

Offer Document
Non-Renounceable Rights Issue

Money3 Corporation Limited

ACN 117 296 243

Date: 20 November 2015

This offer is a non-renounceable pro rata offer of 1 share for every 8 shares held at an issue price of \$0.95 per New Share

Rights Issue Closing Date: 10 December 2015

Underwriter: FULLY underwritten by Wilson HTM Corporate Finance Limited.

Broker to the Issue: Patersons Securities Limited

You should read this document to ascertain whether you are an Eligible Shareholder. This document contains important information and requires your immediate attention. You should read this document in its entirety together with the instructions on the accompanying Entitlement and Acceptance Form regarding your entitlement. If you have any questions about the offer contained in this document or any other matter, you should consult your stockbroker, accountant or other professional advisor.

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Chairman's Letter

Dear Shareholder

20 November 2015

On 20 November 2015 Money3 announced that it will be undertaking a private placement to raise \$3.3 million at \$0.95 per share (**Placement**) plus a non-renounceable pro rata rights issue to subscribe for 1 share for every 8 shares held at an issue price of \$0.95 (ninety five cents) per share to raise a further \$16.0 million (**Rights Issue**). The Placement and Rights Issue will raise up to \$19.3 million (before costs).

Money3 has announced on 18 November 2015 that it is exiting the unsecured lending business operations, consisting of the branch network and online division by 30 June 2016. On 20 November 2015, Money3 announced a FY2016 NPAT guidance of \$19.0 million. To support ongoing growth in the secured lending business the Company resolved to undertake a capital raising.

The Rights Issue is fully underwritten by Wilson HTM Corporate Finance Ltd. Paterson Securities Limited is the Broker to the Issue.

The issue price is a 5.5% discount to the closing price on 17 November 2015, being the last trading day prior to the request for a trading halt by the Board.

Eligible Shareholders may subscribe for all or part of your rights entitlement determined as at 7.00pm on 26 November, 2015. The Rights Issue is only open to shareholders whose registered address is in Australia or New Zealand.

The Offer Document includes important information about the Rights Issue including key dates, how to apply for all or part of your entitlement and other important details relating to the Rights Issue. Accompanying the Offer Document is a personalised Entitlement and Acceptance Form which sets out your rights entitlement which you must complete in order to apply for your entitlement. The instructions are on the Form and in the Offer Document.

I recommend that you read this booklet carefully in its entirety and review Money3's ASX announcements regarding the Rights Issue and generally, before deciding whether or not to participate.

On behalf of the Board of Money3, I invite your participation in the Rights Issue and thank you once again for your continued support.

Yours sincerely



Vaughan Webber
Chairman, Money3 Corporation Limited

SECTION 1 - IMPORTANT INFORMATION

About this document

This Offer Document is dated 20 November 2015 and is issued in accordance with Section 708AA of the Corporations Act. Section 708AA allows qualifying entities to make an offer of securities without the need to issue a prospectus. Accordingly, this Offer Document is not a prospectus and does not contain all of the information that an investor may expect to see in a prospectus. This document has not been nor is it required to be lodged with the Australian Securities and Investments Commission.

This Offer Document is open only to persons residing in Australia and New Zealand.

Eligible Shareholders should read this Offer Document in its entirety. By signing the Eligibility and Acceptance Form and paying the Subscription Monies you acknowledge that you have read and understood this Offer Document.

No representations

No person is authorised to give any information or to make any representation in connection with the Rights Issue which is not specifically contained in this Offer Document. This Offer Document does not constitute the provision of financial product advice. Investors should seek their own independent legal and financial advice before accepting the offer.

Future Performance and Forward Looking Statements

Neither Money3 nor any person named in this Offer Document warrants or guarantees the future performance of, Money3, the New Shares or any investment made under this Offer Document. Forward looking statements, opinions and estimates provided in the Offer Document are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Forward looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied on as an indication or guarantee of future performance. They are subject to known and unknown risks, uncertainties and assumptions, many of these are outside the control of Money3 and the Board which could affect actual results, performance or achievements expressed or implied by forward looking statements in this Offer Document.

Consents

None of the parties named in this Offer Document have made or authorised the making of any statement that is included in this Offer Document or any statement on which a statement in this Offer Document is based.

To the maximum extent permitted by law, each of these parties expressly disclaims and takes no responsibility for any statements in, or omissions from, this Offer Document other than references to its name or a statement or report included in this Offer Document with the consent of that party as specified above.

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SECTION 2 – DETAILS OF THE OFFER

2.1. Overview of the offer

The Rights Issue is an offer of 1 ordinary fully-paid share for every 8 shares held at the Record Date at an issue price of **\$0.95 per share**.

As at the date of this Offer Document, Money3 has **131,129,477** fully paid ordinary shares on Issue, and after completion of the Placement, Money3 will have **134,629,477** fully paid ordinary shares on Issue.

The following table sets out an overview of the Rights Issue.

Ratio	1 for 8
Issue Price	\$0.95 per share
Total to be raised under offer	\$15,987,250 (before costs)
Total No of Shares to be issued	16,828,685 fully paid ordinary shares
Total Shares on issue after completion of rights issue (fully subscribed basis)	151,458,162 fully paid ordinary shares (includes the Private Placement Shares announced 20 November 2015 and which are expected to be issued prior to the issue of the New Shares)

2.2. Terms attaching to the Offer

This is a non-renounceable rights issue. As a non-renounceable rights issue you are not permitted to assign, sell or otherwise dispose of your rights under this Rights Issue to any other person. Accordingly, there will be no trading of rights on the ASX. Eligible Shareholders who do not take up their entitlement under the Rights Issue by the Closing Date, will lose their entitlement to participate in the Rights Issue and their Shares under entitlement will form part of the Shortfall Shares. The New Shares offered are fully paid ordinary shares that will rank pari passu with all other fully paid ordinary shares on issue.

2.3. Timetable

(a)	Announcement of Rights Issue (AEDT)	20 November 2015
(b)	Shares trade ex-date(AEDT)	24 November 2015

(c)	Record Date (AEDT)	26 November 2015
(d)	Dispatch of Offer Document together with Entitlement & Acceptance Form (AEDT)	1 December 2015
(e)	Opening Date (AEDT)	1 December 2015
(f)	Closing Date (AEDT)	10 December 2015
(g)	Date for notifying ASX of any Shortfall (all shortfall Shares will be acquired by the Underwriter)	15 December 2015
(h)	Expected date for allotment of Share and dispatch of statements	17 December 2015
(i)	Expected date for New Shares to commence trading on ASX	18 December 2015

The above dates are indicative only and may change without notice. The Directors reserve the right to amend their timetable at any time (subject to the *Corporations Act* and ASX Listing Rules), or to extend the date or cancel the rights issue without notice at their discretion.

2.4. Fully underwritten offer

Money3 has entered into an underwriting agreement with Wilson HTM Corporate Finance Ltd (**Underwriter**) in relation to the offer. The Underwriter has agreed to subscribe for any Shortfall Shares.

The Company has been informed that Mr Robert Bryant, former director of Money3, will also sub-underwrite part of the Shortfall Shares, with the exact amount dependent upon total demand for the Rights Issue.

2.5. Use of Funds

The capital raised under the Rights Issue post costs will be used to continue to fund the lending activities in the secured lending business.

A consolidated balance sheet before and after the Rights Issue is set out in section 3.

2.6. ASX Listing Rules

As this offer constitutes a pro rata offer to existing Shareholders, shareholder approval under ASX Listing Rule 7.1 is not required, nor is the amount raised under this Rights Issue counted towards the 15% threshold in ASX Listing Rule 7.1 (ASX Listing Rule 7.2 Exception 1).

Separate shareholder approval for the purposes of ASX Listing Rule 10.10 (issues of securities to related parties) is not required as a pro rata issue to a related party is an exception to shareholder approval (ASX Listing Rule 10.12 Exception 1). Likewise a pro rata issue of securities to a related party under an underwriting agreement is also an exception to shareholder approval under ASX (ASX Listing Rule 10.11).

SECTION 3 - EFFECT OF OFFER ON MONEY3

3.1 Capital raised under the Rights Issue is outlined at section 2.5.

Consolidated balance sheet showing before and after rights issue:

Pro Forma Balance Sheet Post Rights Issue*

	Jun-15	Placement	Rights Issue	Adjusted
ASSETS	\$M	\$M	\$M	\$M
<i>Current Assets</i>				
Cash and cash equivalents	12.4	3.2	15.3	30.9
Loans and other receivables	129.1	-	-	129.1
Other assets	1.5	-	-	1.5
Total Current Assets	143.0	3.2	15.3	161.5
<i>Non Current Assets</i>				
Other assets	0.5	-	-	0.5
Property, plant and equipment	2.6	-	-	2.6
Intangibles	19.4	-	-	19.4
Deferred tax assets	3.2	-	0.2	3.4
Total Non Current Assets	25.7	-	0.2	25.9
Total Assets	168.7	3.2	15.5	187.4
LIABILITIES AND STOCKHOLDERS' EQUITY				
<i>Current Liabilities</i>				
Trade and other payables	4.7	-	-	4.7

Borrowings	35.2	-	-	35.2
Current tax payables	4.6	-	-	4.6
Provision	1.3	-	-	1.3
Total Current Liabilities	45.8	-	-	45.8
Non Current Liabilities				
Trade and other payables				
Borrowings				
Provision	0.1	-	-	0.1
Total Non Current Liabilities	0.1	-	-	0.1
Total Liabilities	45.9	-	-	45.9
Net Assets	122.8	3.2	15.5	141.5
Equity				
Issued capital	102.2	3.2	15.5	120.9
Reserve	2.8			2.8
Retained Earnings	17.8			17.8
Total Equity	122.8	3.2	15.5	141.5

*Note: The pro forma balance sheet is rounded to the nearest \$100,000

The pro forma balance sheet set out above has been prepared for illustrative purposes to show the pro forma impact on Money3's audited consolidated balance sheet as at 30 June 2015 of the proceeds of the Placement and Rights Issue of \$15,494,843.43 (after costs).

The pro forma balance sheet has been prepared using the following assumptions:

- (a) The pro forma information has been prepared using the accounting policies of Money3.
- (b) The pro forma balance sheet is not represented as being indicative of Money3's views on its future financial position. The pro forma balance sheet is presented on the assumption that the Rights Issue will take place on 17 December 2015 and, except as stated in the pro forma adjustments, does not take account of the financial performance, cash flows or other movements in balance sheet items of Money3 for the period from 30 June 2015 to the date of this Offer Document or from the date of this Offer Document until 17 December 2015.

3.2 The potential effect of the offer or control of Money3 is as follows:

- (a) If all Eligible Shareholders take up their entitlement, there will be no effect; and
- (b) If no Eligible Shareholders take up their Entitlement, no person will result in having acquired a relevant interest in 20% or more of the voting rights of Money3.

SECTION 4- COMPANY BACKGROUND

Money3 was established in November 2005 and was subsequently listed on the Australian Stock Exchange in October 2006. Money3 is a finance company focused on delivering both secured and unsecured financial solutions to consumers. The secured business provides vehicle finance from \$2,000 to \$35,000. The unsecured lending business focuses on shorter term loans between \$100 and \$5,000, including via its on-line business, Cash Train.

Revenue is generated from fees and charges including loan application fees, interest charges, credit fees, account keeping fees and cheque cashing fees. As announced on 18 November 2015, Money3 proposes to exit unsecured lending by 30 June 2016.

As a responsible lender, Money3 has been at the forefront of the transformation of the consumer lending industry in Australia, working with government to develop legislation that protects the most vulnerable and assists the 2.65 million Australians who are financially excluded.

Money3 has a market share of around 10% to 15% of the unsecured lending market and approximately 1% of the secured market. Money3 looks forward to continued growth opportunities ahead.

SECTION 5 –ELIGIBILITY AND ALLOTMENT POLICIES

5.1 Eligible Shareholders

Entitlement to participate in the Rights Issue is determined as at the Record Date. Only Shareholders with registered addresses in Australia or New Zealand are eligible to participate.

Eligible Shareholders wishing to accept their entitlement in part or in full should refer to Section 7 of this Offer Document for full instructions.

There is no obligation on Shareholders to participate in the Rights Issue.

5.2 Ineligible Shareholders

In accordance with ASX Listing Rule 7.7, Shareholders with registered addresses outside Australia or New Zealand at the Record Date are not eligible to participate in the Rights Issue as Money3 believes that it is unreasonable to make the Rights Issue to these Shareholders having regard to the small number of such Shareholders, the small number and value of New Shares that would be offered to them and the cost of complying with the securities legislation in those foreign jurisdictions. Accordingly, the New Shares to which any ineligible Shareholders would be entitled will form part of the Shortfall.

5.3 Shortfall Shares

Any shortfall shares will be taken up by the Underwriter. Eligible Shareholders will not be able to apply for any Shortfall Shares.

5.4 Allotment and Allocation Policy

All Eligible Shareholders who accept their entitlements will be allotted their New Shares. Holding or confirmation statements in relation to the New Shares will be despatched to Shareholders as soon as possible after allotment.

Holding statements will be issued through CHESS. Shareholders who are issuer sponsored will be sent a holding statement by the Share Registry. Holding statements will set out the number of New Shares allotted under the Offer Document and provide details of a Shareholder's Holder Identification Number (for CHESS) or Shareholder Reference Number (for issuer sponsored Shareholders). It is the responsibility of Shareholders to confirm the number of New Shares allotted to them prior to trading on ASX.

5.5 Application for Quotation of the New Shares

Money3 has applied to ASX for official quotation of the New Shares to be issued under the Rights Issue. The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication by ASX as to the merits of Money3 or the New Shares.

5.6 Directors

Directors have indicated that they may take up all or some of their entitlements.

5.7 Withdrawal of Offer

The Directors reserve the right not to proceed with the Rights Issue at any time before the issue of the New Shares. If the Rights Issue does not proceed, Money3 will return all Application Monies without interest as soon as practicable after giving notice of its withdrawal.

5.7 Enquiries

Shareholders with questions on how to complete the Entitlement and Acceptance Form should contact the Share Registry on 03 9615 9687 (Link Market Services Limited – Attention Daniel Reid).

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SECTION 6 - UNDERWRITING

The Rights Issue is fully underwritten (100%) by the Underwriter. The Underwriter has agreed to subscribe for all Shortfall Shares.

The Underwriting Agreement contains a number of provisions which are customary of these types of arrangements and includes:

- The Underwriter will receive an underwriting fee of \$639,000 plus GST
- The Underwriter will be entitled to have its out of pocket expense reimbursed by Money 3 including legal costs, usual travel, accountants costs, advertising and publicity costs and other out of pocket expenses for example, ASX listing fees
- The Underwriting Agreement is exclusive
- Money3 agrees to appoint the Underwriter as its agent to make offers under the Offer

SECTION 7 - HOW TO ACCEPT THE OFFER

7.1 Entitlement and Acceptance Form

An Eligible Shareholder's entitlement will be set out in the Entitlement and Acceptance Form which sets out:

- the number of Shares held by them at the Record Date;
- the number of New Shares available to them under their entitlement; and
- the amount payable upon full acceptance of their entitlement.

Eligible Shareholders wishing to accept all or part of the Rights Issue must complete and lodge an original Entitlement and Acceptance form together with the Application Monies with the Share Registry. Instructions for completion are included below and on the Entitlement and Acceptance Form.

7.2 Payments and acceptance

The method of acceptance of the Rights Issue will depend on your method of payment being either:

- (a) By BPAY; or

- (b) by cheque, bank draft or money order.

Payment by BPAY

For payment by BPAY, please follow the instructions on the Entitlement and Acceptance Form (which includes the Biller Code and your unique CRN). 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 if you choose to pay by BPAY:

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

It is your responsibility to ensure that your BPAY payment is received by the Registry by no later than 5.00 p.m. (AEDT) on the Closing Date of 10 December 2015. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should take this into consideration when making payment.

Any Application Monies received for more than your final allocation of New Shares will be refunded to you. No interest will be paid on any Application Monies received or refunded.

Payment by cheque, bank draft or money order

For payment by cheque, bank draft or money order, you should complete your Entitlement and Acceptance Form in accordance with the instructions set out on that Form and return the Form accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies, payable to "Money3 Corporation Limited" and crossed "Not Negotiable".

Your cheque, bank draft or money order must be:

- (a) for an amount equal to \$0.95 multiplied by the number of New Shares that you are applying for; and
- (b) in Australian currency drawn on an Australian branch of a financial institution.

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Monies. If the amount of your cheque for Application Monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares you have applied for in your Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares as your cleared Application Monies will pay for (and to have

specified that number of New Shares on your Entitlement and Acceptance Form). Alternatively, your Application will not be accepted.

Any Application Monies received for more than your final allocation of New Shares will be refunded. No interest will be paid on any Application Monies received or refunded.

Cash payments will **not** be accepted. Receipts for payment will not be issued.

7.3 Mail

The Rights Issue closes at 5.00 pm AEDT on the Closing Date. To participate in the Rights Issue, your payment must be received no later than this time on that date. Eligible Shareholders who make payment via cheque, bank draft or money order should mail their completed Entitlement and Acceptance Form together with Application Monies using the reply paid envelope provided with this Offer Document, to:

Money3 Limited
C/- Link Market Services Limited
Reply Paid 3560
SYDNEY NSW 2001

If you would like to hand deliver your completed application and cheque, the address is:

Link Market Services Limited
1A Homebush Bay Drive
RHODES NSW 2138

7.4 Partial Acceptance

Shareholders who wish to accept part only of their entitlement, should indicate on the accompanying Entitlement and Acceptance Form the number of New Shares they wish to accept and the appropriate Application Monies (calculated at \$0.95 per New Share accepted). Shareholders must send the completed Entitlement and Acceptance Form with a cheque for the Application Monies to the Share Registry by the Closing Date per Section above. Eligible Shareholders who do not take up their full allocation will have their shareholding diluted.

7.5 Non-Participation

Shareholders are not obliged to take up their entitlement, either in full or in part. In such circumstances, Eligible Shareholders are not required to take any action.

Eligible Shareholders who do not take up their full allocation will have their shareholding diluted.

7.6 Shortfall Shares

Shortfall Shares will be offered to the Underwriter.

SECTION 8- RISK FACTORS

8.1 Introduction

In addition to the general risks attached to any investment in Share or other securities, there are a number of industry specific and wider market risks that may affect the future operating and financial performance of Money3 and the value of Shares in Money3.

An investment in Money3 and Shares offered under this Rights Issue carry no guarantee with respect to the payment of dividends, return of capital or market value of the Shares. If you are in doubt about investing in Shares, you should contact your stockbroker, financial planner, accountant, lawyer or other professional adviser prior to making any decision to subscribe for Shares in Money3.

8.2 Business Risks

Restructure: Shareholders should note that as per Money3's announcement of 18 November 2015, Money3 intends to exit unsecured lending by 30 June 2016. The means by which this will occur and precise impact on Money3's financial position is not presently known.

Operational: Operating risk may arise from Money3 credit assessment and debtor control processes. Although loan criteria for established products have been empirically tested and modified, there is a risk with new products that in their establishment phase, lending criteria may require revision to achieve minimal defaults. The Audit and Risk Committee ensures that loan criteria for all products are reviewed constantly with the aim of ensuring appropriateness and adequacy.

Recovery from Borrowers: The cost of recovery of a defaulting debt may sometimes be greater than the potential amount recoverable, and as such, will at times require loans to be written off as bad debts. This risk is particularly large for the small cash loans industry (given the size of the loans and that they are generally unsecured), and high levels of bad debt could limit Money3's profitability and adversely impact on its financial position.

To mitigate these risks Money3 has in place both general and product specific lending criteria as well as the following security measures:

- a credit policy aimed at identifying high risk loans
- face to face interviews with all applicants
- know your customer identification checks for all loan applicants
- Other checks / verification of income and employment and
- Place of residence checks

Theft and Fraud: In any cash business, there is real risk of theft or fraud, both internally (by employees) or externally (by customers). Money3 seeks to mitigate this risk and has adopted various security procedures, including:

- police checks of all staff and allocation of individual security identification numbers to staff for access to premises;
- regular rotation of area and branch managers;
- daily reconciliation of cash floats and bank statements;
- random internal audit of customer files;
- monitoring defaults, with action taken within seven days; and
- in store video surveillance

Continuing Capital Requirements: As a result of any of the potential risks outlined in this section, expansion plans or other considerations, Money3 may in the future require further capital investment for the operation of the business. There can be no surety of Money3 being able to raise such capital on terms favourable to Money3 and a failure to do so may result in a decline in the business. If Money3 raises further capital in the future by issuing equity securities a resultant dilution in the shareholding of existing Shareholders may occur.

Profitability: Money3's future profitability will depend in part on management's ability to manage effectively its credit operation together with the expansion and growth of the business at all levels. The implementation of adequate infrastructure, cost management and policy is essential to ensure that the Money3 business model is able to adapt to both an increase or decrease in revenue. An ability to control the organisational impact and cost of expansion or the unpredicted slowing of revenue growth without a corresponding management of expenses could materially affect the profitability of Money3.

Technology: Money3 has and continues to invest in the development of computer systems and other information technology systems designed to maximise the efficiency of operations. If the systems are not adequately maintained, secured or updated, there may be a negative impact on the performance of Money3.

Insolvency: One third of Money3's loans to customers, in value, are made on an unsecured basis and Money3 could become insolvent if a significant percentage of its loan book is not repaid and recovery procedures prove inadequate to recoup funds.

Generally: There is the possibility that, for a wide range of reasons, Money3's present strategies, plans, policies, intentions and expectations may not be able to be implemented.

8.3 Competition

The success of Money3 is dependent on its ability to operate competitively. Where aggressive pricing policies are employed by current or future competitors, Money3 may not be able to retain adequate market share or profit margins to remain profitable. It is possible that the larger lenders (such as banks) may choose to provide more short term loans in this market segment, however Money3 believes that its cost structures and market positioning will give it a competitive advantage to new entrants in this segment of the finance market.

8.4 Market for Shares

No assurance can be given that an active market will exist in the Shares or that the Shares will trade at or above the Offer Price after the shares have been issued.

8.5 Share market Volatility

Regardless of the performance of Money3, the day to day performance of the share market and general share market conditions may affect Money3 and the price at which Shares trade on a share market such as the ASX. The share market has in the past and may in the future be affected by a number of matters including:

- economic conditions in general terms and in particular to the industry that a business operates in;
- interest rates;
- market confidence;
- supply and demand for money;
- general economic outlook; and
- changes in government policy

8.6 Changes in Legislation

The lending activities of Money3 are currently regulated by ASIC under the National Consumer Credit Protection Act (NCCP). If the requirements of the NCCP or any future legislative requirements are not met, Money3 could be subject to penalties which include an inability to recover its fees on loans if those do not comply with the requirements of the NCCP or other legislation.

Money3 may also be affected by changes in the NCCP, the Corporations Act 2001 (Cth), the Australian Consumer Law (Cth), taxation laws, other legislation or Australian Accounting Standards. Litigation may also be instigated by individuals in relation to claims relating to specific transactions or Money3 business practices generally.

Money3 has in place what the Directors believe to be thorough compliance practices and will continue to operate interactively with authorities. However, a change in regulatory environment could have a material adverse effect on the business operations and profitability on Money3.

8.7 Key Personnel

Money3 is reliant upon the skills of its executive and senior management team. The loss of key executives or staff or the inability to recruit and retain high calibre staff to manage future growth and maintain customer support to a high standard could adversely affect Money3.

There can be no assurance that Money3 will be able to attract or retain sufficiently qualified personnel on a timely basis, employ key management personnel, or establish relationships with key intermediaries.

8.8 Future Performance

No assurance as to future profitability or dividends can be given as they are dependent on future earnings and the working capital requirements of Money3.

The Directors expect, but can give no assurance, that the proceeds of the Rights Issue, together with the Placement, will provide sufficient capital resource to enable Money3 to achieve its current business objectives.

SECTION 9 - OTHER INFORMATION

9.1 Privacy

As a Shareholder, Money3 and the Share Registry have already collected certain personal information from you. If you apply for New Shares, Money3 and the Share Registry may update your personal information or collect additional personal information. Such information will be used to assess your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration. Company, tax law and Anti-money laundering laws requires some of the information to be collected. If you do not provide the information requested, your application may not be able to be processed efficiently, if at all.

Money3 and the Share Registry may disclose your personal information for purposes related to your shareholding, to certain agents and service providers as authorised under the Privacy Act. Under the Privacy Act, you may request access to your personal information held by (or on behalf of) Money3 or the Share Registry. If Money3 or the Share Registry's record of your personal information is incorrect or out of date, it is important that you contact the Share Registry so that your records can be corrected.

9.2 Taxation

There may be tax implications associated with participating in the Rights Issue. You should consult your professional tax adviser in connection with the Rights Issue.

9.3 Publicly Listed Information

As Money3 is a listed entity, it is required to meet the disclosure obligations in the Corporations Act and the ASX listing rules. Money3 recommends that any shareholder intending to subscribe for shares should refer to recent announcement made by Money3, key recent announcements include:

- 18 November 2015 - Money3 to exit unsecured Business Operations
- 27 October 2015 - Notice of Meeting AGM
- 30 September 2015 - Annual Report June 2015
- 29 September 2015 - Appointment of Managing Director
- 21 September 2015 - Results of Special General Meeting

Defined Terms

The following definitions apply throughout this Offer Document:

- (a) **AEDT** means Australian Eastern Daylight Time;
- (b) **Application Monies** means the amount to be paid for each New Share subscribed for being \$0.95 per New Share;
- (c) **ASIC** means the Australian Securities and Investments Commission;
- (d) **ASX** means ASX Limited;
- (e) **CHESS** means ASX Clearing House Electronic Sub-register System;
- (f) **Closing Date** means 10 December 2015;
- (g) **Director** means a director of the Money3;
- (h) **Eligible Shareholder** means a Shareholder with a registered address in Australia or New Zealand;
- (i) **Listing Rules** means the Listing Rules of the ASX;
- (j) **New Shares** means Shares issued pursuant to the Offer (including where applicable, any Shortfall Shares)
- (k) **Rights Issue** is defined in section 2;
- (l) **Record Date** means 26 November 2015;
- (m) **Share** means a fully paid ordinary share in Money3;
- (n) **Shareholder** means a holder of Shares in Money3;
- (o) **Share Registry** means Link Market Services Limited;
- (p) **Shortfall Shares** means any Shares offered to Eligible Shareholders which have not been validly accepted by the Closing Date; and
- (q) **\$ or A\$** means Australian dollars. All amounts in this Offer Document are in Australian dollars unless stated.