



SYNTONIC LIMITED

ACN 123 867 765

PROSPECTUS

For an offer of up to 1,000 Shares at an issue price of \$0.0055

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

THE SECURITIES OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A SPECULATIVE NATURE. IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

IMPORTANT INFORMATION

General

This Prospectus is dated 24 December 2018 and was lodged with ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No Securities will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

A copy of this Prospectus is available for inspection at the office of the Company at 945 Wellington Street, West Perth WA 6005 during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Sections 4.2 and 4.3).

The Securities offered by this Prospectus should be considered speculative. Please refer to Section 3.1 for details relating to investment risks applicable to the Company.

Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.

This Prospectus will be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's principal place of business by contacting the Company. The Share Offer contemplated by this Prospectus is only available in electronic form to persons receiving an electronic version of this Prospectus within Australia.

Applications for Securities will only be accepted on an Application Form that is provided by the Company, with a copy of this Prospectus in either paper or electronic form. The Corporations Act prohibits any person from passing on to another person an Application Form unless a complete and unaltered copy of this Prospectus accompanies it.

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

No action has been taken to permit the offer of Securities under this Prospectus in any jurisdiction other than Australia.

Applicable law may restrict the distribution of this Prospectus in jurisdictions outside Australia and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

Continuously Quoted Securities

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. 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 and does not include all information that would be included in a prospectus for an initial public offering.

Exposure Period

No exposure period applies to the Share Offer.

Speculative Investment

An investment in the Securities should be considered highly speculative. Refer to Section 3.1 for details of the key risks applicable to an investment in the Company.

Persons wishing to apply for Securities should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance profits and losses and prospectus of the Company and the rights and liabilities attaching to the Securities.

This Prospectus does not take into account the investment objectives, financial or taxation or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for Securities have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser.

There is no guarantee that the Securities will make a return on the capital invested, that dividends will be paid on the New Shares or that there will be an increase in the value of the New Shares in the future.

Forward-looking Statements

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

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Key risks associated with an investment in the Company are detailed in Section 3.1. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

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

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

Website

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

Currency

All financial amounts contained in this Prospectus are expressed as Australian dollars unless otherwise stated.

Rounding

Any discrepancies between totals and sums and components in tables contained in this Prospectus are due to rounding.

Time

All references to time in this Prospectus are references to WST, unless otherwise stated.

Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the glossary of terms in Section 6.

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CORPORATE DIRECTORY

Directors

Gary Greenbaum – Managing Director & CEO
Rahul Agarwal – Executive Director, President & CTO
Steven Elfman – Non-Executive Chairman
Christopher Gabriel – Non-Executive Director
Nigel Hennessy – Non-Executive Director

Joint Company Secretaries

Steven Wood
Kate Sainty

Registered Office

945 Wellington Street
West Perth WA 6005

Website

<https://syntonic.com/>

Auditors

HLB Mann Judd
Level 4, 130 Stirling Street
Perth WA 6000

Share Registry

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

Phone (within Australia): 1300 850 505
Phone (outside Australia): +61 3 9415 4000

Solicitors

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

Home Exchange

Australian Securities Exchange
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

ASX Code

SYT

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PROPOSED TIMETABLE

Event	Indicative Date
Lodgement of Prospectus with ASIC	24 December 2018
Opening Date	24 December 2018
Closing Date	24 December 2018

The above timetable is indicative only and subject to change. Subject to compliance with all applicable laws, the Directors reserve the right to vary these dates, including the Closing Date at any time after the Opening Date, without prior notice.

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1. Details of the Share Offer

1.1 The Share Offer

The Company is offering, pursuant to this Prospectus, 1,000 Shares each at an issue price of \$0.0055 (**Share Offer**).

Refer to Section 4.1 for a summary of the rights attaching to the Shares.

1.2 Purpose of the Share Offer

On 18 December 2018, the Company announced an equity capital raising via the placement of 201,999,988 Shares each at \$0.0055 per Share (**Placement Shares**). The Placement Shares have been issued to "Sophisticated Investors" or "Professional Investors" within the meaning of sections 708(8) and 708(11) of the Corporations Act.

Refer to the Company's ASX announcements of 18 December 2018 and 24 December 2018 for details of the equity capital raising.

On 14 November 2018, Messrs Steve Elfman, Nigel Hennessy and Chris Gabriel were each issued 1,300,000 Shares as remuneration for the financial year ending 30 June 2018 (**Director Shares**).

This Prospectus has been issued to facilitate secondary trading of the Placement Shares and the Director Shares, as they were issued without disclosure under Part 6D.2 of the Corporations Act. A prospectus is required under the Corporations Act to enable the recipients of the Placement Shares and Director Shares to on-sell those Shares within 12 months of their issue. The Company did not issue the Placement Shares or the Director Shares with the purpose of the persons to whom they were issued selling or transferring the Placement Shares or the Director Shares, or granting, issuing or transferring interests in the Placement Shares or the Director Shares within 12 months of the issue, however this Prospectus provides them with the ability to do so should they wish.

Accordingly, the purpose of this Prospectus is to:

- (a) make the Share Offer; and
- (b) ensure that the on-sale of the Placement Shares and the Director Shares does not breach section 707(3) of the Corporations Act by relying on the exemption to the secondary trading provisions in section 708A(11) of the Corporations Act.

1.3 Opening and Closing Dates

The Company will accept Application Forms until 5.00pm (WST) on 24 December 2018 or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules (**Closing Date**).

1.4 No Minimum Subscription

There is no minimum amount sought to be raised under the Share Offer.

1.5 Effect on control

The Share Offer will have no impact on the control of the Company as no person as a result of the Share Offer will increase their voting power in the Company:

- (a) from 20% or below to more than 20% of issued capital of the Company; or
- (b) from a starting point that is above 20% and below 90% of issued capital of the Company.

1.6 Application Form

The Company will send this Prospectus, together with an Application Form, to selected persons whom the Directors determine are eligible to participate in the Share Offer.

If you wish to subscribe for New Shares, you should complete and return the Application Form, which will be provided with a copy of this Prospectus by the Company at the Company's discretion, in accordance with the instructions in the Application Form.

Completed Application Forms must be received by the Company prior to 5.00pm (WST) on the Closing Date. Application Forms should be delivered or mailed to Syntonic Limited, 945 Wellington Street, West Perth, Western Australia or sent by facsimile to +61 8 9322 7600.

If you are in doubt as to the course of action, you should consult your professional advisor.

The Company reserves the right to reject any Application or to issue a lesser number of New Shares than those applied for. Where the number of New Shares issued is less than the number applied for, surplus Application Monies will be refunded (without interest) in accordance with the Corporations Act.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of New Shares accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of New Shares.

If the Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Application Form is final.

1.7 Issue and dispatch

The Company intends to issue the New Shares progressively as Applications are received. Security holder statements will be dispatched as soon as possible after issue of the New Shares.

It is the responsibility of Applicants to determine their allocation prior to trading in the Securities. Applicants who sell Securities before they receive their holding statements will do so at their own risk.

1.8 Application Monies held on trust

All Application Monies received for the New Shares will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the New Shares are issued. All Application Monies will be returned (without interest) if the New Shares are not issued.

1.9 ASX quotation

Application will be made to ASX no later than seven days after the date of this Prospectus for the official quotation of the New Shares. If permission is not granted by ASX for the official quotation of the New Shares offered by this Prospectus within three months after the date of this Prospectus (or such period as ASX allows), Application Monies will be refunded (without interest) in accordance with the Corporations Act.

1.10 CHESS

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of New Shares.

If you are broker sponsored, ASX Settlement will send you a CHESSE statement.

The CHESSE statement will set out the number of New Shares 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 New Shares.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by Computershare Investor Services Pty Ltd and will contain the number of New Shares issued to you under this Prospectus and your security holder reference number.

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

1.11 Residents outside Australia

This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of Securities in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the Securities. 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.

1.12 Risk factors

An investment in Securities should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are detailed in Section 3.1.

1.13 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for New Shares under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for New Shares under this Prospectus.

1.14 Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Acceptance.

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

1.15 Major activities and financial information

A summary of the activities and financial information relating to the Company for the financial year ended 30 June 2018 is in the Annual Report which was lodged with ASX on 31 August 2018.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of the Annual Report are listed in Section 4.2.

Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Share Offer.

1.16 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Joint Company Secretaries by telephone on + 61 8 9322 7600.

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2. Effect of the Share Offer

2.1 Capital Structure on completion of the Share Offer

Table 2.1: Capital Structure

	Shares	Options
Shares on issue pre-Placement	2,780,110,212 ¹	357,426,437
Shares issued under the Placement	201,999,998	-
Issue of New Shares	1,000	-
Balance after the Share Offer	2,982,111,210	357,426,437

Notes:

(1) Includes the Director Shares.

2.2 Effect of the Share Offer on the Company

After paying for the expenses of the Share Offer of approximately A\$7,206, there will be no proceeds from the Share Offer. The expenses of the Share Offer exceeding \$5.50 (being the amount raised if the Share Offer is fully subscribed) will be met from the Company's existing cash reserves. The Share Offer will have a minimal effect on the Company's financial position, being receipt of funds of \$5.50 less costs of preparing the Prospectus.

2.3 Market price of Shares

The highest and lowest market sale prices of Shares on ASX during the three months immediately preceding the date of this Prospectus and the respective dates of those sales were:

Highest:	\$0.013 per Share on 9 October 2018
Lowest:	\$0.006 per Share on 21 December 2018
Latest	\$0.006 per Share on 21 December 2018

2.4 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

3. Risk Factors

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

The risks described in this Section 3.1 are not an exhaustive list of the risks faced by the Company or by investors in the Company. It should be considered in conjunction with other information in this Prospectus. The risks described in, and others not specifically referred to, in this Section 3.1 may in the future materially affect the financial performance and position of the Company and the value of New Shares offered under this Prospectus. The New Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, return of capital or the market value of those securities. The risks described in this Section 3.1 also necessarily include forward looking statements. Actual events may be materially different to those described and may therefore affect the Company in a different way.

Investors should be aware that the performance of the Company may be affected and the value of its Shares may rise or fall over any given period. None of the Directors or any person associated with the Company guarantees the Company's performance, the performance of the New Shares the subject of the Share Offer or the market price at which the New Shares will trade. The Directors strongly recommend that potential investors consider the risks detailed in this Section 3.1, together with information contained elsewhere in this Prospectus, and consult their professional advisers, before they decide whether to apply for New Shares.

3.1 Risks Specific to the Company

(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 undertakes all reasonable due diligence in its business decisions and operations, the Company has no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business. For instance, new technologies could result in the Company not being differentiated to other similar offerings.

The size and financial strength of some of the Company's competitors may make it difficult for it to maintain a competitive position in the technology market. In particular, the Company's ability to acquire additional technology interests could be adversely affected if it is unable to respond effectively and/or in a timely manner to the strategies and actions of competitors and potential competitors or the entry of new competitors into the market. This may in turn impede the financial condition and rate of growth of the Company.

The key competition risk is in achieving appreciable market share and differentiation from its key competitors.

(b) **Sales and Marketing Success**

The Company is focused on developing and marketing its sponsored data services and cost effective mobile split billing solutions (**Syntonic Technology**). By its nature, there is no guarantee that the Syntonic Technology's development and marketing campaign will be successful. In the event that it is not, the Company may encounter difficulty creating market awareness of the Syntonic Technology. This would likely have an adverse impact on the Company's potential profitability.

Even if the Company does successfully commercialise the Syntonic Technology, there is a risk the Company will not achieve a commercial return. For example, new technology may overtake the Company's technology.

(c) **Attracting Customers to the Platform**

The Company's revenue is affected by its ability to attract customers to the Syntonic Technology. Various factors can affect the level of customers using the Syntonic Technology, including:

- (i) Marketing and promotions: If the Company's marketing and promotion efforts are not effective this may result in fewer customers using the Syntonic Technology;
- (ii) Brand damage: If the Company suffers from reputational damage, customer numbers could be affected; and
- (iii) Pricing: Targeted customers may not be prepared to incur the costs for their business implicit in the adoption of the Syntonic Technology or to abandon their investments in existing technologies.

Accordingly, there is no guarantee that the Company's marketing and pricing strategies will be successful to achieve a sizeable take up rate of its products from customers.

(d) **Hacker Attacks**

The Company will rely upon the availability of its Syntonic Technology to provide services to customers and attract new customers. Hackers could render the Syntonic Technology unavailable or cause customers' personal information to be compromised.

Although the Company has strategies in place to minimise such attacks, these strategies may not be successful. Unavailability of the Syntonic Technology could lead to a loss of revenue for the Company while compromising customers' information could hinder the Company's abilities to retain existing customers or attract new customers, which would have a material adverse impact on the Company's growth.

(e) **Risks Associated with Overseas Expansion**

The Syntonic Technology has been constructed so as to be capable of being utilised in, and marketed to, multiple overseas jurisdictions. As the Company seeks to expand into overseas markets, including Southeast Asia, Europe and Latin America, it may require a physical presence in those countries and an associated increase in overheads and development and marketing costs.

There is the risk that any overseas expansion will be unsuccessful, or that even if there is demand for the Company's products in that market, that the costs of doing business in that market, including the costs of establishing a new base in country, overseas regulatory compliance and the potential duplication of running costs for the business, are such that the Company's profitability and available working capital will be adversely impacted.

(f) **Customer Concentration Risk**

Over-reliance upon key customers may, in the event of termination or non-renewal of such arrangements, create revenue volatility. The Company is conscious of customer concentration risk and the need to diversify its customer base. However, large contract wins could skew the concentration of revenues, increasing the risk that non-renewal will have a larger impact on future earnings.

(g) **Contractual Third Party Risk**

The Company relies on third parties for key deliverables in its business model. This includes payment gateway providers, sales staff and integration of the Syntonic Technology to the market dispensing software packages. A failure of any one of these parties without an appropriate countermeasure could cause a disruption to operations. The company is continually assessing the risk and opportunities associated with its

business model and other than disruptions for short periods of time due to service delivery failure is not solely reliant on any one party for delivery.

(h) **Staff Risk**

There is a risk that, where there is a turnover of development staff who have knowledge of the technology and business, that knowledge will be lost in the event that those staff resign or retire. This involves the risk that those staff will have information in respect of the Company's intellectual property which has a commercial value to the Company as well as an opportunity cost for replacement of those staff and subsequent training.

This risk is mitigated as the Company has historically had low levels of staff turnover in the development teams. In addition, all staff contracts contain express provisions with respect to ownership of intellectual property and restraints of trade to limit any potential loss suffered by the Company to the maximum extent possible.

(i) **Protection of Intellectual Property Rights**

The Company has pursued IP protection in the form of patent applications however legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which the Syntonic Technology may eventually be launched. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.

Market conditions depending, the Company may be required to incur significant expenses in monitoring and protecting its intellectual property rights. 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 cause a distraction to management.

(j) **Failure to Deal with Growth**

The Company's business has the potential to grow rapidly. If that occurs and the Company fails to properly manage that growth, then that failure could harm its business. Any failure to meet customer demand properly could adversely affect the Company's business, including demand for the Company's products/services, revenue collection, customer satisfaction and public perception.

(k) **Net Neutrality**

Government regulatory agencies in several countries have debated the appropriateness of sponsored data (sometimes referred to as toll free data or zero-rated data) in light of net neutrality. Net neutrality is a telecom tenet that requires all data on the Internet be treated the same, without differentiation based on price or quality of service. At issue is whether giving consumers free access to mobile content violates the principle of net neutrality.

The principle concern of net neutrality advocates is that Internet providers, such as mobile operators, could vary their services based on price or quality of service, and subsequently act as gatekeepers, demanding an extra charge or "toll" on specific traffic in exchange for a guarantee of quality or premium delivery. Sponsored data has entered into the debate because, for some government regulatory agencies, free mobile data could be perceived as price discrimination that unfairly favours larger companies who have the means to pay for free data. However, few regulatory agencies have taken this view on sponsored data.

Freeway by Syntonic® does not distort competition to benefit only a handful of favoured or "deep-pocketed" content providers. The service supports any application and web site. Any Android or iOS developer that wants to incorporate sponsored data into a specific application or web site can readily do so.

Most government regulatory agencies have taken a similar position vis-à-vis sponsored data. For example, the European Parliament rejected amendments to recent legislation that would have banned sponsored data. However, in June 2018, the Federal Communications Commission voted in favour of repealing the Open Internet Rules which originally enabled internet service providers to enforce net neutrality.

(l) **Currency Risk**

The Company expects to derive a majority of its revenue from the United States, in US dollars. Accordingly, changes in the exchange rate between the United States dollar and the Australian dollar would be expected to have a direct effect on the performance of the Company.

3.2 General Risks

(a) **Reliance on Key Management**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and Directors. There can be no assurance that there will be no detrimental impact on the performance of the Company or its growth potential if one or more of these employees cease their employment and suitable replacements are not identified and engaged in a timely manner.

(b) **Trading Price of Shares**

The Company's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. In addition, the price of Shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to, general economic conditions including the performance of the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks, and hedging or arbitrage trading activity that may develop involving the Shares.

In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

(c) **Additional Requirements for Capital**

The capital requirements of the Company depend on numerous factors. Depending on the ability of the Company to generate income from its operations, the Company may require further financing in the future. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations.

(d) **Litigation Risks**

The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(e) **Economic Risks**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

Further, 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 such as:

- (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; and
- (vi) terrorism or other hostilities.

(f) **Technology Sector Risks**

The technology sector is characterised by rapid change. New and disruptive technologies can place competitive pressures on existing companies and business models, and technology stocks may experience greater price volatility than securities in some slower changing market sectors.

The value of the Company's securities may be adversely affected by any general decline in the valuation of listed securities and/or adverse market sentiment towards the technology sector in particular, regardless of the Company's operating performance.

(g) **Force Majeure**

The Company, now or in the future, may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(h) **Acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to the Company's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships.

3.3 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of its Securities.

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus. Therefore, the Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for Securities pursuant to this Prospectus.

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4. Additional information

4.1 Rights Attaching to New Shares

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

(a) **General Meetings**

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

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

(b) **Voting Rights**

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

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) **Dividend Rights**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(e) **Shareholder Liability**

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

(f) **Transfer of Shares**

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

(g) **Variation of Rights**

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

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

(h) **Alteration of Constitution**

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

4.2 **Company is a disclosing entity**

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 4.3 below).

4.3 **Copies of documents**

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the issue, a copy of:

- (a) the Annual Report of the Company for the year ended 30 June 2018, being the last financial year for which an annual financial report has been lodged with ASIC in relation to the Company before the issue of this Prospectus; and

- (b) the following continuous disclosure notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the Annual Report referred to in paragraph (a) and before the date of issue of this Prospectus, being as follows:

Date Lodged	Subject of Announcement
24 December 2018	Change in substantial holding
24 December 2018	Placement Complete - Operational Update and Appendix 3B
21 December 2018	Syntonic Investor Q&A Webinar Tue 15 January 2019, 11am AEDT
18 December 2018	Reinstatement to Official Quotation
18 December 2018	Syntonic closes Placement to Continue Global Expansion
17 December 2018	Voluntary Suspension
13 December 2018	Trading Halt
5 December 2018	Syntonic Investor Presentation
21 November 2018	Mobile Operator Progress Update
14 November 2018	Change of Director's Interest Notice x3
14 November 2018	Appendix 3B
1 November 2018	Results of Annual General Meeting
1 November 2018	AGM Presentation
22 October 2018	Quarterly Activities and Cashflow Report
16 October 2018	Appendix 3B
16 October 2018	Syntonic powers RoamFree released by Smart Communications
9 October 2018	Syntonic Investor Presentation
8 October 2018	Tata launches opari commerce platform powered by Syntonic
1 October 2018	Notice of Annual General Meeting/Proxy Form
31 August 2018	Appendix 4G and Corporate Governance Statement

The following documents are available for inspection throughout the application period of this Prospectus during normal business hours at the office of the Company at 945 Wellington Street, West Perth, Western Australia:

- (i) this Prospectus;
- (ii) the Constitution; and
- (iii) the consents referred to in Section 4.13 and the consents provided by the Directors to the issue of this Prospectus.

4.4 Information Excluded from Continuous Disclosure Notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be included in this Prospectus.

4.5 Determination by ASIC

ASIC has not made a determination that would prevent the Company from relying on section 713 of the Corporations Act in issuing the Securities under this Prospectus.

4.6 Directors' Interests

Except as disclosed in this Prospectus, no Director and no firm in which a Director is a partner:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Securities offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Securities offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the New Shares offered under this Prospectus.

4.7 Directors' Interests in Securities

Set out in the table are details of the Directors' relevant interests in the Securities at the date of this Prospectus:

Table 4.1: Directors' Interests in Securities

Director	Shares
Gary Greenbaum	552,528,061
Rahul Agarwal	552,528,061
Steven Elfman	3,900,000
Christopher Gabriel	3,900,000
Nigel Hennessy	2,600,000

4.8 Directors' Remuneration

The remuneration of the Directors for the previous two financial years is as follows:

Table 4.2: Directors' Remuneration

Director	Financial Year	Short term benefits	Post-employment benefits	Share-based payments	Total
Gary Greenbaum	2018	\$525,399	-	-	\$525,399
	2017	\$307,935	-	-	\$307,935
Rahul Agarwal	2018	\$542,235	-	-	\$542,235
	2017	\$307,935	-	-	\$307,935
Steven Elfman	2018	-	-	\$33,800	\$33,800
	2017	-	-	\$70,070	\$70,070
Christopher Gabriel	2018	-	-	\$33,800	\$33,800
	2017	-	-	\$70,070	\$70,070
Nigel Hennessy	2018	-	-	\$33,800	\$33,800
	2017	-	-	-	-

4.9 Substantial Shareholders

Based on publicly available information as at 24 December 2018, the following persons have voting power of above 5% or more in the Company:

Table 4.3: Substantial Shareholders

Shareholder	Number of Shares Held	Share Held %
Lindfield Nominee Services Pty Ltd <Gary Greenbaum> Mr David Garry <Gary Greenbaum A/C>	552,528,061	18.53%
Lindfield Nominee Services Pty Ltd <Rahul Agarwal> Mr David Garry <Rahul Agarwal A/C>	552,528,061	18.53%

4.10 Related Party Transactions

At the date of this Prospectus, no material transactions with related parties and Directors interests exist that the Directors are aware of, other than those disclosed in this Prospectus.

4.11 Interests of Named Persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Share Offer or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Share Offer; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Share Offer.

The Company's legal advisors will be paid fees of approximately \$3,500 (plus GST) in relation to the preparation of this Prospectus.

4.12 Expenses of the Share Offer

The estimated expenses of the Share Offer are as follows:

	\$
ASIC lodgement fee	3,206
Legal expenses	4,000
Total	<u><u>7,206</u></u>

4.13 Consents

DLA Piper Australia has given, and, as at the date hereof, has not withdrawn, its written consent to being named in this Prospectus as Australian solicitors to the Company. DLA Piper Australia has not authorised or caused the issue of this Prospectus or the making of the Share Offer. DLA Piper Australia makes no representation regarding, and to the extent permitted by law excludes any responsibility for, any statements in or omissions from any part of this Prospectus.

The Share Registry has given, and, as at the date hereof, has not withdrawn, its written consent to being named in this Prospectus as the share registry to the Company. The Share Registry has not authorised or caused the issue of this Prospectus or the making of the Share Offer. The Share Registry makes no representation regarding, and to the extent permitted by law excludes any responsibility for, any statements in or omissions from any part of this Prospectus.

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

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5. Authorisation

This Prospectus is authorised by each of the Directors. This Prospectus is signed for and on behalf of the Company by:



Gary Greenbaum
Managing Director and CEO

24 December 2018

6. Glossary of Terms

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

Acceptance means a valid application for Shares made pursuant to this Prospectus on an Application Form.

Applicant means a person who submits an Application Form.

Application Form means the application form provided by the Company with a copy of this Prospectus.

Application Monies means application monies for Shares received by the Company from an Applicant.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691.

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

Board means the board of Directors.

Chairman means chairman of the Board.

CHESS means ASX Clearing House Electronic Subregister System.

Closing Date means the closing date of the Share Offer as specified in the Indicative Timetable as varied from time to time.

Company or **Syntonic** means Syntonic Limited ACN 123 867 765.

Constitution means the constitution of the Company.

Corporations Act means Corporations Act 2001 (Cth).

Director means a director of the Company.

Director Shares has the meaning given in Section 1.2

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

Listing Rules means the Listing Rules of ASX.

New Shares means the shares offered pursuant to the Share Offer.

Option means the right to acquire one Share in the capital of the Company.

Placement Shares has the meaning given in Section 1.2.

Prospectus means this prospectus dated 24 December 2018.

Section means a section of this Prospectus.

Securities mean any equity securities issued or granted by the Company.

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

Share Offer has the meaning given in Section 1.1.

Share Registry means Computershare Investor Services Pty Ltd.

Shareholder means a holder of Shares.

Syntonic Technology has the meaning given to that term in Section 3.1.

WST means Australian Western Standard Time.

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