

G8 Communications Limited
ACN 009 076 233

Prospectus

Offer

For the offer of 1 Share at an issue price of \$0.03 to raise \$0.03 (**Offer**).

Cleansing

This Prospectus has been prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Shares issued prior to the Closing Date. Please refer to **Section 2.1** for further details.

IMPORTANT NOTICE

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. Please read the instructions in this document and on the accompanying Application Form regarding acceptance of the Offer. If you do not understand this document you should consult your professional adviser without delay. The securities offered by this Prospectus should be considered speculative.

For personal use only

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IMPORTANT INFORMATION

General

The Prospectus is dated 29 August 2016 and a copy of this Prospectus was lodged with ASIC on that date. ASIC and ASX do not take any responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

Please refer to **Section 1.1** for further information. No Shares will be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

Electronic Prospectus

In addition to issuing the Prospectus in printed form, a read-only version of the Prospectus is also available on the Company's website at www.g8communications.com. Applications cannot be made online. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. 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 electronic version of this Prospectus.

Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the risk factors that could affect the performance of the Company. Potential investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and

seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest.

Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in Shares or the Company.

Offer restrictions

The offer of Shares made pursuant to this Prospectus is not made to persons or in places to which, or in which, it would not be lawful to make such an offer of Shares. No action has been taken to register the Offer under this Prospectus or otherwise permit the Offer to be made in any jurisdiction outside 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 advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws.

Interpretation

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in **Section 6**.

All references in this Prospectus to **\$, AUD** or **dollars** are references to Australian currency, unless otherwise stated.

All references to time in this Prospectus relate to the time in Perth, Western Australia.

CORPORATE DIRECTORY

Directors

Mr Jason Ferris - Executive Chairman
Mr Yakov Temov – Managing Director
Mr Blaise Thomas - Non-Executive Director
Mr Eric De Mori – Non-Executive Director

Company Secretary

Nicki Farley

Registered Office

Level 24, 44 St Georges Terrace
PERTH WA 6000

Share Registry (for information purposes only)

Computershare Investor Services Pty Limited
Level 11, 172 St Georges Terrace
Perth WA 6000

Auditor (for information purposes only)

HLB Mann Judd
Level 4
130 Stirling Street
PERTH WA 6000

Legal Adviser

Price Sierakowski Corporate
Level 24, 44 St Georges Terrace
PERTH WA 6000

ASX Code

G8C

Website

www.g8communications.com

1. DETAILS OF THE OFFER

1.1 Summary of the Offer

The Company is making an offer of 1 Share at an issue price of \$0.03 to raise \$0.03 before expenses of the Offer. The Offer is open to persons by invitation from the Company only.

1.2 Timetable

The timetable for the Offer is as follows:

Event	Date
Lodgement of this Prospectus with ASIC and ASX	29 August 2016
Opening Date	29 August 2016
Closing Date	2 September 2016

The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act or the Listing Rules. This may include extending the Offer or accepting late acceptances, either generally or in particular cases.

1.3 Rights and liabilities attaching to Shares

The Share to be issued pursuant to this Offer is of the same class and will rank equally in all respects with the existing Shares on issue. The rights and liabilities attaching to Shares are further described in **Section 4.2**.

1.4 Minimum subscription

There is no minimum subscription for the Offer.

1.5 Applications

An Application under the Offer may only be made by persons on invitation from the Company.

Application Forms must be delivered or mailed together with a cheque on or before the Closing Date to Level 24, 44 St Georges Terrace, Perth WA 6000.

1.6 Overseas investors

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit an offering of Shares in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals and comply with all relevant regulations for the issue to them of Shares offered pursuant to this Prospectus. Return of a duly completed Application Form will constitute a representation and warranty that there has been no breach of such regulations.

1.7 CHES and issuer sponsorship

The Company operates an electronic CHES sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of shares.

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be dispatched to security holders as soon as practicable after allotment. Holding statements will be sent either by CHES (for security holders who elect to hold Shares on the CHES sub-register) or by the Company's Share Registry (for security holders who elect to hold their Shares on the issuer sponsored sub-register). The statements will set out the number of Shares allotted under this Prospectus and the Holder Identification Number (for security holders who elect to hold Shares on the CHES sub register) or Shareholder Reference Number (for security holders who elect to hold their shares on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the ASX Listing Rules and the Corporations Act.

1.8 Privacy disclosure

Persons who apply for Shares pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for Shares, to provide facilities and services to Shareholders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for Shares will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry.

1.9 Taxation

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisors. The Company and the Directors do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

1.10 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay. Questions relating to the Offer can be directed to the Company on +61 8 6211 5099.

2. PURPOSE AND EFFECT OF THE OFFER

2.1 Purpose of the Offer

By this Prospectus, the Company is making an Offer to certain persons by invitation only of 1 Share at an issue price of \$0.03 to raise \$0.03 before expenses.

On 29 August 2016, the Company issued 100,000,000 Shares at an issue price of \$0.03 (**Placement**) to sophisticated investors. The Placement Shares were issued without disclosure under Chapter 6D of the Corporations Act.

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to offer those securities for sale within 12 months of their issue.

Relevantly, section 708A(11) provides that a sale offer does not need disclosure to investors if:

- the relevant securities are in a class of securities of the company that are already quoted on the ASX;
- a prospectus is lodged with ASIC either:
 - on or after the day on which the relevant securities were issued (Section 708A(11)(b)(i)); or
 - before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued (section 708A(b)(ii)); and
- the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

The purpose of this Prospectus and the Offer made under it is to comply with section 708A(11) of the Corporations Act so that the Placement Shares can be offered for sale within 12 months of their issue. That section requires that this Prospectus include an offer of securities in the same class as the Shares.

2.2 Financial position

After paying the expenses of the Offer of approximately \$12,350 (exclusive of GST), there will be no net proceeds from the Offer. The expenses of the Offer will be met from the Company's existing cash reserves.

The effect of the Offer on the Company's financial position will be a net decrease in cash held of approximately \$12,350 (exclusive of GST).

2.3 The effect of the Offer on the capital structure

The effect of the Offer on the Company's capital structure is set out below.

Capital Structure	
Shares	
Shares on issue following the Placement ¹	789,916,052
Shares offered under the Offer	1
Total Shares on issue	789,916,053
Performance Shares	
Class A Performance Shares	100,000,000
Class B Performance Shares	50,000,000
Total Options on issue	150,000,000

Notes:

1. The total amount of Placement Shares to be issued on or about 29 August 2016 comprise 100,000,000 ordinary shares issued at \$0.03 to sophisticated investors.

The Existing Shares on issue (other than the Placement Shares) include the following:

- a. 384,919,352 fully paid ordinary shares;
 - b. 39,750,000 fully paid ordinary shares (escrowed for 12 months to 18 January 2017); and
 - c. 265,246,700 fully paid ordinary shares (escrowed for 24 months to 15 March 2018).
2. The Performance Shares on issue include the following:
 - a. 100,000,000 Class A Performance Shares which will convert into fully paid ordinary shares on a 1:1 basis on achievement of milestone (escrowed for 24 months to 15 March 2018); and
 - b. 50,000,000 Class B Performance Shares which will convert into fully paid ordinary shares on a 1:1 basis on achievement of milestone (escrowed for 24 months to 15 March 2018).

2.4 Effect of the Offer on control

The Offer will not have a material impact on control of the Company.

3. RISK FACTORS

As with any share investment, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and a general nature. Some 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.

This **Section 3** 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. Potential investors should read the entire Prospectus and consult their professional advisor before deciding whether to apply for Shares.

3.1 Specific Risks

(a) **Competition and new technologies**

The industry in which the Company is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of their competitors, whose activities or actions may positively, or negatively affect the operating and financial performance of the Company's business. For instance, new technologies could overtake the advancements made by the Company's products. In that case, the Company's revenues and profitability could be adversely affected.

(b) **Special Reputational Risks**

The Company operates in a fast-changing environment, and negative publicity can spread quickly, whether true or false. Negative comments by disgruntled customers about the Company may have a disproportionate effect on the Company reputation and its ability to earn revenues and profits. Additionally, complaints by such customers can lead to additional regulatory scrutiny and a consequential increase compliance burden in responding to regulatory inquiries. This could negatively impact on the Company's profitability.

(c) **Limited Trading History**

The Company has a limited trading history and therefore there is uncertainty in relation to the business of the Company, and investors should consider the Company's prospects in light of their limited financial history. In addition, there is no guarantee that the Company will be able to successfully develop or commercialise its products and if it is unable to do so it will not be able to realise significant revenues in the future.

(d) **Reliance on Key Personnel**

The recent development of the business of the Company has been in large part due to the talent, effort, experience and leadership of Yakov Temov and Jason Ferris.

There is no assurance that Jason Ferris and Yakov Temov, or senior management will remain healthy and able to continue in their current roles. If such employment contracts were terminated or breached, or if the relevant Director and employees were no longer to continue in their current roles, the Company would need to employ alternative staff, and the Company's operations and business would be adversely affected.

(e) **Outsourcing**

The Company outsources to consultants for expert advice and contract organisations for

manufacturing services and research and development services. There is no guarantee that such experts or organisations will be available as required or will meet expectations.

(f) **Customer Service Risk**

Customers may need to engage with the Company's customer service personnel in certain circumstances, such as if they have a question about the services or if there is a dispute between a customer and the Company. The Company recruits and retain the Company's staff with interpersonal skills sufficient to respond appropriately to customer services requests. Poor customer service experiences may result in the loss of customers. If the Company lose key customer service personnel, or fail to provide adequate training and resources for customer service personnel, this could lead to adverse publicity, litigation, regulatory inquiries and/or a decrease in customers, all of which may negatively impact on the Company's revenue.

(g) **Risks Associated with the Regulatory Environment**

If the Company expands into other markets, for example Germany, then the Company will be subject to German laws and regulations. Users, competitors, members of the general public or regulators could allege breaches of the legislation. This could result in remedial action or litigation, which could potentially lead to the Company being required to pay compensation or a fine. The Company's operations may become subject to regulatory requirements, such as licensing and reporting obligations, which would increase the costs and resources associated with its regulatory compliance. Any such increase in the costs and resources associated with regulatory compliance could impact upon the Company's profitability. In addition, if regulators took the view that the Company had failed to comply with regulatory requirements, this could lead to enforcement action resulting in public warnings, infringement notices or the imposition of a pecuniary penalty. This could lead to significant reputational damage to the Company and consequently impact upon its revenue.

(h) **Future Capital Needs**

Further funding may be required by the Company to support ongoing activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Company and consequently its performance.

(i) **Liability Claims**

The Company may be exposed to liability claims if its services are provided in fault and/or cause harm to its customers. As a result, the Company may have to expend significant financial and managerial resources to defend against such claims. If a successful claim is made against the Company, the Company may be fined or sanctioned and its reputation and brand may be negatively impacted, which could materially and adversely affect its reputation, business prospects, financial condition and results of operation.

(j) **Foreign Exchange Risks**

As the Company has costs and expenses in the United States of America they will likely be denominated in US\$. Accordingly, the depreciation and/or the appreciation of the US\$ relative to the Australian currency would result in a translation loss on consolidation which is taken directly to shareholder equity. Any depreciation of the US\$ relative to the Australian currency may result in lower than anticipated revenue, profit and earning. The Company could be affected on an ongoing basis by foreign exchange risks between the Australian dollar and the US\$, and will have to monitor this risk on an ongoing basis.

(k) **Low Barriers to Entry**

There are relatively low barriers to entry in the field of next generation wireless technology and the market is experiencing the emergence of providers of these services. Potential risks relate to other providers of these services operating on a lower cost basis placing pressure on the Company's prices.

(l) **Insurance Coverage**

The Company faces various risks in connection with its business and may lack adequate insurance coverage or may not have the relevant insurance coverage. The Company maintains insurance coverage for its employees (as required by law the relevant jurisdictions) as well as insurance coverage for management liability, corporate liability, employment practices liability, crime protection and statutory liability. However, the Company does not maintain insurance against various other liabilities. If the Company incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, its financials may be adversely affected.

(m) **Commercialisation Risk**

There is a risk that the Company will not be able to further successfully commercialize or sell their products, or be unable to attract further customers to be sufficiently profitable to fund future operations.

(n) **Intellectual property protection**

The Company does not own any licenced intellectual property. The intellectual property in the ruggedized, single-mode long-term evolution and 3G/4G fall back modem (**Machine Connect**) is owned by Verizon Wireless. Verizon Wireless has granted a non-exclusive licence to the Company to exploit the Machine Connect hardware, software and mechanical design. The possible future commercial success of the Company's products may depend on the ability to obtain and maintain patent protection and there is no guarantee that the claims and applications would be successful. The defence and prosecution of intellectual property rights are costly and time consuming and their outcome is uncertain.

(o) **Partnerships**

The commercial strategy for products which may be derived from internet-of-things (**IoT**) markets potentially includes forming partnerships with other companies that have the ability to effectively commercialise next generation wireless technology products in key economic markets and there is no assurance that suitable partnerships will be secured or maintained, or that products can be commercialised. For example, the Machine Connect product was developed by a subsidiary of the Company in partnership with Verizon Wireless. Verizon Wireless retained the intellectual property in the Machine Connect product, however granted a non-exclusive licence to the Company's subsidiary to exploit the Machine Connect hardware, software and mechanical design. That licence expires in 2018, and can also be terminated by Verizon prior to then. The Company must therefore maintain its relationship with Verizon Wireless to ensure that the licence continues in force and that Verizon continues to refer customers to the Company and its subsidiaries.

(p) **Competition**

The IoT industry is highly competitive and other corporations may commercialise products that may compete with the Company's products.

3.2 General Risks

(a) Investment risk

The Placement Shares to be issued pursuant to this Prospectus should be considered speculative. They carry no guarantee as to payment of dividends, return of capital or the market value of the Placement Shares. The prices at which an investor may be able to trade the Placement Shares may be above or below the issue price paid for the Placement Shares. While the Directors commend the Offer, prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

(b) Share market

Share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors including, but not limited to, the following:

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

(c) 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.

(d) Taxation

The acquisition and disposal of Placement Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors

in the Company are urged to obtain independent financial advice about the consequences of acquiring Placement Shares from a taxation point of view and generally.

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

4. ADDITIONAL INFORMATION

4.1 Continuous disclosure obligations

As the Company is admitted to the official list of ASX, the Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

As a disclosing entity under the Corporations Act, the Company states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report of the Company for the financial year ended 30 June 2015;
 - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC; and
 - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and

(ii) the rights and liabilities attaching to the securities the subject of this Prospectus.

(b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with the ASX in respect of the Company since the lodgement of the annual financial report for the year ended 30 June 2015.

Date	Title
23/08/2016	Expansion of Market Opportunities with State of Nebraska
11/08/2016	Reinstatement to Official Quotation
11/08/2016	\$3 Million Capital Raising to Expand Market Opportunity
10/08/2016	Voluntary Suspension
08/08/2016	Trading Halt
02/08/2016	AT&T Certification and Capacity to Start Distribution
01/08/2016	G8C Quarterly Update
29/07/2016	Appendix 4C - quarterly
20/07/2016	Market Update
20/06/2016	Connected IO Commences Sales to the American Red Cross
01/06/2016	G8C Signs Distributor Agreement with Hills Limited
25/05/2016	G8C Enhances Growth Opportunities with Vodafone Relationship
24/05/2016	G8 Commences Cloud Managed Energy Trials in USA
12/05/2016	Response to ASX Aware Letter
10/05/2016	Orders For Coca-Cola and Sales Across Two New Industries
09/05/2016	Trading Halt
05/05/2016	Response to ASX Price Query
02/05/2016	Appendix 4C - quarterly
20/04/2016	New Developments with Verizon Communications Inc.
12/04/2016	Becoming a substantial holder
06/04/2016	G8 Commences Pilot Trial with Nashville Police Force
24/03/2016	G8 Appoints New Head of International Sales
23/03/2016	G8 Signs International Distribution Agreement
15/03/2016	Half Year Accounts

15/03/2016	Federal Court Order
15/03/2016	Company Update
14/03/2016	Security Trading Policy
14/03/2016	Terms and Conditions of Performance Shares
14/03/2016	ICU Wireless Systems Limited - Accounts 31 July 2015
14/03/2016	ICU Wireless Systems Limited - Accounts 31 December 2014
14/03/2016	ICU Wireless Systems Limited - Accounts 31 December 2013
14/03/2016	Connected IO, Inc - Accounts 31 July 2015
14/03/2016	Connected IO, Inc - Accounts 31 December 2014
14/03/2016	Connected IO, Inc - Accounts 31 December 2013
14/03/2016	2015 Annual Report
14/03/2016	2014 Annual Report
14/03/2016	2013 Annual Report
14/03/2016	Statement of Restricted Securities
14/03/2016	Capital Structure
14/03/2016	Updated Statement of Commitments and Use of Funds
14/03/2016	Confirmations
14/03/2016	Constitution
14/03/2016	Appendix 1A and Information Form and Checklist
14/03/2016	Top 20 Holders
14/03/2016	Distribution Schedule
14/03/2016	Pre-Reinstatement Disclosure
14/03/2016	ASX Notice - Reinstatement to Official Quotation
14/03/2016	Reinstatement to Official Quotation - 15 March 2016
29/02/2016	Change of Director's Interest Notice
29/02/2016	Appendix 3B
29/02/2016	Company Update
04/02/2016	Details of Company Address
29/01/2016	Quarterly Activities Report and Appendix 5B
21/01/2016	Initial Director's Interest Notice x 2
21/01/2016	Final Director's Interest Notice x 2
21/01/2016	Appendix 3B

19/01/2016	Completion of Capital Raising and Acquisition
18/01/2016	December Appendix 5B
07/01/2016	ASX Waiver from Listing Rule 10.13.3
30/12/2015	Update - Consolidation/Split - LRR
22/12/2015	Update - Consolidation/Split - LRR
21/12/2015	Results of Meeting
21/12/2015	Appointment of Company Secretary
18/12/2015	Consolidation/Split - LRR
18/12/2015	Suspension from Official Quotation
15/12/2015	November Appendix 5B
09/12/2015	ASX Waiver from Listing Rule 10.13.3
01/12/2015	G8 Communications Presentation
30/11/2015	G8 Communications Presentation
30/11/2015	Results of Meeting
27/11/2015	Prospectus
23/11/2015	Notice of Annual General Meeting/Proxy Form
16/11/2015	October Appendix 5b
13/11/2015	Appendix 3B
11/11/2015	Auction of Partly Paid Ordinary Shares
11/11/2015	Forfeited Shares Auction Today
09/11/2015	Forfeited Shares Auction Update
02/11/2015	Forfeited Shares Auction Update
02/11/2015	Quarterly Activities Report
02/11/2015	Quarterly Cashflow Report
30/10/2015	Notice of Annual General Meeting/Proxy Form
30/10/2015	Share Sale Agreement to Acquire Connected Group
28/10/2015	Forfeited Shares Auction - Terms of Sale
26/10/2015	Forfeited Shares Auction Update
21/10/2015	Forfeited Shares Auction
16/10/2015	Due Diligence Complete
14/10/2015	September Appendix 5b
01/10/2015	Appendix 4G

30/09/2015	Due Diligence Update
30/09/2015	Partly Paid Share Call Reminder
24/09/2015	Annual Report to shareholders

4.2 Rights and liabilities attaching to the Shares

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, ASX Listing Rules and the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) Ranking of Shares

At the date of this Prospectus, all shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.

(b) Voting rights

Subject to any rights or restrictions, at general meetings:

- every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative; and
- has one vote on a show of hands; or
- has one vote for every share held, upon a poll.

(c) Dividend rights

Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up, from the date of payment. No dividend carries interest against the company and the declaration of Directors as to the amount to be distributed is conclusive.

Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Directors may set aside a sum out of the profits of the Company, as reserves, before recommending dividends of the profits.

(d) Variation of rights

The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.

(e) Transfer of Shares

Shares can be transferred upon delivery of a proper instrument of transfer to the Company. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than 100 shares or a marketable parcel. The Board may refuse to register a transfer of shares upon which the Company has a lien.

(f) **General meetings**

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

The Directors may convene a general meeting at their discretion. If there are not sufficient Directors capable of acting to form a quorum, the Directors who are capable of acting or any five members of the Company may convene a general meeting.

(g) **Unmarketable parcels**

The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the minority shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.

(h) **Rights on winding up**

If the Company is wound up, the liquidator may with the sanction of special resolution, divide the assets of the Company amongst members as the liquidator sees fit. If the assets are insufficient to repay the whole of the paid up capital of members, they will be distributed in such a way that the losses borne by members are in proportion to the capital paid up.

4.3 Interests of Directors, experts and advisors

(a) Other than as set out below or elsewhere in this Prospectus, no:

- Director or proposed Director;
- 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;
- promoter of the Company; or
- financial services licensee named in this Prospectus as a financial services licensee involved the Offer,

holds, or has held within 2 years before the date of this Prospectus, any interest in the Offer or in the formation or promotion of, or in any property acquired or proposed to be acquired by, the Company in connection with its formation or promotion or the Offer.

(b) Other than as set out in **Section 4.4** or elsewhere in the Prospectus, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (i) to a Director or proposed Director to induce him to become, or to qualify him as, a director of the Company; or
- (ii) for services provided in connection with the formation or promotion of the Company or the Offer by any Director or proposed Director, any 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, any promoter of the Company, or any underwriter or financial services licensee named in this Prospectus as an underwriter or financial services licensee involved in the Offer.

4.4 Details of interests

(a) Directors' security holdings

Directors' interests in Shares and Performance Shares as at the date of this Prospectus are as follows:

Director	Shares	
	Ordinary Shares	Performance Shares
Jason Ferris	-	-
Yakov Temov ¹	46,000,000	51,825,000
Blaise Thomas	-	-
Eric De Mori ²	5,400,000	-

Note:

1. Mr Yakov Temov holds 46,000,000 ordinary shares (escrowed for 24 months to 15 March 2018) and 34,550,000 Class A Performance Shares and 17,275,000 Class B Performance Shares (escrowed for 24 months to 15 March 2018).
2. 3,400,000 Shares and 2,000,000 Shares (escrowed for 24 months to 15 March 2018) are held by Glamour Division Pty Ltd <Hammer Trust> of which Mr Eric de Mori is a director and beneficiary.

(b) Director's remuneration

The remuneration paid or payable to Directors for the 2 years prior to the date of this Prospectus is as follows:

Director	August 2014 to August 2015	August 2015 to August 2016
Jason Ferris	-	\$102,258
Yakov Temov	-	\$182,930
Blaise Thomas	-	\$80,333
Eric Di Mori	-	\$37,097

Note:

1. In addition to the above, \$13,706 (excluding GST) was paid to Woodchester Capital Pty Ltd in relation to capital raising fees. Jason Ferris is a director and shareholder of Woodchester Capital Pty Ltd.

(c) **Price Sierakowski Corporate**

Price Sierakowski Corporate has acted as legal advisor to the Company in relation to the Offer. In respect of this work, the Company will pay Price Sierakowski Corporate approximately \$10,000 exclusive of GST. Subsequently, fees will be paid in accordance with normal hourly rates. Price Sierakowski Corporate has received approximately \$304,883.64 inclusive of GST in fees for services to the Company in the 2 years prior to the date of this Prospectus.

4.5 Consents

(a) **Price Sierakowski Corporate**

Price Sierakowski Corporate has given and has not, before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as legal advisor to the Company in respect of the Offer in the form and context in which it is named.

(b) **Basis of consents**

Each of the persons named as providing consents above:

- did not authorise or cause the issue of this Prospectus;
- does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this **Section 4.5**; and
- to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with the consent of that party as specified in this **Section 4.5**.

4.6 Expenses of the Offers

The estimated expenses of the Offer (exclusive of GST) are as follows:

Expense	Amount
Legal fees	\$10,000
ASIC fees	\$2,350
Total	\$12,350

4.7 Litigation

As at the date of this Prospectus, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company with the exception of potential action in relation to ASIC's investigations.

5. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company on 29 August 2016.

A handwritten signature in black ink, appearing to be 'J. Ferris', written over a faint, large watermark that reads 'For personal use only'.

Jason Ferris
Director
G8 Communications Limited

6. DEFINITIONS

Definitions used in this Prospectus are as follows:

Application Form means an application form attached to and forming part of this Prospectus.

Application Monies means the amount of money in dollars and cents payable for Shares at \$0.03 per Share pursuant to the Offer.

ASIC means the Australian Securities and Investments Commission.

ASX Listing Rules means the ASX Listing Rules published and distributed by the ASX.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Board means the board of Directors of the Company from time to time.

Business Day means a day on which banks are open for business in Perth, Western Australia excluding a Saturday, Sunday or public holiday.

CHES means ASX Clearing House Electronic Sub-register System.

Closing Date means the date that the Offer closes which is 5.00pm (WST) on 2 September 2016 or such other time and date as the Directors determine.

Company means G8 Communications Limited ACN 009 076 233.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Listing Rules means the official listing rules of the ASX from time to time.

Offer means the offer of 1 Share at an issue price of \$0.03 pursuant to this Prospectus to raise \$0.03.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official List means the official list of the ASX.

Opening Date means the first date for receipt of completed Application Forms which is 9:00am (EST) on 29 August 2016 or such other time and date as the Directors determine.

Option means an option to acquire a Share.

Placement Shares means 100,000,000 Shares to be issued by the Company under this Prospectus.

Prospectus means this prospectus dated 29 August 2016.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

Share Registry means Computershare Investor Services Pty Limited ACN 078 279 277.

Subscription Account means the Company's bank account titled "G8 Communications" which has been established for the purpose of holding the Application Monies.

WST means Western Standard Time in Australia.

For personal use only

Guide to the Application Form

This Application Form relates to the offer of Shares in G8 Communications Limited pursuant to the Prospectus dated 29 August 2016. The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of G8 Communications Limited and it is advisable to read this document before applying for Shares. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable), and an Application Form on request and without charge.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars in the correct forms of registrable titles to use on the Application Form are contained in the table below.

- A Insert the number of Shares you wish to apply for. The application must be for a minimum of 1 Share.
- B Insert the relevant account Application Monies. To calculate your Application Monies, add the number of Shares applied for multiplied by \$0.03.
- C Write the full name you wish to appear on the statement of shareholdings. This must be either your own name or the name of a company. Up to three joint applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that presently registered in the CHES system.
- D Enter your Tax File Number (TFN) or exemption category. Where applicable please enter the TFN for each joint applicant. Collection of TFNs is authorised by taxation laws. Quotation for your TFN is not compulsory and will not affect your application.
- E Please enter your postal address for all correspondence. All communications to you from the Shares Registry will be mailed to the person(s) and address as shown. For Joint applicants, only one address can be entered.
- F Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your application.
- G ResApp Health Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX Limited. In CHES, the Company will operate an electronic CHES subregister of securities holdings and an electronic issuer sponsored subregister of securities holdings. Together the two subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of securities issued.

If you are CHES participant (or are sponsored by a CHES participant) and you wish to hold securities issued to you under this Application Form in uncertified form on the CHES subregister, complete section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave section G blank and on issue, you will be sponsored by the Company and an SRN will be allocated to you. For Further information refer to the relevant section of the Prospectus.

- H Please complete cheque details as requested.
- Make your cheque payable to "G8 Communications Limited" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank, and the amount should agree with the amount shown in section B.
- Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application Form being rejected.
- I Before completing the Application Form the applicant(s) should read the Prospectus to which the Application Form relates. By lodging the Application Form, the applicant(s) agrees that this Application Form is for shares in G8 Communications Limited upon and subject to the terms of this Prospectus, and agrees to take any number of Shares equal to or less than the number of Shares indicated in section A that may be issued to the applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application Forms: Return your completed Application Form with cheque(s) attached to:

Delivered to: G8 Communications Limited c/- Trident Capital Level 24, St Martin's Tower 44 St Georges Terrace PERTH WA 6000	Posted to: G8 Communications Limited c/- Trident Capital PO Box Z5183 St Georges Terrace PERTH WA 6831
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Application Forms must be received no later than 5.00pm (WST) on 2 September 2016 which may be changed immediately after the Opening Date at any time at the discretion of the Company.

Correct form of Registrable Title

Note that only legal entities are allowed to hold Shares. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to G8 Communications Limited. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

Type of Investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual - Use Names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	John Alfred Smith <Peter Smith>	Peter Smith
Company - Use Company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates - Use executor(s) person name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of Late John Smith
Partnerships - Use partners personal names, do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith and Son A/C>	John Smith and Son