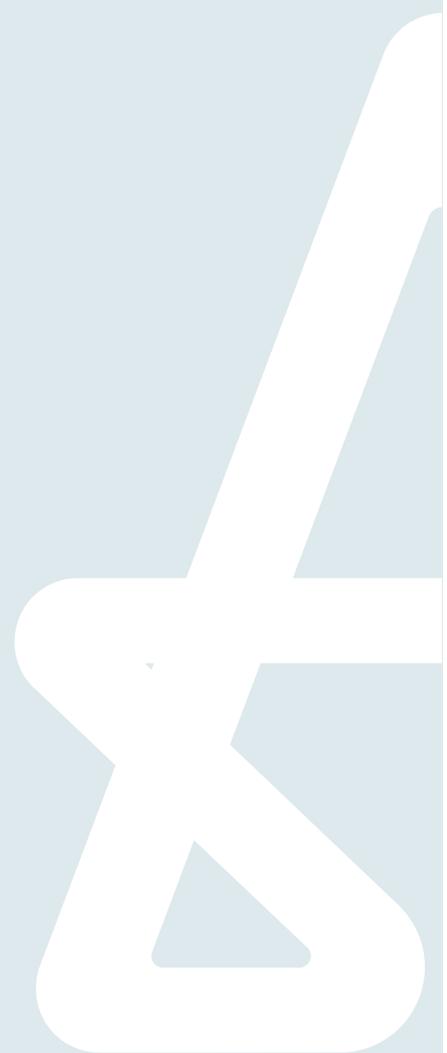


Financial Services Guide

VERSION 3.0 | DECEMBER 2018



AZURE CAPITAL
SECURITIES

The Purpose of This Financial Services Guide

This Financial Services Guide (**FSG**) is an important document. Please read it carefully and ensure that you understand it.

Azure Capital Securities Pty Ltd (**Azure Capital Securities**) ABN 91 166 442 646 is the holder of an Australian Financial Services licence (Licence no: 464426) (**AFS licence**).

Any mention of “we”/ “us”/ “our” in this document means Azure Capital Securities.

The purpose of this FSG is to provide you with key information about the type of services that we can offer and to ensure that you receive the information required to make an informed decision about whether to use the financial services that are offered by us.

This FSG contains important information about:

- Who we are;
- What services we offer;
- How we are remunerated;
- Any associations or relationships we may have with financial product issuers and details of any potential conflicts of interests;
- Our internal and external dispute resolution procedures and how you can access them; and
- How we can be contacted.

Who is Azure Capital Securities?

Azure Capital Securities is a financial services firm based in Perth, Western Australia with offices located on Level 46, 108 St Georges Terrace, Perth WA 6000.

Azure Capital Securities offers Growth Capital and Funds Management services. We assist clients to raise growth capital by facilitating pre-IPO, IPO, RTO and secondary market issues. We have a wide network of relationships with investors and financial intermediaries and leverage on these to help our clients optimise their capital raising objectives.

Azure Capital Securities has also acted as an investment manager for Australian domiciled managed investment products and private equity syndicates. We are able to provide trustee, investment management and incidental custody services.

Prior to receiving its own AFS licence in 2014, Azure Capital Securities was an authorised representative of Azure Capital Limited (under its previous name: Azure Capital Nominees Pty Ltd). Azure Capital Securities is a subsidiary of Azure Capital Limited, which has experience in providing growth capital services since 2004.

Financial Products and Services Azure Capital Securities is Licenced to Offer

We are authorised to provide general financial product advice, deal in financial products in our own right, as well as on behalf of others. The table below provides further details on each class of financial product and the scope of our AFS licence for the specified financial product:

Class of Financial Product	Provide Financial Product Advice	Deal in financial products by issuing, applying for, acquiring, varying or disposing	Deal on behalf of another person by applying for, acquiring, varying or disposing
Securities	✓	✓	✓
Government Debentures, Stocks and Bonds	✓	-	✓
Interests in managed investment schemes excluding investor directed portfolio services	✓	✓	✓
Basic deposit products	✓	-	✓
Deposit products other than basic deposit products	✓	-	✓

Azure Capital Securities is also licenced to provide custodial or depository services and to underwrite interests in managed investment schemes and issues of securities. Azure Capital Securities is authorised to provide all these services to both retail and wholesale clients.

Azure Capital Securities provides custodial services only in the form of "incidental custody" where its role as the trustee of a managed investment scheme, requires that an incidental custody service be provided.

We are however, currently, limiting our service offering to the provision of general advice only. Likewise, currently our service offering in relation to providing incidental custody services is also being offered to wholesale clients and sophisticated investors only. Azure Capital Securities does not operate a full-service retail broking desk for securities trading.

How We Provide Services to You

We provide financial services to you through our Advisers. We are responsible for the actions of our Advisers and ensure they hold relevant qualifications to provide the financial services for which we are licenced.

Capacity in Which Azure Capital Securities and its Advisers Act

Azure Capital Securities and its Advisers are unlikely to act for you when providing financial services to you. We act for our clients which may include a financial product issuer or manager.

Our Relationships and Associations with other Providers of Financial Services

Neither Azure Capital Securities, nor any of its related bodies corporate, nor any of its Advisers or Authorised Representatives, have any ownership links with any financial product issuer, unless otherwise disclosed, that could be expected to influence us in relation to advice provided to you.

Depending upon the services that we are providing to our clients, we may receive payments from product issuers. Refer to the [Remuneration and Other Benefits](#) clause of this FSG for more information.

Azure Capital Securities does not have any ongoing commercial arrangements with financial product issuers and other providers of financial services and does not receive any commission payments or benefits. If we have a one off commercial arrangement with a financial product issuer or a financial services provider, we will then disclose all necessary details to you prior to our engagement

No Personal Advice is Given

It is very important that you understand that Azure Capital Securities does not provide any financial, legal, taxation or accounting advice that is considered to be "personal advice" to any clients. Accordingly, we will not take into account your specific needs, financial situation or investment objectives when providing advice.

You should always consider the appropriateness of any advice, in light of your own objectives, financial situation or needs before acting on the advice. If you require personal advice specific to your particular situation, you will need to speak to your own financial adviser.

Providing Instructions to Us

You may provide instructions to us by email, telephone or other means as may be mutually agreed.

We reserve the right not to accept verbal instructions from you without verification of your identity.

Prior to receiving your first instruction, Azure Capital Securities will require you to sign client documentation, which contains, amongst other things, the terms and conditions on which our relationship is based.

Other Documents You May Receive

If you choose to use our services, you may receive other documents from us relating to the service and products requested.

If we discuss a particular financial product with you, or arrange for the financial product to be issued to you, you may also receive a Product Disclosure Statement (**PDS**) or a prospectus for that financial product. The PDS or prospectus is prepared by the issuer of the financial product and contains information about the particular financial product which will enable you to make an informed decision about acquiring that product.

You may also receive a new client application form or custodian agreement. Additionally, and from time-to-time, you may be asked to sign additional documents or forms for any ancillary service or arrangement (such as payment instructions forms).

Remuneration and Other Benefits

Equity Placement Services

Azure Capital Securities receives an equity raising fee which is typically in the range of 2% - 10% of monies raised pursuant to a Placement, typically comprising of a share placement fee and a management fee. We may accept securities (in part or whole) in lieu of a cash fee. Other financial advisers or brokers that participate in the Placement may be entitled to receive part of the completion fee payable to Azure Capital Securities, pursuant to us receiving payment from the client.

Funds Management Products

Azure Capital Securities typically receives a management fee in the range of 0.25% - 2% for investment management services. This management fee is charged to the fund. In addition to the management fee, there may also be a performance fee of up to 20% of a fund's returns, which only becomes effective once the fund has outperformed its previous highwater benchmark, and is payable at the discretion of the investment manager.

Private Equity Syndicate

Azure Capital Securities is remunerated by way of an introductory fee and management fee and / or a fee carry arrangement charged to the syndicate.

Fees received by Azure Capital Securities from Issuers of Financial Products and Services

Azure Capital Securities may receive commission payments from our product and service providers as well as fees for successful applications for securities and other financial products when we lodge them on your behalf with the issuing organisation. The application may be for a new issue/placement/IPO of securities, or a managed fund or borrowing institution. All initial and ongoing commission details will be disclosed to you in the issuer's relevant disclosure document.

Azure Capital Securities may act as manager to issuers of financial products and may receive fees which will be disclosed in the relevant disclosure document. Azure Capital Securities and its Advisers may have interests in the financial products that we promote, which will be disclosed in the relevant disclosure document.

How Our Advisers Are Remunerated?

We do not pay commissions to employees at Azure Capital Securities to ensure our Advisers act with utmost integrity and with the clients' best interests at heart. All our Advisers receive a salary in line with their qualifications and experience. Additional benefits and bonuses may be awarded at the discretion of Azure Capital Securities' Partners, having regard to an individual employee's excellence of service as determined by their clients and the overall performance of the business. Our senior personnel often receive a bonus linked to the profitability of one or more of their activities, the business division their work relates to or the firm as a whole.

Payment for Referrals

No fees or commissions are paid by Azure Capital Securities to other parties for referring you or any other clients to us with the exception of our funds management products, where we may have a commission or fee sharing arrangement with the distributor of a product.

Dispute Resolution Process

We want to know about any problems you may have with our advice or service, so we can take steps to resolve the issue. If you have a complaint about the financial product or service received, please take the following steps:

Contact our Compliance Officer

You can contact our Compliance Officer - Simon Price, and inform him of your complaint. You may do this by telephone, email, fax or letter at:

Azure Capital Securities Pty Ltd
Level 46, 108 St Georges Terrace
Perth WA 6000
T: +61 8 6263 0888
F: +61 8 6263 0878
E: compliance@azurecapital.com.au

You should include as much detail about the circumstances of your complaint as possible, including the name(s) of any of our staff involved. If available, copies of any relevant documentation should be provided to us along with the complaint.

Our Compliance Officer will acknowledge receipt of the complaint in writing and provide an estimate of the time it will take to investigate the circumstances. He will fully investigate the matter and contact you if further information is required. He will then prepare a written response after consideration of all relevant documents and following interview(s) with the relevant employees and their managers, if required.

Write to the Australian Financial Complaints Authority (AFCA)

Azure Capital Securities is a member of an External Dispute Resolution scheme. If you do not receive a satisfactory response from us, or if you are not provided with a response within 45 days of your initial complaint, then you have the right to complain to the AFCA:

Australian Financial Complaints Authority
GPO Box 3
Melbourne VIC 3001
T: 1800 931 678
E: info@afca.org.au
W: www.afca.org.au

You may also choose to refer the matter to the Australian Securities & Investments Commission (**ASIC**) on their website www.asic.gov.au

There is no charge to you for accessing the services offered by the above organisations.

Client Compensation Arrangements

Azure Capital Securities has in place, Professional Indemnity insurance in accordance with section 912B Corporations Act 2001. In particular, our Professional Indemnity insurance, subject to its terms and conditions, provides indemnity up to the sum insured for Azure Capital Securities and our representatives/employees in respect of our authorisations and obligations under our AFS licence. This insurance continues to provide such coverage for any representative/employee who has ceased work with Azure Capital Securities for work done whilst engaged with us during the currency of the policy.

Limitations: It is important to note that Professional Indemnity insurance is not designed to protect consumers directly and is not a guarantee that compensation will be paid nor is the insurance intended to cover product failure or general investment losses.

Privacy and Use of Information

Provision of personal information is required to establish you as a client and to maintain your account with us. It will allow us to facilitate the execution of transactions and registration of your holdings of securities, derivatives and other financial products and allow us to provide our various services to you. Should you choose not to provide us with the personal information requested, we will be unable to provide the advisory or dealing services you require.

The privacy of your personal information is important to us. Any personal information collected by us will be handled in accordance with our Privacy Policy, which can be obtained by visiting our website at www.azurecapital.com.au.

We only collect personal information directly from you. We do not disclose any personal information to any entity based overseas.

If you purchase a financial product your personal information will be disclosed to the product issuer. Furthermore, your personal information may be disclosed within all areas of Azure Capital Securities to facilitate matters of internal administration and operations. We may also be required to disclose your information to any court or tribunal, authority or regulatory body such as ASIC and operators of disputes or complaints resolution schemes to enable compliance with relevant legislation and regulations. Unless required by law or regulation, your personal information will not be passed on to any third party, other than those mentioned above, without your consent.

Your personal information is stored securely, and you have the right to review it and request its correction if in error. Our Privacy Policy contains information about how you may access, correct, or lodge a complaint about your personal information..

How to contact us:

Azure Capital Securities Pty Ltd
Australian Financial Services licence 464426

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E: compliance@azurecapital.com.au

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