
COLLABORATE LAUNCHES UNDERWRITTEN RIGHTS ISSUE

Collaborate Corporation Limited (ASX:CL8) (**Collaborate** or the **Company**) is pleased to release its prospectus for the partially underwritten non-renounceable entitlement issue of shares and free-attaching options to raise approximately \$3.455 million, before costs (**Entitlement Issue**). As announced on 31 August 2020, the Entitlement Issue is partially underwritten up to \$2.080 million by existing shareholders of the Company namely SG Fleet Management Pty Limited (**SG Fleet**) and Willoughby Capital Pty Ltd as trustee for the Willoughby Capital Trust (**Willoughby Capital**), a related party of director Stephen Abolakian, alongside directors of the Company namely Adrian Bunter and Chris Noone and Chief Operating Officer, Ben Hershman (**Underwriters**).

The Entitlement Issue will be offered to shareholders registered at the Record Date (as defined below) with a registered address in Australia and New Zealand (**Eligible Shareholders**) on the basis of one (1) New Share for every three (3) Shares held, together with one (1) free attaching options for every five (5) New Shares subscribed for and issued. The free attaching options will be unquoted, exercisable at \$0.015 each and expire on 31 October 2022. Eligible Shareholders must have purchased shares in Collaborate before the 'Ex' date of 17 September 2020 in order to be entitled to participate in the Entitlement Issue.

The funds raised under the Entitlement Issue will be used to fund continued growth of the **Carly** car subscription business and the **DriveMyCar** car rental business through continued marketing initiatives and pursuit of business development opportunities to grow the available fleet size to meet the demand for vehicles. Additionally, the proceeds will be used for general working capital and to cover costs associated with the Entitlement Issue.

The timetable for the Entitlement Issue is as follows:

Lodgement of Prospectus with the ASIC	14 September 2020
Lodgement of Prospectus and Appendix 3B with ASX	14 September 2020
Notice of Entitlement Issue sent to non-Eligible Shareholders	16 September 2020
Existing shares quoted on an 'ex' basis	17 September 2020
Record Date for determining Entitlements	18 September 2020
Letter sent out to Eligible Shareholders with details of how to access Entitlement Issue documents online	22 September 2020
Closing Date	23 October 2020
Shares quoted on a deferred settlement basis	26 October 2020
ASX notified of under subscriptions	27 October 2020
Issue date/Securities entered into Shareholders' security holdings	30 October 2020
Quotation of Shares issued under the Offer	2 November 2020

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

Further to the announcement of 31 August 2020, the \$850,000 Financing Facility provided by Willoughby Capital to the Company together with accrued interest of \$125,782 to 30 October 2020 will be used to offset its underwriting commitments under the Entitlement Issue. Shareholder approval is not required for these arrangements. To enable the offset to occur in accordance with the Entitlement Issue timetable, Willoughby Capital has agreed to an extension of the repayment date of the Financing Facility from 1 October 2020 to 13 November 2020.

Collaborate encourages Eligible Shareholders to participate in the Entitlement Issue. Officers of the Company intend to take up their respective entitlements to the full extent of their capacity.

The group continues to pursue opportunities to enter into agreements with strategic partners in relation to the demand for and supply of assets for its online marketplaces, including for the **Carly** vehicle subscription service and the **DriveMyCar** car rental business.

This announcement was authorised to be given to ASX by the Board of Directors of Collaborate Corporation Limited.

Authorised by:

Chris Noone
CEO and Director
Collaborate Corporation Limited

For more information please contact:

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About Collaborate Corporation Limited

Collaborate Corporation Limited is listed on the Australian Securities Exchange (ASX:CL8). It is Australia's leading listed company focused on providing innovative mobility solutions for consumers and the automotive industry. Collaborate operates www.DriveMyCar.com.au Australia's leading peer-to-peer car rental business, and www.Carly.co, Australia's first flexible car subscription service, supported by our proprietary PeerPass trust and reputation platform.

Collaborate

CORPORATION LIMITED

COLLABORATE CORPORATION LIMITED
ACN 066 153 982

ENTITLEMENT ISSUE PROSPECTUS

For a non-renounceable entitlement issue of one (1) Share for every three (3) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.009 per Share to raise up to \$3,455,257 (based on the number of Shares on issue as at the date of the Prospectus) (together with one (1) free attaching unquoted option for every five (5) Shares subscribed for and issued (**New Option**)) (**Offer**).

The Offer is partially underwritten. Refer to Sections 4.7 and 4.8 for details regarding the underwriting and Section 8.3 for summaries of the terms of the Underwriting Agreements.

IMPORTANT NOTICE

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

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



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1. CORPORATE DIRECTORY

Directors

Adrian Bunter
Non-Executive Chairman

Christopher Noone
CEO/Executive Director

Stephen Abolakian
Non-Executive Director

Robbie Blau
Non-Executive Director

Todd Hunter
Non-Executive Director

Michelle Vanzella
Non-Executive Director

Kevin Wundram
Alternate Director for Mr Blau

Company Secretary

Karen Logan

Auditor*

HLB Mann Judd
Level 4, 130 Street
PERTH WA 6000

Registered Office

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SYDNEY NSW 2000

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

Solicitors

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

Share Registry*

Automic Pty Ltd
Level 5, 126 Phillip Street,
SYDNEY NSW 2000

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

*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

2. TIMETABLE

Lodgement of Prospectus with the ASIC	14 September 2020
Lodgement of Prospectus and Appendix 3B with ASX	14 September 2020
Notice of Entitlement Issue sent to non-Eligible Shareholders	16 September 2020
Existing shares quoted on an 'ex' basis	17 September 2020
Record Date for determining Entitlements	18 September 2020
Letter sent out to Eligible Shareholders with details of how to access Entitlement Issue documents online	22 September 2020
Closing Date*	23 October 2020
Shares quoted on a deferred settlement basis	26 October 2020
ASX notified of under subscriptions	27 October 2020
Issue date/Securities entered into Shareholders' security holdings	30 October 2020
Quotation of Shares issued under the Offer*	2 November 2020

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

3. IMPORTANT NOTICES

This Prospectus is dated 14 September 2020 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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

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

Applications for Securities offered pursuant to this Prospectus can be submitted by making payment for Securities by electronic funds transfer (**EFT**) or BPAY® (by following the instructions on the Entitlement and Acceptance Form which can be accessed at <https://investor.automic.com.au/#/home>). Please refer to Section 4.5 for further details.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

3.1 Risk factors

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

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

Risk	Description	Reference in Prospectus
Potential for significant dilution	Upon implementation of the Offer and the issue of all Shares contemplated by this Prospectus, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, the number of Shares in the Company	Section 7.2(a)

Risk	Description	Reference in Prospectus
	<p>will increase from 1,151,752,495 currently on issue to up to approximately 1,535,669,993. This means that each Share will represent a significantly lower proportion of the ownership of the Company.</p>	
<p>Level of demand and supply for assets featured in the online marketplaces</p>	<p>Group revenues depend upon attracting demand and supply for its online marketplaces. A decline in supply or demand could lead to a decline in the number of owners and renters and volume of rental transactions which in turn could impact the financial results of the Group.</p>	<p>Section 7.2(c)</p>
<p>Reliance on core information technology and other systems</p>	<p>Damage to or failure of key systems could result in disruptions to the Group's ability to operate its platforms and other services and affect the Group's performance and financial position.</p>	<p>Section 7.2(e)</p>
<p>Growth</p>	<p>The Group's ability to increase revenues will depend heavily on management's ability to successfully retain, increase and engage its users and grow demand for its products both independently and in conjunction with strategic partners.</p> <p>The Group currently prioritises user engagement and strategic partnerships over short-term financial results, and management may make product decisions that may reduce the Group's short-term revenue or profitability if management believes that the decisions are consistent with current priorities of the businesses and benefit owners and renters and will thereby improve the Group's financial performance over the medium to long term. These decisions may not produce the long-term benefits that management expects, in which case user growth and engagement, relationships with strategic partners and results of operations could be harmed.</p>	<p>Section 7.2(h)</p>
<p>Insurance</p>	<p>The Company, where economically feasible, may insure its operations in accordance with industry practice. However, even if insurance is taken out, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.</p>	<p>Section 7.2(g)</p>

Risk	Description	Reference in Prospectus
Going concern	In the Company's Annual Report lodged with ASX on 31 August 2020, the independent auditor's review report contained an emphasis of matter in relation to going concern. The emphasis of matter draws attention to Note 1(b) of the financial report and states that the factors described in that going concern note to the financial statements, indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern.	Section 7.2(i)
Additional requirements for capital	There is no certainty regarding the ability of the Group to raise sufficient funds to meet its needs into the future. The Group's future capital requirements depend on a number of factors including its ability to generate sufficient income from its operations.	Section 7.2(j)
Innovation	<p>The Group's ability to retain, increase, and engage its users and address their evolving needs and to increase revenues will depend heavily on management's ability to successfully create, launch and grow demand for new products, both independently and in conjunction with strategic partners.</p> <p>While the Group dedicates significant resources to understanding its owners' and renters' needs and upgrading its product offering and sharing economy platform to remain innovative and in tune with trends, the Group's owners and renters may not be satisfied with its offerings or perceive that its offerings do not cater to their needs.</p>	Section 7.3(a)
COVID-19	The outbreak of the coronavirus disease (COVID-19) is causing significant change in economic conditions and the way in which businesses and consumers operate. This creates significant uncertainty and additional risk to the Group for business planning and forecasting.	Section 7.4(a)

3.2 Directors' interests in Securities

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

Director	Shares	Options	Entitlement Shares	Entitlement Options	\$
Christopher Noone ¹	8,062,350	12,602,776 ²	2,687,450 ⁷	537,490	24,187
Stephen Abolakian ^{3 4}	241,142,533	75,791,667	80,380,844 ⁵	16,076,169	723,428

Adrian Bunter	9,200,000	4,333,333 ⁶	3,066,666 ⁷	613,333	27,600
Robbie Blau ⁸	Nil	Nil	Nil ⁹	Nil	Nil
Todd Hunter ¹⁰	Nil	Nil	Nil	Nil	Nil
Michelle Vanzella	Nil	Nil	Nil	Nil	Nil
Kevin Wundram ¹¹	Nil	Nil	Nil	Nil	Nil

Notes:

1. 8,062,350 Shares and 12,602,776 Options are held indirectly through Noone Holdings Pty Ltd as trustee for C&K Noone Family Trust.
2. Mr Noone holds the following Unquoted Options:
 - (a) 883,333 Options at \$0.0198 each on or before 28 November 2020;
 - (b) 883,333 Options exercisable at \$0.0298 each on or before 28 November 2020;
 - (c) 3,500,000 Options exercisable at \$0.0494 each on or before 23 November 2020;
 - (d) 7,000,000 Options exercisable at \$0.0792 each on or before 23 November 2020; and
 - (e) 336,110 Options exercisable at \$0.015 each on or before 18 December 2020.
3. 241,142,533 Shares are held indirectly through Willoughby Capital Pty Ltd as trustee for Willoughby Capital Trust (**Willoughby**). Mr Abolakian is a potential beneficiary of the trust.
4. Willoughby holds 75,791,667 Options exercisable at \$0.015 each on or before 18 December 2020.
5. Willoughby has agreed to underwrite up to 111,111,111 Shares (equating to an amount of up to \$1,000,000), including their Entitlement pursuant to the Offer. Refer to Section 8.3 for more information. Willoughby will not be paid any underwriting fees in relation to their underwriting commitment. Willoughby will offset its underwriting commitments against the \$850,000 Financing Facility, together with accrued interest under the Financing Facility to 30 October 2020 of \$125,782, as set out in Section 4.6.
6. Mr Bunter holds the following Unlisted Options:
 - (a) 1,500,000 Options exercisable at \$0.0494 each on or before 23 November 2020; and
 - (b) 1,500,000 Options exercisable at \$0.0792 each on or before 23 November 2020;
 - (c) 1,333,333 Options exercisable at \$0.015 each on or before 18 December 2020.
7. Mr Bunter has agreed to underwrite up to 3,333,333 Shares (equating to an amount of up to \$30,000), including his Entitlement pursuant to the Offer. Mr Bunter will not be paid any underwriting fees in relation to his underwriting commitment. Noone Holdings has agreed to underwrite up to 3,333,333 Shares (equating to an amount of up to \$30,000), including its Entitlement pursuant to the Offer. Refer to Section 8.3 for more information. Noone Holdings will not be paid any underwriting fees in relation to his underwriting commitment. Refer to Section 8.3 for more information.
8. SG Fleet Management Pty Limited, a subsidiary of SG Fleet Group Limited (**SG Fleet**), holds 166,174,725 Shares in Collaborate Corporation Limited. Mr Blau is a director, shareholder and Chief Executive Officer of SG Fleet Group Limited, of which SG Fleet is a wholly-owned subsidiary. Mr Wundram is a director, shareholder and Chief Financial Officer of SG Fleet Group Limited.
9. SG Fleet has agreed to underwrite up to 111,111,111 Shares (equating to an amount of up to \$1,000,000), including its Entitlement pursuant to the Offer. Refer to Section 8.3 for more information. SG Fleet will not be paid any underwriting fees in relation to its underwriting commitment.
10. Turners Automotive Group Limited holds 125,000,000 Shares and 83,333,333 Unquoted Options in Collaborate Corporation Limited. Mr Hunter is the CEO and a shareholder of Turners.

11. Mr Wundram is Alternate Director for Mr Blau.

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

3.3 Details of substantial holders

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

Shareholder	Shares	%
Willoughby Capital Pty Ltd as trustee for Willoughby Capital Trust ¹	247,705,033	21.51
SG Fleet Management Pty Limited	166,174,725	14.43
Turners Automotive Group Limited	125,000,000	10.85

1. MNA Family Holdings Pty Ltd as trustee for Hishenk Pty Ltd Superannuation Fund holds 6,562,500 Shares and 875,000 Unquoted Options exercisable at \$0.015 each on or before 18 December 2020. MNA Family Holdings Pty Ltd is controlled by Michael Abolakian and his wife. Michael Abolakian is also the controller of Willoughby and accordingly MNA Family Holdings Pty Ltd and Willoughby are associates for the purposes of the Corporations Act.

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

3.4 Effect on control of the Company

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 25.00% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution may impact Shareholders is set out in the table below:

Holder	Holding as at Record date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken Up	% Post Offer
Shareholder 1	10,000,000	0.87%	3,333,333	10,000,000	0.651%
Shareholder 2	5,000,000	0.43%	1,666,667	5,000,000	0.326%
Shareholder 3	1,500,000	0.13%	500,000	1,500,000	0.098%
Shareholder 4	400,000	0.03%	133,333	400,000	0.026%
Shareholder 5	50,000	0.003%	16,667	50,000	0.003%
Total	16,950,000		5,650,000	16,950,000	

Notes:

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

The effect on the control of the Company and in particular the Underwriters' shareholding in the event that Shareholders do not participate in the Offer is further described in Section 4.8.

3.5 Underwriting

The Offer is partially underwritten by Willoughby, Adrian Bunter and Noone Holdings (**Related Party Underwriters**), SG Fleet (**Substantial Holder Underwriter**) and Benjamin Hershman (**Unrelated Party Underwriter**). Refer to Sections 4.7 and 8.3 for further details of the underwriting.

3.6 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer (**Shortfall Securities**). The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.009, being the price at which Shares have been offered under the Offer and, along with one (1) free attaching New Option for every five (5) Shares subscribed for and issued.

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer and potentially be allocated to other Eligible Shareholders or other third parties as part of the Shortfall Offer. The Shortfall Offer will only be available where there is a Shortfall between applications received from Eligible Shareholders and the number of Shares proposed to be issued under the Offer.

Eligible Shareholders may apply for Securities under the Shortfall Offer in addition to their Entitlements subject to such applications being received by the Closing Date.

Allocation of the Shortfall Securities will be at the discretion of the Board in conjunction with the Underwriters and will otherwise be subject to the terms of the Underwriting Agreements, details of which are set out in Section 8.3. The Underwriters will take up their underwritten shares to the extent that there remains a shortfall after the take up of entitlements and applications for Shortfall Securities by Eligible Shareholders. If the Offer is oversubscribed (by take up of Entitlements and applications for Shortfall Securities by Eligible Shareholders), scale back will be applied to applications under the Shortfall Offer on a pro-rata basis to the respective shareholdings of Eligible Shareholders. There is no

guarantee that Eligible Shareholders will receive Securities applied for under the Shortfall Offer.

The Company notes that no Securities will be issued to an applicant under this Prospectus or via the Shortfall Offer if the issue of Securities would contravene the Chapter 6 of the Corporations Act. Similarly, no Securities will be issued via the Shortfall Offer to any related parties of the Company.

3.7 Market price of shares

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

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

Highest	\$0.01	11, 18 and 19 June, 16, 17, 20, 21, 23, 24, 27, 29 and 30 July, 27 August and 8 September 2020
Lowest	\$0.007	10 September 2020
Last	\$0.009	14 September 2020

3.8 Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

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

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

4. DETAILS OF THE OFFER

4.1 The Offer

The Offer is being made as a non-renounceable entitlement issue of one (1) Share for every three (3) Shares held by Shareholders registered at the Record Date at an issue price of \$0.009 per Share (together with one (1) free attaching New Option for every five (5) Shares subscribed for and issued). Fractional entitlements will be rounded down to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, a maximum of approximately 383,917,498 Shares and 76,783,500 New Options will be issued pursuant to this Offer to raise up to approximately \$3,455,257 (subject to rounding).

As at the date of this Prospectus the Company has 208,721,924 Options on issue all of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to Section 5.4 for information on the exercise price and expiry date of the Options on issue.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 6.1 for further information regarding the rights and liabilities attaching to the Shares.

All of the New Options offered under this Prospectus will be issued on the terms and conditions set out in Section 6.2. All Shares issued on conversion of the New Options will rank equally with the Shares on issue at the date of this Prospectus.

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

4.2 Minimum subscription

The minimum subscription in respect of the Offer is \$2,150,000. No Securities will be issued until the minimum subscription has been received. If the minimum subscription is not achieved within 4 months after the date of issue of this Prospectus, the Company will either repay the Application monies to the Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Application and be repaid their Application monies.

4.3 Acceptance

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form which can be accessed at <https://investor.automic.com.au/#/home>.

The number of Securities to which Eligible Shareholders are entitled (your Entitlement) is shown on your personalised Entitlement and Acceptance Form which, along with this Prospectus, is accessible at <https://investor.automic.com.au/#/home>.

You may participate in the Offer and make payment by electronic funds transfer (EFT) or BPAY® as follows:

- (a) if you wish to accept your **full** Entitlement:
 - (i) apply for your full entitlement of Securities online by visiting <https://investor.automic.com.au/#/home>. You will need to

provide your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and postcode to access the online application system and follow the instructions provided including making payment by BPAY® (or EFT, if applicable); and

- (ii) make payment by EFT or BPAY® in respect of your full Entitlement by following the instructions on the Entitlement and Acceptance Form; or
- (b) if you wish to accept your **full** Entitlement and apply for Securities under the **Shortfall Offer**:
- (i) apply for your full entitlement of Securities plus the number of Shortfall Securities you wish to accept online by visiting <https://investor.automic.com.au/#/home>. You will need to provide your SRN or HIN and postcode to access the online application system and follow the instructions provided including making payment by BPAY® (or EFT, if applicable). You will be deemed to have applied for that number of Shortfall Securities which in aggregate with your Entitlement is covered in full by your application monies. In order to participate in the Shortfall Offer, you must also apply for your Entitlement in full; and
 - (ii) make payment by EFT or BPAY® of the total payment for your full Entitlement and your participation in the Shortfall Offer by following the instructions on the Entitlement and Acceptance Form; or
- (c) if you only wish to accept **part** of your Entitlement:
- (i) apply for the number of Securities you wish to accept online by visiting <https://investor.automic.com.au/#/home>. You will need to provide your SRN or HIN and postcode to access the online application system and follow the instructions provided including making payment by BPAY® (or EFT, if applicable); and
 - (ii) make payment by EFT or BPAY® in respect of the portion of your Entitlement that you wish to take up by following the instructions on the Entitlement and Acceptance Form; or
- (d) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

4.4 No payment by cheque/bank draft

In light of delays in postage delivery times due to the COVID-19 pandemic, it is considered unlikely that Entitlement and Acceptance Forms that are returned by post with payment by cheque or bank draft will be received by the Share Registry in time for the Company to accept the application. As a result, the Company has determined that payments may not be made by cheque and bank draft.

Payments may only be made by EFT or BPAY in the manner set out below.

4.5 Payment by EFT or BPAY®

For payment by EFT or BPAY®, please follow the instructions on the Entitlement and Acceptance Form which can be accessed at <https://investor.automic.com.au/#/home>.

You can only make a payment via:

- (a) EFT if you are a holder of an account that supports EFT transactions to an Australian bank account; or
- (b) BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

Please note that should you choose to pay by EFT or BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Securities which is covered in full by your application monies;
- (c) if you pay more than your full Entitlement, you are deemed to have applied for such whole number of Securities under the Shortfall Offer which is covered in full by your Application Monies paid in excess of your full Entitlement; and
- (d) if you have multiple holdings you will have multiple reference numbers. To ensure that we receive your Entitlement in respect of each holding, you must use the unique reference number shown on each personalised Entitlement and Acceptance Form when paying for any New Securities that you wish to apply for in respect of that holding. Payments in excess of the amount payable for one holding will not be treated as payment for another holding, and the excess may be refunded to the Applicant without interest.

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

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

4.6 Willoughby Offset

The Company has agreed to offset the financing facility of \$850,000 (**Financing Facility**) made by Willoughby Capital Pty Ltd (ABN 40 219 082 071) as trustee for the Willoughby Capital Trust (**Willoughby**) in relation to the Offer. Willoughby is a related party of the Company by virtue of director, Mr Stephen Abolakian's interest in Willoughby (see Section 3.2 above).

The Financing Facility together with accrued interest under the Financing Facility to 30 October 2020 of \$125,782 will be applied towards Willoughby's payment obligations for Willoughby's commitments under the Underwriting Agreement.

4.7 Underwriting

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

Each of the Underwriters (including its associates) are security holders of the Company and currently have a relevant interest in the following Shares and Options:

Underwriter	Shares	Options
Willoughby	247,705,033	75,791,667
SG Fleet	166,174,725	nil
Adrian Bunter	9,200,000	4,333,333
Noone Holdings	8,062,350	12,602,776
Benjamin Hershman	nil	3,000,000

SG Fleet, Noone Holdings, Adrian Bunter and Ben Hershman have each indicated that it is their current intention to subscribe for their full Entitlement under the Offer in respect of all of the Shares in which each has a relevant interest.

Willoughby is underwriting \$1,000,000 of the Offer, including the take up of its Entitlements (which includes the offset of the Financing Facility of \$850,000 together with accrued interest under the Financing Facility to 30 October 2020 of \$125,782) against its commitments under the Willoughby Underwriting Agreement, details of which are set out in Section 4.6). It is Willoughby's and its associates' intention to take up all of their respective Entitlements under the Offer.

The extent to which Shares are issued pursuant to the underwriting will increase the Underwriters' voting power in the Company.

Related Party Underwriters

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

Director	Underwritten Shares	Underwritten Options	Underwritten Value	Current Voting Power	Maximum Voting Power Post-Offer ²
Adrian Bunter	3,333,333	666,667	\$30,000	0.80%	0.90%
Christopher Noone	3,333,333	666,667	\$30,000	0.70%	0.82%
Willoughby	111,111,111	22,222,222	\$1,000,000	21.51%	25.80%

Notes:

- Each of these parties have entered into an Underwriting Agreement with the Company on the terms set out in Section 8.3. Pursuant to the terms of the Officer Underwriting Agreement, no underwriting fees are payable.
- This figure assumes that (i) the Director has taken up his Entitlement; (ii) the Minimum Subscription is raised; (iii) that the Director is obliged to subscribe for all of his respective Underwritten Shares pursuant to his Officer Underwriting Agreement; and (iii) no Options are exercised. However, the obligation to subscribe for Underwriting Securities will reduce in the event the Offer is fully subscribed for.
- Any application made by Adrian Bunter and Christopher Noone for any of their Entitlements pursuant to the Offer will be applied in relief of and be offset against any amount that may be subsequently due pursuant to the commitments under the Underwriting Agreements.

4.8 Effect on control of the Company**(a) Underwriting by Willoughby – Related Party Underwriter**

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

Event	Number of Shares held by Willoughby and its associates	Voting power of Willoughby and its associates
As at the Record Date	247,705,033	21.51%
Completion of Entitlement Issue^{1 2}		
100% take up from Eligible Shareholders	330,273,377	21.51%
75% take up from Eligible Shareholders (including Shortfall)	344,332,527	22.67%
50% take up from Eligible Shareholders (including Shortfall)	357,938,609	23.86%
25% take up from Eligible Shareholders (including Shortfall)	358,816,144	24.87%
Minimum Subscription raised	358,816,144	25.80%

Notes:

- These figures assume that (i) the Underwriters have taken up their respective Entitlements; (ii) that the Underwriters are obliged to subscribe for all of their respective Underwritten Shares pursuant to the Underwriting Agreement; and no Options are exercised. However, the obligation to subscribe for Underwriting Shares will reduce in the event the Offer is fully subscribed for.
- Willoughby will subscribe for 108,420,222 Shares (\$850,000 plus \$125,782 in interest due on 30 October 2020), of which approximately \$743,115 will consist of Willoughby's Entitlement, by offset of the Financing Facility as set out in Section 4.6.

The number of Shares held by Willoughby and its associates and Willoughby's voting power in the table above show the potential effect of Willoughby's underwriting of the Offer (being \$1,000,000 – representing 111,111,111 Shares). The underwriting obligation and therefore voting power of Willoughby will reduce for the amount of the Entitlements accepted under the Offer and Shortfall Securities allocated to Eligible Shareholders. Refer to Section 3.6 above for further details of the Shortfall Offer and allocation policy to ensure proper dispersion under the Shortfall Offer.

Notwithstanding the potential increase in voting power of Willoughby underwriting the Offer the Company understands that, other than as disclosed in this Prospectus and previously announced by the Company, Willoughby has no present intention of making any significant changes to the current business plan or management of the Company.

These intentions are based on information concerning the Company, its business and the business environment which is known to Willoughby at the date of this Prospectus.

These present intentions may change as new information becomes available, as circumstances change or in the light of all material information at the relevant time.

(b) **Underwriting by SG Fleet – Substantial Holder Underwriter**

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

Event	Number of Shares held by SG Fleet	Voting power of SG Fleet
As at the Record Date	166,174,725	14.43%
Completion of Entitlement Issue¹		
100% take up from Eligible Shareholders	221,566,300	14.43%
75% take up from Eligible Shareholders (including Shortfall)	249,011,759	16.40%
50% take up from Eligible Shareholders (including Shortfall)	275,572,764	18.37%
25% take up from Eligible Shareholders (including Shortfall)	277,285,836	19.22%
Minimum Subscription raised	271,175,070	19.5%

Notes:

1. These figures assume that (i) the Underwriters have taken up their respective Entitlements; (ii) that the Underwriters are obliged to subscribe for all of their respective Underwritten Shares pursuant to the Underwriting Agreement;

and no Options are exercised. However, the obligation to subscribe for Underwriting Shares will reduce in the event the Offer is fully subscribed for.

The number of Shares held by SG Fleet and SG Fleet's voting power in the table above show the potential effect of SG Fleet's underwriting of the Offer (being the lesser of \$1,000,000 – representing 111,111,111 Shares - and such number of Shares as, when added to SG Fleet's existing shareholding, equates to a total shareholding of 19.5% of all Shares on issue on completion of the Offer). The underwriting obligation and therefore voting power of SG Fleet will reduce for the amount of the Entitlements accepted under the Offer and Shortfall Securities allocated to Eligible Shareholders. Refer to Section 3.6 above for further details of the Shortfall Offer and allocation policy to ensure proper dispersion under the Shortfall Offer.

(c) **Underwriting by Benjamin Hershman – Unrelated Party Underwriter**

Benjamin Hershman does not currently hold any Shares in the Company but does hold 3,000,000 Options. Assuming that Mr Hershman is required to underwrite the maximum number of Shares (being \$20,000 – representing 2,222,222 Shares), and does not exercise any of his Options prior to the Record Date, Mr Hershman will acquire a maximum voting power of approximately 0.16% assuming the Minimum Subscription is raised under the Offer.

4.9 ASX listing

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

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

The Company does not intend to apply for quotation of the New Options at this time.

4.10 Issue of Securities

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

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

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

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

4.11 Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

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

New Zealand

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

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

Nominees and custodians

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

4.12 Enquiries

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

5. PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

The purpose of the Offer is to raise up to \$3,455,257.

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

Item	Proceeds of the Offer	Minimum Subscription (\$)	%	Full Subscription (\$)	%
1.	Customer acquisition, sales and marketing activities and marketplace growth ¹	1,500,000	70%	2,500,000	72%
2.	Expenses of the Offer ³	64,822	3%	67,500	2%
3.	Working capital ⁴	585,178	27%	887,757	26%
	Total	2,150,000	100%	3,455,257	100%

Notes:

1. Funds allocated to customer acquisition, sales and marketing activities and marketplace growth include the \$850,000 Financing Facility previously provided to the Company from Willoughby. Refer to Section 4.6 for further details relating to application of the Financing Facility.
2. Refer to Section 8.7 for further details relating to the estimated expenses of the Offer.
3. Funds allocated to working capital relate to ongoing expenditure of the Company, including sales and customer support and corporate and administrative expenses.

In the event the Company raises more than the Minimum Subscription of \$2,150,000, the additional funds raised will be first applied towards item 1, followed by item 3. On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve these objectives.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis and retain flexibility to vary its application of funds (in particular to those referred to at item 1).

5.2 Effect of the Offer

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

- (a) increase the cash reserves by \$2,411,975 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer;
- (b) decrease related party financing facility liability by \$850,000 and accrued interest payable in respect of the financing facility by \$125,782 (after Willoughby offsets its commitments under the Willoughby Underwriting Agreement as set out in Section 4.6);

- (c) increase the number of Shares on issue from 1,151,752,495 as at the date of this Prospectus to 1,535,669,993 Shares; and
- (d) increase the number of Options on issue from 208,721,924 as at the date of this Prospectus to 285,505,424 Options.

5.3 Pro-forma statement of financial position

The audited statement of financial position as at 30 June 2020 and the unaudited pro-forma statement of financial position as at 30 June 2020 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

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

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

	Audited	Unaudited Material post- balance date adjustments ¹	Unaudited Pro Forma ²
	30 Jun 2020	30 June 2020	30 June 2020
	\$	\$	\$
CURRENT ASSETS			
Cash and cash equivalents	1,433,953	1,433,953	3,845,928
Trade and other receivables	62,653	62,653	62,653
Other current assets	72,305	72,305	72,305
Total Current Assets	1,568,911	1,568,911	3,980,886
NON-CURRENT ASSETS			
Property, plant & equipment	21,854	21,854	21,854
Right of use of asset (office lease)	52,382	52,382	52,382
Goodwill	-	-	-
Intangible assets	13,136	13,136	13,136
Total Non-Current Assets	87,372	87,372	87,372
TOTAL ASSETS	1,656,283	1,656,283	4,068,258
CURRENT LIABILITIES			
Trade and other payables	702,863	728,642	602,860
Other current liabilities	132,997	132,997	132,997
Lease liabilities	56,622	56,622	56,622
Related party Financing Facility	850,000	850,000	-
Total Current Liabilities	1,742,482	1,768,261	792,479
NON CURRENT LIABILITIES			
Lease liabilities	-	-	-
Other current liabilities	41,231	41,231	41,231
Total Non Current Liabilities	41,231	41,231	41,231
TOTAL LIABILITIES	1,783,713	1,809,492	833,710
NET ASSETS/(LIABILITIES)	(127,430)	(153,209)	3,234,548
EQUITY			
Issued capital	16,751,048	16,751,048	20,138,805
Reserves	989,426	989,426	989,426
Accumulated losses	(17,867,904)	(17,893,683)	(17,893,683)
TOTAL EQUITY	(127,430)	(153,209)	3,234,548

Note:

1. The pro-forma statement of financial position has been adjusted for accrued interest of \$25,779 for the period from 1 July 2020 to 30 October 2020 in respect of the Financing Facility from Willoughby.
2. The pro-forma statement of financial position assumes completion of the Offer based on

full subscription, including offset of \$850,000 Financing Facility and accrued interest of \$125,782 from Willoughby (refer to Section 4.6 for further details). In the event that the Minimum Subscription is raised, cash and cash equivalent amounts will be reduced accordingly.

5.4 Effect on capital structure

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

Shares

	Number
Shares currently on issue	1,151,752,495
Shares offered pursuant to the Offer	383,917,498
Total Shares on issue after completion of the Offer	1,535,669,993

Options

	Number
Options currently on issue (all unquoted):	
Exercisable at \$0.0198 on or before 28 November 2020 ¹	883,333
Exercisable at \$0.0298 on or before 28 November 2020 ¹	883,333
Exercisable at \$0.0494 on or before 23 November 2020 ¹	7,000,000
Exercisable at \$0.0792 on or before 23 November 2020 ¹	10,500,000
Exercisable at \$0.0150 on or before 18 December 2020	173,217,106
Exercisable at \$0.0211 on or before 3 September 2021 ¹	1,940,111
Exercisable at \$0.0163 on or before 1 February 2022	260,031
Exercisable at \$0.0125 on or before 7 May 2022	1,000,000
Exercisable at \$0.0150 on or before 7 May 2022	1,000,000
Exercisable at \$0.0100 on or before 2 September 2022	1,750,541
Exercisable at \$0.0200 on or before 1 January 2023	349,508
Exercisable at \$0.0100 on or before 16 March 2023	1,500,000
Exercisable at \$0.0100 on or before 11 May 2023	3,000,000
Exercisable at \$0.0100 on or before 1 September 2023	5,437,961
Unquoted Options offered pursuant to the Offer	76,783,500
Total Options on issue after completion of the Offer	285,505,424

Note:

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

The capital structure on a fully diluted basis as at the date of this Prospectus would be 1,360,474,419 Shares and on completion of the Offer (assuming all Entitlements are accepted, and no Options are exercised prior to the Record Date) would be 1,821,175,417 Shares.

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

6. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

6.1 Shares

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

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

(a) General meetings

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

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

(b) Voting rights

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

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

(c) Dividend rights

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

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

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

(d) **Winding-up**

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

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

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

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

(h) **Variation of rights**

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

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

(i) **Alteration of constitution**

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

6.2 New Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.015 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 31 October 2022 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **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.

(f) **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**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) 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;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)0 for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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.

(k) **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.

(l) **Transferability**

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

7. RISK FACTORS

7.1 Introduction

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

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

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

7.2 Company specific

(a) Potential for significant dilution

Upon implementation of the Offer and the issue of all Shares contemplated by this Prospectus, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, the number of Shares in the Company will increase from 1,151,752,495 currently on issue to up to approximately 1,535,669,993. This means that each Share will represent a significantly lower proportion of the ownership of the Company.

It is not possible to predict what the value of the Company or a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.

The last trading price of Shares on ASX prior to the prospectus being lodged of \$0.009 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.

(b) Market acceptance

The marketplace for all products offered by the Group is ever changing due to new technologies, new products, changes in consumer preferences and other factors influencing market acceptance and regulation. This market volatility and risk exists despite the best endeavours of market research, promotion and sales and licensing campaigns.

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

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

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

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

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

(e) **Reliance on Core Information Technology and Other Systems**

The operation of the Group's platforms is dependent upon the performance, reliability and availability of its information technology and communication systems. This includes its core technologies such as hosting services, databases, API's and back-end processing systems. These systems may be adversely affected by a number of factors including major events such as acts of terrorism or war or a breakdown in utilities such as electricity and internet connectivity. Events of that nature may cause one or more of those core technologies to become unavailable. There are also internal and external factors that may adversely affect those systems and technologies such as natural disasters, misuse by employees or contractors or other technical issues. The Group's disaster recovery plans may not adequately address every potential event and its insurance policies may not cover loss or damage that the Group suffers as a result of a system failure.

Any damage to, or failure of, the Group's key systems can result in disruptions in the Group's ability to operate its online marketplaces. Such disruptions have the potential to reduce the Group's ability to generate revenue, impact consumer service levels and damage the Group's brands. This could adversely affect the Group's ability to generate new business and cause it to suffer financial loss.

(d) **Dependence on outside parties**

The Group's business strategy includes forming strategic business relationships with other organisations in relation to the demand for and supply of assets for its online marketplaces. These business relationships are critical to the overall success of the Group. There can be no assurance that the Group will be able to attract and retain such relationships and negotiate appropriate terms and conditions with these organisations.

(f) **Reliance on Third Party IT Service Provision**

The Group utilises equipment, software, hosting and other services provided by third parties to maintain and deliver its online marketplaces. Significant or extended disruption of the Group's platforms caused by supplied equipment, software or service failure may reduce the Group's ability to generate revenue, impact client and customer service levels and may damage the Group's brands. This could adversely affect the Group's ability to generate new business and cause it to suffer financial loss. Any mitigation of this loss via redress from third party suppliers may not be immediately available, if at all.

(g) **Insurance risk**

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

The Group has a fleet insurance policy to cover owners and drivers of vehicles used for rental contracts created via its online marketplaces. The insurance policy requires the Group to cover an initial component of claims, some or all of which may be recovered from the renter of the vehicle. From time to time, the Group makes economic decisions which may result in the Group not claiming on its fleet insurance policy and covering claims itself where it believes it is beneficial to do so. The Group's business plan takes into account the payment of the first component of claims and settlement of some other damages claims.

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

(h) **Growth risk**

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

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

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

(i) **Going concern risk**

In the Company's Annual Report lodged with ASX on 31 August 2020, the independent auditor's review report contained an emphasis of matter in relation to going concern. The emphasis of matter draws attention to Note 1(b) of the financial report and states that the factors described in that going concern note to the financial statements, indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern.

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

As outlined in the independent auditor's review report, the Directors are of the opinion that there are reasonable grounds to believe that the Group will be able to continue as a going concern after consideration of the following factors:

- The Group held cash and cash equivalents of \$1,433,953 as at 30 June 2020;
- The Directors remain committed to the long-term business plan, including ongoing review of current products and the potential introduction of new products that are anticipated to contribute to improved results as the business units progress;
- The plans and forecasts reviewed by the Directors for the next twelve months anticipate the business will continue to produce improved results;
- The Group has a demonstrated ability to access various capital raising mechanisms as and when required. These capital funding mechanisms are available via existing shareholders of the Group as well as potential new shareholders. For example, the Group:
 - raised \$1,598,491 before costs (including offset of the \$150,000 Advance from Willoughby) through a non-renounceable entitlement issue in August 2019, which was partly underwritten by existing shareholders and officers of the Company;
 - raised a further \$2,205,730 via an investment from a strategic investor in November 2019; and
 - raised \$45,010 from the exercise of employee and unquoted options in November 2019 and January 2020; and
- The Group also has access to a controlled placement facility with Acuity Capital for up to \$3 million of equity until July 2021.

Should the Group not be successful in generating sufficient funds from the above initiatives, there will exist a material uncertainty that may cast significant doubt on the ability of the Group to continue as a going concern and, therefore, whether it will be able to realise its assets and

extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

Notwithstanding the emphasis of matter in relation to the going concern paragraph included in the Annual Report issued to the Company for the year ended 30 June 2020, the Directors believe that upon the successful completion of the Offer, the Company will have sufficient funds to adequately meet the Company's current expenditure commitments and short term working capital requirements. However, it is highly likely that further funding will be required to meet the medium to long term working capital costs of the Company. Please refer to Section 7.2(i) below for further details.

(j) **Additional requirements for capital**

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

The Directors intend to continue to pursue strategic and high-net-worth investors, which may result in the issue of further Securities following completion of the Offer.

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

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

7.3 Industry specific

(a) **Innovation risk**

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

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

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

The Group presently fosters a culture that encourages management to quickly develop and launch new and innovative products and introduce improvements to existing products. However, management's approach to identifying and seizing opportunities and promoting innovation may result in unintended outcomes or decisions.

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

(b) **Regulatory risk**

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

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

(c) **Intellectual Property**

The Company has developed an online marketplace for its businesses. In particular, the Company has developed a platform to support its product offerings and facilitate transactions between asset owners and renters. The Company has also sought and received protection of certain of its intellectual property, namely trademarks which are at various stages from application to registered in Australia.

The laws relating to intellectual property assist to protect the Company's proprietary rights in the intellectual property relevant to the Company's businesses. However, trademark registration, although an indicator of valid intellectual property ownership, is not indefeasible as any errors in the registration process can lead to registration being challenged or revoked. Accordingly, the Company cannot be certain that the validity, ownership or authorised use of intellectual property relevant to the Company's businesses will not be successfully challenged by third parties. In addition, there can be no guarantee that unauthorised use or copying of the Company's software, data, specialised technology or algorithms will be prevented.

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

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

The Group relies upon the availability of its online marketplaces to provide services to its clients. Hackers could render the online marketplaces unavailable through a denial of service or other disruptive attacks. Although the Group has strategies in place to minimise such

attacks, these strategies may not be successful. Unavailability of the online marketplaces could lead to a loss of revenues whilst the Group is unable to provide its product offerings and services. Further, it could hinder the Group's abilities to retain existing users or attract new users, which would have a material adverse impact on growth of the businesses.

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

7.4 General risks

(a) COVID-19

The outbreak of COVID-19 is causing significant change in economic conditions and the way in which businesses and consumers operate. This creates significant uncertainty and additional risk to the Group for business planning and forecasting. In addition, the Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19.

Any governmental or industry measures taken in response to COVID-19 may adversely impact the Group's operations and are likely to be beyond the control of the Group. The Board regularly assesses the latest State and Federal Government updates in relation to the COVID-19 pandemic and implements and adjusts measures and policies as necessary.

The Board are monitoring the situation closely and will continue to regularly assess expenditure levels and the financial position of the Group and growth opportunities that may be available to the business as a result of the COVID-19 pandemic. The Company will communicate to the market any material changes to its precautionary measures in response to any COVID-19 related disruption. If any of these changes appear material prior to close of the Offer, the Company will notify investors under a supplementary prospectus.

(b) Economic

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

(c) Market conditions

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

- general economic outlook;
- introduction of tax reform or other new legislation;
- interest rates and inflation rates;

- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

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

(d) **Dividends**

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

(e) **Taxation**

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

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

(f) **Reliance on key personnel**

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

7.5 **Speculative investment**

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

Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

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

8. ADDITIONAL INFORMATION

8.1 Litigation

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

8.2 Continuous disclosure obligations

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

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

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

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

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

- (i) the annual financial report most recently lodged by the Company with the ASIC;
- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

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

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

Date	Description of Announcement
04/09/2020	Appendix 3G - Issue of Employee Options

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

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

8.3 Underwriting Agreements

By agreements between each of the Underwriters and the Company (**Underwriting Agreements**), the Underwriters have agreed to underwrite the Offer for a total of up to 231,111,110 Shares (up to \$2,080,000 in total) and 46,222,222 New Options (**Underwritten Securities**). The amounts that each Underwriter has agreed to underwrite are set out in Section 4.7. As noted in Section 4.8(b), SG Fleet has agreed to underwrite the lesser of \$1,000,000 – representing 111,111,111 Shares and such number of Shares as, when added to SG Fleet's existing shareholding, equates to a total shareholding of 19.5% of all Shares on issue on completion of the Offer.

Pursuant to the Underwriting Agreements, the Company and the Underwriters have agreed that no underwriting fee is payable for their respective underwriting.

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

(a) **Prospectus**

The Company does not lodge the Prospectus on the lodgement date or the Prospectus or the Offer is withdrawn by the Company.

(b) **Supplementary prospectus:**

- (i) The Underwriter, having elected not to exercise its right to terminate its obligations under the Underwriting Agreement as a result of an occurrence as described in paragraph (xiii) below, forms the view on reasonable grounds that a supplementary prospectus should be lodged with ASIC for any of the reasons referred to in section 719 of the Corporations Act and the Company fails to lodge a supplementary prospectus in such form and content and within such time as the Underwriter may reasonably require.
- (ii) The Company lodges a supplementary prospectus without the prior written agreement of the Underwriter.

(c) **Non-compliance with disclosure requirements**

It transpires that the Prospectus does not contain all the information that investors and their professional advisers would reasonably require to make an informed assessment of:

- (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
- (ii) the rights and liabilities attaching to the Total Underwritten Shares.

(d) **Misleading Prospectus**

It transpires that there is a statement in the Prospectus that is misleading or deceptive or likely to mislead or deceive, or that there is an omission from the Prospectus (having regard to the provisions of Sections 711, 713 and 716 of the Corporations Act) or if any statement in the Prospectus becomes misleading or deceptive or likely to mislead or deceive or if the issue of the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive.

(e) **Proceedings**

ASIC or any other person proposes to conduct any enquiry, investigation or proceedings, or to take any regulatory action or to seek any remedy, in connection with the Offer or the Prospectus, or publicly foreshadows that it may do so.

(f) **Unable to Issue Securities**

The Company is prevented from issuing the underwritten Shares within the time required by the Underwriting Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority.

(g) **Future matters**

Any statement or estimate in the Prospectus which relates to a future matter is or becomes incapable of being met or, in the reasonable

opinion of the Underwriter, unlikely to be met in the projected timeframe.

(h) **Withdrawal of consent to Prospectus**

Any person (other than the Underwriter) who has previously consented to the inclusion of its, his or her name in the Prospectus or to be named in the Prospectus, withdraws that consent.

(i) **No Quotation Approval**

The Company fails to lodge an Appendix 3B in relation to the underwritten Shares with ASX by the time required by the Corporations Act, the Listing Rules or any other regulation.

(j) **ASIC application**

An application is made by ASIC for an order under Section 1324B or any other provision of the Corporations Act in relation to the Prospectus, the shortfall notice deadline date has arrived, and that application has not been dismissed or withdrawn.

(k) **ASIC hearing**

ASIC gives notice of its intention to hold a hearing under Section 739 of the Corporations Act in relation to the Prospectus to determine if it should make a stop order in relation to the Prospectus or ASIC makes an interim or final stop order in relation to the Prospectus under Section 739 of the Corporations Act.

(l) **Indictable offence**

A director or senior manager of a Relevant Company is charged with an indictable offence.

(m) **Termination Events**

Subject to the paragraph below relating to Material Adverse Effects, any of the following events occurs:

(i) **Default**

Default or breach by the Company under the Underwriting Agreement of any terms, condition, covenant or undertaking.

(ii) **Incorrect or untrue representation**

Any representation, warranty or undertaking given by the Company in the Underwriting Agreement is or becomes untrue or incorrect in a material respect.

(iii) **Contravention of constitution or Act**

A material contravention by a Relevant Company of any provision of its constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX.

(iv) **Misleading information**

Any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Offer or the affairs of any relevant company is or becomes misleading or deceptive or likely to mislead or deceive.

(v) **Official Quotation qualified**

Official quotation is qualified or conditional other than as set out in the Underwriting Agreement.

(vi) **Event of Insolvency**

An Event of Insolvency (as defined in the Underwriting Agreement) occurs in respect of a relevant company.

(vii) **Judgment against a Relevant Company**

A judgment in an amount exceeding \$100,000 is obtained against a relevant company and is not set aside or satisfied within 7 days.

(viii) **Litigation**

Litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement commenced against any relevant company except as disclosed in the Prospectus.

(ix) **Timetable**

Any date in the timetable is not met for more than five (5) business days otherwise than as the direct result of actions taken by the Underwriter (unless those actions were requested by the Company) or the actions of the Company (where those actions were taken with the prior consent of the Underwriter).

(x) **Capital Structure**

Any relevant company alters its capital structure in any manner not contemplated by the Prospectus excluding the issue of any Shares upon exercise of Options, such Options having been disclosed to the ASX as at the date of the Underwriting Agreement.

The events listed in paragraph (m) do not entitle the Underwriter to exercise its rights under that paragraph unless, in the reasonable opinion of the Underwriter reached in good faith, it has or is likely to have, or those events together have, or could reasonably be expected to have, a Material Adverse Effect (as that term is defined in the Underwriting Agreement) or could give rise to a liability of the Underwriter under the Corporations Act.

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

Willoughby Underwriting Agreement

The Underwriting Agreement entered into between the Company and Willoughby is on the same terms as those summarised for the Underwriters above except that the Underwriting Agreement confirms that the \$850,000 Financing Facility and accrued interest under the Financing Facility to 30 October 2020 of \$125,782 will be applied towards Willoughby's commitments under the Underwriting Agreement (refer to Section 4.6 for further details).

8.4 Interests of Directors

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

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

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

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

Security holdings

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

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$250,000 per annum.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or

otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

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

Director	Financial Year 2021 ⁷	Financial Year 2020 ⁷	Financial Year 2019
Christopher Noone ¹	\$230,977	\$244,095	\$268,275
Stephen Abolakian ²	\$27,000	\$27,000	\$11,250
Adrian Bunter	\$27,000	\$27,000	\$30,000
Robbie Blau ^{3 8}	\$27,000	\$13,667	Not applicable
Todd Hunter ^{4 9}	\$27,000	\$19,500	Not applicable
Michelle Vanzella ⁵	\$27,000	\$27,000	\$25,000
Kevin Wundram ⁶	Nil	Not applicable	Not applicable

Notes:

1. Subject to meeting performance criteria, and subject to any other conditions, restrictions or requirements of the Board or of the listing rules of the ASX, Mr Noone may receive a short-term incentive of up to but not exceeding \$80,000 per annum (less applicable taxation).
2. Mr Abolakian was appointed to the Board of Collaborate effective 14 February 2019.
3. Mr Robbie Blau was appointed to the Board of Collaborate effective 10 December 2019.
4. Mr Todd Hunter was appointed to the Board of Collaborate effective 1 October 2019.
5. Mrs Vanzella was appointed to the Board of Collaborate effective 1 September 2018.
6. Mr Wundram was appointed Alternate Director to Mr Blau effective 10 December 2019
7. Non-Executive Directors' fees were decreased to \$18,000 from \$30,000 per annum (40% reduction) with effect from 1 April 2020 in response to the economic impact of the COVID-19 pandemic. Fees are expected to be reinstated to normal level (\$30,000 per annum) from 1 October 2020.
8. Mr Blau does not receive a fee for his appointment as a director of Collaborate as that appointment is in the context of his employment by SG Fleet. SG Fleet receives these fees as remuneration for Mr Blau's services.
9. Mr Hunter does not receive a fee for his appointment as a director of Collaborate as that appointment is in the context of his employment by Turners Automotive Group. Turners Automotive Group receives these fees as remuneration for Mr Hunter's services.

8.5 Interests of experts and advisers

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

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

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

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

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

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

Willoughby, SG Fleet, Noone Holdings, Adrian Bunter and Benjamin Hershman will not be paid any underwriting fees in relation to their respective underwriting commitments.

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

8.6 Consents

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

Each of the parties referred to in this Section:

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

Willoughby, SG Fleet, Noone Holdings, Adrian Bunter and Benjamin Hershman - have given their written consent to being named as an underwriter to the Offer in this Prospectus, in the form and context in which each is named. Willoughby, SG Fleet, Noone Holdings, Adrian Bunter and Benjamin Hershman have not withdrawn their consent prior to the lodgement of this Prospectus with the ASIC.

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

8.7 Expenses of the offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$67,500 (excluding GST and assuming full subscription of the Offer) and are expected to be applied towards the items set out in the table below:

	Minimum Subscription (\$)	Full Subscription (\$)
ASIC fees	3,206	3,206
ASX fees	9,325	12,003
Legal fees	20,000	20,000
Project manager fees	20,000	20,000
Share registry fees	3,770	3,770
Printing and distribution	6,500	6,500
Miscellaneous	2,021	2,021
Total	64,822	67,500

8.8 Electronic prospectus

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

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

8.9 Financial forecasts

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

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

The Company will not be issuing share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be

issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

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

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

8.11 Privacy Act

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

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

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

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

9. DIRECTORS' AUTHORISATION

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

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



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

10. GLOSSARY

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

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

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

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

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

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

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

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

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

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

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

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

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

Group means the Company and its subsidiaries.

Minimum Subscription means \$2,150,000.

New Option means an Option issued on the terms set out in Section 6.2.

Noone Holdings means Noone Holdings Pty Ltd as trustee for C&K Noone Family Trust.

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

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Prospectus means this prospectus.

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

Section means a section of this Prospectus.

Securities means Shares and/or New Options offered pursuant to the Entitlement.

SG Fleet means SG Fleet Management Pty Limited (ACN 108 174 296).

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

Shareholder means a holder of a Share.

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

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

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

Shortfall Securities means those Securities issued pursuant to the Shortfall.

Underwriters means the Underwriters set out in Section 4.7.

Underwriting Agreements means the Underwriting Agreements summarised in Section 8.3.

Underwritten Securities has the meaning given in Section 8.3.

Willoughby means Willoughby Capital Pty Ltd (ACN 634 251 291) as trustee for the Willoughby Capital Trust.

Willoughby Underwriting Agreement means the Underwriting Agreement summarised in Section 8.3.