<th>TOPIC</th>
<th>SUMMARY</th>
<th>DETAILS</th>
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<tr>
<td><strong>Who are the Directors of the Company?</strong></td>
<td>The Existing Directors of the Company are:</td>
<td>Section 8.1</td>
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<td></td>
<td>• Gabriel Chiappini – Non-Executive Chairman</td>
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<td>• Holger Arians – Non-Executive Director</td>
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<td>• Barnaby Egerton-Warburton – Non-Executive Director</td>
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<td>On Completion, changes will be made to the Board, with the resignation of Holger Arians and Barnaby Egerton-Warburton and the appointment of the Proposed Directors, such that the Board will then comprise:</td>
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<td>• Shannon Robinson – Non-executive Chairman</td>
<td>Sections 8.1, 8.5(a) and 8.5(b)</td>
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<td>• Mike Pivac – Executive Director and Chief Executive Officer</td>
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<td>• Mark Pivac – Executive Director and Chief Technical Officer</td>
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<td>• Gabriel Chiappini – Non-executive Director and Company Secretary</td>
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<td>Refer to Section 8.1 for details of the relevant experience and expertise of the Directors.</td>
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<td>Following Completion, the Board will seek to identify new candidates with the necessary skills and experience to complement the Board with an intention to invite an experienced Chairperson.</td>
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<td><strong>Who are the key management personnel?</strong></td>
<td>Following Completion, the key management personnel will include:</td>
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<td>• Mike Pivac – Executive Director and Chief Executive Officer</td>
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<td></td>
<td>• Mark Pivac – Executive Director and Chief Technical Officer</td>
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<td></td>
<td>• Gabriel Chiappini – Non-executive Director and Company Secretary.</td>
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<tr>
<td><strong>What are the significant interests of Directors?</strong></td>
<td>The interests of the Directors are detailed in Section 8.2.</td>
<td>Sections 8.2, 8.3, 8.5, and 14.2</td>
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<td>The security holdings of the Directors are set out in Section 8.3.</td>
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<td>Section 8.5 sets out details of related party agreements with the Company from which the Directors may benefit.</td>
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<td>Messrs Mike Pivac and Mark Pivac are shareholders in Goldwing. The Company proposes to acquire the shares in Goldwing held by Messrs Pivac as part of the Acquisition. Accordingly, Messrs Pivac will receive a proportion of the Consideration Securities on Completion (being 106,003,572 Shares, 117,781,751 Class A Performance Shares, 117,781,751 Class B Performance Shares and 117,781,751 Class C Performance Shares, in total).</td>
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<tr>
<td><strong>Are there any relationships between the Company and parties involved in the Acquisition or Offers that are relevant to investors?</strong></td>
<td>Proposed Director, Mr Mark Pivac is also the sole director of Goldwing and Hadrian.</td>
<td>Section 8.5</td>
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<td>See disclosure above in relation to Mr Mark Pivac.</td>
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<td>Cygnet Capital is the Lead Manager and Corporate Advisor, and some of the principals of Cygnet Capital are shareholders of the Company and in particular, some are substantial shareholders.</td>
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### 4.6 Miscellaneous

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<th>Topic</th>
<th>SUMMARY</th>
<th>Details</th>
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<tr>
<td><strong>What material contracts are the Company and Fastbrick Robotics Group a party to?</strong></td>
<td>The material contracts of the Company and Goldwing comprise: (a) Option Agreement; (b) Lead Manager and Corporate Advisory Mandate; (c) IP License Agreement; (d) Executive Services Agreement – Chief Executive Officer; (e) Executive Services Agreement – Chief Technical Officer; (f) Pivac Loan Agreement; (g) BDG Agreement; and (h) Sub Lease Agreement.</td>
<td>Sections 8.5 and 13.</td>
</tr>
<tr>
<td><strong>What is the financial position of the Company and Goldwing post completion of the Offers and the Acquisition?</strong></td>
<td>The Company is currently listed on ASX and its financial history, including its 2015 Annual Report and its Half Yearly Report for the period ended 31 December 2014 are available on its website (<a href="http://www.dmycapital.com.au">www.dmycapital.com.au</a>). Fastbrick Robotics is a technology development company with no history of revenue generation. Fastbrick Robotics will over the next 18 months focus on the enhancement and testing of the Hadrian 105 Technology Demonstrator, and then the development and build of the Hadrian 109 Commercial Prototype, with a view to creating a product suitable for commercialisation. Further financial information regarding the Company and Fastbrick Robotics Group is set out in Section 9 of this Prospectus and considered in the Investigating Accountant’s Report in Section 10.</td>
<td>Sections 9 and 10</td>
</tr>
<tr>
<td><strong>Will any Securities be subject to escrow?</strong></td>
<td>Subject to the Company re-complying with ASX Chapters 1 and 2 of the Listing Rules and the Company’s Shares being reinstated to trading on ASX, certain Shares, Options, and Performance Shares in the Company will be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of reinstatement. The Vendors have acknowledged that some or all of the Consideration Securities may be escrowed in accordance with the requirements of ASX and will sign such form of escrow agreement as required by ASX. No Shares issued under the Public Offer or the Oversubscription Public Offer are expected to be subject to escrow. Refer to Section 6.12 for further details of the escrow arrangements.</td>
<td>Section 6.12</td>
</tr>
</tbody>
</table>
Dear Investor

On behalf of the Directors, I am pleased to present this Prospectus and to offer you the opportunity to invest in DMY Capital Limited, to be renamed Fastbrick Robotics Limited. The Company has entered into the Option Agreement, and exercised the option thereunder, to acquire the Fastbrick Robotics Group, being 100% of the issued capital of Goldwing and its wholly owned subsidiary Hadrian.

Fastbrick Robotics is an Australian building technology development company seeking to revolutionise the building and construction industry through automation of the bricklaying process from design to finished brickwork. Fastbrick Robotics is developing technology to build an automated robotic machine with the aim of it being capable of completing the brickwork of a Full Home Structure in approximately 3 days at potentially significantly lower cost and higher quality than traditional methods. Fastbrick Robotics has secured patents to protect its intellectual property rights in its technology in key markets (see Section 11).

This Prospectus has been issued by the Company for a public offer of 250,000,000 Shares at an issue price of $0.02 each to raise $5,000,000 (before costs) (the Public Offer) and a further Offer of 50,000,000 Shares at an issue price of $0.02 each to raise up to a further $1,000,000 (before costs) (the Oversubscription Public Offer). Refer to Sections 6.1 and 6.2 (respectively) of this Prospectus for more information in respect of the Public Offer and the Oversubscription Public Offer. The funds raised will be used for business development, sales and marketing, enhancement and testing of the Hadrian 105 Technology Demonstrator, design and build of the Hadrian 109 Commercial Prototype, corporate overhead, general working capital and the costs of the Offers. Refer to Section 6.9 for further details on the use of funds.

In addition to the purpose of raising funds under the Public Offer and the Oversubscription Public Offer, this Prospectus is issued for the purpose of re-complying with the ASX admission requirements under Chapters 1 and 2 of the Listing Rules following a change to the nature and scale of the Company’s activities from an investment company previously classified within the food and beverage sector to a building technology development business.

This Prospectus also contains:

(a) an offer of 150,000,000 Shares to the Vendors (or their nominees) in consideration for the acquisition of all the issued capital in Goldwing (the Goldwing Offer). Refer to Section 6.3 of this Prospectus for more information in respect of the Goldwing Offer;

(b) an offer of 14,736,062 Shares to Mark Pivac (or his nominee) in satisfaction of the Pivac Loan (the Pivac Offer). Refer to Section 6.4 of this Prospectus for more information in respect of the Pivac Offer.

This Prospectus includes details of the Offers, the Company and Fastbrick Robotics Group, including the assets and proposed operations, together with a statement of the risks associated with investing in the Company. I recommend that you read this document carefully and seek independent professional advice before investing in the Company.

On behalf of the Directors, I commend this offer to you and look forward to welcoming you as a shareholder of the Company.

Yours sincerely,

Gabriel Chiappini
Chairman
6 details of the offers

6.1 The Public Offer and Minimum Subscription
Pursuant to this Prospectus, the Company offers 250,000,000 Shares at an issue price of $0.02 each to raise $5,000,000 (before costs of the Offers) (Public Offer).

All Shares issued pursuant to the Public Offer will rank equally with the existing Shares on issue. Please refer to Section 14.1 for further information regarding the rights and liabilities attaching to the Shares.

The minimum level of subscription for the Public Offer is the full amount of the Public Offer being 250,000,000 Shares to raise $5,000,000. No Shares will be issued until the Minimum Subscription has been received. If the Minimum Subscription is not received within four months after the date of this Prospectus (or such period as varied by ASIC), the Company will not issue any Shares under this Prospectus and will repay all Application Monies received (without interest) in accordance with the Corporations Act.

Please refer to Section 6.14(a) for details on how to apply for Shares under the Public Offer.

6.2 The Oversubscription Public Offer
Pursuant to this Prospectus, the Company is also offering up to a further 50,000,000 Shares at an issue price of $0.02 each to raise up to $1,000,000 (before costs of the Offers) (Oversubscription Public Offer).

All Shares issued pursuant to the Oversubscription Public Offer will rank equally with the existing Shares on issue. Please refer to Section 14.1 for further information regarding the rights and liabilities attaching to the Shares.

Please refer to Section 6.14(b) for details on how to apply for Shares under the Oversubscription Public Offer.

6.3 The Goldwing Offer
Pursuant to this Prospectus, the Company is also offering 150,000,000 Shares, 166,666,666 Class A Performance Shares, 166,666,666 Class B Performance Shares and 166,666,666 Class C Performance Shares to the Vendors (or their nominees) in consideration for the acquisition of all the issued capital in Goldwing (Goldwing Offer).

All Shares issued pursuant to the Goldwing Offer will rank equally with the existing Shares on issue (subject to restrictions on trading imposed by ASX – see Section 6.12 for further information). Please refer to Section 14.1 for further information regarding the rights and liabilities attaching to the Shares, and Section 14.2 for further information regarding the rights and liabilities attaching to the Performance Shares.

Please refer to Section 6.14(c) for details of how to apply for Shares under the Goldwing Offer.

6.4 The Pivac Offer
Pursuant to this Prospectus, the Company is also offering 14,736,062 Shares to Mark Pivac (or his nominee) in satisfaction of the Pivac Loan, which will be assigned to the Company at Completion (Pivac Offer).

All Shares issued pursuant to the Pivac Offer will rank equally with the existing Shares on issue (subject to restrictions on trading imposed by ASX – see Section 6.12 for further information). Please refer to Section 14.1 for further information regarding the rights and liabilities attaching to the Shares.

Please refer to Section 6.14(d) for details of how to apply for Shares under the Pivac Offer.

6.5 Conditions
The Public Offer and the Oversubscription Public Offer are conditional upon the following events occurring:

(a) the Company receiving subscriptions for the full amount of the Public Offer (being $5,000,000) (see Section 6.1);
(b) Shareholders approving the Acquisition Resolutions at the Shareholder Meeting (see Section 6.6);
(c) completion of the Acquisition; and
(d) ASX approving the Company’s re-compliance with the admission requirements of Chapters 1 and 2 of the Listing Rules and receiving conditional approval for re-quotation from ASX on terms which the Company believes are capable of satisfaction.

(together the Conditions).

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

If the Public Offer does not proceed, the Goldwing Offer and the Pivac Offer will not proceed.
6.6 Shareholder Meeting

At the Shareholder Meeting the Company will seek Shareholder approval for the:
(a) change in nature and scale of the activities of the Company as a result of the Acquisition;
(b) issue of the Consideration Securities to the Vendors (and/or their nominees);
(c) creation of a new class of securities - Performance Shares;
(d) the issue of Shares under the Public Offer and the Oversubscription Public Offer;
(e) appointment of Mark Pivac, Mike Pivac and Shannon Robinson to the Board;
(f) change of the Company’s name to “Fastbrick Robotics Limited”;
(g) issue of the Shares to Pivac in satisfaction of the Pivac Loan;
(h) adoption of the Performance Rights Plan;
(i) the grant of New Options to the Advisors;
(j) participation of Directors, Gabriel Chiappini, Holger Arians and Barnaby Egerton-Warburton, in the Public Offer, and
(k) change of auditor.

The Acquisition Resolutions are the resolutions related to the approval of items (a) to (i) above.

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

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

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

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

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

The Company will not apply to ASX for quotation of the Performance Shares.

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

6.8 Purpose of the Offers

The purpose and key objectives of the Public Offer and the Oversubscription Public Offer are to:
(a) (in relation to the Public Offer Only) meet the requirements of ASX to re-comply with ASX’s admission requirements under Chapters 1 and 2 of the Listing Rules;
(b) provide funding for the business development of Fastbrick Robotics Group, the enhancement and testing of Hadrian 105 Technology Demonstrator and the design and build of Hadrian 109 Commercial Prototype (Section 6.9);
(c) meet the expenses of the Offers; and
(d) provide working capital and administration expenditure.

The primary purpose for the Goldwing Offer and the Pivac Offer is to remove the need for an additional disclosure document upon the sale of the Shares issued under those Offers in the 12 months following their respective dates of issue, and the issue of Shares upon conversion of the Performance Shares and any subsequent on-sale of those Shares in the 12 months following the date of their issue.
6.9 Use of funds

The Company intends to apply the funds raised from the Public Offer and the Oversubscription Public Offer together with existing cash reserves over the 24 months following reinstatement to quotation of the Company’s Shares as follows:

<table>
<thead>
<tr>
<th>SOURCE OF FUNDS</th>
<th>MINIMUM RAISING ($5 MILLION)</th>
<th>MAXIMUM RAISING ($6 MILLION)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash on hand and cash equivalents of the Company and Fastbrick Robotics (as at 31 August 2015)</td>
<td>584,274</td>
<td>584,274</td>
</tr>
<tr>
<td>Funds raised under the Offers</td>
<td>5,000,000</td>
<td>6,000,000</td>
</tr>
<tr>
<td><strong>Total funds available</strong></td>
<td><strong>5,584,274</strong></td>
<td><strong>6,584,274</strong></td>
</tr>
</tbody>
</table>

**USE OF FUNDS**

| Business development, sales and marketing | 450,000 | 650,000 |
| Enhancement and Testing of Hadrian 105 Technology Demonstrator | 260,524 | 260,524 |
| Design and Build of Hadrian 109 Commercial Prototype | 2,648,411 | 2,648,411 |
| Corporate overheads | 600,500 | 600,500 |
| Working Capital | 1,178,546 | 1,917,546 |
| Costs of the Offers¹ | 446,293 | 507,293 |
| **Total funds applied** | **5,584,274** | **6,584,274** |

Notes: ¹ Refer to Section 14.12 for further details of the costs of the Offers.

The cash figure above assumes the Company’s existing cash at 31 August 2015 on exercise of the option to acquire Fastbrick Robotics.

In addition to above, the Company has not included any rebates for Research & Development expenditure which it is expected to receive for financial year 2016 expenditure, nor any allowance for Federal or State Government Commercial Grants.

The use of funds assumes a 20 month expenditure period commencing 1 September 2015 with the assumption that only one (1) Hadrian 109 is assembled for commercial use.

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

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

The use of further debt or equity funding will be considered by the Board where it is appropriate to expand sales and marketing efforts, accelerate a specific product development or capitalise on further opportunities.
6.10 Capital structure

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

<table>
<thead>
<tr>
<th>EQUITY COMPONENT</th>
<th>SHARES(^1)</th>
<th>OPTIONS(^2)</th>
<th>PERFORMANCE SHARES(^3)</th>
</tr>
</thead>
<tbody>
<tr>
<td>On issue as at date of Prospectus</td>
<td>210,424,971</td>
<td>5,000,000</td>
<td>-</td>
</tr>
<tr>
<td>Issued pursuant to the Public Offer</td>
<td>250,000,000</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Issued pursuant to the Oversubscription Public Offer</td>
<td>50,000,000</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Issued pursuant to the Goldwing Offer</td>
<td>150,000,000</td>
<td>-</td>
<td>499,999,998</td>
</tr>
<tr>
<td>Issued pursuant to the Pivac Offer in satisfaction of Pivac Loan</td>
<td>14,736,062</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Issued to Advisors(^4)</td>
<td>-</td>
<td>75,000,000</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total following completion of the Acquisition and Offers</strong></td>
<td><strong>675,161,033</strong></td>
<td><strong>80,000,000</strong></td>
<td><strong>499,999,998</strong></td>
</tr>
</tbody>
</table>

Notes:
1. Rights attaching to Shares are summarised in Section 14.1.
2. Further details in respect to the terms and conditions of the Options are outlined in the Options table below.
3. Comprising 166,666,666 Class A Performance Shares, 166,666,666 Class B Performance Shares and 166,666,666 Class C Performance Shares. Further details in respect to the Performance Shares to be granted are outlined in the Performance Shares table below.
4. New Options to be issued to the Advisors in connection with the Acquisition under the Option Agreement. Refer to Section 13.2 for further details. The terms and conditions of the New Options to be issued to the Advisors are outlined in Section 14.4.

Following completion of the Offers and the Acquisition the Company will have 80,000,000 Options on issue as outlined below.

<table>
<thead>
<tr>
<th>OPTIONS</th>
<th>EXERCISE PRICE</th>
<th>EXPIRY DATE</th>
<th>NUMBER</th>
</tr>
</thead>
<tbody>
<tr>
<td>On issue at the date of this Prospectus(^5)</td>
<td>$0.08</td>
<td>18 Sept 2018</td>
<td>5,000,000</td>
</tr>
<tr>
<td>Issued to Advisors(^2)</td>
<td>$0.02</td>
<td>4 years from issue</td>
<td>75,000,000</td>
</tr>
<tr>
<td><strong>Total Options following completion of the Offers</strong></td>
<td><strong>80,000,000</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Notes:
1. The terms and conditions of the Existing Unlisted Options are outlined in Section 14.3.
2. The terms and conditions of the New Options to be issued to the Advisors are outlined in Section 14.4.

The Company will grant 499,999,998 Performance Shares to Vendors as outlined below.

<table>
<thead>
<tr>
<th>PERFORMANCE SHARES</th>
<th>NUMBER</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Performance Shares(^1)</td>
<td>166,666,666</td>
</tr>
<tr>
<td>Class B Performance Shares(^1)</td>
<td>166,666,666</td>
</tr>
<tr>
<td>Class C Performance Shares(^1)</td>
<td>166,666,666</td>
</tr>
<tr>
<td><strong>Total Performance Shares</strong></td>
<td><strong>499,999,998</strong></td>
</tr>
</tbody>
</table>

Notes:
1. The terms and conditions of the Performance Shares are outlined in Section 14.2.

6.11 Underwritten

None of the Offers are underwritten.
6.12 Restricted securities

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

It is anticipated that:

- 138,671,073 Shares to be issued to the Vendors (or their nominees) under the Goldwing Offer and the Pivac Offer will be subject to ASX escrow for 24 months from the date of re-compliance with the Listing Rules;
- 26,064,989 Shares to be issued to Vendors (or their nominees) under the Goldwing Offer will be subject to ASX escrow for 12 months from the date of re-compliance with the Listing Rules;
- 413,116,701 Performance Shares (comprising 137,705,567 Class A Performance Shares, 137,705,567 Class B Performance Shares and 137,705,567 Class C Performance Shares) and the Shares issued upon conversion of those Performance Shares to be issued to Vendors (or their nominees) under the Goldwing Offer will be subject to ASX escrow for 24 months from the date of re-compliance with the Listing Rules;
- 86,883,297 Performance Shares (comprising 28,961,099 Class A Performance Shares, 28,961,099 Class B Performance Shares and 28,961,099 Class C Performance Shares) and the Shares issued upon conversion of those Performance Shares to be issued to Vendors (or their nominees) under the Goldwing Offer will be subject to ASX escrow for 12 months from the date of re-compliance with the Listing Rules; and
- 75,000,000 New Options to be issued to the Advisors (or their nominees) will be subject to ASX escrow for 24 months from the date of re-compliance with the Listing Rules.

None of the Shares issued under the Public Offer or the Oversubscription Public Offer are expected to be restricted securities.

The Vendors have acknowledged that some or all of the Consideration Securities may be escrowed in accordance with the requirements of ASX and will sign such form of escrow agreement as required by ASX.

The restricted securities listed above are subject to change depending on the escrow periods imposed by ASX in accordance with the Listing Rules. Prior to the Company’s Shares being reinstated to trading on ASX, the Company will enter into escrow agreements with the recipients of the restricted securities in accordance with Chapter 9 of the Listing Rules, and the Company will announce to ASX full details (quantity and duration) of the Securities required to be held in escrow.

6.13 Dividend policy

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

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

6.14 How to apply

(a) Public Offer

Applications for Shares under the Public Offer will only be accepted on the general application form accompanying this Prospectus (Public Offer Application Form). The Public Offer Application Form must be completed in accordance with the instructions set out on the back of the form.

The Public Offer Application Form must be accompanied by a personal cheque, payable in Australian dollars, or payment to the bank account advised by the Company, for an amount equal to the number of Shares for which the Applicant wishes to apply multiplied by the Application price of $0.02 per Share. Cheques must be made payable to ‘DMY Capital Limited – Share Offer Account’ and should be crossed ‘Not Negotiable’.

Applications for Shares must be for a minimum of 100,000 Shares ($2,000) and thereafter in multiples of 25,000 Shares ($500).

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

<table>
<thead>
<tr>
<th>DMY Capital Limited</th>
<th>Delivery Address</th>
<th>or</th>
<th>Postal Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>c/- Advanced Share Registry</td>
<td>110 Stirling Highway</td>
<td>PO Box 1156</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Nedlands, WA 6009</td>
<td>Nedlands, WA 6909</td>
<td></td>
</tr>
</tbody>
</table>

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

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

Applications for Shares under the Oversubscription Public Offer will only be accepted on the general application form accompanying this Prospectus (Oversubscription Public Offer Application Form). The Oversubscription Public Offer Application Form must be completed in accordance with the instructions set out on the back of the form.

The Oversubscription Public Offer Application Form must be accompanied by a personal cheque, payable in Australian dollars, or payment to the bank account advised by the Company, for an amount equal to the number of Shares for which the Applicant wishes to apply multiplied by the Application price of $0.02 per Share. Cheques must be made payable to “DMY Capital Limited – Share Offer Account” and should be crossed “Not Negotiable”.

Applications for Shares must be for a minimum of 100,000 Shares ($2,000) and thereafter in multiples of 25,000 Shares ($500).

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

DMY Capital Limited  
c/- Advanced Share Registry  
110 Stirling Highway  
Nedlands, WA 6009  
or  
PO Box 1156  
Nedlands, WA 6909

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

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

(c) Goldwing Offer

The Goldwing Offer is an offer to the Vendors or their nominees only.

Only the Vendors or their nominees may apply for Shares under the Goldwing Offer.

A personalised application form will be issued to each Vendor or their nominees together with a copy of this Prospectus (Goldwing Offer Application Form). The number of Shares to be offered to each Vendor will be outlined in the Goldwing Offer Application Form provided by the Company. The Company will only provide the Goldwing Offer Application Forms to the persons entitled to participate in the Goldwing Offer.

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

Company Secretary  
DMY Capital Limited  
50 Ord Street  
West Perth WA 6005

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

(d) Pivac Offer

The Pivac Offer is an offer to Mark Pivac (or his nominee) only.

Only Mark Pivac (or his nominee) may apply for Securities under the Pivac Offer.

A personalised application form will be issued to Mark Pivac (or his nominee) together with a copy of this Prospectus (Pivac Offer Application Form). The number of Securities to be offered to Mark Pivac (or his nominee) will be outlined in the Pivac Offer Application Form provided by the Company. The Company will only provide the Pivac Offer Application Form to Mark Pivac (or his nominee).

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

Company Secretary  
DMY Capital Limited  
50 Ord Street  
West Perth WA 6005

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

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

6.16 Allocation of Securities

The Directors will determine the recipients of the Shares under the Public Offer and the Oversubscription Public Offer in consultation with the Lead Manager. The Directors (in conjunction with the Lead Manager) reserve the right to reject any application or to issue a lesser number of Shares than that applied for. If the number of Shares allocated is less than that applied for, or no issue is made, the surplus Application Monies will be promptly refunded by cheque to the Applicant (without interest).

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

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

6.17 Applicants outside Australia

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

It is the responsibility of Applicants outside Australia to obtain all necessary approvals for the issue of the Securities pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

6.18 Lead Manager

The Company has engaged Cygnet Capital (AFSL: 241 095) to act as lead manager to the Public Offer and the Oversubscription Public Offer.

The Company will pay Cygnet Capital a fee of 6% of the total amount raised under the Public Offer and the Oversubscription Public Offer, this amount includes any fees paid to other brokers. Refer to Section 13.3 for a summary of the terms of the Lead Manager Agreement.

6.19 Commissions on application forms

The Company agrees to pay a capital raising fee of 5% to the Lead Manager (exclusive of goods and services tax), this amount includes any fees paid to licensed securities dealers or Australian Financial Services Licensee in respect of valid Applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian Financial Services Licensee. Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian Financial Services Licensee.

6.20 CHESS and Issuer Sponsorship

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

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

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

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

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

6.21 Risks

As with any investment in securities, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 12 of this Prospectus. An investment in the Securities on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, applicants should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.
6.22 Forecast financial information
Given the limited trading history of Fastbrick Robotics Group there are significant uncertainties associated with forecasting future revenues and expenses of the Company. In light of uncertainty as to timing of the commercialisation of the Company’s technology, the Company’s performance in any future period cannot be reliably estimated. On this basis and after considering ASIC Regulatory Guide 170, the Directors believe that reliable financial forecasts for the Company cannot be prepared and accordingly have not included financial forecasts in this Prospectus.

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

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

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

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

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

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

Questions relating to the Offers can be directed to the Company on +61 8 9226 5511.
7 Company and Fastbrick Robotics Group Overview

7.1 Company Overview and Current Assets

DMY Capital Limited ACN 090 000 276 (to be renamed Fastbrick Robotics Limited) is a public company that is listed on ASX (ASX code: DMY) with no interests in any assets other than cash and cash equivalents. The Company has been considering other potential new opportunities in various sectors.

7.2 Company Strategy

The Company is proposing to acquire 100% of the issued capital in Goldwing pursuant to the Option Agreement. Goldwing and its wholly owned subsidiary Hadrian (together, operating as Fastbrick Robotics) is developing automated bricklaying technology.

Following completion of the Offers and the Acquisition, and reinstatement to quotation of the Company’s Shares on ASX, the Company’s primary focus will be to develop the Fastbrick Robotics Group’s technology and its prototype automated bricklaying machines in line with its strategy as outlined further in Section 7.3(d).

7.3 Overview of Fastbrick Robotics Group

(a) Overview of Fastbrick Robotics

Fastbrick Robotics is an Australian building technology development company seeking to revolutionise the building and construction industry through automation of the bricklaying process from design to finished brickwork. Fastbrick Robotics is developing technology to build an automated robotic machine with the aim of it being capable of completing the brickwork of a Full Home Structure in approximately 3 days at potentially significantly lower cost and higher quality than traditional methods. Fastbrick Robotics has secured patents to protect its intellectual property rights in its technology in key markets (see Section 11).

Fastbrick Robotics development costs to date have been over $7 million on the design and ongoing development of its robotic building technology to automatically lay bricks over an entire residential building site, course by course.

Fastbrick Robotics has designed and built a prototype robotic machine which technology demonstrates the capability of end-to-end construction of a predetermined structure without manual intervention within a secure environment (the Hadrian 105 Technology Demonstrator). Fastbrick Robotics is currently in the process of enhancing the Hadrian 105 Technology Demonstrator capability to demonstrate the construction of a room including lintel placement, door and window openings to a height of 2 metres. It is anticipated that this will be achieved within 3 months of Completion.

The design of a more versatile commercial machine with improved mobility and functionality (the Hadrian 109 Commercial Prototype) is already underway. The design for the Hadrian 109 Commercial Prototype uses the technology, enhanced components and design of the Hadrian 105 Technology Demonstrator and will be more mobile, functional, user-friendly and robust than the Hadrian 105 Technology Demonstrator. The Hadrian 109 Commercial Prototype is proposed to be a commercial prototype with the aim of it being capable of building a Full Home Structure or other structure from slab to cap height. It is anticipated that the build of the Hadrian 109 Commercial Prototype will be completed within 18 months of Completion. Further testing and operation in a test-bed environment will then be undertaken. This will include the build of an initial Full Home Structure with the aim of demonstrating the viability of constructing residential and commercial structures through the use of the end-to-end robotic system (ie, handling, cutting, routing, delivering and laying of all of the bricks in a structure from the one position) from slab to cap height within 3 days. The Hadrian 109 Commercial Prototype will be truck mounted to allow normal road transport and mobility.

The funds raised from the Public Offer and the Oversubscription Public Offer will be used towards the improvement and enhancement of certain aspects of the Hadrian 105 Technology Demonstrator and building the Hadrian 109 Commercial Prototype, a machine which is designed to be capable of house scale bricklaying and commercial roll out.
(b) Automated Bricklaying Technology

Fastbrick Robotics is developing its technology to enable an automated bricklaying robot to build a Full Home Structure from slab to cap height with minimal human intervention. The process to be used by the technology is summarised below. The Hadrian 109 Commercial Prototype will use a 3D Computer-Aided-Design (CAD) laying program of a house or structure, as designed by a builder or architect, to determine the layout for the build. Through the use of proprietary software, the machine will calculate the location of every brick in the structure and create a program that will be used to cut and lay the bricks in sequence from a single fixed location.

Once a concrete slab has been laid by a third party, the machine will be moved to site. The machine’s laser tracker equipment will be used to survey the completed foundations. Brick packs will then be loaded onto the machine and the machine will commence laying bricks, course by course, using a 28 metre articulated telescopic boom. Accuracy will be maintained by a laser tracking and measuring system which ensures bricks are accurately laid, notwithstanding any dynamic interference such as from wind or the swaying movement of the boom.

During the bricklaying process, the bricks will be robotically de-hacked, measured, scanned for quality, cut to length and routed for electrical and other services by the machine. The machine is being designed to use either mortar or adhesive which is delivered under pressure to the robotic laying head and applied to the brick which is then laid in the correct sequence as per the CAD program. The enhancements to be undertaken on the Hadrian 105 Technology Demonstrator include the installation of the adhesive application system.

The technology being developed will provide a fully automated end-to-end bricklaying solution. The Hadrian 109 Commercial Prototype is being designed to be automated from the loading of the bricks onto the machine, through to the handling and delivery of bricks to the robotic laying head via a 28 metre telescopic boom delivery system and to the laying of bricks in a predetermined pattern without manual intervention using the process described above.

The Hadrian 109 Commercial Prototype is being designed to be capable of laying bricks at a rate of up to 1,000 standard brick equivalents (SBE) per hour. This involves handling approximately 200 large precision bricks per hour to demonstrate the ability to lay large precision blocks up to 500mm in length, 250mm wide and 250mm high utilizing modern construction adhesive.

Fastbrick Robotics intends to maintain a significant ongoing research and development (R&D) program to continue to develop the technology and its potential commercial applications. Whilst the core technology has been developed using a combination of proprietary software and off-the-shelf components, significant incremental improvements are possible in the areas of design, functionality and an operator friendly user interface. Ongoing R&D will aim to reduce cost, improve quality and efficiency, reduce time to market, expand the technology and provide additional key points of differentiation.

Fastbrick Robotics aim to deliver a number of key outcomes with the Hadrian 109 Commercial Prototype including:

- ability to work reliably for the duration of each structure planned for completion;
- use of a universal brick size capability so as to address different products available in different jurisdictions around the world;
- reduction in bricklaying time from weeks down to days providing time and cost savings to builders and their customers;
- improvement in worksite OH&S due to the site being “clean” of drums, planks, scaffold, no manual mortar mixing, shoveling, brick handling or need for wheelbarrows. No manual cutting, grinding or chipping of bricks will be required as this will be undertaken by the machine;
- allowance for more efficient building methods to be utilised due to overall improvement of end accuracy, reducing overall construction time;
- addressing current and projected shortfall in skilled bricklayers ensuring bricks can remain a primary construction product into the future.

(c) Fastbrick Robotics Group Structure

Goldwing owns all intellectual property associated with Fastbrick Robotics (see Section 11). Hadrian is a wholly owned subsidiary of Goldwing and was incorporated as the operating entity to develop the automated machine using Goldwing’s intellectual property. Hadrian has undertaken the design and manufacture of the Hadrian 105 Technology Demonstrator using Goldwing’s intellectual property under an IP Licence Agreement (see Section 13.4(b)).

(d) Fastbrick Robotics Business Model and Strategy

Fastbrick Robotics is currently in the development phase. Following Completion, the Company will focus on the further testing of its Hadrian 105 Technology Demonstrator and developing and building the Hadrian 109 Commercial Prototype. Upon completion of the Hadrian 109 Commercial Prototype build, the Company intends to showcase its end-to-end functionality through the build of Full Home Structure demonstrations. The Company intends to undertake its initial home builds in Western Australia.

As Fastbrick Robotics is currently in the development phase, no decision has been made regarding the method of commercialising its robotic bricklaying system should development be successful. The business model eventually adopted by the Company following successful development of its robotic brick laying system may vary depending upon geographic market and market demand. The business model may include one or more of the models described in more detail below. The Company has engaged consultants to assist over the next 6 months in finalising the optimum go-to-market strategy and initial target markets.

In the initial stages, following completion of the Hadrian 109 Commercial Prototype, Fastbrick Robotics expects to begin a first stage pilot programme which will involve it operating and managing the Hadrian 109 Commercial Prototype as a service provider undertaking commercial work for the purpose of demonstrating the machine’s capabilities and to establish its viability and profitability. This will also allow Fastbrick Robotics to gauge interest in sale orders for machines and/or intellectual property licences, in order to determine the best commercialisation strategy.
The potential commercialisation strategies being considered include:

- **Owner/operator model**, whereby Fastbrick Robotics owns and operates all machines. This may be used in conjunction with a license / distribution model where Fastbrick Robotics operates the machines locally and/or throughout Australia and then licenses the technology to distributors in other parts of the world. The owner/operator model may be used initially as a testbed environment for initial commercialisation and ongoing development of the Fastbrick Robotics technology and the machines, and may potentially be done in alliance with a strategic partner. The owner/operator model may also be used locally to prove commercial viability of the owner/operator profit model, to potentially enable the sale of intellectual property rights to a large machine manufacturer.

- **Licensing model** whereby Fastbrick Robotics sells licenses to third parties globally to own and operate and/or on sell machines. This may involve either exclusive licenses for particular jurisdictions or non-exclusive licenses to own and operate a certain number of machines as a franchise model.

- **Fastbrick Robotics selling the manufacturing and distribution rights to one or more large machine manufacturers for overseas demand while potentially maintaining the Australian machine manufacturing and distribution rights**.

- **Fastbrick Robotics maintaining a “per brick” royalty on every machine operating worldwide as part of licensing and/or sale structure**.

- **Fastbrick Robotics contracting the manufacture of all machine components to third party manufacturers and assembling machines at an owned factory, potentially in Australia, ready for global distribution**.

Fastbrick Robotics is a development company with no history of revenue generation. Fastbrick Robotics will over the next 18 months focus on the enhancement and testing of the Hadrian 105 Technology Demonstrator, and then the development of the Hadrian 109 Commercial Prototype, with a view to creating a product suitable for commercialisation. There can be no guarantee that Fastbrick Robotics will be able to successfully develop a robotic brick laying system which is suitable for commercial application. Further, if Fastbrick Robotics is able to successfully develop a robotic brick laying system which is suitable for commercial application, there is no guarantee it will be able to successfully commercialise the same. Accordingly, an investment in the Company should be considered speculative and high risk.

### 7.4 Overview of Fastbrick Robotics’ Intellectual Property

Fastbrick Robotics is the owner of the following registered patents.

<table>
<thead>
<tr>
<th>COUNTRY</th>
<th>PATENT NO.</th>
<th>MAXIMUM TERM</th>
<th>NEXT RENEWAL DUE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Australia</td>
<td>2007203730</td>
<td>2 January 2027</td>
<td>2 January 2016</td>
</tr>
<tr>
<td>Austria</td>
<td>677 771</td>
<td>2 January 2027</td>
<td>31 January 2016</td>
</tr>
<tr>
<td>Canada</td>
<td>2 633 733</td>
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<tr>
<td>China</td>
<td>101 360 873</td>
<td>2 January 2027</td>
<td>2 January 2016</td>
</tr>
<tr>
<td>France</td>
<td>EP 1 977 058</td>
<td>2 January 2027</td>
<td>31 January 2016</td>
</tr>
<tr>
<td>Germany</td>
<td>60 2007 037 631.9</td>
<td>2 January 2027</td>
<td>31 January 2016</td>
</tr>
<tr>
<td>Ireland</td>
<td>EP 1 977 058</td>
<td>2 January 2027</td>
<td>31 January 2016</td>
</tr>
<tr>
<td>Luxembourg</td>
<td>EP 1 977 058</td>
<td>2 January 2027</td>
<td>31 January 2016</td>
</tr>
<tr>
<td>Switzerland &amp; Liechtenstein</td>
<td>EP 1 977 058</td>
<td>2 January 2027</td>
<td>31 January 2016</td>
</tr>
<tr>
<td>United Kingdom</td>
<td>EP 1 977 058</td>
<td>2 January 2027</td>
<td>31 January 2016</td>
</tr>
<tr>
<td>United States</td>
<td>8 166 727</td>
<td>15 April 2029</td>
<td>1 November 2015</td>
</tr>
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</table>

All of the patents claim the benefit of an earliest priority date from Australian provisional patent application 200507347 filed on December 30, 2005. The patents are derived as national phase entries from international patent application PCT/AU2007/000001 filed on 2 January 2007. The patents in the European countries are validations/registrations of European patent EP 1 977 058, which was a regional phase entry from international patent application PCT/AU2007/000001.

The patents have undergone examination by the Patent Offices relevant to the jurisdictions, and are granted in each jurisdiction noted in the table above. The patents will remain in force subject to payment of renewals as they fall due, and subject to no other adverse action.

In summary, the patents are directed toward an automated brick laying system comprising a robot having a base with an arm and a brick laying and adhesive applying head at the end of the arm. A measurement system located separately from the base measures the position of a target at the end of the arm. The bricklaying machine has a controller to move the arm to provide coarse positioning of the head, and fine positioning of manipulators on the head. The coarse positioning is performed with slow dynamic response and the fine positioning is performed with fast dynamic response in order to compensate for deflection due to structural dynamic effects and wind incident on the arm.
Fastbrick Robotics’ trade mark portfolio consists of three pending Australian trade mark applications related to the words “Fastbrick” and the Fastbrick Robotics logo. These trade mark applications consist of:

<table>
<thead>
<tr>
<th>OFFICIAL NUMBER</th>
<th>COUNTRY</th>
<th>CLASSES</th>
<th>STATUS</th>
</tr>
</thead>
<tbody>
<tr>
<td>1702057</td>
<td>Australia</td>
<td>6, 7, 17, 19, 37, 42</td>
<td>Application filed – waiting for examination report</td>
</tr>
<tr>
<td>1723104</td>
<td>Australia</td>
<td>7, 37, 42</td>
<td>Application filed – waiting for examination report</td>
</tr>
</tbody>
</table>

Information on the patents and trade marks and the intellectual property protected by them is set out in the Patent Report in Section 11 of this Prospectus.

The Company notes that the Patent Report is an independent report that has been prepared by GHF IP Pty Ltd (trading as, Golja Haines & Friend).

When considering the Patent Report investors should note the following:

- Prior to the date of this Prospectus, Golja Haines & Friend (and the former partnership trading as Golja Haines & Friend) have acted for Goldwing from 2008 in connection with their patent and trade mark matters. These services were charged to Goldwing on Golja Haines & Friend’s standard terms and conditions of engagement, being by Golja Haines & Friend charging hourly rates for time spent on the matter. Goldwing has paid Golja Haines & Friend $261,931.19 for these professional services (including disbursements which include official fees paid on behalf of Goldwing, as well as professional fees and disbursements charged by overseas associates of Golja Haines & Friend in the case of overseas patent applications).

- Goldwing Haines & Friend will be paid a fee by the Company for the preparation of the Patent Report, and payment is not contingent on the outcome of the Offers or the Acquisition.

- The Patent Report was prepared by Stephen Friend, who is a director of GHF IP Pty Ltd, and is a patent attorney registered in Australia and New Zealand, and a trade marks attorney registered in Australia.

- Neither Golja Haines & Friend, nor any of its directors or employees, have any entitlement to any shares in the Company, Goldwing, Hadrian or any other company involved through any shareholding in these companies, or any interest in the promotion of the Company, Goldwing or Hadrian, and no financial interest in the outcome of the Offers or the Acquisition.

### 7.5 Industry overview

The Fastbrick Robotics technology will initially target the rendered brick/block housing construction market segment, although other viable market segments may also be targeted and the technology adapted accordingly.

In Australia, there were approximately 180,000 new home starts in 2014, with the large majority built out of brick products, either double brick construction, brick veneer, rendered clay brick, or cement block and render.

Fastbrick Robotics sees potential markets for its technology in every state of Australia although Western Australia is viewed as a very strong brick home building market place. In financial year 2013, there were approximately 18,000 new home starts in Western Australia. Of this market, the potential addressable market for Fastbrick Robotics is estimated to be at least 85% utilising both clay face brick product and clay brick/rendered finish for the outer walls (based on the national average).

In financial year 2015, the Australian bricklaying industry generated revenues of $3.2b from 1.48b bricks. Of this market, the potential addressable market for Fastbrick Robotics is estimated to be up to 72%.

Brick manufacturers around the world are continuing to develop new and improved brick products to ensure brick remains a primary construction product into the future. It is expected that modern manufacturing methods, improved product design and improved thermal and acoustic properties will see brick products used in home and commercial construction for the foreseeable future.

Fastbrick Robotics sees potential markets for its technology in many countries around the world and Fastbrick Robotics is developing its technology to ensure that methods and products used in other countries will align with the capabilities of its machines. Whilst the largest markets appear to be China, US, India, Brazil, Japan and Mexico, the Company believes the most attractive international market is the UK. Total revenues from the UK bricklaying industry were estimated to be $7.2b in FY15 from 1.81b bricks. Of this market, the potential addressable market for Fastbrick Robotics is estimated to be up to 75%.

### 7.6 Financial information

Information relating to the financial information of the Company and Fastbrick Robotics Group is set out in Section 9 of this Prospectus and in the Investigating Accountant’s Report in Section 10 of this Prospectus.
8

Directors, key management and corporate governance

8.1 Director profiles

Following Completion, it is intended that the Board of the Company will be comprised of Gabriel Chiappini, Michael Pivac, Mark Pivac and Shannon Robinson. Existing Directors Holger Arians and Barnaby Egerton-Warburton intend to resign as Directors with effect from Completion.

The Board will seek to identify new candidates with the necessary skills and experience to complement the Board with an intention to invite an experienced Chairperson.

Brief profiles of the Directors of the Company following Completion are set out below.

**Michael Pivac**
Executive Director and Chief Executive Officer

Michael Pivac is the Business Development Director and Chief Executive Officer of Fastbrick. He is integral to the formulation and development of the Fastbrick Robotics business model, and forging partner relationships with investors, product suppliers and customers. He is a former Airborne Electronic Systems specialist with extensive experience in Business Operations Management.

**Mark Pivac**
Executive Director and Chief Technical Officer

Mark Pivac is the primary inventor of Fastbrick’s automated bricklaying technology. He is an aeronautical and mechanical engineer with over 25 years’ experience working on the development of high technology equipment ranging from lightweight aircraft to heavy off road equipment. Mr Pivac has 20 years’ experience of pro/engineer 3D CAD software. He also has high level mathematical experience including matrix mathematics, robot transformations and vector mathematics for machine motion. In addition, he has extensive design, commissioning and fault finding experience on servo controlled motion systems achieving very high dynamic performance.

**Gabriel Chiappini**
Non-Executive Director

Gabriel Chiappini is a Chartered Accountant with over 20 years’ experience as a finance professional and member of Australian Institute of Company Directors. For the past 10 years Mr Chiappini has been managing a private consulting firm (Laurus Corporate Services) offering Non-Executive Director and Company Secretarial services to a variety of ASX listed companies. Mr Chiappini has extensive experience providing advice and services on equity raisings and divestment and acquisition strategies. Mr Chiappini is an experienced company director and is currently also a non-executive director of ASX-listed Black Rock Mining Limited and Sunbird Energy Limited.

**Shannon Robinson**
Non-Executive Director

Ms Robinson is a former corporate lawyer and corporate advisor with over 10 years’ international experience in providing general corporate, capital raising, transaction and strategic advice to numerous ASX listed and unlisted companies. Ms Robinson has been a director of several ASX and AIM listed resource companies and is currently a non-executive director of Spookfish Limited.

Refer to the Executive Services Agreement – Chief Executive Officer in Section 8.5(a) for a summary of the material terms of Mr Michael Pivac’s engagement and Executive Services Agreement – Chief Technical Officer in Section 8.5(b) for a summary of the material terms of Mr Mark Pivac’s engagement.

Brief profiles of the Existing Directors who are proposed to resign with effect from Completion are set out below.

**Holger Arians**
Non-executive Director (Proposed to resign)

Holger is CEO of digital investment firm Dominet Digital Corporation where he manages a portfolio of early stage technology companies. Prior to joining Dominet, Holger worked in corporate development in the German technology and military industry. Holger holds an Executive MBA from ESSEC Business School in France and Mannheim Business School in Germany and is an alumni of Harvard Business School.

**Barnaby Egerton-Warburton**
Non-executive Director (Proposed to resign)

Mr Egerton-Warburton has over 20 years of trading, investment banking, international investment and market experience with positions at JP Morgan, BNP Equities and Prudential Securities.
8.2 Directors’ interests

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

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

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

8.3 Directors’ Securities Interests

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

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

<table>
<thead>
<tr>
<th>DIRECTOR</th>
<th>SHARES</th>
<th>EXISTING UNLISTED OPTIONS</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Number</td>
<td>%</td>
</tr>
<tr>
<td>Gabriel Chiappini</td>
<td>443,885</td>
<td>0.21%</td>
</tr>
<tr>
<td>Holger Arians</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Barnaby Egerton-Warburton</td>
<td>181,000</td>
<td>0.09%</td>
</tr>
<tr>
<td>Michael Pivac</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Mark Pivac</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Shannon Robinson</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

Notes 1 Options each exercisable at $0.08 on or before 18 September 2018. Further terms and conditions of the Existing Unlisted Options are outlined in Section 14.3.

Existing Directors, Gabriel Chiappini, Holger Arians and Barnaby Egerton-Warburton, have advised that they intend to subscribe for up to 2,150,000 Shares, 900,000 Shares and 3,400,000 Shares, respectively, under the Public Offer. The Proposed Directors have advised that they do not intend to subscribe for any Shares under the Public Offer.

The anticipated interests of the Directors in the securities of the Company based on the maximum subscription, following completion of the Acquisition and the Offers (assuming the subscription for Shares under the Public Offer by Gabriel Chiappini, Holger Arians and Barnaby Egerton-Warburton as noted above), are as follows:

<table>
<thead>
<tr>
<th>DIRECTOR</th>
<th>SHARES</th>
<th>EXISTING UNLISTED OPTIONS</th>
<th>PERFORMANCE SHARES</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Number</td>
<td>%</td>
<td></td>
</tr>
<tr>
<td>Gabriel Chiappini</td>
<td>2,593,885</td>
<td>0.38%</td>
<td>-</td>
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<tr>
<td>Holger Arians</td>
<td>900,000</td>
<td>0.13%</td>
<td>-</td>
</tr>
<tr>
<td>Barnaby Egerton-Warburton</td>
<td>3,581,000</td>
<td>0.53%</td>
<td>-</td>
</tr>
<tr>
<td>Michael Pivac</td>
<td>22,805,165</td>
<td>3.38%</td>
<td>76,017,216</td>
</tr>
<tr>
<td>Mark Pivac</td>
<td>97,934,474</td>
<td>14.51%</td>
<td>277,328,037</td>
</tr>
<tr>
<td>Shannon Robinson</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

Notes 2 Options each exercisable at $0.08 on or before 18 September 2018. Further terms and conditions of the Existing Unlisted Options are outlined in Section 14.3.

3 Refer to Section 14.2 for the terms and conditions of the Performance Shares.

8.4 Remuneration of Directors

The Constitution provides that the remuneration of non-executive Directors will not be more than the aggregate fixed sum determined by a general meeting of Shareholders, which is proposed to be increased to $300,000 per annum. The annual remuneration payable to each of the Existing Directors is as follows (inclusive of statutory superannuation contributions):

<table>
<thead>
<tr>
<th>DIRECTOR</th>
<th>ANNUAL REMUNERATION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gabriel Chiappini</td>
<td>$18,000</td>
</tr>
<tr>
<td>Holger Arians</td>
<td>$18,000</td>
</tr>
<tr>
<td>Barnaby Egerton-Warburton</td>
<td>$18,000</td>
</tr>
</tbody>
</table>
As the company does not have any full time employees or executive directors, each non-executive director has assisted with the
due diligence and execution of the Acquisition. For the additional services provided by each non-executive director, a one-off fee
of $18,000 each has been agreed to be paid for the services provided outside of their normal non-executive director services.
This arrangement will come to an end upon the Company’s Shares being reinstated to quotation on ASX.

Following completion of the Acquisition and the Offers it is proposed that the Directors’ fees will be $48,000 per annum for the
non-executive Chairman and $36,000 per annum for non-executive Directors (exclusive of statutory superannuation contributions).

The remuneration of executive Directors and key management personnel will be determined by the Board. A summary of the material
terms of employment of Mr Michael Pivac, the Chief Executive Officer and Mr Mark Pivac, the Chief Technical Officer, are outlined in
Sections 8.5(a) and 8.5(b).

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

<table>
<thead>
<tr>
<th>DIRECTOR</th>
<th>ANNUAL REMUNERATION</th>
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</thead>
<tbody>
<tr>
<td>Michael Pivac</td>
<td>$200,000¹</td>
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<tr>
<td>Mark Pivac</td>
<td>$300,000¹</td>
</tr>
<tr>
<td>Gabriel Chiappini</td>
<td>$36,000²</td>
</tr>
<tr>
<td>Shannon Robinson</td>
<td>$48,000</td>
</tr>
</tbody>
</table>

Notes
1 Refer to Section 8.5(a) and 8.5(b) for details of Michael Pivac and Mark Pivac’s Executive Services Agreements
2 In addition it is proposed that Laurus Corporate Services Pty Ltd, an entity related to Mr Chiappini, will provide company secretarial, financial and administrative services to the Company at an estimated cost of $120,000 per annum.

8.5 Agreements with Directors or Related Parties

(a) Executive Service Agreement – Chief Executive Officer

The Company and Mr Michael Pivac have entered into an executive services agreement for Mr Michael Pivac’s role as Chief
Executive Officer of the Company, effective from Completion.

Refer to Section 8.1 for a brief profile of Mr Michael Pivac.

The principal terms of the executive services agreement with Mr Michael Pivac for the position of Chief Executive Officer are as follows:

i) A minimum term of two years.

ii) The agreement may be terminated:

a) by either party without cause with six months’ notice, or in the case of the Company, immediately with payment in lieu
   of notice;

b) by the Company on one months’ notice, if Mr Michael Pivac is unable to perform his duties due to illness, accident or
   incapacitation, for three consecutive months or a period aggregating more than three months in any 12 month period, or

c) promptly following material breach or in the case of misconduct.

iii) A director’s fee and base salary of $200,000 p.a. (inclusive of statutory superannuation).

iv) Mr Michael Pivac will be entitled to participate in incentive plans at the Board’s discretion, which may include the Fastbrick
    Robotics Performance Rights Plan. No determination has been made at this stage.

v) Other industry standard provisions for a senior executive of a public listed company.

(b) Executive Service Agreement – Chief Technical Officer

The Company and Mr Mark Pivac have entered into an executive services agreement for Mr Mark Pivac’s role as Chief Technical
Officer of the Company, effective from Completion.

Refer to Section 8.1 for a brief profile of Mr Mark Pivac.

The principal terms of the executive services agreement with Mr Mark Pivac for the position of Chief Technical Officer are as follows:

i) A minimum term of two years.

ii) The agreement may be terminated:

a) by either party without cause with six months’ notice, or in the case of the Company, immediately with payment in lieu
   of notice;

b) by the Company on one months’ notice, if Mr Mark Pivac is unable to perform his duties due to illness, accident or
   incapacitation, for three consecutive months or a period aggregating more than three months in any 12 month period, or

   c) promptly following material breach or in the case of misconduct.

iii) A director’s fee and base salary of $300,000 p.a. (inclusive of statutory superannuation).

iv) Mr Mark Pivac will be entitled to participate in incentive plans at the Board’s discretion, which may include the Fastbrick
    Robotics Performance Rights Plan. No determination has been made at this stage.

v) Other industry standard provisions for a senior executive of a public listed company.
Directors, key management and corporate governance

8.6 Corporate governance

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

Role of the Board

The Board is ultimately responsible for all matters relating to the running of the company. The Board’s role is to govern the company rather than to manage it. In governing the company, the Directors must act in the best interests of the company as a whole. It is the role of senior management to manage the company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.
Responsibilities of the Board

The Board has the final responsibility for the successful operations of the Company. In general, it is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Company. In carrying out its governance role, the main task of the Board is to drive the performance of the Company. The Board must also ensure that the Company complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body.

Without intending to limit this general role of the Board, the principal functions and responsibilities of the Board include the following:

To provide leadership to the company by:

- guiding the development of an appropriate culture and values for the Company through the establishment and review of rules and procedures to enforce ethical behaviour and provide guidance on appropriate work methods.
- always acting in a manner consistent with the company's culture and rules and procedures

Oversee the development and implementation of an appropriate strategy by:

- working with the senior management team to ensure that an appropriate strategic direction and array of goals are in place
- regularly reviewing and amending or updating the Company's strategic direction and goals
- ensuring that an appropriate set of internal controls are implemented and reviewed regularly
- overseeing planning activities including the development and approval of strategic plans and operating budgets
- reviewing the progress and performance of the Company in meeting these plans and corporate objectives, including the outcome of such reviews on at least an annual basis.

Ensuring corporate accountability to the shareholders primarily through adopting an effective shareholder communications strategy, encouraging effective participation at general meetings and, through the Chairman, being the key interface between the Company and its shareholders.

Overseeing the control and accountability systems that ensure the company is progressing towards the goals set by the Board and in line with the Company's purpose, the agreed corporate strategy, legislative requirements and community expectations.

Ensuring robust and effective risk management, compliance and control systems (including legal compliance) are in place and operating effectively.

Ensuring appropriate human resource systems (including OH & S systems) are in place to ensure the well-being and effective contribution of all employees.

Delegating appropriate powers to the Executive Director to ensure the effective day-to-day management of the business and monitoring the exercise of these powers. Please note the Company has not had any Executive Directors for its previous 3 financial years.

Specific matters reserved for the Board

- Acquiring or selling shares of the Company
- Acquiring, selling or otherwise disposing of property
- Founding, acquiring or selling subsidiaries of or any company within the Company, participating in other companies or dissolving or selling the company’s participation in other companies
- Acquiring or selling patent rights, rights in registered trade marks, licences or other intellectual property rights of the company
- Founding, dissolving or relocating branch offices or other offices, plants and facilities
- Starting new business activities, terminating existing business activities or initiating major changes to the field of the company’s business activities
- Approving and/or altering the annual business plan (including financial planning) for the Company or any part of the company
- Taking or granting of loans including, without limitation, issuing of promissory notes or loans
- Granting securities of any type
- Granting loans to company officers or employees and taking guarantees from the company’s officers and employees
- Determining the balance sheet strategy for the company or any part of the company
- Entering into agreements for recurring, voluntary, or additional social benefits, superannuation agreements or agreements for general wage and salary increases
- Determining the total amount of bonuses and gratuities for Company officers and employees
- Appointing and, where appropriate, removal of the Executive Director
- Ratifying the appointment and, where appropriate, the removal of the Group General Manager, Chief Financial Officer and Company Secretary
- Determining the appointment, termination, prolongation or employment or amendment to conditions of employment of members of the Board of Directors
- Granting or revoking a power of attorney or limited authority to sign and/or act on behalf of the Company
The composition of the Board is reviewed and considered at least annually at a meeting of all Directors. Shareholder approval is required on the composition of the Board. Directors are elected by shareholders and remain accountable to them. The Board will meet formally on a regular basis.

The Board presently comprises three non-executive Directors.

The Company policy regarding the terms and conditions for remuneration relating to the appointment and retirement of Board members are approved at a meeting of all Directors following professional advice. The Directors of the Company, meeting as a Board, determine the fees of Directors within the aggregate limit established by shareholders in general meeting.

The remuneration and terms and conditions of executive officers are reviewed and approved by the Directors after seeking professional advice.

The non-executive members have the right to seek independent professional advice in the furtherance of his duties as a Director at the Company’s expense. The Chairman’s approval of such expenditure is required.

Where any Director has an interest of any kind in relation to any matter dealt with at a Board or committee meeting that Director abstains from participation in the decision process.

Directors and officers must inform the Chairman, in advance, of any proposed dealing in DMY Capital Limited securities, refrain from buying or selling in the period of five days before, the day of, and the day after announcements and observe all legal requirements relating to dealing in securities. Directors and officers are prohibited from acting on material information until it has been released to the market and adequate time has been given for this to be reflected in the security’s prices.

Communications to Shareholders

The Board of Directors aims to ensure that the shareholders, on behalf of whom they act, are informed of all information necessary to assess the performance of the Directors. Information is communicated to shareholders through:

- The annual report which is distributed to all shareholders;
- The annual general meeting and other meetings so called to obtain approval for Board action as appropriate;
- The appointment of a staff member for shareholder liaison to respond to telephone and written shareholder inquiries; and
- The Company’s interactive website at www.dmycapital.com.au provides shareholders with information on the company, its services and products.

Evaluation of the performance of senior executives, the Board, its committees and individual Directors

The Chairman reviews the performance of the senior executives by way of formal and informal discussions as appropriate throughout the year. The performance of the senior executives were reviewed during the financial year in accordance with this process.

A review of the performance of the Board and its Committees during the financial year is conducted by the Chairman through formal and informal discussions. Significant issues that are identified or changes recommended are actioned by the Board.

Given the current size of the Board and no operating activities, there are no formal performance reviews of individual Directors (and there are no senior executives.)

Keeping the market informed

The Company has documented policies for communications and continuous disclosure procedures and practices. The management group is required to bring any matters which may be of a price sensitive nature to the Board’s attention. The Board also specifically addresses the issue of process sensitive information at each of its Board meetings.

The Company Secretary is responsible for the communication of administrative matters to the ASX. Significant announcements are posted on the Company’s website as soon as possible after receiving ASX clearance of the release. The Company Secretary is directly accountable to the chair with proper functioning of the board.

Audit Committee

At the date of this prospectus the Company had an audit committee consisting of the following Directors:

- Barnaby Egerton-Warburton (Audit Committee Chairman)
- Gabriel Chiappini

The Audit Committee does not have a formal charter but its objectives to assist the Board in fulfilling its statutory responsibilities in relation to financial reporting, risk management and internal control include:

- assessing the risk and control environment – review accounting policies, internal controls, practices and disclosures to assist the board in making informed decisions
- overseeing the financial reporting to ensure it is appropriate and of a high quality prior to recommending adoption of the financial statements by the board for release to the ASX and shareholders
- evaluating the audit process, particularly the scope, effectiveness and outcome

Committee members are financially literate, that is, have the ability to read and understand financial reports including the statements of financial performance, financial position and cash flow. The Committee Chairman has accounting and financial experience, is knowledgeable about financial and auditing processes and is responsible for the planning and conduct of meetings and overseeing the reporting to the Board.
The audit committee meets at least each half year to coincide with the production of published financial statements and the assessment of external audit reports. The external auditor, and chief financial officer/ company secretary are invited to audit committee meetings. The committee members consult directly with the external auditor as required. This consultation may be independent of management in order to provide an opportunity for the auditor to discuss any contentious issue or raise concerns. The external auditor is also invited to the Annual General Meeting.

The Chief Financial Officer and Chief Executive Officer (or equivalent) provide a written statement at half yearly intervals that, to the best of their knowledge the financial reports present a true and fair view of the company’s financial condition and operational results and are in accordance with relevant accounting standards.

Risk Management

The Board as a whole considers the major risks affecting the business. DMY has developed a risk management system to evaluate and control risks effectively to ensure opportunities are not lost, competitive advantage is enhanced, and management time is not spent reacting to issues or events. It is not intended to eliminate risk.

This risk management system encompasses all financial operational and compliance controls and risk management and is subject to regular review.

Financial controls and procedures are clearly defined with the operating and capital budgets used as key controls for business operations. Management regularly report monthly actual results against budgets approved by the board.

The Company does not have internal audit function and due to its size and lack of complexity relies on financial controls to mitigate risk.

ASX Corporate Governance Council Guidelines

This Corporate Governance Statement of DMY Capital Limited (the ‘company’) has been prepared in accordance with the 3rd Edition of the Australian Securities Exchange’s (‘ASX’) Corporate Governance Principles and Recommendations of the ASX Corporate Governance Council (‘ASX Principles and Recommendations’) and is included in the company’s Annual Report pursuant to ASX Listing Rule 4.10.3. The Corporate Governance Report is available at www.DMYCapital.com.au/corporate-info. The ASX Principles and Recommendations and the company’s response as to how and whether it follows those recommendations are set out below.

The Board has not adopted the following ASX recommendations:

Recommendation 1.5: Diversity Policy

Due to the size of the company and lack of operating business the company has not implemented a diversity policy. With the expected change in direction with Fastbrick Robotics the company will seek to implement a diversity policy.

Recommendation 2.1: The Board should establish a nomination committee

The Board considers that the selection and appointment of Directors is such an important task that it should be the responsibility of the entire Board to consider the nominations process. As the Board consists of only three Directors this is considered best practice at this stage in the Company’s development.

Recommendation 3.1: Establish a Code of Conduct to guide the Directors, the Executive Directors, the Chief Financial Officer and any other key executives as to the practices necessary to maintain confidence in the Company’s integrity and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

Due to the size of the Company and the resources available to it, the Board does not consider that a formal code of conduct for Directors, the Executive Directors, Chief Executive Officer, Chief Financial Officer and other key executives is appropriate. Rather it is agreed that all officers of the Company will act ethically and in the best interests of the Company. As noted previously the company has not employed any Executive Directors or Chief Executive Officers for the last 2 financial years.

Recommendation 4.1: Structure of the Audit Committee has at least three members and only non-executive Directors, a majority of independent Directors, an independent Chairman, who is not Chairman of the Board and at least three members.

The Audit Committee is comprised of the Chairman and one Non-Executive Director, both of whom have considerable commercial qualifications and experience to fulfill the role. The remaining Non-Executive Director, whose qualifications and expertise is in non-financial fields, is not a member of the Audit Committee. The Chairman of the Audit Committee is the Non-Executive Director.

Recommendation 8.1: The Board should establish a remuneration committee

The Board considers that due to its small size and no senior executives, all members should be involved in determining remuneration levels, it has not established a separate remuneration committee; rather time is set aside at board meetings to address the matters usually considered by a remuneration committee.
9 financial information

9.1 Basis of Preparation

This section contains Historical Financial Information and Pro Forma Financial Information (collectively the ‘Financial Information’) for the Company as at 30 June 2013, 30 June 2014 and 30 June 2015.

The Financial Information has been prepared in accordance with the recognition and measurement requirements of Australian Accounting Standards and Interpretations and the accounting policies adopted by the Company as detailed in Section 9.5.

The Pro Forma Financial Information has been derived from the Historical Financial Information and assumes the pro forma adjustments as set out in Sections 9.6 and 9.7. (‘Pro Forma Adjustments’) including the acquisition of Fastbrick Robotics as if those adjustments had occurred as at 30 June 2015.

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

The Financial Information comprises:

- The audited statements of financial performance of the Company and Fastbrick Robotics Group for the three years’ ended 30 June 2013, 30 June 2014 and 30 June 2015 (Historical Financial Information); and
- The audited statements of financial position of the Company and Fastbrick Robotics Group as at 30 June 2013, 30 June 2014 and 30 June 2015 (Historical Financial Information); and
- The Pro Forma Statement of Financial Position of the Company as at 30 June 2015 prepared on the basis that the pro forma adjustments detailed in Sections 9.6 and 9.7 had occurred on that date; and
- The Pro Forma Adjustments set out in Sections 9.6 and 9.7; and
- The notes to the Financial Information.

The Pro Forma Statement of Financial Position in Section 9.4 has been presented on both a maximum and minimum capital raising scenario described further in Section 9.7.3.

The proposed acquisition of Fastbrick Robotics (the legal subsidiary) by DMY (the legal parent) is deemed to be a reverse acquisition, since the substance of the transaction is such that the existing shareholders of Fastbrick Robotics will obtain control of DMY.

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

Therefore, consistent with the accepted practice for transactions similar in nature to the Acquisition, the Company has accounted for the Acquisition in the consolidated financial statements of the legal acquirer (DMY) as a continuation of the financial statements of the legal acquiree (Fastbrick Robotics), together with a share based payment measured in accordance with AASB 2 Share Based Payments (AASB 2), which represents a deemed issue of shares by the legal acquiree (Fastbrick Robotics), equivalent to the current shareholders interest in DMY post the Acquisition. The excess of the assessed value of the share based payment over the pro forma net assets of DMY as at 30 June 2015 has been expensed to the income statement as a listing fee.
## 9.2 Summary of DMY Historical Financial Information

The following table provides a summary of the historical consolidated income statements of DMY for the financial years ended 30 June 2013, 30 June 2014 and 30 June 2015. The income statements should be read in conjunction with all other information contained in this Prospectus.

<table>
<thead>
<tr>
<th></th>
<th>DMY AUDITED YEAR ENDED 30-JUN-13</th>
<th>DMY AUDITED YEAR ENDED 30-JUN-14</th>
<th>DMY AUDITED YEAR ENDED 30-JUN-15</th>
</tr>
</thead>
<tbody>
<tr>
<td>Other Income</td>
<td>7,326</td>
<td>149</td>
<td>9,408</td>
</tr>
<tr>
<td><strong>Total revenue</strong></td>
<td><strong>7,326</strong></td>
<td><strong>149</strong></td>
<td><strong>9,408</strong></td>
</tr>
<tr>
<td><strong>Expenses</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Administration expenses</td>
<td>(265,109)</td>
<td>(211,048)</td>
<td>(216,625)</td>
</tr>
<tr>
<td>Borrowing Costs expense</td>
<td>(60,000)</td>
<td>(60,000)</td>
<td>(17,260)</td>
</tr>
<tr>
<td>Fastbrick Robotics Acquisition</td>
<td>-</td>
<td>-</td>
<td>(3,570)</td>
</tr>
<tr>
<td>Peru Project Costs</td>
<td>(78,053)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Longonjo Project Expenses</td>
<td>-</td>
<td>(339,415)</td>
<td>-</td>
</tr>
<tr>
<td>Cloud Central Acquisition Costs</td>
<td>-</td>
<td>(97,524)</td>
<td>(13,894)</td>
</tr>
<tr>
<td>Impairment of Unsecured Loan</td>
<td>-</td>
<td>(163,223)</td>
<td>0</td>
</tr>
<tr>
<td><strong>Loss before income tax expense</strong></td>
<td><strong>(395,917)</strong></td>
<td><strong>(871,061)</strong></td>
<td><strong>(241,941)</strong></td>
</tr>
<tr>
<td>Income tax benefit</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Loss after income tax expense for the year</strong></td>
<td><strong>(395,917)</strong></td>
<td><strong>(871,061)</strong></td>
<td><strong>(241,941)</strong></td>
</tr>
<tr>
<td>Dividends Paid or Proposed</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Profit/(Loss) for the year</strong></td>
<td><strong>(395,917)</strong></td>
<td><strong>(871,061)</strong></td>
<td><strong>(241,941)</strong></td>
</tr>
</tbody>
</table>

The historical income statements have been derived from the audited financial statements of DMY for FY2013, FY2014 and FY2015.
The following table provides a summary of the historical consolidated statement of financial position of DMY for the financial years ended 30 June 2013, 30 June 2014 and 30 June 2015. The statement of financial position should be read in conjunction with all other information contained in this Prospectus.

<table>
<thead>
<tr>
<th></th>
<th>DMY AUDITED YEAR ENDED 30-JUN-13</th>
<th>DMY AUDITED YEAR ENDED 30-JUN-14</th>
<th>DMY AUDITED YEAR ENDED 30-JUN-15</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Current Assets</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>323,841</td>
<td>252,243</td>
<td>727,994</td>
</tr>
<tr>
<td>Trade and other receivables</td>
<td>36,544</td>
<td>27,678</td>
<td>6,301</td>
</tr>
<tr>
<td><strong>Total Current Assets</strong></td>
<td>360,385</td>
<td>279,921</td>
<td>734,295</td>
</tr>
<tr>
<td><strong>Non-Current Assets</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Intangible assets</td>
<td>253,294</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total Non-Current Assets</strong></td>
<td>253,294</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total Assets</strong></td>
<td>613,679</td>
<td>279,921</td>
<td>734,295</td>
</tr>
<tr>
<td><strong>LIABILITIES</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Current Liabilities</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trade and other payables</td>
<td>123,132</td>
<td>286,162</td>
<td>53,547</td>
</tr>
<tr>
<td><strong>Total Current Liabilities</strong></td>
<td>123,132</td>
<td>286,162</td>
<td>53,547</td>
</tr>
<tr>
<td><strong>Non-Current Liabilities</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Financial liabilities</td>
<td>500,000</td>
<td>500,000</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total Non-Current Liabilities</strong></td>
<td>500,000</td>
<td>500,000</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total Liabilities</strong></td>
<td>623,132</td>
<td>786,162</td>
<td>53,547</td>
</tr>
<tr>
<td><strong>Net Assets</strong></td>
<td>(9,453)</td>
<td>(506,241)</td>
<td>680,748</td>
</tr>
<tr>
<td><strong>EQUITY</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Issued capital</td>
<td>15,178,608</td>
<td>15,552,881</td>
<td>16,981,811</td>
</tr>
<tr>
<td>Accumulated losses</td>
<td>(15,188,061)</td>
<td>(16,059,122)</td>
<td>(16,301,063)</td>
</tr>
<tr>
<td><strong>Total Equity</strong></td>
<td>(9,453)</td>
<td>(506,241)</td>
<td>680,748</td>
</tr>
</tbody>
</table>

The historical statements of financial position have been derived from the audited financial statements of DMY for FY2013, FY2014 and FY2015.
9.3 Summary of Fastbrick Robotics Historical Financial Information

The following table provides a summary of the historical consolidated income statements of Fastbrick Robotics for the financial years ended 30 June 2013, 30 June 2014 and 30 June 2015. The income statements should be read in conjunction with all other information contained in this Prospectus.

<table>
<thead>
<tr>
<th></th>
<th>FASTBRICK ROBOTICS AUDITED YEAR ENDED 30-JUN-13</th>
<th>FASTBRICK ROBOTICS AUDITED YEAR ENDED 30-JUN-14</th>
<th>FASTBRICK ROBOTICS AUDITED YEAR ENDED 30-JUN-15</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
<td>66,315</td>
<td>125,684</td>
<td>226,603</td>
</tr>
<tr>
<td><strong>Total revenue</strong></td>
<td><strong>66,315</strong></td>
<td><strong>125,684</strong></td>
<td><strong>226,603</strong></td>
</tr>
<tr>
<td>Expenses</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Administration Charges</td>
<td>(17,883)</td>
<td>(19,079)</td>
<td>(41,677)</td>
</tr>
<tr>
<td>Consulting &amp; Research costs</td>
<td>(123,848)</td>
<td>(287,523)</td>
<td>(524,696)</td>
</tr>
<tr>
<td><strong>(Loss) before income tax expense</strong></td>
<td><strong>(75,416)</strong></td>
<td><strong>(180,918)</strong></td>
<td><strong>(339,770)</strong></td>
</tr>
<tr>
<td>Income tax expense</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>(Loss) after income tax expense</strong></td>
<td><strong>(75,416)</strong></td>
<td><strong>(180,918)</strong></td>
<td><strong>(339,770)</strong></td>
</tr>
<tr>
<td>Other comprehensive income for the year, net of tax</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total comprehensive (loss) for the year</strong></td>
<td><strong>(75,416)</strong></td>
<td><strong>(180,918)</strong></td>
<td><strong>(339,770)</strong></td>
</tr>
</tbody>
</table>

The historical income statements have been derived from the audited financial statements of Fastbrick Robotics for FY2013, FY2014 and FY2015.

The following table provides a summary of the historical consolidated statement of financial position of Fastbrick Robotics for the financial years ended 30 June 2013, 30 June 2014 and 30 June 2015. The statement of financial position should be read in conjunction with all other information contained in this Prospectus.

<table>
<thead>
<tr>
<th></th>
<th>FASTBRICK ROBOTICS AUDITED YEAR ENDED 30-JUN-13</th>
<th>FASTBRICK ROBOTICS AUDITED YEAR ENDED 30-JUN-14</th>
<th>FASTBRICK ROBOTICS AUDITED YEAR ENDED 30-JUN-15</th>
</tr>
</thead>
<tbody>
<tr>
<td>Current assets</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>416</td>
<td>3,451</td>
<td>1,765</td>
</tr>
<tr>
<td>Trade and other receivables</td>
<td>95,399</td>
<td>147,368</td>
<td>269,273</td>
</tr>
<tr>
<td><strong>Total current assets</strong></td>
<td><strong>95,815</strong></td>
<td><strong>150,819</strong></td>
<td><strong>271,038</strong></td>
</tr>
<tr>
<td>Total assets</td>
<td>95,815</td>
<td>150,819</td>
<td>271,038</td>
</tr>
<tr>
<td>Liabilities</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Current liabilities</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trade and other payables</td>
<td>43,000</td>
<td>134,848</td>
<td>594,837</td>
</tr>
<tr>
<td><strong>Total current liabilities</strong></td>
<td><strong>43,000</strong></td>
<td><strong>134,848</strong></td>
<td><strong>594,837</strong></td>
</tr>
<tr>
<td>Total liabilities</td>
<td>43,000</td>
<td>134,848</td>
<td>594,837</td>
</tr>
<tr>
<td>Net (liabilities)/assets</td>
<td>52,815</td>
<td>15,971</td>
<td>(323,799)</td>
</tr>
<tr>
<td>Equity</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Issued capital</td>
<td>2,205,040</td>
<td>2,349,114</td>
<td>2,349,114</td>
</tr>
<tr>
<td>Accumulated losses</td>
<td>(2,152,225)</td>
<td>(2,333,143)</td>
<td>(2,672,913)</td>
</tr>
<tr>
<td><strong>Total (deficiency in equity) / equity</strong></td>
<td><strong>52,815</strong></td>
<td><strong>15,971</strong></td>
<td><strong>(323,799)</strong></td>
</tr>
</tbody>
</table>
The historical statements of financial position have been derived from the audited financial statements of Fastbrick Robotics for FY2013, FY2014 and FY2015.

The audited financial statements (inclusive of significant accounting policies) of Fastbrick Robotics for the three years ended 30 June 2015 are available (free of charge) by request to the Company on +61 8 9226 5511.

9.4 **Historical and Pro Forma Statement of Financial Position**

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

<table>
<thead>
<tr>
<th></th>
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<td>HISTORICAL AS AT 30 JUNE 2015</td>
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<td><strong>TOTAL CURRENT ASSETS</strong></td>
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<td><strong>LIABILITIES</strong></td>
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<td><strong>TRADE AND OTHER PAYABLES</strong></td>
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<td><strong>ACCUMULATED LOSSES</strong></td>
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<td>12,773,311</td>
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<td><strong>TOTAL EQUITY</strong></td>
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<td>4,848,428</td>
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9.5 **Summary of Significant Accounting Policies**

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

9.5.1 **Reporting Framework**

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

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

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

9.5.2 **Accounting Estimates and Judgements**

In the application of the accounting policies the directors are required to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by the directors in the application of the accounting policies that have a significant effect on the Financial Information are disclosed, where applicable, in the relevant notes to the Financial Information.
9.5.3 Going Concern

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

The Company is currently in transition from being a company with no principal activities to an automated robotic bricklaying technology and development company. As a result, the consolidated entity has focussed on completion of the transaction to acquire Fastbrick Robotics group as announced to the ASX on 24 June 2015.

On 24 June 2015, the Company announced that it had entered a conditional agreement to acquire 100% of robotic building technology company, Fastbrick Robotics. As part of the transaction, Cygnet Capital Pty Ltd were appointed lead manager to raise $3 million to fund the next stage of development of the technology. Following initial due diligence, the Company announced to the ASX on 10 August 2015 that it had secured share sale agreements from 100% of Fastbrick Robotics Robotic shareholders.

As part of the 10 August 2015 ASX announcement, the Company announced that it had increased the minimum raising to complete the transaction from $3 million to $5 million.

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

The directors are satisfied that the going concern basis of preparation is appropriate and accordingly, the Financial Information has been prepared on the going concern basis. The independent auditors report on the financial report as at and for the year ended 30 June 2015 of the Company regarding the ability of the Company and the consolidated entity to continue as a going concern.

9.5.4 Basis of Consolidation

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

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

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

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

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

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

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

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

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

9.5.5 Revenue Recognition

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

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset’s net carrying amount on initial recognition.
9.5.6 Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

9.5.7 Foreign currency translation

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each group entity are expressed in Australian dollars ('$'), which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purpose of presenting the Financial Information, the assets and liabilities of the Group's foreign operations are translated into Australian dollars using exchange rates prevailing at 30 June 2014. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

9.5.8 Government Grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

9.5.9 Provisions for Employee Entitlements

Liabilities for wages and salaries, annual leave and other current employee entitlements expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and measured at the rates paid or payable.

Liabilities for long service leave and other non-current employee entitlements expected to be settled in more than 12 months of the reporting date are recognised in other non-current payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled.

Contributions to employee superannuation plans are charged as an expense as the contributions are paid or become payable.
9.5.10 Share-based payment transactions

The Company provides benefits to employees and others (i.e. consultants) of the Company in the form of share-based payment transactions, whereby employees and others render services in exchange for shares or rights over shares ("Equity–settled transactions"). There is currently one plan proposed to be put in place on completion of the Acquisition to provide these benefits being an Employee Share Option Plan ("ESOP"), which provides benefits to Directors, senior executives and staff.

The cost of these equity-settled transactions is measured by reference to fair value at the date at which they are granted. An external valuer using the Black-Scholes model determines the fair value.

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company ("market conditions").

The cost of equity-settled securities is recognised, together with a corresponding increase in equity, over the period in which the performance conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("vesting date").

9.5.11 Taxation

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted by reporting date. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred asset or a liability is recognised in relation to those temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity. The Company and its wholly owned Australian controlled entities have implemented the tax consolidation legislation.

The head entity, the Company, and the controlled entities in the tax consolidated group account for their own current and deferred tax amounts. These tax amounts are measured as if each entity in the tax-consolidated group continues to be a stand-alone taxpayer in its own right.

In addition to its own current and deferred tax amounts, the Company also recognises the current tax liabilities (or assets) and the deferred tax assets arising from unused tax losses and unused tax credits assumed from controlled entities in the tax-consolidated group.

9.5.12 Property, Plant and equipment

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

Plant and equipment is stated at cost less accumulated depreciation and any impairment in value. The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. If any such indication exists where the carrying values exceed the estimated recoverable amount, the assets or cash generating units are written down to their recoverable amount.

Depreciable non-current assets are depreciated over their expected economic life using the straight-line method. Profits and losses on disposal of non-current assets are taken into account in determining the operating loss for the year. The depreciation rate used for each class of assets is as follows:

Plant and equipment:  7.5% - 40%
9.5.13 Impairment

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

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

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

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

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

9.5.14 Research and development

Research costs are expensed in the period in which they are incurred.

Development costs are capitalised when it is probable that the project will be a success considering its commercial and technical feasibility; the consolidated entity is able to use or sell the asset; the consolidated entity has sufficient resources; and intent to complete the development and its costs can be measured reliably. Capitalised development costs are amortised on a straight-line basis over the period of their expected benefit.

Patents

Costs associated with patents are expensed in the period in which they are incurred.

9.5.15 Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVPL. Financial assets are classified as at FVTPL when the financial asset is either held for trading or it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and AASB 139 ‘Financial Instruments: Recognition and Measurement’ permits the entire combined contract to be designated as at FVTPL.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset and is included in the other gains and losses’ line item.
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**Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the reporting date, which are classified as non-current assets. Loans and receivables are included in other financial assets in the statement of financial position.

**Held-to-maturity investments**

Bills of exchange and debentures with fixed or determinable payments and fixed maturity dates that the Group has the positive intent and ability to hold to maturity are classified as held-to-maturity investments. At reporting date, the consolidated entity did not hold any held-to-maturity investments.

**Available-for-sale financial assets**

Listed shares held by the Group that are traded in an active market are classified as AFS and are stated at fair value. At reporting date, the consolidated entity did not hold any listed shares. Gains and losses arising from changes in fair value are recognised in other comprehensive income and accumulated in the investments revaluation reserve, with the exception of impairment losses, interest calculated using the effective interest method, and foreign exchange gains and losses on monetary assets, which are recognised in profit or loss.

Where the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss.

Dividends on AFS equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established. The fair value of AFS monetary assets denominated in a foreign currency is determined in that foreign currency and translated at the spot rate at the end of the reporting period. The foreign exchange gains and losses that are recognised in profit or loss are determined based on the amortised cost of the monetary asset. Other foreign exchange gains and losses are recognised in other comprehensive income.

**Derecognition of financial assets**

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

On derecognition of a financial asset other than in its entirety (e.g. when the Group retains an option to repurchase part of a transferred asset), the Group allocates the previous carrying amount of the financial asset between the part it continues to recognise under continuing involvement, and the part it no longer recognises on the basis of the relative fair values of those parts on the date of the transfer. The difference between the carrying amount allocated to the part that is no longer recognised and the sum of the consideration received for the part no longer recognised and any cumulative gain or loss allocated to it that had been recognised in other comprehensive income is recognised in profit or loss. A cumulative gain or loss that had been recognised in other comprehensive income is allocated between the part that continues to be recognised and the part that is no longer recognised on the basis of the relative fair values of those parts.

**Subsequent measurement**

Loans and receivables and held-to-maturity investments are carried at amortised cost using the effective interest method.

Available-for-sale financial assets and financial assets at fair value through profit and loss are subsequently carried at fair value. Gains or losses arising from changes in the fair value of the financial assets at fair value through profit or loss category are presented in the statement of profit or loss and other comprehensive income within other income or other expenses in the period in which they arise. Dividend income from financial assets at fair value through profit and loss is recognised in the statement of profit or loss and other comprehensive income as part of revenue from continuing operations when the consolidated entity’s right to receive payments is established.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. The translation differences related to changes in the amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in equity. Changes in the fair value of other monetary and non-monetary securities classified as available-for-sale are recognised in equity.

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset’s carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets that are carried at cost, the amount of the impairment loss is measured as the difference between the asset’s carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.
When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

In respect of AFS equity securities, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. In respect of AFS debt securities, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss are not reversed through the statement of profit or loss and other comprehensive income.

9.5.16 Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax ("GST"), except:

i. where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of the asset or as part of an item of the expense.

ii. For receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables.

Cash flows are included in the cash flow statement on a gross basis. The GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority is classified within operating cash flows.

9.6 Summary of Subsequent events

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

9.6.1 Option Fee Payable to Fastbrick Robotics

On 24 June 2015, the Company announced that it had entered a conditional agreement to acquire 100% of robotic building technology company, Fastbrick Robotics. On Completion of having 100% acceptances on share sale agreements and executing a binding Option Agreement (announced to ASX on 10 August 2015), the company paid Fastbrick Robotics an option fee of $250,000.

The Pro Forma Adjustments for payment of the option fee:

• Outflow of funds from DMY of $250,000 to Fastbrick Robotics; and
• Inflow of funds to Fastbrick Robotics of $250,000 from DMY.

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

9.7 Summary of Pro Forma Adjustments

The Pro Forma Financial Information has been derived from the Historical Financial information as at 30 June 2015 adjusted to give effect to the following actual or proposed significant events and transactions by the Company subsequent to 30 June 2015:

9.7.1 Merger and consolidation of Fastbrick Robotics

(a) On 24 June 2015, the Company entered into an exclusive Option Agreement to acquire 100% of the issued capital of Fastbrick Robotics, inclusive of the technology associated with the Fastbrick Robotics automated brick laying technology.

(b) Fastbrick Robotics have developed a prototype automated brick laying machine and has patents in 11 countries including Australia, China, USA, Canada, United Kingdom and 7 countries in Europe.

The Company exercised its option acquire Fastbrick Robotics on 9 August 2015.

The Pro Forma Adjustments for the acquisition of Fastbrick Robotics and treating the transaction as share based payment reverse takeover to consolidate the balance sheet items of DMY and Fastbrick Robotics.

9.7.2 Acquisition of Fastbrick Robotics

On 24 June 2015, the Company entered into an exclusive Option Agreement to acquire 100% of the issued capital of Fastbrick Robotics, inclusive of the technology associated with the Fastbrick Robotics automated brick laying technology. The consideration for acquiring Fastbrick Robotics is to issue 150 million shares in DMY Capital Ltd and 499,999,998 Performance Shares.

The Pro Forma Adjustments for the acquisition of:

• Reduction in issued capital $12,722,811;
• Reduction on option reserve $500;
• Reduction in accumulated losses to remove DMY losses of $16,301,063; and
• Increase in accumulated losses for the listing fee of $3,527,751 (refer to Section 98.6 for further details).

The Performance Shares have not been included as a Pro Forma Adjustment, as the deferred consideration will be recognised over the vesting period of the Performance Shares from their grant date being when the Performance Shares have been allotted following satisfaction of the conditions precedent to completion of the acquisition of Fastbrick Robotics.
9.7.3 Public Offer and Oversubscription Public Offer

On 25 August 2015, ASX granted the Company a waiver to enable the Company to undertake a Capital Raising at 2 cents per Share. The waiver is conditional upon Shareholders approving the price at which the Capital Raising is being undertaken. Details of the Public Offer and Oversubscription Public Offer are noted in Section 6 of the Prospectus.

Shareholder approval is being sought on 6 October 2015, such that the total number of Shares issued for the Capital Raising is not more than 300,000,000 Shares.

The Pro Forma Adjustments in relation to the Public Offer and Oversubscription Public Offer are:
- the maximum number of Shares to be is 300,000,000 Shares at an issue price of $0.02 per share; and
- the minimum number of Shares to be is 250,000,000 Shares at an issue price of $0.02 per share.

9.7.4 Share Capital Raising Costs

Included in the Prospectus are capital raising costs which are the estimated costs associated with ASIC fees, ASX quotation fees, fees for Investigating Accountant’s Report, fees for the Patent Report, legal fees associated with the Prospectus and printing and despatch costs.

The Pro Forma Adjustments in relation to the capital raising costs in total are:
- Maximum subscription, capital raising costs totalling $507,293; and
- Minimum subscription, capital raising costs totalling $446,293.

These fees have been offset against share capital.

9.7.5 Lead Manager Option Issue

As part of the Lead Manager mandate to raise a minimum of $5,000,000, 75 million New Options will be issued to Cygnet Capital Pty Ltd as a success fee under their mandate. Details of the Cygnet mandate are disclosed in the Prospectus (Section 13.3). The company has valued the New Options using the Binomial option pricing model which attaches a value to the New Options of $1,126,800. Assumptions used in determining the option value includes volatility risk of 80%, risk free rate of 2%, DMY share price of $0.024 and dividend yield of nil.

The Pro Forma Adjustments in relation to the lead manager option costs are:
- Reduction in Issued Capital $1,126,800; and
- Increase in Reserves $1,126,800.

9.7.6 Trade and Other Receivables

As at 30 June 2015 Fastbrick Robotics had a receivable of $226,936 as a Research and Development grant and another receivable of $40,000 for a GST refund.

The Pro Forma Adjustments in relation to the Research and Development receivable are:
- Reduction in Other receivables $226,936 (R&D Rebate);
- Increase in cash $226,936;
- Reduction in Other receivables $40,000 (GST Refund); and
- Increase in cash $40,000.

9.7.7 Shareholder Loans

As at 30 June 2015 Fastbrick Robotics had shareholder loans owing of $561,657 with funds used from the shareholder loans as working capital. As part of the transaction, the shareholder loans will be extinguished by way of offsetting the receivable from the Research & Development grant, GST refund with the balance being extinguished by way of conversion into equity at the same issue price as the Public Offer.

The Pro Forma adjustments in relation to the repayment of the shareholder loans are:
- Reduction in cash $226,936; and
- Reduction in cash $40,000; and
- Increase in issued capital $294,724; and
- Reduction in shareholder loans $561,657.
9.8 Notes to the Statement of Financial Position

9.8.1 Cash and Cash Equivalents

<table>
<thead>
<tr>
<th></th>
<th>FASTBRICK ROBOTICS AUDITED</th>
<th>PRO FORMA 30 JUNE 2015 MAXIMUM SUBSCRIPTION</th>
<th>PRO FORMA 30 JUNE 2015 MINIMUM SUBSCRIPTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash at bank 30 June 2015</td>
<td>1,765</td>
<td>1,765</td>
<td>1,765</td>
</tr>
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</table>

Subsequent Events

Option Fee 9.6.1 - -

Pro Forma Adjustments

Consolidation of DMY - 727,994 727,994
Proceeds from Public Offer and Oversubscription Public Offer 9.7.3 - 6,000,000 5,000,000
Receipt of GST Refund 9.7.6 - 40,000 40,000
Costs of the Offers 9.7.4 - (507,293) (446,293)
Repayment of shareholder loans 9.7.7 - (266,936) (266,936)
Research & Development Rebate 9.7.6 - 226,936 226,936

<table>
<thead>
<tr>
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<th>FASTBRICK ROBOTICS AUDITED</th>
<th>PRO FORMA 30 JUNE 2015 MAXIMUM SUBSCRIPTION</th>
<th>PRO FORMA 30 JUNE 2015 MINIMUM SUBSCRIPTION</th>
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<tbody>
<tr>
<td>Balance as at 30 June 2015</td>
<td>1,765</td>
<td>1,765</td>
<td>1,765</td>
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</tbody>
</table>

9.8.2 Current – Trade and Other Receivables

<table>
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<tr>
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<th>FASTBRICK ROBOTICS AUDITED</th>
<th>PRO FORMA 30 JUNE 2015 MAXIMUM SUBSCRIPTION</th>
<th>PRO FORMA 30 JUNE 2015 MINIMUM SUBSCRIPTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balance as at 30 June 2015</td>
<td>269,273</td>
<td>269,273</td>
<td>269,273</td>
</tr>
</tbody>
</table>

Pro Forma Adjustments

Consolidation of DMY - 6,301 6,301
Receipt of Research & Development Grant 9.7.6 - (226,936) (226,936)
Receipt of GST refund 9.7.6 - (40,000) (40,000)

<table>
<thead>
<tr>
<th></th>
<th>FASTBRICK ROBOTICS AUDITED</th>
<th>PRO FORMA 30 JUNE 2015 MAXIMUM SUBSCRIPTION</th>
<th>PRO FORMA 30 JUNE 2015 MINIMUM SUBSCRIPTION</th>
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</thead>
<tbody>
<tr>
<td>Balance as at 30 June 2015</td>
<td>269,273</td>
<td>8,638</td>
<td>8,638</td>
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</tbody>
</table>

9.8.3 Trade & Other Payables

<table>
<thead>
<tr>
<th></th>
<th>FASTBRICK ROBOTICS AUDITED</th>
<th>PRO FORMA 30 JUNE 2015 MAXIMUM SUBSCRIPTION</th>
<th>PRO FORMA 30 JUNE 2015 MINIMUM SUBSCRIPTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balance as at 30 June 2015</td>
<td>594,837</td>
<td>594,837</td>
<td>594,837</td>
</tr>
</tbody>
</table>

Pro Forma Adjustments

Consolidation of DMY - 53,547 53,547
Repayment of shareholder loan 9.7.7 - (266,936) (266,936)
Loan to equity conversion 9.7.7 - (294,721) (294,721)

<table>
<thead>
<tr>
<th></th>
<th>FASTBRICK ROBOTICS AUDITED</th>
<th>PRO FORMA 30 JUNE 2015 MAXIMUM SUBSCRIPTION</th>
<th>PRO FORMA 30 JUNE 2015 MINIMUM SUBSCRIPTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balance as at 30 June 2015</td>
<td>594,837</td>
<td>86,728</td>
<td>86,728</td>
</tr>
</tbody>
</table>

In accordance with the Option Agreement, Fastbrick Robotics shareholder loans of $561,657 is to be paid down by way of proceeds received from the Research and Development grant, GST refund and conversion of remaining loan balance into DMY shares at the same price as the Public Offer ($0.02 per share).
9.8.4 Share Capital

<table>
<thead>
<tr>
<th></th>
<th>FASTBRICK ROBOTICS 30 JUNE 2015 AUDITED</th>
<th>PRO FORMA 30 JUNE 2015 MAXIMUM SUBSCRIPTION</th>
<th>PRO FORMA 30 JUNE 2015 MINIMUM SUBSCRIPTION</th>
</tr>
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<tbody>
<tr>
<td><strong>Issued capital</strong></td>
<td>$2,349,114</td>
<td>$2,349,114</td>
<td>$2,349,114</td>
</tr>
<tr>
<td><strong>Pro Forma Adjustments</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Consolidation of DMY</td>
<td>-</td>
<td>16,981,311</td>
<td>16,981,311</td>
</tr>
<tr>
<td>Reverse takeover Accounting for DMY acquisition</td>
<td>9.7.2</td>
<td>(12,772,811)</td>
<td>(12,772,811)</td>
</tr>
<tr>
<td>Shares issued per Public Offer and Oversubscription Public Offer</td>
<td>9.7.3</td>
<td>6,000,000</td>
<td>5,000,000</td>
</tr>
<tr>
<td>Lead Manager New Options – to reserves</td>
<td>9.7.5</td>
<td>(1,126,800)</td>
<td>(1,126,800)</td>
</tr>
<tr>
<td>Share issue costs</td>
<td>9.7.4</td>
<td>(507,293)</td>
<td>(446,293)</td>
</tr>
<tr>
<td>Conversion of loans</td>
<td>9.7.7</td>
<td>294,721</td>
<td>294,721</td>
</tr>
<tr>
<td></td>
<td></td>
<td>2,349,114</td>
<td>11,218,241</td>
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<table>
<thead>
<tr>
<th>Number of shares</th>
<th>DMY 30 JUNE 2015 AUDITED</th>
<th>PRO FORMA 30 JUNE 2015 MAXIMUM SUBSCRIPTION</th>
<th>PRO FORMA 30 JUNE 2015 MINIMUM SUBSCRIPTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Issued capital</td>
<td>210,424,971</td>
<td>210,424,971</td>
<td>210,424,971</td>
</tr>
<tr>
<td><strong>Pro Forma Adjustments</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Acquisition of Fastbrick Robotics</td>
<td>-</td>
<td>150,000,000</td>
<td>150,000,000</td>
</tr>
<tr>
<td>Loan conversion</td>
<td>-</td>
<td>14,736,062</td>
<td>14,736,062</td>
</tr>
<tr>
<td>Shares issued per Public Offer and Oversubscription Public Offer</td>
<td>9.7.3</td>
<td>300,000,000</td>
<td>250,000,000</td>
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<tr>
<td></td>
<td>210,424,971</td>
<td>675,161,033</td>
<td>625,161,033</td>
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</table>

<table>
<thead>
<tr>
<th>Number of New Options</th>
<th>DMY 30 JUNE 2015 AUDITED</th>
<th>PRO FORMA 30 JUNE 2015 MAXIMUM SUBSCRIPTION</th>
<th>PRO FORMA 30 JUNE 2015 MINIMUM SUBSCRIPTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Issued options</td>
<td>5,000,000</td>
<td>5,000,000</td>
<td>5,000,000</td>
</tr>
<tr>
<td><strong>Pro Forma Adjustments</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lead Manager New Options</td>
<td>9.7.5</td>
<td>75,000,000</td>
<td>75,000,000</td>
</tr>
<tr>
<td></td>
<td>5,000,000</td>
<td>80,000,000</td>
<td>80,000,000</td>
</tr>
</tbody>
</table>

Please refer to section 14.3 for the terms and conditions associated with the New Options noted above.

<table>
<thead>
<tr>
<th>Number of Performance Shares</th>
<th>DMY 30 JUNE 2015 AUDITED</th>
<th>PRO FORMA 30 JUNE 2015 MAXIMUM SUBSCRIPTION</th>
<th>PRO FORMA 30 JUNE 2015 MINIMUM SUBSCRIPTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Issued Performance Shares</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td><strong>Pro Forma Adjustments</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Issue of Performance Shares to Fastbrick Robotics Robotic shareholders</td>
<td>9.7.2</td>
<td>499,999,998</td>
<td>499,999,998</td>
</tr>
<tr>
<td></td>
<td>-</td>
<td>499,999,998</td>
<td>499,999,998</td>
</tr>
</tbody>
</table>

Please refer to section 14.4 for the terms and conditions associated with the Performance Shares noted above.
9.8.5 Reserves

<table>
<thead>
<tr>
<th>NOTE</th>
<th>FASTBRICK ROBOTICS 30 JUNE 2015 AUDITED</th>
<th>PRO FORMA 30 JUNE 2015 MAXIMUM SUBSCRIPTION</th>
<th>PRO FORMA 30 JUNE 2015 MINIMUM SUBSCRIPTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balance as at 30 June 2015</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

**Pro Forma Adjustments**

- Acquisition of DMY: - 500 500
- Lead Manager New Options: 9.7.5 - 1,126,800 1,126,800
- Reversal on consolidation: 9.7.2 - (500) (500)

9.8.6 Accumulated Losses

<table>
<thead>
<tr>
<th>NOTE</th>
<th>FASTBRICK ROBOTICS 30 JUNE 2015 AUDITED</th>
<th>PRO FORMA 30 JUNE 2015 MAXIMUM SUBSCRIPTION</th>
<th>PRO FORMA 30 JUNE 2015 MINIMUM SUBSCRIPTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Balance at 30 June 2015</td>
<td>(2,672,913)</td>
<td>(2,672,913)</td>
<td>(2,672,913)</td>
</tr>
</tbody>
</table>

**Pro Forma Adjustments**

- Consolidation of DMY: - (16,301,063) (16,301,063)
- Removal of DMY Losses: - 16,301,063 16,301,063
- Listing Fee: - (3,527,751) (3,527,751)

(2,672,913) (6,200,664) (6,200,664)

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

The Company (legal parent, accounting acquiree) will issue 164,782,837 Shares and 499,999,998 Performance Shares to Fastbrick Robotics shareholders who, as a result, will own approximately 43.9% of the combined entity at settlement of the Acquisition prior to the Capital Raising. The remaining 56.1% will be owned by the current shareholders of the Company.

As there is no current market for Fastbrick Robotics shares, the fair value of 100% of the Company is assessed as $4,208,499 based on 210,424,971 Shares on issue at 2 cents each immediately prior to the acquisition.

1 Calculations do not reflect the impact of the 499,999,998 Performance Shares (Deferred Consideration)

Consequently, a listing expense of $3,527,751 has been expensed to the income statement which represents the excess of the deemed fair value of the share based payment less the net assets of the Company of $680,748 as at 30 June 2015, immediately prior to settlement of the Acquisition, as set out below.
9.9 Commitments for Expenditure

Acquisition of Fastbrick Robotics

The Company has signed a binding Option Agreement on 10 August 2015 that subject to completion of conditions precedent commits the company to acquire 100% of Fastbrick Robotics. In the interim the Company has paid a $250,000 option fee to Fastbrick Robotics that will be used to further enhance and improve the technology demonstrator Hadrian 105.

The Fastbrick Robotics Group entered into a transitional services deed with By Design Group Pty Ltd (BDG) to provide consulting engineering services (Services) and its leasehold premises (Premises) to the Group during the period up to Completion at agreed hourly rates. BDG is skilled in consulting engineering and industrial design. Mr Mark Pivac is a director and shareholder of BDG. BDG has agreed to assign all intellectual property rights relating to the automated bricklaying technology occurring from provision of Services.

The maximum value of the services contract under the services agreement is capped at $250,000. Services to be provided under the BDG Agreement includes engineering services, management, labour, hire of specialist engineering equipment, administration, overheads and rent for premises.

In concert with signing the option exercise, DMY entered into Executive Services Agreements with the Key Management of Fastbrick Robotics, Mr Mark Pivac (founder and director of Fastbrick Robotics) and Mr Mike Pivac (substantial shareholder and Chief Executive Officer of Fastbrick Robotics). The terms of the Executive Services Agreements are noted below:

<table>
<thead>
<tr>
<th></th>
<th>MARK PIVAC</th>
<th>MIKE PIVAC</th>
</tr>
</thead>
<tbody>
<tr>
<td>Base Salary inclusive of Superannuation</td>
<td>$300,000</td>
<td>$200,000</td>
</tr>
<tr>
<td>Term</td>
<td>24 months</td>
<td>24 months</td>
</tr>
<tr>
<td>Notice period by either company or executive</td>
<td>6 months</td>
<td>6 months</td>
</tr>
<tr>
<td>Title</td>
<td>Chief Technical Officer and Executive Director</td>
<td>Chief Executive Officer and Executive Director</td>
</tr>
</tbody>
</table>

The Executive Services Agreement are subject to DMY satisfying the conditions to completion.

On completion the Company is also committed to employing a number of engineering staff to assist with the development of the technology.

9.10 Related Parties

Transactions with Related Parties, directors and proposed Directors Interests are disclosed in the Prospectus (Sections 8.2, 8.3, 8.4, 8.5 and 14.4).

9.11 Contingent Liabilities

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

9.12 Subsequent Events

On 10 August 2015, the Company announced that it had received 100% of share sale acceptances from the shareholders of Fastbrick Robotics and signed a binding Option Agreement. The Company also announced that its Lead Manager to the Prospectus, Cygnet Capital Pty Ltd had received firm commitments for $5 million.
Investigating Accountant’s Report

Independent Limited Assurance Report (“Report”) on DMY Capital Limited historical and pro forma historical financial information and Financial Services Guide

1. Introduction

1.1. We have been engaged by DMY Capital Limited (“DMY” or “Company”) to report on the historical financial information of DMY and Goldwing Nominees Pty Ltd (“Fastbrick Robotics Group”) for the years ended 30 June 2013, 30 June 2014 and 30 June 2015 and the pro forma historical financial information of DMY as at 30 June 2015 for inclusion in the prospectus of DMY dated on or about 18 September 2015 in connection to the acquisition of Fastbrick Robotics Group (“Acquisition”) and proposed capital raising, pursuant to which the Company is seeking to raise between $5,000,000 and $6,000,000, before costs (“Capital Raising”).

1.2. RSM Bird Cameron Corporate Pty Ltd is wholly owned by RSM Bird Cameron and holds the appropriate Australian Financial Services Licence under the Corporations Act 2001 for the issue of this Report.

1.3. This Report does not address the risks associated with the investment.

1.4. Expressions and terms defined in the Prospectus have the same meaning in this Report.
2. Background

2.1. DMY is an ASX listed company. On 24 June 2015 DMY announced that it had executed a conditional term sheet to acquire 100% of the issued share capital of Goldwing Nominees Pty Ltd, operating as Fastbrick Robotics Group (“Acquisition”). The Acquisition requires approval by a vote of DMY shareholders at a General Meeting to be held on 6 October 2015. In consideration for the Acquisition, DMY will issue to the shareholders of Fastbrick Robotics Group 150 million ordinary DMY shares, 14.7 million ordinary DMY shares to repay existing shareholder loans of Fastbrick Robotics Group and 499,999,998 performance DMY shares (“Takeover Offer”) in the following tranches:

- 164.7 million fully paid ordinary shares at settlement (“Shares”);
- 166,666,666 Class A Performance Shares which convert on achievement, within 36 months from date of issue, of the construction of a three bedroom, two bathroom home structure within three days from commencement of the construction by the Company’s robotic building technology on site;
- 166,666,666 Class B Performance Shares which convert on achievement, within 48 months from the date of issue, of the payment for service, of the Company’s 10th home structure constructed under a commercial arm’s length contract; and
- 166,666,666 Class C Performance Shares which convert on achievement, 60 months from the date of issue, of reported annual operating revenue, in a financial year, attributable to the Fastbrick technology (excluding grant receipts and R&D rebates received from the ATO) of at least $10,000,000.

3. Scope of Examination

Historical Financial Information:

3.1. You have requested RSM Bird Cameron Corporate Pty Ltd to review the following historical information of DMY (“the responsible party”) and Fastbrick Robotics Group as set out in Section 9 of the Prospectus:

- the historical actual statement of profit or loss for the years ended 30 June 2013, 30 June 2014 and 30 June 2015; and
- the historical statement of financial position as at 30 June 2013, 30 June 2014 and 30 June 2015.

3.2. The Historical Financial Information for DMY and Fastbrick Robotics Group 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 reports of DMY for the years ended 30 June 2013, 30 June 2014 and 30 June 2015, which were audited by CWS Sincock & Co, in accordance with the Australian Auditing Standards. CWS Sincock & Co issued unqualified audit opinions in each of the 30 June 2013, 30 June 2014 and 30 June 2015 financial reports; and
- the financial reports of Fastbrick Robotics Group for the years ended 30 June 2013, 30 June 2014 and 30 June 2015, which were audited by RSM Bird Cameron Partners, in accordance with the Australian Auditing Standards. RSM Bird Cameron Partners issued an unqualified audit opinion on each of the 30 June 2013, 30 June 2014 and 30 June 2015 financial reports.

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

Pro forma Historical Financial Information:

3.4. You have requested RSM Bird Cameron Corporate Pty Ltd to review the pro forma historical Statement of Financial Position as at 30 June 2015 referred to as “the pro forma historical financial information”.

3.5. The pro forma historical financial information has been derived from the historical financial information of DMY and Fastbrick Robotics Group, after adjusting for the effects of pro forma adjustments described in Section 9 of the Prospectus. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the events or transactions to which the pro forma adjustments relate as if those events or transactions had occurred as at the date of the historical financial information. Due to its nature, the pro forma historical financial information does not represent the Company’s actual or prospective financial position or financial performance, and/or cash flows.

4. Directors’ Responsibility

4.1. The Directors are responsible for:

- The preparation and presentation of the Historical Financial Information, including the selection and determination of pro-forma adjustments made to the Historical Financial Information; and

- The information contained within the Prospectus.

4.2. The Directors are responsible for the operation of such internal controls as are determined to be necessary to enable the preparation of the Historical Financial Information that are free from material misstatement, whether due to fraud or error.

5. Our Responsibility

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

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

5.3. We have performed the following procedures as we, in our professional judgement, considered reasonable in the circumstances:

- A consistency check of the application of the stated basis of preparation, to the historical financial information;

- A review of work papers, accounting records and other documents of DMY and Fastbrick Robotics Group and their auditors;
Investigating accountant's Report

6. Conclusions

Historical Financial Information

6.1. Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the historical financial information, as described in the Prospectus, and comprising:

- the Statements of Financial Performance for the years ended 30 June 2013, 30 June 2014 and 30 June 2015 of both DMY and Fastbrick Robotics Group; and

6.2. are not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 9.5 of the Prospectus.

Pro Forma historical financial information

6.3. Based on our review, 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 Section 9 of the Prospectus, and comprising the Statements of Financial Position as at 30 June 2015 of both DMY and Fastbrick Robotics Group are not presented fairly in all material respects, in accordance with the stated basis of preparation, as described in Section 3 of this Report.

7. Restriction on Use

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

8. Responsibility

8.1. RSM Bird Cameron Corporate Pty Ltd has consented to the inclusion of this assurance report in the Prospectus in the form and context in which it is included. RSM Bird Cameron Corporate Pty Ltd has not authorised the issue of the Prospectus. Accordingly, RSM Bird Cameron Corporate Pty Ltd makes no representation regarding, and takes no responsibility for, any other documents or material in, or omissions from, the Prospectus.

9. Disclosure of Interest

9.1. RSM Bird Cameron Corporate Pty Ltd does not have any interest in the outcome of the Capital Raising other than the preparation of this Report for which normal professional fees will be received.
10. Financial Services Guide

10.1. We have included our Financial Services Guide as Appendix A to our Report. The Financial Services Guide is designed to assist retail clients in their use of any general financial product advice in our Report.

Yours faithfully

A J GILMOUR
Director
RSM Bird Cameron Corporate Pty Ltd

APPENDIX A
Financial Services Guide

RSM Bird Cameron Corporate Pty Ltd ABN 82 050 508 024 ("RSM Bird Cameron Corporate Pty Ltd" or "we" or "us" or "ours" as appropriate) has been engaged to issue general financial product advice in the form of a report to be provided to you.

In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide ("FSG"). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensees.

This FSG includes information about:

- who we are and how we can be contacted;
- the services we are authorised to provide under our Australian Financial Services Licence, Licence No 255847;
- remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

Financial services we are licensed to provide

We hold an Australian Financial Services Licence, which authorises us to provide financial product advice in relation to:

- deposit and payment products limited to:
  - basic deposit products;
  - deposit products other than basic deposit products.
- interests in managed investments schemes (excluding investor directed portfolio services); and
- securities (such as shares and debentures).

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and identify the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report as a retail client because of your connection to the matters in respect of which we have been engaged to report.

Any report we provide is provided on our own behalf as a financial services licensee authorised to provide the financial product advice contained in the report.

General Financial Product Advice

In our report we provide general financial product advice, not personal financial product advice, because it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.
Benefits that we may receive
We charge fees for providing reports. These fees will be agreed with, and paid by, the person who engages us to provide the report. Fees will be agreed on either a fixed fee or time cost basis and as at the date of this Report amount to $8,000.

Except for the fees referred to above, neither RSM Bird Cameron Corporate Pty Ltd, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report.

Remuneration or other benefits received by our employees
All our employees receive a salary.

Referrals
We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

Associations and relationships
RSM Bird Cameron Corporate Pty Ltd is beneficially owned by the partners of RSM Bird Cameron, a large national firm of chartered accountants and business advisers. Our directors are partners of RSM Bird Cameron Partners.

From time to time, RSM Bird Cameron Corporate Pty Ltd, RSM Bird Cameron Partners, RSM Bird Cameron and / or RSM Bird Cameron related entities may provide professional services, including audit, tax and financial advisory services, to financial product issuers in the ordinary course of its business.

Complaints Resolution
Internal complaints resolution process
As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing, addressed to The Complaints Officer, RSM Bird Cameron Corporate Pty Ltd, P O Box R1253, Perth, WA, 6844.

When we receive a written complaint we will record the complaint, acknowledge receipt of the complaint within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Scheme
A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Financial Ombudsman Service (“FOS”). FOS is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOS are available at the FOS website or by contacting them directly via the details set out below.

Financial Ombudsman Service
GPO Box 3
Melbourne VIC 3001
Toll Free: 1300 78 08 08
Facsimile: (03) 9613 6399
Email: info@fos.org.au

Contact Details
You may contact us using the details set out at the top of our letterhead on page 1 of this report.
September 22, 2015

The Directors
DMY Capital Limited
Suite 106, 1 Princess Street
Kew VIC 3101

Intellectual Property Report for DMY Capital Limited
Goldwing Nominees Pty Ltd – Fastbrick Patents and Trade Marks
Our Ref: G1415AU00 Your Ref:

Dear Sirs

We are instructed by DMY Capital Limited, to provide this report on the patent and trade mark portfolio of Goldwing Nominees Pty Ltd (hereafter “Goldwing”), in connection with the Fastbrick technology.

This report is provided for inclusion in a Prospectus to be issued by DMY Capital Limited, relating to the acquisition of Goldwing Nominees Pty Ltd.

This report sets out the particulars of intellectual property residing in patents and trade marks, in the name of Goldwing.

1. Patents

1.1 Introduction

A patent is a registered right that is granted for what in many jurisdictions is legally referred to as a manner of manufacture. A manner of manufacture can include anything in a field of economic endeavour that belongs to the practical arts, providing it is new, inventive, and useful when compared with that which is already known. Devices, substances, methods and processes are typical subject matter for grant of a patent.

Exceptions to patentable inventions include matters belonging to the fine arts, designs, schemes, plans, abstract ideas and discoveries. Each country has its own patent law and there are variations between different countries as to some types of subject matter that may or may not be patented.

Rights under a patent are legally enforceable and give to its owner, the exclusive right to control the exploitation of the patented invention, in the jurisdiction in which the patent is granted. The exclusive right can be enforced only once the patent has been granted.

The exclusive right runs for a limited period, and is provided in exchange for the teaching of the implementation of the invention. The teaching is provided through the description of the invention in the patent specification. The granting of a patent is considered to reward innovation by providing to the inventor or their assignee, a short term monopoly in return for benefitting the public stock of knowledge. At the end of the monopoly period the patent expires, and the public is free to exploit the invention.

The granting of a patent does not necessarily mean that the patentee is free to exploit the invention, since there may be patents belonging to third parties covering aspects embodied in the patented invention, that may be infringed by exploitation of the patented invention.
The granting of a patent does not mean the patent is valid. A granted patent can be revoked through re-examination proceedings before the Patent Office in those jurisdictions that provide for re-examination, or through revocation proceedings before the Courts. Grounds for invalidity include the invention not being proper subject matter, not novel, not inventive (obvious), and the patent specification being deficient.

Maintenance of a patent is subject to payment of renewals, which if not paid within the allowed time, will result in the patent ceasing.

1.2 Goldwing Patent Cases

Goldwing Nominees Pty Ltd is officially recorded in the records of the respective Patent Offices, as the owner of granted patents for a robotic brick laying system (the Fastbrick Invention), referred to by Goldwing as FastBrick and historically referred to as BrickBot. Details of the granted patents are set out in the following table:

<table>
<thead>
<tr>
<th>COUNTRY</th>
<th>PATENT NO.</th>
<th>MAXIMUM TERM</th>
<th>NEXT RENEWAL DUE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Australia</td>
<td>2007203730</td>
<td>January 2, 2027</td>
<td>January 2, 2016</td>
</tr>
<tr>
<td>Austria</td>
<td>677771</td>
<td>January 2, 2027</td>
<td>January 31, 2016</td>
</tr>
<tr>
<td>Canada</td>
<td>2 633 733</td>
<td>January 2, 2027</td>
<td>January 2, 2016</td>
</tr>
<tr>
<td>China</td>
<td>101 360 873</td>
<td>January 2, 2027</td>
<td>January 2, 2016</td>
</tr>
<tr>
<td>France</td>
<td>EP 1 977 058</td>
<td>January 2, 2027</td>
<td>January 31, 2016</td>
</tr>
<tr>
<td>Germany</td>
<td>60 2007 037 631.9</td>
<td>January 2, 2027</td>
<td>January 31, 2016</td>
</tr>
<tr>
<td>Ireland</td>
<td>EP 1 977 058</td>
<td>January 2, 2027</td>
<td>January 31, 2016</td>
</tr>
<tr>
<td>Luxembourg</td>
<td>EP 1 977 058</td>
<td>January 2, 2027</td>
<td>January 31, 2016</td>
</tr>
<tr>
<td>Switzerland &amp; Liechtenstein</td>
<td>EP 1 977 058</td>
<td>January 2, 2027</td>
<td>January 31, 2016</td>
</tr>
<tr>
<td>United Kingdom</td>
<td>EP 1 977 058</td>
<td>January 2, 2027</td>
<td>January 31, 2016</td>
</tr>
<tr>
<td>United States</td>
<td>8 166 727</td>
<td>April 15, 2029</td>
<td>November 1, 2015</td>
</tr>
</tbody>
</table>

All of the patents claim the benefit of an earliest priority date from Australian provisional patent application 2005907347 filed on December 30, 2005, in the name of Mark Joseph Pivac. While the benefit of an earliest priority date of December 30, 2005, is claimed, this does not mean that the claim to this priority date would necessarily be upheld, in the event of a legal challenge to its validity. In the event that the priority date of December 30, 2005 is not upheld, the earliest priority date would revert to the filing date of the international patent application PCT/AU2007/000001, which is January 2, 2007.

The patents are derived as national phase entries from international patent application PCT/AU2007/000001 filed on January 2, 2007. The patents in the European countries are validations/registrations of European patent EP 1 977 058, which was a regional phase entry from international patent application PCT/AU2007/000001. International patent application PCT/AU2007/000001 has now expired, so no further national phase entries are possible.

The patent specification for Australian provisional patent application 2005907347 was prepared and filed by Mark Joseph Pivac.

International patent application PCT/AU2007/000001 was prepared and filed by Griffith Hack, patent attorneys, under instruction from Goldwing.

All national/regional phase entry work and the subsequent prosecution to grant of patents in the different jurisdictions was handled by Golja Haines & Friend, patent attorneys, under instruction from Goldwing.
The patents have undergone examination by the Patent Offices relevant to the jurisdictions, and are granted in each jurisdiction noted in the table above. The patents will remain in force subject to payment of renewals as they fall due, and subject to no other adverse action.

1.3 United States Specific Requirements

In the United States, each person associated with filing and prosecution of a patent application owes a duty of disclosure, candour and good faith toward the United States Patent and Trademark Office (the USPTO). Under this duty, any prior art known to those persons that could be material to the question of patentability of the claimed invention must be disclosed to the USPTO. This duty continues up to the date of grant of the United States patent.

The disclosure of relevant prior art takes place by filing an Information Disclosure Statement with the USPTO. Failure to disclose relevant prior art can lead to any United States patent that issues being unenforceable.

To the best of our knowledge, Goldwing met the required duty of disclosure, and no issues in this regard should arise that might affect Goldwing’s ability to enforce their United States patent.

1.4 Scope of Patents

The scope of the patents is determined by construction of the claims that define the invention. The claims are included after the description of the invention, in the patent specifications.

There are variations between the language of the claims in the different jurisdictions in which the invention, and the claims will be interpreted in each jurisdiction, in accordance with the practice of the jurisdiction.

In summary, the patents are directed toward an automated brick laying system comprising a robot having a base with an arm and a brick laying and adhesive applying head at the end of the arm. A measurement system located separately from the base measures the position of a target at the end of the arm. The bricklaying machine has a controller to move the arm to provide coarse positioning of the head, and fine positioning of manipulators on the head. The coarse positioning is performed with slow dynamic response and the fine positioning is performed with fast dynamic response in order to compensate for deflection due to structural dynamic effects and wind incident on the arm.

The patents do not provide protection for any brick laying robot per se; there are other brick laying robots described in the prior art, examples of which were cited against the Goldwing patent applications, prior to grant of patents. We are instructed that the advantage provided by the Goldwing Fastbrick Invention over these prior art brick laying robots, is ease of set up and the ability to fabricate a relatively large scale project, when compared with the prior art.

1.5 Validity of Patents

To the best of our knowledge, there are no known prior art related issues that would be expected to affect the validity of the patents.

1.6 Ownership

While any person may apply for a patent, the inventors of an invention are entitled to the grant of a patent, unless another party is entitled by assignment to the invention.
Australian provisional patent application 2005907347 was filed on December 30, 2005, in the name of Mark Joseph Pivac. The inventors specified in the filing are Mark Joseph Pivac and Michael Barrington Wood.

A Transfer and Assignment Agreement executed on May 22, 2006, assigned all of the Intellectual Property relating to the Fastbrick Invention (then referred to as the BrickBot), from Mark Joseph Pivac and Michael Barrington Wood to Goldwing. The Intellectual Property includes the inventions, patent applications and patents, and copyright (including software), and know-how relating to the Fastbrick Invention.

1.7 Other Rights

Goldwing Nominees Pty Ltd and Hadrian Pty Ltd executed an Intellectual Property Licence Agreement on June 2, 2006, under which Hadrian Pty Ltd was granted an exclusive licence to use, enjoy, commercialise and exploit the Intellectual Property. Under the terms of the licence, Hadrian Pty Ltd may grant sublicences.

1.8 Further Inventions

We understand from Goldwing, that there are further inventions that have not been disclosed or used for commercial purposes, that could be the subject of further patent applications. If further patent protection is to be sought, this needs to be explored further with the inventors, to determine the nature of the inventions, and a determination made as to whether the further inventions would be patentable and the likely scope of any patents, so that Goldwing can determine whether there is sufficient commercial benefit to warrant the filing of further patent applications.

As noted in the table, in most jurisdictions the granted patents will reach the end of their term in 2027. The filing of further patent applications at this juncture could result in patents that would potentially be able to remain in force until 2036.

2. Trade Marks

2.1 Introduction

A trade mark, often referred to in common parlance as a brand, may be a word, expression or a logo, that functions as a badge of origin identifying the goods and services of a supplier, with that supplier. A trade mark distinguishes the goods and services of a supplier, from the goods and services of another supplier. A trade mark is a badge that indicates origin to the consumer, and can indicate to the consumer, matters such as quality.

Registration of a trade mark provides a legal mechanism for the owner of a trade mark to control use of the trade mark, and in particular prevent unauthorized use of the trade mark, in connection with the goods and services in respect of which the trade mark is registered.

The procedure for registering a trade mark in Australia entails filing an application with IP Australia and paying the official fees. The application is examined by IP Australia, and if there are no objections, it is accepted. If there are objections, an Examination Report will be issued, and opportunity provided to overcome the objections.

Once the trade mark application has been accepted, the acceptance fees must be paid. Registration takes place following the expiry of an opposition period. If an opposition is filed by a third party, opposition proceedings must be concluded in favour of the applicant, before registration can take place.
Trade mark registration takes place on a jurisdiction by jurisdiction basis, although there is a European Community trade mark which covers the European Union, and an International Trade Mark registration under the Madrid Protocol through which protection of a trade mark in a limited number of jurisdictions can be obtained via a single application.

2.2 Goldwing Trade Mark Cases - Existing

Goldwing is the applicant for Australian trade mark applications 1702057, 1702094 and 1702095, all filed on June 22, 2015. These trade mark applications are presently awaiting examination, and are not registered.

Details of these trade mark applications are set out below:

- Trade Mark:
  ![FASTBRICK](image)
  Application Number: 1702057
  Classes: 6, 7, 17, 19, 37, 42

- Trade Mark: FASTBRICK
  Application Number: 1702094
  Classes: 7, 37, 42

- Trade Mark: Fastbrick Robotics
  Application Number: 1702095
  Classes: 7, 37, 42

- Trade Mark:
  ![Fastbrick Robotics](image)
  Application Number: 1723104
  Classes: 7, 37, 42

The goods and services covered by these classes are as follows:

Class 6: Common metals and their alloys; metal building materials; transportable buildings of metal; materials of metal for railway tracks; non-electric cables and wires of common metal; ironmongery, small items of metal hardware; pipes and tubes of metal; goods of common metal not included in other classes; metal door frames, metal window frames, metal lintels, metal building framework, metal roofing framework, metal roofing trusses.

Class 7: Machines and machine tools; motors and engines (except for land vehicles); machine coupling and transmission components (except for land vehicles); machines for handling materials, machines for
conveying, machines for mixing and applying mortar and adhesive, machines for laying bricks, machines for constructing buildings and walls of brick and block construction, programmable robotic machines for brick laying and wall and building construction using bricks and blocks.

Class 17: Insulation materials for use in building construction and insulation of roof spaces, insulated ductwork.

Class 19: Building materials (non-metallic); non-metallic rigid pipes for building; bricks, blocks, slabs; cement for building, sand, aggregate, mortar for building, dry mortar mixes for use in brick laying.

Class 37: Building construction; repair; installation services; supply and operation of building construction equipment, rental and leasing of building construction equipment.

Class 42: Scientific and technological services and research and design relating thereto; industrial analysis and research services; design and development of computer hardware and software; architectural services, building design, land surveying, programming services for programming automated building construction equipment.

The trade mark applications cover the brick laying robot being the Fastbrick invention, rental of this equipment, building construction services and programming services for the production of software instructions from building plans for use in operating the Fastbrick Invention. Trade mark application 1702057 covers these goods and services, and in addition covers metallic and non-metallic building materials and insulation.

Goldwing has not conducted searches of official trade mark records in any jurisdictions, to determine whether the trade marks are available to use or register.

2.3 Goldwing Trade Mark Cases - Future

Goldwing may file foreign trade mark applications on or before December 22, 2015, claiming priority from the above Australian trade mark applications. The effect of claiming priority is to back-date the rights associated with the foreign trade mark applications so that the foreign trade mark applications will have priority over any competing application filed between June 22, 2015 and the foreign filing date.

In the event that Goldwing does not file foreign trade mark applications by December 22, 2015, foreign trade mark applications may still be filed, but they will not be able to claim priority from the above Australian trade mark applications.

2.4 Ownership

Under Australian trade mark law, a person who claims to be the owner of a trade mark, may validly apply for registration of the trade mark, providing that they are using or intend to use the trade mark or authorize another party to use the trade mark. In the absence of use of the same trademarks by a third party already occurring, Goldwing’s claim to ownership of the trade marks will be valid.

3. Independence

When considering this Intellectual Property Report, it should be noted that:

1. GHF IP Pty Ltd, trading as Golja Haines & Friend, patent and trade mark attorneys, has prepared this report.
2. GHF IP Pty Ltd trading as Golja Haines & Friend, and the former partnership trading as Golja Haines & Friend, have acted for Goldwing Nominees Pty Ltd from 2008 in connection with their patent and
trade mark matters. These services were charged to Goldwing on Golja Haines & Friend’s standard terms and conditions of engagement, being by Golja Haines & Friend charging hourly rates for time spent on the matter. Goldwing has paid Golja Haines & Friend $261,931.19 for these professional services (including disbursements which include official fees paid on behalf of Goldwing, as well as professional fees and disbursements charged by overseas associates of Golja Haines & Friend in the case of overseas patent applications).

3. GHF IP Pty Ltd will be paid a fee by DMY Capital Limited for the preparation of this Intellectual Property Report, and payment is not contingent on the outcome of the Prospectus.

4. GHF IP Pty Ltd confirms that this report is prepared by Stephen Friend, who is a Director of GHF IP Pty Ltd, and is a patent attorney registered in Australia and New Zealand, and a trade marks attorney registered in Australia.

5. Neither GHF IP Pty Ltd, nor any of its directors or employees, have any entitlement to any shares in DMY Capital Limited, Goldwing Nominees Pty Ltd, Hadrian Pty Ltd, or any other company involved through any shareholding in these companies, or any interest in the promotion of DMY Capital Limited, Goldwing Nominees Pty Ltd or Hadrian Pty Ltd, and no financial interest in the outcome of the proposed acquisition of Goldwing Nominees Pty Ltd by DMY Capital Limited.

4. Limitations of the Report

We were not involved in the management of the Australian provisional patent application, nor in the management of the international patent application. We were not involved in the negotiation and preparation of the Transfer and Assignment Agreement which assigned rights from the inventors to Goldwing, nor the Intellectual Property Licence Agreement that granted an exclusive licence to Hadrian. In preparing this report, we were reliant on instructions from Goldwing to assess matters that are not apparent on the face of these documents.

We have been involved in the management of the prosecution to grant of patents from the national and regional phases from the International patent application. Our views regarding validity of the patents are based on our involvement with the patent prosecution, our understanding of the relevance of the cited art, and the conclusions reached by the various Patent Offices to grant patents to Goldwing.

It is always possible that the validity of a patent could be challenged due to hitherto unknown prior art, including evidence regarding the state of the common general knowledge of a skilled addressee at the relevant priority dates.

The granting of patents does not confer any freedom to operate on Goldwing or its licensees. This report does not constitute a freedom to operate opinion, and it is always a possibility that some technology subsisting in the Fastbrick Invention may infringe the intellectual property rights of others.

Since searches for availability of the trade marks for which registration is sought have not been conducted, a conclusion cannot be drawn regarding availability and registrability in any jurisdiction.

Yours sincerely
Golja Haines & Friend

Stephen Friend
12 Risk factors

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

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

12.1 Risks specific to the Goldwing Acquisition

(a) Conditional Acquisition and Offers

As part of the Company’s change in nature and scale of activities, ASX will require the Company to re-comply with Chapters 1 and 2 of the Listing Rules. A Prospectus will be issued to assist the Company to re-comply with these requirements. The Shares will be suspended from the date of the Meeting. It is anticipated that the Shares will remain suspended until completion of the Acquisition and the Public Offer, re-compliance by the Company with Chapters 1 and 2 of the Listing Rules and compliance with any further conditions ASX imposes on such reinstatement. There is a risk that the Company will not be able to satisfy one or more of those requirements and that its Shares will consequently remain suspended from quotation.

In the event that the Conditions set out in Section 6.5 are not satisfied or the Company does not receive conditional approval for re-quotation on ASX, the Company will not proceed with the Public Offer or the Oversubscription Public Offer and will repay all Application Monies received. In the event that the Public Offer does not proceed, the Goldwing Offer and the Pivac Offer will not proceed.

(b) Reliance on key personnel

The technology and the prototype machines being developed by the Fastbrick Robotics Group is largely due to the talent, effort and experience and leadership of Mike Pivac, Chief Executive Officer, and Mark Pivac, Chief Technical Officer. Mr Mark Pivac is the chief technical designer of the vast majority of existing custom systems of the Hadrian 105 Technology Demonstrator and has oversight of the Hadrian 109 Commercial Prototype conceptualisation and design. Although these individuals have entered into Executive Services Agreements, there is no assurance that such contracts will not be terminated. If such contracts are terminated or breached, or if these individuals no longer continue in their current roles, a new Chief Executive Officer and Chief Technology Officer will need to be employed which may adversely affect the business.

Fastbrick Robotics expects to grow its technical team, with a view to mitigating the key man risk as it relates to Mark Pivac. An inability to attract quality technical personnel may adversely impact the development plans of Fastbrick Robotics.

(c) Technology and machine development

(i) Hadrian 105 Technology Demonstrator: - The Acquisition of Fastbrick Robotics is related to the successful enhancement and testing of the Hadrian 105 Technology Demonstrator, which is in the final stages of development. The capabilities of the Hadrian 105 Technology Demonstrator are in the process of being enhanced, including with the inclusion of additional systems, to enable the construction of a room including lintel placement, door and window openings to a height of 2 metres. Should the testing and verification of the machine not be completed as anticipated, then Fastbrick Robotics may have to expend additional time and resources to rectify any outstanding issues. This may delay the next stage of technology development, the design and/or build of the Hadrian 109 Commercial Prototype or, at the very worst, if unassailable barriers are encountered, result in the Company abandoning the project entirely.

(ii) Next phase – After the testing and verification of the Hadrian 105 Technology Demonstrator, Fastbrick Robotics intends to build its first commercial machine, the Hadrian 109 Commercial Prototype. Any inability to execute on this next stage of development will hamper or obstruct Fastbrick Robotics’ ability to develop a commercial offering capable of earning revenue. The main risks in developing future stages lie in:

- the ability of Fastbrick Robotics to build in the complexity of design required to fix constraints identified in the Hadrian 105 Technology Demonstrator and include the addition of other systems not currently fully designed or built; and
- encountering unexpected problems not identified and solved in the previous stage, in the Hadrian 105 Technology Demonstrator, or the Hadrian 109 Commercial Prototype.

Should the testing and verification of the machine not be completed as anticipated, then Fastbrick Robotics may have to expend additional time and resources to rectify any outstanding issues. This may delay the commercialisation of the Fastbrick Robotics technology and create cost overruns or, at the very worst, if unassailable barriers are encountered, result in the Company abandoning the project entirely.
Further, the Hadrian 105 Technology Demonstrator has been developed relatively slowly over the last 5 years. With the additional funding coming into Fastbrick Robotics through the Public Offer (and the Oversubscription Public Offer if it proceeds), Fastbrick Robotics will be entering into a new phase of product development, which will require a much more agile approach. It is expected that there will be much greater time pressure on the development of the Hadrian 109 Commercial Prototype, as well as higher standards of precision and speed. The capability of the technical team to manage this transition and expansion is a source of risk. As noted in paragraph (b), Fastbrick Robotics expects to grow its technical team, which will assist in mitigating this risk. However, an inability to attract quality technical personnel with the right skillset to manage this transition may adversely impact the development plans of Fastbrick Robotics.

(iii) Machine operation risks: The machines based on the Fastbrick Robotics technology are large and complex systems comprised of a number of critical components and subsystems. The design of the Hadrian 109 Commercial Prototype targets reducing the number of critical components and moving parts to reduce operational risk, however these may not be able to be mitigated entirely. The main operational risk factors for the machines include:

- key component risk, including software, and the risk of failure of any key components including ability, timing and/ or cost to repair or replace the key components critical to the operation of the machine. The machines are and will be dependent on a number of critical components, including software that run everything from control systems and user interfaces to brick analysis and boom dynamics;
- the fragility risk of key components critical to the operation of the machines, the failure of which may render the machines inoperative;
- testing and verification of systems on the machines, there are certain systems on the Hadrian 105 Technology Demonstrator that are yet to be fully constructed and tested (including the brick cutting system, dust suppression systems and the mortar/adhesive application system). This leads to some risk regarding room build demonstration, with some potential for obstacles or failures which have not been predicted.

(iv) Risk of inadequate redundancy and security procedures: As a start-up company, Fastbrick Robotics has not yet had the funds or resources to put in place proper data storage and security, systems redundancy, disaster recovery or physical security protocols. Fastbrick Robotics intends to work towards the adoption of market standard systems and protocols as quickly as possible following Completion. However, pending completion of this systems upgrade, there remains a risk of serious data loss or physical damage to or destruction of the Hadrian 105 Technology Demonstrator (and the Hadrian 109 Commercial Prototype if it is built prior to completion of the upgrade). This may delay the next stage of technology development, the design and/or build of the Hadrian 109 Commercial Prototype or, at the very worst, if unassailable barriers are encountered in replicating lost data or destroyed equipment, result in the Company abandoning the project entirely.

(v) Viable commercialisation: Risks are involved in the ability to translate the Fastbrick Robotics technology in to a solution that provides the expected quality of product in a cost effective manner to support the price needed to make an impact in the marketplace. The main factors that may introduce risk include but are not limited to:

- accuracy of operation of the machines based on the technology and ability to achieve accuracy levels required by potential customers;
- robustness of the machines and ability to consistently perform over time and reliability of performance;
- ability to scale up the output of the machines to a particular speed, in particular laying of sufficient bricks per hour to be viable;
- ability to build and deliver the machine at a profit and to build sufficient number of machines for potential customers, as well as the operation of the machines being profitable;
- ability to manage customer expectations regarding down time risk caused by the breakdown of particular components of the machine (for example, critical components such as the laser tracking system may be difficult or expensive to replace on short notice);
- acceptance of the market of a new automated technology and benefits of using the machines over traditional manual bricklaying methods; and
- ability to develop the Fastbrick Robotics technology and the machines based on that technology in a timely manner.

(d) Market adoption and sales and marketing

Use of proceeds post Completion will focus efforts on development of the Fastbrick Robotics technology and machines based on that technology, in particular the design and build of the Hadrian 109 Commercial Prototype. Fastbrick Robotics does not currently have any contracts in place to become revenue generating, there are no guarantees of success in obtaining sales contracts and new business. Following development of its technology, the success of the commercialisation of Fastbrick Robotics will relate to the acceptance of its offerings for routine use within its target markets. Take up of the products will involve education of market participants and marketing programmes to raise the profile of Fastbrick Robotics and its technology.

(e) Competition and new technologies

Fastbrick Robotics is confident that its technology will provide a unique market proposition in providing an existing, qualified market place with new levels of quality, price and availability. The technology is also able to extend its market by offering the same service internationally. Notwithstanding this, the industry in which Fastbrick Robotics operates is competitive and includes companies with significantly greater financial, technical, human, research and development, and marketing resources than currently available to Fastbrick Robotics. Numerous entities around the world may resist Fastbrick Robotics efforts to commercialise or market its technology that may compete with their own offerings. There is no fundamental barrier preventing another company from building bricklaying automation machines, provided they do not infringe granted patents. There are also competition risks from traditional manual bricklaying. Fastbrick Robotics competitors may develop products in advance of Fastbrick Robotics; that are more effective than those developed by Fastbrick Robotics; or have greater market acceptance. As a consequence, Fastbrick Robotics current and future technologies and products may become obsolete or uncompetitive, resulting in adverse effects on revenue, margins and profitability.
(f) External technology risk

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

(g) Sufficiency of funding

Fastbrick Robotics growth through product development and commercialisation activities will require substantial expenditure and may not result in profitability being achieved. There can be no guarantees that Fastbrick Robotics cash reserves together with the funds raised by the Public Offer (and the Oversubscription Public Offer if it proceeds) will be sufficient to successfully achieve all the objectives of Fastbrick Robotics overall business strategy.

If Fastbrick Robotics is unable to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Public Offer (and the Oversubscription Public Offer if it proceeds) and existing working capital, there can be no assurance that Fastbrick Robotics will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to Fastbrick Robotics or at all.

Accordingly, the Company may need to engage in equity or debt financing to secure additional funds. If the Company is unable to use debt or equity to fund expansion after utilising the net proceeds of the Public Offer (and the Oversubscription Public Offer if it proceeds) and existing working capital, there can be no assurance that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all.

Any additional equity financing may be dilutive to the Company’s existing Shareholders and any debt financing, if available, may involve restrictive covenants, which limit the Company’s operations and business strategy. If the Company is unable to raise capital if and when needed, this could delay or suspend the Company’s business strategy and could have a material adverse effect on the Company’s activities.

(h) Protection of intellectual property rights

Fastbrick Robotics Group success may rely on its ability to maintain patent protection for its core technology. Fastbrick Robotics currently has patent protection of its intellectual property (see Section 11) and intends to seek patent protection for future technology developments where possible.

The Company may be required to spend significant resources to monitor and protect the intellectual property acquired through the proposed Acquisition of Fastbrick Robotics. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and divert the efforts of its personnel. In addition, unauthorised use of the “Fastbrick Robotics” brand in counterfeit products or services could not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.

(i) Intellectual property infringement

If a third party accuses the Fastbrick Robotics Group of infringing its intellectual property rights or if a third party commences litigation against the Fastbrick Robotics Group for the infringement of patent or other intellectual property rights, the Company may incur significant costs in defending such action, whether or not it ultimately prevails. Typically, patent litigation is expensive. Costs that the Company incurs in defending third party infringement actions would also include diversion of management’s and technical personnel’s time.

In addition, parties making claims against the Fastbrick Robotics Group may be able to obtain injunctive or other equitable relief that could prevent the Group from further developing discoveries or commercialising its products. Defence of any lawsuit could prevent the Company from commercialising its technology and could cause it to incur substantial expenditure.

(j) Regulatory and legislative change

Any technology product offering, especially those that are used in the construction industry, may be exposed to the regulatory environment of a particular jurisdiction. Fastbrick Robotics is yet to undertake a regulatory analysis in key jurisdictions outside of Australia. Any adverse regulation may restrict the ability to operate machines utilising Fastbrick Robotics technology in a particular jurisdiction. Similarly, any change in regulation in Australia may restrict the ability to operate machines utilising Fastbrick Robotics technology in Australia as currently designed.

(k) Limited trading history

Fastbrick Robotics Group is essentially a start-up with limited trading history. Fastbrick Robotics has to date principally developed its technology and the Hadrian 105 Technology Demonstrator as well as seeking patent protection. However Fastbrick Robotics is still developing and testing its technology and has yet to commence the commercialisation phase of the business cycle and as such carries the normal risks of a start up business. Given the limited trading history of the Fastbrick Robotics Group, no assurance can be given that Fastbrick Robotics will achieve commercial viability through the implementation of its business plan.
(l) Foreign exchange risks

Fastbrick Robotics is potentially a global business and may have commercial opportunities outside of Australia in general to generate revenue. The Australian building and construction market is small when compared with Europe and the United States. Any billing in foreign currencies will be converted to AUD for reporting purposes will be affected by currency fluctuations, which may adversely impact on financial performance and position. In addition, many components used in the machines based on the Fastbrick Robotics technology will be imported or the price will be affected by exchange rate variation.

(m) Litigation

Fastbrick Robotics is exposed to the risk of actual or threatened litigation or legal disputes in the form of customer claims, intellectual property claims, personal injury claims, employee claims and other litigation and disputes. If any claim was successfully pursued it may adversely impact the financial performance, financial position, cash flow and share price of Fastbrick Robotics.

12.2 General Risks

(a) Market conditions

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

(i) general economic outlook;
(ii) introduction of tax reform or other new legislation;
(iii) interest rates and inflation rates;
(iv) changes in investor sentiment toward particular market sectors;
(v) the demand for, and supply of, capital; and
(vi) terrorism or other hostilities.

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

(b) Economic and government risks

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

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

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

13.2 Option Agreement
The Company has entered into the Option Agreement with Mark and Michael Pivac, and binding share sale agreements with the other Vendors, pursuant to which the Vendors have agreed to sell 100% of the issued capital of Goldwing to the Company.

The principal terms of the Option Agreement and the share sale agreements are as follows:

(a) The consideration is:
   i) 150,000,000 Shares;
   ii) 166,666,666 Class A Performance Shares;
   iii) 166,666,666 Class B Performance Shares; and
   iv) 166,666,666 Class C Performance Shares.

(b) The Company will conduct the Public Offer.

(c) The Acquisition is conditional upon, and subject to, a number of conditions which remain outstanding at the date of this Notice, including:
   i) Shareholder approval of the Acquisition Resolutions at the Shareholder Meeting;
   ii) the Company receiving subscriptions for the full amount of the Public Offer under this Prospectus;
   iii) the Company obtaining all necessary regulatory approvals on terms acceptable to the parties as are required to give effect to the Acquisition including re-compliance with Chapters 1 and 2 of the Listing Rules on terms which the Company believes are capable of satisfaction;
   iv) the Vendors entering into such restriction agreements as required by ASX; and
   v) the Vendors applying for the Consideration Securities under this Prospectus.

(d) Other key terms of the transaction include:
   i) on satisfaction of initial due diligence, the Company paid a non-refundable option fee of $250,000 to Goldwing; and
   ii) the Company to issue the number of Shares up to $294,721.23 at the Public Offer price as the repayment of an existing loan from Mr Mark Pivac (Pivac Offer) (see Section 4.6(f)).

(e) The Vendors have acknowledged that some or all of the Consideration Securities may be escrowed in accordance with the requirements of ASX and will execute such form of escrow agreement as required by ASX.

(f) There are standard commercial warranties regarding the Fastbrick Robotics Group and the Fastbrick Robotics business provided by Messrs Pivac.

13.3 Lead Manager and Corporate Advisory Mandate
The Company has appointed Cygnet Capital (AFSL 241 095) to act as lead manager of the Public Offer and the Oversubscription Public Offer. In consideration of its services, Cygnet Capital will receive a fee of 6.0% of the total amount raised under the Public Offer and the Oversubscription Public Offer, which will comprise of a capital raising fee of 5%, this amount includes any fees paid to brokers, and a management fee of 1%. Cygnet Capital may elect to receive this fee, or any part, through the issue of Shares at the Public Offer issue price. In addition, Cygnet Capital will be entitled to be reimbursed for reasonable out of pocket expenses incurred in connection with the assignment.

Cygnet Capital will provide ongoing corporate advisory services to the Company for an initial period of 24 months following announcement of the Acquisition, being 24 June 2015, and the corporate advisory mandate will continue on a monthly basis subject to written termination at one month’s notice. Upon successful Completion, the Company will issue 75,000,000 New Options to Cygnet Capital (or its nominees). In addition Cygnet Capital will receive a monthly corporate advisory retainer of $10,000 (excluding GST).

The agreement contains covenants, warranties, representations and indemnities that are customary for an agreement of this nature.
13.4 **Fastbrick Robotics Agreements**

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

**(a) BDG Agreement**

A summary of the transitional services agreement between Fastbrick Robotics Group and BDG is set out in Section 8.5(c).

**(b) IP License Agreement**

In June 2006, Goldwing and Hadrian entered into an intellectual property licence agreement (**IP License Agreement**) under which Goldwing granted to Hadrian an exclusive licence (**Licence**) to use, enjoy, commercialise and exploit the intellectual property associated with the Fastbrick Robotics automated bricklaying technology for the purpose of developing, manufacturing, hiring, leasing, using, marketing, licensing / sub licensing and selling equipment using the intellectual property (**Products**). The Licence expires on 31 December 2026 (unless extended by agreement).

In consideration for the grant of the licence, Hadrian paid an initial licence fee of $50,000, and agreed to pay a royalty of 3% on revenue generated by Hadrian using the licensed intellectual property (including through the hire or sale of Products, or through sub licensing the intellectual property).

13.5 **Agreements with Directors, Related Parties and key management personnel**

A summary of the agreements with Directors, key management personnel and related parties of the Company is set out in Section 8.5.
Rights attaching to Shares

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

The following is a broad summary of the rights, privileges and restrictions attaching to all Shares under the Constitution. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders:

(a) General meeting and notices

Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act or the Listing Rules.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of the Company every holder of fully paid ordinary shares present in person or by an attorney, representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per share on a poll.

Where there are 2 or more joint holders of a share and more than one of them is present at a meeting and tenders a vote in respect of the share, the Company will count only the vote cast by the member whose name appears first in the Company’s register of members.

(c) Issues of further Shares

The Directors may, on behalf of the Company, issue, grant options over or otherwise dispose of shares to any person on the terms, with the rights, and at the times that the Directors decide. However, the Directors must act in accordance with the restrictions imposed by the Constitution, Listing Rules, the Corporations Act and any rights for the time being attached to the shares in any special class of those shares.

(d) Variation of Rights

Unless otherwise provided by the Constitution or by the terms of issue of a class of shares, the rights attached to the shares in any class may be varied or cancelled only with the written consent of the holders of at least three-quarters of the issued shares of the affected class, or by special resolution passed at a separate meeting of the holders of the issued shares of the affected class.

(e) Transfer of Shares

Subject to the Constitution, the Corporations Act and Listing Rules, Shares are freely transferable.

The Shares may be transferred by a proper transfer effected in accordance with the ASX Settlement Operating Rules, by any other method of transferring or dealing with Shares introduced by ASX and as otherwise permitted by the Corporations Act or by a written instrument of transfer in any usual form or in any other form approved by either the Directors or ASX that is permitted by the Corporations Act.

The Directors may decline to register a transfer of Shares (other than a proper transfer in accordance with the ASX Settlement Operating Rules) where permitted to do so under the Listing Rules. If the Directors decline to register a transfer, the Company must, within 5 business days after the transfer is delivered to the Company, give the party lodging the transfer written notice of the refusal and the reason for the refusal. The Directors must decline to register a transfer of Shares when required by law, by the Listing Rules or by the ASX Settlement Operating Rules.

(f) Partly paid Shares

The Directors may, subject to compliance with the Constitution, the Corporations Act and Listing Rules, issue partly paid shares upon which there are outstanding amounts payable. These shares will have limited rights to vote and to receive dividends where there are any unpaid calls.

(g) Dividends

The Directors may from time to time determine dividends to be distributed to members according to their rights and interests. The Directors may fix the time for distribution and the methods of distribution. Subject to the terms of issue of shares, the Company may pay a dividend on one class of shares to the exclusion of another class.

Each share carries the right to participate in the dividend in the same proportion that the amount for the time being paid on the share (excluding any amount paid in advance of calls) bears to the total issue price of the share.
(h) Winding up
Subject to the rights of holders of shares with special rights in a winding-up, if the Company is wound up, members will be entitled to participate in any surplus assets of the Company in proportion to the percentage of the capital paid-up or credited as paid up on the shares when the winding up begins.

(i) Dividend reinvestment and Share plans
Subject to the requirements in the Corporations Act and the Listing Rules, the Directors may implement and maintain dividend reinvestment plans (under which any member may elect that dividends payable by the Company be reinvested by way of subscription for fully paid shares in the Company) and any other share plans (under which any member may elect to forego any dividends that may be payable on all or some of the shares held by that member and to receive instead some other entitlement, including the issue of fully paid shares).

(j) Directors
The Constitution states that the minimum number of Directors is three and the maximum number is eight.

(k) Powers of the Board
Except as otherwise required by the Corporations Act, any other law, the Listing Rules or the Constitution, the Directors have the power to manage the business of the Company and may exercise every right, power or capacity of the Company.

(l) Share buy backs
Subject to the provisions of the Corporations Act and the Listing Rules, the Company may buy back shares in itself on the terms and at times determined by the Directors.

(m) Unmarketable parcels
The Company’s constitution permits the Board to sell the Shares held by a Shareholder if they comprise less than a marketable parcel within the meaning of ASX Business Rules. The procedure may only be invoked once in any 12 month period and requires the Company to give the Shareholder notice of the intended sale.

If a Shareholder does not want his Shares sold, he may notify the Company accordingly.

(n) Capitalisation of profits
The Company may capitalise profits. Subject to the Constitution and the terms of the issue of shares, members are entitled to participate in a capital distribution in the same proportions in which they are entitled to participate in dividends.

(o) Capital reduction
Subject to the Corporations Act and Listing Rules, the Company may reduce its share capital.

(p) Preference Shares
The Company may issue preference shares, including preference shares that are liable to be redeemed. The rights attaching to preference shares are those set out in the Constitution unless other rights have been approved by special resolution of the Company’s members.

14.2 Terms and conditions of Performance Shares
For the purpose of the terms and conditions of the Performance Shares:

Change of Control Event means:

(a) the occurrence of:

(i) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and

(ii) that takeover bid has become unconditional; or

(b) the announcement by the Company that:

(i) shareholders of the Company have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:

(A) cancelled; or

(B) transferred to a third party; and

(ii) the Court, by order, approves the proposed scheme of arrangement.

Expire Date means the A Expiry Date, the B Expiry Date and the C Expiry Date (as applicable).

Holder means a holder of a Performance Share.

Issue Date means the date on which the Performance Shares are issued.
The Performance Shares will be subject to the standard terms and conditions applied to performance shares by ASX.

(a) Conversion and expiry of Performance Shares

(i) Conversion on achievement of A Milestone. Upon successful demonstration of the Company’s robotic home building technology as proven by the construction of a Full Home Structure within 3 days from commencement of construction by the Company’s robotic home building technology on the site (A Milestone), each Class A Performance Share will convert into a Share on a one for one basis.

(ii) A Expiry. The A Milestone must be achieved on or before 5.00pm (WST) on the date which is 36 months after the Issue Date (A Expiry Date).

(iii) Conversion on achievement of B Milestone. Upon successful completion, being payment of the completion payment under the relevant contract, of the tenth (10th) Full Home Structure constructed under a commercial arm’s length contract using the Company’s robotic home building technology (B Milestone), each Class B Performance Share will convert into a Share on a one for one basis.

(iv) B Expiry. The B Milestone must be achieved on or before 5.00pm (WST) on the date which is 48 months after the Issue Date (B Expiry Date).

(v) Conversion on achievement of C Milestone. Upon achievement by the Company of reported annual operating revenue in a financial year attributable to the Company’s robotic home building technology (excluding government grant receipts and research and development rebates received from the ATO) of at least $10,000,000 (C Milestone), each Class C Performance Share will convert into a Share on a one for one basis.

(vi) C Expiry. The C Milestone must be achieved on or before 5.00pm (WST) on the date which is 60 months after the Issue Date (C Expiry Date).

(vii) No conversion. To the extent that:

(A) the Class A Performance Shares have not converted into Shares on or before the A Expiry Date, then all such unconverted Class A Performance Shares held by each Holder will automatically consolidate into one Class A Performance Share and will then convert into one Share;

(B) the Class B Performance Shares have not converted into Shares on or before the B Expiry Date, then all such unconverted Class B Performance Shares held by each Holder will automatically consolidate into one Class B Performance Share and will then convert into one Share; and

(C) the Class C Performance Shares have not converted into Shares on or before the C Expiry Date, then all such unconverted Class C Performance Shares held by each Holder will automatically consolidate into one Class C Performance Share and will then convert into one Share.

(viii) Conversion procedure. The Company will issue a Holder with a new holding statement for the Share or Shares as soon as practicable following the conversion of each Performance Share.

(ix) Ranking of shares. Each Share into which the Performance Share will convert will upon issue:

(A) rank equally in all respects (including, without limitation, rights relating to dividends) with other issued Shares;

(B) be issued credited as fully paid;

(C) be duly authorised and issued by all necessary corporate action; and

(D) be issued free from all liens, charges and encumbrances whether known about or not including statutory and other pre-emptive rights and any transfer restrictions.

(b) Conversion on change of control

(i) Subject to paragraph (ii), if there is a Change of Control Event in relation to the Company prior to the conversion of the Performance Shares, then:

(A) each of the A Milestone, the B Milestone and the C Milestone will be deemed to have been achieved; and

(B) each Performance Share will automatically and immediately convert into a Share.

(ii) If the number of Shares to be issued as a result of the conversion of all Performance Shares due to a Change in Control Event in relation to the Company is in excess of 10% of the total fully diluted share capital of the Company at the time of the conversion, then the number of Class A Performance Shares, Class B Performance Shares and Class C Performance Shares to be converted will be prorated so that the aggregate number of Shares issued upon conversion of the Performance Shares is equal to 10% of the entire fully diluted share capital of the Company.

(c) Takeover Provisions

(i) If the conversion of Performance Shares (or part thereof) under paragraph (a) or (b) would result in any person being in contravention of section 606(1) of the Corporations Act then the conversion of each Performance Share that would cause the contravention shall be deferred until such time or times thereafter that the conversion would not result in a contravention of section 606(1). Following a deferment under this paragraph (c)(i), the Company shall at all times be required to convert that number of Performance Shares that would not result in a contravention of section 606(1).

(ii) Where paragraph (c)(i) applies, if requested to do so by the affected Holder, the Company will seek to obtain the approval of its shareholders under section 611, item 7 of the Corporations Act for the conversion of the affected Performance Shares at the Company’s next Annual General Meeting.
(iii) A Holder must promptly notify the Company in writing if they consider that the conversion of Performance Shares (or part thereof) under paragraph (a) or (b) may result in the contravention of section 606(1) of the Corporations Act, failing which the Company is entitled to assume that the conversion of Performance Shares (or part thereof) under paragraph (a) or (b) will not result in any person being in contravention of section 606(1) (unless it is on notice to the contrary through a substantial holder notice which has been lodged in relation to the Company).

(iv) The Company may (but is not obliged to) by written notice request that a Holder confirm to the Company in writing within seven (7) days if they consider that the conversion of Performance Shares under paragraph (a) or (b) may result in the contravention of section 606(1) of the Corporations Act. If the Holder does not confirm to the Company within seven (7) days that they consider the conversion of Performance Shares (or part thereof) under paragraph (a) or (b) may result in the contravention of section 606(1) then the Company is entitled to assume that the conversion of Performance Shares (or part thereof) under paragraph (a) or (b) will not result in any person being in contravention of section 606(1) (unless it is on notice to the contrary through a substantial holder notice which has been lodged in relation to the Company).

(d) Rights attaching to Performance Shares
   (i) (Share capital) Each Performance Share is a share in the capital of the Company.
   (ii) (General meetings) Each Performance Share confers on a Holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. A Holder has the right to attend general meetings of shareholders of the Company.
   (iii) (No voting rights) A Performance Share does not entitle a Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company.
   (iv) (No dividend rights) A Performance Share does not entitle a Holder to any dividends.
   (v) (Rights on winding up) Each Performance Share entitles a Holder to participate in the surplus profits or assets of the Company upon winding up of the Company, but only to the extent of $0.0001 per Performance Share.
   (vi) (Not transferable) A Performance Share is not transferable.
   (vii) (Reorganisation of capital) If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a Holder will be varied (as appropriate) in accordance with the Listing Rules which apply to reorganisation of capital at the time of the reorganisation.
   (viii) (Quotation of shares on conversion) An application will be made by the Company to ASX for official quotation of the Shares issued upon the conversion of each Performance Share within the time period required by the Listing Rules.
   (ix) (Participation in entitlements and bonus issues) A Performance Share does not entitle a Holder to participate in new issues of capital offered to holders of Shares, such as bonus issues and entitlement issues.
   (x) (No other rights) A Performance Share does not give a Holder any other rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

14.3 Terms and conditions of Existing Unlisted Options
The rights and liabilities attaching to the Existing Unlisted Options can be summarised as follows:
   (a) (Entitlement) Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
   (b) (Exercise Price) Subject to paragraph (j), the amount payable upon exercise of each Option will be $0.08 (following the share consolidation implemented by the Company in March 2015) (Exercise Price).
   (c) (Expiry Date) Each Option will expire at 5:00 pm (WST) on or before the date that is four years from the date of grant (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
   (d) (Exercise Period) The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
   (e) (Notice of Exercise) The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
   (f) (Exercise Date) A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
   (g) (Timing of issue of Shares on exercise) Within 15 Business Days after the later of the following:
      (i) the Exercise Date, and
      (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be included information,
but in any case no later than 20 Business Days after the Exercise Date, the Company will:
   (iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
   (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
   (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
14.4 Terms and conditions of New Options

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

(a) **Entitlement** Each New Option (Option) entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price and Expiry Date** The Options have an exercise price of $0.02 (Exercise Price) and an expiry date of the date which is 4 years after the date of issue (Expiry Date).

(c) **Exercise Period** The Options are exercisable at any time on or prior to the Expiry Date.

(d) **Notice of Exercise** The Options may be exercised by notice in writing to the Company (Notice of Exercise) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(e) **Shares issued on exercise** Shares issued on exercise of the Options will rank equally with the then shares of the Company.

(f) **Quotation of Shares on exercise** Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(g) **Timing of issue of Shares** After an Option is validly exercised, the Company must, within, 15 Business Days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the Option:

(i) issue the Share; and

(ii) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

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

(i) **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 Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(j) **Adjustment for entitlement 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 following formula:

\[
\text{New exercise price} = \frac{O - E \cdot (P-(S+D))}{N+1}
\]

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.
14.5 Summary of the Fastbrick Robotics Performance Rights Plan

Summary of the Plan and terms on which offers may be made:

(a) The Directors, at their discretion, may at any time invite Eligible Employees to participate in the grant of Performance Rights.

(b) The eligible participants under the Plan are full time and part time Employees (including Directors) of the Company and its related bodies corporate or any other person who is declared by the Board to be eligible to receive a grant of Performance Rights under the Plan (Eligible Employees). Subject to Board approval, an Eligible Employee may nominate a nominee to receive the Performance Rights to be granted to the Eligible Employee.

The Company will seek Shareholder approval for Director and related party participation in accordance with Listing Rule 10.14.

(c) The Plan is administered by the Directors of the Company, who have the power to:

(i) determine appropriate procedures for administration of the Plan consistent with its terms;

(ii) resolve conclusively all questions of fact or interpretation in connection with the Plan;

(iii) delegate the exercise of any of its powers or discretions arising under the Plan to any one or more persons for such period and on such conditions as the Board may determine; and

(iv) suspend, amend or terminate the Plan (subject to restrictions on amendments to the Plan which reduce the rights of the Participant in respect of any Performance Rights or Shares already granted).

(d) Performance Rights will be granted for nil cash consideration, unless the Board determines otherwise (which will be no more than a nominal amount).

(e) No amount will be payable on the exercise of Performance Rights under the Plan.

(f) The Plan does not set out a maximum number of Shares that may be made issuable to any one person or company.

(g) The Company must have reasonable grounds to believe that the number of Shares to be issued on exercise of the Performance Rights when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous three years under:

(i) an employee incentive plan of the Company covered by ASIC Class Order 14/1000; or

(ii) an ASIC exempt arrangement of a similar kind to an employee incentive scheme,

does not exceed 5% of the total number of issued Shares at the time the invitation to acquire Performance Rights is made (but disregarding any securities issued as the result of an offer that can be disregarded in accordance with ASIC Class Order 14/1000).

(h) The Shares to be issued following the Performance Rights vesting conditions being satisfied, will be issued on the same terms as the fully paid, ordinary shares of the Company and will rank equally with all of the Company’s then existing Shares.

(i) The Performance Rights granted under the Plan will be subject to vesting conditions determined by the Board from time to time and expressed in a written offer made by the Company to the Eligible Employee which is subject to acceptance by the Eligible Employee within a specified period. The vesting conditions may include one or more of (i) service to the Company of a minimum period of time (ii) achievement of specific performance conditions by the Participant and/or by the Company or (iii) such other performance conditions as the Board may determine and set out in the offer. The Board determines whether vesting conditions have been met.

(j) Performance Rights will have an expiry date as the Board may determine in its absolute discretion and specify in the offer to the Eligible Employee.

(k) The vesting conditions of Performance Rights will have a milestone date as determined by the Board in its absolute discretion and will be specified in the offer to the Eligible Employee. The Board shall have discretion to extend a milestone date. Performance Rights will not be listed for quotation. However, the Company will make application to ASX for official quotation of all Shares issued on vesting of the Performance Rights within the period required by the Listing Rules.

(l) The Performance Rights are not transferable unless the Board determines otherwise or the transfer is required by law and provided that the transfer complies with the Corporations Act.

(m) If a vesting condition of a Performance Right is not achieved by the earlier of the milestone date or the expiry date then the Performance Right will lapse. An unvested Performance Right will also lapse if the Participant ceases to be an Eligible Employee for the purposes of the Plan by reason of resignation, termination for poor performance or termination for cause (unless the Board determines otherwise).

(n) Under the Plan, if the Participant ceases to be an employee of the Company Group for any reason other than those reasons set out in (m), including (but not limited to) upon the retirement, total and permanent disability, redundancy, death of a Participant or termination by agreement then in respect of those Performance Rights which have not satisfied the vesting condition but have not lapsed, then the Participant shall be permitted to continue to hold those Performance Rights as if the Participant was still an Eligible Employee except that any continuous service condition will be deemed to have been waived (unless the Board determines otherwise).
(o) If a Participant acts fraudulently or dishonestly, is in breach of his or her obligations to the Company and its related bodies corporate or has done an act which has brought the Company or any of its related bodies corporate into disrepute, or the Company becomes aware of a material misstatement or omission in the financial statements in relation to the Company Group, a Participant is convicted of an offence in connection with the affairs of the Company Group or a Participant has judgment entered against him in any civil proceedings in respect of the contravention of his duties at law in his capacity as an employee or officer of the Company Group, the Board will have the discretion to deem any Performance Rights to have lapsed.

(p) If in the opinion of the Board, Performance Rights vested as a result of the fraud, dishonesty or breach of obligations of either the Participant or any other person and in the opinion of the Board, the Performance Rights would not have otherwise vested, or the Company is required by, or entitled under, law to reclaim an overpaid bonus or other amount from a Participant, then the Board may determine (subject to applicable law) any treatment in relation to the Performance Rights or Shares to comply with the law or to ensure no unfair benefit is obtained by the Participant.

(q) Where there is an event that the Board considers may result in a change of control of the Company (Change of Control Event), the Board may in its discretion determine that all or a specified number of the Participant’s Performance Rights vest or cease to be subject to restrictions (as applicable) although the Board may specify in an offer to a Participant that a different treatment will apply if a Change of Control Event occurs.

Unless the Board determines otherwise, if a Change of Control Event occurs, any restrictions on dealing imposed on vested Performance Rights will cease to have effect.

(r) There are no participating rights or entitlements inherent in the Performance Rights and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.

(s) If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the number of Shares which must be allocated on the exercise of a Performance Right.

(t) 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 allocated on the exercise of a Performance Right will be increased by the number of Shares which the Participant would have received if the Performance Right had vested before the record date for the bonus issue.

(u) If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder may be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.

14.6 Substantial Shareholders

At the date of this Prospectus, the following Shareholders have a voting power of 5% or more of the Shares on issue.

<table>
<thead>
<tr>
<th>SHAREHOLDER</th>
<th>NUMBER OF SHARES HELD</th>
<th>% INTEREST AS AT DATE OF PROSPECTUS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dominet Digital Corporation Pty Ltd</td>
<td>35,464,594</td>
<td>16.85%</td>
</tr>
<tr>
<td>Mahsor Holdings Pty Ltd &lt;Rosham Family Super A/C&gt;</td>
<td>24,000,007</td>
<td>11.41%</td>
</tr>
<tr>
<td>Mycatmax Pty Ltd &lt;The Viking Super Fund&gt;</td>
<td>19,855,000</td>
<td>9.44%</td>
</tr>
<tr>
<td>Ms Merle Smith &amp; Ms Kathryn Smith &lt;The Mini Pension Fund A/C&gt;</td>
<td>15,344,331</td>
<td>7.29%</td>
</tr>
</tbody>
</table>

On completion of the Offers (assuming no new investors become substantial holders) the substantial Shareholders based on the maximum offer, are set out below:

<table>
<thead>
<tr>
<th>SHAREHOLDER</th>
<th>NUMBER OF SHARES HELD</th>
<th>% INTEREST AS AT COMPLETION OF OFFERS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mark Pivac</td>
<td>97,934,474</td>
<td>14.51%</td>
</tr>
<tr>
<td>Dominet Digital Corporation Pty Ltd</td>
<td>41,714,594</td>
<td>6.12%</td>
</tr>
</tbody>
</table>

Notes 1. In addition, Mark Pivac will have 92,442,679 Class A Performance Shares, 92,442,679 Class B Performance Shares and 92,442,679 Class C Performance Shares.

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

14.7 Fees and benefits

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

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Offers under this Prospectus; or

(c) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of those persons for services rendered in connection with the formation or promotion of the Company or the Offers under this Prospectus.
Advanced Share Registry has been appointed to conduct the Company’s share registry functions and to provide administrative services in respect to the processing of Public Offer and Oversubscription Public Offer Applications received pursuant to this Prospectus, and will be paid for these services on standard industry terms and conditions.

Cygnet Capital has acted as lead manager of the Public Offer and the Oversubscription Public Offer. In respect of this work, Cygnet Capital will be paid approximately $300,000 (assuming the Minimum Subscription is raised) and $360,000 (assuming the Maximum Subscription is raised) (excluding GST) as detailed in Section 13.3. Cygnet Capital will also be issued 75,000,000 New Options under their advisory arrangements. Cygnet Capital will also receive fees for on-going corporate advisory services. See Section 13.3 for further details. During the 24 months preceding lodgement of this Prospectus with ASIC, Cygnet Capital has received fees totalling $168,724 from the Company.

RSM Bird Cameron has acted as investigating accountant and has prepared the Investigating Accountant’s Report which has been included in Section 10. The Company estimates it will pay RSM Bird Cameron a total of $8,000 for these services. Subsequently, fees will be charged in accordance with normal charge out rates. Fastbrick Robotics has previously engaged RSM Bird Cameron to provide audit and financial services in respect of R&D rebates. During the 24 months preceding lodgement of this Prospectus with ASIC, RSM Bird Cameron has not received any fees from the Company and has received fees totalling $32,351 from Fastbrick Robotics.

GTP Legal has acted as the solicitors to the Company in relation to the Offers and has been involved in due diligence enquiries on legal matters. The Company estimates it will pay GTP Legal approximately $34,000 for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with ASIC, GTP Legal has received approximately $106,000 in fees from the Company which include fees for services provided in relation to the Acquisition, due diligence in relation to the Acquisition and the preparation of the notice of meeting seeking approval of the Acquisition at the Shareholder Meeting.

Golja Haines and Friend has prepared the Patent Report which has been included in Section 11. The Company estimates it will pay Golja Haines and Friend a total of $11,000 for these services. Fastbrick Robotics has previously engaged Golja Haines and Friend as patent and trade mark attorneys to manage the Fastbrick Robotics patent and trade mark portfolios. During the 24 months preceding lodgement of this Prospectus with ASIC, Golja Haines and Friend has received $81,166 in fees from Fastbrick Robotics. Subsequently, fees will be charged in accordance with normal charge out rates.

14.8 Consents

Each of the parties referred to in this section:

(a) does not make, or purport to make, any statement in this Prospectus, or any statement on which a statement in this Prospectus is based, other than those referred to in this section;

(b) has not authorised or caused the issue of this Prospectus or the making of the Offers; and

(c) makes no representations regarding, and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in, or omissions from, any part of this Prospectus other than a reference to its name and a statement and/or any report (if any) included in this Prospectus with the consent of that party as specified in this section.

Cygnet Capital has given its written consent to being named as lead manager to the Public Offer and the Oversubscription Public Offer in this Prospectus. Cygnet Capital has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

RSM Bird Cameron has given its written consent to being named as auditor in this Prospectus. RSM Bird Cameron has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

RSM Bird Cameron has given its written consent to being named as Investigating Accountant in this Prospectus and to the inclusion of the Investigating Accountant’s Report in Section 10 in the form and context in which the report is included. RSM Bird Cameron has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

GTP Legal has given its written consent to being named as lawyer to the Company in this Prospectus. GTP Legal has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Golja Haines and Friend has given its written consent to being named as author of the Patent Report and to the inclusion of the Patent Report in Section 11 in the form and context in which the report is included. Golja Haines and Friend has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

14.9 Litigation

To the knowledge of the Existing Directors and the Proposed Directors, as at the date of this Prospectus, neither the Company nor Fastbrick Robotics Group is involved in any legal proceedings and the Existing Directors and the Proposed Directors are not aware of any legal proceedings pending or threatened against the Company or Fastbrick Robotics Group.

14.10 ASX Waivers

The Company has obtained a waiver from ASX to permit it to issue Shares under the Public Offer to Existing Director, Messrs Gabriel Chiappini, Holger Arians and Barnaby Egerton-Warburton later than one month following the Shareholder Meeting but no later than three months following the Shareholder Meeting.

The Acquisition will require the Company to meet the requirements of Chapters 1 and 2 of the Listing Rules as if the Company were applying for admission to the official list of ASX. These requirements include that:

(a) the main class of a company’s securities for which a company seeks quotation must have an issue price of at least 20 cents in cash (pursuant to Listing Rule 2.1 Condition 2); and

(b) the exercise price for any options on issue must be at least 20 cents in cash (pursuant to Listing Rule 1.1 Condition 11).
The terms of the proposed capital raising will not meet the requirements set out in Listing Rule 2.1 Condition 2 as the Public Offer and the Oversubscription Public Offer are proposed to be completed at an issue price of 2 cents per Share, being an issue price of less than 20 cents.

Following completion of the Offers, the Company will have New Options on issue with an exercise price of $0.02, being less than the 20 cent exercise price required by Listing Rule 1.1 Condition 11.

The Company has obtained a waiver of ASX Listing Rule 2.1 Condition 2, together with a waiver of ASX Listing Rule 1.1 Condition 11, to allow the Company to issue the Shares under the Public Offer and the Oversubscription Public Offer at 2 cents per Share, and to have the New Options on issue with an exercise price of 2 cents.

14.11 Taxation

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

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

14.12 Expenses of the Offers

The estimated expenses of the Offers are as follows:

<table>
<thead>
<tr>
<th>ITEM OF EXPENDITURE</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>ASX &amp; ASIC fees</td>
<td>$71,293</td>
</tr>
<tr>
<td>Lead Manager Fee</td>
<td>$300,000</td>
</tr>
<tr>
<td>Investigating Accountant’s Report</td>
<td>$10,000</td>
</tr>
<tr>
<td>Legal fees (including Patent Report fees)</td>
<td>$45,000</td>
</tr>
<tr>
<td>Printing and Distribution</td>
<td>$17,500</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>$2,500</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$446,293</strong></td>
</tr>
</tbody>
</table>

Notes: 1. This assumes Minimum Subscription is raised. If the Maximum Subscription is raised an additional $60,000 will be payable in lead manager fees and $1,000 in ASX fees. Refer to Section 14.7 for further details payable to the Lead Manager.
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directors’
authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Existing Directors and the Proposed Directors.

In accordance with Section 720 of the Corporations Act, each Existing Director and Proposed Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Gabriel Chiappini
Chairman

For and on behalf of DMY Capital Limited

23 September 2015
Where the following terms are used in this Prospectus they have the following meanings:

A$ or $ means an Australian dollar.

**Acquisition** means the acquisition by the Company of all of the issued capital of Goldwing, pursuant to the Option Agreement.

**Acquisition Resolutions** has the meaning given in Section 6.6.

**Advisor Options** means 75,000,000 New Options to be issued to the Advisor (or its nominees).

**Advisor** means Cygnet Capital.

**Applicant** means a person who submits an Application Form.

**Application** means a valid application for Securities pursuant to an Application Form.

**Application Form** means an application form as provided with a copy of this Prospectus relating to the Offers.

**Application Monies** means application monies for Shares received and banked by the Company.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange operated by ASX Limited (as the context requires).

**BDG** means By Design Group Pty Ltd.

**Board** means the board of Directors as constituted from time to time.

**Business Day** means a week day when trading banks are ordinarily open for business in Perth, Western Australia.

**Class A Performance Shares** means a Class A Performance Share convertible into a Share on achievement of the relevant milestone, issued on the terms and conditions set out in Section 14.2.

**Class B Performance Shares** means a Class B Performance Share convertible into a Share on achievement of the relevant milestone, issued on the terms and conditions set out in Section 14.2.

**Class C Performance Shares** means a Class C Performance Share convertible into a Share on achievement of the relevant milestone, issued on the terms and conditions set out in Section 14.2.

**Closing Date** means the closing date of the Offers as set out in the indicative timetable in Section 3.

**Company** or **DMY** means DMY Capital Limited (ACN 090 000 276) (to be renamed Fastbrick Robotics Limited).

**Company Group** means the Company and its ‘related bodies corporate’ (as that term is defined in the Corporations Act).

**Completion** means the completion of the Acquisition.

**Conditions** means the conditions of the Public Offer and the Oversubscription Public Offer outlined in Section 6.5.

**Consideration Securities** means the Shares being offered to the Vendors pursuant to the Goldwing Offer.

**Constitution** means the constitution of the Company.

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

**Cygnet Capital** means Cygnet Capital (AFSL 241 095).

**Directors** mean the directors of the Company at the date of this Prospectus and the Proposed Directors.

**Eligible Employee** means a full time or part time employee of the Company Group (including a director) or any other person who is declared by the Board to be eligible to receive a grant of Performance Rights under the Performance Rights Plan.

**Existing Directors** means the persons identified as existing directors in the Corporate Directory.

**Existing Unlisted Options** mean the Options currently on issue on the terms and conditions set out in Section 14.3.

**Expiry Date** means the A Expiry Date, the B Expiry Date and the C Expiry Date (as applicable).
**Exposure Period** means the period of 7 days after the date of lodgement of this Prospectus, which period may be extended by the ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act.

**Fastbrick Robotics** or **Fastbrick Robotics Group** means Goldwing and its wholly owned subsidiary, Hadrian.

**Full Home Structure** means the brickwork from slab to cap for a residential home with:
(a) a minimum of 3 bedrooms and 2 bathrooms; and
(b) a minimum floorplan of 180m²,
which has been signed off as meeting applicable building standards by an independent qualified building inspection.

**FY** means full year.

**Goldwing** means Goldwing Nominees Pty Ltd ACN 118 152 266.

**Goldwing Offer** has the meaning given in Section 6.3.

**Goldwing Offer Application Form** means the application form as provided with a copy of this Prospectus relating to the Goldwing Offer.

**Hadrian** means Hadrian Pty Ltd ACN 119 016 581, a wholly owned subsidiary of Goldwing.

**Hadrian 105 Technology Demonstrator** has the meaning given in Section 7.3(a).

**Hadrian 109 Commercial Prototype** has the meaning given in Section 7.3(a).

**Investigating Accountant’s Report** means the investigating accountant’s report in Section 10.

**HY** means half year.

**Lead Manager** means Cygnet Capital.

**Listing Rules** means the official listing rules of ASX.

**Maximum Subscription** means 300,000,000 Shares at $0.02 each to raise $6,000,000 (before costs).

**Minimum Subscription** means 250,000,000 Shares at $0.02 each to raise $5,000,000 (before costs).

**New Options** means Options on the terms and conditions specified in Section 14.4.

**Offers** means the Public Offer, the Oversubscription Public Offer, the Goldwing Offer and the Pivac Offer.

**Official List** means the official list of ASX.

**Official Quotation** means official quotation of the Company’s Shares by ASX in accordance with the Listing Rules.

**Option** means an option to subscribe for a Share.

**Option Agreement** has the meaning give in Section 13.2.

**Oversubscription Public Offer** has the meaning given in Section 6.2.

**Oversubscription Public Offer Application Form** means the application form as provided with a copy of this Prospectus relating to the Oversubscription Public Offer.

**Patent Report** means the patent report in Section 11.

**Participant** means a person who holds a Performance Right under the Performance Rights Plan.

**Performance Rights** means a performance right granted under the Plan.

**Performance Rights Plan** or **Plan** means the Company’s performance rights plan to be approved at the Shareholder Meeting and summarised in Section 14.5.

**Performance Shares** means a performance shares issued as part of Consideration Securities, including the Class A Performance Shares, Class B Performance Shares and Class C Performance Shares.

**Pivac Loan** means the loan facility made available by Mark Pivac to Goldwing pursuant to the Pivac Loan Agreement (to be assigned to the Company with effect from Completion and satisfied in full by the issue of Shares under the Pivac Offer).

**Pivac Loan Agreement** means the loan agreement dated 27 May 2015 between Mark Pivac and Goldwing.

**Pivac Offer** has the meaning given in Section 6.4.

**Pivac Offer Application Form** means the application form as provided with a copy of this Prospectus relating to the Pivac Offer.

**Proposed Directors** means the persons identified as proposed directors in the Corporate Directory, the details of whom are set out in Section 8.1.

**Prospectus** means this prospectus.
**Public Offer** has the meaning given in Section 6.1.

**Public Offer Application Form** means the application form as provided with a copy of this Prospectus relating to the Public Offer.

**RSM Bird Cameron** means RSM Bird Cameron Corporate Pty Ltd (ABN 82 050 508 024).

**Securities** means Shares, Performance Shares and Options or any combination of these as the context provides.

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

**Share Registry** means Advanced Share Registry.

**Shareholder** means a holder of Shares.

**Shareholder Meeting** means the annual general meeting of Shareholders to be held on 6 October 2015.

**Vendors** mean the shareholders of Goldwing.

**WST** means Western Standard Time, Perth, Western Australia.