

# **OMNI MARKET TIDE LIMITED**

**ACN 096 687 839**

## **PROSPECTUS**

**For the Offer of up to 10,000 Shares each at an issue price of  
\$0.00125 (each on a pre-Consolidation basis).**

**THIS PROSPECTUS IS BEING ISSUED UNDER SECTION 708A(11) OF THE  
CORPORATIONS ACT FOR THE PURPOSE OF FACILITATING SECONDARY TRADING  
OF THE PLACEMENT SHARES AND CONVERTIBLE NOTE SHARES**

**THIS OFFER CLOSSES AT 5.00PM EST ON 5 JUNE 2017.**

**VALID APPLICATIONS MUST BE RECEIVED BEFORE THAT TIME.**

**Please read the instructions in this Prospectus and on the accompanying Application Form prior to  
applying for Shares under the Offer.**

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

**IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR  
PROFESSIONAL ADVISER WITHOUT DELAY.**

**THE SHARES OFFERED BY THIS PROSPECTUS ARE OF A SPECULATIVE NATURE.**

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# 1. Important Information

This Prospectus is dated 25 May 2017 and was lodged with ASIC on that date. ASIC and ASX take no responsibility for the contents of this Prospectus.

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

A copy of this Prospectus is available for inspection at the registered office of the Company at Level 2, 400 Queen Street, Brisbane, Queensland Australia 4000, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 6.3).

The Company will apply to ASX within seven days of the date of this Prospectus for Official Quotation by ASX of the Shares offered by this Prospectus.

The Shares offered by this Prospectus should be considered speculative. Please refer to Section 4 for details relating to investment risks.

Applications for Shares will only be accepted on an Application Form which is attached to, or provided by the Company with a copy of this Prospectus. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by a complete and unaltered copy of this Prospectus.

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

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

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

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## 2. Corporate Directory

### Directors

Mr Glenn Vassallo (Non Exec. Chairman)

Mr Richard Dennis (Non Exec. Director)

Mr Bryan Granzien (Non Exec. Director)

### Share Registry\*

Boardroom Pty Ltd  
Level 12, 225 George Street

SYDNEY NSW 2000

### Company Secretary

Mr Paul Frederiks

### Registered Office

Level 2, 400 Queen Street

BRISBANE QLD 4000

Telephone: +61 (0) 7 3309 7008

Facsimile: +61 (0) 7 3309 7099

**ASX Code:** OMT

**Website:** [www.omnimarkettide.com.au](http://www.omnimarkettide.com.au)

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

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### 3. Details of the Offer

#### 3.1 The Offer

The Company is offering pursuant to this Prospectus 10,000 Shares each at an issue price of \$0.00125 (on a pre-Consolidation basis) (**Offer**).

Refer to Section 6.1 for a summary of the rights attaching to the Shares.

#### 3.2 Purpose of the Offer

On 13 April 2017 the Company announced that:

- (a) it had entered into a mandate with Forrest Capital to undertake a placement of up to 104,000,000 Shares each at an issue price of \$0.0125 (being 1,040,000,000 Shares each at an issue price of \$0.00125 (on a pre-Consolidation basis))(**Placement Shares**) to raise \$1,300,000 (before costs) (**Placement**). The Placement Shares will be issued to either "Sophisticated Investors" or "Professional Investors" within the meaning of sections 708(8) and 708(11) of the Corporations Act;
- (b) the Chairman of the Company, Mr Glenn Vassallo (or his nominee) has agreed to immediately loan the Company \$150,000 at no interest which will become a convertible note (**Vassallo Convertible Note**) subject to Shareholder approval at the Annual General Meeting. The Vassallo Convertible Note will be able to be converted at the election of the Company at any time at \$0.0025 per Share (on a pre-Consolidation basis); and
- (c) the terms of the existing convertible notes issued in October 2016 (**Existing Convertible Notes**) will be varied so that the Existing Convertible Notes will convert at \$0.0025 per Share (on a pre-Consolidation basis).

This Prospectus has been issued to facilitate secondary trading of the Placement Shares and the 160,000,000 Shares to be issued on conversion of the Vassallo Convertible Note and the Existing Convertible Notes (the **Convertible Note Shares**) as they will be issued without disclosure to investors under Part 6D.2 of the Corporations Act. A prospectus is required under the Corporations Act to enable persons who will be issued Placement Shares and Convertible Note Shares to on-sell those Shares within 12 months of their issue. The Company is not issuing the Placement Shares or Convertible Note Shares with the purpose of the persons to whom they will be issued selling or transferring their Shares or granting, issuing or transferring interests in those Shares within 12 months of the issue but this Prospectus provides them the ability to do so should they wish.

Accordingly, the purpose of this Prospectus is to:

- (d) make the Offer;
- (e) ensure that the on-sale of the Placement Shares and Convertible Note Shares does not breach Section 707(3) of the Corporations Act by relying on the exemption to the secondary trading provisions in Section 708A(11) of the Corporations Act.

### **3.3 Consolidation of share capital**

Unless otherwise stated, all references to securities of the Company as set out in this Prospectus are on the basis that the Consolidation of the Company's issued capital on a ratio of 1:10 (which is proposed for Shareholder approval at the Annual General Meeting) has not been implemented.

### **3.4 Opening and Closing Dates**

The Company will accept Application Forms until 5.00pm EST on the Closing Date, being 5 June 2017, or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.

### **3.5 Minimum subscription**

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

There is no provision for oversubscriptions.

### **3.6 Conditions of the Offer and Placement**

Completion of the Offer and the Placement are conditional upon:

- (a) Shareholders approving:
  - (i) the issue of the Placement Shares; and
  - (ii) the variation of the terms of the Existing Convertible Notes (as outlined in Section 3.2(c) above). Each of the holders of the Existing Convertible Notes have agreed to the proposed variation of the terms, subject to Shareholder approval, at the Annual General Meeting of the Company; and
- (b) the ASX confirming that the suspension of the Company's Shares on the ASX can be lifted once the Placement is completed,

(together the **Conditions**). In the event that the Conditions are not satisfied the Company will not proceed with the Offer and will repay all application monies.

### **3.7 How to apply**

If you wish to subscribe for Shares pursuant to the Offer, you should complete and return the Application Form, which will be provided with a copy of this Prospectus by the Company at the Board's discretion, in accordance with the instructions in the Application Form. Completed Application Forms and Application Monies must be received by the Company prior to 5.00pm EST on the Closing Date. Cheques must be made payable to "Omni Market Tide Limited – Share Placement Account" and crossed "Not Negotiable". All cheques must be in Australian currency. Application Forms should be mailed or delivered to Omni Market Tide Limited, Level 2, 400 Queen Street, Brisbane, Queensland, Australia 4000.

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

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

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

### **3.8 Issue**

The Company intends to issue the Shares progressively as Applications are received and in any event, will issue all Shares as soon as possible after the Closing Date.

Security holder statements will be dispatched, as soon as possible after the issue of the Shares.

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

### **3.9 Application Monies**

All Application Monies received for the Shares will be held in trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to the Offer until the Shares are issued. All Application Monies will be returned (without interest) if the Shares are not issued. In particular, if the Conditions are not satisfied, all Application Monies will be returned (without interest).

### **3.10 ASX quotation**

Application will be made to ASX no later than seven days after the date of this Prospectus for the Official Quotation of the Shares offered under the Offer. If permission is not granted by ASX for the Official Quotation of the Shares offered by this Prospectus within three months after the date of this Prospectus (or such period as ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

The Company's Securities have been suspended from trading on ASX since 19 October 2016. As noted in Section 3.6 above, one of the Conditions of the Offer is the ASX confirming that the suspension of the Company's Shares on the ASX can be lifted once the Placement is completed. The Company has received written confirmation from the ASX that it can see no reason why the suspension of the Company's Securities cannot be lifted once the Placement is completed.

### **3.11 CHESS**

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

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

If you are broker sponsored, ASTC will send you a CHESS statement.

The CHESS statement will set out the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

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

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

### **3.12 Residents outside Australia**

This Prospectus, and an accompanying Application Form, do not, and is not intended to, constitute an offer of Shares in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the Shares. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

### **3.13 Risk factors**

An investment in Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are in Section 4.

### **3.14 Taxation implications**

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

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

### **3.15 Major activities and financial information**

A summary of the major activities and financial information relating to the Company for the financial year ended 31 December 2016 is in the Company's Annual Report which was lodged with ASX on 3 April 2017 and is available at [www.asx.com.au](http://www.asx.com.au).

The Company's continuous disclosure notices (i.e. ASX announcements) since 3 April 2017 are listed in Section 6.3.

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

### **3.16 Privacy**

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

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

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

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

### **3.17 Enquiries concerning Prospectus**

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on 07 3309 7000.

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## 4. Risk Factors

Activities in the Company and its controlled entities, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entities have implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Shareholders need to be aware of in evaluating the Company's business and risks of increasing your investment in the Company. Shareholders should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the following:

### 4.1 Key Risks associated with the Company

#### (a) Limited operating history

The Company has a limited operating history, and has had limited sales success with respect to the sale of any of the Omni Market Tide products. Furthermore, due to a lack of working capital, the Company has put on hold all development work required in relation to the Company's products. No assurances can be given that the Company will achieve commercial viability through the successful implementation of its business plans. Accordingly, there is no guarantee that the proposed marketing and pricing strategies will be successful to achieve a sizeable take up rate by users of its products and/or market share.

In addition, there is the risk that the Omni Market Tide products may not function as intended, including with respect to its stated scalability and coping with increasing numbers of users or client numbers. This may lead to the Company's reputation suffering amongst users and customers as well as potential claims for redress.

#### (b) Reliance on core information technology and other systems

The availability and success of the Omni Market Tide products is dependent upon the performance, reliability and availability of its Information Technology and communication systems. This includes its core technologies such as computer servers 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, a breakdown in utilities such as electricity and fibre optic cabling and even pandemics. 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 Company's disaster recovery plans may not adequately address every potential event and its insurance policies may not cover loss or damage suffered as a result of a system failure.

Any damage to, or failure of, the Company's key systems can result in disruptions in the Company's ability to operate its platform. Such disruptions have the potential to reduce the Company's ability to generate revenue, attract and/or retain clients, impact service levels and damage the Company's brand. This could adversely affect the Company's ability to generate new business and cause it to suffer financial loss.

The successful and timely implementation of the Company products, and in particular, any product of the Company seeking to provide the direct voting functionality, may be dependent on the cooperation of the client's share registry and the ease with which the registry can integrate. While the respective client owns the data and may instruct their registry to cooperate, the deployment and success is dependent on their cooperation for the direct voting functionality to be effective. A failure in this regard may impact the Company's success and therefore, may potentially adversely affect the business viability of the Company.

(c) Competition risk

The Company competes against a number of significant companies for clients and revenue. While the Company is of the opinion that there are limited competitors to Omni Market Tide in the market currently, there are no significant barriers to entry and the Company relies on being the first mover. It is a risk that the Company may not be able to continue to compete in the competitive industry in which it operates. The potential exists for the nature and extent of the competition to change rapidly, which may cause loss to the Company.

In addition, the emergence of new competitors in the market, or technological developments providing an alternative to the Company's products and services could adversely impact the Company's market share and cause downward price pressure on the Company's margins and revenue. Existing and new providers of investor services may respond aggressively to the Company's products and services and seek to regain market share and revenue, which could also adversely impact the Company's margins and revenue.

(d) Reliance on certain specialists (Technology and Sales)

The business of the Company relies significantly on the contribution of certain specialists in technology development and sales. The inability for the Company to retain these specialists, particularly, those in technology development could impact the ability of the Company to perform.

(e) Customer take up

The Company's focus to date has been on securing contracts with highly reputable Australian businesses and gaining initial market recognition via such high profile associations and referral networks. As announced to the market, the Company has a contract with Westpac which essentially requires the Company to develop for Westpac an App designed to drive investor relations functionality through an App. Both the Company and Westpac continue to work together under this contract in accordance with its terms. Also, the Company has an existing maintenance contract with Townsville City Council and is presently in discussions with other prospective clients. There is no guarantee that the prospective clients will take up all or some of the product and service offering on a long term basis or that its lead customer will renew its contract or expand its current product uptake.

Similarly, the Company must maintain its service quality and close relationships with its lead customers and prospective clients in order to maintain and secure their ongoing patronage. Failure to maintain, expand and secure additional clients could have a material negative impact on the Company's revenue and operating results.

(f) Other New Business Opportunities

The Company in the future may consider new business opportunities that will enhance Shareholder value. Should a suitable new business opportunity be identified, it will then need to be assessed for its technical, legal and commercial suitability.

There can be no guarantee that any proposed acquisition of a new business or project will be completed or will be successful. The acquisition of new business opportunities (whether completed or not) may also require payment of monies (as a deposit or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence.

If any proposed acquisition is not completed, monies already advanced may not be recoverable. Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the risks associated with operating a new business or project will also apply. Any such new business or project will also be subject to the risks associated with the industry in which they operate.

#### 4.2 Other risks specific to the Company

(a) New Technology

The Company understands that no ASX200 company presently utilises a specialised communications platform similar to the one that Omni Market Tide used for its Annual General Meeting in 2016 (**OmniLoop**). While mobile technology and android applications are common place in the Australian market and investor relations is not a new concept or market, the Company's success depends on how readily key decision-makers embrace the Company's product and services offered and the alternative method of communicating with shareholders and the market.

(b) Availability of IT specialists

The business of the Company is reliant upon specialist IT skills in order to develop and maintain its products and services. Any shortage of availability of these skills in the IT employment market could impair the development of the Company's products and business and the rate of such development. Such shortage could also cause wage inflation, which may impact on the Company's profitability.

(c) Reliance on third party IT service provision

The Company's business utilises equipment, software and services provided by third parties to operate its business. Significant or extended disruption caused by supplied equipment, software or service failure may reduce the Company's ability to generate revenue, impact consumer service levels and damage the Company's brand. This could adversely affect the Company's ability to attract and retain clients, 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.

(d) Branding and reputation

There is a risk that larger corporate clients will all wish to tailor the Omni Market Tide products and brand the application(s) and software as their own, meaning that there may be limited market recognition of the Company's own brand. The Company's ability to successfully market itself and its products and services via alternative direct marketing

strategies may impact the Company's success and ability to attract clientele and therefore revenue.

(e) Security breaches

A malicious attack on the Company's systems, processes or people from external or internal sources could put the integrity and privacy of customers' data and business systems used to run the platform at risk. The impact of loss or leakage of customer or business data could include costs for rebates, potential service disruption, litigation and brand damage resulting in reduced or falling revenues. The Company will seek to use best practice in relation to security policies, procedures, automated and manual protections, encryption systems and staff screening to minimise this risk. If the Company's efforts to combat any malicious attack are unsuccessful or if the platform has actual or perceived vulnerabilities, the Company's business reputation and brand name may be harmed, potentially having a material adverse effect on the Company's operations and financial position.

(f) Shortage of funding

The funds raised under the Placement will be used to conduct the Company's business. However, if the Company incurs unexpected costs or is unable to generate sufficient operating income, further funding may be required and is likely. Any additional funding through Share issues is dependent upon market conditions at the time. Debt financing may not be available to support the scope and extent of proposed developments. If available, it may impose restrictions on operating activities or anticipated expansion of the Company's operations.

(g) Protection of intellectual property

The Company's intellectual property includes its software development, knowledge base of business operations, including user, industry and market behaviours, and customer records. The Company intends to implement strict security and monitoring of its software code and customer records, including protection and restriction on physical access.

The Company will encourage employee retention through the use of competitive long-term employment contracts, confidentiality, non-competition and invention agreements.

The Company does not have any patents in place to protect its core intellectual property. Accordingly, the Company cannot be certain that the unauthorised use or access of intellectual property relevant to the Company's business will not be undertaken by third parties to the detriment of the Company, its operations and business. 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. Any unauthorised use, access or copying of the Company's intellectual property could impact adversely on the Company's margins and revenue.

(h) Legal and regulatory risks

The Company's business activities are subject to applicable local laws, regulations and to the relevant conditions applying in each jurisdiction in which the Company operates or intends to operate. Failure to comply with these conditions may cause the Company to suffer significant damage through loss of opportunity and/or the imposition of penalties and fines.

Changes in government and/or statutory changes in jurisdictions in which the Company operates, or intends to operate, may affect the Company's business and its operations. Any of

these factors may, in the future, adversely affect the financial performance of the Company and the market price of its Shares.

The core business of Omni Market Tide operates within a complex corporate regulatory regime and some of the functionality within the platform available to clients may be novel and have not been offered by other competitors previously. While the Company will undertake all reasonable precautions to ensure that the product complies with all relevant laws, certain regulatory authorities or judicial bodies may have a different view. Certain groups or shareholders of clients may also seek to challenge the validity of votes cast using any platform developed and deployed by the Company. This could negatively impact upon the Company's business reputation and revenue, as well as lead to sunk legal costs regardless of the merits of such claims.

### **4.3 General investment risks**

#### **(a) Share Market**

There are general risks associated with any investment and the share market. The price of the Company's securities on the ASX may rise and fall depending on a range of factors beyond the Company's control and which are unrelated to the Company's financial performance.

These factors may include movements on international stock markets, interest rates and exchange rates, together with domestic and international economic conditions, inflation rates, investor perceptions, changes in government policy, commodity supply and demand, government taxation and royalties, war, global hostilities and acts of terrorism. There is no assurance that the price of the Shares will increase, even if the Company's revenues and/or earnings increase.

#### **(b) Government policies and legislation**

The Company's businesses and performance are affected generally by the fiscal or other policies (including taxation) that are adopted by government both in Australia and in the other jurisdictions in which the Company operates. Any change in regulation or policy may adversely affect the performance or financial position of the Company, either on a short-term or long-term basis. The Company may also be adversely affected by the pace or extent of such change.

#### **(c) General Economic conditions**

The Company's business is affected by general economic conditions. A deterioration in economic conditions could lead to reductions in personal and business spending and other potential revenues which could be expected to have a corresponding adverse impact on the Company's operating and financial performance.

#### **(d) Market risk and interest rate volatility**

From time to time, the Company may borrow money and accordingly will be subject to interest rates which may be fixed or floating. A change in interest rates would be expected to result in a change in the interest cost to the Company and, hence, may affect its financial performance.

#### **(e) Liquidity risk**

There is no guarantee that there will be an ongoing liquid market for the Company's securities. Accordingly, there is a risk that, should the market for the Company's securities become illiquid, Shareholders will be unable to realise their investment in the Company.

(f) Risk of Shareholder dilution

In the future, the Company may elect to issue Shares to engage in fundraisings and also to fund, or raise proceeds, for acquisitions the Company may decide to make. While the Company will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital it is able to issue within a 12 month period (other than where exceptions apply), Shareholders may be diluted as a result of such issues of Shares and fundraisings.

(g) Litigation

Litigation brought by third parties including but not limited to customers, partners, suppliers, business partners or employees could negatively impact the business, particularly in the case where the impact of such litigation is greater than or outside the scope of the Company's insurance.

(h) Accounting standards

Australian accounting standards are set by the Australian Accounting Standards Board (AASB) and are outside the Directors' and the Company's control. Changes to accounting standards issued by the AASB could adversely impact the financial performance and position reported in the Company's financial statements.

(i) Taxation

There may be tax implications arising from Applications for Shares, the receipt of dividends (both franked and, if any, unfranked) from the Company, participation in any on market Share buy-back and on the disposal of Shares.

Changes to the rate of taxes imposed on the Company are likely to affect Shareholder returns. In addition, an interpretation of Australian taxation laws by the Australian Taxation Office that differs to the Company's interpretation may lead to an increase in the Company's taxation liabilities.

(j) Impact of hostilities, terrorism or other force majeure events

War, other hostilities, terrorism or major catastrophes can adversely affect global and Australian market conditions. Such events can have direct and indirect impacts on the Company's business and earnings.

#### **4.4 Investment speculative**

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

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## 5. Effect of the Offer

### 5.1 Capital structure on completion of the Offer, Placement and conversion of the Convertible Notes (on a pre-consolidation basis)

	Number of Shares	Number of Unlisted Options	Number of Class A Performance Shares
Balance at the date of this Prospectus	226,568,898 <sup>(1)</sup>	25,000,000 <sup>(2)</sup>	30,000,000 <sup>(3)</sup>
To be issued under the Offer	10,000	-	-
To be issued under the Placement	1,040,000,000		
To be issued on conversion of the Convertible Notes	160,000,000		
Advisor Options		350,000,000 <sup>(4)</sup>	
<b>Balance after the Offer, (if fully subscribed), Placement and conversion of the Convertible Notes</b>	<b>1,426,578,898</b>	<b>375,000,000</b>	<b>30,000,000</b>

(1) This number includes 150,000,000 Shares that are subject to ASX escrow until July 2017.

(2) Listed Options exercisable at \$0.10 on or before 31 December 2018.

(3) Subject to ASX escrow until July 2017.

(4) Unlisted Options issued to advisors to the Placement with exercise price of \$0.0025 per Share, expiring on 31 March 2021.

### 5.2 Capital Structure on completion of the Offer, Placement and conversion of the Convertible Notes (on a post-Consolidation basis)

	Number of Shares	Number of Options	Number of Class A Performance Shares
Balance at the date of this Prospectus	22,656,890 <sup>(1)</sup>	2,500,000 <sup>(2)</sup>	3,000,000 <sup>(3)</sup>
To be issued under the Offer	1,000	-	-

To be issued under the Placement	104,000,000		
To be issued on conversion of the Convertible Notes	16,000,000		
Advisor Options		35,000,000 <sup>(4)</sup>	
<b>Balance after the Offer, (if fully subscribed), Placement and conversion of the Convertible Notes</b>	<b>142,657,890</b>	<b>37,500,000</b>	<b>3,000,000</b>

- (1) This number includes 15,000,000 Shares that are subject to ASX escrow until July 2017.
- (2) Listed Options exercisable at \$1.00 on or before 31 December 2018.
- (3) Subject to ASX escrow until July 2017.
- (4) Unlisted Options issued to advisors to the Placement with exercise price of \$0.025 per Share, expiring on 31 March 2021.

### 5.3 Pro forma statement of financial position

#### Basis of Preparation

The below pro-forma statement of financial position has been prepared in accordance with the ASIC Guide to Disclosing Pro-Forma Financial Information.

The consolidated statement of financial position as at 31 December 2016 is based on the audited Financial Statements for the year ended 31 December 2016 and have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The statements of financial position as at 31 December 2016 have been prepared to provide Shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company. 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.

The pro forma statement of financial position is based on the audited statement of financial position as at 31 December 2016 and has then been adjusted to reflect the material transactions as outlined below, assuming Shareholder approval is obtained for the proposed transaction.

	OMT as at 31 December 2016	Subsequent Events	Completion of Capital Raising (less fees)	Conversion of Convertible Notes	Proforma Combined as at 31 December 2016
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	\$187,739	\$150,000	\$1,150,000		\$1,487,739
Trade and other receivables	\$156,592				\$156,592
Other current assets	\$4,046				\$4,046
<b>TOTAL CURRENT ASSETS</b>	<b>\$348,377</b>	<b>\$150,000</b>	<b>\$1,150,000</b>	<b>\$0</b>	<b>\$1,648,377</b>
<b>NON-CURRENT ASSETS</b>					
Property, plant and equipment	\$116,300				\$116,300
Research and Development costs					\$0
Other non current assets	\$31,375				\$31,375
<b>TOTAL NON-CURRENT ASSETS</b>	<b>\$147,675</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$147,675</b>
<b>TOTAL ASSETS</b>	<b>\$496,052</b>	<b>\$150,000</b>	<b>\$1,150,000</b>	<b>\$0</b>	<b>\$1,796,052</b>
<b>CURRENT LIABILITIES</b>					
Trade and other payables	\$539,156	(\$202,908)			\$336,248
Borrowings					\$0
Provisions	\$12,996				\$12,996
Other liabilities	\$20,000				\$20,000
<b>TOTAL CURRENT LIABILITIES</b>	<b>\$572,152</b>	<b>(\$202,908)</b>	<b>\$0</b>	<b>\$0</b>	<b>\$369,244</b>
<b>NON-CURRENT LIABILITIES</b>					
Borrowings	\$250,000	\$150,000		(\$400,000)	\$0
Provisions					\$0
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>\$250,000</b>	<b>\$150,000</b>	<b>\$0</b>	<b>(\$400,000)</b>	<b>\$0</b>
<b>TOTAL LIABILITIES</b>	<b>\$822,152</b>	<b>(\$52,908)</b>	<b>\$0</b>	<b>(\$400,000)</b>	<b>\$369,244</b>
<b>NET ASSETS</b>	<b>(\$326,100)</b>	<b>\$202,908</b>	<b>\$1,150,000</b>	<b>\$400,000</b>	<b>\$1,426,808</b>
<b>EQUITY</b>					
Issued capital	\$7,524,124	\$0	\$1,150,000	\$200,000	\$8,874,124
Accumulated losses	(\$7,850,224)	\$202,908		\$200,000	(\$7,447,316)
Reserves	\$0	\$0			\$0
<b>TOTAL EQUITY</b>	<b>(\$326,100)</b>	<b>\$202,908</b>	<b>\$1,150,000</b>	<b>\$400,000</b>	<b>\$1,426,808</b>

## **Pro-forma Adjustments**

The pro forma statement of financial position has been prepared based on the audited statement of financial position as at 31 December 2016 that has been adjusted to reflect the following transactions and events:

- (a) Issue of 1,040,000,000 Shares at \$0.00125 per Share (on a pre-Consolidation basis) to raise \$1,300,000 less costs of the Placement of \$150,000;
- (b) The issue of a loan to the Company of \$150,000 as announced to ASX on 13 April 2017 which will become a convertible note subject to shareholder approval;
- (c) The issue of 160,000,000 Shares (on a pre-Consolidation basis) on conversion of the Convertible Notes; and
- (d) The debt owing to GRT Lawyers of \$202,908 being fully written off.

### **5.4 Market price of Shares**

The Company's Securities have been suspended from quotation on the ASX since 19 October 2016. The last market sale price of the Company's Shares on the ASX immediately preceding suspension of the quotation of the Company's Shares on the ASX was \$0.015 on 12 October 2016.

### **5.5 Dividend policy**

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

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## 6. Additional Information

### 6.1 Rights attaching to Shares

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

(a) Shares

Subject to the Corporations Act, Listing Rules, ASX Settlement Operating Rules and any rights and restrictions attached to a class of shares, the Company may issue such number of Shares either as ordinary Shares or shares of a named class or classes (being either an existing class or a new class) at the issue price that the Directors determine and with such rights or restrictions as the Directors determine.

(b) Options

Subject to the Listing Rules, the Directors may issue Options in respect of further Shares on such terms and conditions as the Directors resolve.

(c) Alteration of rights

The rights and restrictions attaching to any class of shares (unless provided by the terms of issue of the shares of that class), can only be varied with the consent in writing of members with at least three-quarters of the votes in that class, or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class.

(d) Calls

The Board may from time to time call upon Shareholders for unpaid monies on their Shares, although this will not be relevant to the fully paid Shares being issued under this Prospectus. If such a call is made, Shareholders are liable to pay the amount of each call in the manner and at the time and place specified by the Board. Such calls may be payable by instalments, as determined by the Board. When a resolution of the Board authorising the call is passed, the call will be deemed to have been made. It may be revoked or postponed at the discretion of the Board.

(e) Forfeiture and lien

The Company is empowered to forfeit Shares in relation to any part of allotment monies, calls, instalments, interest and expenses which remains unpaid following any notice sent to a Shareholder. Such forfeiture must occur in accordance with the Constitution, the Corporations Act and the Listing Rules. the Company has a first ranking lien or charge for unpaid calls, instalments and related interest and any amount it is legally required to pay in relation to a Shareholder's Shares. The lien or charge extends to all dividends declared in respect of the Shares, provided that if the Company registers a transfer of any Shares subject to this lien or charge without giving the transferee notice of the claim it may have at that

time, the Shares are freed and discharged from the Company's lien or charge in respect to that claim.

(f) Share transfers

Shares may be transferred in any manner required or permitted by the Listing Rules or the ASX Settlement Operating Rules and by any instrument in writing in any usual or common form or in any other form that the Board approves. The Board may refuse to register a transfer of securities of the Company (other than a transfer of quoted securities effected in accordance with the ASX Settlement Operating Rules) if permitted or required by the Listing Rules or the ASX Settlement Operating Rules.

(g) No share certificates

Subject to the requirements of the Listing Rules and the Corporations Act, the Company need not issue Share certificates.

(h) Meetings

Each Shareholder and Director of the Company, the Company's auditor and any other persons as the Chairman may approve are entitled to attend any general meeting of the Company. Two Shareholders must be present in person, by proxy, attorney or representative to constitute a quorum for a general meeting and no business may be transacted at any meeting unless the quorum required is present at the start of the business. The Company is obliged to convene and hold an annual general meeting in accordance with the Corporations Act.

(i) Voting rights

Subject to restrictions on voting from time to time affecting any class of shares in the Company and any restrictions imposed by the Corporations Act, each Share in the Company carries the right to cast one vote on a show of hands and on a poll, one vote for each fully paid Share held. A Shareholder is not entitled to vote at a general meeting unless all calls presently payable in respect of Shares have been paid (although the Shareholder may vote in respect of those Shares that have been paid up). Voting may be in person, by direct vote or by proxy, attorney or representative. The Chairman of the meeting shall have a second or casting vote in the case of an equality of votes.

(j) Dividends

Subject to and in accordance with the Corporations Act, the Listing Rules and the rights of the holders of shares under any special arrangement as to dividend, the Board may resolve to pay any dividend it thinks appropriate and fix the time for payment to the Shareholders entitled to the dividend, according to the proportion that the amount paid is to the total amounts paid and payable in respect of such Shares.

## **6.2 Company is a disclosing entity**

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

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 6.3 below).

### **6.3 Copies of documents**

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

- (a) the Annual Report of the Company for the year ended 31 December 2016 lodged by the Company with ASX on 3 April 2017; and
- (b) the following continuous disclosure notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the Annual Report referred to in paragraph (a) and before the date of issue of this Prospectus are as follows:

<b>Date Lodged</b>	<b>Subject of Announcement</b>
28/04/2017	Appendix 4C - quarterly
26/04/2017	Notice of Annual General Meeting/Proxy Form
13/04/2017	Corporate Funding Update
03/04/2017	OMT Appendix 4G

The following documents are available for inspection throughout the application period of this Prospectus during normal business hours at the registered office of the Company at Level 2, 400 Queen Street, Brisbane, Queensland, Australia 4000:

- (c) this Prospectus;
- (d) the Constitution; and
- (e) the consents provided by the Directors to the issue of this Prospectus.

### **6.4 Information excluded from continuous disclosure notices**

Other than as disclosed in this Prospectus, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

### **6.5 Determination by ASIC**

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

### **6.6 Directors' interests**

- (a) Interests

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

- (i) has any interest, nor has had any interest in the last two years prior to the date of this Prospectus, in the formation or promotion of the Company, the Offer, or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or

- (ii) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Offer.

(b) Directors' Holdings

Set out in the table below are details of Directors' relevant interests (including interests held by their related parties) in the Securities of the Company at the date of this Prospectus:

<b>Director</b>	<b>No. of Shares Held</b>	<b>No. of Options Held</b>	<b>No. of Class A Performance Shares</b>
Glenn Vassallo	25,349,377	-	5,047,620
Richard Dennis	250,000	-	-
Bryan Granzien	-	-	-

- (1) The Class A Performance Shares are tied to audited revenue as the key performance criteria. They will convert into fully paid ordinary shares subject to exceeding the following audited revenue thresholds:

25% convert if the audited revenue of OMT Operations (AU) Pty Ltd (**OMT Ops**) during any financial year is equal to or greater than \$3 million;

25% convert if the audited revenue of OMT Ops during any financial year is equal to or greater than \$4 million;

25% convert if the audited revenue of OMT Ops during any financial year is equal to or greater than \$6 million;

25% convert if the audited revenue of OMT Ops during any financial year is equal to or greater than \$8 million

The terms of expiry for the first three thresholds above is 31 December 2018 while for the 4<sup>th</sup> threshold of revenue of \$8 million the expiry is 22 July 2020.

No Class A Performance Shares have been converted as at the date of the Prospectus.

(c) Remuneration of Directors

In accordance with the Constitution, the Shareholders have approved an aggregate amount of up to \$250,000 per annum to be paid as non-executive Directors' fees.

It is currently resolved that the non-executive Chairman of the Company is entitled to receive fees of \$25,000 per annum and each non-executive Director is entitled to receive fees of \$25,000 per annum. Payments of Directors' fees will be in addition to any payments to Directors in any employment capacity. No Non-Executive Director of the Company received share-based payment for their services as Non-Executive Directors during the the current financial year to date or the preceding two financial years prior to this Prospectus.

Directors have received the following remuneration for the current financial year to date and the preceding two financial years prior to this Prospectus:

Directors	Year	Salary & Fees \$	Superannuation \$	Share Based Payments \$	Total \$
Glenn Vassallo	2017	2,083	-	-	2,083
	2016	25,000	-	-	25,000
	2015	6,250	-	-	6,250
Richard Dennis <sup>(1)</sup>	2017	2,083 <sup>(3)</sup>	-	-	2,083
	2016	19,435 <sup>(3)</sup>	-	-	19,435
	2015	-	-	-	-
Bryan Granzien <sup>(2)</sup>	2017	2,083	-	-	2,083
	2016	93,083	-	-	93,083
	2015	-	-	-	-

(1) Appointed 22 March 2016

(2) Appointed 25 November 2016

(3) Paid to Dennis Corporate Advisory for Mr Dennis' directors fees. Mr Dennis is the Managing Director of Dennis Corporate Advisory.

(d) **Interests in Acquired Property**

On 30 November 2014 the Company executed an agreement to acquire 100% of the issued capital in GRT App Pty Ltd ACN 155 477 848 (**GRT App**). On completion of the acquisition the Company started carrying on the business activities of developing and commercialising the products of GRT App and became a stakeholder relations software company. This transaction resulted in the back-door listing of GRT App to the ASX and required re-compliance with chapters 1 and 2 of the ASX Listing Rules. GRT App subsequently changed its name to OMT Operations (AU) Pty Ltd.

Current Non-executive Chairman, Mr Glenn Vassallo, was a founder and shareholder of GRT App. As a component of the acquisition consideration for GRT App in July 2015, entities associated with Mr Glenn Vassallo received consideration in the form of 25,238,100 Shares in the Company and 5,047,620 Class A Performance Shares.

**6.7 Related Party Transactions**

Current Non-executive Chairman, Mr Glenn Vassallo, is the Managing Director of GRT Lawyers Pty Ltd (**GRT Lawyers**). During the 2016 year, the Company paid the amount of \$397,645 in legal fees to GRT Lawyers, and during the year of 2015 the Company paid GRT Lawyers \$273,070. GRT Lawyers has agreed with the Company that GRT Lawyers will, as a good faith gesture and to provide additional financial stability to the Company, write off the current debt owed to GRT Lawyers in the amount of \$202,908 immediately upon successful completion of the Placement. These legal fees related to general legal advice and business contracts. All transactions were conducted on normal commercial terms.

## 6.8 Interests of Named Persons

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

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

## 6.9 Expenses of issue

The estimated expenses of the issue are as follows:

<b>Costs of the Offer</b>	<b>\$</b>
ASIC lodgement fee	2,350
ASX quotation fee	6,650
Placement costs	78,000
Meeting costs, printing, postage, other	43,000
Legal expenses	20,000
<b>Total</b>	<b>150,000</b>

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## 7. Authorisation

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of Company by:

A handwritten signature in black ink, appearing to read 'G. Vassallo', is written over a light grey rectangular background.

Glenn Vassallo

**Non-Executive Chairman**

Dated: 25 May 2017

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## 8. Glossary of Terms

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

**\$** means Australian dollars.

**Annual General Meeting** means the Annual General Meeting of the Shareholders of the Company to be held on 31 May 2017.

**Annual Report** means the financial report lodged by the Company with ASIC and includes the corporate directory, Shareholder information, financial report of the Company and its controlled entities, together with a Directors' report in relation to that financial year and the auditor's report.

**Applicant** means a person who submits an Application Form.

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

**Application Form** or **Form** means the application form sent with this Prospectus.

**Application Monies** means application monies for Shares received by the Company.

**ASIC** means Australian Securities and Investments Commission.

**ASTC** means ASX Settlement and Transfer Corporation Pty Ltd ACN 008 504 532.

**ASX** means ASX Limited ACN 008 129 164 and where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Board** means the Directors meeting as a board.

**Business Day** means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

**CHESS** means ASX Clearing House Electronic Subregister System.

**Class A Performance Shares** means performance shares which convert on a one for one basis to Shares upon achievement of certain performance milestones prior to the relevant expiry date.

**Closing Date** means 5 June 2017 or such later date as the Directors may determine.

**Company** means Omni Market Tide Limited (ACN 096 687 839)

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

**Convertible Notes** means the Vassallo Convertible Notes and the Existing Convertible Notes.

**Convertible Note Shares** has the meaning in Section 3.2.

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

**Directors** mean the directors of the Company as at the date of this Prospectus.

**EST** means Eastern Standard Time, being the time in Brisbane, Queensland.

**Existing Convertible Notes** has the meaning in Section 3.2.

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

**Listing Rules** means the Listing Rules of ASX.

**Offer** has the meaning in Section 3.1.

**Official List** means the official list of ASX.

**Official Quotation** means quotation of Shares on the Official List.

**OMT App** means the Company's smart device application designed to improve shareholder engagement and investor relations.

**Option** means the right to acquire one Share.

**Placement** has the meaning in Section 3.2.

**Placement Shares** has the meaning in Section 3.2.

**Prospectus** means this prospectus dated 25 May 2017.

**Section** means a section of this Prospectus.

**Securities** means Shares, Options and Class A Performance Shares.

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

**Shareholder** means a holder of Shares.

**Vassallo Convertible Note** has the meaning in Section 3.2.