

COLLABORATE LAUNCHES UNDERWRITTEN RIGHTS ISSUE

Collaborate Corporation Limited (ASX:CL8) (**Collaborate** or the **Company**) is pleased to release its prospectus for the partially underwritten non-renounceable entitlement issue of shares to raise approximately \$1.16 million before costs (**Entitlement Issue**). As announced on 10 September 2018, the Entitlement Issue is partially underwritten by existing sophisticated investors of the Company namely Hishenk Pty Ltd, Reefpeak Pty Ltd, Mishki Pty Ltd, Scintilla Strategic Investments Limited, alongside officers of the Company namely Chris Noone, Adrian Bunter and Karen Logan (**Underwriters**).

The Entitlement Issue will be offered to shareholders registered at the Record Date (as defined below) with a registered address in Australia and New Zealand (**Eligible Shareholders**) on the basis of one (1) New Share for every eight (8) Share held. Eligible Shareholders must have purchased shares in Collaborate before the Ex date of 20 September in order to be entitled to participate in the Entitlement Issue.

The funds raised from the Entitlement Issue are planned to be principally used to provide funding for customer acquisition, support the launch of new initiatives and for working capital and general corporate purposes. Additionally, the proceeds will be used to cover costs of the Entitlement Issue.

The timetable for the Entitlement Issue is as follows:

Lodgement of Prospectus with the ASIC	14 September 2018
Lodgement of Prospectus and Appendix 3B with ASX	14 September 2018
Notice sent to Option holders	14 September 2018
Notice sent to Shareholders	19 September 2018
Ex date	20 September 2018
Record Date for determining Entitlements	21 September 2018
Prospectus sent out to Shareholders and Company announces this has been completed	24 September 2018
Closing Date	15 October 2018
Shares quoted on a deferred settlement basis	16 October 2018
ASX notified of under subscriptions	17 October 2018
Issue date/Shares entered into Shareholders' security holdings	22 October 2018
Quotation of Shares issued under the Offer	23 October 2018

All dates, other than the date of lodgement of the Prospectus with ASIC, are indicative only. The Company reserves the right to amend any of the important dates without prior notice but subject to the Corporations Act and ASX Listing Rules.

Collaborate encourages Eligible Shareholders to participate in the Entitlement Issue. Officers of the Company will take up their full entitlement and have further underwritten additional amounts under the offer.

Authorised by:

Chris Noone
CEO and Director
Collaborate Corporation Limited

About Collaborate Corporation Limited

Collaborate Corporation Limited is listed on the Australian Securities Exchange (ASX:CL8). It is Australia's leading listed company focused on 'collaborative consumption', 'peer-to-peer' or 'sharing economy' businesses. Collaborate currently has three core business segments: www.DriveMyCar.com.au Australia's leading peer-to-peer car rental business; www.MyCaravan.com.au Australia's leading peer-to-peer caravan rental business; and www.Mobilise.com a rental marketplace for under-utilised assets. Through our proprietary trust and reputation platform, www.peerpass.com.au we create 'trust' between individuals and make it possible for people and companies to safely transact with each other in the sharing economy.

COLLABORATE CORPORATION LIMITED

ACN 066 153 982

ENTITLEMENT ISSUE PROSPECTUS

For a non-renounceable entitlement issue of one (1) Share for every eight (8) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.015 per Share to raise up to approximately \$1,160,846 (based on the number of Shares on issue as at the date of this Prospectus) (**Offer**).

The Offer is partially underwritten. Refer to Sections 4.6 and 4.7 for details regarding the underwriting and Section 8.3 for summaries of the terms of the Underwriting Agreements.

IMPORTANT NOTICE

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

The Shares offered by this Prospectus should be considered as speculative.

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1. CORPORATE DIRECTORY

Directors

Christopher Noone CEO/Executive Director
Adrian Bunter Non-Executive Director
Michelle Vanzella Non-Executive Director

Registered Office

Suite 3, Level 7, 189 Kent Street,
Sydney NSW 2000

Company Secretary

Karen Logan

Telephone: + 61 2 8889 3641
Email: shareholder@collaboratecorp.com
Website: www.collaboratecorp.com

Share Registry*

Automic Pty Ltd
Level 3, 50 Holt Street,
Surry Hills NSW 2000

Telephone: 1300 288 664
Email: hello@automic.com.au
Website: www.automic.com.au

Solicitors

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

Auditor

HLB Mann Judd
Level 4, 130 Street
Perth WA 6000

*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

2. TIMETABLE

Lodgement of Prospectus with the ASIC	14 September 2018
Lodgement of Prospectus and Appendix 3B with ASX	14 September 2018
Notice sent to Option holders	14 September 2018
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Ex date	20 September 2018
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Quotation of Shares issued under the Offer*	23 October 2018

*The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the Shares are expected to commence trading on ASX may vary.

3. IMPORTANT NOTICES

This Prospectus is dated 14 September 2018 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

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

Applications for Shares offered pursuant to this Prospectus can be submitted on an original Entitlement and Acceptance Form or by making payment for Shares by BPAY® (by following the instructions on the Entitlement and Acceptance Form).

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. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

3.1 Risk factors

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 7. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

As summary of some of the Company's key risks include:

Risk	Description	Reference in Prospectus
Level of demand and supply for assets featured in the online marketplaces	Group revenues depend upon attracting demand and supply for its online marketplaces. A decline in supply or demand could lead to a decline in the number of owners and renters and volume of rental transactions which in turn could impact the financial results of the Group.	Section 7.2(a)
Innovation	The Group's ability to retain, increase, and engage its users and address their evolving	Section 7.3(a)

	<p>needs and to increase revenues will depend heavily on management's ability to successfully create, launch and grow demand for new products, both independently and in conjunction with strategic partners.</p> <p>While the Group dedicates significant resources to understanding its owners and renters needs and upgrading its product offering and sharing economy platform to remain innovative and in tune with trends, the Group's owners and renters may not be satisfied with its offerings or perceive that its offerings do not cater to their needs.</p>	
Growth	<p>The Group's ability to increase revenues will depend heavily on management's ability to successfully retain, increase and engage its users and grow demand for its products both independently and in conjunction with strategic partners.</p> <p>The Group currently prioritises user engagement and strategic partnerships over short-term financial results, and management may make product decisions that may reduce the Group's short-term revenue or profitability if management believes that the decisions are consistent with current priorities of the businesses and benefit owners and renters and will thereby improve the Group's financial performance over the medium to long term. These decisions may not produce the long-term benefits that management expects, in which case user growth and engagement, relationships with strategic partners and results of operations could be harmed.</p>	Section 7.2(c)
Insurance	<p>The Company, where economically feasible, may insure its operations in accordance with industry practice. However, even if insurance is taken out, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.</p>	Section 7.2(b)
Going concern	<p>In the Annual Report to shareholders lodged with ASX on 31 August 2018, the independent audit report contained an emphasis of matter in relation to going concern. The emphasis of matter draws attention to Note 1(b) of the financial report and states that the factors described in that going concern note to the financial statements, indicate the existence of a material uncertainty that may cast</p>	Section 7.2(e)

	significant doubt on the Group's ability to continue as a going concern.	
Additional requirements for capital	There is no certainty regarding the ability of the Group to raise sufficient funds to meet its needs into the future. The Group's future capital requirements depend on a number of factors including its ability to generate sufficient income from its operations.	Section 7.4(c)

3.2 Directors' interests in Securities

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlement (assuming their Options are not exercised), is set out in the table below.

Director	Shares	Options	Entitlement	\$
Christopher Noone ¹	1,350,000	16,800,000 ²	168,750 ⁴	2,531
Adrian Bunter	5,200,000	5,500,000 ³	650,000 ⁵	9,750
Michelle Vanzella	Nil	Nil	Nil	Nil

Notes

1. 1,350,000 Shares and 16,800,000 Options are held indirectly through Noone Holdings Pty Ltd as trustee for C&K Noone Family Trust.
2. Mr Noone holds the following Unlisted Options:
 - a. 383,334 Options exercisable at \$0.02 each on or before 28 November 2018;
 - b. 883,333 Options exercisable at \$0.02 each on or before 28 November 2019;
 - c. 883,333 Options at \$0.02 each on or before 28 November 2020;
 - d. 883,334 Options exercisable at \$0.03 each on or before 28 November 2018;
 - e. 883,333 Options exercisable at \$0.03 each on or before 28 November 2019;
 - f. 883,333 Options exercisable at \$0.03 each on or before 28 November 2020;
 - g. 1,500,000 Options exercisable at \$0.035 each on or before 30 November 2018;
 - h. 3,500,000 Options exercisable at \$0.0496 each on or before 23 November 2020; and
 - i. 7,000,000 Options exercisable at \$0.0794 each on or before 23 November 2020.
3. Mr Bunter holds the following Unlisted Options:
 - a. 1,000,000 Options exercisable at \$0.03 each on or before 28 November 2018;
 - b. 1,500,000 Options exercisable at \$0.035 each on or before 30 November 2018;
 - c. 1,500,000 Options exercisable at \$0.0496 each on or before 23 November 2020; and
 - d. 1,500,000 Options exercisable at \$0.0794 each on or before 23 November 2020.
4. Mr Noone has agreed to underwrite up to 666,667 Shares (equating to an amount of up to \$10,000), including his Entitlement pursuant to the Offer. Refer to Section 8.3(b) for more information. Mr Noone will not be paid any underwriting fees in relation to his underwriting commitment.
5. Mr Bunter has agreed to underwrite up to 2,000,000 Shares (equating to an amount of up to \$30,000), including his Entitlement pursuant to the Offer. Refer to Section 8.3(b) for more information. Mr Bunter will not be paid any underwriting fees in relation to his underwriting commitment.

The Board recommends all Shareholders take up their Entitlement and advises that the Directors intend to take up their respective Entitlements.

3.3 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
Hishenk Pty Ltd	100,850,000	16.29
RACV Investment Holdings Pty Ltd	33,333,333	5.38

In the event all Entitlements are accepted there will be no change to the substantial holders on completion of the Offer.

3.4 Effect on control of the Company

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 11.11% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution may impact Shareholders is set out in the table below:

Holder	Holding as at Record date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken Up	% Post Offer
Shareholder 1	10,000,000	1.62%	1,250,000	10,000,000	1.44%
Shareholder 2	5,000,000	0.81%	625,000	5,000,000	0.72%
Shareholder 3	1,500,000	0.24%	187,500	1,500,000	0.22%
Shareholder 4	400,000	0.06%	50,000	400,000	0.06%
Shareholder 5	50,000	0.01%	6,250	50,000	0.007%
Total	16,950,000		2,118,750	16,950,000	

Notes:

- The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

The effect on the control of the Company and in particular the Underwriters' shareholder in the event that Shareholders do not participate in the Offer is further described in Section 4.7.

3.5 Underwriting

The Offer is partially underwritten by Hishenk, Reefpeak, Mishki and Scintilla (**Unrelated Party Underwriters**) and Adrian Bunter, Noone Holdings Pty Ltd as trustee for C and K Noone Family Trust and Karen Logan (**Officer Underwriters**). Refer to Sections 4.7 and 8.3 for further details of the underwriting.

3.6 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.015 being the price at which Shares have been offered under the Offer.

Allocation of the Shortfall Shares is subject to the terms of the Underwriting Agreements, details of which are set out in Section 8.3. There is no guarantee that Eligible Shareholders will receive Shares applied for under the Shortfall Offer.

The Company notes that no Shares will be issued to an applicant under this Prospectus or via the Shortfall Offer if the issue of Shares would contravene the takeover provision in section 606 of the Corporations Act. Similarly, no Shares will be issued via the Shortfall Offer to any related parties of the Company.

3.7 Market price of shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

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

Highest	\$0.025	28 August 2018
Lowest	\$0.014	18, 26 and 28 August 2018
Last	\$0.017	12 September 2018

3.8 Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' 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 our Company, the Directors and our management.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by 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.

We have 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.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 7.

4. DETAILS OF THE OFFER

4.1 The Offer

The Offer is being made as a non-renounceable entitlement issue of one (1) Share for every eight (8) Shares held by Shareholders registered at the Record Date at an issue price of \$0.015 per Share. Fractional entitlements will be rounded down to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, a maximum of approximately 77,389,732 Shares will be issued pursuant to this Offer to raise up to approximately \$1,160,846 (subject to rounding).

As at the date of this Prospectus the Company has 54,221,525 Options on issue all of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to Section 5.4 for information on the exercise price and expiry date of the Options on issue.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 6 for further information regarding the rights and liabilities attaching to the Shares.

The purpose of the Offer and the intended use of funds raised are set out in Section 5.1.

4.2 Minimum subscription

The minimum subscription in respect of the Offer is \$600,000 (which is also the amount that the Underwriters have agreed to underwrite). No Shares will be allotted or issued until the minimum subscription has been received. If the minimum subscription is not achieved within 4 months after the date of issue of this Prospectus, the Company will either repay the Application monies to the Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Application and be repaid their Application monies.

4.3 Acceptance

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Prospectus.

You may participate in the Offer and make payment by cheque or BPAY® as follows:

- (a) if you wish to accept your **full** Entitlement:
 - (i) complete the Entitlement and Acceptance Form; and
 - (ii) make payment by BPAY® or attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Entitlement and Acceptance Form; or
- (b) if you wish to accept your **full** Entitlement and apply for Shares under the **Shortfall Offer**:
 - (i) complete the Entitlement and Acceptance Form; and

- (ii) fill in the number of Shares you wish to apply for under the Shortfall Offer in the space provided on the Entitlement and Acceptance Form; and
 - (iii) make payment by BPAY® or attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the appropriate application monies (at \$0.015 per Share); or
- (c) if you only wish to accept **part** of your Entitlement:
- (i) fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form; and
 - (ii) make payment by BPAY® or attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the appropriate application monies (at \$0.015 per Share); or
- (d) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

4.4 Payment by cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to “Collaborate Corporation Limited” and crossed “Not Negotiable”.

Your completed Entitlement and Acceptance Form and cheque must reach the Company’s share registry no later than 5:00 pm WST on the Closing Date.

4.5 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 5:00 pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

4.6 Underwriting

The Offer is partially underwritten by the Underwriters. Refer to Section 8.3 for details on the terms of the Underwriting Agreements.

Each of the Underwriters (including its related entities) are Shareholders of the Company and currently have a relevant interest in the following Shares and Options:

Underwriter	Shares	Options
Hishenk	95,600,000	1,700,000
Reefpeak	5,000,000	nil
Mishki	13,160,455	nil
Scintilla	10,000,000	500,000
Noone Holdings Pty Ltd as trustee for C&K Noone Family Trust	1,350,000	16,800,000
Adrian Bunter	5,200,000	5,500,000
Karen Logan	993,651	1,500,000

Each of the Underwriters has indicated that it is its current intention to subscribe for its full Entitlement under the Offer in respect of all of the Shares in which it has a relevant interest. The extent to which Shares are issued pursuant to the underwriting will increase the Underwriters' voting power in the Company.

Related Party Underwriters

The Officer Underwriters include related parties Mr Adrian Bunter and Noone Holdings Pty Ltd as trustee for C&K Noone Family Trust, of which Mr Christopher Noone is a shareholder, director and a beneficiary. The maximum potential increase in voting power to Directors Christopher Noone and Adrian Bunter as a result of the Underwriting Agreements and the Directors' individual Entitlements are set out below:

Director	Underwritten Shares	Underwritten Value	Current Voting Power	Maximum Voting Power Post-Offer ³
Christopher Noone	666,666	\$10,000	0.22%	0.31%
Adrian Bunter	2,000,000	\$30,000	0.84%	1.09%

Notes

1. Each of these parties have entered into Officer Underwriting Agreements with the Company on the terms set out in Section 8.3(b). Pursuant to the terms of the Officer Underwriting Agreements, no underwriting fees are payable.
2. Mr Noone and Mr Bunter agreed to advance \$5,000 and \$10,000 to the Company, respectively, to be applied against their payment obligations under the relevant Officer Underwriting Agreement.
3. This figure assumes that (i) the Director has taken up his Entitlement; (ii) the Minimum Subscription is raised; (ii) that the Director is obliged to subscribe for all of his respective Underwritten Shares pursuant to his Officer Underwriting Agreement; and (iii) no Options

are exercised. However, the obligation to subscribe for Underwriting Shares may reduce in the event the Offer is fully subscribed for.

4. Any application made by Christopher Noone and Adrian Bunter for any of their Entitlements pursuant to the Offer will be applied in relief of and be offset against any amount that may be subsequently due pursuant to the commitment under the Officer Underwriting Agreements.

4.7 Effect on control of the Company

(a) Underwriting by Hishenk – Unrelated Party Underwriter

The table below sets out Hishenk's voting power in the Company as at the Record Date and the potential increase to its voting power under several scenarios relating to the percentage acceptance of Entitlements under the Entitlement Offer.

Event	Number of Shares held by Hishenk	Voting power of Hishenk
As at the Record Date	100,850,000	15.95%
Completion of Entitlement Issue¹		
100% take up from Eligible Shareholders (including Shortfall)	13,456,250	15.95%
75% take up from Eligible Shareholders (including Shortfall)	117,359,277	16.59%
50% take up from Eligible Shareholders (including Shortfall)	120,551,477	17.18%
25% take up from Eligible Shareholders (including Shortfall)	114,183,333	16.60%
Minimum Subscription raised	114,183,333	16.98%

Notes:

1. These figures assume that (i) the Underwriters have taken up their respective Entitlements; (ii) that the Underwriters are obliged to subscribe for all of their respective Underwritten Shares pursuant to the Underwriting Agreements; and no Options are exercised. However, the obligation to subscribe for Underwriting Shares may reduce in the event the Offer is fully subscribed for.

The number of Shares held by Hishenk and its voting power in the table above show the potential effect of Hishenk's underwriting of the Offer (being \$200,000 - 13,333,333 Shares). The underwriting obligation and therefore voting power of Hishenk will reduce for the amount of the Entitlements accepted under the Offer and Shortfall Shares allocated to Eligible Shareholders.

Hishenk has agreed to advance \$200,000 to the Company to be applied against its payment obligations under its Underwriting Agreement. Hishenk will be paid a fixed interest amount of \$6,000, being 3% of the advance covering the period from the date the advance is paid to the Company to the date of repayment of the advance. This interest will be repayable by way of a cash payment to Hishenk within two (2) business days of the issue date of Shares under the Offer.

(b) **Underwriting by Reefpeak – Unrelated Party Underwriter**

Craig Chapman as trustee for the Nampac Discretionary Account, an associate of Reefpeak, currently holds 5,000,000 Shares. Assuming that Reefpeak is required to underwrite the maximum number of Shares (being \$200,000 - 13,333,333 Shares) Reefpeak and Craig Chapman as trustee for the Nampac Discretionary Account will acquire a maximum voting power of approximately 2.78% assuming the Minimum Subscription is raised under the Offer.

Reefpeak has agreed to advance \$200,000 to the Company to be applied against the payment obligations under its Underwriting Agreement. Reefpeak will be paid a fixed interest amount of \$6,000, being 3% of the advance covering the period from the date the advance is paid to the Company to the date of repayment of the advance. This interest will be repayable by way of a cash payment to Reefpeak within two (2) business days of the issue date of Shares under the Offer.

(c) **Underwriting by Mishki – Unrelated Party Underwriter**

Associates of Mishki presently hold a total of 13,160,455 Shares. Assuming that Mishki is required to underwrite the maximum number of Shares (being \$100,000 – 6,666,667 Shares) Mishki and its associates will acquire a maximum voting power of approximately 2.95% assuming the Minimum Subscription is raised under the Offer.

Mishki has agreed to advance \$100,000 to the Company to be applied against its payment obligations under its Underwriting Agreement. Mishki will be paid a fixed interest amount of \$3,000, being 3% of the advance covering the period from the date the advance is paid to the Company to the date of repayment of the advance. This interest will be repayable by way of a cash payment to Mishki within two (2) business days of the issue date of Shares under the Offer.

(d) **Underwriting by Scintilla – Unrelated Party Underwriter**

Scintilla currently holds 10,000,000 Shares. Assuming that Scintilla is required to underwrite the maximum number of Shares (being \$50,000 - 3,333,333 Shares) Scintilla will acquire a maximum voting power of approximately 2.02% assuming the Minimum Subscription is raised under the Offer.

Scintilla has agreed to advance \$50,000 to the Company to be applied against its payment obligations under its Underwriting Agreement. Scintilla will be paid a fixed interest amount of \$1,500, being 3% of the advance covering the period from the date the advance is paid to the Company to the date of repayment of the advance. This interest will be repayable by way of a cash payment to Scintilla within two (2) business days of the issue date of Shares under the Offer.

(e) **Underwriting by Karen Logan – Officer Underwriter**

Karen Logan currently holds 993,651 Shares. Assuming that Ms Logan is required to underwrite the maximum number of Shares (being \$10,000 - 666,667 Shares) Ms Logan will acquire a maximum voting power of approximately 0.25% assuming the Minimum Subscription is raised under the Offer.

Ms Logan has agreed to advance \$10,000 to the Company to be applied against her payment obligations under her Underwriting Agreement.

4.8 ASX listing

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

4.9 Issue of Shares

Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

Shares issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Shares issued is less than the number applied for, or where no issue is made surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the Shares or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Shares issued under the Offer will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus and for Shortfall Shares issued under the Shortfall Offer as soon as practicable after their issue.

4.10 Overseas shareholders

This Offer does not, and is not intended to, constitute an offer 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.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

New Zealand

The Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia and New Zealand without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

4.11 Enquiries

Any questions concerning the Offer should be directed to Ms Karen Logan, Company Secretary, via email at shareholder@collaboratecorp.com.

5. PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

The purpose of the Offer is to raise up to \$1,160,846.

The funds raised from the Offer are planned to be used in accordance with the table set out below:

Item	Proceeds of the Offer	Minimum Subscription (\$)	%	Full Subscription (\$)	%
1.	Customer acquisition, sales and marketing activities and marketplace growth	200,000	33%	400,000	34%
2.	Launch of new initiatives	100,000	17%	250,000	22%
3.	Expenses of the Offer ¹	98,264	16%	100,000	9%
4.	Working capital ²	201,736	34%	410,846	35%
	Total	600,000	100%	1,160,846	100%

Notes:

1. Refer to Section 8.7 for further details relating to the estimated expenses of the Offer.
2. Funds allocated to working capital relate to ongoing expenditure of the Company, including sales and customer support and corporate and administrative expenses.

In the event the Company raises more than the minimum subscription of \$600,000, the additional funds raised will be first applied towards item 1, followed by item 2. On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve these objectives.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

5.2 Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, will be to:

- (a) increase the cash reserves by \$1,060,846 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 619,117,857 as at the date of this Prospectus to 696,507,589 Shares.

5.3 Pro-forma balance sheet

The audited balance sheet as at 30 June 2018 and the unaudited pro-forma balance sheet as at 30 June 2018 shown below have been prepared on the

basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, no Options are exercised prior to the Record Date and including expenses of the Offer.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	Audited 30-Jun-18 \$	Unaudited Pro Forma 30-Jun-18 \$
CURRENT ASSETS		
Cash and cash equivalents	801,667	1,862,513
Trade and other receivables	427,373	427,373
Other current assets	74,092	74,092
Total Current Assets	1,303,132	2,363,978
NON-CURRENT ASSETS		
Property, plant & equipment	42,193	42,193
Goodwill	2,079,699	2,079,699
Intangible assets	70,670	70,670
Total Non-Current Assets	2,192,562	2,192,562
TOTAL ASSETS	3,495,694	4,556,540
CURRENT LIABILITIES		
Trade and other payables	665,930	665,930
Other current liabilities	143,866	143,866
Total Current Liabilities	809,796	809,796
TOTAL LIABILITIES	809,796	809,796
NET ASSETS	2,685,898	3,746,744
EQUITY		
Issued capital	31,669,303	32,730,149
Reserves	1,179,681	1,179,681
Accumulated losses	(30,163,086)	(30,163,086)
TOTAL EQUITY	2,685,898	3,746,744

Note:

- The pro-forma balance sheet assumes completion of the Offer based on full subscription. In the event that the Minimum Subscription is raised, cash and cash equivalent amounts will be reduced accordingly.

5.4 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted, and no Options are exercised prior to the Record Date, is set out below.

Shares

	Number
Shares currently on issue	619,117,857
Shares offered pursuant to the Offer	77,389,732
Total Shares on issue after completion of the Offer	696,507,589

Options

	Number
Options currently on issue (all unlisted):	
Exercisable at \$0.02 on or before 28 November 2018 ¹	383,334
Exercisable at \$0.02 on or before 28 November 2019 ¹	883,333
Exercisable at \$0.02 on or before 28 November 2020 ¹	883,333
Exercisable at \$0.03 on or before 28 November 2018 ¹	883,334
Exercisable at \$0.03 on or before 28 November 2019 ¹	883,333
Exercisable at \$0.03 on or before 28 November 2020 ¹	883,333
Exercisable at \$0.03 on or before 28 November 2018 ¹	2,000,000
Exercisable at \$0.035 on or before 30 November 2018 ¹	5,000,000
Exercisable at \$0.03 on or before 31 May 2019 ¹	4,500,000
Exercisable at \$0.031 on or before 24 April 2020	8,333,333
Exercisable at \$0.05 on or before 24 April 2020	3,333,333
Exercisable at \$0.036 on or before 1 May 2020 ¹	1,000,000
Exercisable at \$0.0225 on or before 1 September 2019 ¹	1,634,797
Exercisable at \$0.025 on or before 1 March 2020 ¹	316,622
Exercisable at \$0.04 on or before 1 May 2020 ¹	159,272
Exercisable at \$0.0388 on or before 1 September 2020 ¹	2,924,954
Exercisable at \$0.0496 on or before 23 November 2020 ¹	7,000,000
Exercisable at \$0.0794 on or before 23 November 2020 ¹	10,500,000
Exercisable at \$0.0213 on or before 3 September 2021 ¹	2,719,214
Total Options on issue after completion of the Offer	54,221,525

Note:

1. The terms of these Options provide that if the Company makes a pro rata issue of securities (except a bonus issue) to the holders of ordinary shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend investment) the Option exercise price shall be reduced according to the formula specified in the ASX Listing Rules. Upon completion of the Offer, the exercise price of these Options will therefore be amended in accordance with ASX Listing Rule 6.22.2.

The capital structure on a fully diluted basis as at the date of this Prospectus would be 619,117,857 Shares and on completion of the Offer (assuming all Entitlements are accepted, and no Options are exercised prior to the Record Date) would be 750,729,114 Shares.

No Shares or Options on issue are subject to escrow restrictions, either voluntary or ASX imposed.

6. RIGHTS AND LIABILITIES ATTACHING TO SHARES

The following is a summary of the more significant rights and liabilities attaching to Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

6.1 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 of the Company.

6.2 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:

- (a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (b) 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
- (c) 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 each Share held, 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).

6.3 Dividend rights

Subject to and in accordance with the Corporations Act, the ASX Listing Rules, 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.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. 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 ASX 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.

6.4 Winding-up

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

6.5 Shareholder liability

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

6.6 Transfer of shares

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

6.7 Future increase in capital

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

6.8 Variation of rights

Under 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.

6.9 Alteration of constitution

In accordance with the Corporations Act, 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.

7. RISK FACTORS

7.1 Introduction

The Shares offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

7.2 Company specific

(a) Level of demand and supply for assets featured in the online marketplaces

Group revenues depend upon attracting demand and supply for its online marketplaces. The success of the online marketplaces is influenced by the number of new users, the number of asset owners and renters, the number of assets and listings and other factors that affect the amount of revenues.

A decline in supply or demand could lead to a decline in the number of owners and renters and volume of rental transactions which in turn could impact the financial results of the Group.

Management deploys various paid and unpaid strategies to acquire supply and demand, both independently and in conjunction with strategic partners, to increase demand for rentals and grow the number of asset listings on the Group's online marketplaces.

Management monitors and regularly optimises customer acquisition and conversion activities based on strategic partnership opportunities and anticipated demand and asset availability and seasonality.

(b) Insurance risk

The Company, where economically feasible, may insure its operations in accordance with industry practice. However, even if insurance is taken out, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance of all risks associated with the Company's operations is not always available and where available the costs may be prohibitive.

The DriveMyCar business has a fleet insurance policy to cover owners and drivers of vehicles used for rental contracts created via the DriveMyCar

online marketplace. The insurance policy requires DriveMyCar to cover an initial component of claims, some or all of which may be recovered from the renter of the vehicle. From time to time, DriveMyCar makes economic decisions which may result in DriveMyCar not claiming on its fleet insurance policy and covering claims itself where it believes it is beneficial to do so. DriveMyCar's business plan takes into account the payment of the first component of claims and settlement of some other damages claims.

DriveMyCar has maintained a policy with the same insurer since inception. The claims paid out by the insurer are less than the cumulative premiums paid by DriveMyCar. DriveMyCar continues to monitor its insurance position with a view to ensuring ongoing insurance coverage and with the experience developed has undertaken discussions with possible alternative insurance providers. DriveMyCar does not expect there to be an issue in relation to obtaining insurance, however there can be no guarantee that the current insurer will continue to offer insurance coverage that is commercially acceptable to DriveMyCar and no guarantee that alternative insurance can be obtained on terms that may be commercially acceptable to DriveMyCar.

(c) **Growth risk**

The Group's ability to increase revenues will depend heavily on management's ability to successfully retain, increase and engage its users and grow demand for its products both independently and in conjunction with strategic partners.

The Group currently prioritises user engagement and strategic partnerships over short-term financial results, and management may make product decisions that may reduce the Group's short-term revenue or profitability if management believes that the decisions are consistent with current priorities of the businesses and benefit owners and renters and will thereby improve Group's financial performance over the medium to long term. These decisions may not produce the long-term benefits that management expects, in which case user growth and engagement, relationships with strategic partners and results of operations could be harmed.

Management of growth is critical to the business but places pressure on resourcing, innovation and evolution of the businesses. The Board, together with management, continue to implement initiatives that it believes will deliver value to the Group by meeting customer needs and effectively utilising available financial resources.

(d) **Going concern risk**

In the Annual Report to shareholders lodged with ASX on 31 August 2018, the independent audit report contained an emphasis of matter in relation to going concern. The emphasis of matter draws attention to Note 1(b) of the financial report and states that the factors described in that going concern note to the financial statements, indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern.

In Note 1(b) of the financial report, the Directors confirm their belief that the factors described in that note to the financial statements demonstrate that the Group will be able to pay its debts as and when they become due and payable and continue as a going concern.

As outlined in the Annual Report to shareholders, the Directors are of the opinion that there are reasonable grounds to believe that the Company

will be able to continue as a going concern post 30 June 2018 after consideration of the following factors:

- The Group held cash and cash equivalents of \$801,667 as at 30 June 2018;
- The Directors remain committed to the long-term business plan that is contributing to improved results as the business units progress;
- The budgets and forecasts reviewed by the Directors for the next twelve months anticipate the business will continue to produce improved results; and
- The Group is able to access various capital raising mechanisms within a relatively short time frame from existing shareholders of the Group and potential new shareholders, due to its improved performance and traction over the years and the demonstrated ability to raise new capital over recent years as and when required.

Should the Group not be successful in generating sufficient funds from the above initiatives, there will exist a material uncertainty that may cast significant doubt on the ability of the Group to continue as a going concern and, therefore, whether it will be able to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

Notwithstanding the emphasis of matter in relation to going concern paragraph included in the independent auditor's report issued to the Company for the financial year ended 30 June 2018, the Directors believe that upon the successful completion of the Offer, the Company will have sufficient funds to adequately meet the Company's current expenditure commitments and short term working capital requirements. However, it is highly likely that further funding will be required to meet the medium to long term working capital costs of the Company. Please refer to Section 7.4(c) below for further details.

7.3 Industry specific

(a) Innovation risk

The Group's ability to retain, increase, and engage its users and address their evolving needs and to increase revenues will depend heavily on management's ability to successfully create, launch and grow demand for new products, both independently and in conjunction with strategic partners.

While the Group dedicates significant resources to understanding its owners and renters needs and upgrading its product offering and sharing economy platform to remain innovative and in tune with trends, the Group's owners and renters may not be satisfied with its offerings or perceive that its offerings do not cater to their needs.

Remaining innovative and developing new and unique product offerings require investment and configuration that requires monetary and internal resource investment which may erode the Group's competitive position and adversely affect the growth and profitability of the Group.

The Group presently fosters a culture that encourages management to quickly develop and launch new and innovative products and introduce

improvements to existing products. However, management's approach to identifying and seizing opportunities and promoting innovation may result in unintended outcomes or decisions.

Management monitors and regularly assesses its products and adjusts resources deployed to and expended upon the various initiatives based on the feedback from its users and strategic partners and the Group's ability to successfully monetise its product offerings.

(a) **Regulatory risk**

The introduction of new policies or legislation or amendments to existing policies or legislation and the failure by governments to act promptly to introduce new or amend existing policies or legislation that governs Group operations or contractual obligations, could impact adversely on the operations and, ultimately, the financial performance of the Group.

In conjunction with its strategic partners, management monitors the policies and regulations that apply to Group operations and regularly engages and consults with government agencies.

(b) **Privacy and cyber security risk**

The Group collects, transmits and stores commercial and financial information. Advances in computer capabilities, increasingly sophisticated tools and methods used by hackers and cyber terrorists, new discoveries in the field of cryptography or other developments may result in the Group's failure or inability to adequately protect its commercially sensitive information or against a disruption to the Group's online marketplaces.

The Group relies upon the availability of its online marketplaces to provide services to its clients. Hackers could render the online marketplaces unavailable through a denial of service or other disruptive attacks. Although the Group has strategies in place to minimise such attacks, these strategies may not be successful. Unavailability of the online marketplaces could lead to a loss of revenues whilst the Group is unable to provide its product offerings and services. Further, it could hinder the Group's abilities to retain existing users or attract new users, which would have a material adverse impact on growth of the businesses.

The Group has established measures and systems to minimise the likelihood of security breaches and these systems are regularly monitored for development or improvement. Network security and penetration testing assessments are conducted by third party auditors on Group systems.

7.4 **General risks**

(a) **Economic**

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

(b) **Market conditions**

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

- general economic outlook;
- introduction of tax reform or other new legislation;
- interest rates and inflation rates;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

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

(c) **Additional requirements for capital**

There is no certainty regarding the ability of the Group to raise sufficient funds to meet its needs into the future. The Group's future capital requirements depend on a number of factors including its ability to generate sufficient income from its operations.

The Group might need to raise additional capital from equity or debt sources due to unforeseen circumstances. There can be no assurance that the Group will be able to raise such capital on favourable terms or at all. If adequate funds are not available on acceptable terms the Group may not be able to develop its business to the desired level or at all, and this may have an adverse impact on the Group's operations.

The Board regularly assesses the financial position of the Group and continues to assess all funding alternatives available to ensure that it can continue to make good progress on all strategic growth areas and maintain focus on growing both demand for and supply of assets.

(d) **Dividends**

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

(e) **Taxation**

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

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

(f) **Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

7.5 Speculative investment

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 the Shares offered under this Prospectus

Therefore, the Shares 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 Shares.

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

8. ADDITIONAL INFORMATION

8.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

8.2 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

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

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 of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. 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.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the 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 most recently lodged by the Company with the ASIC;
- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
10/09/2018	Collaborate to undertake underwritten rights issue
04/09/2018	Appendix 3B – Issue of Employee Options
03/09/2018	Initial Director's Interest Notice
03/09/2018	Final Director's Interest Notice
03/09/2018	Update on Growth Opportunities

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website www.collaboratecorp.com.

8.3 Underwriting Agreements

By agreements between each of the Underwriters and the Company (**Underwriting Agreements**), the Underwriters have agreed to underwrite the Offer for a total of 40,000,000 Shares (**Underwritten Securities**). The amounts that each Underwriter has agreed to underwrite are set out in Section 4.7.

(a) Unrelated Party Underwriting Agreements

Pursuant to the Unrelated Party Underwriting Agreements, the Company has agreed to pay each Unrelated Party Underwriter an underwriting fee of 5% of the value of Shares that they have agreed to underwrite.

The obligation of the Unrelated Party Underwriters to underwrite the Offer is subject to certain events of termination. An Unrelated Party Underwriter may terminate its obligations under an Underwriting Agreement if:

- (i) **(Prospectus)**: the Company does not lodge the Prospectus on the lodgement date or the Prospectus or the Offer is withdrawn by the Company; or
- (ii) **(Supplementary prospectus)**:
 - (i) the Underwriter, having elected not to exercise its right to terminate its obligations under the Underwriting Agreement as a result of an occurrence as described in paragraph (xiii) below, forms the view on reasonable grounds that a supplementary prospectus should be lodged with ASIC for any of the reasons referred to in section 719 of the Corporations Act and the Company fails to lodge a supplementary prospectus in such form and content and within such time as the Underwriter may reasonably require; or
 - (ii) the Company lodges a supplementary prospectus without the prior written agreement of the Underwriter; or
- (iii) **(Non-compliance with disclosure requirements)**: it transpires that the Prospectus does not contain all the information that investors and their professional advisers would reasonably require to make an informed assessment of:
 - (iii) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (iv) the rights and liabilities attaching to the Total Underwritten Shares; or
- (iv) **(Misleading Prospectus)**: it transpires that there is a statement in the Prospectus that is misleading or deceptive or likely to mislead or deceive, or that there is an omission from the Prospectus (having regard to the provisions of Sections 711, 713 and 716 of the Corporations Act) or if any statement in the Prospectus becomes misleading or deceptive or likely to mislead or deceive or if the issue of the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive; or
- (v) **(proceedings)**: ASIC or any other person proposes to conduct any enquiry, investigation or proceedings, or to take any regulatory action or to seek any remedy, in connection with the Offer or the Prospectus, or publicly foreshadows that it may do so;
- (vi) **(Unable to Issue Securities)**: the Company is prevented from issuing the underwritten Shares within the time required by the Underwriting Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority; or
- (vii) **(future matters)**: any statement or estimate in the Prospectus which relates to a future matter is or becomes incapable of being met or, in the reasonable opinion of the Underwriter, unlikely to be met in the projected timeframe;
- (viii) **(Withdrawal of consent to Prospectus)**: any person (other than the Underwriter) who has previously consented to the inclusion of its, his or

her name in the Prospectus or to be named in the Prospectus, withdraws that consent; or

- (ix) **(No Quotation Approval)**: the Company fails to lodge an Appendix 3B in relation to the underwritten Shares with ASX by the time required by the Corporations Act, the Listing Rules or any other regulation; or
- (x) **(ASIC application)**: an application is made by ASIC for an order under Section 1324B or any other provision of the Corporations Act in relation to the Prospectus, the shortfall notice deadline date has arrived, and that application has not been dismissed or withdrawn; or
- (xi) **(ASIC hearing)**: ASIC gives notice of its intention to hold a hearing under Section 739 of the Corporations Act in relation to the Prospectus to determine if it should make a stop order in relation to the Prospectus or ASIC makes an interim or final stop order in relation to the Prospectus under Section 739 of the Corporations Act; or
- (xii) **(Indictable offence)**: a director or senior manager of a Relevant Company is charged with an indictable offence; or
- (xiii) **(Termination Events)**: any of the following events occurs:
 - (i) **(Default)**: default or breach by the Company under the Underwriting Agreement of any terms, condition, covenant or undertaking;
 - (ii) **(Incorrect or untrue representation)**: any representation, warranty or undertaking given by the Company in the Underwriting Agreement is or becomes untrue or incorrect in a material respect;
 - (iii) **(Contravention of constitution or Act)**: a material contravention by a Relevant Company of any provision of its constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;
 - (iv) **(Misleading information)**: any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Offer or the affairs of any relevant company is or becomes misleading or deceptive or likely to mislead or deceive;
 - (v) **(Official Quotation qualified)**: official quotation is qualified or conditional other than as set out in the Underwriting Agreement;
 - (vi) **(Event of Insolvency)**: an Event of Insolvency (as defined in the Underwriting Agreement) occurs in respect of a relevant company;
 - (vii) **(Judgment against a Relevant Company)**: a judgment in an amount exceeding \$100,000 is obtained against a relevant company and is not set aside or satisfied within 7 days;
 - (viii) **(Litigation)**: litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement

commenced against any relevant company except as disclosed in the Prospectus;

- (ix) **(Timetable)**: any date in the timetable is not met for more than five (5) business days otherwise than as the direct result of actions taken by the Underwriter (unless those actions were requested by the Company) or the actions of the Company (where those actions were taken with the prior consent of the Underwriter);
- (x) **(Capital Structure)**: any relevant company alters its capital structure in any manner not contemplated by the Prospectus excluding the issue of any Shares upon exercise of Options, such Options having been disclosed to the ASX as at the date of the Underwriting Agreement.

The Underwriting Agreement also contains indemnities, representations and warranties from the Company to the Underwriter that are considered standard for an agreement of this type.

(b) **Officer Underwriting Agreements**

The Officer Underwriting Agreements entered into between the Company and the Officer Underwriters are on the same terms as those summarised for the Non-Related Party Underwriters (refer to Section 8.3(a) above) except that no underwriting fee is payable to the Officer Underwriters for their respective underwriting.

8.4 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offer.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in Section 3.2.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$150,000 per annum.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	Financial Year 2019	Financial Year 2018	Financial Year 2017
Christopher Noone	\$246,375 ¹	\$259,515	\$267,325
Adrian Bunter	\$30,000	\$30,000	\$30,000
Michelle Vanzella ²	\$25,000	Nil	Nil

Notes:

1. Subject to meeting performance criteria, and subject to any other conditions restrictions or requirements of the Board or of the listing rules of the ASX, Mr Noone may receive a short term incentive of up to but not exceeding \$80,000 per annum (less applicable taxation).
2. Ms Michelle Vanzella was appointed to the Board of Collaborate effective 1 September 2018.

8.5 Interests of experts and advisers

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

- (a) 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;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (f) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offer.

Hishenk will be paid an underwriting fee of approximately \$10,000.

Reefpeak will be paid an underwriting fee of approximately \$10,000.

Mishki will be paid an underwriting fee of approximately \$5,000.

Scintilla will be paid an underwriting fee of approximately \$2,500.

Adrian Bunter, Noone Holdings Pty Ltd as trustee for Noone Family Trust and Karen Logan will not be paid any underwriting fees in relation to their respective underwriting commitments.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$20,000 (excluding GST and disbursements) for these services.

8.6 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement

included in this Prospectus with the consent of that party as specified in this Section;

Hishenk, Reefpeak, Scintilla, Mishki, Adrian Bunter, Noone Holdings Pty Ltd as trustee for Noone Family Trust and Karen Logan - have given their written consent to being named as an underwriter to the Offer in this Prospectus, in the form and context in which each is named. Hishenk, Reefpeak, Scintilla, Mishki, Adrian Bunter, Noone Holdings Pty Ltd as trustee for Noone Family Trust and Karen Logan have not withdrawn their consent prior to the lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

HLB Mann Judd has given its written consent to the inclusion of the audited numbers included in the balance sheet set out in Section 5.3. HLB Mann Judd has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

8.7 Expenses of the offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$100,000 (excluding GST and assuming full subscription of the Offer) and are expected to be applied towards the items set out in the table below:

	Minimum Subscription (\$)	Full Subscription (\$)
ASIC fees	3,206	3,206
ASX fees	4,346	6,082
Underwriting fees payable to Unrelated Party Underwriters	27,500	27,500
Legal fees	20,000	20,000
Project manager fees	20,000	20,000
Printing and distribution	9,000	9,000
Miscellaneous	10,781	10,781
Total	98,264	100,000

8.8 Electronic prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please email the Company at shareholder@collaboratecorp.com and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.collaboratecorp.com.

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

8.9 Financial forecasts

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

8.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

8.11 Privacy Act

If you complete an application for Shares, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

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

9. 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 the ASIC.



Christopher Noone
CEO and Executive Director
For and on behalf of
Collaborate Corporation Limited

10. GLOSSARY

\$ means the lawful currency of the Commonwealth of Australia.

Applicant means a Shareholder who applies for Shares pursuant to the Offer or a Shareholder or other party who applies for Shortfall Shares pursuant to the Shortfall Offer.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHES.

Board means the board of Directors unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Closing Date means the date specified in the timetable set out at the commencement of this Prospectus (unless extended).

Company means Collaborate Corporation Limited (ACN 066 153 982).

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Directors means the directors of the Company as at the date of this Prospectus.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

Group means the Company and its subsidiaries.

Hishenk means Hishenk Pty. Ltd. (ACN 003 114 369).

Minimum Subscription means \$600,000.

Mishki means Mishki Pty Ltd (ACN 147 751 022).

Offer means the non-renounceable entitlement issue the subject of this Prospectus.

Officer Underwriter means each of Adrian Bunter, Noone Holdings Pty Ltd as trustee for C and K Noone Family Trust and Karen Logan.

Officer Underwriting Agreement has the meaning given in Section 8.3(b).

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at the commencement of this Prospectus.

Reefpeak means Reefpeak Pty Ltd (ACN 098 320 088).

Scintilla means Scintilla Strategic Investments Limited (ACN 127 221 916).

Section means a section of this Prospectus.

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

Shareholder means a holder of a Share.

Shortfall means the Shares not applied for under the Offer (if any).

Shortfall Application Form means the shortfall application form either attached to or accompanying this Prospectus.

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in Section 3.6.

Shortfall Shares means those Shares issued pursuant to the Shortfall.

WST means Western Standard Time as observed in Perth, Western Australia.

Underwriters means the Unrelated Party Underwriters and the Officer Underwriters.

Underwriting Agreements means the Unrelated Party Underwriting Agreements and the Officer Underwriting Agreements.

Underwritten Securities has the meaning given in Section 8.3.

Unrelated Party Underwriter means each of Hishenk, Reefpeak, Mishki and Scintilla.

Unrelated Party Underwriting Agreement has the meaning given in Section 8.3(a).

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

COLLABORATE CORPORATION LIMITED

ABN

60 066 153 982

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Shares. |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 77,389,732 Shares. |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares (Shares). |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?	Yes.
	<p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	
5	Issue price or consideration	\$0.015 per Share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Fund raised from the entitlement issue will be used to provide funding for customer acquisition, sales and marketing activities and marketplace growth, to support the launch of new initiatives and for working capital and general corporate purposes.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes.
6b	The date the security holder resolution under rule 7.1A was passed	23 November 2017.
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable.
6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable.

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.							
6f	Number of +securities issued under an exception in rule 7.2	77,389,732 Shares.							
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable.							
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable.							
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements								
7	<p>+Issue dates</p> <p><small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p>	<p>Rule 7.1: 104,476,138</p> <p>Rule 7.1A: 69,650,759</p>							
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">696,507,589</td> <td style="text-align: center;">Full paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	696,507,589	Full paid ordinary shares	<table border="1"> <thead> <tr> <th>+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Full paid ordinary shares</td> </tr> </tbody> </table>	+Class	Full paid ordinary shares
Number	+Class								
696,507,589	Full paid ordinary shares								
+Class									
Full paid ordinary shares									

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	383,334	Executive A options exercisable at \$0.02 each on or before 28 November 2018*
	883,333	Executive A options exercisable at \$0.02 each on or before 28 November 2019*
	883,333	Executive A options exercisable at \$0.02 each on or before 28 November 2020*
	883,334	Executive B options exercisable at \$0.03 each on or before 28 November 2018*
	883,333	Executive B options exercisable at \$0.03 each on or before 28 November 2019*
	883,333	Executive B options exercisable at \$0.03 each on or before 28 November 2020*
	2,000,000	Director options exercisable at \$0.03 each on or before 28 November 2018*
	5,000,000	Officer options exercisable at \$0.035 each on or before 30 November 2018*

+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	4,500,000	Facility options exercisable at \$0.03 each on or before 31 May 2019*
		1,634,797	Employee options exercisable at \$0.0225 each on or before 1 September 2019*
		316,622	Employee options exercisable at \$0.025 each on or before 1 March 2020*
		8,333,333	New A options exercisable at \$0.031 each on or before 24 April 2020
		3,333,333	New B options exercisable at \$0.050 each on or before 24 April 2020
		159,272	Employee options exercisable at \$0.04 each on or before 1 May 2020*
		1,000,000	Management options exercisable at \$0.036 at the earlier of 1 May 2020 and cessation of employment*
		2,924,954	Employee options exercisable at \$0.0388 each on or before 1 September 2020*
		7,000,000	Officer A options exercisable at \$0.0496 on or before 23 November 2020*

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

9	10,500,000	Officer B options exercisable at \$0.0794 on or before 23 November 2020*
	2,719,214	Employee options exercisable at \$0.0213 each on or before 3 September 2021*

*The terms of these Options provide that if the Company makes a pro rata issue of securities (except a bonus issue) to the holders of ordinary shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend investments) the Option exercise price shall be reduced according to the formula specified in the ASX Listing Rules. Upon completion of the Offer, the exercise price of these Options will therefore be amended in accordance with ASX Listing Rule 6.22.2.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable.
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Part 2 - Pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable.
13	Ratio in which the +securities will be offered	1 (one) Share for every 8 (eight) Shares held.
14	+Class of +securities to which the offer relates	Fully paid ordinary shares.
15	+Record date to determine entitlements	21 September 2018.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Rounded down to the next whole number.

+ See chapter 19 for defined terms.

18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	China, Cyprus, Hong Kong, Isle of Man, Indonesia, Malaysia, Singapore, United Arab Emirates, United Kingdom and United States.
19	Closing date for receipt of acceptances or renunciations	15 October 2018.
20	Names of any underwriters	<p>Unrelated Party Underwriters</p> <p>Hishenk Pty Ltd Reefpeak Pty Ltd Mishki Pty Ltd Scintilla Strategic Investments Limited</p> <p>Officer Underwriters</p> <p>Noone Holdings Pty Ltd as trustee for the C and K Noone Family A/C, an entity associated with Mr Chris Noone, CEO/ Executive Director, and of which Mr Noone is a director, shareholder and beneficiary Mr Adrian Bunter, Non-Executive Director Karen Logan, Company Secretary</p>
21	Amount of any underwriting fee or commission	Each Unrelated Party Underwriter will receive a fee of 5% of the amount they have agreed to underwrite.
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable.
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable.

+ See chapter 19 for defined terms.

Appendix 3B New issue announcement

26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	24 September 2018.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	14 September 2018.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable.
33	⁺ Issue date	22 October 2018.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ⁺Securities described in Part 1

(b) All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Questions 35 to 37 - Not applicable

Entities that have ticked box 34(b)

Questions 38 to 42 - Not applicable

Appendix 3B
New issue announcement

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 14 September 2018
(Company secretary)

Print name: **Karen Logan**

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	619,117,857
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	77,389,732 Shares to be issued on or around 22 October 2018, exception 1.
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil.
“A”	696,507,589

+ See chapter 19 for defined terms.

Appendix 3B
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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	104,476,138
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“C”	Nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	104,476,138
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.15] – “C”	104,476,138 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	696,507,589
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	69,650,759
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil.
“E”	Nil.

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 <i>Note: number must be same as shown in Step 2</i>	69,650,759
Subtract "E" <i>Note: number must be same as shown in Step 3</i>	Nil
Total ["A" x 0.10] – "E"	69,650,759 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.