



SEER

ASSET MANAGEMENT

Information Memorandum

This investment should be considered highly speculative and neither the Company nor any of its Directors or any other party associated with the preparation of the Information Memorandum guarantee that any specific objectives of the Company will be achieved or that any particular performance of the Company or of its Shares or Options, including those offered by the Information Memorandum, will be achieved.

Seer Asset Management Ltd ACN 622 483 041

Important Notices

Issuer and Date

This Information Memorandum is issued by Seer Asset Management Ltd (ACN 622 483 041) (**Company**) and is dated 16 May 2018.

Offer

The Offer contained in this Information Memorandum is an invitation to “sophisticated investors” (in accordance with subsection 708(8) or (10) of the Corporations Act) and “professional investors” (in accordance with subsection 708(11) of the Corporations Act) to subscribe for converting preference shares in the Company and options to subscribe for ordinary shares in the Company.

Not a disclosure document

This Information Memorandum has been prepared on the basis that prospective applicants are “sophisticated investors” (in accordance with subsection 708(8) or (10) of the Corporations Act) or “professional investors” (in accordance with subsection 708(11) of the Corporations Act). As such, any offer or issue made under or in connection with this Information Memorandum does not require a disclosure document as defined under the Corporations Act.

This Information Memorandum is not a disclosure document within the meaning of the Corporations Act and has not been prepared to the same level of disclosure required for a prospectus or product disclosure statement. No verification or substantive due diligence review of the information contained in this Information Memorandum has been undertaken. Prospective applicants should not construe the contents of this Information Memorandum as tax or investment advice. No financial product advice is provided in this Information Memorandum and nothing in it should be taken to constitute a recommendation or statement of opinion that is intended to influence a person or persons in making a financial product decision.

This Information Memorandum does not purport to be complete, accurate or to contain all information which its recipients may require to make an

informed assessment of whether to invest in the Company. This Information Memorandum does not take into account the objectives, circumstances (including financial situation) or needs of any particular person. Before acting on the information contained in this Information Memorandum, or making a decision to invest in the Company, potential applicants should make their own enquiries and seek professional advice (including financial product advice from an independent person licensed by ASIC to give such advice) as to whether investment in the Company is appropriate in light of their own circumstances.

The Company has issued this Information Memorandum on the basis of information available to it at the date of writing and from publicly available sources. None of the Company or its officers, advisers, agents or representatives (**Relevant Parties**) endorse or have independently audited or in any way verified any of the information contained in this Information Memorandum. In addition, some of the information contained in this Information Memorandum has been obtained from third parties and has not been independently verified. Accordingly, no representation, warranty or undertaking, express or implied, is made and no responsibility is accepted by the Relevant Parties as to the accuracy, currency or completeness of any part of this Information Memorandum or any supplement to it or any further information supplied by or on behalf of the Relevant Parties in connection with the Company.

No offering where offering would be illegal

This Information Memorandum does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Securities or the Offer, or to otherwise permit a public offering of the Securities in any jurisdiction. The distribution of this Information Memorandum outside Australia may be restricted by law and persons who come into possession of this Information Memorandum outside

Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Forward looking statements

Any forward looking statements are subject to various risk factors that could cause the Company’s actual results to differ materially from the results expressed or anticipated in these statements. Such statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, its Directors and management. Forward looking statements should therefore be read in conjunction with, and are qualified by reference to the risk factors as set out in Section 5 and other information in this Information Memorandum.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward looking statements contained in the Information Memorandum will actually occur and investors are cautioned not to place undue reliance on these forward looking statements. The Company has no intention of updating or revising forward looking statements, or publishing prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information, contained in this Information Memorandum, except where required by law.

Disclaimer

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The Relevant Parties do not authorise any person to make any statements or representations that are not expressly contained in or contemplated by this Information Memorandum.

Any liability of the Relevant Parties to the recipient or to any other person or entity arising out of this Information Memorandum is, to the maximum extent permitted by law, expressly disclaimed and excluded.

This disclaimer does not purport to disclaim any warranties or liability which cannot be disclaimed by law.

Photographs and Diagrams

Photographs and diagrams used in this Information Memorandum that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Information Memorandum or its contents or that the assets shown in them are owned by the Company.

Diagrams used in this Information Memorandum are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Information Memorandum.

Defined terms and abbreviations

Defined terms and abbreviations used in this Information Memorandum are explained in Section 11. Unless otherwise stated or implied, references to times in this Information Memorandum are to AEST.

This document is important and should be read in its entirety.

Contents

Important Notices	IFC
Key Offer information	02
Chairman's Letter	03
01. Investment Overview	04
02. Industry overview	10
03. Company overview	15
04. Financial information	22
05. Risks	23
06. Key people, interests and benefits	28
07. Details of the Offer	30
08. Terms of Converting Preference Shares	37
09. Terms of Options	51
10. Additional information	53
11. Glossary	55

Key Offer information

Key dates

Information Memorandum date	16 May 2018
Opening Date for Applications (9.00am)	16 May 2018
Closing Date for Applications (5.00pm)	30 June 2018
Issue and allotment of Securities	10 July 2018
Expected despatch of certificates for the Securities	20 July 2018

Note: This timetable is indicative only. Unless otherwise indicated, all times are in AEST. The Company reserves the right to vary the dates and times of the Offer, including to close the Offer early or to accept late Applications, either generally or in particular cases without notification. Investors are encouraged to submit their Applications as soon as possible.

Key Offer statistics

Securities offered	Fully paid Converting Preference Shares with one free Option for every one Converting Preference Share subscribed for
Offer Price per Converting Preference Share	\$0.10 per Converting Preference Share
Maximum number of Converting Preference Shares available under the Offer (before oversubscriptions)	20,000,000
Maximum number of Converting Preference Shares available under the Offer (assuming oversubscriptions are fully subscribed)	40,000,000
Maximum gross proceeds from the Offer (assuming oversubscriptions are fully subscribed)	\$4 million
Total number of Securities on issue on Completion of the Offer (assuming oversubscriptions are fully subscribed)	30,453,244 Ordinary Shares 40,000,000 Converting Preference Shares 40,000,000 Options

Chairman's Letter

16 May 2018

Dear Prospective Investor,

On behalf of the Directors, it is my pleasure to invite you to become a Securityholder in Seer Asset Management Ltd (**Seer**).

Our company name is significant in that 'Seer' means "*one that predicts events or developments*". We believe there are six underlying mega world trends which will critically shape our future and as such create real investment opportunities: **Rise of the individual** – increasing wealth and changing consumption patterns; **Healthcare** – aged care is the fastest growing segment; **Agricultural, water and food** – growing population and need for improved production efficiencies; **Energy consumption** – new research and technology; **Globalisation** – new markets for business standards, R&D and workforce mobility and **Disruptive Technology** – pace of technological change impacting on business and life.

Seer is undertaking a capital raising to establish an alternative asset management business and in doing so, develop and manage wholesale investment funds that will invest in businesses embracing the inevitable change arising from these six mega trends.

Under the Offer, Seer is offering to issue up to 20,000,000 Converting Preference Shares at an issue price of \$0.10 per Converting Preference Share. Each Converting Preference Share carries a right to an unfranked 10% non-cumulative dividend (subject to being determined to be paid) and is convertible into 1.5 Ordinary Shares by Seer at any time following the occurrence of a Tax Event, Regulatory Event or Acquisition Event or, on or after 31 May 2020, at the option of Seer.

One free Option will be issued for each Converting Preference Share. Each Option entitles the holder to subscribe for 1 Ordinary Share and is exercisable at any time up to 5pm on 30 June 2023 at an exercise price of \$0.20. Seer will accept over subscriptions of up to an additional 20,000,000 Converting Preference Shares (with 20,000,000 free attaching Options).

Seer intends to differentiate itself from other traditional fund managers by creating an organisational culture that is genuinely client focused, accountable, transparent in its client communication and takes an entrepreneurial lead. In this way, the Seer team members aim to be tangible thought leaders, actively engaged with the companies in which we invest and provide clients with the innovative solutions required to have a positive economic and global impact.

Given the range of experience, skills and diversity of the Seer team, we are confident that the team is equipped to establish a successful asset management business and over time, continue to appoint new team members to support our growing operation. Seer's directors have vast experience with value investing and identifying businesses with strong investment growth potential. Additionally, we believe this Offer is exciting for investors to consider given Securityholders have the opportunity to enjoy ownership in an asset management business that intends to list on an Australian stock exchange at a future date.

This Information Memorandum contains information about Seer Asset Management; the industry in which Seer Asset Management intends to operate, pro forma financial information and the Offer. An investment in Seer Asset Management is subject to a range of risks including business and investment risks. Seer is a start-up business and does not have any track record of performance. There can be no guarantee that it will be successful in its endeavours to establish its business or will become profitable. I encourage you to read this document carefully and in its entirety before making your investment decision.

On behalf of my fellow directors, we believe this Offer provides an opportunity for you to share in our exciting future and we look forward to welcoming you as a Securityholder of Seer Asset Management Ltd.

Yours sincerely,

D P LeMessurier
Chairman

01. Investment Overview

1.1. Overview of the Offer

Topic	Summary	For more information
Who is the issuer of this Information Memorandum?	The issuer of this Information Memorandum is Seer Asset Management. This investment should be considered highly speculative and neither the Company nor any of its Directors or any other party associated with the preparation of the Information Memorandum guarantee that any specific objectives of the Company will be achieved or that any particular performance of the Company or of its Shares or Options, including those offered by the Information Memorandum, will be achieved.	Section 3
What is the Offer?	Seer Asset Management is offering up to 20,000,000 Converting Preference Shares under the Offer at an issue price of \$0.10 per Converting Preference Share, with an ability to issue up to a further 20,000,000 Converting Preference Shares at the same issue price in oversubscription. One free Option will be issued for every one Converting Preference Share subscribed for.	Section 7
What are the terms of the Converting Preference Shares?	Each Converting Preference Share carries a right to an unfranked 10% non-cumulative dividend (subject to being determined to be paid) and is convertible into 1.5 Ordinary Shares by Seer at any time following the occurrence of a Tax Event, Regulatory Event or Acquisition Event or, on or after 31 May 2020, at the option of Seer. The CPS Terms are set out in full in Section 8.	Section 8
What are the terms of the Options?	Each Option entitles the holder to subscribe for 1 Ordinary Share and is exercisable at any time up to 5pm on 30 June 2023 at an exercise price of \$0.20. The Option terms are set out in full in Section 9.	Section 9
What is the proposed use of proceeds received in connection of with the Offer?	Seer Asset Management is seeking seed capital to establish an asset management business. The initial proceeds of the Offer will be used predominantly to set up the Seer Fund structures. This will involve completing an offering document for each of the Seer Funds (for wholesale and/or sophisticated investors) and using proceeds to ensure payment of legal and compliance costs as well as establishment of a website and other marketing costs. Proceeds will also be used for seeding investments in the Seer Funds, undertaking accounting and auditing of the Seer Funds and initiating material contracts with external providers such as share registry, custodian and administration services. Proceeds will also be used to fund the costs of the Offer and for other working capital purposes.	Section 7.2

01. Investment Overview

Topic	Summary	For more information
Who can apply?	<p>Australian resident investors who are “sophisticated investors” (in accordance with subsection 708(8) or (10) of the Corporations Act) or “professional investors” (in accordance with subsection 708(11) of the Corporations Act) can apply.</p> <p>Seer may also accept Applications from persons outside Australia provided that they are not in the United States, are not acting for the account or benefit of a person in the United States (to the extent they are holding Shares for the account or benefit of such person in the United States) and can satisfy Seer that they are eligible under all applicable securities laws to receive an offer under the Offer without any requirement for a prospectus or offer document to be lodged or registered and without Seer breaching any securities laws.</p>	Section 7.4
Minimum Investment	A\$2,000	Section 7.4

1.2. Overview of Seer Asset Management

Topic	Summary	For more information
Who is Seer Asset Management?	Seer Asset Management is a newly incorporated company seeking seed capital to establish an asset management business, and in doing so, develop and manage wholesale funds investing in alternative assets as well as sustainable and responsible global equities.	Section 3
How does Seer Asset Management generate its revenue and what are Seer Asset Management’s key costs?	Seer Asset Management does not have any revenue at the date of this Information Memorandum. Seer intends to generate ongoing revenue from the establishment of an asset management business. As such, investors will invest in a range of funds managed by Seer, which will be paid management and performance based fees for this service. Key costs for managing the asset management business relate to the establishment and ongoing costs incurred in managing the funds.	Section 7
What is Seer Asset Management’s product offering and who are Seer Asset Management’s clients?	Seer Asset Management’s product offering will initially include the Seer Sustainable Global Fund, the Seer Healthcare Fund, the Seer Agricultural Fund N° 1 and the Seer Private Equity Fund to wholesale and/or sophisticated investors.	Section 3
What market does Seer Asset Management compete in?	Seer Asset Management competes within the wholesale and sophisticated investor market, in particular, against those asset management businesses investing in alternative assets as well as sustainable and responsible global equities.	Section 2

01. Investment Overview

Topic	Summary	For more information
What are the current drivers of competition in this market?	The size and dynamics of the Australian superannuation industry together with the rapidly growing asset classes of alternative assets including sustainable and responsible global equities are the current drivers of competition in this market and as such, are attracting new and existing fund managers to develop suitable investment products to meet growing investor demand.	Section 2
What is Seer Asset Management's growth strategy?	Seer Asset Management's growth strategy is initially directed at establishing the investment funds, building funds under management through the wholesale and/or sophisticated investor market including the financial planning industry and finally, considering a listing of Seer Asset Management on either the NSX or ASX.	Section 3

1.3. Key strengths

Topic	Summary	For more information
Real investment opportunities for our clients	The Seer Funds will provide wholesale and/or sophisticated investors with a unique opportunity to invest in alternative assets as well as sustainable and responsible global equities by taking advantage of changing world trends and providing real investment opportunities for clients.	Section 3
Unique Investment Philosophy focussed on identifying future investment trends	'Seer' meaning " <i>one that predicts events or developments</i> " implements an investment philosophy that focuses on six mega world trends critically shaping our future including investment markets, in particular within the science, technology and innovation (STI) industries.	Section 3
A fund structure allows unit holders easy access to investments	The Seer Funds will allow investors to access alternative assets as well as sustainable and responsible global equities, and in doing so, reduce overall portfolio volatility, improve liquidity to such asset classes through a unit holding, and enjoy a relatively low fee structure.	Section 3
Experienced Board to manage the asset management business	Investors enjoy the benefit of oversight from a Board with strong experience in capital markets, corporate governance and investment.	Section 3
Early entry provides investors opportunity for future company listing	Investors have the opportunity to become an early Securityholder in Seer Asset Management which in the future intends listing on the NSX or the ASX.	Section 3

01. Investment Overview

1.4. Key risks

Topic	Summary	For more information
New business venture	The Company has no operating history. Its operating processes and management systems are untested. This could involve high risk and result in the Company not being successful.	Section 5
Reliance on key staff	Loss of any of key staff could result in the performance of Seer, or of the Seer Funds, deteriorating, which may lead to a loss of investors and an inability to attract new investors.	Section 5
Expenditure program	The Company has not entered into contracts for any of the material items covered by the anticipated expenditure program detailed in Section 7.2, nor does it have binding quotations in relation to some such items. While the Directors are confident the Company will be able to source suitable suppliers, there is a risk that the Company may not be able to source those suppliers at the estimated expenditure in Section 7.2.	Section 5
Further funding	The Company may require further funding in addition to amounts raised under this Information Memorandum. Any additional equity financing may dilute shareholdings. Debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and may adversely affect the capacity of the Company to achieve its goals.	Section 5
Poor investment performance	Negative investment performance directly reduces funds under management. Similarly, poor investment performance due to Seer making poor investment decisions (as opposed to changes in market sentiment) could: decrease management and performance fees earned by Seer; cause investors to withdraw their money, thereby reducing the management and performance fees that Seer earns or could earn; and due to potential reputational damage, affect the ability of Seer to attract new funds under management, thereby impacting its ability to organically grow its business.	Section 5
AFSL risk	Seer does not hold its own AFSL. It acts as a corporate authorised representative of LeMessurier Securities Pty Ltd. There is a risk that this arrangement is terminated or varied or that Seer have this appointment terminated by ASIC. Further, there is a risk that ASIC may impose adverse changes to LeMessurier Securities Pty Ltd's licensing conditions or that LeMessurier Securities Pty Ltd may have its AFSL revoked by ASIC. Any such termination, changes or revocation would require Seer to modify, potentially significantly, the way in which it conducts its business, which could have a material adverse effect on Seer financial performance and/or reputation.	Section 5
Liquidity risk	Since the Shares are not listed on any stock exchange, investors may find it difficult to dispose their shareholding in the Company.	Section 5
Other risks	Other risks are set out in Section 5.	Section 5

01. Investment Overview

1.5. Key financial metrics

Topic	Summary	For more information
Seer Asset Management's pro forma consolidated financial position	Seer's current pro forma total equity is \$306,432 and increases to \$2,306,432 following \$2 million raised and \$4,306,432 following \$4 million raised under this Offer.	Section 4
Does Seer Asset Management currently have any debt facilities?	Seer does not currently have any debt facilities.	N/A

1.6. Directors

Topic	Summary	For more information
Who are the directors of Seer Asset Management and what is their experience?	<p>Douglas Peter LeMessurier (Managing Chairman) with 47 years experience in investment services and Partner of share broking businesses, Peter has held Chairman and Director roles at various publicly listed companies as well as Board member positions and Audit committee roles for state government bodies. He has also been a member of the ASX and Pacific Stock Exchange based in the USA. Peter will be the Chairman of Seer Asset Management, Investment Committee Member and Head of Finance.</p> <p>Steve James (Managing Director) With over 25 years experience in the financial services and stockbroking industries Steve has held Non Executive Chairman and Director roles of banking and other securities industry firms whilst being a pivotal figure in the development of the Australian online broking industry from 1999. As Managing Director of Seer Asset Management, Steve will also be an Investment Committee Member and Head of Distribution.</p> <p>Alice LeMessurier (Director, Manager of Investments) With 20 years experience in law, finance and the share broking industry, Alice has gained notable portfolio manager and corporate advisory experience as the Managing Director of Stockbroking and Investment Advisory firm, LeMessurier Securities Pty Ltd. As Head of Investments, Alice will be the portfolio manager responsible for the management of the Seer Sustainable Global Fund and will oversee the operations and compliance of the Seer Funds.</p>	Section 6

01. Investment Overview

1.7. Other key details

Topic	Summary	For more information
Is the Offer underwritten?	No.	N/A
Will the Securities be listed?	No, not at this stage however, Seer Asset Management intends to list on an Australian Stock Exchange at a future date.	Section 3.7
Will any Securities be subject to escrow arrangements?	No, however if Seer Asset Management does proceed to listing then Securities may be subject to escrow arrangements in line with ASX or any other securities exchange regulations.	Section 7.4
Is there any brokerage, commission or stamp duty payable by Applicants?	No brokerage, commission or stamp duty is payable by applicants on an acquisition of Securities under the Offer.	Section 7.4
What are the tax implications of investing in the Securities?	The tax consequences of any investment in Securities will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to invest.	Section 7.4
How can I apply?	Please complete the application form included in this Offer or available on our website.	Section 7.5
Can the Offer be withdrawn?	The Company reserves the right to not proceed with the Offer at any time before the issue of Securities to successful Applicants. If the Offer does not proceed, application monies will be fully refunded. No interest will be paid on any application monies refunded as a result of the withdrawal of the Offer.	Section 7.7
Where can I find more information about this Information Memorandum or the Offer?	All enquiries in relation to this Information Memorandum should be directed to hello@seeram.com.au or visit our website Seer Asset Management. If you are unclear in relation to any matter, or are uncertain as to whether Seer Asset Management is a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.	Section 7.4

02. Industry overview

2.1. Introduction

Seer Asset Management is seeking to establish an asset management business to offer a range of funds investing in alternative assets as well as sustainable and responsible global equities.

This section provides an overview of the asset management business as well as an outlook for investing in alternative assets.

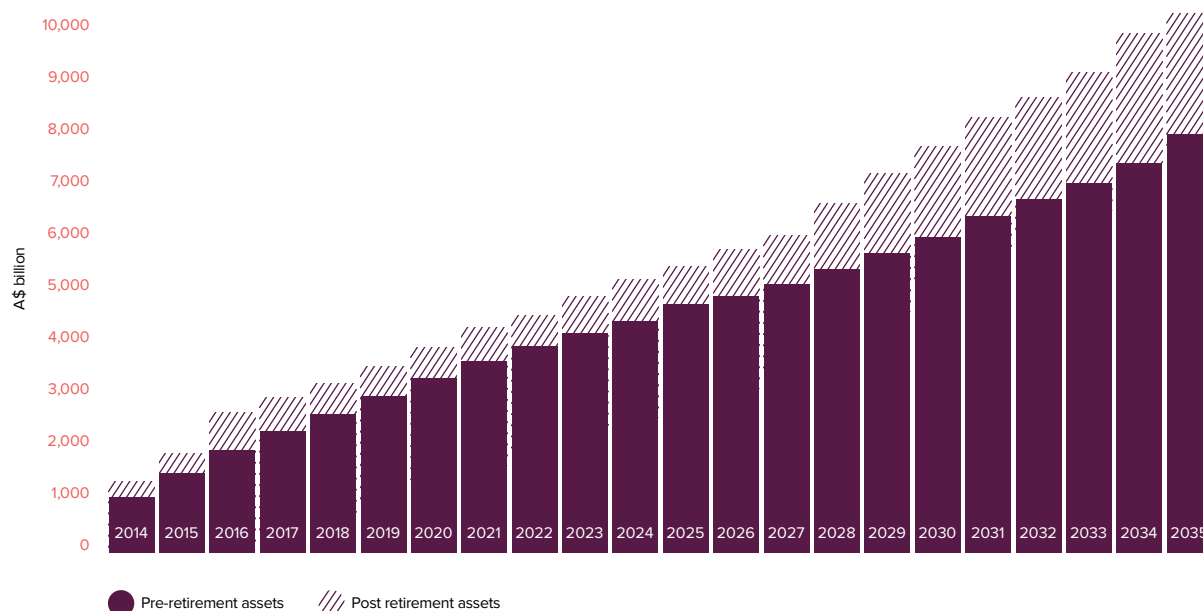
2.2. Overview of the Asset Management Industry

The Australian superannuation industry is the largest in the Asia Pacific region and the sixth largest in the world.¹

The superannuation industry is presently \$2.8 trillion as at 31 December 2017, with total superannuation assets growing 10.1% through the year² with continued industry growth primarily underpinned by the Australian government's legislation for compulsory employer contributions with additional strength derived from:

- a sound, efficient and mature banking and financial system with cutting edge investment products;
- strong presence of leading global financial institutions,
- a sophisticated investor base and a productive labour force; and
- a world class regulatory environment.

Australia's Projected Superannuation Assets, 2014-35



Source: Deloitte Actuaries & Consultants, Dynamics of the Australian Superannuation System, *The Next 20 Years: 2015-2035*, Figure 4: Projected superannuation assets (2014 to 2035), November 2015.

1 Source: Australian Government report: AUSTRALIA'S MANAGED FUNDS 2017 UPDATE TRADE AND INVESTMENT NOTE. Survey produced by Washington-based Investment Company Institute (ICI).

2 (Source ASFA) The Australian superannuation industry March 2017 Ross Clare, Director of Research Andrew Craston, Senior Research Advisor.

02. Industry overview

Since Australia's universal and mandatory retirement income scheme commenced in 1992, the superannuation industry has grown with a compound annual growth rate of 10% each year (with funds doubling over the past decade!) Deloitte Actuaries & Consultants have undertaken quantitative modelling and anticipate that the future Australian superannuation industry will double to \$4 trillion in the next 10 years and achieve \$9.5 trillion over the next 20 years.³

Given the anticipated growth of the Australian superannuation industry and the identified reasons underpinning such growth, Seer is excited for the prospects of establishing its own asset management business in Australia and servicing both Australian and international domiciled, sophisticated investors.

2.3. Changing Investor Landscape

At Seer, we seek to differentiate ourselves from other traditional fund managers by focusing on the changing investor landscape.

To better understand the Australian investor, it is important to know that:

- 60% or 11.2 million people hold investments outside their institutional superannuation fund.⁴
- It is expected that self-managed superannuation funds (SMSF) use will continue to grow, with 30% of Australian adults that do not currently use an SMSF planning to set one up in the future.⁵
- More and more young people are investing outside their institutional superannuation funds. Over the last 5 years the proportion of 18-24 year olds investing has doubled from 10% to 20% and the portion of 25-34 year olds has increased from 24% – 39%.⁶
- A recent survey of investors found that 48% expect their investments to shift from traditional hedge funds to other alternative products over the next three to five years.⁷
- In 2016, responsible investment strategies grew by 26% in one year to \$A 64.9 billion. Within Australia responsible investment increased from 3.8% to 4.5% in the same year.⁸

We believe that the most successful fund managers going forward will be those that can adapt accordingly to investors' changing demographics and preferences. Demands are changing as investors:

- seek new investment products to earn better returns in a low interest rate environment;
- are becoming more 'financially' aware especially in light of increasing regulatory disclosure of financial information to investors;
- are 'owning' their superannuation investments as future wealth;
- are becoming more 'ethically aware' in terms of social and environmental outcomes from their investments;
- seek 'real time' reporting in a digital age and require transparency of information; and
- seek investment opportunities away from the domination of traditional assets such as equities, bonds, property and cash towards alternative assets and global equities including private equity investments.

As such, innovation in providing investment services to meet changing investor demands is acting as a differentiator amongst fund managers.

³ Deloitte Media releases The dynamics of a \$9.5 trillion Australian super system: Deloitte projects the next 20 years.

⁴ ASX Australian Investor Study 2017 – <https://www.asx.com.au/documents/resources/2017-asx-investor-study.pdf>

⁵ ASX Australian Investor Study 2017 – <https://www.asx.com.au/documents/resources/2017-asx-investor-study.pdf>

⁶ ASX Australian Investor Study 2017 – <https://www.asx.com.au/documents/resources/2017-asx-investor-study.pdf>

⁷ <http://www.ey.com/gl/en/newsroom/news-releases/news-ey-changing-investor-preferences-are-pressuring-hedge-funds-to-adapt-in-order-to-grow>

⁸ <https://responsibleinvestment.org/wp-content/uploads/2017/07/Factsheet-Responsible-Investment-Benchmark-Report-Australia-2017.pdf>

02. Industry overview

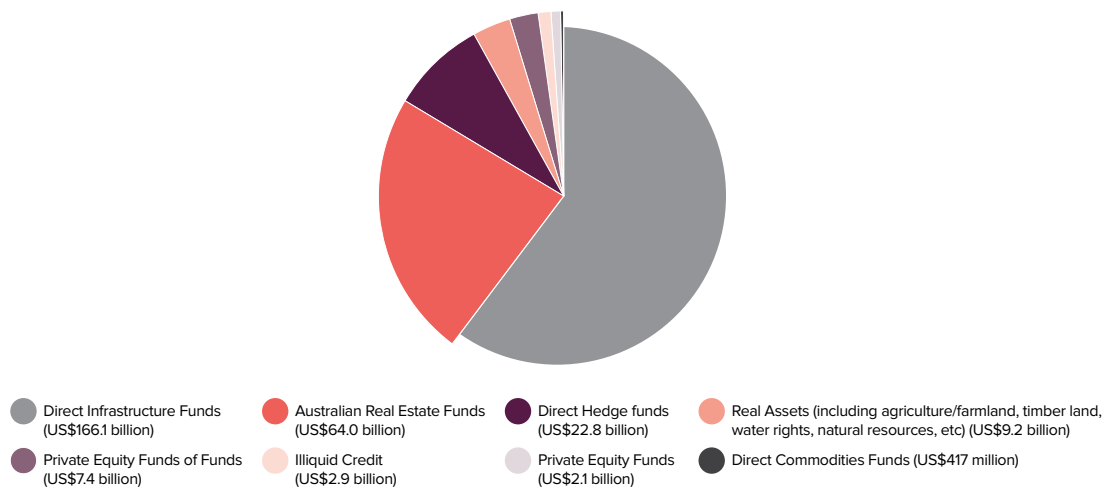
2.4. Outlook for the Alternative Assets Management Business

Alternative assets under management in Australia have grown to over \$US275 billion, the largest in the Asian region and now the fourth largest in the world!⁹ On a global scale, alternative assets are expected to grow to \$US13.6 trillion by 2020¹⁰ as asset management is pushed to the forefront of social and economic change. We believe that the alternative asset management industry will continue to achieve significant future growth because it:

- offers investors a viable investment exposure to non conventional investment assets (such as private equity, infrastructure funds, real estate assets or hedge funds);
- has developed products which are now easier to understand, offer lower minimum investment entry levels and higher liquidity for exiting, than was previously the case;
- is already substantial in size (in terms of funds under management noted above) and in times of economic uncertainty and financial market volatility, importantly provides portfolio diversity; and
- improves the overall risk and return of an investment portfolio.

So what does Australia's alternative investment industry look like?

Australia's alternative investment industry consists of:



Source: Willis Towers Watsons Global Alternatives Survey 2016, pages 72 to 96; Austrade.

Given the demand for alternative assets as indicated by the chart above, Seer believes there is a valuable opportunity to present itself to the Australian market as a viable investment manager, especially given the Seer team's investment experience and its expertise in seeking out alternative assets with strong growth and income potential for its valued clients.

⁹ Australia's managed funds 2017 update trade and investment note.

¹⁰ Pwc alternative asset management 2020 fast forward to centre stage.

02. Industry overview

2.5. Outlook for Sustainable, Responsible and Impact Investment – Global Equities

What is sustainable, responsible and impact investing?

In addition, to undertaking financial company analysis; Sustainable, Responsible and Impact Investing (SRI) is an investment discipline that considers Environmental, Social and Corporate Governance (ESG) criteria to generate long-term competitive financial returns and positive societal impact for investors.¹¹

Often, it is considered 'sustainable' because a positively rated ESG company that is vigorous in its contribution to sustaining the environment and a healthy society, should also be a sustainable and resilient business longer term.

It is investing in businesses that focus not just on the financials and the economic environment but also focusing on how their operations could create a better society and address social trends that are evolving to develop a better world in which we all live. For example, in a world with growing global population, such trends would include (but not be limited to) society's growing demand for better air quality, water supply management, efficient energy production, quality agricultural produce and facilitation of workforce equality and mobility including better business standards and ethics.

How do we apply SRI principles?

We believe that companies which create positive social and/or environmental impacts, through their products and services and the manner in which they conduct their business will ultimately enjoy structurally growing markets and will see resilient profitability.

We are not alone in this view. Warren Buffet often highlights in his letters to Berkshire Hathaway shareholders *"the importance of ethics and the quality of the character of the people running the businesses he owns...implicitly he is saying that businesses which have an ethos and focus on 'doing the right thing' by staff and customers should generate higher returns."*¹²

Within our global equities business potential investments will be selected using quantitative screens to evaluate quality, or following internal thematic research. These companies are then evaluated using a systematic approach by building a company profile which includes an evaluation of its financial characteristics, along with an integrated ESG analysis. We believe that ESG issues can have a material impact on the future success and profitability of business. Our investment process has incorporated ESG issues at all stages of analysis.

Once invested and within portfolio management we will also:

1. Exercise active company engagement – we will directly engage with companies and other stakeholders to generate additional insights into a company's practices and issues. We also exercise influence in order to include corporate management and performance or the direction of future policy to promote sustainable development and create favourable operation environments for companies we invest in.
2. Measuring the positive impact – we will aim to produce an Annual Impact Report which measure, calculates and reports on the extent of positive social and environmental impact from investing in strategy.

¹¹ <https://www.ussif.org/sribasics>

¹² <https://cuffelinks.com.au/can-sri-good-returns-coexist/>

02. Industry overview

Why sustainable, responsible and impact investing?

Focusing on sustainable, responsible and impact investing is not just an altruistic pursuit it is also an increasingly growing area of asset management.

The demand for fund managers to undertake sustainable and responsible investing (SRI) is rapidly growing with the US market alone having \$US8.72 trillion invested in SRI assets which is up 33% since 2014 and over 500% since 2012.¹³ The growth in the broader SRI market in Australia and New Zealand is accelerating, growing 247% from 2014 to 2016 to reach \$516 billion.¹⁴

Table 1: Responsible investment assets by region, 2014 – 2016 (US\$ billion).

	2014	2016	Growth
Europe	\$10,775	\$12,040	12%
United States	\$6,572	\$8,723	33%
Canada	\$729	\$1,086	49%
Australia/NZ	\$148	\$516	247%
Asia (ex Japan)	\$45	\$52	16%
Japan	\$7	\$474	6,690%
Total	\$18,276	\$22,890	25.2%

Source: Global Sustainable Investment Alliance.

Note: The GSIA does not draw a distinction between responsible investment and SRI.

¹³ <https://cuffelinks.com.au/can-sri-good-returns-coexist/>

¹⁴ <https://business.nab.com.au/socially-responsible-investing-australia-24955/>

03. Company overview

3.1. Introduction

Seer Asset Management is a newly incorporated company seeking seed capital to establish an asset management business that will develop and manage wholesale funds investing in alternative assets as well as sustainable and responsible global equities.

It is the Company's vision to invest in and capture innovative and progressive investment concepts by developing funds which invest in an underlying portfolio of alternative assets and global equities, and in doing so, meet growing investor demand.

3.2. Seer Funds

Our growth strategy is initially directed at establishing Seer Funds for the alternative asset management business and subsequently building assets under management through the wholesale and/or sophisticated investor market, including the financial planning industry. In time, and depending on the success of the alternative asset management operation, Seer Asset Management will consider listing on either the NSX or ASX.

In order to establish an asset management business, a portion of the seed capital raised will be invested directly into establishing the Seer Fund structures and additionally, may be used to invest into the Seer Funds to seed them with capital for acquiring listed and unlisted investments. The initial proceeds of funds will be used to set up the Seer Fund structures. This will involve completing an offer document for each of the Seer Funds (for wholesale and/or sophisticated investors); ensuring payment of legal and compliance costs; establishment of a website and other marketing costs; payment of accounting and auditing costs incurred in managing the Seer Funds and costs incurred in initiating material contracts with external providers such as share registry, custodian and administration services. Proceeds will also be used for seeding investments in the Seer Funds, and this may take the form of listed investments as well as unlisted investments through private equity investments for example. In this way, the Seer Funds seek to earn income through management and performance fees as well as a return on its underlying investments.

Each Seer Fund will be managed by Seer or one of its controlled entities. Seer Asset Management will appoint an Investment Manager to be responsible for managing each of the Funds' underlying portfolios. Through Seer's investment experience and specialised expertise, investors will have the opportunity to purchase units in an actively managed portfolio of alternative assets with the aim of providing a balance of capital gains and income.

Additionally, each investment portfolio will comprise a range of investments with differing risk and return characteristics. For example, Seer Funds will invest in underlying assets that have the potential to achieve capital growth, are income generating and provide short term liquidity.

03. Company overview

In line with our investment philosophy, which broadly relates to identifying world mega trends critically shaping the future investment platform, Seer initially intends to launch the following Funds:

	Seer Sustainable Global Fund	Seer Healthcare Fund	Seer Agriculture Fund N° 1	Seer Private Equity Fund
Potential Launch Date	Mid July 2018	Mid July 2018	To be advised	October 2018
Fund Objective	The Fund's objective is to achieve capital growth over the medium to longer term.	The Fund's objective is to achieve capital growth over the longer term.	The Fund's objective is to achieve capital growth over the longer term.	The Fund's objective is to achieve capital growth over the longer term.
Investment Philosophy	<p>Construct a portfolio of listed Australian and overseas shares that are screened for:</p> <ul style="list-style-type: none"> • sustainable and responsible corporate practice; • using quantitative screens to evaluate quality; and • thematic research. <p>Companies need to have a minimum market capitalisation of US\$200m, and at least one third of profits or revenues directly exposed to Seers' six themes.</p>	Construct a portfolio of unlisted investments focused on venture capital and private equity as well as listed global securities focussed on the healthcare sector.	Construct a portfolio of unlisted investments focused on agri-technology and production industries.	Construct a portfolio of unlisted Australian and overseas investments. Focused on growth companies applying science, technology and innovation solutions, directly exposed to Seers' six themes.
Management Fee*	1.25% p.a	2.25% p.a	2.25% p.a.	2.25% p.a.
Performance Fee	20% of net profits is payable to the manager (after management fees and expenses), subject to outperforming the benchmark by 2% and positive performance in the period.	20% of net profits is payable to the manager (after management fees and expenses), subject to a high water mark of CPI + 2% and positive performance in the period.	20% of net profits is payable to the manager (after management fees and expenses), subject to a high water mark of CPI + 2% and positive performance in the period.	20% of net profits is payable to the manager (after management fees and expenses), subject to a high water mark of CPI + 2% and positive performance in the period.
Portfolio Manager	Alice Le Messurier	TBC	Hamish Webb	To be appointed
Independent Investment Committee Members	Julia Lecke Gervaise Heddle	TBC	To be appointed	To be appointed

03. Company overview

	Seer Sustainable Global Fund	Seer Healthcare Fund	Seer Agriculture Fund N°1	Seer Private Equity Fund
Valuation Method	On market valuations	Seer Approved Valuation Policy as well as on market valuations for listed securities	Seer Approved Valuation Policy	Seer Approved Valuation Policy
Targeted Fund Size	\$30m plus	\$30m plus	\$15m to \$30m (closed end)	\$15m plus
Use of leverage	No.	No.	Possibly.	No.
Use of derivatives	Yes.	Yes.	Yes.	Yes.
Short selling	No.	No.	No.	No.

* management fee calculated on gross assets before tax.

Note: The above table outlines a high level summary of Seer's current expectations relating to key details of the Seer Funds at the date of this Information Memorandum and is subject to change.

3.3. What are Seer's income streams?

From day one Seer's aim will be to grow both its asset base and revenue streams, whilst applying lean business strategies to ensure that costs centres are agile enough to meet the changing needs of its growing organisation.

Seer intends to be a direct investor in its underlying funds with a minimum holding of \$250,000 per Seer Fund. This will provide:

- Seer Securityholders with exposure to the underlying performance of the Seer Funds;
- exposure to growth assets within Seer's balance sheet; and
- Seer with additional income, in the form of distributions from the Seer Funds (if and when paid).

Like other fund managers Seer's main source of revenue will be:

1. Management Fees.
2. Performance Fees.

Taking a conservative approach and only assessing the income generated from management fees:

- The Seer Sustainable Global Fund, charging 1.25% management fee p.a., will break even when it achieves a cash flow of \$375,000 (based on \$30 million assets under management).
- The Seer Agriculture Fund 1 and Seer Private Equity Fund, charging 2.25% management fee p.a., will break even when it achieves a cash flow of \$375,000 (based on \$15 million assets under management).

These estimates are based on current quotes, key staff offers and may vary over time.

The success of growing funds under management will be determined by the abilities of the Seer team.

03. Company overview

3.4. Our Investment and Business Development Team

Like all fund managers Seer's cultural strategy is to develop a team of professionals focused on evaluating investment opportunities and making investments to achieve capital growth over the long term. What will differentiate Seer is its focus on growing a team that is able to provide the innovative solutions required to have positive economic impact. The board is determined to create an organisational culture based on being client focused, accountable, transparent, team orientated and entrepreneurial.

Seer is proud to have a strong team during the start up phase which comprises members with a range of experience, skills and diversity. The board will continue to appoint and grow the team over coming months to support the growing operation.

A. Company Roles

Peter Le Messurier – Managing Chairman, Investment Committee Member and Head of Finance

Peter has over 40 years' experience in Capital Markets as well as being a Director of the South Australian Asset Management Corporation, he has also worked with both wholesale and retail Investors.

Steve James – Managing Director, Investment Committee Member and Head of Distribution

Steve's extensive experience in the financial services industry across several asset classes combined with his proven distribution capabilities adds a unique depth to the Board of Seer Asset Management. Steve will be actively involved in all areas of the business and provide governance and leadership to the team.

Alice Le Messurier – Director and Manager of Investments, SRI Portfolio Manager and Fund Operations/Compliance

Alice for the past 10 years has been working with the clients to develop ASX listed portfolios, achieving strong returns. Over the past year she has worked closely with CAER Australia and her analyst team to develop the global equities SRI fund mandate.

During the start up phase of the business Alice will apply her operation and legal experience to support the team by managing the fund operations and working with external experts to manage our legal and compliance requirements.

Kath Zalunardo – Product and Investor Relationship Manager

Kath has been involved in the asset management industry for over 20 years in a client servicing and business development capacity representing both Australian and international fund managers and servicing both retail and institutional investors.

B. Seer Sustainable Global Fund

Investment Committee – Peter Le Messurier, Steve James and Alice Le Messurier

Julia Lecke – Independent Investment Committee Member

Julia has been involved in the collation and construction of sustainability indices and has contributed to a range of thematic reports on corporate ESG challenges. Julia has extensive experience engaging with and incorporating ESG criteria into stakeholder investment processes.

Julia has a Master in Environmental Management and Development from the Australian National University, and a combined Bachelor of Arts in Public Administration/European Studies and Sustainable Development from the Universities of Münster (Germany) and Twente (Netherlands).

03. Company overview

Gervaise Heddle – Independent Investment Committee Member

Gervaise was a Managing Director at Macquarie Funds Group where he was responsible for seeding and developing hedge funds and new asset management strategies. Prior to this, Gervaise was a Fund Manager and Director at Merrill Lynch Investment Managers in the Princeton and London offices. Gervaise began his career as a global equities analyst for Bankers Trust Australia.

Gervaise graduated with First Class Honours in Economics and a Degree in Arts (Jurisprudence) from the University of Adelaide, Australia. Gervaise is a CFA charterholder.

Zach Riaz – Analyst

Zach has over 10 years' experience in financial markets including portfolio management, investment management and sell-side equity research. Previously he worked as an equity research analyst at RBC Capital Markets covering the basic materials and industrials sector. Prior to this he worked as an equity analyst within IOOF research team responsible for Australian equities with funds under management of approximately \$2.5bn.

Zach has an MBA (Finance) and Masters of Finance (Honours).

Chhai Ung – Analyst

Chhai has over 10 years' experience covering financial markets, portfolio management, sell-side equity research and investment banking. Previously Chhai was an investment analyst/Portfolio Manager at Aberdeen Asset Management for their small and mid-cap fund, with the fund outperforming its benchmark across all periods. Prior to this he worked in the investment banking team at Morgan Stanley. He was earlier at ANZ Bank's markets group and an academic's research assistant at the University of Sydney.

Chhai has a Bachelor of Commerce (Honours), Bachelor of Law (Honours) and Graduate Diploma in Legal Practice. Chhai has been admitted as a practicing solicitor in NSW.

C. Seer Agriculture Fund N° 1

Hamish Webb – Investment Manager

Hamish has over 15 years' experience in corporate finance and agricultural investment in Australia and the UK and more recently Chief Investment Officer of TerraProtein Capital. Hamish was previously an Associate Director at Morgans in Corporate Finance, working in Equity Capital markets, Mergers and Acquisitions, and additionally providing investment advice to high net worth individuals.

Hamish has a Bachelor of Agribusiness, Graduate Diploma; Applied Finance and Investments, FINSIA Education, Certificate of Financial Service, PS 146 Australia DFS 1 – 4 and ASX Derivatives Accreditation Certificate.

3.5. What makes Seer different to other Fund Managers?

Like traditional fund managers Seer will offer investment funds that apply strong investment governance policies and procedures; undertake strong quantitative research to evaluate quality companies; employ financial and investments professionals to analyse opportunities and manage assets; integrate an ESG philosophy and report on investment performance.

Seer differentiates itself from other traditional fund managers by:

- **How we see the world – Our Multi-thematic Approach** – Through extensive research we have developed a multi-thematic investment approach which is applied across our investment strategies. Our research has identified six *world mega trends* and how these critically shape the global future and in particular investment outcomes. It is these trends that provide guidance in identifying investment opportunities and areas.

03. Company overview

- **What we disclose – We take a Transparent Approach** – We believe that performance is key to our success but can be enhanced by offering investors true transparency around what we do, how we do it and the results of our decisions.
- **How we communicate – Approachable and Accessible** – We believe that investors should be able to understand what we say, how we operate, what opportunities we are exploring and the impact of our investments and as such will develop content that they are able to digest. We also believe that in a world where information is readily available that our investors should be able to follow us and have easy access to our thoughts, views, ideas and performance.
- **Who we aim to be – Tangible Thought Leaders** – We aim to be approachable leaders in our areas of expertise and add value to our investor’s knowledge base by providing information that goes beyond financial reporting and into areas of interest.
- **How we choose to engage with our investments – Active Corporate Engagement** – Seer will directly engage with companies and stakeholders to generate additional insights into the companies it invests in. We will also exercise influence corporate management and performance or business strategy in order to improve investment returns or company impact.
- **How we aim to grow – Through continuous improvement and sustainable business strategies** – We will endeavour to grow our company by continuously reviewing our business practices especially our investment processes and investor engagement. Our aim is to ensure that we offer investors the most update to date services within our business means. Whilst we are ambitious with our growth strategy we are keen to ensure that the business is sustainable ensuring long term returns.

Our goal is to engage our investors so that they have access to investment strategies that normally would not be available to them but moreover, information that engages them and enhances their understanding of what we do and the investments we have made.

3.6. Investment Philosophy

Our company name is significant in that ‘Seer’ means “*one that predicts events or developments*”. We believe there are six underlying mega world trends which will critically shape our future and as such create real investment opportunities for our clients, in particular within the science, technology and innovation (STI) industries. In short, we believe these mega trends are:

1. **The Rise of the Individual** – As overall global population increases combined with economic development, this will translate into more consumers as well as consumption patterns improving in line with growing wealth. Advances in technology and education have helped empower individuals like never before. By 2030, 60% of the world’s population will be middle class and 80% of that middle class will reside in development regions.¹⁵
2. **Healthcare** – the fastest growing segment of world population is the 65+ age group (this will grow by 390,000,000 by 2030).¹⁶ New technologies will dominate health research agendas (robotics and neurosciences) and will also influence product and service development to assist the elderly to live longer and more independently.
3. **Agriculture, Water, Food** – By 2050, demand for agricultural products and food will increase by 35% and water by 40%.¹⁷ New technologies and methods will help increase land productivity and adaption to environmental changes. Technology improvements will also better monitor groundwater and see a new generation of opportunities with wastewater treatment plants.

¹⁵ <https://www.oecd.org/sti/Megatrends%20affecting%20science,%20technology%20and%20innovation.pdf>

¹⁶ Future State 2030 – the global mega trends shaping business.

¹⁷ <https://www.oecd.org/sti/Megatrends%20affecting%20science,%20technology%20and%20innovation.pdf>

03. Company overview

4. **Energy** – By 2050, demand for energy will rise by 50%.¹⁸ New research and technology will improve monitoring, management and efficient productivity of natural resources to meet growing population and demand.
5. **Globalisation** – Globalisation will continue to facilitate and deepen the wide diffusion of intelligence, the opening of new markets and industries through STI including the free flow of goods, services and smart business practices. Presenting opportunities in business R&D, value chain specialisation and concentration, business standards and workforce mobility.
6. **Disruptive Technology** – The pace of technology disruption implies that behaviours and expectations are also rapidly changing such that there are no boundaries or borders in delivering new services, experiences and changing industry workforce practices.

Seer will develop funds that will invest in companies embracing the inevitable change arising from these mega trends, and as such, real investment opportunities will be created for our clients.

3.7. Key Highlights of the Offer

Wholesale and sophisticated investors are invited to take part in our exciting future by becoming a Securityholder in Seer Asset Management. We believe the key highlights of this Offer include:

- having ownership in an asset management business that:
 - » differs from the main stream traditional fund manager by offering funds focused on alternative assets as well as sustainable and responsible global equities that are positively aligned with identified world mega trends, giving rise to real investment opportunities for clients;
 - » provides investors in the Seer Funds the opportunity to diversify their overall portfolio and reduce volatility as there is empirical evidence showing low correlation of alternative assets to traditional asset classes (such as listed equities and bonds);
 - » allows investors in the Seer Funds to take advantage of investment opportunities in alternative assets which have historically been more difficult to access for investors who are not institutional and sophisticated investors; and
 - » offers investors in the Seer Funds investment in alternative assets as well as sustainable and responsible global equities with a relatively low fee structure, compared with most unlisted alternative asset and sustainable and responsible investment funds.
- Having the benefit of oversight from a Board with strong experience in capital markets, corporate governance and investment.
- becoming an early Securityholder in an asset management business, that intends to pursue a listing on the ASX or NSX that otherwise, would not normally be made available to individuals.
- taking advantage of higher liquidity than what is typical for a direct investment in unlisted alternative assets, given Seer's strategy to be a listed public company.

¹⁸ <https://www.pwc.co.uk/issues/megatrends/climate-change-and-resource-scarcity.html>

04. Financial information

4.1. Balance Sheet

Seer Asset Management Ltd ACN 622 483 041

Balance Sheet as at 31 March 2018

	Note	Unaudited Current	Pro Forma (Offer fully subscribed)	Pro Forma (Offer over subscribed)
Assets				
Current Assets				
Cash on Hand		\$2,000	\$2,000	\$2,000
Cash at Bank		\$0	\$2,000,000	\$4,000,000
Total Current Assets		\$2,000	\$2,002,000	\$4,002,000
Non-Current Assets				
Intangible Assets				
Intellectual Property – SMPICS	5	\$304,432	\$304,432	\$304,432
Total Non-Current Assets		\$304,432	\$304,432	\$304,432
Total Assets		\$306,432	\$2,306,432	\$4,306,432
Liabilities				
Current Liabilities				
		\$0	\$0	\$0
Non-Current Liabilities				
		\$0	\$0	\$0
Total Liabilities		\$0	\$0	\$0
Net Assets		\$306,432	\$2,306,432	\$4,306,432
Equity				
Issued capital	1	\$306,432	\$306,432	\$306,432
Issued Converting Preference Shares	2	\$0	\$2,000,000	\$4,000,000
Total Equity		\$306,432	\$2,306,432	\$4,306,432

Notes to Accounts:

Note 1 – 30,453,244 fully paid ordinary shares.

Note 2 – 20,000,000 Converting Preference Shares (CPS) fully subscribed or 40,000,000 CPS over subscribed.

Note 3 – 4,900,000 Options have been issued to Key Management Personnel as an incentive. These Options have no current discernible value and have the same terms and conditions to the options attaching under this Offer.

Note 4 – The Company was incorporated on 26 October 2017 and as such there is no comparative information.

Note 5 – Purchase of Intellectual Property from SMPICs Pty Ltd.

05. Risks

This Section describes some of the potential risks associated with Seer Asset Management's business and risks associated with an investment in Securities. It does not purport to list every risk that may be associated with an investment in Securities now or in the future. The occurrence or consequences of some of the risks described in this Section are partially or completely outside of the control of Seer Asset Management, its Directors and its management.

The selection of risks has been based on the assessment of a combination of the probability of the risk occurring, the ability to mitigate the risk and the impact of the risk if it did occur. That assessment is based on the knowledge of the Directors as at the Information Memorandum Date, but there is no guarantee or assurance that the importance of different risks will not change or that other risks will not emerge.

There can be no guarantee that the Company will deliver on its business strategy, or that any forward looking statement contained in this Information Memorandum will be achieved or realised. Investors should note that past performance is not a reliable indicator of future performance.

Before applying for Securities, investors should satisfy themselves that they have a sufficient understanding of these matters and should consider whether Securities are a suitable investment for them, having regard to their own personal circumstances, investment objectives, financial circumstances and tax position. If investors are unclear in relation to any matter or are uncertain as to whether the Company is a suitable investment for them, they should seek professional guidance from their solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.

5.1. Business risk factors

5.1.1 New business venture

The Company was established on 26th October 2017 and to date has no operating history. Its operating processes and management systems are untested. This could involve high risk and result in the Company not being successful. It is possible that capital will be lost.

5.1.2 Management of growth

To achieve the objectives set out in this Information Memorandum, the Company will be required to implement operational and financial systems, procedures and controls, and develop, expand, retain, manage and where appropriate, train its staff. No assurance can be given of the Company's ability to manage future growth.

5.1.3 Reliance on key staff

Loss of key staff could result in the performance of Seer, or of the Seer Funds, deteriorating, which may lead to a loss of investors and an inability to attract new investors.

Seer relies on its ability to attract, train, retain and motivate highly skilled and qualified employees in order to run its business. Seer, as with any services company, is reliant on the continued services of certain personnel to generate future earnings. There can be no guarantee that key staff will remain committed to Seer. However, current Directors have equity or the rights to equity in the Company, creating alignment with Securityholders and a long term focus, as well as being incentivised to remain loyal to the business through long-term incentive arrangements that only vest after a period of time and subject to certain performance hurdles being met.

Employees are free to leave Seer at will, subject to an employment contract with notice of termination.

05. Risks

5.1.4 Expenditure program

The Company has not entered into contracts for any of the material items covered by the anticipated expenditure program detailed in Section 7.2, nor does it have binding quotations in relation to some such items. Rather the Directors have determined that following the successful close of the Offer, the Company will be well positioned to negotiate the terms for such contracts. The Directors, officers and consultants have extensive experience in the asset management industry and have prepared the anticipated expenditure detailed in Section 7.2 based partly on discussions with or indicative quotes obtained from potential suppliers of those services and their own experience of the likely costs for those expenditure items. While the Directors are confident the Company will be able to source suitable suppliers, there is a risk that the Company may not be able to source those suppliers at the estimated expenditure in Section 7.2.

5.1.5 Additional requirements of the Company for capital

The Company's capital requirements depend on numerous factors. The Company may require further funding in addition to amounts raised under this Information Memorandum. Any additional equity financing may dilute shareholdings. Debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and may adversely affect the capacity of the Company to achieve its goals.

5.1.6 Market risk

The Seer Funds will have their listed investments revalued to market value from time to time. Unfavourable movements in financial markets could cause the market value of the Funds' underlying investments to decline, which would adversely affect management and performance fees payable to Seer and potentially investment inflow and outflow patterns.

The following are examples of market events that could impact Seer's operations: volatility and changes of sentiment in the stock market; changes in official interest rates; government policy including fiscal and monetary policies; local or international economic instability; inflation; currency fluctuations; unemployment; political changes; and war and terrorism.

5.1.7 Poor investment performance

Negative investment performance directly reduces funds under management. Similarly, poor investment performance due to Seer making poor investment decisions (as opposed to changes in market sentiment) could: decrease management and performance fees earned by Seer; cause investors to withdraw their money, thereby reducing the management and performance fees that Seer earns or could earn; and due to potential reputational damage, affect the ability of Seer to attract new funds under management, thereby impacting its ability to organically grow its business.

5.1.8 Risk of change to the legislative and regulatory environment

Seer operates in a highly regulated environment. There is a risk that the legislative and regulatory environment in which Seer operates may change requiring Seer to modify the way in which it intends to conduct its business. An example of such regulatory risk is that Seer intends to manage funds exclusively for wholesale and/or sophisticated investors – if the Corporations Act is amended so as to eliminate the concept of wholesale and/or sophisticated investors, Seer would need to substantially modify its operations in order to legally engage with retail investors.

05. Risks

5.1.9 AFSL risk

Seer is required to hold an AFSL or to be appointed as a corporate authorised representative of an AFSL holder in order to undertake its asset management operations.

Seer does not hold its own AFSL. It acts as corporate authorised representative of LeMessurier Securities Pty Ltd. There is a risk that this arrangement is terminated or varied or that Seer have this appointment terminated by ASIC. Further, there is a risk that ASIC may impose adverse changes to LeMessurier Securities Pty Ltd's licensing conditions or that LeMessurier Securities Pty Ltd may have its AFSL revoked by ASIC. Any such termination, changes or revocation would require Seer to modify, potentially significantly, the way in which it conducts its business, which could have a material adverse effect on Seer financial performance and/or reputation.

5.1.10 Competition risk

Within the asset management industry, Seer is subject to increasing competition from both existing fund managers and new entrants seeking to gain market share from Seer. In particular, fund managers and listed investment companies focusing on alternative investments may achieve investment performance superior to Seer, which may impact on Seer's ability to successfully retain and attract clients.

5.1.11 Unit pricing error

A risk facing any asset manager is incorrectly calculating a unit price in a unit trust of which it is the investment manager. Most unit pricing errors are very small and make little difference to an investor's investment value. However, large errors are possible and may result in Seer becoming liable to compensate investors for any loss, which would, in turn, lead to reduced earnings.

5.1.12 Litigation risk

Seer could become subject to litigation in relation to professional negligence, investment losses, product liability claims, claims arising under Client contracts or other litigation.

Seer intends to maintain public liability and investment manager's insurance (including professional indemnity and Director's and Officer' liability insurance). Despite these protections it is possible that claims not covered by insurance may arise which could have an adverse effect on Seer's financial performance and reputation which would, in turn, lead to reduced earnings.

To the knowledge of the Directors, there is no material litigation threatened or pending that may significantly affect Seer.

5.1.13 Redemption risk

Poor investment performance, negative market sentiment, market volatility and a number of other factors may result in clients of Seer redeeming their investments in the Seer Funds. In such an event, it may not be possible to liquidate some of the investments at the time that such redemptions are requested, or it may be possible to do so only at prices which do not reflect the true value of such investments, resulting in an adverse effect on the return to investors. In extreme situations, Seer Funds may need to freeze redemptions by investors which could have significant reputational implications.

5.1.14 Third-party risk

Seer relies on a number of third parties in areas such as brokerage, custody and accounting / taxation. The failure of these parties to provide adequate services would create an operational risk to Seer.

05. Risks

5.1.15 Counterparty risk

The Seer Funds may be subject to loss of assets on deposit with a broker in the event of the broker's inability to secure custody of Seer Fund's assets or its insolvency, the insolvency of any clearing broker through which the broker executes and clears transactions, or the insolvency of an exchange clearing house. A party defaulting on its obligations, whether due to insolvency, bankruptcy or other causes, could subject the Seer Funds to substantial losses.

5.1.16 Technology risk

Seer is reliant on a number of technologies to assist in its daily operations. These vary from internally developed software programs and computer models, communications technologies and third party accounting software. If any technology was unavailable or damaged then Seer's operations would be adversely impacted. Seer seeks to mitigate against this risk by implementing backup facilities and disaster recovery procedures.

5.1.17 Insurance coverage risk

Seer may be under-insured. It could also be negatively affected by an increase in insurance premiums or an inability to obtain sufficient insurance coverage.

5.1.18 Macro-economic risks

Seer's business is exposed to changes in general global economic conditions caused by factors such as those outlined in section 5.1.6. For example, adverse macroeconomic conditions such as economic recessions, downturns or extended periods of uncertainty or volatility, which may influence the investment decisions of the Company's investors who may defer or cancel proposed investments or seek to redeem their investments.

5.2. Investment risk factors

5.2.1 Converting Preference Shares price may rise and fall

As with any investment, an investment in the Company is subject to a number of risks. The price or value of the Converting Preference Shares may fall as well as rise. In addition, there are risks inherent in investing in Converting Preference Shares in general.

5.2.2 Illiquidity of Shares in the Company

Since the Shares are not listed on any stock exchange, investors may find it difficult to dispose their shareholding in the Company.

5.2.3 Medium to long -term investment

The nature of investing in a start-up demands that there be a significant length of time between initial investment and realisation of gains (if any). Early stage investments take time to reach maturity and liquidity where exits are possible. Investment in the Company is to be considered a medium to long-term investment.

05. Risks

5.2.4 Major shareholder risks

Following completion of the Offer, and depending on the outcome of the Offer, the Company may have one dominant Shareholder, D P LeMessurier (and controlling companies), such that his indirect shareholding could be 15,457,400 of Ordinary Shares.

The sale of Shares in the future by the Existing Securityholders, or the perception that such sales might occur, could adversely affect the market price of the Securities. Also, the concentration of ownership may affect the liquidity of the market for Securities and contribute to a perception that the ownership structure is not conducive to a corporate control transaction involving the Company in the short to medium term.

5.2.5 Securityholders may suffer dilution

In the future, Seer may elect to issue further Securities or engage in fundraisings including to fund acquisitions that Seer may decide to make. Securityholders may be diluted as a result of such issues and fundraisings.

Holders of Ordinary Shares and Converting Preference Shares will also be diluted by the exercise of Options.

5.2.6 No Minimum Subscription

There is no minimum subscription. If less than \$2 million is raised, the Company will re-consider its objectives and expenditure program. Additionally, the percentage of shareholder interests may subsequently change.

This investment should be considered highly speculative and neither the Company nor any of its Directors or any other party associated with the preparation of the Information Memorandum guarantee that any specific objectives of the Company will be achieved or that any particular performance of the Company or of its Converting Preference Shares or Options, including those offered by the Information Memorandum, will be achieved.

06. Key people, interests and benefits

6.1. Directors



Douglas Peter LeMessurier (Managing Chairman)

SIA (Aff) ADA1 (ASX) MBAA MBA Chairman

Peter has been involved in Capital Markets for over 40 years. Previously, he has held positions as Partner of Taylor Collison Ltd and State Manager of D&D Tolhurst (South Australia). He was a member of the Australian Stock Exchange and the Pacific Stock Exchange based in the USA. He was appointed by the South Australian Government as a director of the South Australian Asset Management Corporation (Chair of Super Fund, member of its Audit and Chairman of the Insurance Committee). Peter is a former board member of the Royal Adelaide Hospital Inc. Peter was a Commissioner of the South Australian Lotteries Commission (Past Chair of the Audit Committee).

Peter was Founder, Chairman and member of the Audit Committee of ASX listed public company LBT Innovations Ltd. He is currently director of LeMessurier Securities Pty Ltd and Prudentia Investments Pty Ltd based in Sydney.



Steve James (Managing Director)

JP, GAICD, M(FinServ)Law, MBAA DipFM

Steve has been part of the Financial Services industry for over 25 years, and has held a wide variety of senior roles across currency, equity and fixed income trading, IT and business development. He was Non Executive Chairman of Hot Copper Holdings Limited; Non-Executive Director of a number of Commonwealth Bank of Australia subsidiaries including Global Markets CommSec, Head of Wholesale solutions, Manager Adviser Services Austock Group Ltd and Manager Wholesale Solutions of Sanford Securities. Steven was a pivotal figure in the development of the online broking industry in Australia from 1999 to 2014. Steve is a Justice of the Peace, holder of a Masters Degree in Financial Services Law from Macquarie University and a graduate of the Australian Institute of Company Directors. He was granted the Master Stockbroker qualification from the Stockbrokers Association of Australia in 2009. Steve recently completed the Diploma of Financial Markets in 2015 and currently holds a number of Non-Executive Director positions.



Alice Lemessurier (Director and Manager of Investments)

LLB, Grad Dip Man, MBA

Alice has worked within the finance and investment industry for over 20 years. During this time she has worked as Lawyer, Management Consultant, Adviser and Managing Director of an investment advisory firm. For the past 10 years Alice has been Managing Director of LeMessurier Securities Pty Ltd (LemSec) where among general managed roles she has worked as a Portfolio Manager and Corporate Adviser. Alice is currently a director of LemSec and sits on the Advisory Board of the Sydney Women's Fund. Alice holds a Bachelor of Laws (Bond University) and a Master of Business Administration (UNSW).

6.2. Director interests & remuneration

Currently the Directors will be engaged under consulting agreements to perform their executive roles and responsibilities. Under these agreements and in their capacity as executives Mr James, Mr LeMessurier and Ms LeMessurier will receive between \$5,000 – \$10,000 a month in fees. At present the Directors will not receive director's fees. At such time as determined by the board, should they receive directors fees the total amount paid to all Directors for their services must not exceed in aggregate in any financial year the amount fixed by Seer Asset Management Ltd in general meeting. For the remainder of the financial year ending 30 June 2018, it is expected that the fees payable to the current Directors will not exceed \$600,000 in aggregate. Annual directors' fees currently

06.

Key people, interests and benefits

agreed to be paid by Seer Asset Management are \$120,000 to the Chairman and \$60,000 to each of the other non-executive Directors. In addition, the chairs of the Audit Committee and the chair of the Remuneration and Nomination Committee will be paid \$7000 annually. Other committee members will receive \$8000 per annum for serving on the committees. The remuneration of Directors must not include a commission on, or a percentage of profits or income. Superannuation payments are included in these amounts.

Under the Constitution, the Directors decide the total amount paid to all Directors as remuneration for their services as a Director.

6.3. Directors' Security holding

Directors are not required under the Constitution to hold any Securities. On Completion, the number of Securities held by Directors is expected to be as follows:

	Ordinary Shares		Options		Converting Preference Shares	
	Direct Relevant Interest	Indirect Relevant Interest	Direct Relevant Interest	Indirect Relevant Interest	Direct Relevant Interest	Indirect Relevant Interest
S James	Nil	Nil	800,000	Nil	150,000	Nil
D P LeMessurier	2,691,000	15,457,400	800,000	1,000,000	Nil	150,000
A M LeMessurier	21,000	Nil	50,000	Nil	Nil	Nil

Directors (and their controlled entities) are entitled to participate in the Offer of Securities. Assuming they do, the relevant interests of the Directors will change (and the extent of the change will depend on the number of Securities acquired).

Directors may hold their interests in securities shown above directly or indirectly through holdings by companies or trusts.

6.3.1 Other information

Directors may also be reimbursed for reasonable travel and other expenses incurred in attending to Seer Asset Management's affairs. Non-executive Directors may be paid such additional or special remuneration as the Directors decide is appropriate where a Director performs extra work or services which are not in the capacity as Director of Seer Asset Management or a subsidiary. There are no retirement benefit schemes for Directors, other than statutory superannuation contributions.

Seer Asset Management has entered into a director protection deed with each Director. Under these deeds, Seer Asset Management has agreed to provide to each Director access to the books and records of Seer Asset Management while they are a Director and for a period of seven years from when they cease to be a Director and Seer Asset Management has also agreed to indemnify, to the extent permitted by the Corporations Act, each Director in respect of certain liabilities which the Director may incur as a result of, or by reason of (whether solely or in part), being or acting as Director.

Pursuant to the Constitution, Seer Asset Management may arrange and maintain directors' and officers' insurance for its Directors to the extent permitted by law. Under the director protection deeds, Seer Asset Management has agreed to obtain and maintain such insurance during each Director's period of office and for the period of seven years after the Director ceases to be a Director.

07. Details of the Offer

7.1. Introduction

This Information Memorandum relates to an offer of Converting Preference Shares and Options by Seer Asset Management Ltd. Seer Asset Management Ltd will issue up to 40,000,000 Converting Preference Shares (assuming all oversubscriptions are fully subscribed) at an Offer Price of \$0.10 per Converting Preference Share, raising gross proceeds of up to \$4 million. One free Option will be issued for every Converting Preference Share issued to be exercised at \$0.20 before 30 June 2023.

Assuming all oversubscriptions are fully subscribed, the total number of Securities on issue at the Completion of this Offer will be 30,453,244 Ordinary Shares, 40,000,000 Converting Preference Shares and 40,000,000 Options.

Converting Preference Shares will rank in priority to Ordinary Shares and equally with each other. Ordinary Shares will rank equally with each other. The rights attaching to the Securities are set out in Sections 8 and 9.

The Offer is made on the terms, and is subject to the conditions, set out in this Information Memorandum.

7.2. Purpose of the Offer and use of proceeds

Below is a table setting out the proposed use of funds raised under the Offer at a subscription of \$2 million and assuming all oversubscriptions are fully subscribed. Investors should note that the Company has not entered into contracts for any of the material items covered by the anticipated expenditure program detailed below, nor does it have binding quotations in relation to some such items.

There is no minimum subscription. If less than \$2 million is raised, the Company will re-consider its objectives and expenditure program. Additionally, the percentage of shareholder interests may subsequently change.

Expenditure/Cost item	\$2,000,000 Raised	\$4,000,000 Raised
	Year 1	Year 1
Seed Current and Potential New Funds	\$1,240,000	\$2,620,000
Licenses, Compliance and Regulators, Legal, Share Registry, Accounting, Audit, Secretarial, Product Disclosure Document and Website development and management	\$260,000	\$230,000
Annual Working Capital, Listing Costs, Australian and International Market Development Costs, Research and IT	\$340,000	\$800,000
Costs in connection with the Offer, Marketing and other Expenses	\$160,000	\$350,000
Total	\$2,000,000	\$4,000,000

07. Details of the Offer

7.3. Security holding structure

A summary of the ownership of Securities immediately on Completion are set out below.

Securityholder	Ordinary Shares	%	Converting Preference Shares	%	Options	%
Existing Securityholders	30,453,244	43.22	150,000	0.002	4,900,000	7.0
Applicants under Offer \$2 million raised	Nil	Nil	20,000,000	39.6	20,000,000	39.6
Applicants under Offer \$4 million raised	Nil	Nil	40,000,000	56.8	40,000,000	56.8

Following completion of the Offer, and depending on the outcome of the Offer, the Company may have one dominant Shareholder, D P LeMessurier (and controlling companies), such that his indirect shareholding could be 15,457,400 of Ordinary Shares.

7.4. Terms and conditions of the Offer

Topic	Summary
What is the type of security being offered?	Converting Preference Shares and Options.
What are the rights and liabilities attached to the Securities?	The terms of the Converting Preference Shares are set out in Section 8. Terms of the Options are set out in Section 9.
What is the consideration payable for each security being offered?	Successful Applicants under the Offer will pay the Offer Price, being \$0.10 per Converting Preference Share, and will receive one free Option for each Converting Preference Share issued to them.
What is the Offer period?	<p>The key dates, including details of the Offer Period relating to each component of the Offer, are set out in "Key Offer information".</p> <p>The timetable is indicative only and may change. Unless otherwise indicated, all times are stated in Sydney time.</p> <p>The Company may vary the times and dates without notice (including to close the Offer early, to extend the Offer period relating to any component of the Offer, or to accept late Applications, either generally or in particular cases, or to cancel or withdraw the Offer before Completion, in each case without notifying any recipient of this Information Memorandum or any Applicants).</p> <p>If the Offer is cancelled or withdrawn before Completion, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act.</p>

07.

Details of the Offer

Topic	Summary
Who is eligible to apply?	<p>The Offer is open to all Australian resident investors who are “sophisticated investors” (in accordance with subsection 708(8) or (10) of the Corporations Act) or “professional investors” (in accordance with subsection 708(11) of the Corporations Act) can apply.</p> <p>Seer may also accept Applications from persons outside Australia provided that they are not in the United States, are not acting for the account or benefit of a person in the United States (to the extent they are holding Shares for the account or benefit of such person in the United States) and can satisfy Seer that they are eligible under all applicable securities laws to receive an offer under the Offer without any requirement for a prospectus or offer document to be lodged or registered and without Seer breaching any securities laws.</p>
What are the cash proceeds to be raised?	Up to \$4 million is expected to be raised under the Offer.
Is the Offer underwritten?	No.
What is the minimum and maximum Application size under the Offer?	Minimum application amount is A\$2,000. There is no maximum application size under the Offer.
What is the allocation policy?	The allocation of Securities will be determined by the Company in its sole discretion.
Will the securities be quoted?	No.
Are there any escrow arrangements?	No, however if Seer Asset Management does proceed to listing then Securities may be subject to escrow arrangements in line with ASX or any other securities exchange regulations.
Are there any tax considerations?	The tax consequences of any investment in Securities will depend upon an investor’s particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to invest.
Is there any brokerage, commission or stamp duty considerations?	No brokerage, commission or stamp duty is payable by Applicants on acquisition of Securities under the Offer.
What should you do with any enquiries?	<p>All enquiries in relation to this Information Memorandum should be directed to hello@seeram.com.au or visit our website Seer Asset Management.</p> <p>If you are unclear in relation to any matter, or are uncertain as to whether Seer Asset Management is a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.</p>

07.

Details of the Offer

7.5. How to apply

Applications for Securities can only be made by:

- completing the Application Form attached to this Information Memorandum.
- Your Application Form must be accompanied by a cheque for the full amount of your Application. Cheques are to be drawn in Australian dollars and made payable to “Seer Asset Management Ltd” and crossed “Not Negotiable”. Payments by cheque will be deemed to have been made when the cheque is honoured by the bank on which it is drawn.
- or by completing the Application Form available on our website and following instructions to make an online payment.
- additionally, please complete the Power of Attorney form to ensure escrow provisions are adhered to in line with ASX regulations as well as Form 708 attached to this Information Memorandum.

The Company reserves the right to reject any Application or to allocate fewer Securities than the number applied for by any investor.

If an Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, Seer Asset Management may still accept the Application. The Company’s decision as to whether to accept the Application or how to construe, amend or complete it shall be final, but no Applicant will be treated as having offered to purchase more Securities than indicated by the amount of the cheque for the Application Monies.

7.6. When to apply

Applications may be lodged at any time after the issue of this Information Memorandum.

The Offer will remain open until 5:00pm (AEST) on 30 June 2018, unless the Company elects to close the Offer earlier or extend the Offer, in each case without prior notice.

Early lodgement of your Application is recommended as the Offer may be closed early.

7.7. Discretion regarding the Offer

The Company may withdraw the Offer at any time before Completion. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest).

The Company also reserves the right to close the Offer or any part of it early, extend the Offer or any part of it, accept late Applications or bids either generally or in particular cases, reject any Application or bid, or (subject to the terms of any guaranteed allocations referred to in this Information Memorandum) allocate to any Applicant or bidder fewer Securities than applied or bid for.

07.

Details of the Offer

7.8. Summary material provisions of the Constitution

The rights and liabilities attaching to the ownership of the Securities arise from a combination of the Constitution, the terms of the Securities, statute and general law.

The terms of the Converting Preference Shares are set out in Section 8 and the terms of the Options are set out in Section 9.

A description of material provisions of the Constitution are set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of Securityholders.

Voting at a general meeting

At a general meeting of the Company, every Shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and, on a poll, one vote for each fully paid Share held by the Shareholder.

Meetings of members

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

Except as permitted by the Corporations Act, general meetings must be called on at least the minimum number of days' notice required by the Corporations Act (which at the date of this Information Memorandum is 28 days) and otherwise in accordance with the procedures set out in the Corporations Act.

Dividends

The Board may by resolution either:

- declare a dividend and fix the amount, the time for and method of payment; or
- determine a dividend or interim dividend is payable and fix the amount, the time for and method of payment.

Transfer of Shares

Subject to the Constitution, Shares may be transferred by a written instrument of transfer in any usual form or by any other form approved by the Directors.

The Board may, in its absolute discretion, refuse to register a transfer of Shares.

Issue of further shares

Subject to the Corporations Act and the Constitution, the Directors may issue and allot, or dispose, of Shares on terms determined from time to time by the Directors at an issue price that the Directors determine from time to time and to Shareholders whether in proportion to their existing shareholdings or otherwise, or to such other persons as the Directors may determine from time to time. The Directors' power under the Constitution includes the power to grant options to acquire Shares and issue and allot Shares: with any preferential, deferred or special rights, privileges or conditions; with any restrictions in regard to dividend, voting, return of capital or otherwise; which are liable to be redeemed or converted; or which are bonus Shares for whose issue no consideration is payable to the Company.

07.

Details of the Offer

Winding up

Without prejudice to the rights of the holders of Shares issued on special terms and conditions, if the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide among the Shareholders in kind all or any of the Company's assets; and for that purpose, determine how it will carry out the division between the different classes of Shareholders, but the liquidator may not require a Shareholder to accept any Shares or other securities in respect of which there is any liability.

Non-marketable parcels

Where the Company complies with the relevant procedure outlined in the Constitution, the Company may sell the Shares of a Shareholder who holds less than a marketable parcel of Shares.

Share buy-backs

Subject to the Corporations Act, the Company may buy Shares on terms and at times determined by the Board.

Variation of class rights

As of the Offer, the Company's only class of shares on issue will be ordinary shares. The rights attached to any class of Shares may be varied in accordance with the Corporations Act.

Dividend reinvestment plan

The Directors may establish a plan under which Shareholders may elect to reinvest cash dividends paid or payable by the Company, by acquiring by way of issue or transfer (or both) Shares. The Directors have no current intention to establish a dividend reinvestment plan.

Directors – appointment and rotation

Under the Constitution, the minimum number of Directors that may comprise the Board is 3 and the maximum number of Directors is 10 or such lesser number as determined by the Board in accordance with the Corporations. Directors are elected at general meetings of the Company. Retirement will occur on a rotational basis so that no Director (excluding the managing director) holds office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or 3 years, whichever is longer. The Directors may also appoint a Director to fill a casual vacancy on the Board or in addition to the existing Directors, who will then hold office until the next annual general meeting of the Company.

Directors – voting

Questions arising at a meeting of the Board will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter. In the case of an equality of votes on a resolution, the chairperson of the meeting has a casting vote in addition to a deliberative vote.

Directors – remuneration

The Directors, other than an executive Director, will be paid by way of fees for services up to the maximum aggregate sum per annum as may be approved from time to time by the Company in general meeting. The current maximum aggregate sum per annum for fees for Directors is \$600,000 with the initial remuneration of these Directors set out in Section 6.2. Any change to that maximum aggregate sum needs to be approved by Shareholders. Pursuant to the Constitution, non-executive Directors may also be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the Company's business.

07.

Details of the Offer

Indemnities

The Company, to the extent permitted by law, indemnifies every person who is or has been a director or secretary of the Company against any liability incurred by that person as an officer of the Company (including liabilities incurred by the officer as a director or secretary of a subsidiary of the Company where the Company requested the officer to accept that appointment), and reasonable legal costs incurred or allegedly incurred by that person as an officer of the Company (including such legal costs incurred by the officer as an officer of a subsidiary of the Company where the Company requested the officer to accept that appointment). The Company, to the extent permitted by law, may advance to an officer an amount which it might otherwise be liable to pay to the officer in respect of legal costs under the terms of the indemnity outlined above. The Company may enter into a deed with any officer of the Company to give effect to those matters outline in this paragraph.

The Company, to the extent permitted by law, may pay a premium for a contract insuring a person who is or has been a Director against liability incurred by that person as a Director.

Amendment

The Constitution may be amended only by special resolution passed by at least three-quarters of the Shareholders present (in person or by proxy) and entitled to vote on the resolution at a general meeting of the Company.

08.

Terms of Converting Preference Shares

8.1. Form and Issue Price

8.1.1 Form of Preference Shares

Preference Shares are fully paid non-cumulative preference shares in the capital of the Company.

8.1.2 Issue Price

Each Preference Share will be issued by the Company as fully paid at an issue price of \$0.10 (**Issue Price**).

8.2. Register of Holders

8.2.1 Register

The Company must ensure that the Register is maintained and that it records the names of the Preference Shareholders, the number of Preference Shares held and any additional information required by the Corporations Act or the Listing Rules.

8.3. Dividends

8.3.1 Calculation of Dividends

Subject to these Terms, each Preference Share entitles the Holder on a Record Date to receive, on the relevant Dividend Payment Date, a dividend (**Dividend**) payable in cash and calculated according to the following formula:

$$\text{Dividend} = \text{Issue Price} \times 10\% \times \frac{N}{365}$$

where N is, in respect of:

- (a) the first Dividend Payment Date, the number of days from (but excluding) the date of issue of the Preference Share until (and including) the first Dividend Payment Date.
- (b) each subsequent Dividend Payment Date, the number of days from (but excluding) the preceding Dividend Payment Date until (and including) the relevant Dividend Payment Date.

All calculations of Dividends will be rounded down to 2 decimal places. For the purposes of calculating a Holder's aggregate Dividend entitlement, any fraction of a cent will be disregarded.

8.3.2 Unfranked Dividends

Unless otherwise determined by the Company, Dividends will not be franked dividends.

8.3.3 Conditions to payment of Dividends

- (a) the Directors, at their discretion, determining the Dividend to be payable; and
- (b) the Corporations Act and any other law not prohibiting the Company from paying the Dividend.

08.

Terms of Converting Preference Shares

8.3.4 Dividends are non-cumulative Dividends are non-cumulative.

- (a) Dividends are non-cumulative.
- (b) If all or any part of a Dividend is not paid because of the provisions of Clause 3.3 or because of any other reason:
 - (i) the Company has no liability to pay that Dividend;
 - (ii) the Holder has no claim in respect of that non-payment; and
 - (iii) such non-payment does not constitute an event of default.
- (c) No interest accrues on any unpaid Dividends and Holders have no claim or entitlement in respect of interest on any unpaid Dividends.

8.3.5 Dividend Payment Dates

Subject to this clause 3, Dividends will be payable in arrears on the following dates (each a **Dividend Payment Date**):

- (a) each 31 May and 30 November of each year commencing on 30 November 2018 until the Preference Shares are Converted; and
- (b) on the Conversion Date on which such of that Preference Shares are Converted, if that Conversion Date is not 31 May or 30 November.

If a Dividend Payment Date is a day which is not a Business Day, then the Dividend Payment Date becomes the next day which is a Business Day.

8.3.6 Record Dates

A Dividend is only payable on a Dividend Payment Date to those persons registered as Holders on the Record Date for that Dividend.

8.3.7 Restrictions in the case of non-payment

Subject to Clause 3.8, if for any reason a Dividend has not been paid in full within 20 Business Days after the relevant Dividend Payment Date, the Company must not, until and including the next Dividend Payment Date:

- (a) declare, determine to pay or pay a dividend on any Ordinary Shares; or
 - (b) buy back or reduce capital on any Ordinary Shares,
- unless:
- (c) all Preference Shares have been Converted; or
 - (d) a Special Resolution has been passed approving such action.

08.

Terms of Converting Preference Shares

8.3.8 Exclusions from restrictions in case of non-payment

The restrictions in Clause 3.7 do not apply:

- (a) to a buy-back or capital reduction in connection with any employment contract, employee share scheme, benefit plan or other similar arrangement with or for the benefit of any one or more employees, officers, directors or consultants of the Company or any of its subsidiaries; or
- (b) to the extent that at the time a Dividend has not been paid on the relevant Dividend Payment Date, the Company is legally obliged to pay on or after that date any ordinary share dividend or complete on or after that date a buy-back or capital reduction.

8.3.9 Dividends on Preference Shares are preferred

Preference Shareholders are entitled (subject to these Terms) to receive Dividends:

- (a) in priority to holders of Ordinary Shares; and
- (b) equally with the holders of shares which rank or are expressed to rank for payments of dividends equally with Preference Shares.

8.4. Conversion

8.4.1 Conversion rights

- (a) Holders have no right to seek or initiate Conversion.
- (b) The Company may Convert the Preference Shares to Ordinary Shares on the occurrence of a Tax Event, a Regulatory Event or an Acquisition Event or on an Optional Conversion Date in accordance with Clause 4.2.

8.4.2 Conversion by Company

- (a) The Company may serve a Conversion Notice:
 - (i) in respect of some or all of the Preference Shares, following the occurrence of a Tax Event or Regulatory Event;
 - (ii) in respect of all (but not some only) of the Preference Shares, following the occurrence of an Acquisition Event; and
 - (iii) in respect of some or all of the Preference Shares, on any Optional Conversion Date.
- (b) The Company must notify Holders of the occurrence of an Acquisition Event by announcement to the Exchange (or, while the Company is not a Listed Company, by written notice to the Holders) as soon as practicable after becoming aware of the occurrence of that Acquisition Event.
- (c) Where the Company has elected to serve a Conversion Notice under Clause 4.2(a), the Company must serve the Conversion Notice:
 - (i) subject to Clauses 4.2(c)(ii) and 4.2(c)(iii), no later than 20 Business Days after the occurrence of the Tax Event or the Regulatory Event;
 - (ii) in respect of an Acquisition Event, no later than the 10th Business Day immediately following the Acquisition Event; or
 - (iii) in respect of an Optional Conversion Date, no later than the 25th Business Day, and no earlier than the 35th Business Day, preceding the Optional Conversion Date.

08.

Terms of Converting Preference Shares

- (d) If the Company serves a Conversion Notice under Clause 4.2(a)(i) or 4.2(a)(ii), the Conversion Date is the date stated in the Conversion Notice provided that the Conversion Date is a Business Day that is no earlier than 25 Business Days and no later than 30 Business Days after the date of the Conversion Notice.
- (e) If an Acquisition Event occurs and the Company has not issued a Conversion Notice under Clause 4.2(a)(ii) within 10 Business Days after the Acquisition Event, the Company must Convert all Preference Shares on issue into Ordinary Shares in accordance with Clauses 4.4 and 4.5 on the Business Day prior to the date reasonably determined by the Company to be the last date on which holders of Ordinary Shares can participate in the bid or scheme concerned or such earlier date as the Company may reasonably determine having regard to the timing for implementation of the bid or scheme concerned (**Acquisition Event Conversion Date**).

8.4.3 Conversion Notice irrevocable

A Conversion Notice given by the Company under Clause 4.2(a) is irrevocable and may include any other information that the Company considers necessary or appropriate to effect the Conversion or Redemption in an orderly manner.

8.4.4 Meaning of Conversion

Preference Shares, on Conversion, confer all the rights attaching to Ordinary Shares but these rights do not take effect until 5.00pm (Sydney time) on the Conversion Date. At that time:

- (a) all other rights conferred or restrictions imposed upon the Preference Share under these Terms will cease to have effect (except where the Conversion occurred after the relevant Record Date for a declared but unpaid Dividend, in which case the right to payment will subsist); and
- (b) each converted Preference Share will rank equally with all other fully paid Ordinary Shares then on issue and the Company will procure that a statement is issued that the Holder of those shares holds a share so ranking.

The variation of the status of, and the rights attaching to, a Preference share under this Clause 4.4 and any allotment of additional Ordinary Shares under Clause 4.5 is, for the purposes of these Terms, together termed 'Conversion'. Conversion does not constitute cancellation, redemption, buy-back or termination of a Preference Share or an issue, allotment or creation of a new share.

8.4.5 Conversion and issue of Ordinary Shares

- (a) Subject to this Clause 4.5, on the Conversion Date in respect of any Conversion, each Preference Share being Converted will Convert into 1.5 fully paid Ordinary Shares.
- (b) The number of Ordinary Shares into which Preference Shares will be Converted will be adjusted in the following circumstances:
- (i) if there is a pro rata issue (except a bonus issue) to the holders of the Ordinary Shares then the number of Ordinary Shares into which each Preference Share will be converted into will be adjusted as follows:

$$\text{NCR} = \text{PCR} \times \left(1 + \left(\frac{\text{VWAP} - \text{DP}}{\text{IP}} \right) \right)$$

where:

NCR means the new ratio as to the number of Ordinary Shares into which each Preference Share will be converted.

PCR means the ratio of the number of Ordinary Shares into which each Preference Share converted immediately prior to the pro rata issue. (This will be 1.5 unless a pro rata issue, bonus issue or reconstruction, consolidation, division or reclassified has previously adjusted this ratio under this Clause 4).

08.

Terms of Converting Preference Shares

VWAP means:

- (A) while the Company is a Listed Company, the volume weighted average price of the Company's Ordinary Shares for the 20 trading days immediately before the announcement of the pro-rata issue; and
- (B) otherwise, the fair market value of Ordinary Shares immediately before the announcement of the pro-rata issue.

IP means the Issue Price.

DP means the fully diluted ex-price, calculated as follows:

$$DP = \frac{(OS \times VWAP) + (IS \times PRIP)}{OS + IS}$$

where:

OS means the total number of Ordinary Shares on issue immediately before the announcement of the pro rata issue;

IS means the total number of Ordinary Shares to be issued under the pro rata issue

PRIP means the issue price of each Ordinary Share under the pro rata issue or in the case of a non cash issue price the cash price equivalent value determined by the Directors.

- (ii) If there is a bonus issue to the holders of the Ordinary Shares, the number of Ordinary Shares into which the Preference Shares are convertible will be increased by the number of Ordinary Shares which the Holder of the Preference Shares would have received if the Preference Shares had been converted before the record date of the bonus issue.
- (c) Where the total number of Ordinary Shares that a Preference Shareholder is entitled to in respect of the total number of Preference Shares being Converted at that time includes a fraction, that fraction will be disregarded.

8.4.6 Discretion in adjustment of conversion mechanism

Where:

- (a) under any of the adjustment provisions set out in Clause 4, the number of additional Ordinary Shares to be issued on Conversion of the Preference Shares is not, in the reasonable opinion of the Directors, appropriate in any particular circumstances (including for the reason that more than one adjustment provision applies to a particular occurrence);
- (b) the Company makes a distribution other than by way of dividend in the ordinary course of business or makes a pro rata offer to holders of Ordinary Shares to subscribe for, or purchase, securities in any company other than the Company in a way which does not, in the reasonable opinion of the Directors, result in an appropriate adjustment to the number of Ordinary Shares that each Preference Share converts into; or
- (c) any other event occurs in relation to the Company that may have a diluting or concentrative effect on the value of the Ordinary Shares,

and the Directors determine that any such occurrence would, in the reasonable opinion of the Directors, affect the relative values of the Preference Shares and the Ordinary Shares, the Directors may:

- (d) make such alterations to the number of Ordinary Shares that each Preference Share converts into as the Directors reasonably consider appropriate or necessary to maintain that relativity; or
- (e) extend an entitlement to the Holders to participate in such distribution or pro rata offer based upon the number of Ordinary Shares to which those holders would have been entitled if their Preference Shares had been converted on a date nominated by the Directors.

08.

Terms of Converting Preference Shares

8.5. General Rights

8.5.1 Ranking

- (a) Preference Shares rank equally amongst themselves in all respects.
- (b) Preference Shares are subordinated to all creditors of the Company in respect of:
 - (i) return of capital (subject to these Terms, not exceeding the Issue Price for each Preference Share); and
 - (ii) payment of any Dividends determined by the Directors to be paid and which are due but unpaid.

8.5.2 Return of capital on a winding up

If there is a return of capital on a winding up of the Company, Holders will be entitled to receive out of the assets of the Company available for distribution to holders of shares and securities of the Company, in respect of each Preference Share held, a cash payment equal to the sum of:

- (a) the amount of any Dividend which has been determined by the Directors to be paid and is due but unpaid; and
- (b) the Issue Price,

before any return of capital is made to holders of Ordinary Shares or any other class of shares ranking behind the Preference Shares.

8.5.3 Shortfall on a winding up

If, upon a winding up of the Company, there are insufficient funds to pay in full the amounts referred to in Clause 5.2 and the amounts payable in respect of any other shares in the Company ranking as to such distribution equally with the Preference Shares on a winding up of the Company, Holders and the holders of any such other shares will share in any distribution of assets of the Company in proportion to the amounts to which they are entitled respectively.

8.5.4 Participation in surplus assets and profits

The Preference Shares do not confer on Holders any further right to participate in the surplus assets of the Company on a winding up or in the property or profits of the Company beyond the rights set out in these Terms.

8.5.5 Restrictions on other issues

- (a) The issue by the Company of any other preference shares which rank in priority to the Preference Shares in respect of dividends or return of capital on a winding up constitutes an alteration of the rights attached to the Preference Shares. Accordingly, unless and until all the Preference Shares have been Converted, the Company must not, without approval of a Special Resolution, issue, or permit the conversion of any existing shares ranking in priority to the Preference Shares as to dividends or return of capital on winding up.
- (b) The Directors are at all times authorised to issue further Preference Shares or other securities ranking equally or behind any existing Preference Shares as to dividends or return of capital on winding up without approval of a Special Resolution. Such an issue does not constitute a variation or cancellation of the rights attached to the then existing Preference Shares.

08.

Terms of Converting Preference Shares

8.5.6 Non-redeemable

The Preference Shares are non-redeemable.

8.5.7 Buy-backs

The Company may purchase on-market or otherwise conduct a buy-back in relation to Preference Shares at any time and at any price.

8.5.8 No other rights

- (a) The Preference Shares do not confer on Holders any right to participate in profits or property of the Company except as set out in these Terms.
- (b) The Preference Shares do not confer on Holders any right to subscribe for new securities in the Company or to participate in any bonus issues of securities of the Company.

8.6. Voting and Other Rights

8.6.1 Meetings

A Holder will have the same rights as the holders of Ordinary Shares with respect to receiving notices of general meetings, reports and audited accounts and attending the Company's general meetings.

8.6.2 Notice and Attendance

- (a) While the Company is a Listed Company, a Holder of a Preference Share is entitled to vote at a general meeting of the Company in each of the following circumstances and in no others:
 - (i) during a period during which a dividend (or part of a dividend) in respect of the Preference Share is in arrears;
 - (ii) on a proposal to reduce the share capital of the Company;
 - (iii) on a resolution to approve the terms of a share buy-back agreement;
 - (iv) on a proposal that affects rights attached to the Preference Shares;
 - (v) on a proposal to wind up the Company;
 - (vi) on a proposal for the disposal of the whole of the Company's property, business and undertaking; and
 - (vii) during the winding up of the Company.
- (b) While the Company is not a Listed Company, a Holder will have the same rights as the holders of Ordinary Shares with respect to voting at a general meeting of the Company.

8.6.3 Votes

At a general meeting of the Company, Holders are entitled:

- (a) on a show of hands, to exercise one vote on a resolution on which Holder is entitled to vote under Clause 6.2; and
- (b) if a poll is conducted on a resolution on which a Holder is entitled to vote under Clause 6.2, the Holder has 1 vote for each Preference Share held.

08.

Terms of Converting Preference Shares

8.6.4 No right to apply for the winding-up of the Company

Each Holder acknowledges and agrees that a Holder has no right to apply for the Company to be wound up, or placed in administration, or to cause a receiver, or a receiver and manager, to be appointed in respect of the Company merely on the grounds that the Company does not pay a Dividend when scheduled in respect of Preference Shares.

8.6.5 No events of default

Each Holder acknowledges and agrees that these Terms contain no events of default. Accordingly (but without limitation) failure to pay in full, for any reason, a Dividend on the scheduled Dividend Payment Date will not constitute an event of default.

8.7. Payments

8.7.1 Manner of payment

Monies payable by the Company to a Holder in respect of a Preference Share will be paid in dollars in any manner the Company decides from time to time, including:

- (a) by any method of direct credit determined by the Company to the Holder or Holders shown on the Register or to such person or place acceptable to the Company as directed by them; or
- (b) by cheque sent by prepaid post on the scheduled payment date, at the risk of the registered Holder, to the Holder (or to the first named joint holder of the Preference Share) at its address appearing in the Register.

Cheques sent on the scheduled payment date to the nominated address of a Holder will be taken to have been received by the Holder on that date and no further amount will be payable by the Company in respect of the Preference Share as a result of the Holder not receiving payment on that date.

8.7.2 Holders entitled to payment

Monies payable by the Company in respect of a Preference Share shall be paid in the case of a payment of a Dividend, to the Holder appearing in the Register at the close of business on the Record Date, unless otherwise required by the Listing Rules (if applicable).

8.7.3 Unpresented cheques

Cheques issued by the Company that are not presented within six months of being issued or such lesser period as determined by the Company may be cancelled. Where a cheque which is cancelled was drawn in favour of a Holder, the moneys are to be held by the Company for the Holder in a non-interest bearing deposit in a bank selected by the Company or paid by the Company according to the legislation relating to unclaimed moneys.

08.

Terms of Converting Preference Shares

8.7.4 Unsuccessful attempts to pay – other

Subject to applicable law and the Listing Rules (if applicable), where the Company:

- (a) decides that an amount is to be paid to a Holder by a method of direct credit and the Holder has not given a direction as to where amounts are to be paid by that method;
- (b) attempts to pay an amount to a Holder by direct credit, electronic transfer of funds or any other means and the transfer is unsuccessful; or
- (c) has made reasonable efforts to locate a Holder but is unable to do so,

then in each case, the amount is to be held by the Company for the Holder in a non-interest bearing deposit with a bank selected by the Company until the Holder or any legal personal representative of the Holder claims the amount or the amount is paid by the Company according to the legislation relating to unclaimed moneys.

8.7.5 Payment to joint Holders

A payment to any one of joint Holders will discharge the Company's liability in respect of the payment.

8.7.6 Time limit for claims

A claim against the Company for payment according to these Terms is void, to the fullest extent permitted by applicable law, unless made within five years of the date for payment.

8.7.7 Calculations and rounding of payments

Unless otherwise specified in these Terms:

- (a) all calculations of amounts payable in respect of a Preference Share will be rounded to four decimal places; and
- (b) for the purposes of making payment to a Holder in respect of the Holder's aggregate holding of Preference Share, any fraction of a cent will be disregarded.

8.7.8 Deductions

- (a) The Company may deduct from any amount payable in respect of Preference Share the amount of any withholding or other tax, duty or levy required by law or by any administrative practice or procedure of any authority to be deducted in respect of such amount. If any such deduction has been made and the amount of the deduction accounted for by the Company to the relevant authority and the balance of the amount payable has been paid to the relevant Holder, then the full amount payable to such Holder shall be deemed to have been duly paid and satisfied by the Company.
- (b) The Company shall pay the full amount required to be deducted to the relevant authority within the time allowed for such payment without incurring any penalty under the applicable law and shall, if required by any Holder, deliver to that Holder the relevant receipt issued by the authority after it is received by the Company.

08.

Terms of Converting Preference Shares

8.8. Listing and Quotation

8.8.1 Quotation

If the Company is or becomes a Listed Company, the Company will apply for quotation of the Preference Shares on the Exchange and will use all reasonable endeavours to obtain quotation.

8.9. Amendment to Terms

8.9.1 Amendment

Subject to complying with all applicable laws, the Company may amend or add to these Terms:

(a) without the authority, assent or approval of Holders, if such amendment or addition is, in the opinion of the Company:

- (i) of a formal, minor or technical nature;
- (ii) made to cure any ambiguity or correct any manifest error;
- (iii) is necessary or expedient for the purposes of enabling Preference Shares to be:
 - (A) listed, or to retain quotation, on any securities exchange (including, without limitation, in connection with any change in the principal securities exchange on which Ordinary Shares are listed);
 - (B) lodged in a clearing system or to remain lodged in a clearing system; or
 - (C) offered for subscription or for sale under the laws for the time being in force in any place;
- (iv) is necessary or expedient to comply with:
 - (A) the provisions of any statute or the requirements of any statutory authority; or
 - (B) the Listing Rules (if applicable) or the listing or quotation requirements of any securities exchange on which the Company may propose to seek a listing of Preference Shares;
- (v) amends any date or time period stated, required or permitted in connection with any Conversion on the occurrence of a Tax Event, a Regulatory Event or an Acquisition Event; or
- (vi) not likely (taken as whole or in conjunction with all other modifications if any to be made contemporaneously with that modification) to be materially prejudicial to the interests of the Holders; and

(b) otherwise, with the approval of a Special Resolution,

and such amendment or addition will be taken to bind all Holders from the date of the amendment or addition, or from an effective date specified in connection with the amendment or addition.

8.9.2 Procedures

The provisions of the Company's constitution relating to general meetings apply so far as they are capable of application, and with any necessary modifications, to every meeting of Holders.

08.

Terms of Converting Preference Shares

8.10. Governing Law and Jurisdiction

8.10.1 Governing law

The Preference Shares and these Terms are governed by and shall be construed in accordance with the laws of the State of New South Wales, Australia.

8.10.2 Jurisdiction

The Company and each Holder submits to the non-exclusive jurisdiction of the courts of the State of New South Wales, Australia for the purposes of any legal proceedings arising out of these Terms.

8.11. Definitions and Interpretation

8.11.1 Definitions

In these Terms the following terms have the meaning set out below:

Acquisition Event means:

- (a) a takeover bid is made to acquire all or some Ordinary Shares and the offer is, or becomes, unconditional and the bidder has a relevant interest in more than 50% of the Ordinary Shares on issue; or
- (b) a court orders one or more meetings to be convened to approve a scheme of arrangement under Part 5.1 of the Corporations Act, which scheme would result in a person having a relevant interest in more than 50% of the Ordinary Shares that will be on issue after the scheme is implemented and the relevant classes of members pass a resolution approving the scheme.

Acquisition Event Conversion Date has the meaning given in Clause 4.2(e).

ASX means ASX Limited (ACN 008 624 691).

Business Day means a day other than a Saturday, Sunday or public holiday on which banks are open for normal banking business in Sydney, New South Wales.

Company means Seer Asset Management Limited (ACN 622 483 041).

Constitution means the constitution of the Company.

Conversion has the meaning given in Clause 4.4 and **Convert** and **Converted** have corresponding meanings.

Conversion Date means the Acquisition Event Conversion Date or the date on which Conversion is to occur as notified in the Conversion Notice under Clause 4.2(d), as the context requires.

Conversion Notice means a notice given by the Company to a Holder under Clause 4.2 specifying that their Preference Shares will be Converted.

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

Director means a director of the Company.

Dividend has the meaning given in Clause 3.1.

Dividend Payment Date has the meaning given to that term in Clause 3.5, whether or not a Dividend is paid on that date.

08.

Terms of Converting Preference Shares

Exchange means:

- (a) if the Company is admitted to, and not removed from, the official list of entities of ASX, means ASX; and
- (b) if the Company is admitted to, and not removed from, the official list of entities of NSX, means NSX.

Holder means a person whose name is for the time being entered in the Register as the holder of a Preference Share.

Issue Date means the date on which the issue and allotment of Preference Shares to successful applicants is completed, in accordance with these Terms.

Issue Price means \$0.10.

Listed Company means a company admitted to, and not removed from, the official list of entities of ASX or NSX.

Listing Rules means the listing rules of the Exchange.

NSX means National Stock Exchange of Australia Limited (ACN 000 902 063).

Optional Conversion Date means any date falling on or after 31 May 2020.

Ordinary Share means a fully paid ordinary share in the Company.

Ordinary Shareholder means a person whose name is registered as the holder of an Ordinary Share.

Preference Share means a converting non-cumulative preference share in the capital of the Company issued in accordance with these Terms.

Record Date means, for payment of a Dividend, the date which is 8 calendar days before the Dividend Payment Date for that Dividend, or such other date as may be required by the Exchange (if any) and adopted by the Company.

Register means the register of the holders of Preference Shares maintained by the Company or its agent.

Regulatory Event means the receipt by the Directors of an opinion from a reputable legal counsel that, as a result of any amendment to, clarification of or change (including any announcement of a change that is to be introduced) in any law or regulation of Australia or any official administrative pronouncement or action (including any prudential standard, limit or other restriction) or judicial decision interpreting or applying such laws or regulations which amendment, clarification or change is effective, or pronouncement, action or decision is announced, on or after the Issue Date (whether or not the subject of a notice or announcement prior to that date) (including clarification that does not change the law but differs from the Company's understanding of the law at the Issue Date), additional requirements would be imposed on the Company in relation to or in connection with Preference Shares, or there would be a negative impact on the Company or Holders, in each case which the Company determines, in its absolute discretion, to be unacceptable.

Special Resolution means:

- (a) a resolution passed at a meeting of Preference Shareholders by a majority of at least 75% of the votes validly cast by Preference Shareholders in person or by proxy and entitled to vote on the resolution; or
- (b) the written approval of Preference Shareholders holding at least 75% of the Preference Shares.

08.

Terms of Converting Preference Shares

Tax Event means the receipt by the Directors of an opinion from a reputable legal counsel or other tax adviser in Australia, experienced in such matters to the effect that, as a result of:

- (a) any amendment to, clarification of, or change (including any announcement of a change that is to be introduced) in, the laws or treaties or any regulations of Australia or any political subdivision or taxing authority of Australia affecting taxation in Australia;
- (b) any judicial decision, official administrative pronouncement, published or private ruling, regulatory procedure, notice or announcement (including any notice or announcement of intent to adopt such procedures or regulations) affecting taxation in Australia (**Administrative Action**);
- (c) any amendment to, clarification of, or change in an Administrative Action that provides for a position that differs from the current generally accepted position; or
- (d) a challenge by the Australian Taxation Office in relation to (or in connection with) Preference Shares which is asserted or threatened in writing,

in each case, by any legislative body, court, governmental authority (including, without limitation, a tax authority) or regulatory body, irrespective of the manner in which such amendment, clarification, change, challenge or Administrative Action is made known, which amendment, clarification, change, challenge or Administrative Action is effective, or which pronouncement or decision is announced, on or after the Issue Date (whether or not the subject of a notice or announcement prior to that date), there is more than an insubstantial risk which the Directors determine (having received all approvals they consider in their absolute discretion to be necessary) at their absolute discretion to be unacceptable that the Company would be exposed to more than a de minimis increase in its costs (including without limitation through the imposition of any taxes, duties, assessments or other charges) in relation to the Preference Shares or any holder of Preference Shares would be exposed to such an increase in relation to the Preference Shares.

Terms means these terms and conditions of issue of the Preference Shares.

8.11.2 Interpretation

- (a) Definitions and interpretations under the Constitution will also apply to these Terms, subject to Clause 11.2(b), unless the contrary intention is expressed.
- (b) Unless the context otherwise requires, if there is any inconsistency between the provisions of these Terms and the Constitution, then, to the maximum extent permitted by law, the provisions of these Terms will prevail.
- (c) Unless otherwise specified, the Directors may exercise all powers of the Company under these Terms as are not by the Corporations Act or by the Constitution required to be exercised by the Company in a general meeting.
- (d) Notices may be given by the Company to a Holder in the manner described by the Constitution for the giving of notices to members of the Company and the relevant provisions of the Constitution apply with all necessary modification to notices to Holders.
- (e) Unless otherwise specified, a reference to a Clause is a reference to a Clause of these Terms.
- (f) If a calculation is required under these Terms, unless the contrary intention is expressed, the calculation will be rounded down to 2 decimal places.
- (g) If a payment is required to be made under these Terms, unless the contrary intention is expressed, the payment will be made in Australian dollars only.
- (h) The terms “takeover bid”, “relevant interest”, “scheme of arrangement”, “buy-back” and “on-market buy-back” when used in these Terms have the meaning given in the Corporations Act.
- (i) Headings and boldings are for convenience only and do not affect the interpretation of these Terms.

08.

Terms of Converting Preference Shares

- (j) The singular includes the plural and vice versa.
- (k) A reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them.
- (l) If an event under these Terms must occur on a stipulated day which is not a Business Day, then the event will be done on the next Business Day.
- (m) A reference to \$, dollars or cents is a reference to the lawful currency of Australia.
- (n) A reference to time in these Terms is a reference to Sydney, New South Wales, Australia time.

09. Terms of Options

9.1. Entitlement

Each option issued on these terms (**Option**) entitles the holder to subscribe for one fully paid ordinary share (**Share**) in the capital of Seer Asset Management Limited (ACN 622 483 041) (**Company**) upon exercise of the Option.

9.2. Exercise Price

Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.20 (**Exercise Price**).

9.3. Expiry Date

Each Option will expire at 5:00 pm (AEDT) on 30 June 2023 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

9.4. Exercise Period

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

9.5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

9.6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

9.7. Timing of Issue of Shares on Exercise

Within 15 Business Days after the later of the following:

- (a) the Exercise Date; and
- (b) if the Company is admitted to, and not removed from, the official list of entities of ASX Limited (**ASX**) or National Stock Exchange of Australia Limited (ACN 000 902 063) (**NSX**) at the time, when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information, but in any case no later than 30 Business Days after the Exercise Date, the Company will:
 - (c) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (d) if the Company is admitted to, and not removed from, the official list of entities of ASX or NSX at the time, apply for official quotation on ASX or NSX (as relevant) of Shares issued pursuant to the exercise of the Options.

09. Terms of Options

9.8. Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9.9. Reconstructions of Capital

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with, and to the extent necessary to comply with, the Corporations Act and the Listing Rules at the time of the reconstruction.

9.10. Participation in New Issues

- (a) While the Company is not admitted to the official list of entities of ASX or NSX, the holder of an Option will be entitled to participate in a bonus issue (but not a rights issue or any other new issue of capital) made to Shareholders during the currency of the Option without exercising the Option and on the same basis as if the Option were a Share.
- (b) Otherwise, there are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

9.11. Change in Exercise Price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

9.12. Quotation

If the Company is or becomes admitted to the official list of entities of ASX or NSX, the Company will apply for quotation of the Options on ASX or NSX (as relevant) and will use all reasonable endeavours to obtain quotation.

9.13. Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or NSX or under applicable Australian securities laws.

10. Additional information

10.1. Registration

The Company was registered in New South Wales, Australia on 26 October 2017 as a proprietary company.

The Company will be taxed as an Australian tax resident public company for the purpose of Australian income tax law.

10.2. Corporate structure

The following diagram shows a high level corporate structure of the Company on Completion.

During the raising under this Information Memorandum, Seer will be establishing the following corporate structure and key relationships:



- **Seer Nominees Pty Ltd (SN)** – As a wholly owned subsidiary, will act as trustee for the funds and will appoint SAM as the investment manager.
- **Seer Asset Management Ltd (SAM)** – will be appointed as the Investment Manager for the funds. It will appoint an independent Investment Committee and Panel of experts to govern the underlying investment strategies.

It will appoint sub managers to run the deal origination, research, day to day fund management role and from time to time external experts.

- **Seer Alternative Assets Pty Ltd (SAA)** – As a wholly owned subsidiary, SAA will be appointed as the sub-investment manager for the alternative asset funds and will undertake the investment management duties for the corresponding funds.
- **LeSage Asset Management Pty Ltd (LAM)** – Seer will hold a controlling interest in LAM and will appoint LAM as the sub investment manager for the Seer Sustainable Global Fund and will undertake the investment management duties the corresponding funds.

SN will be appointed as a corporate authorised representative under Lanterne Strategic Investors licence.

SAM will be appointed as a corporate authorised representative under Le Messurier Securities Pty Ltd Licence.

At the launch of the fund SN will enter into third party agreements to provide the services of custodian, funds administration and prime brokers.

10. Additional information

10.3. Summary of material contracts

Due to the start up nature of Seer it has not entered into material contracts, it has set up the required relationships and has negotiated terms of appointment and engagement. It will enter into these arrangements prior to the launch of the Seer Sustainable Global Fund or any other Seer Funds.

10.4. Contract summaries

Summaries of contracts set out in this Information Memorandum are included for the information of potential investors but do not purport to be complete and are qualified by the text of the contracts themselves.

10.5. Photographs and diagrams

Photographs and diagrams used in this Information Memorandum that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this Information Memorandum or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Information Memorandum are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the Information Memorandum Date.

10.6. Governing law

This Information Memorandum and the contracts that arise from the acceptance of the applications and bids under this Information Memorandum are governed by the law applicable in New South Wales and each applicant and bidder submits to the exclusive jurisdiction of the courts of New South Wales.

10.7. Statement of Directors

The issue of this Information Memorandum has been authorised by each Director. Each Director has consented to lodgement of this Information Memorandum and issue of this Information Memorandum and has not withdrawn that consent.

11. Glossary

TERM

\$ or A\$	Australian dollars
Acquisition Event	The meaning given to that term in clause 11 of the CPS Terms
AEST	Australian Eastern Standard Time
Applicant	A person who submits an Application
Application	An application made to subscribe for Converting Preference Shares and Options offered under this Information Memorandum
Application Form	The application form attached to or accompanying this Information Memorandum or made available on our website
Application Monies or Application Amount	The amount accompanying an Application Form submitted by an investor
ASIC	Australian Securities and Investment Commission
ASX	Australian Securities Exchange
Board or Board of Directors	The board of directors of the Company
Chairman	Chairman of the Board of Directors
Closing Date	The date by which Applications must be lodged for the Offer, being 30 June 2018. This date may be varied by the Company and the Underwriter, without prior notice
Company	Seer Asset Management Ltd
Completion	The completion of the Offer, being the date upon which Converting Preference Shares and Options are issued to successful Applicants in accordance with the terms of the Offer
Constitution	The constitution of the Company
Corporations Act	<i>Corporations Act 2001 (Cth)</i>
Converting Preference Shares	A fully paid converting preference share in the capital of the Company on the Terms
CPS Terms	The terms of the Converting Preference Shares as set out in Section 8
Director	A member of the Board
Existing Securities	The Shares held by the Existing Securityholders as at the date of this Information Memorandum
Existing Securityholders	The Securityholders of the Company as at the date of this Information Memorandum
GST	Goods and services or similar tax imposed in Australia
Information Memorandum	This document (including the electronic form of this Information Memorandum) and any supplementary or replacement Information Memorandum in relation to this document

11. Glossary

TERM

Offer	The Offer under this Information Memorandum of Converting Preference Shares and Options for issue by the Company
Offer Period	The period from the date on which the Offer opens on 16 May 2018 until the Closing Date
Offer Price	\$0.10 per Converting Preference Share
Option	An option to acquire one Ordinary Share on the terms set out in Section 9
Ordinary Share	A fully paid ordinary share in the capital of the Company
Regulatory Event	The meaning given to that term in clause 11 of the CPS Terms
Section	A section of this Information Memorandum
Securities	Ordinary Shares, Converting Preference Shares and Options
Securityholder	A holder of Securities
Seer and Seer Asset Management	Seer Asset Management Ltd (ACN 622 483 041)
Seer Funds	The funds that Seer intends to establish, as outlined in Section 3.2
Shareholder	A holder of an Ordinary Share
Tax Event	The meaning given to that term in clause 11 of the CPS Terms

CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities can hold Shares. The application must be in the name of a natural person(s), companies or other legal entities acceptable by the Company. At least one full given name and surname is required for each natural person.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual	Mr John Richard Sample	J R Sample
Joint Holdings	Mr John Richard Sample & Mrs Anne Sample	John Richard & Anne Sample
Company	ABC Pty Ltd	ABC P/L or ABC Co
Trusts	Mr John Richard Sample <Sample Family A/C>	John Sample Family Trust
Superannuation Funds	Mr John Sample & Mrs Anne Sample <Sample Family Super A/C>	John & Anne Superannuation Fund
Partnerships	Mr John Sample & Mr Richard Sample <Sample & Son A/C>	John Sample & Son
Clubs/Unincorporated Bodies	Mr John Sample < Food Health Club A/C>	Food Health Club
Deceased Estates	Mr John Sample <Estate Late Anne Sample A/C>	Anne Sample (Deceased)

INSTRUCTIONS FOR COMPLETING THE FORM

YOU SHOULD READ THE INFORMATION MEMORANDUM CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM.

This is an Application Form for Converting Preference Shares and Options ('Securities') in Seer Asset Management Limited (ACN 622 483 041) ('Company'), made under the terms set out in the Information Memorandum dated X Month 2018.

The Information Memorandum contains important information relevant to your decision to invest and you should read the entire Information Memorandum before applying for Securities. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Information Memorandum and any supplementary Information Memorandum (if applicable).

- Converting Preference Shares applied for & payment amount** - Enter the number of Converting Preference Shares you wish to apply for. Your application must be for a minimum of 20,000 (A\$2,000). Applications for greater than 20,000 Converting Preference Shares must be in multiples of 10,000 (A\$1,000). Next, enter the amount of the Application Monies payable. To calculate this amount, multiply the number of Converting Preference Shares applied for by the offer price, which is A\$0.10 per share.
- Applicant name(s) and postal address** - Note that ONLY legal entities can hold Converting Preference Shares. The application must be in the name of a natural person(s), companies or other legal entities acceptable by the Company. At least one full given name and surname is required for each natural person. You should refer to the table above for the correct forms of registrable title(s). Applicants using the wrong form of names may be rejected. Next, enter your postal address for the registration of your holding and all correspondence. Only one address can be recorded against a holding.
- Contact Details** - Please provide your contact details for us to contact you between 9:00am AEST and 5:00pm AEST should we need to speak to you about your application. In providing your email address you elect to receive electronic communications. You can change your communication preferences at any time by logging in to the Investor Portal accessible at <https://investor.automic.com.au/#/home>
- TFN/ABN/Exemption** - If you wish to have your Tax File Number, ABN or Exemption registered against your holding, please enter the details. Collection of TFN's is authorised by taxation laws but quotation is not compulsory and it will not affect your Application.
- Payment** - Payments for applications made through this application form can only be made by cheque. Payment can be made by both BPAY and EFT but only by making an online application, which can be accessed by following the web address provided on the front of the application form. **Do not forward cash with this Application Form as it will not be accepted.**
Your cheque must be made payable to "Seer Asset Management Limited" and drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable". Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid. Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

DECLARATIONS

BY SUBMITTING THIS APPLICATION FORM WITH THE APPLICATION MONIES, YOU DECLARE THAT:

- all details and statements made on the form are complete and accurate;
- where information has been provided about another individual, that individual's consent has been obtained to transfer the information to the Company;
- the Company and their respective officers and agents are authorised to do anything on your behalf (including the completion and execution of documents) to enable the Securities to be allocated to you;
- neither the Company nor any person or entity guarantees any particular rate of return on the Securities, nor do they guarantee the repayment of capital;
- you have read Information Memorandum to which this application form applies and agree to be become a member of the Company and be bound by the terms and conditions of the Information Memorandum and the constitution of the Company;
- you have read and understood the Information Memorandum and where appropriate have obtained your own independent financial investment advice. If this is a joint application each of you agrees your investment is held as joint tenants;
- you are a sophisticated investor within the meaning of section 708(8) or (10) of the Corporations Act or a professional investors within the meaning of section 708(11) of the Corporations Act, or are otherwise a person to whom an offer may be made without disclosure under Chapter 6D of the Corporations Act (other than section 708(1)) and are therefore eligible to apply for and hold shares in the Company;
- you are eligible under all applicable securities laws to receive an offer under the Offer without any requirement for a prospectus or offer document to be lodged or registered and without the Company breaching any securities laws;
- you have not relied on any statements or representations made by anybody (including the Company, its associates and their respective officers, employees or agents) prior to making this application and have conducted your own due diligence and enquiries on the prospects of the investment, including obtaining third party advice where necessary;
- you acknowledge that the Company may accept or reject this application in whole or in part and has absolute discretion to allocate Securities as it sees fit and that you will not receive any interest if your application is surplus or not accepted.

LODGEMENT INSTRUCTIONS

The Offer opens at 9.00am (AEST) on XX Month 2018 and is expected to close at 5.00pm (AEST) on XX Month 2018. The Company may elect to extend the Offer or close it (after the Offer is open) at any earlier date and time, without further notice. Applicants are therefore encouraged to submit their Applications as early as possible. Completed Application Forms and cheques must be:

POSTED TO:	DELIVERED TO (during business hours only - 9am to 5pm (AEST)):
Seer Asset Management Limited C/- Automic PO Box 2226 STRAWBERRY HILLS NSW 2012	Seer Asset Management Limited C/- Automic Level 3, 50 Holt Street SURRY HILLS NSW 2010

Your Application Form must be received by Automic no later than 5.00pm (AEST) XX Month 2018

If you have any enquiries in respect of this Application, please contact Automic by either phone on 1300 288 664 or at corporate.actions@automic.com.au.

EXCLUDED PARTY DECLARATION (FORM 708)

Investing Entity: _____

I/We represent to Seer Asset Management Limited that I am/we are one of the following as indicated (please tick appropriate box below):

	Sole Applicant / First Joint Applicant (if applicable)	Second Joint Applicant (if applicable)
<ul style="list-style-type: none"> A person with net assets of at least \$2.5 million OR gross income for each of the last two financial years of at least \$250,000 a year. <u>I/we have attached to this declaration a certificate given by a qualified accountant within the last 2 years certifying the same.</u> 	<input type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> A financial services licensee 	<input type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> A person regulated by APRA, other than a trustee of a superannuation fund, an approved deposit fund, a pooled superannuation trust or a public sector superannuation scheme 	<input type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> A person subscribing for at least A\$500,000 worth of shares in the Company, or who has subscribed for at least A\$500,000 worth of shares in the Company taking into account previous subscriptions 	<input type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> A body registered under the <i>Financial Corporations Act 1974</i> 	<input type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> A trustee of a regulated superannuation fund, an approved deposit fund, a pooled superannuation trust, or a public sector superannuation scheme, within the meaning of the <i>Superannuation Industry (Supervision) Act 1993</i>, and the fund, trust or scheme has net assets of at least \$10 million 	<input type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> An exempt public authority 	<input type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> A person who carries on a business of investment in financial products, land or other investments, and for those purposes invests funds received (directly or indirectly) following an offer or invitation to the public the terms of which provided for the funds subscribed to be invested for those purposes 	<input type="checkbox"/>	<input type="checkbox"/>
<ul style="list-style-type: none"> A person who has controls or gross assets of at least \$10 million (including any amount held by an associate or under a trust that the person manages) 	<input type="checkbox"/>	<input type="checkbox"/>

(The terms used above have the same meanings as in section 708 of the *Corporations Act 2001 (Cth)*)

If application is by an **Individual(s)**:

Signature: _____

Signature: _____

Date: _____

If application is by a **Company**:

Executed by: _____

(Sole Director/Director)

and: _____

(Director/Company Secretary)

Date: _____

