updater

PROSPECTUS

UPDATER INC. (ARBN 609 188 329)
INITIAL PUBLIC OFFERING

Financial Advisor and Joint Lead Manager

MOELIS & COMPANY

Joint Lead Manager

EUROZ

Offer

The offer (the "**Offer**") contained in this prospectus (this "**Prospectus**") is an invitation to acquire CHESS Depositary Interests ("**CDIs**") over shares of common stock ("**Shares**") in Updater Inc., a Delaware Corporation (ARBN 609 188 329) ("**Updater**", the "**Company**", "**we**" or "**us**"). This Prospectus is issued by the Company for the purposes of Chapter 6D of the Corporations Act.

Lodgement and listing

This Prospectus is dated 17 November 2015 and a copy of this Prospectus was lodged with the Australian Securities and Investments Commission ("**ASIC**") on that date. The Company will apply to the Australian Securities Exchange ("**ASX**") for admission of the Company to the official list of the ASX (the "**Official List**") and for quotation of the CDIs on the ASX within seven days after the date of this Prospectus. You should not view the fact that the ASX may admit the Company to the Official List as an indication of the merits of the CDIs, the Offer or the Company.

ASIC, the ASX and their officers take no responsibility for the contents of this Prospectus or for the merits of the investment to which this Prospectus relates.

Expiry date

No CDIs will be allotted or issued on the basis of this Prospectus after 16 December 2016, which is 13 months from the date of this Prospectus.

Notice to Applicants

The information in this Prospectus is not financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Prospectus should not be construed as financial, taxation, legal or other advice. The Company is not licensed to provide financial product advice in respect of its securities or any other financial products.

This Prospectus is important and you should read it in its entirety, along with each of the documents incorporated by reference, prior to deciding whether to invest in the Company's CDIs. There are risks associated with an investment in the CDIs, and you must regard the CDIs offered under this Prospectus as a speculative investment. Some of the risks that you should consider are set out in Section 6 (Risk Factors). You should carefully consider these risks in light of your personal circumstances including financial and taxation issues. There may also be additional risks that you should consider in light of your personal circumstances.

If you do not fully understand this Prospectus or are in doubt as to how to analyse or interpret it, you should seek professional guidance from your stockbroker, lawyer, accountant or other professional advisor before deciding whether to invest in the CDIs.

No person named in this Prospectus guarantees the Company's performance or any return on investment or any return of capital made pursuant to this Prospectus.

No offer where Offer would be illegal

This Prospectus does not constitute a public offer or invitation to apply for CDIs in any jurisdiction other than Australia. No action has been taken to register or qualify the CDIs or the Offer, or to otherwise permit a public offering of CDIs, in any jurisdiction outside Australia.

There may be legal restrictions related to the distribution of this Prospectus (including in electronic form) outside Australia and therefore any person who resides outside Australia and who receives this Prospectus outside Australia should seek advice on, and observe, any such restrictions. Any person who has a registered address in any country outside of Australia and who receives this Prospectus may only apply for CDIs if that person is able to reasonably demonstrate to the satisfaction of the Company that they may participate in the Offer relying on a relevant exception from, or are not otherwise subject to, the lodgement, filing, registration or other requirements of any applicable securities laws in the jurisdiction in which they have such registered address.

The Company will not offer to sell, nor solicit an offer to purchase, any securities in any jurisdiction where such offer, sale or solicitation may be unlawful. Any failure to comply with these restrictions may constitute violation of applicable securities laws.

Notice to United States residents

The CDIs being offered pursuant to this Prospectus have not been registered under the United States Securities Act of 1933, as amended ("**U.S. Securities Act**") and may not be offered or sold in the United States ("**U.S.**") absent registration or an applicable exemption from registration under the U.S. Securities Act and applicable United States securities laws. This Prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful. In addition, any hedging transactions involving the CDIs or any Shares into which the CDIs may be converted may not be conducted unless in compliance with the U.S. Securities Act.

FOR U.S. RESTRICTIONS

The Offer is being made available to investors in reliance on the exemption from registration contained in Regulation S of the U.S. Securities Act for offers which are made outside the U.S.. As a result of relying on the Regulation S exemption, the CDIs which are issued under Regulation S and the Offer will be 'restricted securities' under Rule 144 of the U.S. Securities Act. This means that you will not be able to sell the CDIs issued to you under the Offer into the U.S. or to a U.S. Person for a period of 12 months from the date of allotment of the CDIs under the Offer, unless the re-sale of the CDIs is registered under the U.S. Securities Act or an exemption is available. Please refer to Section 9.9 for further information. To enforce the above transfer restrictions, the Company has requested that all CDIs issued under the Offer, or any Shares into which CDIs have been converted prior to the end of the restriction period, contain a legend to the effect that transfer is prohibited except in accordance with Regulation S of the U.S. Securities Act, or pursuant to an available exemption from registration; and that hedging transactions involving the CDIs, or any Shares into which CDIs may be converted, may not be conducted unless in compliance with the U.S. Securities Act. In addition, the Company has requested that all CDIs issued under the Offers bear a "FOR U.S." designation on ASX. This designation effectively automatically prevents any CDIs from being sold on ASX to US persons. However, you will still be able to freely transfer your CDIs on ASX to any person other than a U.S. person. Please refer to Section 9.9 for further information on the 'FOR U.S.' restrictions which will be placed on the Company's CDIs. Finally, all investors subscribing for CDIs under the Offer will be required to make certain representations and warranties regarding their non-U.S. status in their Application for CDIs under the Offer. Please refer to Section 9.9 for further information.

Financial information and amounts

All financial amounts contained in this Prospectus are expressed in United States Dollars ("**U.S. Dollars**" or "**US$**"), unless otherwise stated. Any discrepancies between totals and sums of components in figures and tables contained in this Prospectus are due to rounding.

The Historical Financial Information included in this Prospectus has been prepared and presented in accordance with U.S. Generally Accepted Accounting Principles ("**U.S. GAAP**") and is expressed in U.S. Dollars, except where otherwise stated.

Disclaimer

No person should rely on any information that is not contained in this Prospectus for making a decision as to whether to acquire CDIs under the Offer. No person is authorised by the Company or the Joint Lead Managers to give any information or make any representation in connection with the Offer that is not contained in this Prospectus. Any information or representation that is not contained in this Prospectus may not be relied on as having been authorised by the Company, its Directors or any other person in connection with the Offer. The Company's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

This Prospectus may contain forward-looking statements concerning the Company's business, operations, financial performance and condition, as well as the Company's plans, objectives and expectations for its business, operations and financial performance and condition. Any statements contained in this Prospectus that are not of historical facts may be deemed to be forward-looking statements. You can identify these statements by words such as "aim", "anticipate", "assume", "believe", "could", "due", "estimate", "expect", "goal", "intend", "may", "objective", "plan", "predict", "potential", "positioned", "should", "target", "will", "would" and

other similar expressions that are predictions of or indicate future events and future trends.

These forward-looking statements are based on current expectations, estimates and projections about the Company's business and the industry in which the Company operates and Management's beliefs and assumptions. These forward-looking statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond the Company's control. As a result, any or all of the Company's forward-looking statements in this Prospectus may turn out to be inaccurate. Factors that may cause such differences between forward-looking statements and actual performance include, but are not limited to, the risks described in Section 6 (Risk Factors) of this Prospectus.

You are urged to consider the risk factors carefully for evaluating the forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. The forward-looking statements speak only as at the date of this Prospectus. Unless required by law, the Company does not intend to publicly update or revise any forward-looking statements to reflect new information or future events or otherwise. You should, however, review the information and risks the Company describes in the reports to be filed from time to time with the ASX after the date of this Prospectus.

This Prospectus contains industry data and forecasts that were obtained from industry publications, third-party market research and publicly available information. These publications generally state or imply that the information contained in them has been obtained from sources believed to be reliable, but the Company has not independently verified the accuracy or completeness of such information.

This Prospectus also includes trademarks, trade names and service marks that are the property of other organisations.

Exposure Period

The Corporations Act 2001 (Commonwealth) ("**Corporations Act**") prohibits the Company from processing applications to subscribe for CDIs under the Offer ("**Application**") during the seven day period after the date of lodgement of this Prospectus (the "**Exposure Period**"). This period may be extended by ASIC for a further seven days. This period is an Exposure Period to enable market participants to examine this Prospectus prior to the raising of funds under the Offer. Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on Applications received during the Exposure Period.

Electronic Prospectus

This Prospectus will also be made available in electronic form on the website www.updater.com or a subdomain or subdirectory thereof (collectively, the "**Updater Website**"). The other information contained on the Updater Website does not form part of this Prospectus. The Offer constituted by this Prospectus in electronic form is available only to persons receiving this Prospectus in electronic form within Australia. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. If unsure about the completeness of this Prospectus received electronically, or a print out of it, you should contact the Company. A paper copy of this Prospectus will be available for Australian residents free of charge by contacting the Offer Information Line on 1300 781 384 (within Australia) or +61 3 9415 4684 (outside of Australia).

Applications for CDIs under the Offer may only be made on a printed copy of the Application Form attached to or accompanying this Prospectus or its soft copy form that may be downloaded in its entirety from the Updater Website. By submitting an Application, you declare that you were given access to this Prospectus, together with an Application Form. The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to a hard copy of this Prospectus, or the complete and unaltered electronic version of this Prospectus. If this Prospectus is found to be deficient, any Applications may need to be dealt with in accordance with section 724 of the Corporations Act.

Privacy

By completing an Application Form, you consent to the collection, use and disclosure of your personal information as summarised below.

Collection of your personal information – We collect personal information about you so that we can administer our dealings with you, provide you with Company information, products and services, service your needs as a Shareholder (if you become one), carry out appropriate administration of your Application and deal with any requests that you may have. If we do not collect your personal information, we may be unable to deal with your request or provide you with services and benefits, and we may not be able to process your Application.

Disclosure of your personal information – We may disclose your personal information to third parties, such as our Share Registry, the Joint Lead Managers, the Financial Advisor, auditors, Management, legal and other professional advisors, service providers, suppliers, insurers, IT providers who run our IT services, payment processors who process payments, marketing providers who provide marketing and public relations services, and if we are required to by law.

Our privacy policy – Our Shareholder privacy policy (the "**Shareholder Privacy Policy**"), which may be found on the Updater Website, sets out our approach to the management of personal information. Subject to the Privacy Act 1998 (Cth), you can have access to and seek correction of your personal and sensitive information. The Shareholder Privacy Policy contains information about how you can do this. The Shareholder Privacy Policy also contains information about how you can make a complaint about a breach of privacy.

Updater Website

Any documents included on the Updater Website (and any reference to them) are provided for convenience only and none of the documents or other information on the Updater Website are incorporated by reference into this Prospectus.

Definitions and abbreviations

Defined terms and abbreviations used in this Prospectus and not otherwise defined herein are defined and explained in the Glossary in Section 11 (Glossary).

References to time

All references to time in this Prospectus refer to the time in Sydney, Australia, unless stated otherwise.

Photographs and diagrams

Photographs used in this Prospectus that do not have any description are for illustration or design purposes only and should not be interpreted to mean that any person shown endorses this Prospectus or its contents or that the Company owns the assets shown. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available as at 31 October 2015.

Regulation of Updater

As the Company is not established in Australia, its general corporate activities (apart from offering securities in Australia) are not regulated by the Corporations Act or by ASIC but instead are regulated by Delaware General Corporation Law and applicable U.S. law.

Currency conversions

Where an amount is expressed in this Prospectus in Australian Dollars and U.S. Dollars, the conversion is based on the Indicative Exchange Rate (being A$1.00 = US$0.72). The amount when expressed in Australian Dollars or U.S. Dollars may change as a result of fluctuations in the exchange rate between those currencies.

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Key Offer Information

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Key Offer Information

KEY DATES

Lodgement of Prospectus with ASIC	Tuesday, 17 November 2015
Opening Date of Offer	Wednesday, 25 November 2015
Closing Date of Offer	Thursday, 3 December 2015
Settlement Date of Offer	Friday, 4 December 2015
Allotment Date of CDIs and commencement of deferred settlement trading on the ASX	Monday, 7 December 2015
Expected dispatch of holding statements	Tuesday, 8 December 2015
Date CDIs expected to commence normal trading on ASX	Thursday, 10 December 2015

Dates may change:

The above dates are subject to change and are indicative only. The Company reserves the right to change the dates and times of the Offer, including to close the Offer early, extend the Offer or accept late Applications, without notifying any recipient of this Prospectus or any Applicants, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. Applicants are encouraged to submit their Applications as early as possible after the Offer opens.

KEY OFFER STATISTICS

	CDIs	Shares
Ratio of securities per Share	25	1
Number of securities on issue as at the date of this Prospectus	–	12,651,987
Number of securities available under the Offer	110,000,000	4,400,000
Offer Price per security	A$0.20 per CDI	Equivalent to A$5.00 per Share
Gross proceeds from the Offer	A$22,000,000	A$22,000,000
Total number of securities at completion of the Offer	426,299,675[1]	17,051,987
Indicative market capitalisation at completion of the Offer (on an undiluted basis)[2]	A$85,259,935	A$85,259,935
Options on issue at completion of the Offer (over Shares)	73,787,500 CDI equivalent	2,951,500
Warrants on issue at completion of the Offer (over Shares)	5,868,750 CDI equivalent	234,750
Indicative market capitalisation at completion of the Offer (on a fully diluted basis)[2]	A$101,191,185	A$101,191,185

Notes:
1 Assumes all shares are held in the form of CDIs
2 The indicative market capitalisation is determined by multiplying the applicable number of CDIs on issue (assuming all of the Shares are held in the form of CDIs) by the Offer Price per CDI. The CDIs may not trade at the Offer Price after listing on the ASX ("**Listing**"). If the CDIs trade below the Offer Price after Listing, the market capitalisation may be lower.

For the avoidance of doubt, CDIs are the securities to be issued pursuant to the Offer.

HOW TO INVEST

Completing and lodging an Application Form is the only way to apply for CDIs. Instructions on how to apply for CDIs are set out in Section 8.7 and on the back of the Application Form.

QUESTIONS

If you have any questions about this Prospectus or how to apply, please contact the Share Registry, Computershare, on 1300 781 384 (if calling within Australia) or +61 3 9415 4684 (if calling from outside of Australia) from 9.00am to 5.00pm (AEDT) Monday to Friday.

If you have any doubt as to what to do in relation to the Offer, you should seek professional advice from a licensed financial adviser, accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest in the Company.

Letter from the Founder, CEO and Chairman

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17 November 2015

Dear investors,

On behalf of the Company's Directors, I am pleased to invite you to become a Shareholder of Updater.

Updater is a New York City based company founded in 2010 to reimagine the relocation experience for Movers. Updater's vision is to turn a formerly painful and disjointed process into a helpful, efficient, and enjoyable experience for Movers. Updater's popular Mover Product offers a centralised service for updating Movers' accounts and records, forwarding mail and organising and completing various relocation logistics. Also, Updater's popular Real Estate Products enable our Real Estate Company partners to invite their Clients to a branded and personalised version of the Mover Product.

For the month of October 2015, Updater's Estimated Market Share was 2.0% of all U.S. household moves, as described in Section 3.4. Our goal is to achieve an Estimated Market Share of 5.0% on or before December 2016.

As we look to the end of 2015 and into 2016, we expect demand for our products to continue to increase. We believe that we are positioned at the nexus of various favorable real estate and relocation trends and we have a unique vision for helping Movers organise and complete moving-related tasks with a helpful, contextual, and personalised web-based product. In the future, we intend to further enhance the Mover Product by partnering and integrating with U.S. Businesses (such as financial and insurance companies, big box retailers, home service companies, etc.).

To date, Updater has received investments from U.S. venture capital investors, including SoftBank Capital, IA Ventures and Second Century Ventures, the strategic investment division of the National Association of REALTORS®.

Updater is now seeking to raise A$22.0m through the issuance of 110.0m CDIs at a price of A$0.20 per CDI pursuant to the Offer. CDIs will represent an interest in Shares of Updater, with 25 CDIs representing one Share. The Offer is an important next step for Updater, as it will enable us to aggressively grow and scale our business. The main reasons for raising capital and seeking a listing on the ASX are as follows:

- We have deep ties to Australia through our seed investors, advisors and Board members;
- We have consistently received strong investor demand and the public markets enable a broader investor base; and
- Our long-term vision is to remain an independent company listed on one or more public markets.

This Prospectus contains detailed information about the Offer and the financial position, operations, Management team and future plans of Updater. Section 6 includes a description of the key risks associated with an investment in Updater and you should review this section in detail. I encourage you to read this Prospectus carefully and in its entirety before making your investment decision and, if required, consult with your stockbroker, solicitor, accountant or other independent professional adviser.

On behalf of the Directors, I invite you to consider this opportunity to invest in Updater, and look forward to welcoming you as a Shareholder.

David M. Greenberg
Founder, CEO and Chairman

1

Investment Overview

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1 Investment Overview

The information contained in this Section 1 is a summary only. You should read this Section in conjunction with the information set out in the remainder of this Prospectus.

1.1 BACKGROUND

TOPIC	SUMMARY	SECTION
What is Updater?	Updater is a New York City based company that develops technology to improve the consumer relocation process in the U.S. Updater's web-based Mover Product helps relocating consumers ("**Movers**") organise and complete their moving-related logistics. Movers can gain access to the Mover Product through an invitation from a real estate brokerage or agent, mortgage or title company, property manager, moving company, etc. (collectively, "**Real Estate Companies**"). Real Estate Companies partner with Updater to invite their clients, residents or customers (as applicable, their "**Clients**") to use the Updater Mover Product and to brand, customise and personalise the Mover Product experience for their Clients.	Section 3.1
What are the key facts about Updater?	• Company founded in 2010 • Mover Product launched in 2011 • Nearly 500,000 Movers in the U.S. have used the Mover Product • Real Estate Products launched in 2013 • Signed partnerships with over 300 Real Estate Companies – 225 are "live" using Real Estate Products in 46 U.S. states • Integration Platform launched in February 2015 • Monthly Moves Processed has reached as high as 2.0% Estimated Market Share of all U.S. household moves in October 2015	Sections 3.2–3.5
Why is the Offer being conducted?	The Offer is being conducted to: • fund Updater's continued expansion throughout the U.S.; • expand Updater's workforce to boost and improve sales capacity, client and customer service, product development and engineering capabilities; and • fund working capital requirements.	Section 8.2
What is the historical financial performance of the Company?	Like many early stage companies, Updater has incurred operating losses to date to build its platform and products and to gain market share. As at 30 June 2015, Updater had incurred an accumulated deficit of approximately US$10m.	Section 4.2-4.4

TOPIC	SUMMARY	SECTION
What is the historical financial performance of the Company? (cont.)		Section 4.2

Period ending (US$)	31-Dec-13 (Full year)	31-Dec-14 (Full year)	30-Jun-15 (Half year)
Revenue	31,628	109,712	101,536
Gross margin	(33,114)	53,496	83,228
Expenses	2,579,524	3,666,649	2,088,995
Loss from operations	(2,612,638)	(3,613,153)	(2,005,767)
Other income/ (expenses)	1,093	(28,597)	35,335
Net profit/(loss)	(2,611,545)	(3,641,750)	(1,970,432)

What will the capital structure of the Company be on quotation of its CDIs on the ASX?

Section 8.3

Following completion of the Offer and upon Listing on the ASX, the Company will have the following securities on issue:

Security	As at date of this Prospectus	On completion of the Offer	CDI equivalent on completion of the Offer
Shares	12,651,987	17,051,987	426,299,675[1]
Options	2,951,500	2,951,500	73,787,500
Warrants	234,750	234,750	5,868,750

Note:
1 Assumes all shares are held in the form of CDIs

1.2 KEY FEATURES OF UPDATER'S BUSINESS MODEL

TOPIC	SUMMARY	SECTION
What is the Company's vision and strategy?	Updater's vision is to reimagine the relocation experience for Movers, turning a formerly painful and disjointed process into a helpful, efficient, and enjoyable experience. Updater is also seeking to reinvent the relocation process for all other key parties in the relocation ecosystem, including Real Estate Companies and businesses such as big box retailers, financial and insurance companies, local stores, etc. (collectively, "**Businesses**"). Updater's Real Estate Company partners can customise and brand the Mover Product experience for their Clients, which provides value to both the Real Estate Companies and Movers. In the future, Updater intends to further enhance the Mover Product experience by establishing helpful and contextual communication channels between Movers and Businesses. To achieve its vision, Updater's strategy focuses on: • efficiently on-boarding and integrating with Real Estate Companies; • gaining critical mass (targeting over 5.0% Estimated Market Share) to enable integrations with Businesses that deliver maximum value to Movers;	Section 3.7

TOPIC	SUMMARY	SECTION
What is the Company's vision and strategy? (cont.)	• expanding sales, support, product development and engineering capabilities; • remaining "on the side of the Mover" and always prioritising the Mover experience; • safeguarding Movers' personal information; and • serving as the needed "user experience layer" between Businesses and Movers, ensuring all communication is helpful and contextual for Movers.	Section 3.7
What is the Company's product offering?	Updater's product offering comprises the following: • **Mover Product** – free product for Movers that provides a centralised online service to organise and complete relocation-related tasks and logistics. Currently, Movers can only access the Mover Product via an invitation from a Real Estate Company. To date, approximately 500,000 individual Movers have created an end-user account for the Mover Product. • **Real Estate Products** – subscription products for Real Estate Company partners to co-brand and customise the Mover Product experience for their Clients. Currently, there are 225 "live" Real Estate Companies using the Real Estate Products in 46 U.S. states. Updater has also built an Integration Platform to enable Real Estate Companies to seamlessly integrate with Updater and automatically invite Clients to use the Mover Product. • **Business Products (development and initial launch planned for 2017)** – Businesses will be able to customise the Mover Product experience for their existing and/or ideal prospective customers. The Business Products will enable helpful, relevant and contextual communication between the Businesses and Movers. Many Businesses have pre-registered for Business Products, which are scheduled for initial development and launch in 2017.	Section 3.3
How does the Company currently generate revenue and intend to generate revenue in the future?	Currently, the Company charges Real Estate Companies subscription fees for the Real Estate Products, and provides the Mover Product for free to Movers. Updater's proposed Business Products are a primary revenue opportunity that the Company has identified. Businesses that partner with the Company and purchase a Business Product will pay for long-term access to the product. The Company does not intend to charge Businesses referral fees or charge for the number of new sign-ups, connections, purchases, etc.	Section 3.3
How does the Company expect to fund its operations?	The Board believes that the Company's current cash reserves, its cashflow from existing operations plus the net proceeds of the Offer will be sufficient to fund the Company's short-term business objectives until at least June 2017. These business objectives comprise: • expanding and scaling the Company's existing operations in the U.S.; and • initial technological development of Business Products. The Board will consider the use of further equity funding if appropriate to further accelerate growth or fund a specific project, transaction or expansion.	Sections 8.2 and 9.15

1.3 KEY STRENGTHS

TOPIC	SUMMARY	SECTION
What are the Company's key strengths?	**Practical problems addressed** Updater's products help: • Movers complete tedious and time-consuming tasks efficiently; and • Real Estate Companies add value in the face of disruptive technologies. Updater's Business products, when launched, will help Businesses communicate with Movers contextually and at the right time. **Product usability and interface** Both the Mover Product and Real Estate Products are web applications with user-friendly interfaces that are mobile optimised. **First mover advantage** Updater is the first U.S. company to (a) build products for Real Estate Companies to customise and brand a web application that helps Clients complete various moving-related tasks, and (b) facilitate a wide variety of integration options for such Real Estate Companies to generate automatic digital invitations for Clients to such web application. Updater has already partnered and integrated with many of the largest and most influential Real Estate Companies in the U.S.. **Two-sided network effects** A "two-sided network effect" occurs when an increase in usage by one set of users increases the value to, and participation of, a complementary and distinct set of users, and vice versa. The Company's multi-sided platform may result in two-sided network effects between Movers and Businesses. There can be a "winner takes all" outcome in markets displaying network effect dynamics and Management believes that the Company is well positioned to potentially capitalise on this dynamic in the U.S. relocation industry. Refer to Section 3.3 for further information on network effects. **Scalability** Scalability has been a guiding principle for the Updater team. Updater's existing products, including the Mover Product, the Real Estate Products and the Integration Platform, as well as internal business operations, are built to handle significant increases in volume. **Strong partnerships with key businesses** Updater has signed partnerships with many of the largest and most influential Real Estate Companies in the U.S. real estate industry.	Section 3.6

TOPIC	SUMMARY	SECTION
What are the Company's key strengths? (cont.)	**Strong growth prospects** The U.S. consumer relocation market is significant, with approximately 17m annual household moves. In addition, there are numerous adjacent relocation verticals in the U.S., such as company/office moves, military-related moves, and others. There are significant opportunities to enhance and improve the Mover Product. The Business Products, when launched, will enable Updater to present increasingly personalised and contextual content for Movers and enable Movers to complete tasks more efficiently within the Mover Product. Numerous Businesses have already pre-registered for the Business Products, scheduled for initial development and launch in 2017. **High quality, experienced team** Updater has an experienced Management team led by founder, Chairman and Chief Executive Officer David Greenberg who continues to drive the vision and execution of the Company's business plan. Ryan Hubbard, the Chief Technology Officer and Executive Director, will continue to oversee technology strategy and development. Ryan previously served as CTO of two other successful technology companies, eVariant and YellowHammer, and is a recognised leader in the New York technology community. **Strong competitive position** Movers that are invited to the Mover Product by a Real Estate Company often receive an invitation at the optimal time during their move-lifecycle, and such Movers often trust the Mover Product because they are invited by a professional or entity with which they have a trusted relationship. As a result, such Movers often engage extensively with the Mover Product. When the Business Products are launched, such extensive engagement may provide an opportunity for more meaningful and/or extensive communication between Movers and relevant Businesses, as compared to products or services competing with the Business Products. As with many other technology businesses, there is a risk that another company may try to emulate the success that Updater is enjoying by offering similar products and services. Management expects Updater to benefit substantially from its first mover advantage and entrenched industry position. Please see Key Strengths in Section 3.6 for the characteristics that create a defensible position difficult for potential new entrants and competitors to challenge.	Section 3.6

1.4 SUMMARY OF KEY RISKS

There are a number of risks associated with an investment in the Company that may affect its financial performance, financial position, cash flows, distributions, growth prospects and Share (and CDI) price. The following table is a summary of the specific key risks that the Company is exposed to. Further details about these and other general risks associated with an investment in the Company are set out in Section 6.

TOPIC	SUMMARY	SECTION
What are the key risks for the Company?	**Limited trading history** The Company is essentially a start-up company with limited trading history. Since incorporating in 2010, the Company's activities have principally involved raising capital to develop its software and products. As with many technology start-up companies, the Company has incurred losses since its inception. The accumulated deficit up to 30 June 2015 is approximately US$10m. Given the Company's limited trading history, and given that its business is largely unproven, it is difficult to make an evaluation of the Company's business or its prospects. **Attracting Movers, Real Estate Companies, and Businesses** The Company's operations and revenues rely on its ability to attract Movers to use the Mover Product, Real Estate Companies to use the Real Estate Products and, when launched, Businesses to use the Business Products. If the Company is unable to attract Users, such circumstances may adversely impact on the Company's revenues. **Competition and new technologies** The industries in which the Company operates are subject to increasing domestic and global competition and are fast-paced and constantly changing. The Company will have no influence or control over the activities or actions of its competitors and other industry participants, whose activities or actions may positively or negatively affect the operating and financial performance of the Company. Competitors may have significant additional experience and/or resources to develop competing products which may adversely affect the Company's financial position and prospects. For example, new third-party technologies could prove more advanced or beneficial than the Company's, which could adversely affect the Company's revenue potential. **Need to attract and retain skilled staff** The Company's future success will depend, in part, on its ability to attract and retain skilled staff. Competition for such personnel is intense and there can be no assurance that the Company will be successful in attracting and retaining such personnel. A failure to do so may have an adverse effect on the Company's business. **Management of future growth** The Company intends to enter a period of rapid growth and plans to increase the number of its employees, add to its Management team, and expand the scope of its supporting infrastructure. This growth may result in new and increased responsibilities for Management and may place a significant strain on the Company's Management and its existing operations. The Company will be required to continue to implement and improve its systems in a timely manner in order to accommodate any increase in the number of users of the Company's various products ("**Users**") and the scale of its operations. A failure to do so may adversely affect the Company's operations and revenue.	Section 6

TOPIC	SUMMARY	SECTION
What are the key risks for the Company? (cont.)	**Reliance on key personnel** The emergence and development of the Company's business has been largely due to the talent, effort, experience and leadership of its Management team, including its Chairman, Founder and CEO, David Greenberg and CTO and Executive Director, Ryan Hubbard. The Company is substantially dependent on the continued service of its CEO and CTO, as well as other existing sales, support, marketing, product, and engineering personnel because of the complexity of its services and technologies. The Company's employees, including David Greenberg and Ryan Hubbard, are all employees "at will". As employees "at-will" employment may be terminated at any time, with or without cause, with or without notice, at the option of either the Company or any of the Company's employees. There is no assurance that the Company will be able to retain the services of such persons, particularly as their employment can be terminated by the individuals at any time. **Future funding requirements** Although the Directors believe that, on completion of the Offer, the Company will have sufficient working capital to carry out its short-term business objectives, there can be no assurance that such objectives can be met without further financing or, if further financing is necessary, that financing can be obtained on favourable terms or at all. Further, if additional funds are raised by issuing equity securities, this may result in dilution for some or all of the Shareholders. **Other risks** More detail on these risks and a number of other risks are outlined in Section 6, including risks relating to the Company's Master Services Agreement ("**MSA**"), product/service defects, litigation, intellectual property, data, the Directors' stake, insurance, product usability and functionality, seasonality, partner and User support, reputation, domain name, internet access, liquidation and privacy. Potential investors should consider an investment in the Company as speculative and should consult their professional advisors before deciding whether to apply for CDIs under the Offer.	Section 6

1.5 DIRECTORS & KEY EMPLOYEES

TOPIC	SUMMARY	SECTION
Who are the Directors of the Company?	• **Founder, CEO and Chairman, David Greenberg,** is a recognised leader in the U.S. relocation industry and was formerly a Corporate Attorney at Cravath, Swaine & Moore LLP in New York. • **Chief Technology Officer, Ryan Hubbard,** previously served as CTO of two other successful technology companies, eVariant and YellowHammer, and is a recognised leader in the New York technology community. • **Non-Executive Director, Grant Schaffer,** was the lead seed investor in the Company and has been on the Board since 2011; Grant is an active technology investor in both Australia and the United States and previously held a range of senior positions within London based Investment Bank Evolution Securities and Ernst & Young in Australia. The Company intends to appoint an independent Non-Executive Director following Listing.	Section 7.1.1
Who are the key members of Management?	• **Founder, CEO and Chairman, David Greenberg** (see bio above) • **Chief Technology Officer and Executive Director, Ryan Hubbard** (see bio above)	Section 7.1.2

1.6 KEY PEOPLE, INTERESTS & BENEFITS

TOPIC	SUMMARY	SECTION
What are the Director shareholdings?	The Directors are expected to hold a direct or indirect interest in the following CDIs on completion of the Offer (assuming none of the Options and Warrants held by the Directors or any other person are exercised and converted into CDIs): **Table A:**	Section 7.2.3

Director (including Associates)	Securities		% of issued share capital
	Shares	CDI equivalent	
David Greenberg	4,860,000 Shares	121,500,000	28.5%
	690,000 Options	17,250,000	
Ryan Hubbard	1,736,098 Shares	43,402,450	10.2%
	615,000 Options	15,375,000	
Grant Schaffer	1,239,920 Shares	30,998,000	7.3%
	500,000 Options	12,500,000	

TOPIC	SUMMARY	SECTION
What are the Director shareholdings? (cont.)	The Directors are expected to hold a direct or indirect interest in the following CDIs on completion of the Offer on a fully diluted basis, i.e. if all granted Options and Warrants held by the Directors and every other person are exercised:	Section 7.2.3

Table B:

Director (including Associates)	Securities		% of issued share capital
	Shares	CDI equivalent	
David Greenberg	5,550,000	138,750,000	27.4%
Ryan Hubbard	2,351,098	58,777,450	11.6%
Grant Schaffer	1,739,920	43,498,000	8.6%

Note the following in relation to the above tables:
1 The tables above do not include any CDIs that may be acquired by the Directors under the Offer
2 The Shares/CDIs above are subject to the escrow restrictions described in Section 9.5

What significant benefits are payable to the Directors?

The Directors are entitled to the following remuneration and fees: Section 7.2

Director (including Associates)	Remuneration	Options
David Greenberg	US$150,000	690,000 (equivalent to 17,250,000 CDIs)
Ryan Hubbard	US$150,000	615,000 (equivalent to 15,375,000 CDIs)
Grant Schaffer	A$75,000	500,000 (equivalent to 12,500,000 CDIs)

Who are the significant existing shareholders of the Company and what will their interests be after Completion?

Section 8.3

Director (including associates)	At the Prospectus Date			At completion of the Offer[1]		
	Shares	CDI equivalent	%[2]	Shares	CDI equivalent	%[2]
David Greenberg	4,860,000	121,500,000	38.4%	4,860,000	121,500,000	28.5%
Ryan Hubbard	1,736,098	43,402,450	13.7%	1,736,098	43,402,450	10.2%
Grant Schaffer	1,239,920	30,998,000	9.8%	1,239,920	30,998,000	7.3%

Note:
1 Excludes any CDIs which the existing shareholders may acquire under the Offer
2 Shareholding percentages calculated on an un-diluted basis

TOPIC	SUMMARY	SECTION
What escrow arrangements will be in place as at completion of the Offer?	Shares, Options and Warrants held by certain Existing Shareholders immediately prior to completion of the Offer will be subject to escrow arrangements in the period immediately following completion of the Offer, as summarised below.	Section 9.5

Mandatory escrow

Escrowed party	Shares held in escrow	Equivalent number of CDIs	Options held in escrow	Equivalent number of CDIs	Warrants held in escrow	Equivalent number of CDIs
Directors						
David Greenberg[1]	4,855,351	121,383,775	690,000	17,250,000	–	–
Ryan Hubbard[1]	1,736,098	43,402,450	615,000	15,375,000	–	–
Grant Schaffer[1]	574,178	14,354,450	500,000	12,500,000	–	–
Seed capitalists (incl. U.S. Venture Capital Investors)						
Seed capitalists who are related parties or promoters[1]	774,551	19,363,775	–	–	–	–
Seed capitalists (not related party or promoter)[2]	98,296	2,457,400	–	–	–	–
Transferee of restricted security						
Various[1]	168,775	4,219,375	–	–	–	–
Professional/consultant						
Various[1]	22,500	562,500	137,500	3,437,500	212,750	5,318,750

1 Securities escrowed for 24 months post Listing
2 Securities escrowed until 14 September 2016
Note – The ASX will make the final determination of the mandatory escrow to be applied to Shares, Options and Warrants which may be different from that set out in this Prospectus.

Voluntary escrow

Escrowed party	Shares held in escrow	Equivalent number of CDIs	Options held in escrow	Equivalent number of CDIs
Directors				
David Greenberg[1]	4,649	116,225	–	–
Ryan Hubbard[1]	–	–	–	–
Grant Schaffer[1]	92,488	2,312,200	–	–
Seed capitalists (incl. U.S. Venture Capital Investors)				
Seed capitalists who are related parties or promoters[1]	1,727,932	43,198,300	–	–
Seed capitalists (not related party or promoter)[2]	69,444	1,736,100	–	–

1 Escrowed parties above have agreed to voluntarily escrow their securityholdings for 24 months post Listing
2 Escrowed parties above have agreed to voluntarily escrow their securityholdings for 12 months post listing

What Corporate Governance Policies does the Company have in place?	A summary of the Corporate Governance policies adopted by the Company are set out in Section 7.6.	Section 7.6

1.7 SUMMARY OF THE OFFER & THE PROPOSED USE OF FUNDS RAISED

TOPIC	SUMMARY	SECTION
Who is the issuer of this Prospectus?	Updater Inc., a Delaware corporation.	Section 3.9
What is the Offer?	This Prospectus provides investors with the opportunity to participate in the initial public offering of CHESS Depositary Interests (CDIs) over Shares of common stock in the Company. The Company is undertaking a public offer of up to 110,000,000 CDIs (equivalent to 4,400,000 Shares) at A$0.20 per CDI to raise A$22.0m.	Section 8.1
How is the Offer structured?	The Offer will consist of: • the Institutional Offer, which consists of an invitation to certain Institutional Investors in Australia and a number of other authorised jurisdictions to apply for CDIs; • the Retail Offer comprising; – the Broker Firm Offer, which is open to Australian resident Retail Investors and Sophisticated Investors who have received a firm allocation from their broker; and – the Chairman's List Offer, which is open to persons who have received a Chairman's List Invitation.	Section 8.4
What are CDIs?	The ASX uses an electronic system called CHESS for the clearance and settlement of trades on the ASX. Updater is incorporated in the state of Delaware in the U.S., which does not recognise the CHESS system of holding securities. Accordingly, to enable companies such as Updater to have their securities cleared and settled electronically through CHESS, depositary instruments called CDIs are issued. CDIs represent the beneficial interest in the underlying shares in a foreign company such as Updater and are traded in a manner similar to shares of Australian companies listed on the ASX. Each Share of Updater common stock will be equivalent to 25 CDIs. The CDIs and Shares have not been registered under the U.S. Securities Act. Due to certain U.S. securities laws, you will not be able to sell CDIs into the U.S. or to U.S. Persons for a period of 12 months from the Allotment Date, unless the resale of the CDIs is registered under the U.S. Securities Act or an exemption is available. The Company has requested that all CDIs issued under the Offer bear a "FOR U.S." designation on ASX, which effectively automatically prevents any CDIs from being sold on ASX to U.S. Persons.	Sections 9.1 and 9.9
Will the Company be adequately funded after completion of the Offer?	The Board believes that the Company's current cash reserves, its cashflow from existing operations plus the net proceeds of the Offer will be sufficient to fund the Company's short-term business objectives until at least June 2017. These short-term business objectives comprise: • expanding and scaling the Company's existing operations in the U.S.; and • initial technological development of Business Products.	Section 8.2

TOPIC	SUMMARY	SECTION
What rights and liabilities attach to the CDIs being offered?	The Shares underlying the CDIs will rank equally with the Shares currently on issue in the Company. There are certain differences between the Shares and ordinary shares which are typically issued by Australian incorporated public companies. A description of the CDIs and the underlying Shares, including the rights and liabilities attaching to them, is set out in Sections 9.1 and 9.2.	Sections 9.1 and 9.2
Will the CDIs be quoted on the ASX?	The Company will apply to ASX within seven days of the date of this Prospectus for Official Quotation of all CDIs on the ASX under the ticker UPD.	Section 8.11
Is the Offer underwritten?	Yes, the Offer is fully underwritten by the Joint Lead Managers.	Section 9.8
What is the allocation policy applicable to the Offer?	The Company will determine the allocation of CDIs in consultation with the Joint Lead Managers. The Company has absolute discretion regarding the level of scale-back and the allocation of CDIs under the Offer (if any).	Section 8.6
What is the Minimum Application under the Offer?	Applications must be for a minimum of 10,000 CDIs (A$2,000), and thereafter in multiples of 2,500 CDIs (A$500).	Section 8.5
When will I know if my application has been successful?	A holding statement confirming your allocation under the Offer will be sent to you if your Application is successful. It is expected that initial holding statements will be dispatched by post on or about Tuesday, 8 December 2015.	Section 8.5
Is there any brokerage, commission or stamp duty payable by Applicants?	No brokerage, commission or stamp duty is payable by Applicants on acquisitions of CDIs under the Offer.	Section 8.5
What are the tax implications of investing in the CDIs?	The tax consequences of any investment in CDIs will depend on your personal circumstances. Prospective investors should obtain their own tax advice before deciding to invest.	Section 9.10
What is the Company's dividend policy?	The policy of the Company will be to invest all cash flow into the business in order to maximise its growth. Accordingly, no dividends will be payable for the foreseeable future following the Company's Listing.	Section 4.6
How do I apply for the CDIs?	If you wish to apply for CDIs under the Offer, please complete the Application Form in accordance with the instructions set out on that form.	Page 113

TOPIC	SUMMARY	SECTION
Can the Offer be withdrawn?	The Company reserves the right not to proceed with the Offer at any time before the issue and transfer of CDIs to successful Applicants. If the Offer does not proceed, Application Monies will be refunded. No interest will be paid on any Application Monies refunded as a result of the withdrawal of the Offer.	Section 8.15
Where can I find more information?	Questions relating to Applications for CDIs can be directed to the Share Registry, Computershare, on 1300 781 384 (if calling within Australia) or +61 3 9415 4684 (if calling from outside of Australia).	Section 8.16

1.8 PROPOSED SOURCES & USES OF FUNDS ASSOCIATED WITH THE OFFER

Sources of proceeds	(A$m)	(US$m)[1]	% of funds raised
Proceeds from the Offer	22.0	15.8	100%
Total Sources	**22.0**	**15.8**	**100%**

Use of proceeds	(A$m)	(US$m)[1]	% of funds raised
Sales and marketing	5.7	4.1	26%
General and administrative	4.0	2.9	18%
Research and development	9.0	6.5	41%
Other working capital	1.5	1.0	7%
Costs of the Offer	1.8	1.3	8%
Total Uses	**22.0**	**15.8**	**100%**

1 Based on AUD:USD exchange rate of 0.72

The above table is a statement of current intentions as at the date of this Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of sales success, operational and development activities, regulatory developments, and market and general economic conditions. In light of this, the Board reserves its right to alter the way the funds are applied. In addition, as the proceeds of the Offer will be received in Australian dollars and the expenditures will be in U.S. Dollars, the actual amount of the proceeds used for each of the items above will depend on the A$:US$ exchange rate at the time that the funds are converted to US$.

The Board believes that the Company's current cash reserves, its cashflow from existing operations, plus the net proceeds of the Offer will be sufficient to fund the Company's short-term business objectives until at least June 2017. These short-term business objectives comprise:

- expanding and scaling the Company's existing operations in the U.S.; and
- initial technological development of Business Products.

The Board will consider the use of further equity funding or placements if appropriate to further accelerate growth or fund a specific project, transaction or expansion.

2

Industry Background

updater

2 Industry Background

2.1 INTRODUCTION

Updater currently operates in the U.S. consumer relocation industry. The U.S. population is one of the most transient in the world. A recent U.S. Census Bureau report noted that approximately 35m individuals living within the U.S. moved during a one-year period, equating to nearly 12% of the total U.S. population. Updater has developed technology to help Movers in the U.S. organise and complete various moving-related tasks.

Updater also currently operates in the U.S. real estate industry. Updater partners with Real Estate Companies to provide them with technology to customise, personalise and brand the relocation experience for their Clients.

2.2 RELOCATION DYNAMICS

A household in the U.S. consists of all individuals who occupy a particular housing unit as their usual residence. A recent U.S. Census Bureau report noted that there were approximately 16.9m U.S. household moves during a one-year period. Updater estimates that approximately 17.0m U.S. household moves will occur in 2015. A recent survey found that approximately 33% of U.S. households plan to move in the next five years, while another survey found that 35% of Americans had reported moving at some point in the previous five years.

According to a recent U.S. Census Bureau report, a person in the U.S. moves, on average, 11.7 times in their lifetime. Young adults (ages 18-34) in the U.S. move at the highest rate compared to other age groups. In fact, at age 18, a person in the U.S. will move, on average, another 9 times, but by age 45 a person in the U.S. will move, on average, approximately 3 more times.

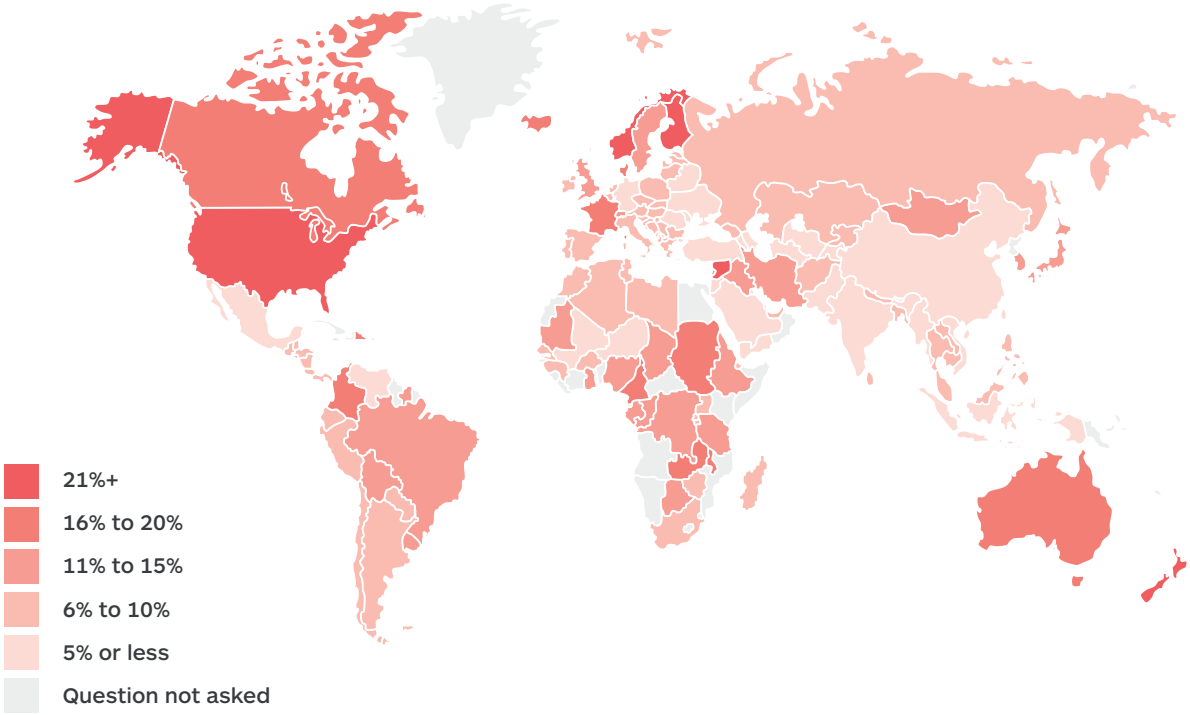
Individuals in the U.S. move for a variety of reasons. According to a recent U.S. Census Bureau report, approximately 48% of all moves occurred for housing-related reasons (such as moving to a more desirable or affordable home, moving from a rented home to a purchased home, or moving because of foreclosure or eviction), approximately 30% of all moves occurred for family-related reasons, and approximately 19% of all moves occurred for job-related reasons.

2.3 RELOCATION-RELATED LOGISTICS – "MOVER HEADACHES"

Individuals and families that move in the U.S. typically spend hours planning and researching moving-related tasks including:

- Notifying various organisations (e.g. banks, newspapers/magazines, alumni associations, online accounts) of new address details;
- Redirecting mail and parcels from the previous address to the new address;
- Organising and scheduling a removalist (moving company), packing, truck rental and/or storage services;
- Sourcing packing supplies;
- Transferring, signing up, or disconnecting/cancelling numerous utilities/home service providers;
- Purchasing new furniture, appliances, home entertainment systems, and home improvement supplies;
- Analysing and comparing dozens of potential home or personal services and products; and
- Discovering and analysing local businesses, such as pharmacies and grocery stores, and local service providers, such as snow removal or lawn care, in the new neighbourhood.

Figure 2.1: Percentage of population that has moved in the last 5 years[1]



1 Gallup, '381 Million Adults Worldwide Migrate Within Countries', 2013

2.4 CONSUMER BEHAVIOR DURING RELOCATION

With individuals in the U.S. moving an average of 11.7 times in their lifetime, moving is the most frequent "life event", occurring more regularly than other major life events, such as having children and getting married. As with other major life events, moving has a substantial impact on consumer behavior.

Hyper-consumption

Movers enter a hyper-consumption period in the weeks and months surrounding their move. A recent survey found that the average household spends approximately US$9,000 during their move-lifecycle on a broad array of goods and services. The study also indicated that 64% of move-related purchases were planned in advance of the move. Compared to consumers who are not moving, Movers spend more money on many products, from kitchen and entertainment technology to personal items and cars.

Vulnerable brand loyalties

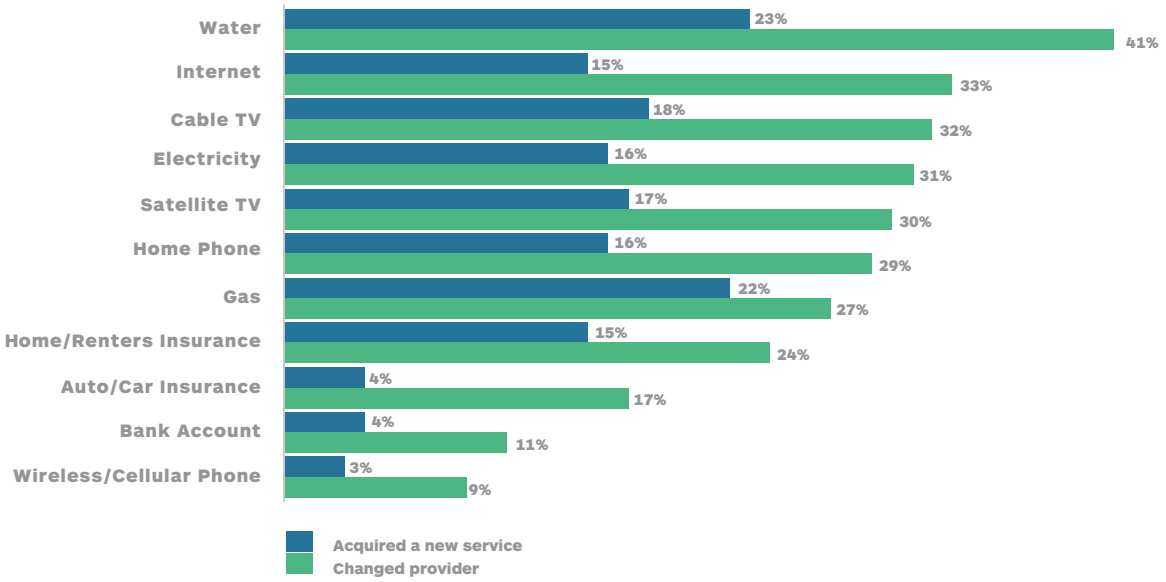
Movers are four times more likely to try a new brand during their move-lifecycle. Further, Movers make key long-term spending decisions during their move-lifecycle that result in new spending patterns at the new home, as the majority of consumer decisions made during the move-lifecycle result in repeat business.

Changing service providers

Movers frequently change home service providers or set up new services during their move-lifecycle. A recent survey indicated that the services that are most frequently changed or acquired during a move are water, Internet, cable television, electricity satellite television, home phone, gas, and homeowner or renters insurance. Planning ahead is crucial for many Movers because they generally want their new or transferred services available or set up as soon as possible after their move date.

U.S. Businesses understand these dynamics and spend billions of U.S. Dollars each year on retention and acquisition marketing campaigns targeting Movers.

Figure 2.2: Service changes or acquisitions during a move[1]

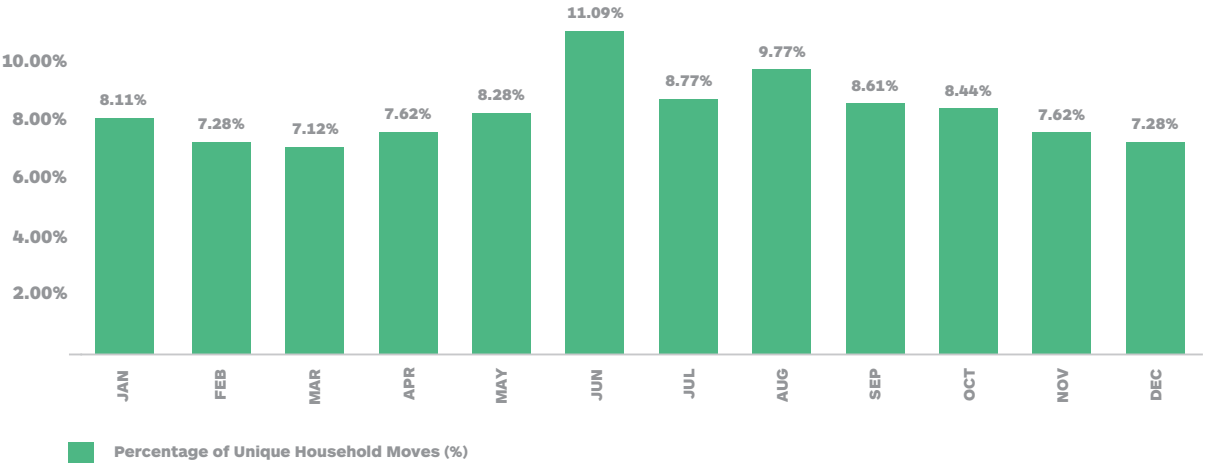


1 2015 New Mover Report, Epsilon, 2015. Note: percentages among those with the service.

2.5 RELOCATION SEASONALITY

Consumer relocation in the U.S. is "seasonal" and therefore moves are not evenly distributed throughout the year. According to a recent Survey of Income and Program Participation ("**SIPP**") panel, June is the most popular month for a move, with approximately 11% of all moves. The second most popular month is August, with approximately 10% of all moves. At the other extreme, the winter months have the lowest number of moves, with approximately 7% of moves occurring in each of December, February, and March. The months in the spring and autumn generally fall somewhere in the middle, each with between 8% and 9% of all moves. Weather conditions are a primary driver of seasonality.

Figure 2.3: Relocation seasonality (percentage of moves per month)



Furthermore, this seasonality pattern has generally held over time, as summer has been the most popular moving season in every SIPP panel from 1993 to 2009. However, the seasonality curve has become less pronounced over the years, as there has been a shift towards moving in the spring and winter.

2.6 REAL ESTATE COMPANIES

There are a number of key participants in the U.S. consumer relocation and real estate industries, including real estate agents and brokers, moving and storage businesses, title insurance companies, property owners and managers, mortgage brokers and originators, and many others. Through a combination of market and regulatory forces, Real Estate Companies have become increasingly technology focused and consumer-orientated as repeat business and consumer satisfaction have become increasingly critical.

2.7 TRANSACTION MANAGEMENT SYSTEMS

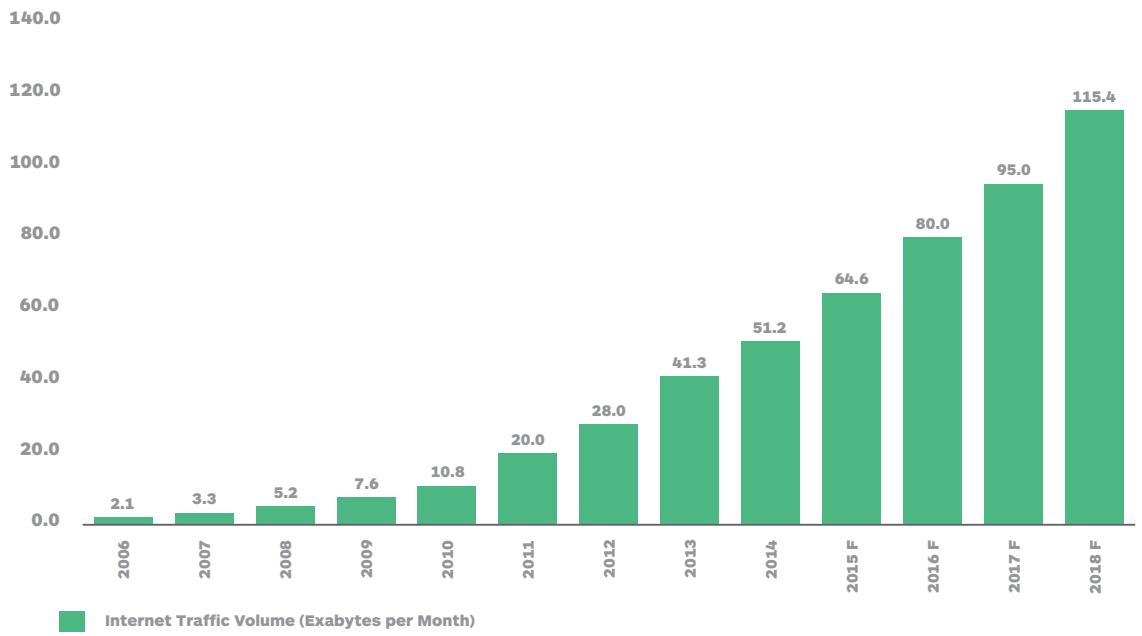
Many Real Estate Companies leverage software systems to help them manage their applicable transactions, relationships, accounting, and communication flows ("**Transaction Management Systems**"). New and improved Transaction Management Systems, either built internally by Real Estate Companies or purchased from third-party software vendors, have converted manual or paper-based processes for managing transactions into more efficient, insightful and increasingly paperless processes.

2.8 U.S. INTERNET ADOPTION TRENDS

U.S. Internet adoption and related marketing dynamics

Internet traffic volume is one of the key drivers of online marketing budgets. With the vast majority of adults in the U.S. now using the Internet, consumer traffic has increased from an estimated 2.1 exabytes per month in 2006 to 51.2 exabytes per month in 2014.

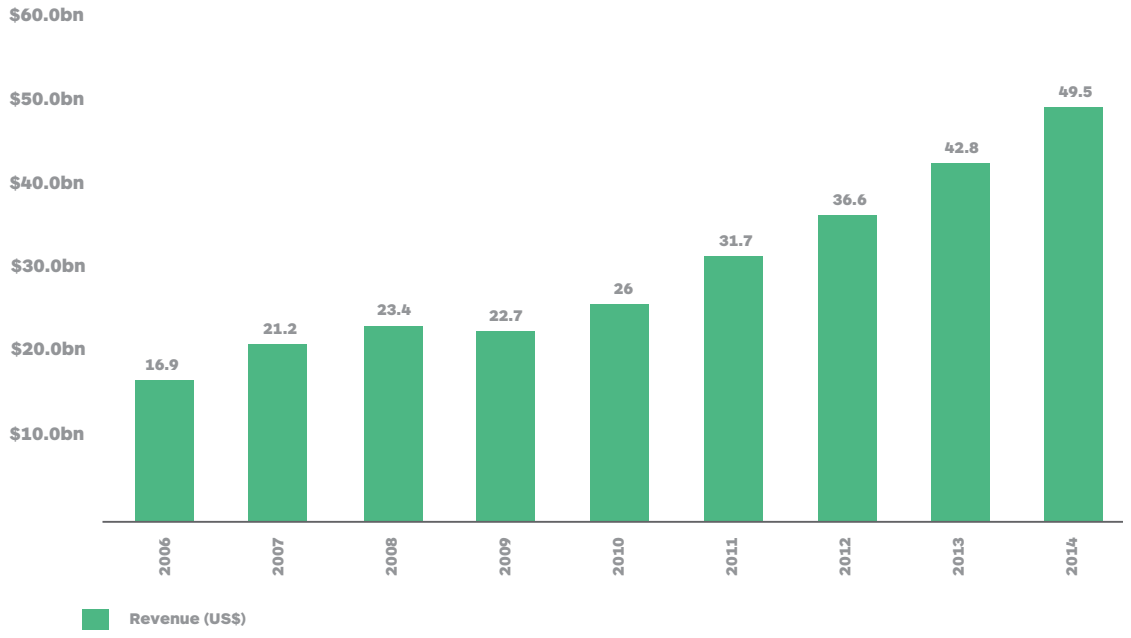
Figure 2.4: U.S. Internet usage (2006-2014) and forecasts to 2018[1]



1 IBISWorld industry report, "Internet Publishing and Broadcasting in the U.S.," 2015

U.S. businesses spend significant amounts on customer acquisition and retention marketing, with the Internet being a primary marketing medium. Brand marketers need to be wherever consumers are, and consumers are increasingly on the Internet. According to a recent report, Internet advertising revenues in the U.S. totaled US$49.5bn for the full year of 2014, which has increased at a CAGR of 17% since 2005. This upward trend is likely to continue, with a recent survey finding that CEO's rank digital marketing as the most important tech-enabled capability for investment over the next five years.

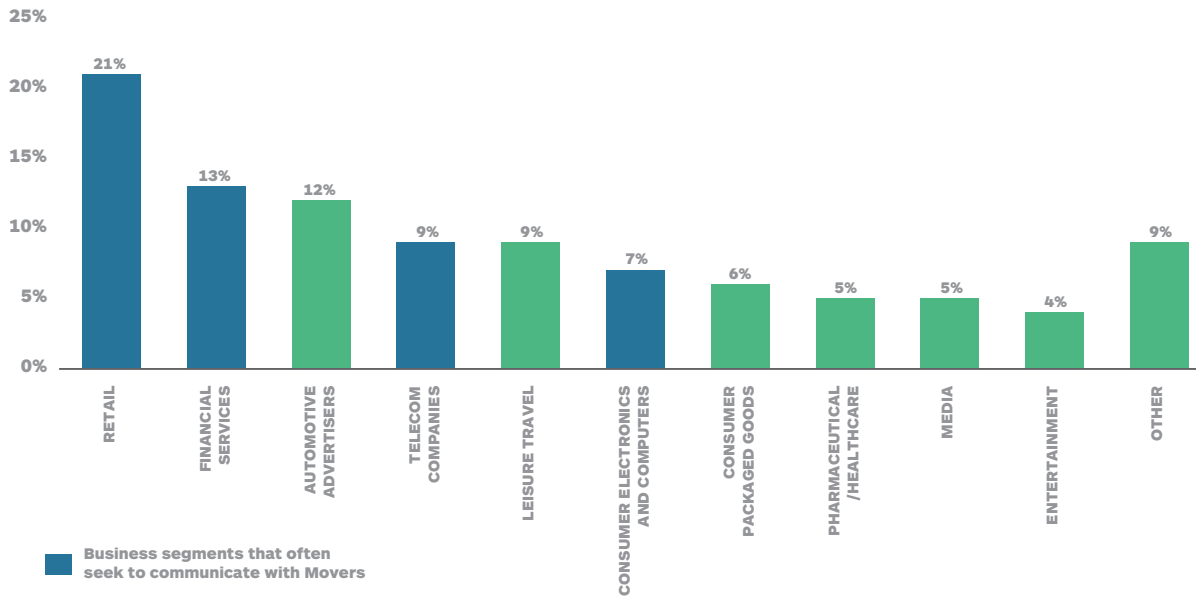
Figure 2.5: U.S. Internet advertising spend (2006-2014)[1]



1 PwC, Internet Advertising Revenue Report, 2014

Of the US$49.5bn spent on Internet advertising in 2014, the majority was spent by retailers (accounting for 21% of total revenues) and financial services providers (accounting for 13% of total revenues).

Figure 2.6: Advertising spend by business category (2014)[2]



2 PwC, Internet Advertising Revenue Report, 2014

In today's hyper-connected world, businesses often have unprecedented levels of information at their fingertips to formulate targeted marketing campaigns. This dynamic has magnified consumer expectations in terms of relevancy, intimacy, delight, privacy and personal connections.

Internet adoption trends related to real estate

Consumers in the U.S. are increasingly turning to the Internet and mobile applications for real estate information to support home buying or renting decisions. For example, in 2014 approximately 43% of home buyers looked online for properties as the first step in the home-buying process and approximately 92% of home buyers used the Internet in some capacity during their home search process. Consumers in the U.S. are also increasingly turning to the Internet for help with the moving process, a natural extension of leveraging the Internet for real estate information.

2.9 COMPETITIVE LANDSCAPE

There are competing product offerings to Updater's Mover Product, Real Estate Products and Business Products.

Mover Product

Movers in the U.S. who wish to streamline their moving experience and/or save money on moving expenses can turn to a wide variety of online resources. For example,

- Movers can forward their mail (i.e. file United States Postal Service ("**USPS**") Form 3575) online directly with the USPS at usps.gov. Also, there are numerous third-party websites that offer to file Form 3575 on behalf of Movers, generally for a fee.
- There are numerous websites (and related call center operations) that help Movers compare and sign-up for home services, including TV, Internet, phone, utilities, home security and various bundled packages. Many of these businesses earn "bounties" from the home service providers for each new connection that they facilitate.
- There are numerous websites that help Movers compare pricing, schedule, book and save money on relocation services, such as moving companies, truck rentals, or storage units.
- There are numerous websites that offer Movers various deals and coupons for products and services related to their move and/or relevant for their new home.
- There are numerous websites that enable Movers to share moving announcements or cards with their friends and family digitally or via postal mail.
- There are many search engines such as Google, Yahoo, or Bing that can help Movers identify products and services relevant for their move and/or their new home.

Real Estate Products

Real Estate Companies in the U.S. that wish to offer their Clients value-add services related to moving, or increase engagement with Clients who are moving, can do so in a number of ways. For example,

- There are numerous businesses that enable Real Estate Companies to refer their Clients to a website and/or call center that may help the Client compare and sign-up for various home services, utilities and/or relocation related services. Many of these businesses pay Real Estate Companies referral fees or commissions if Clients purchase products or services.
- There are numerous businesses that offer products and services to Real Estate Companies to engage with Clients during the moving processes. For example, there are services that facilitate email marketing drip campaigns that offer moving-related coupons to Clients, and there are services that provide special websites with resources, assistance and/or special coupons for Clients. Certain software vendors that offer Transaction Management Systems also offer these various engagement services.

Business Products

U.S. Businesses, including big box retailers, financial and insurance companies, local stores, home service providers, and many others, can communicate with, and advertise to, Movers in a number of ways. For example,

- Businesses can purchase and/or leverage various aggregated lists and/or online cookie pools and tracking information related to Movers. Businesses can also work with marketing services firms that use Mover lists and/or proprietary data assets to facilitate direct mail, email marketing, and online display campaigns directed at Movers.
- Businesses, particularly home services and telecommunication companies, can partner with the numerous websites and call centers that help Movers compare and sign-up for home services and utilities. Home services and telecommunication companies generally pay a "bounty" or fee for each connection facilitated by the applicable website and/or call center.
- Businesses can reach new Movers digitally through a variety of online advertising options, including search engine marketing platforms and display networks, social media platforms, as well as hyper-local media

platforms and various web and mobile applications that help consumers discover local businesses or service providers.

- Businesses can leverage traditional media, including print, radio, television, outdoor display, etc., to target Movers in a specific geographic area or demographic segment.
- Businesses can work directly with Real Estate Companies to establish referral and/or marketing programs directed at applicable Clients who are moving.
- Businesses can run marketing campaigns targeting existing customers who may be moving either directly on their own website or via other communication touch points with customers.

2.10 DISRUPTION IN THE U.S. REAL ESTATE INDUSTRY

One expert commented that the supporting technology for Real Estate Companies lags behind the market opportunity, leaving the industry ripe for technological progress and advancement. A recent real estate technology study featured on *Inman News* claims that the industry is still in its early days. According to recent figures, venture capital investors are expected to invest more than US$1.4bn into real-estate-tech startups in 2015, which is up from US$1bn in 2014 and US$438m in 2013.

Numerous pre-revenue or early-revenue companies have commanded substantial valuations based largely on potential for future monetisation of an asset or network.

3

Business Overview

updater

3 Business Overview

3.1 WHAT IS UPDATER?

Updater is a New York City based company that develops technology to improve the consumer relocation process. Updater's web-based Mover Product helps Movers in the U.S. organise and complete their moving-related logistics. Movers can gain access to the Mover Product through an invitation from a Real Estate Company (i.e., their real estate brokerage or agent, mortgage or title company, property manager, moving company, etc.). Real Estate Companies partner with Updater to invite their Clients to use the Mover Product and to brand and customise the Mover Product for their Clients.

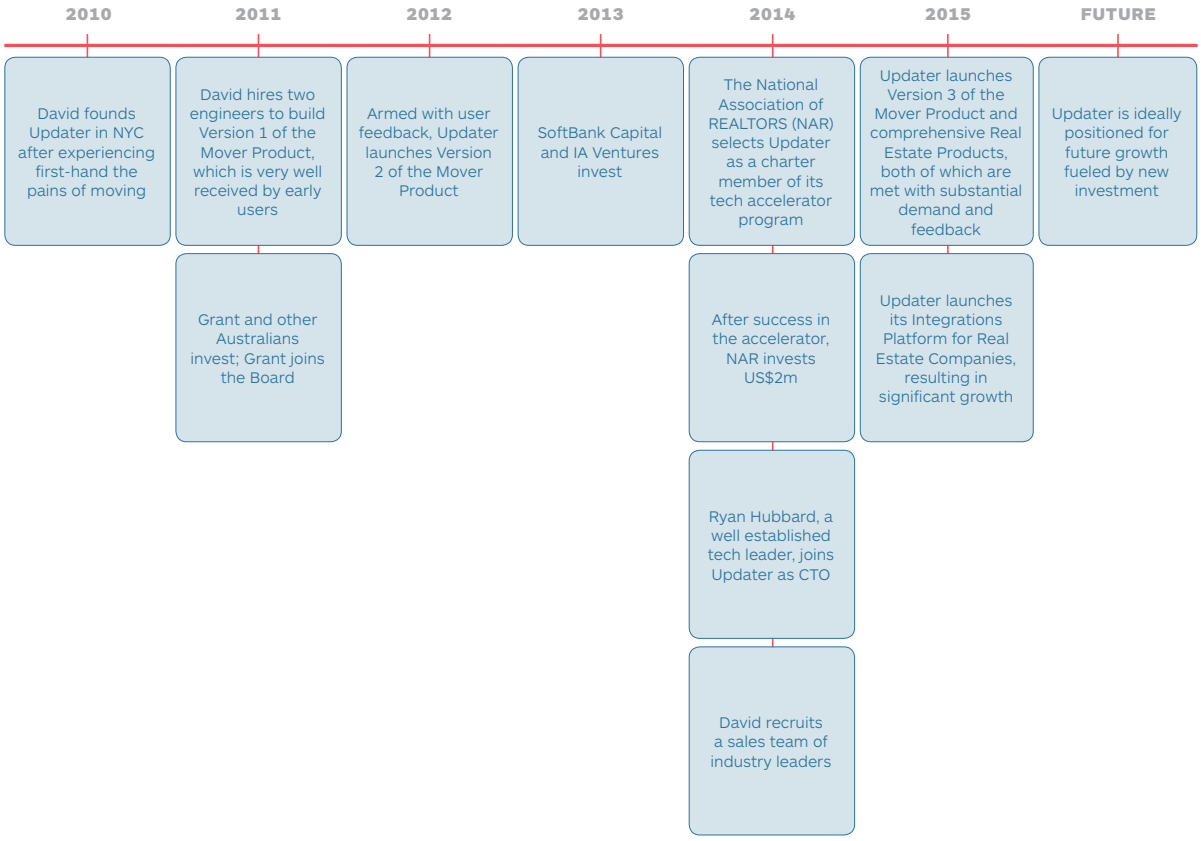
3.2 WHO FOUNDED UPDATER & WHO HAS INVESTED?

David Greenberg, a former corporate attorney at Cravath, Swaine & Moore LLP in New York City, founded Updater in 2010. David formulated the idea for Updater after moving within New York City and creating an "update" list of the many businesses and services that he needed to contact to change his address and organise relocation logistics. After wasting hours, David was determined to build a more efficient process for the tens of millions of individuals moving each year in the U.S. After resigning from his law firm job to dedicate time to his idea, David invested his own capital alongside seed investments from a group of Australian investors.

After making early progress, Updater attracted U.S. venture capital firms to invest in 2013, including SoftBank Capital and IA Ventures. In 2014 the Company received an investment from Second Century Ventures, the strategic investment division of the National Association of REALTORS®, the largest trade association in North America, representing over 1.1m real estate professionals. This strategic investment enabled Updater to rapidly build strong relationships with leading Real Estate Companies and helped Updater develop the first version of its Real Estate Products.

The Company has raised approximately US$15m to date to fund its establishment, hire a team of top tier talent, develop its technology, and build a well-respected brand in the relocation and real estate industries.

Figure 3.1: The evolution of Updater



3.3 THE UPDATER PLATFORM & PRODUCT OFFERINGS

Updater's products are built and designed for the key participants operating within the U.S. consumer relocation industry: Movers, Real Estate Companies and Businesses.

Real Estate Companies can customise and personalise the Updater experience for their Clients via the Real Estate Products. When launched, Businesses will have the opportunity to further customise the Updater experience for their existing and/or ideal prospective customers via the Business Products. The customisations that Updater receives from both Real Estate Companies and Businesses will result in a personalised, efficient and contextual experience for Movers.

I. The Mover Product

The moving process can be an inefficient and painful experience that often involves reaching out to many separate businesses to transfer, sign-up and/or disconnect services (such as telephone, electricity, gas, water, television and Internet providers), change address information (such as for mail forwarding, drivers license, insurance, online accounts, banking, and more), and coordinate the transportation of household goods (such as packing, storage and moving services).

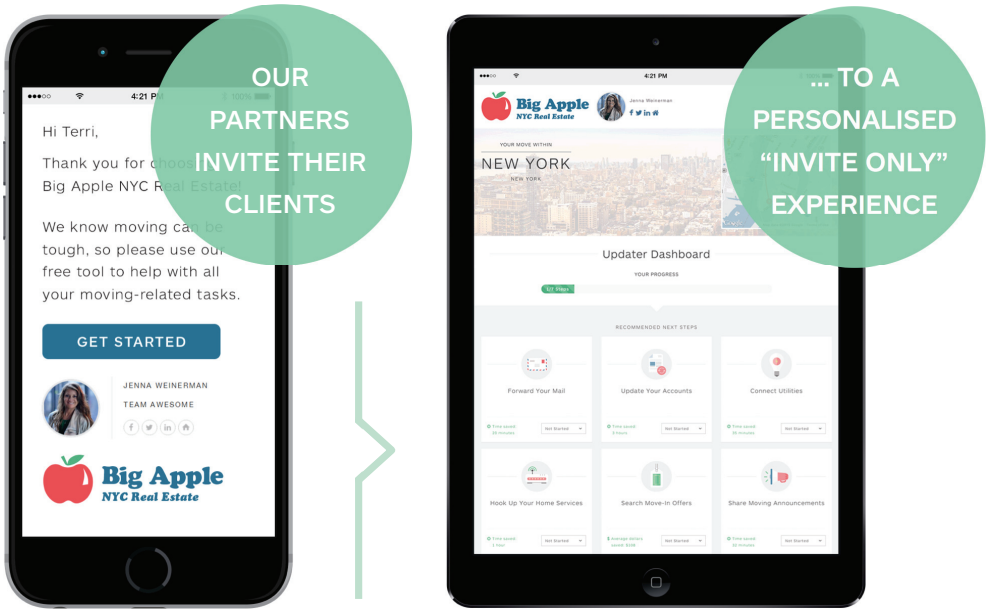
The Mover Product is a free product that provides Movers in the U.S. with a centralised online service to organise and complete relocation-related tasks and logistics. The Mover Product currently helps Movers forward mail with the USPS, update accounts and records with various businesses and organisations that accept Updater change-of-address notifications, discover home service providers and utilities that provide services at the new home, notify friends and family of the new address, unlock special new-mover discounts, and more. Currently, Movers can only access the Mover Product via an invitation from a Real Estate Company. Since launching the Mover Product, approximately 500,000 individual Movers have created an end-user account for the Mover Product.

II. Real Estate Products

The Real Estate Products enable Real Estate Companies to provide their Clients with the "invite only" Mover Product, and to brand, customise and personalise the Mover Product experience for their Clients. Updater has developed unique Real Estate Products to suit different types of Real Estate Companies. For example, the product for property management companies is different to the product for real estate brokerage firms. Updater has also developed unique interfaces and account types for various roles within Real Estate Companies, such as corporate managers and individual professionals.

Real Estate Companies pay Updater subscription fees to use the Real Estate Products. Pricing varies by the size and type of the Real Estate Company and the selected product tier. Numerous Real Estate Companies that use the Real Estate Products have reported significant business value and return on investment. For example, using the Real Estate Products may help Real Estate Companies deliver an improved Client experience, stay top-of-mind, generate more referrals, increase the likelihood of retaining Clients, and/or increase Client engagement with valuable products (such as resident portals or referral systems).

Figure 3.2: Updater's Real Estate Product

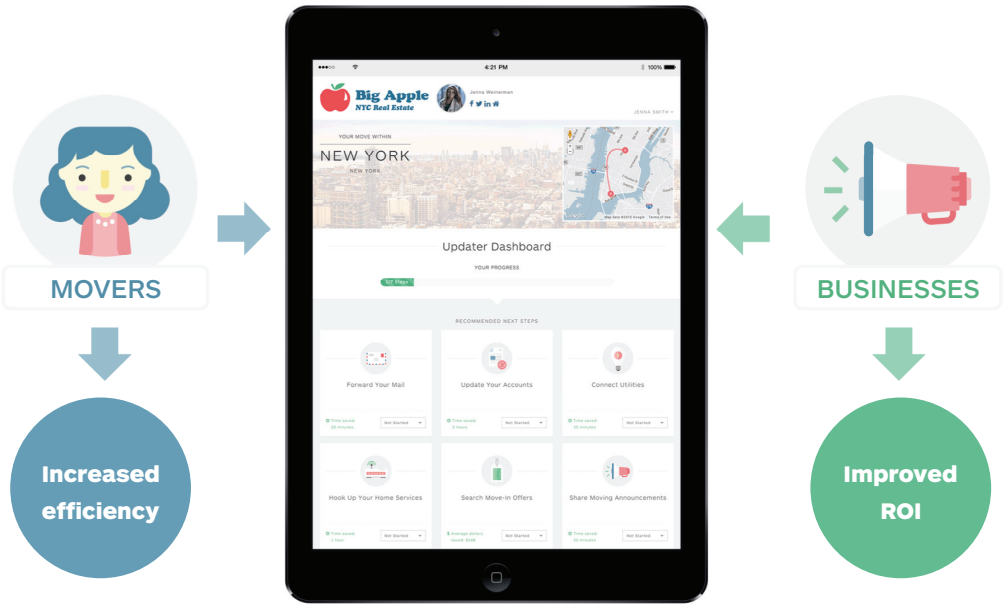


III. Business Products (initial development and launch planned for 2017)

Updater plans to develop Businesses Products that will enable Businesses to customise the Mover Product experience for their existing and/or ideal prospective customers who are likely to find such customisations helpful and valuable.

Updater plans to develop the Business Products for a large and diversified group of consumer Businesses in the U.S. that seek to communicate intelligently and contextually with Movers. The Business Products will seek to enable Businesses to provide Movers with helpful, contextual and relevant communication and unprecedented functionality throughout the move-lifecycle. Many U.S. Businesses have pre-registered for the Business Products, which are scheduled for initial development and launch in 2017. Businesses that partner with Updater and purchase a Business Product will pay for long-term access to the product. Updater does not intend to charge Businesses referral fees or charge for the number of new sign-ups, connections, purchases, etc.

Figure 3.3: Bridging the communication gap[1]



1 Anticipated to be the case following initial development and launch of Updater's Business Products planned for 2017

In the future, Business Products may enable Businesses to present Movers, within the Mover Product, with variable and intelligent messages and/or advanced functionality for completing or initiating transactions, such as sign-ups, transfers, address updating and more. Certain customisations, such as enabling transactions within the Mover Product, may require technology integrations between Updater and the applicable Business partner's customer or other database. Updater only plans to enable Businesses to customise the Mover Product experience for the Movers who are most likely to find the applicable communication or functionality relevant and contextual, such as existing customers of the Business or consumers moving into the applicable geographic footprint of the Business.

The Business Products will therefore seek to simultaneously help Businesses efficiently retain and acquire Movers while providing Movers with relevant content and unprecedented functionality and efficiency. Management believes that the Business Products will greatly enhance the Mover Product, resulting in increased demand from Movers for the Mover Product, thereby creating a potential "network effect".

Two-sided network effects

A "two-sided network effect" occurs when an increase in usage by one set of users increases the value to, and participation of, a complementary and distinct set of users, and vice versa. Network effects may evolve within industries when, for example, a business creates a proprietary data asset, a robust pairing of sellers and buyers, or a community that openly shares and exchanges information.

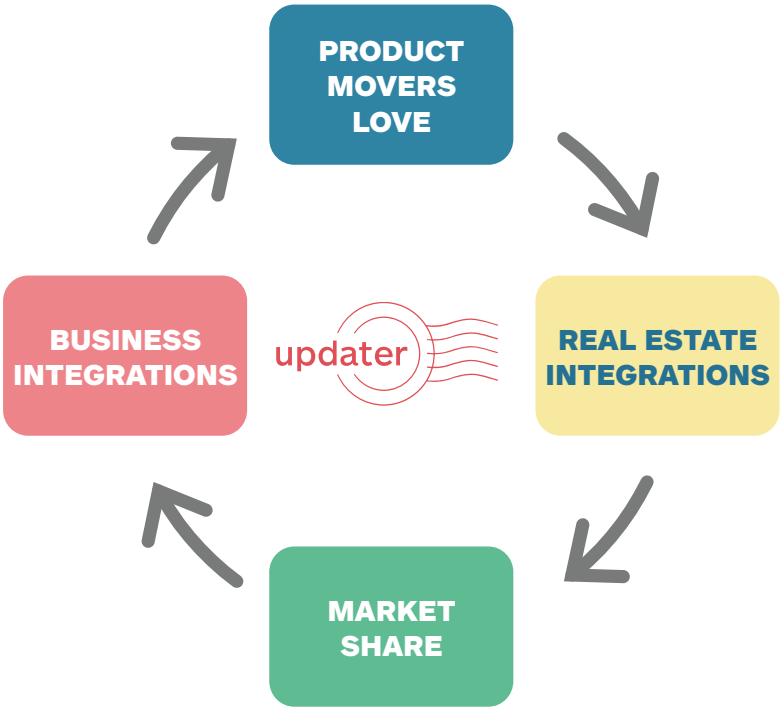
Industries in which businesses establish strong network effects often result in a dynamic in which one competitor gains significant market share. In these scenarios, one dominant business tends to rise above the rest and often enjoys significant power and influence within their industry.

A few two-sided network effect examples are shown in the table below.

Category	Leading player	% Market share	Network
Food ordering	Grubhub	61% of online restaurant takeaway/delivery in the U.S.	Restaurants – Diners
Online Retail	eBay	65% of male and 55% of female millennial online shoppers in U.S.	Buyers – Sellers
Ride Sharing	Uber	46% of paid business car rides in the U.S.	Drivers – Riders

Updater's multi-sided platform could generate strong network effects between Movers and Businesses. Management believes that the more Businesses that partner with Updater and utilise the Business Products (following their launch in 2017), the more Movers will want/need the Mover Product, resulting in more Real Estate Companies purchasing the Real Estate Products for their Clients. In turn, the more Real Estate Companies that invite clients, the more Businesses will want to use the Business Products. Thus, Management believe that Updater may create a "virtuous circle" in the relocation industry, delivering increased value to all parties.

Figure 3.4: Updater's potential "virtuous circle"



Updater network effect
In short, Movers want to use a product that has secured Business customisations and integrations because of the increased efficiency, and Businesses want to utilise and/or integrate with a product that has many engaged Movers.

IV. Updater's Integration Platform

Updater launched its Integration Platform in February 2015. The Integration Platform enables Real Estate Companies that purchase a Real Estate Product to seamlessly and automatically share Mover information with Updater for the purpose of inviting Clients to the Mover Product and personalising each Client's Mover Product experience. The Integration Platform is a state-of-the-art software system that is optimised for engineers and operations managers at Real Estate Companies to seamlessly integrate with Updater.

The Integration Platform enables Real Estate Companies to integrate by (a) using an integration that Updater has developed for the Transaction Management System that they have purchased, (b) using an integration that Updater develops specifically for their system, and/or (c) leveraging Updater's REST API (Application Programming Interface using REST architecture).

Updater currently offers integration options with over 10 major Transaction Management Systems widely used by real estate brokers, property managers and moving companies in the U.S.. Also, Updater is in the planning

and development stages with over 10 additional Transaction Management Systems. The increasingly widespread adoption of Transaction Management Systems has enabled the development of the Integration Platform.

Mover information that is processed via the Integration Platform passes through an extensive process of cleaning, eliminating duplicate information, and filtering before the applicable Mover is invited to use a personalised and customised version of the Mover Product at the optimal time before moving.

The launch of the Integration Platform was a key milestone for Updater because Real Estate Companies and individual real estate professionals can now invite Clients to the Mover Product with minimal ongoing manual work. The Integration Platform streamlines and simplifies the onboarding of new Real Estate Company partners and facilitates ongoing and consistent use of the Real Estate Products.

3.4 2016 KEY METRICS – "MONTHLY MOVES PROCESSED" AND "ESTIMATED MARKET SHARE"

Updater defines a "**Move**" as a unique old/new address pair within a 3-month timeframe. Any Move information (regardless of completeness) that is passed through the Integration Platform is counted as a "**Move Processed**" if Updater has permission to invite the applicable Mover(s) to the Mover Product (regardless of whether the applicable Mover(s) is actually invited to the Mover Product or uses the Mover Product). The aggregate number of unique Moves Processed from all sources in a given month is one of Updater's key metrics for measuring growth and is referred to as "**Monthly Moves Processed**".

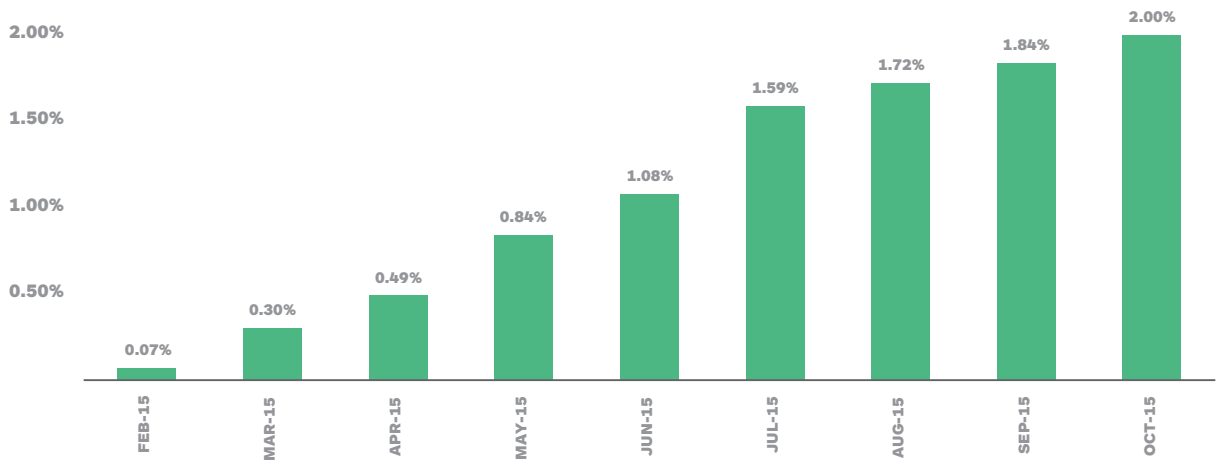
Currently, Updater is only tracking U.S. household Moves for Moves Processed. A Move is considered "processed" during the month of the estimated move date, as opposed to the date any applicable invitation is sent to the Mover(s). For purposes of calculating Moves Processed, when Updater onboards a new Real Estate Company, Updater may count all Move information shared from such partner for the calendar month in which the onboarding occurs, the preceding calendar month, and all future months moving forward.

As discussed in Section 2.5, relocation is seasonal. For calculating the "**Estimated Market Share**" of Monthly Moves Processed, Updater divides the total number of Monthly Moves Processed by the estimated number of unique U.S. household moves that occurred during the applicable month, as determined by applying the applicable seasonality curve to the assumed total number of annual U.S. household moves for the given year.

As shown in Figure 3.5 below, in October 2015, Updater's Monthly Moves Processed totalled 28,662 unique household Moves, equating to an Estimated Market Share of 2.0% of all unique household moves in the U.S. Updater's Estimated Market Share has increased due to the following factors:

- Increased demand from Movers for the Mover Product, resulting in more Real Estate Companies seeking to use the Real Estate Products;
- Real Estate Companies realising significant business value from offering the Mover Product to Clients; and
- Onboarding an increased number of Real Estate Company partners and their use of the the Integration Platform.

Figure 3.5: Estimated Market Share and Monthly Moves Processed



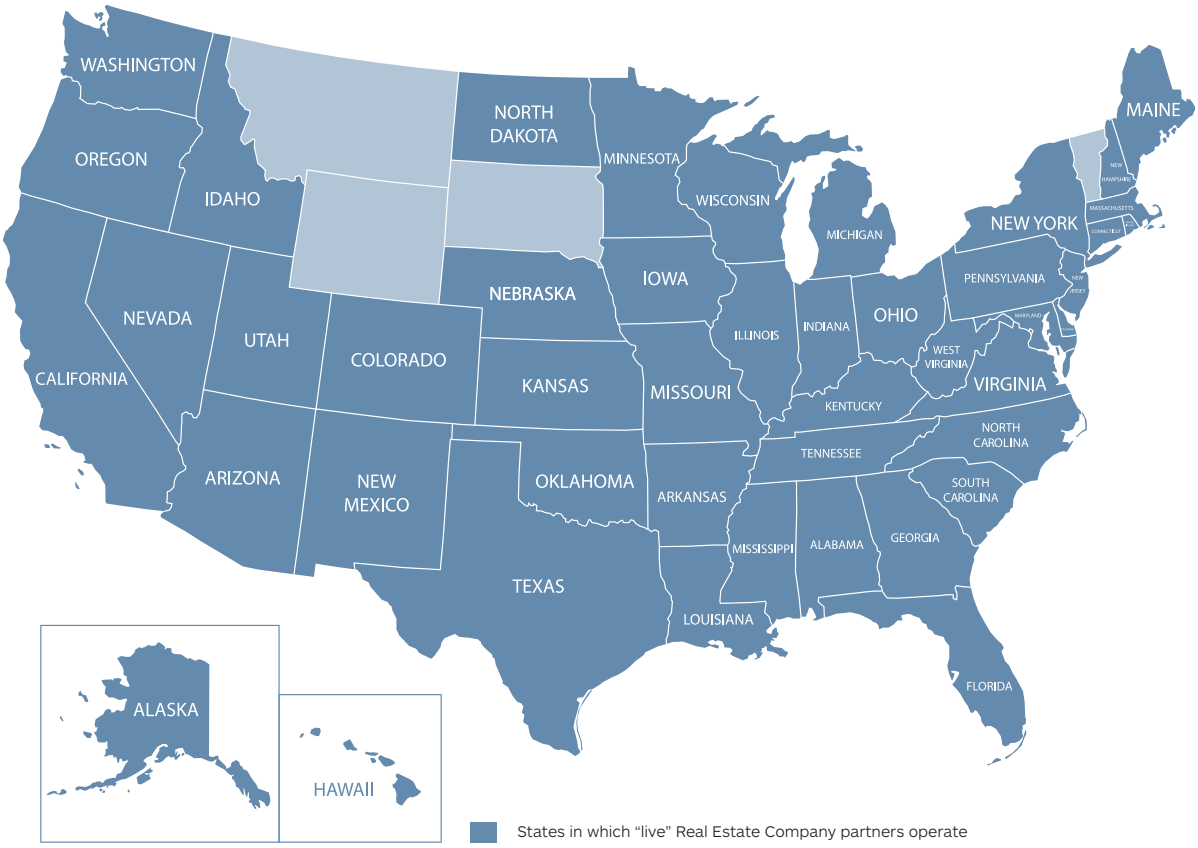
Monthly Moves Processed								
884	3,675	6,295	11,788	20,419	23,721	28,485	26,895	28,662

3.5 UPDATER'S REAL ESTATE COMPANY PARTNERS

As of the Prospectus Date, Updater has signed partnership agreements with over 300 Real Estate Companies, and 225 Real Estate Companies are "live" using a Real Estate Product and the Integration Platform. Updater's Real Estate Company partners include some of the largest and most influential Real Estate Companies in the U.S. real estate industry. Updater's "live" Real Estate Company partners have locations or properties in 46 U.S. states.

Widespread adoption is critical to gaining market share and helping as many Movers as possible.

Figure 3.6: Widespread adoption



300+

SIGNED PARTNERSHIPS

225

"LIVE" REAL ESTATE COMPANIES

500+

ACTIVE OPPORTUNITIES

3.6 KEY STRENGTHS

Practical problems addressed

Updater's products help:

- Movers complete tedious and time-consuming tasks efficiently
- Real Estate Companies add value in the face of disruptive technologies

Updater's Business products, when launched, will help Businesses communicate with Movers contextually and at the right time.

Product usability and interface

Both the Mover Product and Real Estate Products are web applications with user-friendly interfaces that are mobile-optimised.

First mover advantage

Updater is the first U.S. company to (a) build products for Real Estate Companies to customise and brand a web application that helps Clients complete various moving-related tasks, and (b) facilitate a wide variety of integration options for such Real Estate Companies to generate automatic digital invitations for Clients to said web application. Updater has already partnered and integrated with many of the largest and most influential Real Estate Companies in the U.S..

Two-sided network effects

A "two-sided network effect" occurs when an increase in usage by one set of users increases the value to, and participation of, a complementary and distinct set of users, and vice versa. Updater's multi-sided platform may result in two-sided network effects between Movers and Businesses. There can be a "winner takes all" outcome in markets displaying network effect dynamics and Management believes that Updater is well positioned to potentially capitalise on this dynamic.

Scalability

Scalability has been a guiding principle for the Updater team. Updater's existing products, including the Mover Product, the Real Estate Products and the Integration Platform, as well as internal business operations, are built to handle significant increases in volume.

Strong growth prospects

The U.S. consumer relocation market is significant, with approximately 17m annual household moves. In addition, there are numerous adjacent relocation verticals in the U.S., such as company/office moves, military-related moves, and others.

There are significant opportunities to enhance and improve the Mover Product. The Business Products, when launched, will enable Updater to present increasingly personalised and contextual content for Movers and enable Movers to complete tasks more efficiently within the Mover Product. Numerous U.S. Businesses have already pre-registered for the Business Products, scheduled for initial development and launch in 2017.

High quality, experienced team

Updater has an experienced Management team led by founder, Chairman and CEO David Greenberg, who continues to drive the vision and execution of the Company's business plan. Ryan Hubbard, the CTO and Executive Director, will continue to oversee technology strategy and development. Ryan previously served as CTO of two other successful technology companies, eVariant and YellowHammer, and is a recognised leader in the New York technology community.

Strong competitive position

Movers that are invited to the Mover Product by a Real Estate Company often receive an invitation at the optimal time during their move-lifecycle, and such Movers often trust the Mover Product because they are invited by a professional or entity with which they have a trusted relationship. As a result, such Movers often engage extensively with the Mover Product. When the Business Products are launched, such extensive engagement may provide an opportunity for more meaningful and/or extensive communication between Movers and relevant Businesses, as compared to products or services competing with the Business Products.

As with many other technology businesses, there is a risk that another company may try to emulate the success that Updater is enjoying by offering similar products and services. Management expects Updater to benefit substantially from its first mover advantage and entrenched industry position. Collectively, the following characteristics may result in a defensible position difficult for potential new entrants and competitors to challenge:

- **Established relationships with influential Real Estate Companies** – Updater has spent years establishing trusted relationships with Real Estate Companies and partnering with them to provide their Clients with high quality services and protecting the personal information of their Clients.
- **Integrations** – Updater's proprietary Integration Platform has taken 18+ months to develop and now enables seamless and automatic integrations with leading Real Estate Companies via many of the widely used Transaction Management Systems. Integrations with numerous other Transaction Management Systems are currently in development and planning phases.
- **Products** – Updater has spent over 4 years iterating on its Mover Product and nearly 2 years iterating on its Real Estate Products. Updater continuously adds features to its products and optimises the experience based on User and partner feedback. Management believes that its core live products are collectively unique and unrivaled.
- **Experience and expertise** – Updater has an experienced Management team, sales leaders that each have 10+ years of industry experience, and the intellectual capital gained from operating its unique platform for years.

3.7 GROWTH STRATEGY

Updater's growth strategy focuses on:

- efficiently onboarding and integrating with Real Estate Companies;
- gaining critical mass (targeting over 5.0% Estimated Market Share on or before December 2016) to enable integrations with Businesses that deliver maximum value to Movers;
- expanding sales, partner and User support, product development and engineering capabilities;
- remaining "on the side of the Mover" and always prioritising the Mover experience;
- safeguarding Movers' personal information; and
- serving as the needed "user experience layer" between Businesses and Movers, ensuring all communication is helpful and contextual for Movers.

3.8 REVENUE STREAMS

Currently, Updater charges Real Estate Companies subscription fees for the Real Estate Products, and provides the Mover Product for free to Movers.

The proposed Business Products are a primary revenue opportunity that Updater has identified. Businesses that partner with Updater and purchase a Business Product will pay for long-term access to the product. Updater does not intend to charge Businesses referral fees or charge for the number of new sign-ups, connections, purchases, etc.

3.9 CORPORATE STRUCTURE

There is one entity, Updater Inc., which is the entity to be listed on the ASX. However, the Company may incorporate subsidiaries in the future (which may include foreign subsidiaries) as necessary to achieve its growth strategy.

4

Financial Information

updater

4 Financial Information

4.1 INTRODUCTION

The financial information set out in this Section contains the following financial information in relation to the Company:

- summary historical statement of operations for CY2013, CY2014 and the half year to 30 June 2015;
- summary historical statement of cash flows for CY2013, CY2014 and the half year to 30 June 2015; and
- historical balance sheets as at 31 December 2013, 31 December 2014 and 30 June 2015, and a pro forma balance sheet as at 30 June 2015 and the associated details of the pro forma adjustments,

(together, the "**Historical Financial Information**").

The Historical Financial Information (other than the pro forma adjustments to the historical balance sheet as at 30 June 2015 and the results of those adjustments) has been derived from the Company's audited financial statements for CY2013, CY2014 and the half year to 30 June 2015. Those financial statements were prepared in U.S. Dollars and in accordance with U.S. GAAP. A reconciliation between U.S. GAAP and Australian International Financial Reporting Standards ("**AIFRS**") is contained in Section 4.5.

The CY2013, CY2014 and half year to 30 June 2015 financial statements were audited by WithumSmith+Brown, PC, which issued unqualified audit opinions in respect of these periods. No modified audit reports were issued for the Company in those periods. The Historical Financial Information has been reviewed by BDO East Coast Partnership, whose Investigating Accountant's Report is contained in Section 5, however the Directors are responsible for the inclusion of all financial information in this Prospectus.

As with the rest of this Prospectus, this Section assumes that the Indicative Exchange Rate (A$1.00 = US$0.72) applies. All numbers shown are in U.S. Dollars.

The audit opinion contains an explanatory paragraph which indicates that the Company may not be able to continue as a going concern. Management believes it can address this risk by raising additional capital. The Historical Financial Information has been prepared assuming that the Company will continue as a going concern, which contemplates the realisation of assets and satisfaction of liabilities in the normal course of business for the foreseeable future. The Historical Financial Information does not include any adjustments to reflect the possible future effects of the recoverability and classification of liabilities that may result from the possible inability to continue as a going concern.

The Historical Financial Information should be read together with the other information contained in this Prospectus, including:

- the risk factors described in Section 6;
- the description of the use of the proceeds of the Offer described in Section 8.2;
- the Investigating Accountant's Report, set out in Section 5; and
- the indicative capital structure described in Section 8.3.

Please note that past performance is not an indication of future performance.

4.2 HISTORICAL STATEMENT OF OPERATIONS

The table below presents the summary historical statement of operations for CY2013, CY2014 and the half year to 30 June 2015.

Period ending (US$)	31-Dec-13 Full year	31-Dec-14 Full year	30-Jun-15 Half year
Revenue			
Net revenue	31,628	109,712	101,536
Cost of revenue	64,742	56,216	18,308
Gross margin	**(33,114)**	**53,496**	**83,228**
Expenses			
Research and development expense	118,749	1,508,564	680,929
Sales and marketing expenses	589,711	1,331,794	950,822
General and administrative expenses	1,871,064	826,291	457,244
Total expenses	**2,579,524**	**3,666,649**	**2,088,995**
Loss from operations	**(2,612,638)**	**(3,613,153)**	**(2,005,767)**
Other income/(expenses)			
Interest expense	–	–	(23,208)
Interest income	1,093	1,273	87
Change in fair value of warrants	–	(30,709)	58,456
Other income	–	839	–
Total other income/(expenses)	**1,093**	**(28,597)**	**35,335**
Net profit/(loss)	**(2,611,545)**	**(3,641,750)**	**(1,970,432)**

General factors affecting the operating results of the Company

This section sets out the main factors which affected the Company's operations and relative financial performance in CY2013, CY2014 and the half year to 30 June 2015, which the Company expects may continue to affect it in the future. The discussion of these general factors is intended to provide a summary only and does not detail all factors that affected the Company's historical operating and financial performance, nor everything that may affect the Company's operations and financial performance in the future.

As the Company has not yet begun to sell its Business Products, the results for all periods include minimal revenue. The expenses primarily relate to research and development, sales and marketing, and general and administrative activities.

(i) Research and development expenses

Research and development expenses have been predominantly related to developing the Company's products. Research and development expenses have related primarily to salaries and wages of in house engineers and consulting fees paid to external specialists brought in to assist with the development of products.

The Company rebuilt its technical infrastructure in 2014 using both internal resources and consultants. Beginning in 2015, materially all of the Company's research and development has been accomplished using internal resources.

(ii) Sales and marketing expenses

Sales and marketing expenses have been primarily related to developing the Company's brand and entering into partnerships with companies in the real estate industry. Sales and marketing expenses have related primarily to salaries and wages of salespeople and marketers, and the costs of sponsoring and attending events.

In 2013 and 2014, the Company tested a direct consumer acquisition strategy. In early 2014 the Company discontinued this test and transitioned to its current strategy. Advertising expenses associated with the prior strategy are included in the sales and marketing expense for 2013 and 2014; wages and benefits for the Company's sales team are the primary source of sales and marketing expense for 2014 and 2015.

(iii) Selling, general & administrative expenses
General and administrative expenses relate to the general management of the Company, and include Management salaries, consulting fees, rent, professional fees, travel costs, utilities and promotional costs incurred in the course of operations. These costs are not directly attributable to research and development or sales and marketing.

Prior to 2014, all employee wages and benefits were allocated to general and administrative expense. Beginning in 2014, the Company allocated these expenses among research and development, sales and marketing, and general and administrative expenses.

4.3 HISTORICAL STATEMENT OF CASH FLOWS

The table below presents the summary historical statement of cash flows for CY2013, CY2014 and the half year to 30 June 2015.

Period ending (US$)	31-Dec-13 Full year	31-Dec-14 Full year	30-Jun-15 Half year
Net profit/(loss)	(2,611,545)	(3,641,750)	(1,970,432)
Adjustments to reconcile net loss to net cash used by operating activities:			
Depreciation expense	12,840	23,834	28,053
Change in fair value of warrants	–	30,709	(58,456)
Warrants issued for marketing services	32,858	–	–
Stock based compensation expense	76,284	80,169	50,146
Changes in operating assets and liabilities			
Accounts receivable	(5,936)	(4,236)	(14,370)
Prepaid expenses	8,779	–	(10,458)
Deferred rent	9,096	1,893	1,779
Deferred revenue	–	55,778	(21,007)
Accounts payable and accrued expenses	60,329	28,205	4,943
Net cash used by operating activities	**(2,417,295)**	**(3,425,398)**	**(1,989,802)**
Cash flows from investing activities			
Purchase of property and equipment	(56,926)	(28,990)	(2,215)
Increase in restricted cash	–	(6)	(75,062)
Increase in security deposit	–	(15,766)	–
Net cash provided by investing activities	**(56,926)**	**(44,762)**	**(77,277)**
Cash flows from financing activities			
Proceeds from issuance of common stock	17,794	23,260	3,375
Net proceeds from issuance of series A-1 convertible preferred stock	–	4,953,042	–
Proceeds from exercise of warrants	–	88,470	–
Proceeds from line of credit	–	–	1,500,000
Net cash provided by financing activities	**17,794**	**5,064,772**	**1,503,375**
Net (decrease) increase in cash and cash equivalents	**(2,456,427)**	**1,594,612**	**(563,704)**
Cash and cash equivalents at the beginning of the period	2,856,877	400,450	1,995,062
Cash and cash equivalents at the end of the period	**400,450**	**1,995,062**	**1,431,358**
Supplemental disclosure of cash flow information			
Cash paid for interest	–	–	23,208

(a) Operating and financing cash flows

The Company has not yet begun to sell its Business Products and consequently the Company's cash flows from operating activities for all periods have been negative. This was primarily due to research and development, sales and marketing and general and administrative expenses. This is typical for a development stage technology company.

The net cash outflows from operating activities have been funded through approximately US$9.6m in equity funding since the Company's inception in 2010 and through 30 June 2015. As of 30 June 2015, the equity funding consisted of common stock (US$1.6m), series A preferred stock (US$3.0m) and series A-1 preferred stock (US$5.0m). (These figures do not net the transaction costs of the respective funding rounds, which totalled approximately US$0.1m).

As at 30 June 2015, the Company had cash on hand of US$1.4m.

(b) Investing cash flows

The Company has historically had minimal investment in capital assets.

4.4 HISTORICAL AND PRO FORMA BALANCE SHEETS

The table below sets out the summary historical balance sheet as at 31 December 2013, 31 December 2014 and 30 June 2015.

(US$)	as at 31-Dec-13	as at 31-Dec-14	as at 30-Jun-15
Assets			
Current assets			
Cash and cash equivalents	400,450	1,995,062	1,431,358
Restricted cash	25,007	25,013	100,075
Accounts receivable	5,935	10,172	24,543
Prepaid expenses	–	–	10,458
Total current assets	**431,392**	**2,030,247**	**1,566,434**
Non-current assets			
Property and equipment (net)	51,366	56,522	30,684
Other assets	35,115	50,881	50,881
Total non-current assets	**86,481**	**107,403**	**81,565**
Total assets	**517,873**	**2,137,650**	**1,647,999**
Liabilities			
Current liabilities			
Accounts payable and accrued expenses	88,448	116,654	121,598
Deferred revenue	–	55,778	34,771
Line of credit	–	–	1,500,000
Total current liabilities	**88,448**	**172,432**	**1,656,369**
Long term liabilities			
Warrant liability	32,858	63,567	5,111
Deferred rent	9,096	10,989	12,768
Total long term liabilities	**41,954**	**74,556**	**17,879**
Total liabilities	**130,402**	**246,988**	**1,674,248**
Stockholders equity			
Preferred stock	3,135	6,490	6,490
Common stock	5,352	5,645	5,657
Additional paid in capital	4,863,452	10,004,745	10,058,254
Accumulated deficit	(4,484,468)	(8,126,218)	(10,096,650)
Total stockholders' equity/(deficit)	**387,471**	**1,890,662**	**(26,249)**
Total liabilities and stockholders' equity	**517,873**	**2,137,650**	**1,647,999**

a) Warrants

The Company issued a warrant in connection with its participation in the National Association of REALTORS® ("**NAR**") REach program, a mentoring and technology incubator program. Under U.S. GAAP, for each period reported, the Company is required to record the warrant at its fair value. The fair value of this warrant, and the liability associated therewith, has fluctuated over time.

The table below sets out the pro forma adjustments that have been made to the balance sheet as at 30 June 2015. The pro forma balance sheet below is provided for illustrative purposes only and is not represented as being necessarily indicative of the Company's view of its future financial position.

(US$)	as at 30-Jun-15	Proforma adjustments	Notes to adjustments	Proforma 30-Jun-15
Assets				
Current assets				
Cash and cash equivalents	1,431,358	17,256,535	(i), (ii), (iii), (iv), (v)	18,687,893
Restricted cash	100,075	–		100,075
Accounts receivable	24,543	–		24,543
Prepaid expenses	10,458	–		10,458
Total current assets	**1,566,434**	**17,256,535**		**18,822,969**
Non-current assets				
Property and equipment (net)	30,684	–		30,684
Other assets	50,881	–		50,881
Total non-current assets	**81,565**	**–**		**81,565**
Total assets	**1,647,999**	**17,256,535**		**18,904,534**
Liabilities				
Current liabilities				
Accounts payable and accrued expenses	121,598	98,204	(i), (iv)	219,802
Deferred revenue	34,771	–		34,771
Line of credit	1,500,000	(1,500,000)	(ii)	–
Total current liabilities	**1,656,369**	**(1,401,796)**		**254,573**
Long term liabilities				
Warrant liability	5,111	–		5,111
Deferred rent	12,768	–		12,768
Total long term liabilities	**17,879**	**–**		**17,879**
Total liabilities	**1,674,248**	**(1,401,796)**		**272,452**
Stockholders equity				
Preferred stock	6,490	(6,490)	(i)	–
Common stock	5,657	10,185	(i) , (iii), (iv), (v)	15,842
Additional paid in capital	10,058,254	18,908,743	(i) , (iii), (iv), (v)	28,966,997
Accumulated deficit	(10,096,650)	(254,107)	(i)	(10,350,757)
Total stockholders' equity/(deficit)	**(26,249)**	**18,658,331**		**18,632,082**
Total liabilities and stockholders' equity	**1,647,999**	**17,256,535**		**18,904,534**

Description of pro forma adjustments

The following transactions and events had not occurred prior to 30 June 2015, but have taken place before the Allotment Date. The pro forma financial information in this Section 4.4 assumes that they occurred on or before 30 June 2015.

i) On 28 August 2015, the Company entered into a recapitalisation agreement whereby all of the holders of preferred stock converted all Shares to common stock. As part of the recapitalisation, the Company repurchased 4,641,494 Shares of common stock from certain former preferred stockholders for US$1,000,000. In connection with the recapitalisation, the Company awarded 3,274,960 restricted Shares of common stock to existing stockholders. The Company incurred legal costs of US$92,999 in connection with the recapitalisation.

ii) On 11 September 2015, the Company repaid its line of credit facility in full (US$1.5m) and terminated the agreement.

iii) On 15 September 2015, the Company issued 113,902 Shares of common stock to existing stockholders for cash totaling US$333,333, and issued an additional 227,804 Shares of common stock to existing stockholders and the subscription price for such additional Shares was satisfied by way of loans from the Company to the relevant stockholders totaling US$666,667. As at the date of this Prospectus, all such loans have been fully repaid to the Company.

iv) On 15 September 2015, the Company issued 1,476,167 shares of common stock to new stockholders for cash totaling US$4,290,979 as part of a pre-IPO funding round ("**Pre-IPO Investor Shares**").

v) The Company expects to complete the Offer as set out in this Prospectus, raising A$22.0m (or approximately US$15.8m) via the issuance of 110,000,000 CDIs (equivalent to 4,400,000 Shares). The expenses associated with the Offer (including advisory, legal, accounting and administrative fees as well as printing, advertising and other expenses), will be charged against additional paid in capital. The total expenses are estimated to be US$1.3m.

4.5 RECONCILIATION BETWEEN U.S. GAAP & AIFRS

The Historical Financial Information contained in this Prospectus has been prepared in accordance with U.S. GAAP, which is different from AIFRS, the accounting principles generally accepted in Australia. The Company will only be required to lodge U.S. GAAP financials with ASIC as a foreign company in the future and the ASX has confirmed that the Company may solely report in U.S. GAAP once listed on the ASX (and the audit of those financial reports will be conducted in accordance with U.S. auditing standards). Future financial information of the Company will not be prepared under AIFRS.

The Directors have reviewed the differences between U.S. GAAP and AIFRS as manifested in the Company's Historical Financial Information. They identified the following material differences relevant to potential investors under the Offers.

a) Costs of the Offers

The Company has incurred various costs relating to the IPO and listing on the ASX. Under U.S. GAAP, costs incurred in issuing stock and listing on the ASX are classified as a reduction of equity. Under AIFRS, only those costs directly attributable to raising new equity can be offset against equity. Expenses relating to the listing of existing equity are required to be expensed and costs relating to both existing and new equity are split between equity and expenses based on the proportion of existing and new equity post the IPO. Therefore, if the Directors had prepared the pro forma balance sheet in accordance with AIFRS, approximately US$0.4m of the estimated US$1.3m cash offer costs would be treated as an expense through the statement of operations rather than an offset against stockholder's equity.

4.6 DIVIDEND POLICY

The Company plans to invest all cash flow into the business in order to maximise growth. Accordingly, no dividends are expected to be paid in the forseeable future following the Company's listing on ASX.

The payment and amount of any potential future dividends declared by the Company are subject to the discretion of the Directors and will depend upon, among other things, the Company's earnings, financial position, tax position and capital requirements.

The Company will declare any dividends in US$ as it is its main functional currency. The Company will pay any dividends in US$ or A$ depending on the country of residence of the CDI holder. If the CDI holder in Australia wishes to receive dividends in US$ they must complete an appropriate election form and return it to Updater's Share Registry, no later than the close of business on the dividend record date.

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Investigating Accountant's Report

updater

BDO

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Australia

The Directors
Updater Inc
1140 Broadway No. 905
New York NY 10001
USA

17 November 2015

Directors

INVESTIGATING ACCOUNTANT'S REPORT

INTRODUCTION

BDO East Coast Partnership (BDO) has been engaged by Updater Inc. (Updater or the Company) to prepare this Investigating Accountant's Report (Report) in relation to certain financial information of Updater, for the inclusion in a prospectus proposed to be issued in relation to the Initial Public Offering of shares in Updater, proposed to be issued on or about 17 November 2015 (Prospectus).

Unless stated otherwise in this Report, expressions defined in this Prospectus have the same meaning in this Report.

This Report has been prepared for inclusion in this Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which it relates for any purpose other than that for which it was prepared.

HISTORICAL FINANCIAL INFORMATION

This Report relates to the following Financial Information as set out in Section 4 of this Prospectus:

- The audited historical statements of operations for the year ended 31 December 2013 (CY2013), 31 December 2014 (CY2014) and the half to 30 June 2015 of Updater
- The audited historical statement of cash flows for the CY2013, CY2014 and the half year to 30 June 2015 of Updater
- The audited historical balance sheets as at 31 December 2013, 31 December 2014 and 30 June 2015 of Updater
- The pro forma historical balance sheet as at 30 June 2015 of Updater.

BDO East Coast Partnership ABN 83 236 985 726 is a member of a national association of independent entities which are all members of BDO Australia Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO East Coast Partnership and BDO Australia Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms. Liability limited by a scheme approved under Professional Standards Legislation, other than for the acts or omissions of financial services licensees.

BDO

Scope of review of the historical financial information

You have requested BDO to review the historical financial information of Updater (listed above) included in this Prospectus.

The historical financial information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in US Generally Accepted Accounting Principles (US GAAP) and the company's adopted accounting policies.

The historical financial information has been extracted from the audited financial statements of Updater for the financial year ended 31 December 2013, 31 December 2014 and the six months ended 30 June 2015, which was audited by WithumSmith+Brown, PC ("WSB"). WSB issued an unqualified audit opinion on the financial statements.

The historical financial information is presented in this Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by US GAAP and other mandatory professional reporting requirements applicable to general purpose financial reports in the United States.

Pro forma historical financial information

You have requested BDO to review the pro forma historical Statement of Financial Position as at 30 June 2015 referred to as "the pro forma historical financial information".

The pro forma historical financial information has been derived from the historical financial information of Updater, after adjusting for the effects of pro forma adjustments described in section 4 of this Prospectus. It has been derived from the Historical Financial Information, with pro forma adjustments being made to reflect Updater's operating and capital structure that will be in place following completion of the Offer.

The stated basis of preparation is the recognition and measurement principles contained in U.S. GAAP applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in section 7 of this Prospectus, as if those events or transactions had occurred as at 30 June 2015.

Due to its nature, the pro forma historical financial information does not represent the company's actual or prospective financial position.

BDO

Directors' responsibility

The directors of Updater are responsible for the preparation of the historical financial information and pro forma historical financial information, including the selection and determination of pro forma adjustments made to the historical financial information and included in the pro forma historical financial information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of historical financial information and pro forma historical financial information that are free from material misstatement, whether due to fraud or error.

Our responsibility

Our responsibility is to express a limited assurance conclusion on the financial information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with U.S. GAAP or Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

Review statement on the historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the historical financial information, as described in section 4 of this Prospectus, and comprising:

- The audited historical statements of operations for the year ended 31 December 2013 (CY2013), 31 December 2014 (CY2014) and the half to 30 June 2015 of Updater
- The audited historical statement of cash flows for the CY2013, CY2014 and the half year to 30 June 2015 of Updater
- The audited historical balance sheets as at 31 December 2013, 31 December 2014 and 30 June 2015 of Updater

are not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in section 4.1 of the document.

BDO

Review statement on the Pro Forma Historical Financial Information

Pro forma historical financial information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the pro forma historical financial information being the Pro forma balance sheet as at 30 June 2015 is not presented fairly in all material respects, in accordance with the stated basis of preparation as described in section 4.1 of the document.

SUBSEQUENT EVENTS

Apart from the matters dealt with in this Report, and having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no material transaction or event outside of the ordinary business of Updater not described in this Prospectus, has come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

INDEPENDENCE

BDO is a member of BDO International Ltd. BDO does not have any interest in the outcome of this Prospectus other than in connection with the preparation of this Report and participation in due diligence procedures, for which professional fees will be received.

GENERAL ADVICE WARNING

This Report has been prepared, and included in this Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor.

It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in this Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs.

Without modifying our conclusions, the purpose of the financial information is for inclusion in this Prospectus. As a result, the financial information may not be suitable for use for another purpose.

BDO has consented to the inclusion of this Report in this Prospectus in the form and context in which it is included. At the date of this Report this consent has not been withdrawn. However, BDO has not authorised the issue of this Prospectus.

Accordingly, BDO makes no representation regarding, and takes no responsibility for, any other statements or material in or omissions from this Prospectus.

Yours faithfully

BDO East Coast Partnership

Sebastian Stevens

Partner

6

Risk Factors

updater

6 Risk Factors

6.1 INTRODUCTION

As with any equities investment, there are risks involved with investing in the Company. This Section identifies the major areas of risk associated with an investment in the Company, but should not be viewed as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. Potential investors should read this Prospectus in its entirety and consult their professional advisers before deciding whether to apply for CDIs.

6.2 SPECIFIC RISKS

6.2.1 Limited trading history

The Company is essentially a start-up company with limited trading history. Since incorporating in 2010, the Company's activities have principally involved raising money to develop its software and products. As with many technology start-up companies, the Company has incurred losses since its inception. As at 30 June 2015, Updater had incurred an accumulated deficit of US$10m. Given the Company's limited trading history, and given that its business is largely unproven, it is difficult to make an evaluation of Company's business or its prospects.

6.2.2 Attracting Movers, Real Estate Companies and Businesses

The Company's operations and revenues rely on its ability to attract Movers to use the Mover Product, Real Estate Companies to use the Real Estate Products and, when launched, Businesses to use the Business Products. Various factors can affect the level of adoption of its products, including:

i) **Marketing and promotions:** If the Company's marketing and promotion efforts are not effective this may result in less adoption of its products;

ii) **Brand damage:** If the Company suffers from reputational damage, adoption of its products may be affected; and

iii) **Value of products:** A failure to deliver real or perceived value to Movers, Real Estate Companies, and/or Businesses may lead to minimal or declining adoption of the Company's products.

Poor uptake of the Company' products may adversely affect the Company's revenues.

6.2.3 Competition and new technologies

The industries in which the Company operates are subject to increasing domestic and global competition and are fast-paced and constantly changing. The Company will have no influence or control over the activities or actions of its competitors and other industry participants, whose activities or actions may positively or negatively affect the operating and financial performance of the Company. Competitors may have significant additional experience and/or resources to develop competing products, which may adversely affect the Company's financial position or prospects. For example, new third-party technologies could prove more advanced or beneficial than the Company's, which could adversely affect the Company's revenue potential.

6.2.4 Need to attract and retain skilled staff

The Company's future success will depend, in part, on its ability to attract and retain skilled staff. Competition for such personnel is intense and there can be no assurance that the Company will be successful in attracting and retaining such personnel. This is particularly the case as the Company's staff are all employees at will, who can terminate their employment at any time without notice. A failure to attract and retain such personnel may have an adverse effect on the Company's business.

6.2.5 Management of future growth

The Company intends to enter a period of rapid growth and plans to increase the number of its employees, Management team, and the scope of its supporting infrastructure. This growth may result in new and increased responsibilities for Management and may place a significant strain on the Company's Management and its existing operations.

The Company will be required to continue to implement and improve its products in a timely manner in order to accommodate any increase in the number of Users and scale of its operation. A failure to do so may adversely affect the Company's operations and revenue.

6.2.6 Reliance on key personnel

The emergence and development of the Company's business has been largely due to the talent, effort, experience and leadership of its Management team, including its Chairman, Founder and CEO, David Greenberg and CTO and Executive Director, Ryan Hubbard. The Company is substantially dependent on the continued service of its CEO and CTO, as well as other existing sales, client success, marketing, product and engineering personnel, because of the complexity of its services and technologies. The Company's employees, including David Greenberg and Ryan Hubbard, are all employees "at will". As employees "at-will", employment may be terminated at any time, with or without cause, with or without notice, at the option of either the Company or any of the Company's employees. There is no assurance that the Company will be able to retain the services of such persons, particularly as their employment can be terminated by the individuals at any time. In addition, whilst David Greenberg and Ryan Hubbard have signed non-compete and non-solicitation agreements with the Company with respect to a period after the termination of their employment, there is no guarantee that these restraints will be enforceable under applicable U.S. law.

6.2.7 Future funding requirements

Although the Directors believe that, on completion of the Offer, the Company will have sufficient working capital to carry out its short-term business objectives, there can be no assurance that such objectives can be met without further financing or, if further financing is necessary, that financing can be obtained on favourable terms or at all. Further, if additional funds are raised by issuing equity securities, this may result in dilution for some or all of the Shareholders.

6.2.8 MSA with Real Estate Companies may be terminated at will

The Company's MSA governs the Company's relationship with nearly all Real Estate Company partners. Pursuant to the MSA, Real Estate Company partners may terminate their relationship with the Company at any time, without advance notice. If a number of customers were to terminate their arrangements with the Company without notice as permitted under the terms of the MSA, this may have an adverse impact on the Company's business. Refer to Section 9.8 for further details.

6.2.9 Defects with products/services

Because the Company's products are complex, they may have errors or defects that users identify and experience, which could harm the Company's reputation and business. Web-based products frequently contain undetected errors when first introduced or when new versions or enhancements are released. The Company has previously released products with errors and defects, and errors or defects in its existing or future products or services may be detected or experienced by users in the future. If that occurs, the Company may lose sales, users and/or business partners.

6.2.10 Litigation

From time to time, the Company may be subject to litigation or claims that could negatively affect its business operations and financial position. Litigation disputes could cause the Company to incur unforeseen expenses, could occupy a significant amount of Management's time and attention and could negatively affect the Company's business operations and financial position. Litigation could arise from competitors, third parties in the industry, users and business partners, or governmental bodies.

6.2.11 Protection of intellectual property rights

The Company has trade secrets and other intellectual property rights that are important assets. The Company may therefore rely on a combination of confidentiality and license agreements with its consultants, employees, and third parties with whom it has relationships, as well as domain names, trade secrets and copyright, to protect its brand and other intellectual property rights. The Company does not currently have any registered trademark, copyright or patent protection of its intellectual property and it is not yet known whether it will be possible to obtain any trademark, copyright or patent protection for its intellectual property. If the Company fails to adequately protect its intellectual property rights, competitors may gain access to its intellectual property, which would in turn harm its business.

The Company may be required to incur significant expenses in monitoring and protecting its intellectual property rights. The Company may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and cause a distraction to Management. In addition, unauthorised use of the Company's brand or intellectual property by third party products or services may not only result in potential revenue loss, but also have an adverse impact on the Company's brand value and the market perception of the quality of its products.

6.2.12 Data loss, theft or corruption

The Company provides its various products and services exclusively online through a range of web applications and platforms. Hacking or exploitation of some unidentified vulnerability in its web applications or databases could lead to loss, theft or corruption of data. This could render the Company's web applications unavailable for a period of time or unauthorised disclosure of users' data, with associated reputational damage, claims by users and regulatory scrutiny and fines.

Although the Company has strategies and protections in place to try to minimise security breaches and to protect data, these strategies might not be successful. In that event, disruption to the web applications and unauthorised disclosure of users' data could adversely impact the Company's reputation and revenues.

6.2.13 Directors retaining a significant stake

Following completion of the Offer, the Directors will retain approximately 46% of the Shares of the Company (47.6% on a fully diluted basis). The Directors will be in a position to exert significant influence over matters relating to the Company, including the election of Directors, or the approval of a transaction involving the Company. Any significant sale of CDIs, or the perception of a sale of CDIs, by the Directors might have an adverse effect on the price of the CDIs or perceived value of the Company.

6.2.14 Insurance

The Company plans to maintain insurance as it considers appropriate for its needs. However, the Company will not be insured against all risks, either because appropriate coverage is not available or because the Directors consider the applicable premiums to be excessive in relation to the perceived benefits that would accrue. Accordingly, the Company may not be fully insured against all losses and liabilities that could unintentionally arise from its operations. If the Company incurs uninsured losses or liabilities, the value of the Company's assets may be at risk.

6.2.15 Product usability and functionality

The Company intends to develop its various products for use across a number of Internet access platforms, mobile and desktop devices and software operating systems. The Company will be dependent on the ability of its products to operate on such platforms, devices and operating systems. The Company cannot control the maintenance, upkeep and continued supply of effective service from external suppliers. Further, any changes in such platforms, operating systems or devices that adversely affect the functionality of the Company's products or give preferential treatment to competitive products could adversely affect usage of the Company's products and in turn affect the Company's revenue.

6.2.16 Seasonality and consumer relocation

The relocation industry is seasonal in nature, with fewer moves occurring in certain seasons. This seasonality may result in lower usage of the Company's various products in a particular quarter, which could lead to lower revenues. Also, the Company's business is largely dependent on the U.S. relocation market and the continued relocation trends and related consumer and business inefficiencies, which the Company hopes to address. If there is a decline in the number or percentages of individuals and/or households that relocate in the U.S., or the extent of the related inefficiencies, this could adversely impact the Company's revenues.

6.2.17 Partner and User support risks

Users and partners may need to engage with the Company's support personnel in certain circumstances, such as when they have a question about the Company's products or if they have a complaint. The Company will continuously need to recruit and retain staff with interpersonal skills sufficient to respond appropriately to such support issues. Poor User or partner experiences may result in the loss of Users or partners. If the Company loses support personnel, fails to provide adequate training and resources for support personnel, or if the computer systems relied on by support personnel are disrupted by technological failures, the Company may suffer from adverse publicity, litigation, regulatory inquiries or a decrease in Users or partners, all of which may adversely impact on the Company's revenues.

6.2.18 Reputational risks

The Company operates in an online and fast-changing environment. Negative publicity can spread quickly, whether true or false. Disgruntled users or third parties posting negative comments about the Company in public forums may have a disproportionate effect on the Company's reputation and its ability to earn revenues. Additionally, complaints by such users can lead to additional regulatory scrutiny and a consequential increased compliance burden in responding to regulatory enquiries. This could adversely impact the Company's revenues.

6.2.19 Domain name risk

Updater's business depends to some extent on Users being attracted to its various products and the Updater Website. The Company has registered its domain name, www.updater.com. However, should the Company not renew or otherwise lose control of its domain name, it would lose all traffic directed to the Updater Website and its various web applications, which would adversely affect the Company's revenue.

6.2.20 Reliance on access to the Internet

The Company generally depends on the ability of its Users to access the Internet. Access is provided by various classes of entities in the broadband and Internet access marketplace. Should any of these entities disrupt, restrict or affect the cost of access to the Company's products, usage and adoption of the Company's products, and consequently the Company's revenues, may be negatively impacted.

6.2.21 Open source software

The Company uses open source software in its products and solutions and will continue using open source software in the future. Open source software is software with its source code made available under a licence permitting its redistribution, modification and/or enhancement by other users. The licence terms of open source software may, in some instances, impose specific obligations on licensees of the software. These may include obligations that the source code of any modifications or enhancements are released to the public and that any modifications or enhancements are also licensed for use by other users on the same terms as the licence to the original open source software (regardless of the extent to which these modifications or enhancements may be commercially sensitive). Because the Company incorporates open source software into its products and solutions, the Company may face legal claims, such as ownership of, or demand release of, the Company's source code, the open source software and/or derivative works that were developed using such software, or otherwise claims that seek to enforce the terms of the applicable open source license, including by demanding that part or all of the Company's source code for its products and solutions is released and made available under an open source license. These claims, and other claims which may be made, could result in litigation, require the Company to purchase a costly license or require the Company to devote additional research and development resources to change its solutions or products, any of which would adversely affect the Company's business and revenue.

6.2.22 Reliance on software and systems

The Company relies on proprietary software, hardware and third party software products and services from a number of different providers for its management information systems and for delivery of products to the Company's various Users and partners. Advanced high availability, monitoring, backup, restoration and recovery procedures are in place for the Company. However, despite these protections, any significant disruptions to these systems would have materially adverse operational consequences, impairing the ability of the Company to continue to provide its services, which in turn could impact on the Company's revenue and profitability.

6.2.23 Liquidation covenant for venture capital investors

The Company has provided certain U.S. venture capital investors (the "**U.S. Venture Capital Investors**") with a liquidation covenant (the "**Liquidation Covenant**"). The Liquidation Covenant provides that, in the event of a sale or liquidation of the Company (and only in such event), the Company shall pay to the U.S. Venture Capital Investors the greater of (a) US$0, or (b) an amount equal to US$7.2m, less any proceeds received by the U.S. Venture Capital Investors from any sale of their applicable Shares, less any proceeds to be received by the U.S. Venture Capital Investors from the liquidation or sale of the Company. This Liquidation Covenant has been provided as part of a recapitalisation (which was implemented in part to facilitate the Listing) and in recognition that the U.S. Venture Capital Investors relinquished their preference shares and converted their holdings into common stock in order to facilitate the Listing. Each Share of common stock will have the right to receive a pro rata portion of assets remaining for distribution upon a liquidation of the Company after any applicable payments pursuant to the Liquidation Covenant.

6.2.24 Data privacy risks

With regards to data privacy, the Company's operations are generally governed by contractual limitations i.e. promises and representations that the Company makes in its Privacy Policy to Users. There is a risk that state and/or federal regulators could take action against Updater if its Privacy Policy contains a material statement that is untrue or a material omission. State and/or federal regulators could also take action against the Company if the Company violates any state and/or federal privacy or data protection laws or regulations.

6.3 GENERAL RISKS

6.3.1 Liquidity risk

In accordance with the escrow requirements in Chapter 9 of the ASX Listing Rules, at completion of the Offer approximately 47.7% of the Shares/CDIs on issue will not be able to be traded for a period of 24 months commencing on the date of Listing, and approximately a further 0.6% of the Shares/CDIs on issue will not be able to be traded until 14 September 2016. The Company will also enter into voluntary escrow arrangements under which, at completion of the Offer, approximately 10.7% of the Shares/CDIs on issue will not be able to be traded for a period of 24 months commencing from the date of Listing, and approximately a further 0.4% of the Shares/CDIs on issue will not be able to be traded for a period of 12 months commencing on the date of Listing. Given the number of Shares/CDIs restricted from trading, there will only be liquidity with respect to approximately 40.6% of the Shares/CDIs on issue at Completion of the Offer until such time as applicable escrow periods end. The CDIs issued under the Offer will only be listed on ASX and will not be listed for trading on any other securities exchanges in Australia, the United States or elsewhere. As such, there can be no guarantee that an active market in the CDIs will develop or continue, or that the market price of the CDIs will increase. If a market does not develop or is not sustained, it may be difficult for investors to sell their CDIs. Furthermore, the market price for CDIs may fall or be made more volatile because of the relatively low volume of trading in the Company's securities. When trading volume is low, significant price movement can be caused by trading in a relatively small number of shares. If illiquidity arises, there is a real risk that Shareholders will be unable to realise their investment in the Company.

6.3.2 Investment risk

There are a number of risks associated with any stock market investment. The price of CDIs may rise or fall in relation to the Offer Price and investors who decide to sell their CDIs after Listing of the Company may not receive the full amount of their original investment.

The value of the CDIs will be determined by the stock market and will be subject to a range of factors beyond the control of the Company or its Directors. These factors include movements in local and international stock exchanges, local interest rates and exchange rates, domestic and international economic and political conditions, government taxation, market supply, competition and demand and other legal, regulatory or policy changes.

6.3.3 Economic and government risks

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the technology industry including, but not limited to, the following:

i) general economic conditions in jurisdictions in which the Company operates;
ii) changes in government policies, taxation and other laws in jurisdictions in which the Company operates;
iii) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology sector;
iv) movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the Company operates; and
v) natural disasters, social upheaval or war in jurisdictions in which the Company operates.

6.3.4 Regulatory risks

Presently, the Company's operations are based in the U.S. and are subject to U.S. laws and regulations. However, the Company may, in the future, expand its operations into other markets. Users, competitors, members of the general public or regulators could allege breaches of legislation in the relevant jurisdictions (for example, if an advertisement was considered to be misleading or deceptive). This could result in remedial action or litigation, which could potentially lead to the Company being required to pay compensation or a fine.

The Company's operations may become subject to regulatory requirements, such as licensing and reporting obligations, which would increase the costs and resources associated with regulatory compliance. Any such increase in the costs and resources associated with regulatory compliance could impact upon the Company's revenues. In addition, if regulators took the view that the Company had failed to comply with regulatory requirements, this could lead to enforcement action resulting in public warnings, infringement notices or the imposition of a pecuniary penalty. This could lead to significant damage to the Company's reputation and consequently impact on its revenue.

The Company may offer the Updater platform, and any future developed products, throughout the world. Regulatory changes could see the Company being required to hold a licence in some of these jurisdictions or otherwise comply with local regulations. This could preclude the Company from offering certain services in these jurisdictions until such a licence has been obtained, or may require the Company to comply with a range of regulatory requirements. Any such increase in the costs and resources associated with the regulatory compliance in these jurisdictions could impact upon the Company's revenues.

6.3.5 Taxation

The acquisition and disposal of CDIs 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 CDIs from a taxation point of view and generally.

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

6.3.6 Foreign exchange risks

The proceeds of the Offer will be received in Australian Dollars, while the Company's functional currency is U.S. Dollars. The Company is not currently hedging against exchange rate fluctuations, and consequently the Company will be at the risk of any adverse movement in the U.S Dollar-Australian Dollar exchange rate between the pricing of the Offer and the closing of the Offer.

The CDIs will be listed on the ASX and priced in Australian Dollars. However, the Company's reporting currency is U.S. Dollars. As a result, movements in foreign exchange rates may cause the price of the Company's securities to fluctuate for reasons unrelated to the Company's financial condition or performance and may result in a discrepancy between the Company's actual results of operations and investors' expectations of returns on securities expressed in Australian Dollars.

6.3.7 Provisions of the Company's Certificate of Incorporation, its Bylaws and Delaware law could make an acquisition of the Company more difficult

Certain provisions of the Company's Certificate of Incorporation and Bylaws could discourage, delay or prevent a merger, acquisition or other change of control that Shareholders may consider favourable, including transactions in which Shareholders might otherwise receive a premium for their CDIs. These provisions could also limit the price that investors might be willing to pay in the future for the CDIs, thereby depressing the market price of the CDIs. Shareholders who wish to participate in these transactions may not have the opportunity to do so. A summary of these provisions is set out in Section 9.2.

In addition, the Company is governed by the provisions of section 203 of the Delaware General Corporation Law ("**DGCL**"), which may, unless certain criteria are met, prohibit large Shareholders, in particular those owning 15% or more of the voting rights on Shares, from merging or combining with the Company for a prescribed period of time. This is described in under the heading 'how takeovers are regulated' in Section 9.3.

6.3.8 The costs and Management time involved in complying with DGCL and Australian laws are likely to be significant

As a Delaware corporation, the Company will need to ensure its continuous compliance with DGCL and, since the Company will be listed on the ASX and registered as a foreign company in Australia, the Company will also need to ensure continuous compliance with relevant Australian laws and regulations, including the Listing Rules and certain provisions of the Corporations Act. To the extent of any inconsistency between DGCL and Australian law and regulations, the Company may need to make changes to its business operations, structure or policies to resolve such inconsistency. If the Company is required to make such changes, this is likely to result in additional demands on Management and extra costs.

6.3.9 Force majeure events

Acts of terrorism, an outbreak of international hostilities or fires, floods, earthquakes, labour strikes, civil wars and other natural disasters may cause an adverse change in investor sentiment with respect to Updater specifically or the stock market more generally, which could have a negative impact on the value of an investment in the CDIs.

6.3.10 Speculative nature of investment

The above list of risk factors ought not to be taken as an exhaustive list of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may materially affect the financial performance of the Company and the value of the CDIs offered under the Offer. The CDIs issued under the Offer carry no guarantee in respect of profitability, dividends, return of capital or the price at which they may trade on ASX. Potential investors should therefore consider an investment in the Company as speculative and should consult their professional advisers before deciding whether to apply for CDIs under the Offers.

7

Board, Senior Management and Corporate Governance

updater

7 Board, Senior Management and Corporate Governance

7.1 KEY PEOPLE

7.1.1 Board of Directors

At the time of Listing, the Board of Directors of the Company comprises the following Directors:

David Greenberg

Chairman, Founder and Chief Executive Officer

David is responsible for driving the vision and execution of the Updater business plan.

David built and launched Updater out of his own frustrations with moving, recognising that there had to be a better way to organise and complete all moving-related tasks.

Prior to launching Updater, David practiced corporate law at Cravath, Swaine & Moore LLP.

David holds a Juris Doctor from Cornell Law School and a Bachelor of Arts from the University of Pennsylvania.

Ryan Hubbard

Chief Technology Officer and Executive Director

Ryan oversees technical strategy for Updater and drives engineering initiatives. Ryan joined the Board in 2014.

Ryan has over 15 years of experience in the technology and software engineering industry.

Prior to joining Updater, Ryan served as Partner and CTO of YellowHammer, and was co-founder and CTO of eVariant. eVariant is a market leader in HealthCare CRM/PRM software to manage interactions across both digital and direct channels. eVariant combines digital marketing solutions, big data and analytics into a unified platform. YellowHammer is a multi-award-winning performance trading platform that was ranked #37 on the Inc 5000 Fastest Growing Companies list in 2013. YellowHammer's technology helps advertisers create highly relevant and personalised digital ads in real-time.

Ryan holds a Bachelor of Computer Science and Engineering from the University of Connecticut.

Grant Schaffer

Non-Executive Director

Grant was the lead seed investor in the Company and has been on the Board since February 2011.

Grant is an active technology investor in both Australia and the United States. Grant previously held a range of senior positions within London based Investment Bank, Evolution Securities (since sold to Investec plc), and Ernst & Young in Australia.

Grant is a chartered accountant, holds a Bachelor of Arts and a Bachelor of Commerce degree from the University of Western Australia, is a Member of the Australian Institute of Company Directors and is currently completing the Owner/President Management Program at Harvard Business School.

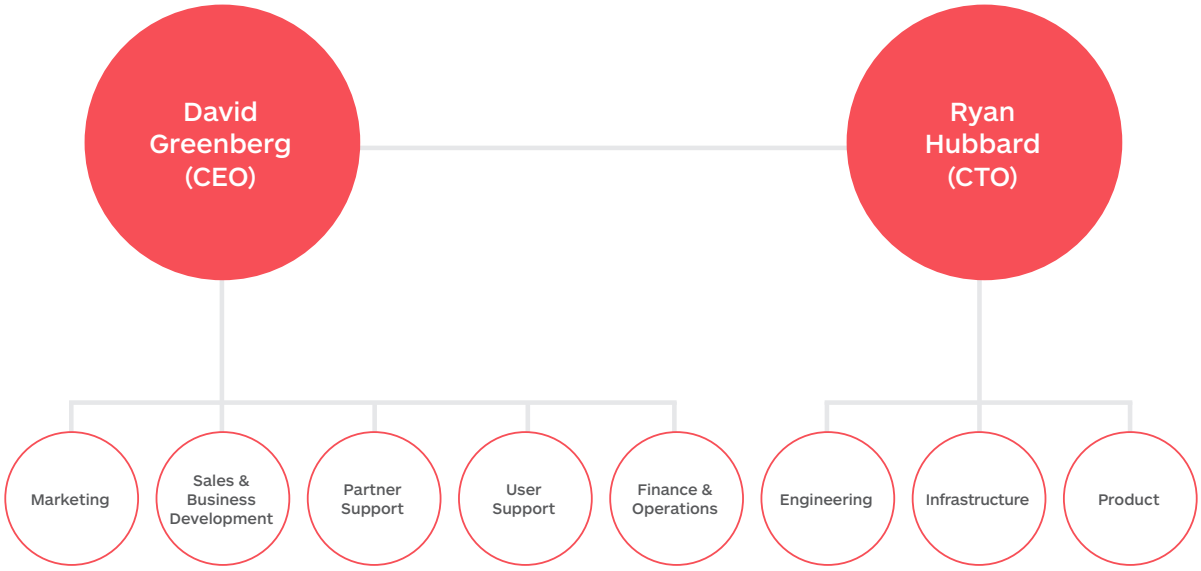
The Company intends to appoint an independent Non-Executive Director following Listing. Scott Mison has been appointed as the Company Secretary and ASX Liaison Officer for the Company.

7.1.2 Management

The Company's senior Management team consists of David Greenberg and Ryan Hubbard. Please see Section 7.1.1 for detailed biographies.

7.1.3 Organisational structure

The Company's various departments are currently organised as follows.



7.1.4 Director disclosures

No Director has been the subject of any disciplinary action, criminal conviction, personal bankruptcy or disqualification in Australia or elsewhere in the last 10 years.

No Director has been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that such Director was an officer or within a 12-month period after they ceased to be an officer.

7.2 DIRECTORS' INTERESTS AND REMUNERATION

Other than set out below or elsewhere in this Prospectus:

- No Director or proposed Director has been paid or agreed to be paid any amount, or has been given or agreed to be given any other benefit, either to induce him or her to become, or to qualify him or her 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; and
- None of the following persons:
  - a Director or proposed Director of the Company;
  - each 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;
  - a promoter of Updater; or
  - an underwriter to any part of the Offer or financial services licensee named in this Prospectus as a financial services licensee involved in the any part of Offer,

  holds or held at any time during the last two years an interest in:
  - the formation or promotion of the Company;
  - property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offer; or
  - the Offer,

  or was at any time paid or agreed to be paid any amount, or has been given or agreed to be given any other benefit, for services provided by such person in connection with the formation or promotion of the Company or the Offer.

7.2.1 Executive remuneration

David Greenberg agreed to serve as CEO and Chairman of the Company upon its formation on May 27, 2010. David's annual salary is US$150,000. Certain other benefits are payable to David such as health insurance, and business travel expenses and other expenses consistent with the Company's expense policy.

In addition, the Company has granted David Options to purchase 665,000 Shares with a strike price equivalent to the Offer Price. The Options vest if the performance milestones set out in Section 7.2.3 are met.

Ryan Hubbard agreed to serve as Executive Director and CTO of the Company on February 3, 2014. Ryan's annual salary is US$150,000. Certain other benefits are payable to Ryan such as health insurance, and travel expenses and other expenses consistent with the Company's expense policy.

In addition, the Company has granted Ryan Options to purchase 285,000 Shares with a strike price equivalent to the Offer Price. The Options vest if the performance milestones set out in Section 7.2.3 are met.

As is customary in the U.S., David and Ryan are employees "at will". As employees "at will", David and Ryan's employment may be terminated at any time, with or without cause, with or without notice, at the option of either the Company or David or Ryan respectively.

Both David and Ryan have entered into the following agreements with the Company in relation to their respective appointments:

- **Invention and Non-Disclosure Agreement** – under their respective agreements, David Greenberg and Ryan Hubbard each agree not to disclose or use any private, secret or confidential information, whether tangible or intangible, concerning the Company, except as expressly permitted by the Company. David and Ryan also agree to assign to the Company all discoveries, inventions, improvements, enhancements, processes, methods, techniques, developments, software, and works of authorship, whether patentable or not, made during the period of their employment.
- **Non-Competition and Non-Solicitation Agreement** – under their respective agreements, each of David Greenberg and Ryan Hubbard are prohibited from doing any of the following for one year following the end of their employment by the Company:
  - Engaging in, whether as an owner, partner, officer, director, employee, consultant, investor, lender or otherwise, or assisting others engaging in, any business that competes with the Company's business, except as the holder of not more than 1% of the outstanding stock of a publicly-listed company.
  - Taking away any business from the Company, including any clients, customers or business partners who were contacted, solicited, or served by the Company during the 12 month period prior to the end of their employment by the Company.
  - Hiring, or attempting to hire, any employee or independent contractor who has worked for the Company in the 6 month period prior to the end of their employment by the Company.
- **Letter of Appointment** – under the letter of appointment David Greenberg and Ryan Hubbard each agree, amongst other things, to:
  - Their appointment as CEO and Chairman, and CTO and Executive Director, respectively;
  - Provide certain information to the Company to enable the Company to meet its disclosure obligations under the Listing Rules within the required timeframe;
  - Comply with the Company's policies and procedures.

7.2.2 Non-Executive remuneration

Under the Bylaws, the Directors decide the total amount paid to all Directors as remuneration for their services as a Director of the Company. However, under the ASX Listing Rules, the total amount paid to all Directors (excluding the salary of any Executive Director) for their services must not exceed in aggregate in any financial year the amount set out in the Bylaws or fixed by the Company in a general meeting of Shareholders. At the time of Listing, this amount shall be fixed at A$300,000 (US$216,000).

The Company has entered into a Non-Executive Director appointment letter with Grant Schaffer under which the Company has agreed to pay Grant Director fees of A$75,000 cash per year (inclusive of superannuation and any other statutory entitlements) and grant Grant Options to purchase 75,000 Shares with a strike price equivalent to the Offer Price. The Options vest immediately upon granting.

The Company has also entered into a consulting agreement with Grant Schaffer in relation to the provision of investor-relations services to the Company, under which the Company has agreed to grant Grant an Option to purchase 225,000 Shares with a strike price equivalent to the Offer Price in consideration for providing these services. The Options vest as set out in Section 7.2.3.

In addition, the Company has agreed to grant Grant Options to purchase 200,000 Shares with a strike price equivalent to the Offer Price. The Options vest as set out in Section 7.2.3.

There are no retirement benefit schemes for Non-Executive Directors, other than statutory superannuation contributions.

7.2.3 Directors' interests in Shares and other securities

The table below sets out the interests of the Directors in the securities of the Company as at the date of this Prospectus.

	Shares		Options		Percentage		
Director	Holding	Equivalent number of CDIs	Holding	Number of CDIs which could be issued on exercise	At the Prospectus Date (un-diluted)	At completion of the Offer (un-diluted)	At completion of the Offer (fully diluted)
David Greenberg	4,860,000	121,500,000	690,000	17,250,000	38.4%	28.5%	27.4%
Ryan Hubbard	1,736,098[1]	43,402,450	615,000	15,375,000	13.7%	10.2%	11.6%
Grant Schaffer	1,239,920	30,998,000	500,000	12,500,000	9.8%	7.3%	8.6%

	Number of Options					
Optionholder	Options[2]	Equivalent CDIs	Strike price[3] (US$)	Vesting conditions	Grant date	Expiry date
David Greenberg	25,000	625,000	$1.49	Vest over 4 years, as follows: • 25% on the first anniversary of the grant date; • 75% monthly in equal instalments over the following 36 months	27/12/2011	26/12/2021
David Greenberg	665,000	16,625,000	$3.61	Vest: • 50% if the Company surpasses 5% Estimated Market Share in any month in calendar year 2016; • 50% if the 20 day volume weighted average price of the CDIs quoted on the ASX equals to or exceeds an amount that is two times the Offer Price at any time within 18 months of the date of listing on ASX	11/11/2015	10/11/2025
Ryan Hubbard	330,000	8,250,000	$0.46	Vest over 4 years, as follows: • 25% on the first anniversary of the grant date; • 75% monthly in equal instalments over the following 36 months	5/02/2014	4/02/2024
Ryan Hubbard	285,000	7,125,000	$3.61	Vest: • 50% if the Company surpasses 5% Estimated Market Share in any month in calendar year 2016; • 50% if the 20 day volume weighted average price of the CDIs quoted on the ASX equals to or exceeds two times the Offer Price at any time within 18 months of the date of listing on ASX	11/11/2015	10/11/2025

1 1,012,725 of these Shares are subject to restrictions and vesting conditions as described in Section 7.5 below
2 All Options have been granted under the 2010 Stock Incentive Plan. Refer to Section 7.4 for further details
3 The strike price per Option is the amount payable per Share on exercise of the Option

Grant Schaffer	200,000	5,000,000	$3.61	Vest: • 50% if the Company surpasses 5% Estimated Market Share in any month in calendar year 2016; • 50% if the 20 day volume weighted average price of the CDIs quoted on the ASX equals to or exceeds two times the Offer Price at any time within 18 months of the date of listing on ASX	11/11/2015	10/11/2025
Grant Schaffer	75,000	1,875,000	$3.61	No vesting conditions	11/11/2015	10/11/2025
Grant Schaffer	225,000	5,625,000	$3.61	Vest over 12 months in 12 equal instalments	11/11/2015	10/11/2025

7.2.4 Other interests of Directors

Directors may also be reimbursed for travel and other expenses reasonably incurred in connection with the performance of their duties as Directors. Directors may be paid such special remuneration as the Directors decide is appropriate if a Director performs extra work or services for, and at the request of, the Company.

7.3 DEEDS OF ACCESS, INDEMNITY AND INSURANCE FOR DIRECTORS

The Company's Certificate of Incorporation and Bylaws provide for the indemnification of its Directors, officers, employees and other agents to the maximum extent permitted by the Delaware General Corporation Law.

The Company has entered into a deed of access, indemnity and insurance with each Director to provide indemnification, including advancement of expenses incurred in legal proceedings to which the Director was, or is threatened to be made, a party by reason of the fact that such Director is or was a Director, officer, employee or agent of the Company, provided that such Director acted in good faith and in a manner that the Director reasonably believed to be in, or not opposed to, the Company's best interests. The deed of access, indemnity and insurance also contains the Director's rights to Board papers.

At present, there is no pending litigation or proceeding involving a Director or officer for which indemnification is sought, nor is the Company aware of any threatened litigation that may result in claims for indemnification.

The Company maintains insurance policies that indemnify its Directors and officers against various liabilities that might be incurred by any Director or officer in his or her capacity as such.

7.4 2010 STOCK INCENTIVE PLAN

The Company has adopted the 2010 Stock Incentive Plan (the "**Plan**"). Under the Plan, the Company has reserved 11,500,000 Shares for issue and, as at the date of this Prospectus, there are 2,951,500 Options (over 2,951,500 Shares) outstanding.

Under the Plan, the Company may grant incentive stock options, non-qualified stock options, restricted and unrestricted stock awards and other stock-based awards to employees, officers, Directors, consultants, and advisors ("**Participants**").

The Board administers the Plan and determines the terms of Options and other incentives which are granted, including:

- which Participants will be granted Options or other incentives;
- the number of Options and other incentives to be granted to such Participants;
- the exercise price of each Option, which will generally not be less than fair market value of the Company's Shares on the date the Option is granted;
- the terms on which the Options will become exercisable;
- the termination or cancellation provisions application to the Options which are granted;
- the terms and conditions of other incentives, including conditions for the repurchase, termination or cancellation of the incentives as well as the issue price and repurchase price for the incentives; and
- all other terms and conditions upon which each incentive may be granted, provided such terms and conditions are determined in accordance with the rules of the Plan.

The Board or any committee to which the Board delegates authority may not amend or modify the terms of an outstanding Option award as to have any of these effects:

- cancelling an Option unless stockholder approval is obtained, other than where the cancellation occurs for no consideration being provided to the Participant;
- reducing the exercise price of an Option;
- increasing the period for exercise of an Option; or
- increasing the number of Shares received on exercise of an Option.

Upon a merger, consolidation, transfer or disposition of all of the Shares of the Company, liquidation or dissolution ("**Reorganisation Event**"), the Board may, in its sole discretion, take any one or more of the following actions pursuant to the Plan, as to some or all outstanding incentives, subject to compliance with all relevant legal requirements and the ASX Listing Rules:

- provide that all outstanding Options granted under the Plan will be assumed by the successor corporation or substituted for options of the successor corporation;
- terminate any outstanding Options before the Reorganisation Event unless exercised within a certain number of days;
- provide that outstanding Options will become exercisable before or on a Reorganisation Event;
- terminate any outstanding Options in exchange for a cash payment of an amount equal to the difference between (a) the consideration payable upon consummation of the Reorganisation Event to a holder of the number of Shares into which such Options would have been exercisable to the extent then exercisable (including Options which become exercisable upon or immediately prior to the Reorganisation Event) and (b) the aggregate exercise price of those Options; and
- in connection with a liquidation or dissolution of the Company, convert Options into a right to receive liquidation proceeds.

7.5 SHARES OF RESTRICTED STOCK

On 28 August 2015, the Company awarded Ryan Hubbard 1,736,098 restricted Shares. 25% of these Shares vested on 6 February 2015, with the remainder vesting in equal monthly increments over the following 36 months. As at this Prospectus Date, 723,374 of these Shares have vested and 1,012,725 have not vested. Any unvested portion of the restricted shares will be automatically forfeited upon Ryan Hubbard's termination of service to the Company or at such time when the vesting terms cannot otherwise be satisfied.

7.6 CORPORATE GOVERNANCE

This Section explains how the Board will manage the Company's business.

The Board oversees the Company's business and is responsible for the overall corporate governance of the Company. It monitors the operational, financial position and performance of the Company and oversees its business strategy, including approving the strategy and performance objectives of the Company.

The Board is committed to maximising performance and generating value and financial returns for Shareholders. To further these objectives, the Board has created a framework for managing the Company, including the adoption of relevant internal controls, risk management processes and corporate governance policies and practices which the Board believes are appropriate for the business and which are designed to promote the responsible management and conduct of the Company.

The main policies and practices adopted by the Company, which will take effect from Listing on the ASX, are summarised below. There are also important governance requirements set out in the Bylaws of the Company (see Section 9.2 for further details).

7.6.1 Board of Directors

Composition of the Board

The Board is currently comprised of one Non-Executive Director and two Executive Directors, including the Chairman. Biographies of the Directors are provided in Section 7.1.1.

Each Director has confirmed to the Company that he anticipates being available to perform his duties as a Non-Executive Director or Executive Director, as applicable, without constraint from other commitments.

The Board intends to appoint an independent Non-Executive Director to the Board as and when an appropriate candidate is identified.

Independence of the Board

The Board is responsible for the overall governance of the Company. The Board considers issues of substance affecting the Company, with advice from external advisers as required. Each Director must bring an independent view and judgement to the Board and must declare all actual or potential conflicts of interest on an ongoing basis. Any issue concerning a Director's ability to properly act as a Director must be discussed at a Board meeting as soon as practicable, and a Director may not participate in discussions or resolutions pertaining to any matter for which the Director has a material personal interest.

7.6.2 Board Charter

The responsibilities of the Board are set out in the Company's Board Charter, which has been prepared having regard to the ASX Corporate Governance Principles and Recommendations.

7.6.3 Board Committees

The Board has established two standing committees to facilitate and assist the Board in fulfilling its responsibilities as set out below. The Board may also establish other committees from time to time to assist in the discharge of its responsibilities.

The Board may adjust the composition of the two standing committees if and when an Independent Non-Executive Director is appointed to the Board.

COMMITTEE	OVERVIEW	MEMBERS
Audit & Risk Management Committee	Oversees the Company's corporate accounting and financial reporting, including auditing of the Company's financial statements and the qualifications, independence, performance and terms of engagement of the Company's external auditor. Responsible for monitoring and advising the Board on risk management policies and procedures.	David Greenberg, Ryan Hubbard and Grant Schaffer.
Remuneration and Nomination Committee	The Nomination and Remuneration Committee will: • establish processes for the identification of suitable candidates for appointment to the Board; • establish processes for reviewing the performance of individual Directors, the Board as a whole and Board committees; • determine the executive remuneration policy and the Non-Executive Director remuneration policy; and • review all equity based incentive plans.	David Greenberg, Ryan Hubbard and Grant Schaffer.

Each of these committees has the responsibilities described in the committee charters which have been prepared having regard to the Listing Rules and the ASX Corporate Governance Principles and which are available on the Updater website.

7.6.4 Code of Conduct Policy

This policy sets out the Company's key values and the standards of ethical behaviour that the Company expects from its Directors, officers and employees.

7.6.5 Diversity Policy

This policy sets out the Company's objectives for achieving diversity amongst its Board of Directors, Management and employees.

7.6.6 Continuous Disclosure Policy

Once listed on the ASX, the Company will need to comply with the continuous disclosure requirements of the ASX Listing Rules to ensure that the Company discloses to the ASX any information concerning the Company which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the CDIs. As such, this policy sets out certain procedures and measures that are designed to ensure that the Company complies with its continuous disclosure obligations.

7.6.7 Shareholder Communication Policy

This policy sets out practices that the Company will implement to ensure effective communication with its Shareholders.

7.6.8 Risk Management Policy

This policy is designed to assist the Company to identify, assess, monitor and manage risks affecting the Company's business.

7.6.9 Securities Trading Policy

This policy is designed to maintain investor confidence in the integrity of the Company's internal controls and procedures and to provide guidance on avoiding any breach of the insider trading laws.

These documents will all be made available on the Company's website at www.updater.com.

7.7 ASX CORPORATE GOVERNANCE PRINCIPLES

The Company is seeking a listing on the ASX. The ASX Corporate Governance Council has developed and released corporate governance principles and recommendations for ASX listed entities in order to promote investor confidence and to assist companies to meet stakeholder expectations. The recommendations are not prescriptive, but are guidelines. However, under the ASX Listing Rules, the Company will be required to provide a statement in its annual report disclosing the extent to which it has followed the recommendations in the reporting period. Where it has not followed a recommendation, it must identify the recommendation that has not been followed and give reasons for not following it.

The Board anticipates that it will follow all of the recommendations of the ASX Corporate Governance Council, except as follows:

- The majority of the Board are not independent Directors, the Chairman is not an independent Director and the Chairman is not a different person to the CEO, as required by Recommendations 2.4 and 2.5, respectively. Currently none of the Board are Independent Directors. The Board, having regard to the Company's stage of development and the collective experience and expertise of the Directors, considers the current composition of the Board appropriate.
- The majority of the Directors on the Audit and Risk Committee and the Nomination and Remuneration Committee are not independent Directors as required by Recommendations 4.1 (audit), 7.1 (risk), 2.1 (nomination) and 8.1 (remuneration). The Remuneration and Nomination Committee is not chaired by an independent Director as required by Recommendations 2.1 (nomination) and 8.1 (remuneration). The Audit and Risk Committee is not chaired by an Independent Director as required by Recommendations 4.1 (audit) and 7.1 (risk). The Company is presently unable to comply with all of the recommendations of the ASX Corporate Governance Council regarding the composition of these board committees given that no Director is considered to be independent. The Board will adjust the composition of its board committees in the future when an independent Non-Executive Director is appointed.
- Due to the Company's stage of development and number of employees, the Company may face particular issues in relation to setting, reviewing, assessing and reporting on certain diversity measures. Consequently, the Company will not comply with Recommendation 1.5 (diversity) in full.

7.8 RELATED PARTY INTERESTS

Except as otherwise disclosed in this Prospectus, the Company has not entered into any related party transactions which remain in place or under which the Company still has obligations.

8

Details of the Offer

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8 Details of the Offer

8.1 OVERVIEW

The Company is undertaking a public offer of up to 110,000,000 CDIs (equivalent to 4,400,000 Shares) at A$0.20 per CDI to raise A$22.0m.

This Offer comprises the issue of CDIs by the Company in conjunction with an application for admission of the Company to the Official List of the ASX. This Prospectus invites Applications for CDIs under the Offer at the Offer Price of A$0.20 per CDI.

The Joint Lead Managers and the Company will determine the allocation of CDIs between the Institutional Offer, Broker Firm Offer and the Chairman's List Offer. Consideration will be given to the allocation policy outlined in Section 8.6.

8.2 PURPOSE OF THE OFFER AND PROPOSED SOURCES AND USES OF FUNDS

The Offer is being conducted to:

- fund the Company's continued expansion throughout the U.S.;
- expand the Company's workforce to boost and improve sales capacity, partner and User support, product development and engineering capabilities; and
- fund working capital requirements.

The proposed sources and uses of funds associated with the Offer are as follows:

Sources of proceeds	(A$m)	(US$m)[1]	% of funds raised
Proceeds from the Offer	22.0	15.8	100%
Total Sources	**22.0**	**15.8**	**100%**

Use of proceeds	(A$m)	(US$m)[1]	% of funds raised
Sales and marketing	5.7	4.1	26%
General and administrative	4.0	2.9	18%
Research and development	9.0	6.5	41%
Other working capital	1.5	1.0	7%
Costs of the Offer	1.8	1.3	8%
Total Uses	**22.0**	**15.8**	**100%**

1 Based on AUD:USD exchange rate of 0.72

The above table is a statement of current intentions as at the date of this Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of sales success, operational and development activities, regulatory developments, and market and general economic conditions. In light of this, the Board reserves its right to alter the way the funds are applied. In addition, as the proceeds of the Offer will be received in Australian dollars and the expenditure will be in US dollars, the actual amount of the proceeds used for each of the items above will depend on the A$:US$ exchange rate at the time that the funds are converted to US$.

The Board believes that the Company's current cash reserves, its cashflow from existing operations, plus the net proceeds of the Offer will be sufficient to fund the Company's short-term business objectives until at least June 2017. These business objectives comprise:

- expanding and scaling the Company's existing operations in the U.S.; and
- initial technological development of Business Products.

The Board will consider the use of further equity funding if appropriate to further accelerate growth or fund a specific project, transaction or expansion.

8.3 CAPITAL STRUCTURE

The capital structure of the Company at the Prospectus Date and following completion of the Offer will be as follows:

Shareholder	Securities held at the Prospectus Date	%	Securities held post-completion of the Offer	CDI equivalent	%
David Greenberg	4,860,000	38.4%	4,860,000	121,500,000	28.5%
Ryan Hubbard	1,736,098	13.7%	1,736,098	43,402,450	10.2%
Grant Schaffer	1,239,920	9.8%	1,239,920	30,998,000	7.3%
VC Investors	2,061,742	16.3%	2,061,742	51,543,550	12.1%
New investors under the Offer	–	–	4,400,000	110,000,000	25.8%
Other investors	2,754,227	21.8%	2,754,227	68,855,675	16.1%
Sub-total (Common Stock)	**12,651,987**	**100.0%**	**17,051,987**	**426,299,675**	**100.0%**
Options[1]	2,951,500	–	2,951,500	73,787,500	–
Warrants[1]	234,750	–	234,750	5,868,750	–
Sub-total (Options and Warrants)	**3,186,250**	**–**	**3,186,250**	**79,656,250**	**–**
Total (fully-diluted share capital)	**15,838,237**	**–**	**20,238,237**	**505,955,925**	**–**

1 Corresponding figures represent the number of Shares or CDIs, as applicable, issuable on the exercise of the Options and Warrants.

8.4 STRUCTURE OF THE OFFER

The Offer will consist of:

- the Institutional Offer, which consists of an invitation to certain Institutional Investors in Australia and a number of other authorised jurisdictions to apply for CDIs; and
- the Retail Offer, comprising
  - the Broker Firm Offer, which is open to Australian resident Retail Investors and Sophisticated Investors who have received a firm allocation from their broker; and
  - the Chairman's List Offer, which is open to persons in Australia who have received a Chairman's List Invitation.

8.5 TERMS AND CONDITIONS OF THE OFFER

TOPIC	SUMMARY
What is the type of security being offered?	CHESS Depositary Interests over Shares of common stock in the Company. Each Share is equivalent to 25 CDIs (25 CDIs : 1 Share).
What are the rights and liabilities attached to the securities?	A description of the CDIs and the Shares, including the rights and liabilities attaching to them, is set out in Sections 9.1 and 9.2.
What is the Offer Price?	A$0.20 per CDI (representing A$5.00 per Share).

What is the Offer Period?	The key dates, including details of the Offer Period relating to each component of the Offer, are set out on page 4 of this Prospectus. The timetable is indicative only and may change. All times are stated in AEDT. The Company, in consultation with the Joint Lead Managers, reserves the right to amend any and all of these dates without notice (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Closing Date, to accept late Applications (either generally or in particular cases) or to cancel the Offer before CDIs are issued by the Company). If the Offer is cancelled before the issue of CDIs, then all Application Monies will be refunded in full (without interest).
Is the Offer underwritten?	Yes, the Offer is fully underwritten by the Joint Lead Managers. Please see Section 9.8 for a summary of the Underwriting Agreement.
What is the minimum and maximum Application size under the Offer?	Applications under the Offer must be for a minimum of A$2,000 worth of CDIs and in multiples of A$500 worth of CDIs thereafter. There is no maximum value of CDIs that may be applied for under the Offer. The Joint Lead Managers and the Company reserve the right to treat any Applications under the Retail Offer that are from persons who they believe may be Institutional Investors as bids in the Institutional Offer. The Joint Lead Managers and the Company also reserve the right to aggregate any Applications that they believe may be multiple Applications from the same person.
When will I receive confirmation that my Application has been successful?	It is expected that initial holding statements will be dispatched by standard post on or about Tuesday, 8 December 2015.
When are the CDIs expected to commence trading?	It is expected that trading of the CDIs on the ASX will commence on or about Monday, 7 December 2015, initially on a deferred settlement basis. Normal settlement trading is expected to commence on or about Thursday, 10 December 2015. It is the responsibility of each Applicant to confirm their holding before trading in CDIs. Applicants who sell CDIs before they receive an initial statement of holding do so at their own risk. The Company, the Share Registry and the Joint Lead Managers disclaim all liability, whether in negligence or otherwise, to persons who sell CDIs before receiving their initial statement of holding, even if such person received confirmation of allocation from the Updater Offer Information Line, a broker or otherwise.
Are there any escrow arrangements?	Yes. Details are provided in Section 9.5.
Are there any tax considerations?	Yes. Refer to Section 9.10.

Are there any brokerage, commission or stamp duty considerations?	No brokerage, commission or stamp duty is payable by Applicants on acquisition of CDIs under the Offer.
What should I do with any enquiries?	All enquiries in relation to this Prospectus should be directed to the Updater Offer Information Line on 1300 781 384 (within Australia) or +61 3 9415 4684 (outside Australia) from 9.00am until 5.00pm AEDT, Monday to Friday. All enquiries in relation to the Broker Firm Offer should be directed to your broker. If you are unclear in relation to any matter or are uncertain as to whether Updater is a suitable investment for you, you should seek professional guidance from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to invest.

8.6 ALLOCATION POLICY

The Company, in consultation with the Joint Lead Managers, will determine the allocation of CDIs between the Institutional Offer, the Broker Firm Offer and the Chairman's List Offer.

The allocation of CDIs under the Institutional Offer will be determined by the Company in consultation with the Joint Lead Managers.

For Broker Firm Offer participants, applicable brokers will decide how they allocate CDIs among their retail clients, and such brokers (and not the Company nor the Joint Lead Managers) will be responsible for ensuring that retail clients who have received an allocation from their broker receive applicable CDIs.

The allocation of CDIs under the Chairman's List Offer will be determined by the Company.

The Company and the Joint Lead Managers have absolute discretion regarding the allocation of CDIs to Applicants under the Offer and may reject an Application or bid, or allocate fewer CDIs than the number, or the equivalent dollar amount than applied or bid for.

8.7 HOW TO APPLY UNDER THE OFFER

8.7.1 The Institutional Offer

The Joint Lead Managers will separately advise the Institutional Investors of the Application procedures for the Institutional Offer.

8.7.2 The Chairman's List Offer

The Chairman's List Offer consists of an invitation to persons who have received a Chairman's List Invitation. The Joint Lead Managers will separately advise the applicable persons of the Application procedures under the Chairman's List Offer.

8.7.3 Broker Firm Offer

Who may apply?

The Broker Firm Offer is open to persons who have received an allocation from their broker and who are residents of Australia. If your broker has a firm allocation and has offered you an allocation, then you will be treated as an Applicant under the Broker Firm Offer in respect of that allocation. You should contact your broker to determine whether your broker may allocate CDIs to you under the Broker Firm Offer.

How to apply?

Investors who have received an allocation of CDIs in the Broker Firm Offer must follow instructions provided by their broker.

Those Applicants must complete the Application Form at the back of this Prospectus. By making an Application, you declare that you were given a copy of this Prospectus, together with an Application Form. Please contact your broker if you require further instructions.

Any Application Form must be stamped by a broker so that the correct allocation of CDIs is received.

How to pay?
Applicants under the Broker Firm Offer should make payments in accordance with the directions of the broker from whom they received an allocation.

Timing for Applications and confirmation
Applicants under the Broker Firm Offer should send their completed Application Form and Application Monies to their broker by the Closing Date.

The Company, the Joint Lead Managers and the Share Registry take no responsibility for any acts or omissions committed by your broker in connection with your Application.

Closing Date for receipt of Applications
The Broker Firm Offer opens on Wednesday, 25 November 2015 and is expected to close on Thursday, 3 December 2015. Updater may elect to close the Offer or any part of it early, extend the Offer or any part of it, or accept late Applications either generally or in particular cases. The Offer may be closed at any earlier date and time, without further notice. Your broker may also impose an earlier closing date.

Applicants applying for CDIs under the Broker Firm Offer are encouraged to submit an Application Form and Application Monies to their broker as early as possible in advance of the Closing Date and to allow a sufficient period for mail processing time.

How to obtain a copy of this Prospectus
Please contact your broker for instructions. You may also obtain a copy of this Prospectus as follows:

- You can download a copy at www.updater.com; or
- Request a copy from the Share Registrar, Computershare, by calling the Updater Offer Information Line on 1300 781 384 (within Australia) or +61 3 9415 4684 (from outside Australia)

While you may obtain a copy of these documents as set out above, your Application will not be accepted under the Broker Firm Offer if it is not lodged through your broker.

8.8 ABOUT THE CDIs

The Company is incorporated in the State of Delaware, United States of America. To enable companies such as the Company to have their securities cleared and settled electronically through CHESS, depositary instruments called CDIs are issued. Pursuant to the ASX Settlement Operating Rules, CDI holders receive all of the economic benefits of actual ownership of the underlying Shares. CDIs are traded in a manner similar to shares of Australian companies listed on ASX.

CDIs will be held in uncertificated form and settled/transferred through CHESS. No share certificates will be issued to CDI holders. Shareholders cannot trade their Shares on ASX without first converting their Shares into CDIs.

25 CDIs represent one underlying Share. The main difference between holding CDIs and Shares is that CDI holders hold the beneficial ownership in the Shares instead of legal title. CHESS Depositary Nominees Pty Limited ("**CDN**"), a subsidiary of ASX, will hold the legal title to the underlying Shares.

The Shares underlying the CDIs will be registered in the name of CDN and will be held on behalf of and for the benefit of the CDI holder. CDIs will be CHESS-approved from the date of Official Quotation in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules. The Shares underlying the CDIs will rank equally with the Shares that the Company has previously issued. Investors should note that there are certain differences between Shares in Updater and ordinary shares which are typically issued by Australian incorporated public companies. A summary of the key rights attaching to CDIs and Shares is set out in Sections 9.1 and 9.2 and a comparison of the rights attaching to CDIs and Shares with rights of holders of shares in an Australian listed company is set out in Section 9.3.

Holders of CDIs can choose to have their CDIs converted to a direct holding of Shares as described in Sections 9.1 and 9.2, however, if they do so they will no longer be able to trade on ASX. Similarly, subject to any restrictions under applicable law, holders of Shares may choose to convert their Shares to CDIs to enable them to trade on ASX, as described in Sections 9.1 and 9.2.

8.9 FEES AND COSTS ASSOCIATED WITH THE OFFER

No brokerage, commission or stamp duty is payable by Applicants on the acquisition of CDIs under the Offer.

The total estimated costs to the Company in connection with the Offer, including advisory, legal, accounting, tax, listing and administrative fees as well as printing, advertising and other expenses are currently estimated to be approximately US$1.3m.

8.10 APPLICATION MONIES

The broker, the Share Registry or the Joint Lead Managers, will hold all Application Monies in trust in a separate account, until CDIs are issued to successful Applicants.

Application Monies will be refunded in A$ to the extent that an Application is rejected or scaled back, or the Offer is withdrawn. No interest will be paid on refunded amounts. The Company will retain any interest earned on Application Monies.

8.11 TRADING ON THE ASX

No later than seven days after the date of this Prospectus, the Company will apply to the ASX for admission to the Official List of the ASX and for the CDIs to be granted Official Quotation by the ASX. The Company is not currently seeking a listing of its Shares or CDIs on any other stock exchange.

The admission of the Company to the Official List of the ASX and Official Quotation of the CDIs is not to be taken in any way as an indication of the merits of the Company or the CDIs offered for subscription under the Offer.

The ASX takes no responsibility for the contents of this Prospectus.

If permission for quotation of the CDIs is not granted within three months after the date of this Prospectus, all Application Monies will be refunded without interest as soon as practicable.

Subject to ASX granting approval for the Company to be admitted to the Official List, the Company will procure the issue of CDIs by CDN to successful Applicants as soon as practicable after the Closing Date. Commencement of trading on ASX is expected to occur on Monday, 7 December 2015 initially on a deferred settlement basis. Holding statements confirming Applicants' allocations under the Offer are expected to be sent to successful Applicants on or around Tuesday, 8 December 2015. Applicants under the Offer will be able to call Updater's Offer Information Line on 1300 781 384 (from within Australia) or +61 3 9415 4684 (from outside Australia) between 9:00am and 5:00pm AEDT, from Tuesday, 8 December 2015, to confirm their allocation.

Trading of CDIs on the ASX is expected to commence on Thursday, 10 December 2015 on a normal T + 3 settlement basis.

If you sell CDIs before receiving an initial holding statement, you may contravene the ASX Listing Rules and do so at your own risk, even if you have obtained details of your holding from your broker or Updater's Offer Information Line.

8.12 CHESS AND ISSUER SPONSORED HOLDINGS

The Company will apply to participate in CHESS and will comply with the ASX Listing Rules and the ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on ASX under which transfers are affected in an electronic form.

When the CDIs become approved financial products (as defined in the ASX Settlement Operating Rules), holdings will be registered in one of two subregisters, being an electronic CHESS subregister or an issuer sponsored subregister. For all successful Applicants, the CDIs of a Shareholder who is a participant in CHESS or a Shareholder sponsored by a participant in CHESS will be registered on the CHESS subregister. All other CDIs will be registered on the issuer sponsored subregister.

Following completion of the Offer, Shareholders will be sent a holding statement that sets out the number of CDIs that have been allocated to them. This statement will also provide details of a Shareholder's Holder Identification Number ("**HIN**") for CHESS holders or, where applicable, the Securityholder Reference Number ("**SRN**") of issuer sponsored holders. Shareholders will subsequently receive statements showing any changes to their holding. Certificates will not be issued.

Shareholders will receive subsequent statements during the first week of the following month if there has been a change to their holding on the register and as otherwise required under the ASX Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Shareholder's sponsoring broker in the case of a holding on the CHESS subregister or through the Share Registry in the case of a holding on the issuer sponsored subregister.

The Company and the Share Registry may charge a fee for these additional issuer sponsored statements.

8.13 ESCROW ARRANGEMENTS

Subject to the Company being admitted to the Official List, certain Shares on issue prior to the Offer are likely to be classified by the ASX as restricted securities and will be required to be held in escrow. In addition, certain existing holders of Shares have agreed to enter into voluntary escrow agreements with the Company. Refer to "Escrow arrangements" in Section 9.5 for further information.

8.14 OVERSEAS DISTRIBUTIONS

No action has been taken to register or qualify the offer of CDIs under this Prospectus, or to otherwise permit a public offering of CDIs, in any jurisdiction outside Australia.

Offer only made where lawful to do so

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law. This Prospectus does not constitute an offer in any place in which, or to whom, it would not be lawful to make such an offer. Persons into whose possession this document comes should inform themselves about and observe any restrictions on acquisition or distribution of this Prospectus. Any failure to comply with these restrictions may constitute a violation of securities laws.

You will not be able to sell the CDIs issued to you under the Offer into the U.S. or to a U.S. Person for 12 months from the Allotment Date, unless the re-sale is registered under the Securities Act or an exemption is available. To enforce these transfer restrictions, the Company has requested that all CDIs bear a "FOR U.S." designation on ASX (see Section 9.9 for further information).

United States residents

The securities being offered pursuant to this Prospectus have not been registered under the U.S. Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the U.S. Securities Act and applicable state securities laws. This Prospectus does not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful. In addition, any hedging transactions involving these securities may not be conducted unless in compliance with the US Securities Act.

Hong Kong

This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "**SFO**"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. The CDIs have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under the SFO) or in other circumstances which do not result in this document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or which do not constitute an offer to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or the Companies Ordinance (Cap. 622) of Hong Kong.

No advertisement, invitation or document relating to the CDIs has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to CDIs that are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" (as defined in the SFO and any rules made under the SFO). No person issued CDIs may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Singapore

This Prospectus or any other offering material relating to the CDIs has not been and will not be registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of CDIs may not be issued, circulated or distributed, nor may the CDIs be offered or sold, or be made the subject of an invitation for subscription

or purchase, whether directly or indirectly, to persons in Singapore other than to an "institutional investor", as defined in section 4(A)(1) of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"), in accordance with and pursuant to Section 274 of the SFA, or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

Any offer is not made to you with a view to the CDIs being subsequently offered for sale to any other party. Investors should note there are certain on-sale restrictions (set out in, among others, Section 257 and Section 276 of the SFA) applicable to all investors who acquire the CDIs pursuant to the exemptions in Section 274 of the SFA. As such, investors are advised to acquaint themselves with the SFA provisions relating to on-sale restrictions in Singapore or to consult their own professional advisers as to such on-sale restrictions, and to comply accordingly.

The contents of this Prospectus have not been reviewed by any regulatory authority in Singapore. This Prospectus may not contain all the information that a Singapore registered prospectus is required to contain. In the event of any doubt about any of the contents of this Prospectus or as to your legal rights and obligations in connection with the Offer, please obtain appropriate professional advice.

New Zealand

This Prospectus has been prepared and is issued by the Company for distribution in New Zealand only to selected investors who are wholesale investors.

This Prospectus is not a product disclosure statement under New Zealand law and does not constitute a regulated offer of financial products.

Nothing in this Prospectus constitutes legal, tax or financial advice. Prospective investors should seek their own professional advice on the consequences of investing in CDIs, and the structure by which Shares will be held. No representation is given that any further information will be given, other than as required by law.

The only representations or warranties in relation to the preparation of this Prospectus and the information in it (such as its accuracy, reliability, completeness or reasonableness of any assumptions) are those which are implied by law and which cannot be excluded by law. Otherwise, all such representations or warranties are excluded and the investor releases the Company, their advisers and the officers of each of the aforementioned persons from any liability or responsibility for this Prospectus.

8.15 DISCRETION REGARDING THE OFFER

The Company may, in consultation with the Joint Lead Managers, withdraw the Offer, or any part of it, at any time before the allotment of CDIs to successful Applicants in the applicable part of the Offer. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded. No interest will be paid on unsuccessful Applications.

The Company also reserves the right to close the Offer or any part of it early, extend the Offer or any part of it, accept late Applications or bids either generally or in particular cases, reject any Application or bid, or allocate to any Applicant or bidder fewer CDIs than applied or bid for.

8.16 QUESTIONS OR FURTHER INFORMATION

If you have any queries in relation to this Prospectus, including how to complete the Application Form or how to obtain additional copies, then you can:

- call the Updater Offer Information Line on 1300 781 384 (toll free within Australia) or +61 3 9415 4684 (outside Australia) between 9:00am and 5:00pm (AEDT), Monday to Friday; or
- visit the Updater website to download an electronic copy of this Prospectus.

If you are unclear in relation to any matter or are uncertain as to whether the Company is a suitable investment for you, you should seek professional guidance from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to invest.

9

Additional Information

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9. Additional Information

9.1 CHESS DEPOSITARY INTERESTS (CDIs)

Details of CDIs and the key difference between holding CDIs and holding the underlying Shares is detailed below:

What are CDIs?	In order for the Shares to trade electronically on the ASX, the Company intends to participate in the electronic transfer system known as CHESS operated by ASX Settlement. CHESS cannot be directly used for the transfer of securities of companies domiciled in certain foreign jurisdictions, such as the U.S. Accordingly, to enable the Shares to be cleared and settled electronically through CHESS, the Company intends to issue depositary interests called CHESS Depositary Interests or CDIs. CDIs confer the beneficial ownership in foreign securities such as the Shares on the CDI holder, with the legal title to such Shares being held by an Australian depositary nominee.
Who is the depository nominee and what do they do?	The Company will appoint CDN, a subsidiary of the ASX, and an approved general participant of ASX Settlement to act as its Australian depositary. CDN will hold legal title to the Shares on behalf of CDI holders. CDN will receive no fees for acting as the depository for the CDIs. By completing an Application Form, an Applicant will apply for Shares to be issued to CDN, which will in turn issue CDIs to the Applicant.
What registers will be maintained recording your interests?	The Company will operate a certificated principal register of Shares in the U.S., branch and an uncertificated issuer sponsored sub-register of CDIs and an uncertificated CHESS sub-register of CDIs in Australia. The Company's uncertificated issuer sponsored sub-register of CDIs and uncertificated CHESS sub-register of CDIs will be maintained by Computershare. The branch register is the register of legal title (and will reflect legal ownership by CDN of the Shares underlying the CDIs with the Shares held by CDN recorded on the branch register of Shares in Australia). The two uncertificated sub-registers of CDIs combined will make up the register of beneficial title of the Shares underlying the CDIs.
How is local and international trading in CDIs affected?	CDI holders who wish to trade their CDIs will be transferring the beneficial interest in the Shares rather than the legal title. The transfer will be settled electronically by delivery of the relevant CDI holdings through CHESS. In other respects, trading in CDIs is essentially the same as trading in other CHESS approved securities, such as shares in an Australian company.
What is the CDI:Share ratio?	25 CDIs will represent an interest in one Share.
What will Applicants receive on acceptance of their Applications?	Successful Applicants will receive a holding statement which sets out the number of CDIs held by the CDI holder and the reference number of the holding. These holding statements will be provided to a holder when a holding is first established and where there is a change in the holdings of CDIs.

How do CDI holders convert from a CDI holding to a direct holding of Shares on the U.S. principal register?

CDI holders who wish to convert their ASX listed CDIs to Shares to be held on the U.S. register can do so by instructing the Company's Share Registry either:

- directly in the case of CDIs on the issuer sponsored sub-register operated by the Company. CDI holders will be provided with a form entitled "Register Removal Request" for completion and return to the Company's Share Registry; or
- through their sponsoring participant (usually their broker) in the case of CDIs which are sponsored on the CHESS sub-register. In this case, the sponsoring broker will arrange for completion of the relevant form and its return to the Company's Share Registry.

The Company's Share Registry will then arrange for the Shares to be transferred from CDN into the name of that holder and a new share certificate will be issued. This will cause the Shares to be registered in the name of the holder on the Company's share register and trading on ASX will no longer be possible. The Shares are not and will not in the near future be quoted on any market in the U.S.

The Company's Share Registry will not charge an individual security holder or Updater a fee for transferring CDI holdings into Shares (although a fee will be payable by market participants). It is expected that this process will be completed within 24 hours, provided that the Share Registry is in receipt of a duly completed and valid removal request form. However, no guarantee can be given about the time for this conversion to take place.

If holders of Shares wish to convert their holdings to CDIs, they can do so by contacting the Company's Share Registry. The Company's Share Registry will not charge a fee to a holder of Shares seeking to convert the Shares to CDIs (although a fee will be payable by market participants).

What are the voting rights of a CDI holder?

If holders of CDIs wish to attend and vote at the Company's general meetings, they will be able to do so. Under the ASX Listing Rules and the ASX Settlement Operating Rules, the Company as an issuer of CDIs must allow CDI holders to attend any meeting of the holders of Shares unless relevant U.S. law at the time of the meeting prevents CDI holders from attending those meetings.

In order to vote at such meetings, CDI holders have the following options:

a) instructing CDN, as the legal owner, to vote the Shares underlying their CDIs in a particular manner. A voting instruction form will be sent to CDI holders with the notice of meeting or proxy statement for the meeting and this must be completed and returned to the Company's Share Registry prior to the meeting; or

b) informing the Company that they wish to nominate themselves or another person to be appointed as CDN's proxy with respect to their Shares underlying the CDIs for the purposes of attending and voting at the general meeting; or

c) converting their CDIs into a holding of Shares and voting these at the meeting (however, if thereafter the former CDI holder wishes to sell their investment on ASX it would be necessary to convert the Shares back to CDIs). In order to vote in person, the conversion must be completed prior to the record date for the meeting. See above for further information regarding the conversion process.

As holders of CDIs will not appear on the Company's share register as the legal holders of the Shares, they will not be entitled to vote at Shareholder meetings unless one of the above steps is undertaken.

As each CDI represents 1/25 of a Share, a CDI Holder will be entitled to one vote for every 25 CDIs they hold.

What are the voting rights of a CDI holder? (cont.)

Proxy forms, CDI voting instruction forms and details of these alternatives will be included in each notice of meeting sent to CDI holders by Updater.

These voting rights exist only under the ASX Settlement Operating Rules, rather than under the U.S. Exchange Act or the Delaware General Corporation Law. Since CDN is the legal holder of applicable shares but the holders of CDIs are not themselves the legal holder of their applicable shares, the holders of CDIs do not have any directly enforceable rights under the Company's Bylaws or Certificate of Incorporation.

What dividend and other distribution entitlements do CDI holders have?

Despite legal title to the Shares being vested in CDN, the ASX Settlement Operating Rules provide that CDI holders are to receive all direct economic benefits and other entitlements in relation to the underlying Shares, these include dividends and other entitlements which attach to the underlying Shares. These rights exist only under the ASX Settlement Operating Rules (which have the force of law by virtue of the Corporations Act), rather than under the U.S. Exchange Act or the Delaware General Corporation Law.

It is possible that marginal differences may exist between the resulting entitlement of a CDI holder and the entitlements that would have accrued if a CDI holder held their holding directly as Shares. As the ratio of CDIs to Shares is not one-to-one and any entitlement will be determined on the basis of Shares rather than CDIs, a CDI holder may not always benefit to the same extent, for example from the rounding up of fractional entitlements. The Company is required by the ASX Settlement Operating Rules to minimise any such differences where legally permissible.

Whilst the Company does not anticipate declaring any dividends in the forseeable future, should it do so in the longer term, the Company will declare any dividends in US$ as that is its main functional currency. In that event, the Company will pay any dividends in US$ or A$ depending on the country of residence of the CDI holder. If the CDI holder in Australia wishes to receive dividends in US$ they must complete an appropriate election form and return it to the Company's Share Registry, no later than the close of business on the dividend record date.

What corporate action entitlement (such as rights issues and bonus issues) do CDI holders have?

CDI holders receive all direct economic benefits and other entitlements in relation to the underlying Shares. These include entitlement to participate in rights issues, bonus issues and capital reductions. These rights exist only under the ASX Settlement Operating Rules, rather than under the U.S. Exchange Act or the Delaware General Corporation Law.

It is possible that marginal differences may exist between the resulting entitlement of a CDI holder and the entitlements that would have accrued if a CDI holder held their holding directly as Shares. As the ratio of CDIs to Shares is not one-to-one and any entitlement will be determined on the basis of Shares rather than CDIs, a CDI holder may not always benefit to the same extent, for example from the rounding up of fractional entitlements. The Company is required by the ASX Settlement Operating Rules to minimise any such differences where legally permissible.

What rights do CDI holders have in the event of a takeover?

If a takeover bid or similar transaction is made in relation to the Shares of which CDN is the registered holder, under the ASX Settlement Operating Rules, CDN must not accept the offer made under the takeover bid except to the extent that acceptance is authorised by the relevant CDI holder. CDN must ensure that the offeror processes the takeover acceptance of a CDI holder if such CDI holder instructs CDN to do so.

These rights exist only under the ASX Settlement Operating Rules, rather than under the U.S. Exchange Act or the Delaware General Corporation Law.

What notices and announcement will CDI holders receive?

CDI holders will receive all notices and company announcements (such as annual reports) that Shareholders are entitled to receive from the Company. These rights exist only under the ASX Settlement Operating Rules, rather than under the U.S. Exchange Act or the Delaware General Corporation Law.

What rights do CDI holders have on liquidation or winding up?	In the event of the Company's liquidation, dissolution or winding up, a CDI holder will be entitled to the same economic benefit on their CDIs as holders of Shares. These rights exist only under the ASX Settlement Operating Rules, rather than under the U.S. Exchange Act or the Delaware General Corporation Law.
Will CDI holders incur any additional ASX or ASX Settlement fees or charges as a result of holding CDIs rather than Shares?	A CDI holder will not incur any additional ASX or ASX Settlement fees or charges as a result of holding CDIs rather than Shares.
Where can further information be obtained?	For further information in relation to CDIs and the matters referred to above, please refer to the ASX website and the documents entitled (a) "Understanding CHESS Depository Interests" at: http://www.asx.com.au/documents/settlement/CHESS_Depositary_Interests.pdf (b) ASX Guidance Note 5 at: http://www.asx.com.au/documents/rules/gn05_chess_depositary_interests.pdf or contact your stockbroker or the Offer Information Line.

9.2 CERTIFICATE OF INCORPORATION, BYLAWS AND RIGHTS ATTACHING TO SHARES

A summary of the Company's securities and provisions of its Certificate of Incorporation and Bylaws, which will apply from the Allotment Date, is set out below. This summary is not intended to be exhaustive.

General description of share capital

Shares – The Company is authorised to issue 110,000,000 Shares, 55,000,000 of which are designated the common stock, par value US$0.001 per Share, and 55,000,000 of which are designated common prime stock, par value US$0.001 per share.

Certain Existing Shareholders of common stock will enter into mandatory escrow agreements in favour of the Company in conjunction with its Listing. In the event of a breach of the mandatory escrow agreement, the common stock will automatically convert into common prime stock for the duration of the breach. As of the Prospectus Date, no shares of common prime stock are issued or outstanding.

Options – The Company has reserved an aggregate of 11,500,000 Shares for issue under its 2010 Stock Incentive Plan.

Voting

At a meeting of the Company, every holder of common stock present in person or by proxy, is entitled to one vote for each Share held on the record date for the meeting on all matters submitted to a vote of the Shareholders. Holders of Shares do not have cumulative voting rights. Holders of common prime stock do not have voting rights.

Dividends

Holders of common stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by the Board out of funds legally available for dividend payments. Holders of common prime stock are not entitled to dividends.

Rights attaching to Shares

Other than Existing Shareholders who are subject to mandatory escrow agreements as described above, whose common stock will be subject to conversion into common prime stock upon breach of applicable restrictions, Shareholders have no preferences or rights of conversion, exchange, pre-emption or other subscription rights. There are no redemption or sinking fund provisions applicable to the Shares.

In the event of any liquidation, dissolution or winding-up of the Company's affairs, Shareholders will be entitled to share ratably in the Company's assets that are remaining after payment or provision for payment of all of the Company's debts and obligations and after liquidation payments to former holders of preferred stock as described below.

Liquidation covenant for venture capital investors

The Company has provided the U.S. Venture Capital Investors with a Liquidation Covenant. The Liquidation Covenant provides that in the event of a sale or liquidation of the Company (and only in such event), the Company shall pay to the U.S. Venture Capital Investors the greater of (a) US$0, or (b) an amount equal to US$7.2m, less any proceeds received by the U.S. Venture Capital Investors from any sale of their applicable Shares, less any proceeds to be received by the U.S. Venture Capital Investors from the liquidation or sale of the Company. This Liquidation Covenant was provided as part of a recapitalisation (which was implemented in part to facilitate the Listing) and in recognition that the U.S. Venture Capital Investors relinquished their preference shares and converted their holdings into common stock in order to facilitate the Listing. Each Share of common stock will have the right to receive a pro rata portion of assets remaining for distribution upon a liquidation of the Company after any applicable payments pursuant to the Liquidation Covenant.

Anti-takeover provisions of Delaware Law, Certificate of Incorporation and Bylaws

As a foreign company registered in Australia, the Company will not be subject to Chapters 6A, 6B and 6C of the Corporations Act dealing with the acquisition of shares (i.e. substantial holders and takeovers).

Provisions of DGCL, the Company's Certificate of Incorporation and the Company's Bylaws could make it more difficult to acquire the Company by means of a tender offer (takeover), a proxy contest or otherwise, or to remove incumbent officers and Directors of the Company. These provisions (summarised below) could discourage certain types of coercive takeover practices and takeover bids that the Board may consider inadequate and to encourage persons seeking to acquire control of the Company to first negotiate with the Board. The Company believes that the benefits of increased protection of its ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure the Company outweigh the disadvantages of discouraging takeover or acquisition proposals because, among other things, negotiation of these proposals could result in an improvement of their terms.

Delaware anti-takeover statute – DGCL prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested shareholder" for a period of three years following the time the person became an interested shareholder, unless the business combination or the acquisition of shares that resulting in the shareholder becomes an interested shareholder is approved in a prescribed manner. A "business combination" can include a merger, asset or share sale or other transaction resulting in financial benefit to an interested shareholder. Generally, an interested shareholder is a person who, together with its affiliates and associates, owns (or within three years prior to the determination of interested shareholder status did own) 15% or more of a corporation's voting shares. The existence of this provision would be expected to have an anti-takeover effect with respect to transactions not approved in advance by the Board, including discouraging attempts that might result in a premium over the market price for the Shares held by Shareholders.

Removal of directors – The Company's Bylaws provide that any Director may be removed either with or without cause at any special meeting of Shareholders duly called and held for such purpose.

Amendment – The Company's Bylaws provide that the affirmative vote of a majority of the Directors is required to amend the Bylaws. DGCL provides that the Bylaws may be amended at a meeting of the Shareholders by an affirmative vote of the holders of at least a majority of the Company's voting shares present in person or by proxy at the meeting.

Size of the Board and Board Vacancies – The Company's Bylaws provide that the number of Directors on the Board is to be fixed exclusively by the Board. Newly created directorships resulting from any increase in the Company's authorised number of Directors or any vacancies will be filled by a majority of the remaining Directors in office, unless otherwise required by law or by resolution of the Board.

Special Shareholder meetings – The Company's Bylaws provide that special meetings of Shareholders may be called by any of the Chairman of the Board, the Chief Executive Officer or the President of the Company, a majority of the Board or the holders of at least 10% of the Company's voting shares.

Requirements for advance notification of Shareholder nominations and proposals – The Company's Bylaws establish advance notice procedures with respect to nomination of candidates for election as Directors other than nominations made by or at the direction of the Board or a committee of the Board.

No cumulative voting – The DGCL provides that Shareholders are denied the right to cumulative votes in the election of directors unless the Company's Certificate of Incorporation provides otherwise. The Company's Certificate of Incorporation does not provide for cumulative voting.

Authorised by unissued shares – Subject to the limitation on the issue of securities under the Listing Rules and DGCL, the Company's authorised by unissued Shares will be available for future issue without Shareholder approval. The Company may use additional Shares for a variety of purposes, including future public offerings to raise additional capital, to fund acquisitions and as employee compensation. The existence of authorised by unissued Shares and preferred stock could render more difficult, or discourage, an attempt to obtain control of the Company by means of a proxy contest, tender offer, merger or otherwise.

9.3 COMPARISON OF LAWS GOVERNING THE COMPANY AS A U.S. COMPANY WITH LAWS GOVERNING AUSTRALIAN PUBLICLY LISTED COMPANIES GENERALLY

Unless otherwise stated, the Corporations Act provisions referred to below do not apply to the Company as a foreign company.

	DELAWARE LAW	AUSTRALIAN LAW
Transactions that require Shareholder approval	DGCL and the Company's Certificate of Incorporation and Bylaws generally govern the type of transactions that require Shareholder approval. Generally, the following types of transactions will require shareholder approval: • amendment to the certificate of incorporation; and • material corporate transactions such as a merger or acquisition, the sale of all or substantially all of the Company's assets, or the dissolution of the Company. Under the Company's Bylaws, the amendment of the Bylaws requires the affirmative vote of either the holders of a majority of the Shares entitled to vote on such matter or a majority of the Board.	Under the Corporations Act, the principal transactions or actions requiring shareholder approval include: • adopting or altering the constitution of the company; • appointing or removing a director or auditor; • certain transactions with related parties of the company; • putting the company into liquidation; and • changes to the rights attached to shares. Shareholder approval is also required for certain transactions affecting share capital (e.g. share buybacks and share capital reductions). Under the ASX Listing Rules, shareholder approval is required for matters including: • increases in the total amount of directors' fees; • directors' termination benefits in certain circumstances; • certain transactions with related parties; • certain issues of shares; and • if a company proposes to make a significant change to the nature or scale of its activities or proposes to dispose of its main undertaking.
Shareholders' right to request or requisition a general meeting	Pursuant to the Company's Bylaws, special meetings of the Company's Shareholders may be called, for any purpose as is a proper matter for stockholder action under the DGCL, by (i) the chairman of the board, (ii) the CEO, (iii) the board pursuant to a resolution adopted by a majority of the total number of authorised directors, or (iv) at the request in writing of Shareholders owning not less than 10% of the capital stock of the Company issued and outstanding and entitled to vote.	The Corporations Act requires the directors to call a general meeting on the request of members with at least 5% of the vote that may be cast at the general meeting or at least 100 shareholders who are entitled to vote at a general meeting. Shareholders with at least 5% of the votes that may be cast at the general meeting may also call and arrange to hold a general meeting at their own expense.

Shareholders' right to appoint proxies to attend and vote at meetings on their behalf	At a meeting of the Company's Shareholders, every holder of shares of common stock present in person or by proxy is entitled to one vote for each share held on the record date for the meeting on all matters submitted to a vote of Shareholders. Under the Company's Bylaws, the presence at the meeting (in person, by remote communication or represented by proxy) of the holders of a majority of the outstanding Shares of stock entitled to vote will constitute a quorum for the transaction of business. Except as otherwise provided by statute or by applicable stock exchange rules, the affirmative vote of the majority of shares present in person, by remote communication or represented by proxy at the meeting and entitled to vote generally on the subject matter will be the act of the Shareholders. Directors will be elected by a majority of the votes of the Shares (present at a quorum, either in person, by remote communication or represented by proxy at the meeting) entitled to vote on the election of Directors.	The position is comparable under the Corporations Act.
Changes in the rights attaching to shares	The DGCL allows a majority of the shares of a class or series of shares, or such other number of shares as set out in a company's certificate of incorporation, to amend the rights attaching to such class or series (as applicable) of shares. Under the Company's Certificate of Incorporation the rights of the Shares may be amended by a majority of the shares entitled to vote.	The Corporations Act allows a company to set out in its constitution the procedure for varying or cancelling rights attached to shares in a class of shares. If a company does not have a constitution, or has a constitution that does not set out a procedure, such rights may only be varied or cancelled by: • a special resolution passed at a meeting for a company with a share capital of the class of members holding shares in the class; or • a written consent of members with at least 75% of the votes in the class.
Shareholder protections against oppressive conduct	There are no statutory provisions under the DGCL allowing a shareholder to bring an action in cases of conduct which is either contrary to the interests of shareholders as a whole, or oppressive to, unfairly prejudicial to, or unfairly discriminatory against, any shareholders in their capacity as shareholder, or themselves in a capacity other than as a shareholder.	Under the Corporations Act, shareholders have statutory remedies for oppressive or unfair conduct of the company's affairs and the court can make any order as it sees appropriate.

Shareholders' rights to bring or intervene in legal proceedings on behalf of the company	Under the DGCL, a shareholder may bring a derivative action on behalf of the Company where those in control of the Company have failed to assert a claim belonging to the Company. A shareholder must meet certain eligibility and standing requirements, including a requirement that the plaintiff has been a Shareholder of the Company at the time of the act of which the plaintiff complains and a requirement that the plaintiff maintain his or her status as a shareholder throughout the course of the litigation. A derivative plaintiff must also have made a demand on the directors of the Company to assert the corporate claim, unless such a demand would have been futile.	The Corporations Act permits a shareholder to apply to the court for leave to bring proceedings on behalf of the company, or to intervene in proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for those proceedings, or for a particular step in those proceedings. The court must grant the application if it is satisfied that: • it is probable that the company will not itself bring the proceedings, or properly take responsibility for them, or for the steps in them; • the applicant is acting in good faith; • it is in the best interests of the company that the applicant be granted leave; • if the applicant is applying for leave to bring proceedings, there is a serious question to be tried; and • either at least 14 days before making the application, the applicant gave written notice to the company of the intention to apply for leave and of the reasons for applying, or the court considers it appropriate to grant leave. The Corporations Act provides that proceedings brought or intervened in with leave must not be discontinued, compromised or settled without the leave of the court.
"Two strikes" rule in relation to remuneration reports	In the U.S., the Dodd–Frank Wall Street Reform and Consumer Protection Act of 2010 (U.S.) requires all 'reporting companies' to have an advisory shareholder vote on pay at least once every three years. Companies must report the results and say how they have responded to these when making decisions on pay the following year. The Company will become a reporting company if, among other things, it has (i) assets of more than US$10m and (ii) either 2,000 or more holders of any class of equity securities or 500 or more holders of any class of equity securities who are not 'accredited investors' as defined in Rule 501 of Regulation D of the U.S. Securities Act.	The Corporations Act requires that a company's annual report must include a report by the directors on the company's remuneration framework (called a remuneration report). A resolution must be put to shareholders at each annual general meeting of the company's shareholders ("**AGM**") seeking approval for the remuneration report. The approval is advisory only, however, if more than 25% of shareholders vote against the remuneration report at two consecutive AGMs (i.e. two strikes). An ordinary (50%) resolution must be put to shareholders at the second AGM proposing that a further meeting be held within 90 days at which all of the directors who approved the second remuneration report must resign and stand for re-election.

"Two strikes" rule in relation to remuneration reports (cont.)	If the company qualifies as an 'emerging growth company' at the time it becomes a reporting company, then it will not be required to hold an advisory shareholder vote on pay until it is no longer an emerging growth company. The Company will be an emerging growth company until the earliest of: (i) the end of the fiscal year in which its annual revenues exceed US$1bn; (ii) the end of the fiscal year in which the fifth anniversary of its initial public offering pursuant to an effective registration statement under the U.S. Securities Act occurs; (iii) the date on which it has, during the previous three-year period, issued more than US$1bn in non-convertible debt; or (iv) the date on which it qualifies as a 'large accelerated filer' as defined in Rule 12b-2 of Regulation 12B of the U.S. Exchange Act.	
Disclosure of substantial holdings	The U.S. Securities Act requires every beneficial owner (or person that beneficially holds more than 5% of a Company) to disclose to the SEC: • whether such person is a beneficial owner; • whether there is a movement of at least 1% in their holding; and • whether such person's holding drops below 5%.	The Corporations Act requires every person who is a substantial holder to notify the listed company and the ASX that they are a substantial holder and to give prescribed information in relation to their holding if: • the person begins to have, or ceases to have, a substantial holding in the company or scheme; • the person has a substantial holding in the company or scheme and there is a movement of at least 1% in their holding; or • the person makes a takeover bid for securities of the company.
Disclosure of substantial holdings (cont.)		Under the Corporations Act a person has a substantial holding if the total votes attached to voting shares in the company in which they or their associates have relevant interests is 5% or more of the total number of votes attached to voting shares in the company, or the person has made a takeover bid for voting shares in the company and the bid period has started and not yet ended. These provisions do not apply to Updater as an entity established outside Australia. However, Updater will be required to release to the ASX any substantial holder notices that are filed in the U.S.

How takeovers are regulated?

The acquisition of securities in the Company is subject to the DGCL and applicable U.S. Securities Laws. As a Delaware corporation, the Company is subject to section 203 of DGCL, which generally prohibits a Delaware corporation from engaging in any business combinations with any stockholder who owns, or at any time in the last three years owned, 15% or more of the company's outstanding voting stock, referred to as an interested stockholder, for a period of three years following the date on which the stockholder became an interested stockholder, subject to certain exceptions. In addition, under DGCL, the Board will have the ability to implement a broader range of takeover defense mechanisms.

The Corporations Act prohibits a person from acquiring a relevant interest in issued voting shares in a listed company if any person's voting power in the company will increase from 20% or below to more than 20%, or from a starting point that is above 20% and below 90%.

Exceptions to the prohibition apply (eg. acquisitions with shareholder approval, 3% creep over 6 months and rights issues that satisfy prescribed conditions).

Substantial holder notice requirements apply (as discussed above under the heading "Disclosure of substantial holdings").

Compulsory acquisitions are permitted by persons who hold 90% or more of securities or voting rights in a company.

The Australian takeovers regime will not apply to Updater as a foreign company.

9.4 LITIGATION

As at the date of this Prospectus, the Company is not involved in any material litigation or arbitration proceedings, nor, so far as the Directors are aware, are any such proceedings pending or threatened against Updater.

9.5 ESCROW ARRANGEMENTS

A number of Shareholders are restricted from dealing in their Shares. These restrictions are either imposed by the ASX or have been agreed to voluntarily.

With respect to ASX imposed restrictions, the ASX Listing Rules require that certain persons or entitites such as seed capitalists, promoters and related parties enter into restriction agreements under which they are restricted from dealing in a specified number of their Shares for up to 24 months from the date of quotation of those Shares. The restriction agreements will be in the form required by the ASX Listing Rules over such number of Shares and for such period of time as determined by the ASX, and restrict the ability of the holder of the Shares from disposing of, creating any security interest in or transfering effective ownership or control of such Shares (including in the form of CDIs).

With respect to voluntary restrictions, a number of persons and entities have also agreed to voluntary restrictions for a specific period of time on similar terms to the ASX restriction agreements.

The table below sets out the periods during which certain Shareholders are restricted from dealing in their Shares pursuant to ASX restrictions and voluntary restrictions.

Escrowed party	Type of escrow arrange-ment	Escrow period	Shares held in escrow	Equivalent number of CDIs	Options held in escrow	Equivalent number of CDIs	Warrants held in escrow	Equivalent number of CDIs
Directors								
David Greenberg	ASX[1]	24 months from Listing	4,855,351	121,383,775	690,000	17,250,000	–	–
David Greenberg	Voluntary	24 months from Listing	4,649	116,225	–	–	–	–

Escrowed party	Type of escrow arrange-ment	Escrow period	Shares held in escrow	Equivalent number of CDIs	Options held in escrow	Equivalent number of CDIs	Warrants held in escrow	Equivalent number of CDIs
Directors								
Ryan Hubbard	ASX[1]	24 months from Listing	1,736,098	43,402,450	615,000	15,375,000	–	–
Ryan Hubbard	Voluntary	24 months from Listing	–	–	–	–	–	–
Grant Schaffer	ASX[1]	24 months from Listing	574,178	14,354,450	500,000	12,500,000	–	–
Grant Schaffer	Voluntary	24 months from Listing	92,488	2,312,200	–	–	–	–
Seed capitalists (incl. U.S. Venture Capital investors)								
All seed capitalists who are related parties or promoters	ASX[1]	24 months from Listing	774,551	19,363,775	–	–	–	–
All related parties or seed capitalists who are promoters	Voluntary	24 months from Listing	1,727,932	43,198,300	–	–	–	–
Seed capitalists (not a related party or promoter)	ASX[1]	Until 14 September 2016	98,296	2,457,400	–	–	–	–
Seed capitalists (not a related party or promoter)	Voluntary	12 months from Listing	69,444	1,736,100	–	–	–	–
Transferee of restricted security								
Various	ASX[1]	24 months from Listing	168,775	4,219,375	–	–	–	–
Professional/consultant								
Various	ASX[1]	24 months from Listing	22,500	562,500	137,500	3,437,500	212,750	5,318,750
Total			**10,124,262**	**253,106,550**	**1,942,500**	**48,562,500**	**212,750**	**5,318,750**

1 The ASX will make the final determination of the mandatory escrow to be applied to Shares, Options and Warrants, which may be different from that set out in this Prospectus.

9.6 OPTIONS

At the date of this Prospectus, the Company has on issue the following options over Shares:

Strike Price per Share (US$)	Number of Options	Equivalent CDIs	Vesting Conditions	Term	Issue Date	Expiry Date
$0.01	2,500	62,500	N/A	10 years	January 2011	January 2021
$1.49	25,000	625,000	Vests 25% after 1 year, then monthly over 36 months	10 years	December 2011	December 2021

Strike Price per Share (US$)	Number of Options	Equivalent CDIs	Vesting Conditions	Term	Issue Date	Expiry Date
$0.27	10,000	250,000	N/A	10 years	Between 1 May 2012 and 31 August 2013	Between 30 April 2022 and 30 August 2023
	55,000	1,375,000	Vests 25% after 1 year, then monthly over 36 months			
	20,000	500,000	Vests 50% after 1 year, then monthly over 12 months			
$0.47	786,500	19,662,500	Vests 25% after 1 year, then monthly over 36 months	10 years	Between 1 September 2013 and 30 May 2015	Between 31 August 2023 and 29 May 2025
	10,000	250,000	Vests 50% after 1 year, then monthly over 12 months			
	20,000	500,000	Vests 25% after 6 months, then monthly over 18 months			
	10,000	250,000	Vests 50% on 1 February 2015, then monthly over 19 months			
$3.61	115,000	2,875,000	N/A	10 years	Between 1 June 2015 and 11 November 2015	Between 30 May 2025 and 10 November 2025
	487,500	12,187,500	Vests 25% after 1 year, then monthly over 36 months			
	225,000	5,625,000	Vests monthly over 12 months			
	35,000	875,000	Vests 25% after 6 months, then monthly over 18 months			
	1,150,000	28,750,000	Vest: • 50% if the Company surpasses 5% Estimated Market Share in any month in calendar year 2016 • 50% if the 20 day volume weighted average price of the CDIs quoted on the ASX equals to or exceeds an amount that is two times the Offer Price at any time within 18 months of the date of listing on ASX			
	2,951,500	**73,787,500**				

9.7 WARRANTS

At the date of this Prospectus, the Company has the following outstanding and issued warrants:

Strike price	Warrants (over Shares)	Equivalent CDIs	Issue Date	Expiry Date
$0.27	212,750	5,318,750	11/03/2013	10/03/2023
$0.47	22,000	550,000	13/01/2015	12/01/2025
	234,750	**5,868,750**		

9.8 MATERIAL CONTRACTS

The Board considers that the material contracts described below are those which an investor would reasonably regard as material and which investors and their professional advisers would reasonably expect to find described in this Prospectus for the purpose of making an informed assessment of an investment in the Company under the Offer.

This Section 9.8 contains a summary of the material contracts and their substantive terms which are not otherwise disclosed elsewhere in this Prospectus

9.8.1 Underwriting Agreement

The Offer is fully underwritten by the Joint Lead Managers (for the purpose of this Section 9.8.1, "**the Underwriters**") pursuant to an underwriting agreement dated 17 November 2015 between the Underwriters and the Company ("**Underwriting Agreement**"). Under the Underwriting Agreement, the Underwriters have agreed to arrange, manage and underwrite the Offer.

For the purpose of this Section 9.8.1, offer documents means the following documents issued or published by, or on behalf of, the Company and with its prior approval, in respect of the Offer and in a form approved by the Underwriters:

- the pathfinder prospectus ("**Pathfinder**") for the Offer lodged with ASX on 9 November 2015 ("**Pathfinder Date**") and any document which supplements or replaces the Pathfinder (including any addendum to the Pathfinder);
- this Prospectus (including any supplementary prospectus) and any Application Form;
- any cover email including an appropriate cautionary legend sent to eligible Institutional Investors in connection with the Institutional Offer and the bookbuild process with a link to or attaching the Pathfinder; and
- any investor presentation or marketing presentation and/or ASX announcement used in connection with the Institutional Offer or the Broker Firm Offer (including any addendum to those presentations and any draft of such documents used for roadshow purposes prior to the Prospectus Date).

(collectively, the "**Offer Documents**").

Commissions, fees and expenses

Subject to the Underwriters satisfying their underwriting obligations under the Underwriting Agreement, the Company has agreed to pay the Underwriters an underwriting fee equal to 4% of the Offer Proceeds to be paid equally between the Underwriters, an additional underwriting fee equal to 1% of the Offer Proceeds to be allocated between the Underwriters at the discretion of the Company, and, to the Financial Advisor, a financial advisory fee equal to 1% of the Offer Proceeds. The underwriting fee, the additional underwriting fee and the financial advisory fee will be paid to the Underwriters on the Settlement Date.

In addition to the fees described above, the Company has agreed to pay or reimburse the Underwriters for the reasonable costs incurred by them in relation to the Offer.

Termination Events

If any of the following events occur, either of the Underwriters may, at any time until on or before 10:00am on the Settlement Date, terminate the Underwriting Agreement, without cost or liability, by notice to the Company and to the other Underwriter:

- a statement in the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive, or a matter required to be included is omitted from this Prospectus;
- there occurs a new circumstance that arises after the Prospectus is lodged that would have been required to be included in the Prospectus if it had arisen before lodgement and that is materially adverse from the point of view of any investor;
- the Company issues or, in the reasonable opinion of the terminating Underwriter, is required and fails to issue, a supplementary Prospectus in accordance with section 719 of the Corporations Act;
- the S&P/ASX 300 indices is, either for 3 consecutive business days before, or on the business day immediately prior to, the Settlement Date, at a level that is 85% or less than the level at the close of the last trading day before the date of the Underwriting Agreement;
- the Company or any of its Directors or officers engage in any fraudulent conduct or activity whether or not in connection with the Offer;
- approval is refused or not granted in relation to the Company's admission to the official list of ASX, or the quotation of its CDIs on ASX, or for its CDIs to be traded through CHESS, or such approval is granted subject to conditions other than customary conditions or if granted is subsequently withdrawn, qualified (other than by customary conditions) or withheld;
- ASIC issues an order (including an interim order) under section 739 of the Corporations Act (unless such order is not made public and is withdrawn within 3 business days of issue or commencement, or (if made within 3 business days of the Settlement Date) is withdrawn by the day before the Settlement Date);
- ASIC holds a hearing under section 739(2) of the Corporations Act;
- an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Offer or an Offer Document or ASIC commences any investigation or hearing under Part 3 of the ASIC Act in relation to the Offer or an Offer Document (unless any such application or investigation is not made public and is withdrawn within 3 business days of being made or commenced, or (if made within 3 business days of the Settlement Date) is withdrawn by the day before the Settlement Date);

- any person (other than the Underwriters) who has previously consented to the inclusion of its name in any Offer Document withdraws that consent or any person (other than the Underwriters) gives a notice under section 730 of the Corporations Act in relation to an Offer Document;
- the Company does not provide the Underwriters with a closing certificate as and when required by the Underwriting Agreement;
- the Company fails to lodge the Prospectus by the lodgement date contained in this Prospectus;
- the Company withdraws the Prospectus (or a supplementary prospectus) or the Offer or indicates that it does not intend to proceed with the Offer or any part of it;
- the Company becomes insolvent, or there is an act or omission which is likely to result in the Company becoming insolvent;
- an event specified in the Offer timetable is delayed by more than 3 business days (other than any delay agreed between the Company and the Underwriters or a delay resulting from of an extension of the exposure period by ASIC);
- the Company is prevented from allotting and issuing the CDIs within the time required by this Prospectus, the ASX Listing Rules, applicable laws, an order of a court of competent jurisdiction, or a governmental authority; and
- a Director or proposed director of the Company named in the Pathfinder or Prospectus (including any supplementary prospectus) is charged with an indictable offence, any governmental agency charges or commences any court proceedings or public action against the Company or any of its Directors in their capacity as Directors of the Company, or announces that it intends to take such action or, any Director or any proposed director of the Company named in the Pathfinder or Prospectus (including any supplementary prospectus) is disqualified from managing a corporation.

In addition, if one of the following events occurs and an Underwriter has reasonable grounds to believe that the event (a) has or is likely to have a materially adverse effect on the success, settlement or marketing of the Offer or on the ability of the Underwriter to market or promote or settle the Offer or on the likely price at which the CDIs will trade on ASX, or (b) will, or is likely to, give rise to a liability of the Underwriter under, or result in a contravention by the Underwriter or its affiliates of, any applicable law, then either of the Underwriters may, at any time until on or before 10:00am on the Settlement Date, terminate the Underwriting Agreement, without cost or liability, by notice to the Company and to the other Underwriter:

- a statement in any of the Offer Documents (other than the Prospectus) or in certain public statements made by the Company in relation to the Company or the Offer is or becomes misleading or deceptive or is likely to mislead or deceive, or a matter required to be included is omitted from such an Offer Document;
- any escrow agreement entered into in relation to the Offer is withdrawn, varied, terminated, rescinded, altered or amended, breached or failed to be complied with;
- there are not, or there ceases to be, reasonable grounds for any statement or estimate in the Offer Documents which relates to a future matter, or any forecast that appears in the Offer Document is or becomes incapable of being met in the projected time;
- the Company or any of its Directors or officers have engaged in any fraudulent conduct or activity prior to the date of the Underwriting Agreement whether or not in connection with the Offer;
- without the prior written consent of the Underwriters, the Company alters its issued capital (other than in accordance with the Offer or as permitted by the Underwriting Agreement including under an employee incentive plan or a proposed transaction which has been fully and fairly disclosed in this Prospectus) or disposes or attempts to dispose of a substantial part of the business or property of the Company;
- a regulatory body withdraws, revokes or amends any regulatory approvals required for the Company to perform its obligations under the Underwriting Agreement or to carry out the transactions contemplated by the Offer Documents;
- there is an event or occurrence which makes it illegal for the Underwriters to satisfy an obligation under this document, or to market, promote or settle the Offer;
- a change in the Management or in the board of Directors of the Company occurs;
- the due diligence reports prepared in relation to the Offer are or become misleading or deceptive;
- any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company;
- there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any Australian State or Territory a new law, or any Commonwealth or state authority adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Underwriting Agreement);

- the Company contravenes the Corporations Act, the Competition and Consumer Act 2010 (Cth), ASIC Act (including any regulations under those Acts), or any of the ASX Listing Rules;
- any of the Offer Documents, or any aspect of the Offer, fails to comply with the Corporations Act, the Company's bylaws and charter, the ASX Listing Rules or any other applicable law or regulation;
- any licence, permit, authorisation or consent held by the Company that is necessary to conduct its business is revoked, withdrawn, rescinded, breached, terminated, altered or amended (other than with the consent of the Underwriters);
- any representation, warranty or undertaking or obligation given by the Company in the Underwriting Agreement is breached, becomes not true or correct, or is not performed except in relation to the representation and warranty relating to information in the Offer Documents and certain other public statements made by the Company , where an Offer Document or public statement contains a statement that is not true or correct and this is rectified, with the prior written consent of the Underwriters, in the form of a supplementary Offer Document;
- the Company defaults on any of its obligations under this agreement;
- the Company varies any material term of its bylaws and charter without the prior written consent of the Underwriters (such consent not to be unreasonably withheld or delayed);
- legal proceedings against the Company or against any Director of the Company in that capacity is commenced, or any regulatory body commences any enquiry or public action against the Company;
- any information supplied by or on behalf of the Company to the Underwriters in respect of the Offer is, or is found to be, misleading or deceptive, or likely to mislead or deceive (including by omission);
- hostilities not presently existing commence or an escalation in existing hostilities occurs involving any one or more of Australia, China, Hong Kong, New Zealand, Singapore, the United Kingdom, Canada, Japan, the United States or any member state of the European Union, or a major terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries;
- a statement in any closing certificate issued pursuant to the Underwriting Agreement is false, misleading, inaccurate or untrue or incorrect;
- a general moratorium on commercial banking activities in Australia, the United Kingdom or the United States is declared by the relevant central banking authority in those countries or there is a disruption in commercial banking or security settlement or clearance services in any of those countries; or
- trading in all securities quoted or listed on ASX, New York Stock Exchange or the London Stock Exchange is suspended or limited in a material respect for 1 day (or a substantial part of 1 day) on which that exchange is open for trading.

In the event an Underwriter terminates its obligations under the Underwriting Agreement, that Underwriter will be immediately relieved of its obligations under the Underwriting Agreement and the remaining Underwriter may elect by notice in writing to the terminating Underwriter and the Company that it will assume all obligations of the terminating Underwriter or it may nominate a replacement Underwriter acceptable to the Company acting reasonably, that will assume all the obligations of the terminating Underwriter. If the remaining Underwriter does not make an election to assume all the rights and obligations of the terminating Underwriter or to nominate a replacement Underwriter in accordance with the Underwriting Agreement, then the remaining Underwriter is deemed to have terminated its remaining obligations under this agreement.

Conditions, warranties, undertakings and other terms

The Underwriting Agreement contains certain standard representations, warranties and undertakings by the Company to the Underwriters as well as common conditions precedent, including the receipt by the Underwriters of the final, signed due diligence committee report and ASX indicating that it will grant permission for quotation of CDIs on the ASX.

The representations and warranties given by the Company relate to matters such as conduct of the Company, power and authorisations, information provided by the Company, information in this Prospectus and compliance with laws and the ASX Listing Rules. The Company also provides additional representations and warranties in connection with the business and affairs of the Company including in relation to litigation and eligibility for listing.

The Company's undertakings include that it will not, until 120 days after the Allotment Date, issue (or agree to issue) or indicate in any way that it may or will issue any Shares or securities without the prior written consent of the Underwriters. This undertaking is subject to certain exceptions, such as any issue made pursuant to an employee incentive plan, a bonus share plan or any proposed transaction which has been fully and fairly disclosed in this Prospectus.

Indemnity
Subject to certain exclusions relating to, among other things, fraud, wilful misconduct, recklessness or gross negligence of any indemnified party, the Company agrees to keep the Underwriters and their representatives indemnified from losses suffered by them in connection with the Offer or the appointment of the Underwriters pursuant to the Underwriting Agreement.

9.8.2 The Updater Master Service Agreement ("MSA")

The MSA is a standard form document which governs Updater's relationship with nearly all its Real Estate Company partners.

Term
Real Estate Companies agree to an initial one-year term, with automatic renewals for successive 12 month periods thereafter. However, Real Estate Companies may terminate the MSA at any time if they are not reasonably satisfied with the Company's product.

Pricing
Real Estate Companies will be charged an annual amount determined by a number of factors, including their estimated transaction volume, industry and geographic location, their customisation and branding requirements and the extent and complexity of their required analytics and reporting. Any special first-year pricing or special discounts will apply only to the initial one-year term. Pricing for each renewal term after the first year is to be mutually agreed in writing prior to the beginning of such renewal term.

Real Estate Company undertakings
Real Estate Companies agree not to reproduce, copy, sell, exploit, share or transfer the Company's product or the rights granted to them by the Company to use or access the product.

Real Estate Companies further agree not to offer or promote any competing relocation software or website or to use the Company's product to create a competing product or service.

Privacy Policy
All versions of the Updater MSA make reference to the Updater Privacy Policy, which governs the Company's utilisation of the information received from Real Estate Companies. The Company generally indemnifies its Real Estate Company partners for any liability arising out of (i) infringement of a third party's intellectual property or (ii) misappropriation of consumer information in violation of the Updater Privacy Policy.

While some Real Estate Company partners have entered into varying versions of the MSA or other contracts, the differences related to the terms described above are not material.

9.9 RE-SALE RESTRICTIONS

FOR U.S. restrictions

Regulation S
The Offer is being made available to investors in reliance on the exemption from registration contained in Regulation S of the U.S. Securities Act for offers which are made outside the U.S.. Accordingly, the CDIs to be issued under the Offer have not been, and will not be, registered under the U.S. Securities Act or the laws of any state or other jurisdiction in the U.S..

As a result of relying on the Regulation S exemption, the CDIs which are issued under the Offer will be 'restricted securities' under Rule 144 of the U.S. Securities Act. This means that you will not be able to sell the CDIs issued to you under the Offer into the U.S. or to a U.S. person for a period of 12 months from the date of allotment of the CDIs under the Offer, unless the re-sale of the CDIs is registered under the U.S. Securities Act or an exemption is available. Accordingly, the market for CDIs is likely to be limited to ASX, and if the market outside of the U.S. does not develop or is illiquid, purchasers of CDIs will be unable to sell the CDIs into the market within the U.S. due to restrictions on the transfer of CDIs.

To enforce the above transfer restrictions, the Company has requested that all CDIs issued under the Offers bear a "FOR U.S." designation on ASX. This designation effectively automatically prevents any CDIs from being sold on ASX to U.S. persons. However, you will still be able to freely transfer your CDIs on ASX to any person other than a U.S. person.

In addition, hedging transactions with regard to the Company's CDIs may only be conducted in accordance with the U.S. Securities Act.

No-action letter

In January 2000, the SEC issued a no-action letter to ASX with regard to initial public offerings of U.S. private companies on ASX. The letter provided that non-reporting private U.S. companies, which had not listed their shares in the U.S., such as the Company, could do so on ASX in reliance on Regulation S.

The no-action letter requires purchasers of CDIs pursuant to the Offer and any person who purchases CDIs in the secondary market to make representations about their non-U.S. status. The no-action letter is based on certain assumptions and also requires that the Company, ASX, the CUSIP Bureau and ASX Participating Organisations (as defined below) take certain actions in order to comply with the requirements set forth in the no-action letter.

Representations regarding non-U.S. status

Each Applicant under the Offer will be deemed to have represented, warranted and agreed for the benefit of the Company and its related bodies corporate and any officers, employees, agents, advisers or brokers of any of them (affiliates) as follows:

- that the Applicant is not a U.S. Person and is not acting for the account or benefit of a U.S. Person. A U.S. Person includes, among other things and subject to certain limited exceptions:
  - any natural person resident in the U.S.;
  - any partnership or corporation organised or incorporated under the laws of the U.S.;
  - any estate of which any executor or administrator is a U.S. person;
  - any trust of which any trustee is a U.S. person;
  - any agency or branch of a foreign entity located in the U.S.;
  - any non-discretionary account or similar account, other than an estate or trust, held by a dealer or other fiduciary for the benefit or account of a U.S. person;
  - any discretionary account or similar account, other than an estate or trust, held by a dealer or other fiduciary organised, incorporated, or (if an individual) resident in the U.S.; and
  - any partnership or corporation, organised or incorporated under the laws of any foreign jurisdiction, if formed by a U.S. person principally for the purpose of investing in securities not registered under the U.S. Securities Act.
- the Applicant acknowledges and agrees that, in order to ensure that U.S. Persons do not purchase any CDIs under the Offer, a number of procedures governing the trading and clearing of CDIs will be implemented, including the application to the CDIs of the status of Foreign Ownership Restriction ("**FOR**") securities under the ASX Settlement Operating Rules and the addition of the notation "FOR U.S." to the CDI description on ASX trading screens and elsewhere, which will inform the market of the prohibition on U.S. Persons acquiring CDIs;
- the Applicant understands and agrees that, if in the future it decides to resell, pledge, transfer or otherwise dispose of any CDIs (or the Shares underlying those CDIs) it will only do so: (i) outside the U.S. in an offshore transaction in compliance with Rule 903 or 904 under the U.S. Securities Act, (ii) pursuant to an effective registration statement under the U.S. Securities Act or (iii) pursuant to an available exemption from the registration requirements of the U.S. Securities Act, and in each case in accordance with all applicable securities laws;
- the Applicant agrees not to engage in hedging transactions with regard to the CDIs (or the Shares underlying the CDIs) unless in compliance with the U.S. Securities Act; and
- the Applicant acknowledges that the Company and its affiliates will rely upon the truth and accuracy of the foregoing acknowledgments, representations, warranties and agreements and agrees that if any such acknowledgments, representations or warranties are no longer accurate, it will notify the Company immediately. Each Applicant agrees to indemnify the Company, its affiliates and their respective Directors, officers, employees and advisers against any loss, damage or costs incurred and arising out of or in relation to any breach by it of the acknowledgments, representations, warranties and agreements.

Representations of purchasers of CDIs in the secondary market

The no-action letter requires that purchasers of CDIs in the secondary market make similar certifications and agreements to the ones that purchasers make in the Offer regarding their status as non-U.S. Persons.

Requirements of ASX and CUSIP Bureau

The no-action letter requires that ASX and entities like CUSIP Global Services take certain actions in order to comply with the provisions of the no-action letter, a summary of which is set out below:

- the CDIs issued under the Offers will be classified as FOR securities under the ASX Settlement Operating Rules, and will be identified on trading screens as being on the FOR list. For this purpose, "Foreign Person" will be defined as a "U.S. Person" and the permitted foreign ownership level will be zero. As a result, no U.S. Person may apply for CDIs under the Offer. If you have a CHESS HIN designated as "Foreign", you may not

subscribe for CDIs under the Offer. If for any reason CDIs are purchased by a U.S. Person under the Offer, the CDIs will be divested under the ASX Settlement Operating Rules;

- ASX will widely publish an explanation of the restricted stock identifier beginning a reasonable period prior to initial quotation of the Company's CDIs on ASX and continually thereafter;
- the CDIs will be identified in the records maintained by entities such as CUSIP Global Services, as restricted under the U.S. Securities Act, so that participants in book entry clearance facilities and others that trade the CDIs will have notice that transfers of the CDIs to U.S. persons are restricted and must qualify under an appropriate exemption;
- U.S. entities may not participate in the ASX market, either as brokers or as market-makers;
- no ASX trading screens may be placed in the U.S.; and
- whilst ASX and ASX Settlement will maintain these procedures and systems, neither the ASX or ASX Settlement is responsible for monitoring compliance with SEC requirements or U.S. law, nor is the ASX or ASX Settlement responsible to third parties for any misfeasance by the Company in relation to those procedures. If the Company breaches U.S. law, neither ASX nor ASX Settlement is responsible for those breaches.

Requirements of the Joint Lead Managers and ASX Participating Organisations

The no-action letter requires that the Joint Lead Managers and ASX Participating Organisations (brokers that are members of ASX) take certain actions in order to comply with the provisions of the no-action letter, a summary of which is set out below:

- whether in the Offer or in secondary trading, ASX Participating Organisations must not execute a transaction on ASX in Regulation S securities if that broker knows that the purchaser is acting for the account or benefit of a U.S. Person;
- in connection with any purchase of CDIs, whether in the Offer or any secondary trading, ASX Participating Organisations must make reasonable efforts to ascertain whether a purchaser is a U.S. Person or is acting for the account or benefit of a U.S. Person, and implement measures designed to assure reasonable compliance with these requirements;
- the confirmation sent to each purchaser of CDIs either in the Offer or in any secondary market trading must include a notice that the CDIs are subject to the restrictions of Regulation S;
- any information provided by the Joint Lead Managers to publishers of publicly available databases, such as Bloomberg and Reuters, about the terms of the issuance of the CDIs must include a statement that the CDIs have not been registered under the U.S. Securities Act and is subject to restrictions under Regulation S.

Requirements of the Company

The no-action letter also requires that the issuer of the CDIs (i.e. the Company) take certain actions in order to comply with the provisions of the no-action letter, a summary of which is set out below:

- the Company must undertake to provide notification of the Regulation S status of its CDIs in shareholder communications such as annual reports, periodic interim reports and notices of shareholder meetings;
- the Bylaws must provide that the Company will refuse to register any transfer of the CDIs (or the Shares underlying those CDIs) not made:
  - in accordance with the provisions of Regulation S (Rule 901 through Rule 905 and preliminary notes);
  - pursuant to registration under the U.S. Securities Act; or
  - pursuant to an available exemption from registration; and
- during the distribution compliance period the Company undertakes that any information provided by the Company to publishers of publicly available databases, such as Bloomberg and Reuters, about the term of issuance of the CDIs must include a statement that the CDIs have not been registered under the U.S. Securities Act and are subject to restrictions under Regulation S.

Legending requirements

Global securities, certificates into which global securities may be subdivided and any physical certificate representing the Shares into which CDIs have been converted prior to the end of the restriction period must bear certain restrictive legends required under Regulation S and certain other pertinent provisions of the U.S. Securities Act and the regulations promulgated under the U.S. Securities Act. No Shares bearing the restrictive legend may be transferred by the Registry or other transfer agent without a favourable opinion or counsel or the assurance that the transfer complies fully with the U.S. Securities Act.

9.10 TAXATION IMPLICATIONS OF INVESTING UNDER THE OFFER

9.10.1 Australian Tax Implications

Updater is a company incorporated in the U.S. and registered as a foreign company in Australia and as such, it will be treated as a foreign company for Australian taxation purposes. Updater is also taxed as a public company. The Company's financial year ends on 31 December, annually.

The following general taxation comments consider the Australian taxation implications for Australian tax residents only. The tax implications for holders of CDIs in the Company relate to the receipt of dividends and potential gains on the disposal of CDIs.

The comments do not purport to provide tax advice to any particular investor and should not be relied upon as the tax position of each investor may vary depending on the specific circumstances of the investor. The Company recommends that each investor seeks their own independent income tax advice based on their particular circumstances. All current or potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring CDIs.

To the maximum extent permitted by law, the Company, its officers, Directors, and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of acquiring or disposing of CDIs issued under this Prospectus.

Dividends

Where Updater pays a dividend to an Australian tax resident Shareholder, the dividend should be included in the Shareholder's assessable income for the relevant year of income. For income tax purposes, the dividend is to be grossed up for any withholding tax deducted in the U.S. for an Australian tax resident Shareholder. The general U.S. dividend withholding tax rate is 15% and may be reduced in certain circumstances. A corresponding foreign tax offset may be available to the Shareholder for the withholding tax deducted in relation to the dividend paid.

Generally, dividends received by an Australian resident company who holds at least 10% in a foreign company would not be assessable income for Australian taxation purposes.

The Company is a foreign company, accordingly there would be no attaching franking credits to any dividend paid (i.e. no franked dividends).

Disposal of CDIs

Profit making intention

Any gain derived by shareholders who acquire their CDIs as part of a business or with a view of profit, may be assessable as ordinary income for Australian taxation purposes. Correspondingly, any loss made on disposal may be deductible. In this scenario, the transaction would not be subject to the Capital Gains Tax ("**CGT**") provisions and the general CGT discount concession would not be available. Each investor should seek independent advice as to whether the gain would be considered ordinary income.

Capital Gains Tax

The disposal of CDIs by a Shareholder would be a CGT event. A capital gain will arise where the capital proceeds on disposal exceed the cost base of the CDI (broadly, the amount paid to acquire the CDI plus any transaction costs incurred in relation to the acquisition or disposal of the CDI). In the case of an arm's length on-market sale, the capital proceeds will generally be the cash proceeds received from the sale of the CDIs.

A CGT discount may be applied against the net capital gain where the Shareholder is an individual, complying superannuation entity or trustee, and the Shares have been held for more than 12 months prior to the CGT event. Where the CGT discount applies, any capital gain arising to individuals and entities acting as trustee (other than a trust that is a complying superannuation entity) may be reduced by one-half after offsetting current year or prior year capital losses. For a complying superannuation entity, any capital gain may be reduced by one-third, after offsetting current year or prior year capital losses. A capital loss will be realised where the reduced cost base of the CDI exceeds the capital proceeds from disposal. Capital losses may only be offset against capital gains realised by the Shareholder in the same income year or future income years, subject to certain loss recoupment tests being satisfied. Capital losses cannot be offset against other assessable income.

Goods and Services Tax ("GST")

No GST should be payable in respect of the acquisition or disposal of the CDIs. Further, no GST should be payable in respect of dividends paid.

Stamp Duty

On the issue or allotment of the CDIs as part of the offer, no stamp duty should be payable. No stamp duty should be payable in respect of the acquisition or disposal of the CDIs that are quoted on the ASX at the time of the Listing.

9.10.2 U.S. tax implications

U.S. Federal Estate Taxes
CDIs owned by non U.S. residents at the time of death may be considered U.S. situs assets included in the individual's gross estate for U.S. federal estate tax purposes and may be subject to U.S. federal estate tax, unless an applicable estate tax treaty provision applies.

Prospective investors are recommended to consult with their tax and legal advisers regarding the imposition of U.S. federal estate tax implications from holding the CDIs.

9.11 INTERESTS OF EXPERTS AND ADVISORS AND REMUNERATION

Other than as set out below, no person named in this Prospectus as providing professional or advisory services in connection with the preparation of this Prospectus or any firm in which any such person is a partner:

- has or had at any time during the two years preceding the date of this Prospectus, any interest in the formation or promotion of the Company, or in any property acquired or proposed to be acquired by the Company or the Offer; or
- has been paid or agreed to be paid any amount or given or agreed to be given any other benefit for services rendered by them in connection with the formation or promotion of the Company or the Offer.

Updater has engaged the following professional advisors:

- DLA Piper Australia has acted as Australian Legal Advisor to the Company in relation to the Offer. The Company has paid, or agreed to pay, approximately A$150,000 (excluding disbursements and GST), for these services. Further amounts may be paid to DLA Piper Australia in accordance with time-based charges;
- BDO East Coast Partnership has acted as the Australian Investigating Accountant and has prepared the Investigating Accountant's Report. The Company has paid, or agreed to pay, approximately A$55,000 (excluding disbursements and GST) for these services;
- BDO East Coast Partnership has acted as the Tax Advisor to the Company and prepared the summary of taxation implications of investing under the Offer in Section 9.10. The Company has paid, or agreed to pay, approximately A$20,000 (excluding disbursements and GST) for these services;
- Moelis Australia Advisory Pty Limited has acted as Financial Advisor and Joint Lead Manager in relation to the Offer. The Company has paid, or agreed to pay, approximately A$770,000 of the Offer proceeds for these services;
- Euroz Securities Limited has acted as Joint Lead Manager in relation to the Offer. The Company has paid, or agreed to pay, approximately A$550,000 of the Offer proceeds for these services;
- Lowenstein Sandler LLP has acted as U.S. Legal Advisor to the Company in relation to the Offer. The Company has paid, or agreed to pay, approximately US$50,000 for these services; and
- WithumSmith+Brown, PC has acted as the U.S. Auditor. Updater has paid US$70,000 for these services.

These amounts, and other expenses of the Offer, will be paid out of funds raised under the Offer or cash otherwise available to Updater.

9.12 OFFER EXPENSES

The total estimated costs to the Company in connection with the Offer, including advisory, legal, accounting, tax, listing and administrative fees, as well as printing, advertising and other expenses, are currently estimated to be approximately US$1.3m.

9.13 CONSENTS

Each of the following parties has given and has not, before the issue of this Prospectus, withdrawn its written consent to being named in this Prospectus and to the inclusion, in the form and context in which it is included, of any information described below as being included with its consent. None of the parties referred to below has caused the issue of this Prospectus.

Name of entity	Name as	Reports or statements
DLA Piper Australia	Australian Legal Advisor	–
BDO East Coast Partnership	Australian Investigating Accountant	Investigating Account's Report in Section 5

BDO East Coast Partnership	Tax Advisor	"Taxation implications of investing under the Offer" in Section 9.10
Euroz Securities Limited	Joint Lead Manager	–
Moelis Australia Advisory Pty Limited	Financial Advisor and Joint Lead Manager	–
Lowenstein Sandler LLP	U.S. Legal Advisor	–
WithumSmith+Brown, PC	U.S. Auditor	–
Computershare	Share Registry for Updater	–

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

In light of the above, each of the parties referred to above, to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than the reference to its name and any statement or report included in this Prospectus with the consent of that party as described above.

9.14 ASX WAIVERS AND CONFIRMATIONS

The ASX has given the Company 'in principle' advice that it would be likely to provide the confirmations and waivers described below on receipt of the Company's application for admission to the Official List of ASX:

- A waiver from Listing Rule 1.1, condition 11, to the extent necessary to permit the Company to have certain Options and Warrants on issue with an exercise price of less than A$0.20 per CDI.
- A waiver from Listing Rules 6.16, 6.10, 6.21 and 6.22 to the extent necessary to permit the Company to continue the 2010 Plan and to have Options on issue under the 2010 Plan that do not comply with those Listing Rules.
- A waiver from Listing Rule 14.2.1 to the extent necessary to permit the Company not to provide in the proxy form for meetings, an option for CDI holders not to provide in the proxy form for meetings, an option for CDI holders to vote against a resolution to elect a director.
- A waiver from Listing Rule 14.3 to the extent necessary to permit the Company to accept nominations for the election of directors within the time periods stated in the Company's Bylaws rather than in accordance with Listing Rule 14.3.
- A confirmation that the Company may prepare its financial accounts in accordance with U.S. GAAP and only in US Dollars.
- Confirmations with respect to the mandatory ASX escrow requirements for Existing Shareholders.

9.15 WORKING CAPITAL STATEMENT

The Board believes that the Company's current cash reserves, its cashflow from existing operations plus the net proceeds of the Offer will be sufficient to fund the Company's stated business objectives until at least June 2017. These business objectives comprise:

- expanding and scaling the Company's existing operations in the U.S.; and
- initial technological development of Business Products.

The Board will consider the use of further equity funding or placements if appropriate to further accelerate growth or fund a specific project, transaction or expansion.

9.16 GOVERNING LAW

This Prospectus and the contracts that arise from the acceptance of the Applications are governed by the laws applicable in New South Wales and each Applicant submits to the exclusive jurisdiction of the courts of New South Wales.

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Significant Accounting Policies

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10 Significant Accounting Policies

10.1 SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the significant accounting policies used in the preparation of the Historical Financial Information.

a) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Significant estimates include stock based compensation expense, warrant expense, and revenue recognition.

b) Cash and cash equivalents

The Company considers cash equivalents to be only those investments which are highly liquid, readily convertible to cash and have a maturity date within 90 days from the date of purchase.

c) Accounts receivable and credit policies

Accounts receivable are uncollateralised, non-interest bearing customer obligations due under normal trade terms, usually within 30 days of services provided. Customer account balances with invoices dated over 90 days are considered delinquent.

The Company applies collections of accounts receivable to specific invoices in accordance with customer specifications, or if unspecified, to the oldest outstanding invoices.

Management individually reviews all accounts receivable balances that exceed 90 days from the invoice date and based on an assessment of current creditworthiness, estimates the portion, if any, of the balance that will not be collected. Management may also utilise the direct write off method for specific balances that are deemed uncollectible between financial reporting periods. Management determined that no allowance for doubtful accounts was required as of 30 June 2015, and 31 December 2014 and 2013.

d) Revenue recognition

Revenue is recognised when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been rendered, (iii) the fee is fixed or determinable, and (iv) collectability is reasonably assured.

The Company typically enters into fixed fee contracts with enterprise and small business clients which dictate both revenue recognition and billings to customers. These contracts are typically for a 1-year initial term, with annual renewals thereafter. Fees are due under the contracts in varying terms either monthly or annually. Revenue is recognised upon delivery of the service. The Company occasionally receives payment in advance of service, this payment is deferred and recognised into revenue upon delivery of the service.

The Company enters into annual fixed fee contracts with individual Real Estate Companies. All fees are due under the contracts in advance of the annual term. Payments received upon the inception of the contract are deferred and recognised into revenue upon delivery of the service.

In 2013 and early 2014, the Company charged consumers in advance for one-time use of its product. Revenue from these sales were recognised at the time of receipt. The Company discontinued sales of its direct-to-consumer product in 2014 and has no further obligations to perform resulting from these sales.

The Company occasionally enters into fee-sharing agreements with its enterprise and small business clients or other referral sources. The total amount paid out pursuant to these agreements has, to date, been de-minimus.

e) Property and equipment

Property and equipment are carried at cost less depreciation. Depreciation of property and equipment are provided using the straight-line method at the following rates:

Description	Estimated Life (Years)
Computer equipment	5
Furniture and other equipment	5

Expenditures for major renewals and betterments that extend the useful lives of equipment are capitalised. Expenditures for maintenance and repairs are charged to expense as incurred.

f) Concentration of credit risk

The Company periodically maintains cash balances in excess of the FDIC insurance limit of its financial institutions. The Company has had no losses related to these financial institutions.

g) Research and development

Costs incurred for research and product development, which primarily comprise salaries, taxes, and benefits, are expensed as incurred. In addition, the Company recognises research and development expenses in the period in which it becomes obligated to incur such costs.

h) Advertising

The Company expenses the cost of advertising and marketing as incurred. Total advertising costs were approximately US$500 for the six months ended June 30, 2015, US$130,000 the year ended December 31, 2014, and US$361,000 for year ended December 31, 2013.

i) Cost of revenue

Cost of revenue consists primarily of payments for data authentication and outside services.

j) Sales and marketing

Sales and marketing consists primarily of advertising expense, salaries, taxes and benefits, and travel, meals and entertainment.

k) General and administrative

General and administrative consists primarily of salaries, taxes and benefits, facilities costs, depreciation and amortisation, professional services, and other general overhead.

l) Stock-based compensation

Share-based compensation cost is estimated at the grant date based on the fair value of the award and is recognised as expense, net of estimated pre-vesting forfeitures, ratably over the vesting period of the award. Calculating share-based compensation expense requires the input of highly subjective assumptions, including the expected term of the share-based awards, volatility, dividend yield, risk free rates and pre-vesting forfeitures. The assumptions used in calculating the fair value of stock-based awards represent the Company's best estimates, but these estimates involve inherent uncertainties and the application of Management judgment. If factors change and the Company uses different assumptions, its share-based compensation expense could be materially different in the future. In addition, the Company is required to estimate the expected pre-vesting forfeiture rate and only recognise expense for those shares expected to vest. If the actual forfeiture rate is materially different from its estimate, share-based compensation expense could be significantly different from what the Company has recorded in the current period.

m) Income taxes

The Company accounts for its income taxes using the asset and liability method. Under the asset and liability method, deferred taxes are determined for differences between the carrying values of assets and liabilities for financial and tax reporting purposes. Deferred income taxes are recognised as assets for net operating loss carry forwards that are available to offset future taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realised.

The Company is required to file tax returns in the U.S. federal jurisdiction and various states/cities. The Company has no open years prior to 31 December 2012.

The Company had no uncertain tax positions at any of its balance sheet dates. In addition, the Company has no material income tax related penalties or interest for the periods reported in these financial statements.

The Company follows the accounting pronouncement dealing with uncertain tax positions. The pronouncement clarifies the accounting for uncertainty in income taxes recognised in the Company's financial statements and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The pronouncement also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

n) Fair value measurements

The carrying amounts of the Company's cash and cash equivalents, accounts payable, accrued expenses, and its line of credit approximate fair value due to the short-term nature of these instruments. The Company presents its warrant liability at fair value in accordance with the accounting pronouncement dealing with fair value measurements.

Fair value is defined as an exit price, representing the amount that would be received upon the sale of an asset or payment to transfer a liability in an orderly transaction between market participants. Fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or liability. A three-tier fair value hierarchy is used to prioritise the inputs in measuring fair value as follows:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable, either directly or indirectly.

Level 3 – Significant unobservable inputs that cannot be corroborated by market data.

The assets or liability's fair value measurement within the fair value hierarchy is based upon the lowest level of any input that is significant to the fair value measurement.

The availability of observable inputs can vary from product to product and is affected by a wide variety of factors, including, for example, the type of product, whether the product is new and not yet established in the marketplace, and other characteristics particular to the transactions. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for instruments categorised in Level 3. The Company uses the Black Scholes pricing model to value Level 3 financial liabilities at inception and on subsequent valuation dates. This simulation incorporates transaction details such as the Company's stock price, contractual terms, maturity, risk free rates, and volatility. The inputs utilised by Management are highly subjective, changes to the inputs could result in a material change to the calculated value.

11

Glossary

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A$	Australian Dollars
AEDT	Australian Eastern Daylight Savings Time
AGM	Annual general meeting
AIFRS	Australian International Financial Reporting Standards
Allotment Date	The date on which CDIs are allotted under the Offer
Applicant	A person who submits an Application
Application	A valid application to subscribe for a specified number of CDIs under the Offer
Application Form	The form to be completed by Applicants as provided at the end of this Prospectus
Application Monies	Monies that are payable in accordance with the terms of the Offer by an Applicant when submitting an Application
ASIC	Australian Securities & Investments Commission
Associate	Has the meaning ascribed to that term in the Corporations Act
ASX	ASX Limited (ACN 008 624 691) or the securities exchange it operates, as the context requires
ASX Corporate Governance Principles and Recommendations	The corporate governance principles and recommendations of the ASX Corporate Governance Council as at the date of this Prospectus
ASX Listing Rules or Listing Rules	The Official Listing Rules of the ASX as amended or waived from time to time

ASX Settlement	ASX Settlement Pty Limited (ACN 008 504 532)
ASX Settlement Operating Rules	The operating rules of ASX Settlement Pty Limited (ACN 008 504 532)
bn	Billion
Board	The board of Directors of the Company
Board Charter	The document setting out the responsibilities of the Board, which has been prepared having regard to the ASX Corporate Governance Principles and Recommendations
Broker Firm Offer	The Offer under this Prospectus to Australian resident Retail Investors and Sophisticated Investors who have received a firm allocation from their broker
Business Products	Updater's products designed for Businesses, as outlined in Section 3.3 of the Business Overview
Businesses	Businesses such as big box retailers, financial and insurance companies, local stores, etc., that may benefit from communicating with Movers
Bylaws	The amended and restated bylaws of the Company adopted on 13 November 2015
CDI	A CHESS Depositary Interest representing a beneficial interest in 1/25 of a Share in the Company. Further information is detailed in "Additional Information" under the heading "CHESS Depositary Interests"
CDN	CHESS Depositary Nominees Pty Limited (ACN 071 346 506), an entity registered in Australia (Financial Services Licence Number 254514)
CEO	Chief Executive Officer
Certificate of Incorporation	Third amended and restated Certificate of Incorporation of the Company dated 13 November

CGT	Capital Gains Tax
Chairman's List Invitation	An invitation under this Prospectus to selected investors in Australia nominated by the Chairman of the Company to participate in the Chairman's List Offer on a firm basis up to the allocation of Shares nominated by the Chairman of the Company
Chairman's List Offer	The offer under this Prospectus to persons who receive a Chairman's List Invitation
CHESS	The Clearing House Electronic Sub-Register System of share transfers operated by ASX Settlement
Clients	As applicable, the clients, residents or customers of Real Estate Companies
Closing Date	The date on which the Offer closes, and which is expected to be Thursday, 3 December 2015 unless the Company, in conjunction with the Joint Lead Managers, exercise their right to vary that date
Company or Updater	Updater Inc (ARBN 609 188 329)
Computershare	Computershare Investor Services Pty Limited (ACN 078 279 277)
Corporations Act	The Corporations Act 2001 (Commonwealth)
CTO	Chief Technology Officer
CY	Calendar year beginning on 1 January and ending on 31 December
Delaware General Corporation Law or DGCL	Chapter 1 of Title 8 of the Delaware Code, which governs corporations incorporated in the State of Delaware in the United States of America
Directors	Members of the Board of Directors of the Company
Estimated Market Share	The key operational metric which has the meaning ascribed in Section 3.4

Existing Shareholder	A holder of Shares as at the date of this Prospectus
Exposure Period	The period of 7 days commencing on the date of lodgement of this Prospectus with ASIC as extended by up to a further 7 days
Financial Advisor	Moelis Australia Advisory Pty Limited
FOR	Foreign Ownership Restriction
GST	Goods and Services Tax
HIN	Holder Identification Number
Historical Financial Information	Has the meaning given in Section 4.1
Indicative Exchange Rate	A$1.00 = US$0.72, being the exchange rate relied upon when preparing this Prospectus
Institutional Investors	Investors who are (a) persons in Australia who are wholesale clients under section 761G of the Corporations Act and either "professional investors" or "sophisticated investors" under sections 708(11) and 708(8) of the Corporations Act; or (b) institutional investors in certain other jurisdictions, as agreed by the Company and the Joint Lead Managers, to whom offers of CDIs may lawfully be made without the need for a lodged or registered prospectus or other form of disclosure document or filing with, or approval by, any government agency (except one which the Company is willing in its discretion to comply)
Institutional Offer	An invitation to certain Institutional Investors in Australia and a number of other authorised jurisdictions to apply for CDIs under this Prospectus
Integration Platform	The Integration Platform is a state-of-the-art software system that is optimised for engineers and operations managers at Real Estate Companies to seamlessly integrate with Updater, as explained in Section 3.3
Internet	A global network connecting millions of computers

Investigating Accountant	BDO East Coast Partnership
Investigating Accountant's Report	The report prepared by the Investigating Account, which is presented in Section 5
IPO	Updater's initial public offering of its CDIs (and the Shares underlying the CDIs)
IT	Information technology
Joint Lead Managers	Moelis Australia Advisory Pty Limited (ACN 142 008 446) and Euroz Securities Limited (ACN 089 314 983)
Liquidation Covenant	The liquidation covenant provided by the company to the U.S. Venture Capital Investors as described in Section 6.2.22
Listing	Acceptance on to the Official List of the ASX
m	Million
Management	The Company's management team, as described in Section 7.1.2
Monthly Moves Processed	The key operational metric which has the meaning ascribed in Section 3.4
Move	A unique old/new address pair within a 3 month timeframe
Move Processed	Any Move that is passed through the Integration Platform
Movers	Relocating consumers in the U.S.
Mover Product	Has the meaning given to it in Section 3.3

MSA	Updater's applicable Master Services Agreement, as amended from time to time
NAR	National Association of REALTORS®
New Shareholder	An investor who subscribes for CDIs under the Offer
Non-Executive Director	A Director appointed as a non-executive director of the Company
Offer	The invitation in this Prospectus to subscribe for CDIs (and the Shares underlying the CDIs)
Offer Documents	The following documents issued or published by, or on behalf of the Company and with its prior approval in respect of the Offer, and in a form approved by the Underwriters: a) the Pathfinder for the Offer lodged with ASX on 9 November 2015 and any document which supplements or replaces the Pathfinder (including any addendum to the Pathfinder); b) this Prospectus (including any supplementary prospectus) and any Application Form; c) any cover email including an appropriate cautionary legend sent to eligible Institutional Investors in connection with the Institutional Offer and the bookbuild process with a link to or attaching the Pathfinder; and d) any investor presentation or marketing presentation and/or ASX announcement used in connection with the Institutional Offer or the Broker Firm Offer (including any addendum to those presentations and any draft of such documents used for roadshow purposes prior to the Prospectus Date)
Offer Information Line	1300 781 384 (within Australia) or +61 3 9415 4684 (outside Australia), available 9:00am to 5:00pm
Offer Period	The period during which the Offer is open, being from the Opening Date to the Closing Date
Offer Price	A$0.20 per CDI (equivalent to A$5.00 per Share)
Offer Proceeds	The money raised by the Company pursuant to the Offer, which is expected to be A$22.0m

Official List	The Official List of entities that ASX has admitted and not removed
Official Quotation	Official quotation in the market operated by the ASX
Opening Date	The date the Offer opens
Option(s)	An option to acquire a Share
Participants	Employees, Directors and consultants who are granted Options or other incentives under the Plan
Pathfinder	A draft disclosure document for the Offer dated 9 November 2015 that was provided to Institutional Investors, co-lead managers, co-managers, brokers and sub-underwriters for the purposes of the Institutional Offer roadshow and bookbuild and the Broker Firm Offer
Pathfinder Date	9 November 2015
Plan	2010 Stock Incentive Plan (as amended)
Pre-IPO Investor Shares	The Shares issued to investors in the pre-IPO round of funding and as described in Section 4.4 of this Prospectus
Prospectus	This Prospectus, dated 17 November 2015 for the issue of 110,000,000 CDIs (and the underlying Shares)
Prospectus Date	17 November 2015
Real Estate Companies	Key participants in the U.S. consumer relocation and real estate industries, including real estate agents and brokers, moving and storage businesses, title insurance companies, property owners and managers, mortgage brokers and originators, and many others
Real Estate Product	Has the meaning given to it in Section 3.3

Reorganisation Event	A merger, consolidation, transfer or disposition of all of the Shares of the Company, liquidation or dissolution
Retail Investors	An investor who is not an Institutional Investor
Retail Offer	The Broker Firm Offer and the Chairman's List Offer
SFA	The Securities and Futures Act of Singapore
SFO	The Securities and Futures ordinance of the Laws of Hong Kong
Share	One share of common stock, par value US$0.001, in the Company as described in Section 9.2
Share Registry	Computershare Investor Services Pty Limited (ABN 48 078 279 277) or any other person or entity that Updater appoints to maintain the register of CDIs and Shares, including any of its related bodies corporate responsible for the maintenance of the Share register
Shareholder	A holder of Shares or CDIs
Shareholder Privacy Policy	The Company's Shareholder privacy policy
SIPP	Survey of Income and Program Participation
Sophisticated Investors	Investors who are persons in Australia who are "professional investors" or "sophisticated investors" under sections 708(11) and 708(8) of the Corporations Act
SRN	Security Registration Number
Transaction Management System	Software systems used by Real Estate Companies to help them manage their applicable transactions, relationships, accounting, and communication flows, as explained in Section 2.7

Underwriters	Moelis Australia Advisory Pty Limited and Euroz Securities Limited
Underwriting Agreement	The underwriting agreement between the Joint Lead Managers and the Company dated on or about the Prospectus Date
Updater Website	www.updater.com or a subdomain or subdirectory thereof
U.S. or United States	The United States of America, its territories and provinces, any state of the United States of America and the District of Colombia
U.S. Dollars or US$	United States Dollars
U.S. Exchange Act	Securities Exchange Act of 1934, as amended to date, and the rules and regulations promulgated thereunder
U.S. GAAP	U.S. Generally Accepted Accounting Principles
U.S. Person	Has the meaning given to it in Rule 902(k) under Regulation S of the U.S. Securities Act
U.S. Securities Act	Securities Act of 1933, as amended to date, and the rules and regulations promulgated thereunder
U.S. Venture Capital Investors	U.S. venture capital funds, including Softbank Capital, IA Ventures and Second Century Ventures, which provided seed capital to the Company
Users	Users of the Company's products, including Movers, Real Estate Companies and Businesses
USPS	United States Postal Service
Warrant	A warrant to acquire Shares

Corporate Directory

BOARD MEMBERS

David Greenberg
(Founder, Chief Executive Officer and Chairman)

Ryan Hubbard
(Executive Director and Chief Technology Offer)

Grant Schaffer
(Non-Executive Director)

COMPANY SECRETARY

Scott Mison

REGISTERED OFFICE

Updater Inc.
Ground Floor, 10 Outram St
West Perth WA 6005

SHARE REGISTRY

Computershare Investor Services Pty Limited
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AUSTRALIAN LEGAL ADVISOR

DLA Piper Australia
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ASX CODE

ASX:UPD

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FINANCIAL ADVISOR AND JOINT LEAD MANAGER

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JOINT LEAD MANAGER

Euroz Securities Limited
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