(PROPOSED TO BE RENAMED "VTX HOLDINGS LIMITED")
ACN 096 870 978

PROSPECTUS

For the grant of one (1) free Option for every five (5) Shares subscribed for by SPP Subscribers

THE SPP OPTION OFFER IS CURRENTLY SCHEDULED TO CLOSE AT
5:00PM (WST) ON 5 NOVEMBER 2014

VALID APPLICATIONS MUST BE RECEIVED BEFORE THAT TIME

Please read the instructions in this Prospectus and on the Application Form regarding acceptance of the Options under the SPP Option Offer

IMPORTANT NOTICE

The SPP Options Offer is conditional on the SPP Resolutions being passed at the Annual General Meeting of Shareholders to be held on 21 October 2014.

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 Options offered by this Prospectus should be considered as speculative.

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IMPORTANT INFORMATION

ABOUT THIS PROSPECTUS

This Prospectus is dated 19 September 2014 and was lodged with ASIC on that date. ASIC and ASX take no responsibility for the contents of this Prospectus.

The expiry date of this Prospectus is 5:00pm (WST) on the date that is 13 months after the date of this Prospectus (**Expiry Date**).

This Prospectus is a transaction specific prospectus for an offer of options to acquire 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 a full form prospectus. In making representations in this Prospectus, regard has been given 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 advisors whom potential investors may consult.

The Options offered under this Prospectus should be considered speculative in nature. Before applying for Options, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits and risks involved. Various risks may affect the future operating and financial performance of the Company and the value of an investment in the Company. Some of these risks are listed in Section 2 of this Prospectus. You should carefully consider these factors in light of your own personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, stockbroker, lawyer of other professional advisor before deciding whether to invest.

The potential tax effects of participating in the SPP Option Offer will vary between investors. All investors should satisfy themselves of the possible tax consequences by consulting their own professional tax advisors.

The Company will within 7 days of the date of this Prospectus apply for Official Quotation by ASX of the Options offered by this Prospectus.

The SPP Option Offer is not underwritten.

This Prospectus should be read in conjunction with the other documents (including the SPP offer documents) which accompany this Prospectus.

A copy of this Prospectus is available for inspection at the registered office of the Company 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 4.3).

Applications for Options offered under this Prospectus can only be submitted on an original Application Form or via the methods set out in the SPP documentation accompanying this Prospectus. The Corporations Act prohibits any person from passing on to another person the Application Form unless it is accompanied by or attached to a complete unaltered copy of this Prospectus.

Any revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amounts of goods and services tax, unless otherwise disclosed.

DISCLAIMER

No person is authorised to give any information or to make any representation in connection with the SPP Option Offer which is not contained in the Prospectus or the documents accompanying it. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the SPP Option Offer. Neither the Company nor any other person warrants the future performance of the Company or any return on any investment made under this Prospectus, except as required by law, and then only to the extent required.

IMPORTANT INFORMATION

RESTRICTIONS ON THE DISTRIBUTION OF THIS PROSPECTUS

The SPP Option Offer is not being made to Shareholders or residents outside of Australia and New Zealand.

This Prospectus and the accompanying Application Form do not, and are not intended to, constitute an offer of Options 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. This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy securities in any country other than Australia and New Zealand. In particular, any securities described in this Prospectus have not been, and will not be, registered under the *US Securities Act 1933* (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws. No action has been taken to permit the SPP Option Offer under this Prospectus in any jurisdiction other than Australia and New Zealand.

The Options to be issued subject to this Prospectus are not being offered or sold to the public within New Zealand other than under the SPP, which is being made to existing shareholders of the Company with registered addresses in New Zealand to whom the SPP Option Offer is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

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.

PRIVACY

If you apply for Options, you will provide personal information to the Company and the Registry. The Company and the Registry collect, hold and use 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 herein 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 a right 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.

ELECTRONIC PROSPECTUS

A copy of this Prospectus can be downloaded from the website of the Company at www.vortexpipes.com. Any person accessing the electronic version of the Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person from passing on to another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company by telephone on (+61 8) 6489 1600.

IMPORTANT INFORMATION

SPP OPTION OFFER IS CONDITIONAL

The SPP Option Offer is conditional on the Company obtaining Shareholder approval for

(a) the issue of securities as part of the SPP; and

(b) the consolidation of the capital of the Company on the basis on 1 for 20 (**"Consolidation"**) (collectively the **"SPP Resolutions"**)

at the Annual General Meeting of Shareholders to be held on 21 October 2014.

If Shareholder approval is not obtained for the SPP Resolutions the SPP Option Offer will not proceed and all application monies received will be refunded.

CONSOLIDATION

The Company has issued a Notice of General Meeting for a meeting to be held on 21 October 2014. A resolution to consolidate the Company's securities (Shares and options) on a 1 for 20 basis is to be considered at that meeting. Unless otherwise stated, all numbers of Options in this document assume that the Consolidation occurs before the issue date and are on a **post-Consolidation basis**.

DEFINED TERMS AND ABBREVIATIONS

Terms and abbreviations used in this Prospectus are defined in the Glossary of Terms (see Section 5).

CORPORATE DIRECTORY

DIRECTORS

Andrew Haythorpe (Non-executive Chairman)
James Robinson (Non-executive Director)
Harry Karelis (Non-executive Director)

COMPANY SECRETARY

Loren Jones

REGISTERED OFFICE

Suite 9, 330 Churchill Avenue
SUBIACO WA 6008
Telephone: + 61 8 6489 1600
Facsimile: +61 8 6489 1601

SOLICITORS TO THE COMPANY

Jeremy Shervington
52 Ord Street
WEST PERTH WA 6005

WEBSITE

www.vortexpipes.com

ASX CODE

VTX

AUDITOR

Pitcher Partners Corporate & Audit (WA) Pty Ltd
Level 1, 914 Hay Street
Perth WA 6000

SHARE REGISTRY

Security Transfer Registrars Pty Ltd
Alexandra House
Suite 1, 770 Canning Highway
Applecross WA 6153

INDICATIVE TIMETABLE FOR THE SPP OPTION OFFER*

DATE (and time if relevant)	**EVENT**
5pm WST, 18 September 2014	**Record Date** The date and time on which the Company determines who is eligible to participate in the SPP.
19 September 2014	**Opening Date**
5pm WST, 5 November 2014	**Closing Date** Application Forms together with payment by cheque or money order must be received by this time and date. **Note:** BPAY payments must be received by 4pm WST, 5 November (which is when the BPAY system closes on the Closing Date).
7 November 2014	**Allotment Date** The date on which the New Shares and Attaching Options are expected to be allotted.
11 November 2014	**Despatch Date** Transaction confirmations / holding statements will be sent to shareholders on or around this date
14 November 2014	**Trading Date** The date on which the New Shares are expected to begin trading.

* These dates are indicative only. The Company may vary the dates and times of the SPP Option Offer or withdraw it without notice. Accordingly, Eligible Shareholders are encouraged to submit their Application Form as early as possible. Without limiting the foregoing, subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the SPP Option Offer. Any extension of the Closing Date will have a consequential effect on the anticipated date for allotment and issue of the Options.

1. DETAILS OF THE SPP OPTION OFFER

1.1 BACKGROUND

The Company is offering Eligible Shareholders the opportunity to subscribe, under a share purchase plan (**"SPP"**), for up to $15,000 worth of Shares at an issue price of $0.01 to raise a maximum of $1,000,000 (before costs).

The SPP is not underwritten. Any Shares not subscribed for by Eligible Shareholders under the SPP will comprise the shortfall (**"SPP Shortfall"**) and may be offered to institutional or sophisticated investors as a separate placement at the discretion of the Directors, up to the limit approved by Shareholders at the Meeting of the Company to be held on 21 October 2014.

The Company is seeking approval at the Meeting to allow related parties who are Eligible Shareholders (and entities controlled by them) to participate in the SPP and in the SPP Option Offer. These related parties will not be able to participate in the SPP or the SPP Option Offer unless Shareholder approval for this purpose is obtained at the Meeting.

The Company is also seeking approval at the Meeting to allow related parties to participate in the SPP Shortfall Offer. Related parties will not be able to participate in the SPP Shortfall Offer unless Shareholder approval is obtained for this purpose at the Meeting.

A notice of meeting setting out the details of the resolutions to be put to Shareholders was announced to ASX on 19 September 2014.

Eligible Shareholders who subscribe for Shares under the SPP, and investors who subscribe for Shares under the SPP Shortfall (together **"SPP Subscribers"**), are also being offered one (1) free attaching Option for every five (5) Shares subscribed for. The offer of these Options (**"SPP Option Offer"**) is being made under this Prospectus.

It is proposed that the Options will be listed on the ASX. Each Option will have an exercise price of $0.025 per Option and will expire on 25 October 2015 and will otherwise be issued on the terms set out in Section 4.5.

All of the Shares issued upon the future exercise of the Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.6 for further information regarding the rights and liabilities attaching to the Shares.

1.2 THE SPP OPTION OFFER

By this Prospectus, the Company makes an offer of up to 20,000,000 Options to SPP Subscribers (or their nominees) on the basis of one (1) free attaching Option for every five (5) Shares subscribed for under the SPP or the SPP Shortfall, as applicable. Where the determination of the entitlement of any SPP Subscriber results in a fraction of an Option, such fraction will be rounded down to the nearest whole Option.

The Company has as at the date of this Prospectus 3,926,972,236 Shares (on a pre-Consolidation basis) and 3,125,000,000 unlisted Options (on a pre-Consolidation basis) on issue.

1.3 OPENING AND CLOSING DATES

The Offers will open on 19 September 2014 (**"Opening Date"**) and are anticipated to close on 5 November 2014 (**"Closing Date"**). The Opening Date and Closing Date for the SPP Option Offer are indicative only and subject to change without notice. The Company may vary these dates, including to close the SPP Option Offer early, extend the Closing Date or to withdraw the SPP Option Offer at any time prior to issue. If any of the dates are changed, subsequent dates may also change. You are encouraged to lodge your Application Form as soon as possible after the Opening Date.

The Company will accept Application Forms for the SPP Option Offer from the Opening Date until 5:00pm WST on the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.

1. DETAILS OF THE SPP OPTION OFFER

1.4 MINIMUM AND MAXIMUM SUBSCRIPTION

There is no minimum subscription under the SPP Option Offer.

The amount to be raised under the SPP is capped at $1,000,000. This means that the SPP Option Offer is capped at 20,000,000 Options. If acceptances are received in respect of more than 20,000,000 Options, acceptances will be scaled back in accordance with the mechanisms described in the SPP documents accompanying this Prospectus.

1.5 APPLYING FOR OPTIONS

If you would like to apply for Options, please complete the enclosed combined application form (**"Application Form"**) which accompanies this Prospectus and return it to the Registry:

Security Transfer Registrars Pty Ltd
Alexandra House
Suite 1, 770 Canning Highway
Applecross WA 6153

An applicant may only accept the SPP Option Offer on the basis of one (1) Option for every five (5) Shares subscribed for pursuant to the SPP or the SPP Shortfall.

The SPP Option Offers are non-renounceable. Accordingly, a subscriber may not sell or transfer all or part of their entitlement.

If the number of Options subscribed for is more than the number of Options to which the applicant is entitled under the SPP Option Offer (including because of scale back of Shares to be issued under the SPP – see "Applications may be scaled back" in the SPP offer booklet), the Company reserves the right to return the Application Form and not issue any Options to the applicant or to accept it in respect of a lesser number of Options.

The return of a completed Application Form will constitute the Eligible Shareholder's offer to subscribe for Options on the terms and conditions of this SPP Options Offer. Once an application has been made, it cannot be revoked. No notice of acceptance of the application will be provided by the Company or the Registry.

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

1.6 NO UNDERWRITING

The SPP will not be underwritten.

1.7 ISSUE OF OPTIONS AND SENDING OF SECURITY HOLDER STATEMENTS

The Company will not be obliged to allot any Options and the Applicant will not be entitled to receive or be issued any Options until the Board resolves to allot the Options.

The Directors expect that Options under the SPP Option Offer will be allotted and issued on or about 7 November 2014. Holding statements in relation to those Options are expected to be dispatched by 11 November 2014.

Applicants who sell Options before they receive their holding statements will do so at their own risk. The Company and the Registry disclaim all liability, whether in negligence or otherwise, to any person who trades in Options before receiving their holding statement, whether on the basis of a confirmation of allocation provided by the Company, the Registry, a broker or otherwise.

1.8 ASX QUOTATION

Application will be made to ASX within 7 days from the date of this Prospectus for the Official Quotation of the Options offered by this Prospectus. Subject to approval being granted by ASX, it is expected that the quotation and trading of Options issued under the SPP Option Offer will commence within five Business Days after their date of issue. If permission is not granted by ASX for the Official Quotation of the Options offered by this Prospectus within 3 months after the date of this Prospectus, the Company will repay, as soon as practicable, without interest, all application monies received pursuant to this Prospectus, or take such other action as allowed under the Corporations Act.

1. DETAILS OF THE SPP OPTION OFFER

1.9 SPP SHORTFALL

Any Shares not subscribed for by Eligible Shareholders under the SPP will comprise the SPP Shortfall and may be offered to institutional or sophisticated investors as a separate placement at the discretion of the Directors (**"SPP Shortfall Offer"**).

The SPP Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open after the Closing Date. Subscribers under the SPP Shortfall Offer will be offered Shares at the same issue price at which the Eligible Shareholders were offered Shares under the SPP, together with 1 free attaching Option for every 5 Shares subscribed for, pursuant to this Prospectus.

Any Shares not subscribed for by Eligible Shareholders under the SPP will comprise the shortfall (**"SPP Shortfall"**) and may be offered to institutional or sophisticated investors as a separate placement at the discretion of the Directors, up to the limit approved by Shareholders at the Meeting of the Company to be held on 21 October 2014.

The Company is also seeking approval at the Meeting to allow related parties to participate in the SPP Shortfall Offer. Related parties will not be able to participate in the SPP Shortfall Offer unless Shareholder approval is obtained for this purpose at the Meeting.

A notice of meeting setting out the details of the resolutions to be put to Shareholders was announced to ASX on 19 September 2014.

The Directors do not represent that any application to participate in the SPP Shortfall Offer will be successful. The Company reserves the right to issue to an applicant for Shares and Attaching Options under the SPP Shortfall Offer a lesser number of Shares and Attaching Options than the number applied for or reject an application or not proceed with the issuing of the Shortfall Securities or part thereof. If the number of Shares issued is less than the number applied for, surplus application monies will be refunded in full. Interest will not be paid on any application monies refunded.

If you are invited to subscribe for Shares pursuant to the SPP Shortfall Offer, and you wish to subscribe, please complete an SPP Shortfall Application Form. The SPP Shortfall Application Form allows you to apply for both Shares offered under the SPP Shortfall Offer and Options offered under this Prospectus.

1.10 TAXATION IMPLICATIONS

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

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

1.11 MAJOR ACTIVITIES AND FINANCIAL INFORMATION

A summary of the major activities and financial information relating to the Company for the financial year ended 30 June 2014 is in the Annual Report which was announced on the ASX on 27 August 2014. A summary of the major activities and financial information relating to the Company for the half year ended 31 December 2013 is in the Half Year Report which was announced on the ASX on 28 February 2014.

A summary of activities relating to the Company is also set out in the quarterly activities reports lodged with ASX on 31 January 2014, 30 April 2014 and 31 July 2014. The Company's continuous disclosure notices (i.e. ASX announcements) since the date of lodgement of the Annual Report on 27 August 2014 are listed in Section 4.3(c).

1.12 CHESS AND ISSUER SPONSORSHIP

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. All trading on ASX in Shares and in Options will be settled through CHESS. ASX Settlement and Transfer Corporation Pty Ltd ACN 008 504 532 (**"ASTC"**), a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and Options Clearing House Business Rules.

The Company's Registry operates an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. Both these sub-registers constitute the Company's principal register of shareholders.

Holders of Options will not receive a certificate but will receive a statement of their holding of Options.

If you are broker sponsored or other participant in CHESS, ASTC will send you a CHESS statement. The CHESS statement will set out the number of Options issued under this Prospectus, provide details of your holder identification number and the terms and conditions applicable to the Options, including a notice to exercise the Options.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Registry and will contain the number of Options 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 Shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

1.13 ENQUIRIES CONCERNING THIS PROSPECTUS

Enquiries concerning Application Forms can be made by contacting the Company Secretary on +61 8 6489 1600.

Enquiries relating to the SPP Option Offer and this Prospectus should be directed to the Company Secretary by telephone on +61 8 6489 1600

1.14 CONSOLIDATION

The Company has issued a Notice of General Meeting for a meeting to be held on 21 October 2014. A resolution to consolidate the Company's securities (Shares and options) on a 1 for 20 basis is to be considered at that meeting. Unless otherwise stated, all numbers of Options in this document assume that the Consolidation occurs before the issue date and are on a **post-Consolidation basis**.

2. RISK FACTORS

This section discusses some of the key risks associated with an investment in the Company's Securities. A number of risks and uncertainties, which are both specific to the Company and of a more general nature, may adversely affect the operating and financial performance or position of the Company, which in turn may affect the value of the Company's Securities and the value of an investment in the Company.

The risks and uncertainties described below are not an exhaustive list of the risks facing the Company or associated with an investment in the Company. Additional risks and uncertainties may also become important factors that adversely affect the Company's operating and financial performance or position.

This document is not financial product advice and has been prepared without taking into account your investment objectives or personal circumstances. Before investing in the Company Securities, you should consider whether an investment in the Company's Securities is suitable for you. Potential investors should consider publicly available information on the Company (such as that available on the websites of the Company and ASX), carefully consider their personal circumstances and consult their stockbroker, solicitor, accountant or other professional adviser before making an investment decision.

2.1 COMPANY SPECIFIC RISKS

(a) Sale of the ShieldLiner System

As announced on 14 August 2014, the Company has executed a Letter of Intent (**"LOI"**) with Noor Energy Corporation (**"Noor"**) for Noor to be granted an exclusive option to acquire all of the assets and intellectual property of the ShieldLiner System (the **"Sale"**). The Sale will be made by way of a plan of arrangement between the companies and result in the Canadian registered Holding Company (**"Holding Company"**) of the ShieldLiner System becoming listed on the Canadian Securities Exchange (**"CSE"**). The consideration to the Company for the Sale is 15,000,000 shares (**"Consideration Shares"**) in the Holding Company at a deemed issue price of CAD$0.10 per Consideration Share (i.e. in aggregate, a value of CAD$1,500,000. There are various risks and uncertainties associated with the Sale including:

i. The Company will no longer by the legal owner of the ShieldLiner System. As such, the Company will no longer directly control the management and development of the ShieldLiner System;

ii. There is no guarantee that, after the trading restrictions in respect of the Consideration Shares are lifted, the market for shares in the Holding Company will be liquid so that the Company can realise cash from those Consideration Shares;

iii. There is no guarantee that the market price of the Consideration Shares will not decrease, and as such, the value attributable to the Company's shares in Noor, and its indirect interest in the ShieldLiner System, may decrease.

iv. If the Sale completes, ASX has advised the Company that any significant new investment by the Company will, in all probability, be subject to Shareholder approval and the ASX will exercise its discretion to require the Company to re-comply with the requirements of Chapters 1 and 2 of the Listing Rules. There would be costs associated with re-complying with Chapters 1 and 2 of the Listing Rules, however, the Company may be required to incur these costs in any event, if it were to proceed to acquire a new project which is considered to result in a significant change to the nature and/or scale of its activities.

(b) Additional requirements for capital

As at the date of this Prospectus the Company's cash reserves are $226,648.93.

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to existing cash reserves. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. There is no guarantee that the Company will

be able to obtain funding on terms favourable to the Company or at all due to reasons such as general market conditions and investor sentiment and confidence.

If the Company is unable to obtain additional financing as needed, it may be required to scale back its operations.

Where the Company is unable to obtain additional funding it may be required to scale back its operations and it will adversely impact on its ability to operate as a going concern.

(c) Design, Construction, Research and Development Risks

The risks inherent in undertaking additional research and development of the ShieldLiner System and in the design and construction of additional production equipment can be summarised as follows:

i. The very nature of the type of research necessary to improve and enhance the ShieldLiner System and, in turn, the construction of the equipment is such that technical problems may be encountered which may be insurmountable;

ii. Problems may be encountered that may take time to solve and as such, the various research projects may not be completed within the budgeted timeframe or within budgeted cost;

iii. In specialised fields such as construction including research into the underground technologies of the type proposed, questions may arise for which it is not possible to locate and/or obtain the appropriate expertise. Design and construction of the ShieldLiner System equipment may be slower than expected, due to the novelty of the design and lack of experience in its construction; and

iv. The projected performance goals, reliability and time between service intervals may not be achieved within the time scale of the proposed testing program. It may require a number of incremental changes to be incorporated in a number of stages, or production series before targets can be achieved.

(d) Operational Risks

Although the Company will endeavour to ensure the successful development and utilisation of the ShieldLiner System, there can be no guarantee of success or that, if technically successful, the ShieldLiner System will prove to be economically viable and provide a satisfactory return to investors.

In considering potential returns available from an investment in the Company, investors also need to consider the risks associated with business operations. Assuming the continued successful development of the ShieldLiner System and the achievement of technical and performance targets, a number of risk factors remain, including the following:

i. The price of equipment and materials may change to the detriment of possible development and customer programmes;

ii. The costs of utilising the ShieldLiner System, associated plant and support staff may be greater than expected;

iii. The pipe lining process may not be approved by the relevant regulatory authorities;

iv. In field operations by end customers may not be successful due to materials, equipment and structural failure arising because of the novelty of the ShieldLiner System and the lack of experience and knowledge of its operation;

v. Competitive or technology factors may cause an adverse change in the ability to enter into joint ventures and other strategic alliances;

vi. New competitor technologies may prove to be more commercially acceptable;

vii. Government regulations in Australian or overseas markets may restrict development of the technologies;

viii. the Company may be unable to negotiate or obtain suitable strategic partners, contracts or licensing arrangements;

ix. Damages may result from loss of services of key staff;

x. the Company may be subject to litigation involving intellectual property, product liabilities or other consumer issues; and

xi. Patent infringement and challenges may affect the Company.

In addition, external factors such as inflation, currency fluctuations, international taxation imposts, interest rates, supply and demand and industrial disruptions can have an influence on operating costs and revenues.

(e) Intellectual Property Risks

The ability of the Company to defend patents once granted, to obtain new patents, maintain trade secret protection and operate without infringing the proprietary rights of third parties is an integral part of the Company's business. Competition in obtaining and sustaining protection of technology and the complex nature of technologies can lead to patent disputes. In addition, the granting of a patent does not guarantee that the rights of others are not infringed or that competitors will not develop technology to avoid the patented technology. There can be no assurance that any patents which the Company may own or control will afford the Company commercially significant protection of its technologies or its products or have commercial application. No guarantee can be given that the patents currently applied for or that may be sought in the future will be granted nor does the grant of a patent guarantee that the patent concerned is valid or that the technologies (patented or otherwise) does not infringe the rights of others.

(f) Competitors and Dependence on Market Acceptance of the Company's Proposed Services

The success of the Company's business will depend on the acceptance of its products and services by the market, as well as the Company's ability to enhance its products and services to meet the evolving needs of customers on a timely basis. There can be no assurance of the market's acceptance of the Company's products and services or the Company's ability to meet customers' needs.

(g) Key Personnel

The key personnel and contractors employed by the the Company have a high degree of expertise and the Company is reliant upon their continued service to maintain research and development of the ShieldLiner System. The loss of key executives or staff or the inability to recruit and retain high calibre staff to manage future growth and maintain customer support to a high standard could adversely affect ShieldLiner.

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

(h) Product & Environmental Liability

The Company's business activities could result in claims against the Company including product and environmental liability claims from trials and use of the Company's products. The Company will attempt to reduce this risk through disclaimers and liability limitation clauses. The Company will also seek to maintain adequate liability insurances, however, there can be no assurance that adequate or necessary insurance coverage will be available at an acceptable cost or in sufficient amounts. In the event of product liability claims, insufficient insurance coverage could have a material adverse effect on the Company's results of operations and financial condition. If there is a problem that is attributable to the Company's products or services, the market perception of the effectiveness of the Company's products and services could also be harmed.

2. RISK FACTORS

(i) Managing Rapid Growth

Rapid growth of the Company will require preparedness for the deployment of management systems relating to financial monitoring and controls, human resources, corporate compliance, marketing, technical and creative production and changes in the competitive landscape. The Directors recognise the need to employ highly qualified people to fill expanding roles within the organisation and believe that such individuals can be attracted to the Company Competition for such personnel may be strong.

Should there be a delay in attracting suitably qualified individuals to participate in the roll out of the Company's business model or to integrate company acquisitions, or a loss of key personnel, the financial prospects and performance of the Company may be materially affected.

(j) Risks Associated with Future Acquisitions

The Company intends to investigate and consider selective acquisitions in the current business area and other industries. There are no assurances that the Company will be able to identify suitable acquisition candidates available for sale at reasonable prices, complete any acquisitions or successfully integrate any acquired business into the Company's operations.

Even in the event that future acquisition targets are identified by the Company, there are no assurances of completing these transactions and the due diligence costs and related costs could have a material effect on the profitability of the Company.

Further, future acquisitions may be outside the scope of the Company's current business model and accordingly if the Company may face the additional business risk of integrating disparate operations. Any acquisition will require financing which may create additional risks to the expansion of the Company's business if the allocation of the Company's limited cash resources is required to be varied.

(k) No Profit to Date

The Company has incurred losses and it is therefore not possible to evaluate the future prospects based on past performance.

Other factors that will determine the Company's profitability are its ability to manage its costs, to execute its development and growth strategies, economic conditions in the markets the Company operates, competitive factors and regulatory developments.

The acquisition of any new business in the receivables management, finance and consumer services industries will, by its nature, incur one-off and other integration costs which may affect profitability. The Directors cannot guarantee the performance of the financial forecasts which are based on best estimate assumptions.

(l) Policies and legislation

Any material adverse changes in Federal, State or Territory government policies or legislation of Australia may affect the viability and profitability of the Company.

2. RISK FACTORS

2.2 GENERAL RISKS

(a) Economic

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

(b) Market conditions

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

- general economic outlook;
- 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. Investors may therefore realise less than, or lose all of, their investment.

(c) 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.

(d) 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.

2.3 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 Options offered under this Prospectus.

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

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

3. PURPOSE AND EFFECT OF THE SPP OPTION OFFER

This Section 3 is prepared on the basis that the SPP is fully subscribed (in which case all Options will be issued under the SPP Option Offer and none will be issued pursuant to the SPP Shortfall). The position will not be materially different from that set out below if some Options are issued under the SPP Option Offer and some under the SPP Shortfall.

3.1 PURPOSE OF THE SPP OPTIONS OFFER

The SPP Option Offer is being made in accordance with the Company's announced intention to offer one (1) free attaching Option for every five (5) Shares subscribed for under the SPP and SPP Shortfall Offer.

No funds will be raised from the SPP Option Offer. Funds raised under the SPP will be used for due diligence associated with the proposed sale of the ShieldLiner System, due diligence associated with new project appraisal and for working capital purposes.

3.2 EFFECT OF THE SPP OPTION OFFER

The principal effect of the SPP Option Offer, assuming all Options offered under the Prospectus are granted, will be to increase the number of Options currently on issue by 20,000,000 (assuming that the SPP Option Offer is fully subscribed for).

If all of these 20,000,000 Options are exercised, the Company will be paid exercise proceeds of $500,000 (before costs) and an additional 20,000,000 Shares will be issued to Option holders. The exercise proceeds will be applied towards the Company's general operational and capital expenditure.

3.3 EFFECT ON CAPITAL STRUCTURE

The effect of the SPP Option Offer on the capital structure of the Company, assuming the SPP is fully subscribed for, and all Options offered under this Prospectus are issued (but no other Shares are issued or Options exercised), is set out below:

(a) Shares

	NUMBER
Shares currently on issue	196,348,611
Shares to be issued pursuant to Director Placements[1]	30,000,000
Total	**226,348,611**
Shares to be issued under SPP	100,000,000
Total Shares on issue after SPP	**326,348,611**

1. To be issued to subject to Shareholder approval being obtained for Resolutions 8, 9 and 10 at the Meeting to be held on 21 October 2014.

(b) Options

	NUMBER
Options currently on issue[1]	156,250,000
Options to be issued pursuant to Non-Related Party Placement[2]	39,250,000
Options to be issued pursuant to Director Placements[3]	30,000,000
Total	225,500,000
Attaching Options to be issued under SPP	20,000,000
Total Options on issue after SPP	**245,550,000**

1. Options exercisable at $0.025 on or before 25 October 2015.
2. Options exercisable at $0.025 on or before 31 August 2018, subject to Shareholder approval being obtained for Resolution 7 at the Meeting to be held on 21 October 2014.
3. Options exercisable at $0.025 on or before 31 August 2018, subject to Shareholder approval being obtained for Resolutions 8, 9 and 10 at the Meeting to be held on 21 October 2014.

3.4 PRO FORMA BALANCE SHEET

The pro-forma balance sheet is based on the statement of financial position as at 30 June 2014 that has then been adjusted (assuming the SPP is fully subscribed for) to reflect the issue of 100,000,000 Shares pursuant to the SPP, at an issue price of $0.01 and 20,000,000 free attaching Options pursuant to the SPP Option Offer to raise $1,000,000 before costs of the SPP and SPP Option Offer of approximately $15,348. The pro-forma balance sheet is prepared on the basis that the SPP and SPP Option Offer raise $984,652 after costs. This has reflected as an increase in cash reserves with a corresponding increase in issued capital.

The pro-forma, unaudited balance sheet excludes movements from carrying out general business operations. The pro-forma, unaudited balance sheet is illustrative only and may not represent the financial position of the Company following the close of the SPP Option Offer. The pro-forma, unaudited balance sheet does not take into account the effect of any future exercises of Options.

The audited balance sheet as at 30 June 2014 and the unaudited pro forma balance sheet as at 30 June 2014 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.

	AUDITED BALANCE SHEET 30 JUNE 2014	UNAUDITED PRO FORMA 30 JUNE 2014
CURRENT ASSETS		
Cash and cash equivalents	27,479	1,474,219
Trade and other receivables	11,277	4,103
Consideration Shares in Holding Company	-	1,491,288
TOTAL CURRENT ASSETS	**38,756**	**2,969,610**
NON-CURRENT ASSETS		
Property, plant & equipment	24,133	24,133
TOTAL NON-CURRENT ASSETS	**24,133**	**24,133**
TOTAL ASSETS	**62,889**	**2,993,743**
CURRENT LIABILITIES		
Trade and other payables	294,887	54,312
TOTAL CURRENT LIABILITIES	**294,887**	**54,312**
TOTAL LIABILITIES	**294,887**	**54,312**
NET ASSETS	**(231,998)**	**2,939,431**
SHAREHOLDERS' EQUITY		
Issued Capital	9,811,391	11,488,543
Reserves	657,097	657,097
Accumulated losses	(10,700,486)	(9,206,209)
TOTAL SHAREHOLDERS' EQUITY	**(231,998)**	**2,939,431**

3. PURPOSE AND EFFECT OF THE SPP OPTION OFFER

3.5 MARKET PRICE OF SHARES

The highest and lowest market sale prices of the Company's Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest: $0.001 per Share (on a pre-Consolidation basis) on 16 September 2014

Lowest: $0.001 per Share (on a pre-Consolidation basis) on 16 September 2014

The latest available closing sale price of the Company's Shares on ASX prior to the date of lodgement of this Prospectus with the ASIC was $0.001 per Share (on a pre-Consolidation basis) on 18 September 2014.

3.6 DIVIDEND POLICY

The Company does not currently pay dividends. 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.

4. ADDITIONAL INFORMATION

4.1 NATURE OF THIS PROSPECTUS

This Prospectus is issued under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act. This enables listed disclosing entities to issue a prospectus with less rigorous disclosure requirements if:

(a) the securities offered by the prospectus were enhanced disclosure securities at all times in the 3 months before the date of the prospectus; and
(b) during the shorter of the period during which the securities were quoted and the period of 12 months before the date of the prospectus, the company was not subject to certain exemptions or declarations prescribed by the Corporations Act.

Securities are enhanced disclosure securities if:

(a) the company is included in the official list of ASX; and
(b) the Listing Rules apply to those securities.

The information in this Prospectus principally concerns the terms and conditions of the SPP Option Offer and the information necessary to make an informed assessment of:

(a) the effect of the SPP Option Offer on the Company;
(b) the rights and liabilities attaching to the Options offered by this Prospectus; and
(c) the rights and liabilities attaching to the underlying Shares.

As the Company has been listed on ASX since 10 August 2004, a substantial amount of information concerning the Company has previously been notified to ASX and is therefore publicly available.

The 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. Shareholders should therefore also have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the Options.

4.2 REGULAR REPORTING AND DISCLOSURE OBLIGATIONS

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

These obligations require the Company to notify ASX of information about specified events and matters as they arise for the purposes of ASX making that information available to the stock market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions) to notify ASX immediately of any information of which it becomes aware concerning the Company which a reasonable person would expect to have a material effect on the price or value of securities in the Company.

The Company is also required to prepare and lodge with ASIC both yearly and half yearly financial statements accompanied by a Directors' statement and report and an auditor's report.

All announcements made by the Company are available from ASX.

4.3 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.

During the period that the SPP Option Offer remains open, the Company will provide free of charge to any person who requests it, a copy of:

(a) the Company's annual financial report for the year ended 30 June 2014, being the last financial year for which an annual financial report has been lodged with the ASIC in relation to the Company before the issue of this Prospectus;

(b) the Company's financial report for the half-year ended 31 December 2014 lodged with ASIC after the lodgement of the annual report referred to in paragraph (a) and before the date of lodgement of this Prospectus; and

(c) the following continuous disclosure notices given by the Company to notify ASX of information relating to the Company after 27 August 2014 (being the date of lodgement of the most recent Annual Report referred to in paragraph (a)) and the date of issue of this Prospectus. These notices are listed below:

DATE	DESCRIPTION OF ANNOUNCEMENT
1 September 2014	Preliminary Final Report

4.4 NO INFORMATION EXCLUDED FROM CONTINUOUS DISCLOSURE

Other than as set out in this Prospectus and the accompanying documents, there is no information which:

(a) has been excluded from a continuous disclosure notice in accordance with the Listing Rules; and

(b) is information that investors and their professional advisers would reasonably require for the purpose of making 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 Options being offered.

4.5 RIGHTS AND LIABILITIES ATTACHING TO THE OPTIONS

The Options to be granted under this Prospectus will be granted on the following terms and conditions:

(a) Each Option gives the Optionholder the right to subscribe for one Share.

(b) The Options will expire at 5:00pm (WST) on 25 October 2015 (**"Expiry Date"**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) The amount payable upon exercise of each Option will be $0.025 (**"Exercise Price"**).

(d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.

(e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:

i. a written notice of exercise of Options specifying the number of Options being exercised; and

ii. a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;

(**"Exercise Notice"**).

(f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

(g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

(h) The Options are transferable.

(i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.

(j) The Company may apply for quotation of the Options on ASX.

(k) The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.

(l) 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 Listing Rules at the time of the reconstruction.

(m) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(n) 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.

4.6 RIGHTS ATTACHING TO SHARES

The following is a summary of the more significant rights and liabilities attaching to Shares. 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

Each shareholder is entitled to receive notice of, attend and vote at meetings of the shareholders of the Company subject to any restrictions imposed by the Corporations Act and the Listing Rules.

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 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 a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

(c) Dividend rights

The Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend. Subject to the rights of any preference Shareholders and to the rights of the holders of any shares credited or raised under any special arrangement as to dividend, the dividend as declared 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 in accordance with Part 2H.5 of Chapter 2H of the Corporations Act. The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. 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.

The Directors may from time to time grant to Shareholders or any class of shareholders the right to elect to reinvest cash dividends paid by the Company by subscribing for Shares in the Company on such terms and conditions as the Directors think fit. The Directors may, at their discretion, resolve in respect of any dividend which it is proposed to pay or to declare on any Shares of the Company, that holders of such Shares may elect to forgo their right to the whole or part of the proposed dividend and to receive instead an issue of Shares credited as fully paid to the extent and on the terms and conditions of the Constitution.

(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 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.

(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 not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the Listing Rules.

(g) 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.

(h) 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.

4. ADDITIONAL INFORMATION

4.7 DIRECTORS' INTERESTS

(a) Except as disclosed in this Prospectus, no Director or proposed director, and no firm in which a Director or proposed director has an interest:

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 SPP Option Offer or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the SPP Option 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 SPP Option Offer.

(b) The table below shows the interest of each Director (whether held directly or indirectly) in Securities as at the date of this Prospectus:

DIRECTOR	SHARES	OPTIONS
James Robinson	90,000,000[1]	NIL[2]
Andrew Haythorpe	200,000,000[3]	NIL[4]
Harry Karelis	NIL[5]	NIL[6]

* Directors may hold the relevant interests in Shares shown above directly, or through holdings by companies, trusts or other persons with whom they are associated.

1. Mr Robinson will, subject to Shareholder approval, be issued an additional 5 million Shares.
2. Mr Robinson will, subject to Shareholder approval, be issued an additional 5 million Options exercisable at $0.025 on or before 31 August 2018.
3. Mr Haythorpe will, subject to Shareholder approval, be issued an additional 10 million Shares.
4. Mr Haythorpe will, subject to Shareholder approval, be issued an additional 10 million Options exercisable at $0.025 on or before 31 August 2018.
5. Mr Karelis will, subject to Shareholder approval, be issued an additional 10 million Shares.
6. Mr Karelis will, subject to Shareholder approval, be issued an additional 10 million Options exercisable at $0.025 on or before 31 August 2018.

The Company is seeking approval at the Meeting to allow related parties (including Directors) who are Eligible Shareholders (and entities controlled by them) to participate in the SPP and in the SPP Option Offer. The Directors will not be able to participate in the SPP (or the SPP Option Offer) unless Shareholder approval for this purpose is obtained at the Meeting.

The Company is also seeking approval at the Meeting to allow related parties (including Directors) to participate in the SPP Shortfall Offer. The Participating Directors will not be able to participate in the SPP Shortfall Offer unless Shareholder approval is obtained for this purpose at the Meeting.

4. ADDITIONAL INFORMATION

4.8 DIRECTORS' REMUNERATION

The Constitution specifies that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. Each director receives a fee for being a director of the Company.

Directors received the following remuneration for the previous two financial years:

	SHORT-TERM EMPLOYEE BENEFITS				POST-EMPLOYMENT BENEFITS	SHARE-BASED PAYMENT	
	SALARY & FEES $	BONUS $	NON-MONETARY $	OTHER $	SUPER-ANNUATION $	OPTIONS $	TOTAL $
2014 Directors							
Patrick Corr [1] *	20,000	-	-	-	1,838	-	21,838
Trevor Gosatti [2]	-	-	-	-	-	-	-
James Robinson [3] *	108,000	-	-	144,000	-	-	252,000
Brett Matich [4] *	139,097	-	-	22,329	-	-	161,426
Sean McGrath [5]	-	-	-	-	-	-	-
TOTAL	**267,097**	**-**	**-**	**166,329**	**1,838**		**435,264**
2013 Directors							
Patrick Corr [1]	20,000	-	-	-	-	-	20,000
Trevor Gosatti [2]	-	-	-	-	-	-	-
Santino Di Giacomo	8,030	-	-	-	-	-	8,030
Keith Bowker	-	-	-	45,500	-	-	45,500
James Robinson [3]	36,000	-	-	72,000	-	-	108,000
Brett Matich [4]	-	-	-	-	-	-	-
TOTAL	**64,030**	**-**	**-**	**117,500**	**-**	**-**	**181,530**

** In order to preserve the Group's limited cash reserves, it was agreed to accrue payments to Cicero Corporate Services Pty Ltd ("Cicero") and Non-Executive directors for the period 1 January to 30 June 2014. Fees remain unsettled at a rate of 50% from January to March 2014 and 100% from 1 April to current. All outstanding fees will be paid at a time that the Group raises sufficient capital to enable payment.*

(1) Appointed 7 March 2012. Actual Non-Executive director fees received by Mr Corr during the 2014 FY were $12,500.

(2) In order to conserve the Company's limited cash reserves, it was agreed to cease payments to the Managing Director as from 1 April 2012.

(3) Appointed 21 January 2013. Salary and fees relate to consultancy fees. Balance due to Mr Robinson at year-end amounts to $44,550. As per Resolution 10 of the Notice of Meeting, Mr Robinson has agreed to have amounts owing satisfied by the issue of Shares and Attaching Options on the terms set out in the Explanatory Memorandum. Amounts in 'Other' represent a monthly fee of $12,000 (exc. GST) paid to Cicero, a company related to Mr Robinson for corporate administration services financial reporting, company secretarial services and administrative operations. Balance due to Cicero at year-end amounts to $59,413.

(4) Appointed 23 May 2013. Salary and fees relate to consultancy fees. Balance due to Mr Matich at year-end amounts to $50,020. As per Resolution 10 of the Notice of Meeting, Mr Matich has agreed to have amounts owing satisfied by the issue of Shares and Attaching Options on the terms set out in the Explanatory Memorandum. Amounts in 'Other' represent a monthly fee of CAD $2,100 paid to 0937614 BC Ltd, a company related to Mr Matich for rental fees in Canada.

(5) Appointed 20 January 2014.

4.9 DEEDS OF ACCESS, INDEMNITY AND INSURANCE

The Company has entered into a deed of indemnity, access and insurance with each of its Directors and the Company Secretary. Under these deeds, the Company indemnifies each Director and the Company Secretary to the maximum extent permitted by law against any liability (as defined in the deed) in connection with any Director's (or Company Secretary's) act connected with being a Director (or Company Secretary) of the Company or any subsidiary.

The deeds also provide that the Company agrees to insure the Director (or Company Secretary) to the extent permitted by law against liabilities incurred by the Director (or Company Secretary) when acting in such a capacity. The policy must be maintained during the period from which the Director is an officer to the later of: the date which is 7 years after the Director ceases to be an officer of the Company; and the date any relevant proceedings have been finally resolved.

During the period from which the Director is an officer to the later of: the date which is 7 years after the Director ceases to be an officer of the Company; and the date any relevant proceedings have been finally resolved, the Director (or Company Secretary) is entitled, during business hours to have access to the Company books in connection with an investigation or inquiry by an authority or external administrator into the affairs of the Company or a subsidiary or into any Director's

4.10 INTERESTS OF OTHER PERSONS

Other than as set out below or elsewhere in this Prospectus, no 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, and no promoter of the Company holds, or held at any time during the last 2 years before the date of this Prospectus, 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 its formation or promotion or in connection with the SPP Option Offer; or
(c) the SPP Option Offer,

and no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given to any of these persons for services rendered by them in connection with the formation or promotion of the Company or in connection with the SPP Option Offer.

Jeremy Shervington has acted as solicitor to the Company in connection with the SPP Option Offer and the other issues noted in section 1.1. The Company estimates that it will pay Jeremy Shervington approximately $5,000 (excluding GST and disbursements) for these legal services. In the previous 24 months, Jeremy Shervington has been paid approximately $23,000 (exclusive of GST) by the Company for the provision of legal services.

4.11 EXPENSES OF THE SPP OPTION OFFER

The expenses of the SPP and SPP Option Offer are as follows (assuming full subscription):

	$
ASIC Lodgement Fee	2,290
ASX Quotation Fee	5,058
Legal and preparation expenses	5,000
Printing, mailing and other expenses	3,000
Total	**15,348**

4.12 CONSENTS

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) 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.

Jeremy Shervington has given his written consent to being named as the Australian solicitors to the Company in this Prospectus. Jeremy Shervington has not withdrawn its consent prior to the lodgement of a copy of this Prospectus with ASIC.

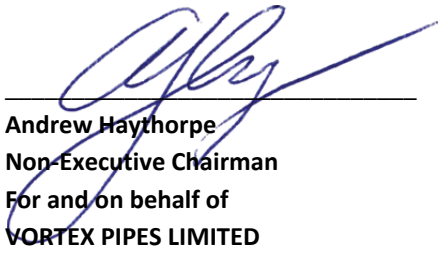
Pitcher Partners Corporate & Audit (WA) Pty Ltd has given his written consent to being named as the auditor to the Company in this Prospectus. Pitcher Partners Corporate & Audit (WA) Pty Ltd has not withdrawn its consent prior to the lodgement of a copy of this Prospectus with ASIC.

Security Transfer Registrars Pty Ltd has given his written consent to being named as the share registry of the Company in this Prospectus. Security Transfer Registrars Pty Ltd has not withdrawn its consent prior to the lodgement of a copy of this Prospectus with ASIC.

4.13 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 a copy of this Prospectus with ASIC.



Andrew Haythorpe
Non-Executive Chairman
For and on behalf of
VORTEX PIPES LIMITED

GLOSSARY

$ means Australian dollars.

Annual General Meeting and **"Meeting"** means the meeting of Shareholders to be held on 21 October 2014.

Applicant means a person who submits an Application Form.

Application means a valid application for Options made on an Application Form.

Application Form means an SPP Application Form or an SPP Shortfall Application Form (as the context requires).

ASIC means Australian Securities and Investments Commission.

ASTC means ASX Settlement Pty Ltd ACN 008 504 532.

ASX means ASX Limited ACN 008 624 691 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 Subregistry System.

Closing Date means the date identified as such in the indicative timetable, or such other date as announced to ASX by the Company.

Company or **VTX** means Vortex Pipes Limited ACN 096 870 978.

Consideration Shares has the meaning given to it in Section 2.1(a).

Consolidation has the meaning given to it in the Section entitled "Important Information".

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

Corporations Act means Corporations Act 2001 (Cth).

CSE has the meaning given to it in Section 2.1(a).

Director Placements means the placements of Shares and Options to certain related parties of the Company which are subject to the Shareholder approvals sought by Resolutions 8, 9 and 10 at the Meeting.

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

Eligible Shareholder means a person registered as the holder of Shares on the Record Date whose registered address is in Australia or New Zealand.

Holding Company has the meaning contemplated by Section 2.1(a).

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.

LOI has the meaning contemplated by Section 2.1(a).

Non-Related Party Placement means the placement to non-related parties of 785,000,000 Shares, together with 785,000,000 Options, the issue of the Options is the subject of Shareholder approval pursuant to Resolution 7 to be considered at the Meeting.

Noor has the meaning contemplated by Section 2.1(a).

GLOSSARY

Official List means the official list of ASX.

Official Quotation means quotation of Options on the Official List.

Offer Period means the period between the Opening Date and the Closing Date.

Opening Date means the date identified as such in the indicative timetable, or such other date as announced to ASX by the Company.

Option means the right to acquire one Share on the exercise of the option, on the terms and conditions set out in Section 4.5.

Optionholder means a holder of Options.

Prospectus means this prospectus dated 19 September 2014 and lodged with ASIC and includes any supplementary or replacement prospectus.

Record Date means 5:00pm (WST) on the date identified as such in the indicative timetable, or such other date as announced to ASX by the Company.

Registry means Security Transfer Registrars Pty Ltd.

Related Party has the meaning it has in the Corporations Act.

Sale has the meaning contemplated by Section 2,1(a).

Section means a section of this Prospectus.

Security means a Share or Option.

Shareholders means a holder of Shares.

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

SPP means the share purchase plan referred to in Section 1.1.

SPP Application Form means the application form under the SPP and either attached to or accompanying this Prospectus.

SPP Option Offer means the offer of Options as set out in Section 1.

SPP Resolutions has the meaning given to it in the Section entitled “Important Information”.

SPP Shortfall means Shares not subscribed for by Eligible Shareholders under the SPP.

SPP Shortfall Offer has the meaning contemplated by Section 1.9.

SPP Shortfall Application Form means an application form provided by the Company on which applications under the SPP Shortfall can be made.

SPP Subscriber means an investor who has subscribed under the SPP or the SPP Shortfall.

WST means Australian Western Standard Time.

SHARE PURCHASE PLAN APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE:
SUITE 9
330 CHURCHILL AVENUE
SUBIACO WA 6008
AUSTRALIA

VORTEX PIPES LIMITED

ABN 80 096 870 978

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code: VTX

Holder Number:

Record Date: 18 SEPTEMBER 2014

NON-RENOUNCEABLE SHARE OFFER CLOSING AT 5.00PM WST ON 5 NOVEMBER 2014

ISSUE PRICE OF $0.01 CENT PER SHARE WITH ONE (1) FREE ATTACHING OPTION
(EXPIRING 25 OCTOBER 2015 @ $0.025) FOR EVERY FIVE (5) NEW SHARES GRANTED UNDER THE SPP.

(1) I/We, the above mentioned, wish to apply for the number of Fully Paid Ordinary Shares which will be issued in accordance with the Share Purchase Plan (SPP) and the Constitution of the Company as stated below: ***(please mark "X" to indicate one choice only)***

		TOTAL SUBSCRIPTION AMOUNT @ $0.01 PER SHARE	NUMBER OF SHARES (ON POST CONSOLIDATION BASIS)	NUMBER OF OPTIONS (ON POST CONSOLIDATION BASIS)
OFFER A	☐	$1,000.00	100,000	20,000
OFFER B	☐	$2,000.00	200,000	40,000
OFFER C	☐	$5,000.00	500,000	100,000
OFFER D	☐	$10,000.00	1,000,000	200,000
OFFER E - maximum amount	☐	$15,000.00	1,500,000	300,000

(2) I/We have enclosed/made payment for the amount shown above (following the payment instructions as detailed overleaf).
(3) I/We hereby authorise you to place my/our name(s) on the register of members in respect of the New Securities allotted to me/us.
(4) I/We agree to be bound by the Constitution of the Company, the terms of the SPP (in respect of the Shares) and the terms of the Prospectus (in respect of the attaching Options)
(5) I/We hereby agree to accept any lesser number of new Shares applied for.
(6) I/We hereby certify that the amount of Shares subscribed for by me/us pursuant to the SPP (being a maximum of $15,000 worth of Shares) does not exceed $15,000 taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including other beneficial interests. **Limit on Participation and Custodian Certification- see overleaf for details.**
(7) My/Our contact details in case of enquiries are:

NAME

TELEPHONE NUMBER ( )

EMAIL ADDRESS

@

BPAY PAYMENT OR THE RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.

PAYMENT INFORMATION - Please also refer to payment instructions overleaf.

BPAY

Biller Code: 159483

Ref:

BPAY® this payment via internet or phone banking.
Your **BPAY®** reference number is unique to this offer and is not to be used for any other offer.

CHEQUE/MONEY ORDER

All cheques (expressed in Australian currency) are to be made payable to **VORTEX PIPES SHARE PURCHASE PLAN** and crossed "Not Negotiable".

REGISTRY DATE STAMP

E & O.E.

LODGEMENT INSTRUCTIONS

PAYMENT INSTRUCTIONS

Biller Code: 159483

BPAY® this payment via internet or phone banking.
Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return this form if you have made payment via BPAY.

Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.

CHEQUE/MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd
PO Box 535, APPLECROSS WA 6953.

Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on the closing date.

CERTIFICATION

By making payment for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of the SPP;
2. Agree to be bound by the Terms of the Constitution of the Company and the SPP;
3. Agree to accept any lesser number of new Securities than the number of Securities applied for; and
4. (If not a Custodian as defined in ASIC Class Order 09/425) Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

LIMITATION ON PARTICIPATION

The maximum subscription limitation of $15,000 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

CUSTODIAN CERTIFICATION

If you are a Custodian (as defined in ASIC Class Order 09/425), you must submit a custodian certificate to Vortex Pipes Limited. If you did not receive a custodian certificate, contact Security Transfer Registrars Pty Limited. If you need further information to determine whether you are a Custodian, refer to the terms and conditions of the Plan which accompany this Share Purchase Plan Application Form or contact Security Transfer Registrars Pty Limited.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Registrars Pty Ltd

PO Box 535, Applecross WA 6953 AUSTRALIA

770 Canning Highway, Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT
Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them at the address on this form.