

Financial Services Guide

1. 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 Limited ('Azure') ACN 107 416 106 is the holder of an Australian Financial Services Licence (No. 276569) ('AFS licence').

Any mention of "we"/"us"/"our" in this document means Azure.

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 paid;
- 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.

2. Who is Azure?

Azure is a boutique financial services firm established in 2004 and is located in Perth, Western Australia. We provide a range of services specialising in:

- Corporate finance advisory services
- Equity capital raising
- Funds management
- Principal investments

We advise our corporate clients on mergers, acquisitions and divestments, capital restructuring and funding, as well as project advisory and valuation. We arrange presentation materials, road shows and initial investor contacts.

Our advisory services management is based on the principle of general advice. We arrange for dealings in both Australian and international equities. We provide research and analysis reports as well as pure non-advisory execution only service.

3. Financial Products and Services Azure is Licenced to Offer

We are authorised to provide 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	✓	✓	✓
Derivatives	-	-	✓
Government Debentures, Stocks and Bonds	✓	-	✓
Foreign Exchange Contracts	-	-	✓
Interests in managed investment schemes including investor directed portfolio services	✓	✓	✓
Basic deposit products	-	-	✓

Azure is also licenced to provide custodial services and to underwrite interests in managed investment schemes and an issue of securities. Azure is authorised to provide all these services to both retail and wholesale clients.

We are however, limiting our services at this time, to the provision of general advice in relation to securities, derivatives, managed investment schemes and foreign exchange. Azure does not operate a full service broking desk for securities trading.

4. 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 have ensured that they hold the relevant qualifications to provide the financial services for which we are licenced.

5. Capacity in Which Azure and its Advisers Act

Azure and its Advisers are unlikely to act for you when providing financial services to you. We act for our clients which may include corporate clients under a specific project mandate or a financial product issuer or manager.

6. Our Relationships and Associations with other Providers of Financial Services

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

Azure may offer some of its services through its corporate authorised representatives listed below:

- Azure Capital Investments Pty Ltd (Authorised Representative No. 449441)
- Azure Capital Private Equity Pty Ltd (Authorised Representative No. 449443)
- Azure Funds Management Pty Ltd (Authorised Representative No. 352784)

7. No Personal Advice is Given

It is very important that you understand that Azure 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 the 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.

8. 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 will require you to sign client documentation, which contains, amongst other things, the terms and conditions on which our relationship is based.

9. 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. 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).

10. Remuneration and Other Benefits

10.1 Equity Capital Placement Services

Azure receives an equity raising fee which is in the range of 2% - 10% of monies raised pursuant to the Placement, comprising of a share placement fee and a management fee. Azure may accept securities in lieu of an equity raising fee. Other financial advisers or

brokers that participate in the Placement will be entitled to receive part of the completion fee payable to Azure.

10.2 Funds Management Products

Azure 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 benchmark.

10.3 Private Equity Syndicate

Azure is remunerated by way of an introductory fee and management fee plus carry arrangement charged to the syndicate.

10.4 Corporate Advisory Services

The fees for Corporate Advisory Services provided by Azure are based on services to be provided and usually includes a retainer and success fee.

10.5 Fees received by Azure from Issuers of Financial Products and Services

Azure 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 may act as manager to issues of financial products and may receive fees which will be disclosed in the relevant disclosure document. Azure and its Advisers may have interests in financial products which will be disclosed in the relevant disclosure document.

10.6 How Our Advisers Are Remunerated?

We do not pay commissions to employees at Azure so as to ensure our Advisers act with utmost integrity and with the clients' best interests at heart. All Azure Advisers receive a salary in line with their qualifications and experience. Additional benefits and bonuses may be awarded at the discretion of Azure's Directors, 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.

10.7 Payment for Referrals

No fees or commissions are paid by Azure 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.

11. Dispute Resolution Process

We want to know about any problems you may have with our services 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:

11.1 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 Limited
Level 34, Exchange Tower,
2 The Esplanade
Perth WA 6000
T: +61 8 6263 0888
F: +61 8 6263 0878
Email: compliance@azurecapital.com.au

You should include as much detail about the circumstances of your complaint as possible, including the name(s) of any Azure staff involved. If available, copies of any background 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 detailed written response after consideration of all relevant documents and following interview(s) with the relevant employees and their managers, if required.

11.2 Write to the Financial Ombudsman Service ('FOS')

Azure is a member of the FOS. If you do not receive a satisfactory response from Azure, 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 FOS at:

Financial Ombudsman Service
GPO Box 3
Melbourne VIC 3001
T: 1800 367 287
F: +61 3 9613 6399
E: info@fos.org.au
W: www.fos.org.au

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

12. Client Compensation Arrangements

Azure has in place, Professional Indemnity insurance in accordance with s.912B of the *Corporations Act 2001* (as amended). In particular, our Professional Indemnity insurance, subject to its terms and conditions, provides indemnity up to the sum insured for Azure 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 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.

13. 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.

Furthermore, your personal information may be disclosed within all areas of Azure 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.

Azure Capital Limited

Australian Financial Services Licence No. - 276569

How to contact us:

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