

SOUTHBANK
CAPITAL

*Australian Financial Securities
Licence Number: 343678*

**Information
Memorandum**
March 2020



DISCLAIMER: This Information Memorandum is addressed to Sophisticated and/or Accredited Investors only in consideration of their investing in this private placement in ALLOTZ.Com Ltd ACN. 118 777 245. This Secured Convertible Note Agreement is not to be distributed to any other person without the prior written consent of ALLOTZ.Com Ltd.



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1. HISTORIC USA PATENT GRANTED TO AUSTRALIAN COMPANY

In 2019 ALLOTZ.COM LIMITED (ALLOTZ) was granted a United States Patent for the process known as 'Surge' or 'Dynamic Pricing' (Patents). Simply put the technology allows for the automation of Inventory management and pricing over distributed channels, online, and in real time, based on supply and demand and other factors.

The process is being used by many global corporations across a wide variety of Industries including but not limited to tourism, transportation and retail. Many may be doing so in direct breach of the Patents.

The awarding of the Patent is a great achievement for the ALLOTZ team of dedicated professionals. The application for the patent was lodged in the USA in 2006 and it has taken 13 years of very hard work and negotiations to secure.

ALLOTZ now intends to move into its commercialisation phase and pursue the very significant revenues that it expects will result. In order to successfully execute this phase ALLOTZ needs to be adequately funded in order to underpin its negotiating position with some of the large corporates who are breaching the patent and to grow its business in the accommodation sector.



Martin McConnachie
President, Inventor and Chief Patent Officer
ALLOTZ.COM Limited



2. BACKGROUND

The Patentss overcomes one of the main challenges facing large ecommerce businesses.

How do they automatically adjust or vary the price and allocation of their products, goods or services in their distribution network, according to supply and demand, instantly in real time, without the need for constant human intervention and complex decision-making work activity?

Put another way, how can a business optimise its profits by automatically adjusting its pricing to maximise the profit potential based on the market conditions at any point in time?

The ALLOTZ technology is a “dynamic, time expiring, asset, inventory and revenue management system that uses artificial intelligence and machine learning, to automatically adjust or vary the price and allocation of a business’s products, goods or services in response to its inventory supply levels and consumer demand trends in real time without constant human intervention”.

Key Applications for existing and future use of Patentss and technology:

- Surge pricing common in the ride-sharing industry and utilised by companies such as Uber
- Online booking sites for flights and accommodation
- Online retailers such as Amazon utilising dynamic pricing to cater to fast and slow selling goods.
- Dynamic pricing applied to online advertising such as Google Adwords and other advertising platforms adopted by Yahoo and Facebook.

If a company varies the rate or allocation of distributed inventory in real-time, electronically (meaning with the use of AI type methods algorithmically on a computer style platform) based on supply, demand or other factors, they may well be breaching the Patentss. This can be virtual or real inventory, time or expiry based or stock inventory based, the rules are the same.

When Martin McConnachie applied for his first US Patent he realised that it was just a matter of time before computing power would allow for the implementation of software based (on prem or in the cloud) automated dynamic (surge) pricing. Martin had the foresight more than 10 years ago to design such a system, apply for patents and build the software for one industry vertical that would need such a system. Accommodation and Property Management.

3. OFFER SUMMARY

Southbank Capital Pty Limited (Southbank) has been engaged by ALLOTZ to secure working capital funding to allow for the commercialisation of its Patented invention and business applications.

This will be done via a Convertible Note Instrument which will be available for Investors to review if required. The Note will carry a coupon rate of 12.5% with interest payable monthly in arrears and the option to convert to Fully Paid Ordinary Shares in ALLOTZ will be exercisable at a 50% discount to the value of the ordinary shares at the time of the conversion.

Conversion to shares will be optional at maturity of the note. Conversion will also be possible on the happening of a major transaction event such as. Trade Sale or IPO and in accordance with the Convertible Note Instrument .

The Note Term will be 24 months and security will be a first registered Fixed and Floating charge over ALLOTZ and its Assets including the Intellectual Property.

It is proposed to raise a maximum amount of \$5 million which will be used to provide working capital to enable ALLOTZ to deliver on its commercialisation phase which will include

- The roll out of its cutting-edge suite of applications for the accommodation Industry, a key market using 'Dynamic' pricing for Revenue growth
- Pursuit of its Patent Assertion Program to secure License agreements and significant ongoing long term income through License fees and Royalties
- Prosecution of Companies that are in breach of the patent where they refuse to sign License agreements
- Ongoing Patent development to 'boot strap' the existing Patent



Patent ownership enables participants to benefit from long-term passive revenue streams.

4. CONVERTIBLE NOTE

The funds raised pursuant to this Information Memorandum are for working capital purposes as detailed in this Information memorandum.

1. ALLOTZ intends to raise up to AUD\$5 million but reserves the right to close the Placement at any time, even if this amount is not raised in full.
2. Subject to 3. below, applications for Convertible Notes may be subject to scale-back at the discretion of ALLOTZ.
3. Once ALLOTZ and an Investor have entered into an Agreement and the Investor has paid the Principal Amount due in respect of the Convertible Notes to be issued under that Agreement:
 - a. ALLOTZ is free to use these moneys for the Permitted Purposes as identified under the Agreement, irrespective of whether the Placement remains open or has closed to new investors; and
 - b. the Investor will not be subject to any scale-back and will be entitled to all Convertible Notes as set out in the Agreement.

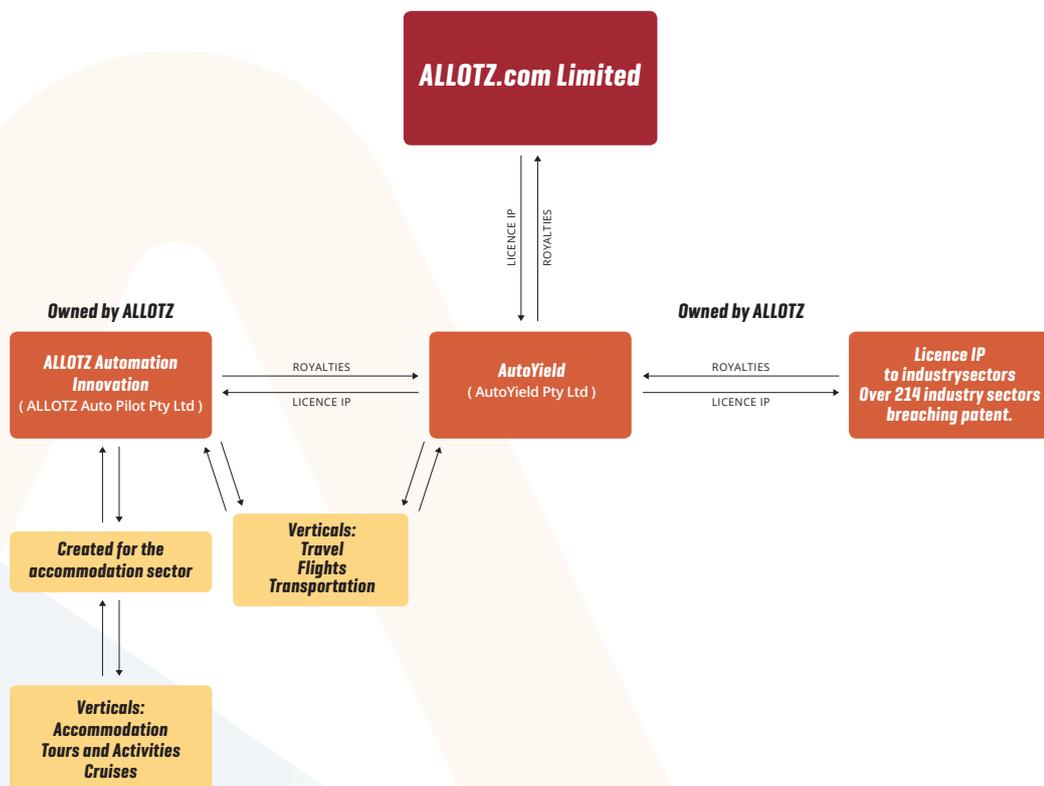


5. The Business of ALLOTZ.COM LIMITED

Overview

ALLOTZ has 2 wholly owned operating subsidiaries, AutoPilot Pty Ltd and AutoYield Pty Ltd. AutoYield has the Global License to pursue License revenue from businesses who wish to grow profits through the use of its automated yield engine built around the patented technology of ALLOTZ. AutoPilot has built a suite of applications for use in the short stay accommodation sector.

Group Organisational Legal Structure





AutoYield
THE SCIENCE OF PROFIT

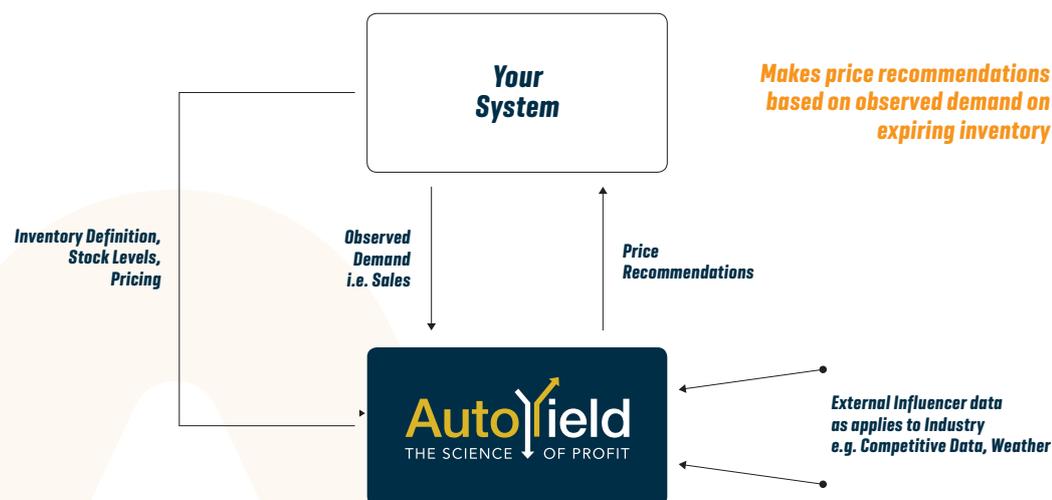


6. AutoYield Pty Ltd

One of the biggest problems facing the short stay accommodation sector is how to effectively automate the maximisation of profits by pricing room inventory to meet market demand and moving room supply between sales channels in real time without the need for human intervention. ALLOTZ has not only patented the idea but it has built the engine which can be plugged into many existing Property Management Systems (PMS). It is called **AutoYield**.

This is how the application works:

Information Flow



Most major hotel brands have a revenue manager on staff to oversee the process of maximising room rate revenue and room stock allocation. Many have developed their own proprietary systems for assisting the revenue management team (which may be in breach of the Patents, or a component of the Patents).

Now every short stay accommodation property can automate this process without needing a Revenue Management team by simply allowing the AutoYield engine to plug into their PMS. If they don't have a PMS then Autopilot has a very good one they can use.

6.1 Patent Assertion Strategy

Autoyield is the patented technology that ALLOTZ is currently commercialising in the Accomodation sector. The concept (of Automated 'Dynamic' pricing) does not just apply in this vertical market but across many industries and sectors including airline bookings, ride share , on line market places, global search engines to name just a few. It is the intention of ALLOTZ to legally pursue those companies that are in breach of its patent. To this end negotiations are underway with a number of large litigation funding groups to finance these actions.

It is very difficult to put a quantum on the possible value of the the damages as the legal pursuit of offenders will often lead to a settlement rather than court action. The result of this action the company believes will also lead to negotiated licensing agreements resulting in very significant cash flow to the company. Neither the damages or the licensing revenue have been included in the financial forecasts at this stage.



7. **AutoPilot Pty Ltd**

ALLOTZ has invested heavily into building a suite of applications that are cloud based and allow any short stay property with 1-200 rooms to access one or all of these to automate their booking and yield management.

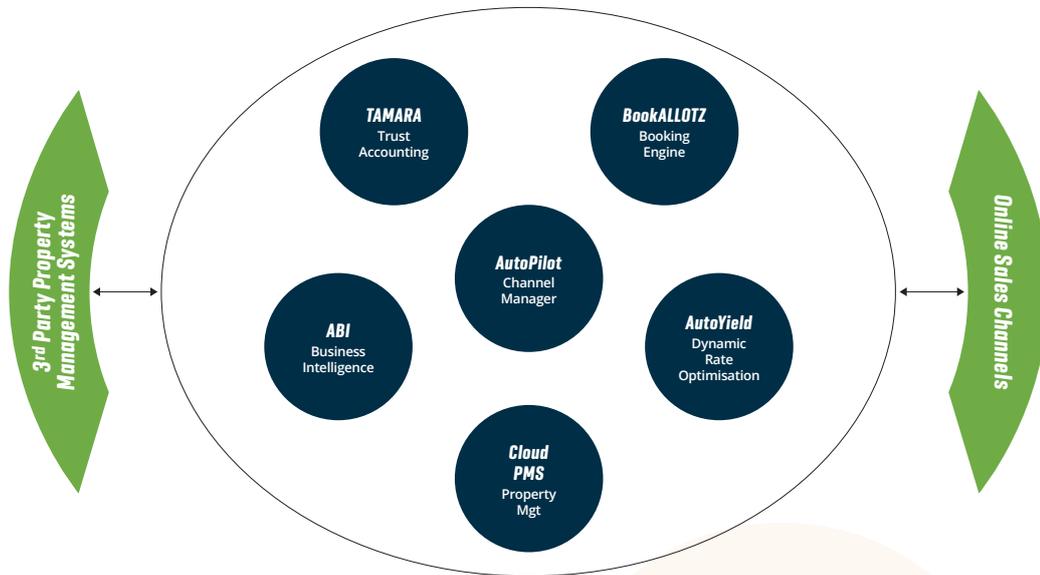
There are now over 100 properties representing some 1600 rooms using the various ALLOTZ proprietary applications in their business. This has been done as a Beta Phase to make sure the products function properly. Changes have been made based on user feedback to the point where they will now be aggressively marketed through a new sales strategy once capital is raised.

8. **AutoPilot - Online Sales Channels**



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9. ALLOTZ Ecosystem



The AutoPilot eco system now includes the following applications

Channel Manager (AutoPilot)

Allows access to all major on line sales channels

Booking System (BookALLOTZ)

Allows a property to manage their own room bookings commission free.

Property Management System (PMS)

Allows for the complete management of all aspects of a Hotel, Motel or Resort property

Business Intelligence system (ABI)

Enables a property to access real time industry (and Competitor) information to be able to assess room yield and availability

Trust Account reporting system (TAMARA)

A necessity of the rooms being managed are strata titled and require the use of a Trust account that must be audited

AutoYield

Access to the patented yield management engine

A property owner can now subscribe to use one or all of these products on a monthly basis.

A separate presentation will be available to anyone who wishes to view each of these applications in more detail.

10. THE CURRENT MANAGEMENT TEAM



Martin McConnachie / *President ALLOTZ.com Limited*

Martin McConnachie is the founder of ALLOTZ.com LIMITED and has an extensive career background in the Information Technology industry; his last four years prior to founding ALLOTZ.com Limited were spent directly consulting into the Hotel online reservation market for development companies. Some notable past achievements were consulting on the complete re-design and successful launch of a web-based accounting solution, the development and launch of a successful online reservation solution for Hotels & Chains. Another interesting project was the design, development and launch of a Stock Market trading site.

Martin brings significant experience to ALLOTZ.com LIMITED having formed his own successful IT manufacturing company in the field of network based optical storage systems. This company successfully bid for and was awarded a four-year supply contract to The Australian Federal Government. A broad range of skills across a number of disciplines including product development, marketing, company infrastructure and management make Martin McConnachie a significant contributor to the Board of ALLOTZ.com LIMITED.



Chris Curtis / *General Manager External Operations ALLOTZ.com Limited*

Chris Curtis is the Chief Technology Officer of ALLOTZ. He has a long history of working with technology companies. He was co-founder of Lattice Software, a HR Solutions company, General Manager of Hong Kong Jockey Club Systems, an R&D subsidiary of the Hong Kong Jockey Club and Chief Technology Officer for global banking security company Ecom Technologies.

Chris also founded Cube Microsystems, developing IP Telephony systems and becoming an early provider of "click to call" services. As General Manager of Termatrac, he brought to market a patented microwave-based termite detection system, now sold in more than 30 countries.

He holds a Computer Science degree from QLD University of Technology and is recipient of an "Outstanding Alumni" award from that institution.



Tom Taggart *Genral Manager* / *Internal Operations ALLOTZ.com Limited*

Tom Taggart brings to this position extensive skills and competencies in the following centres of business management attention - Leadership, Marketing, Financial Control, Management, Lead Generation, Lead Conversion and Client Fulfilment. These skills and competencies have come from 15 years' experience in the hospitality and tourism industries as a business owner as well as 14 years' experience in law enforcement as a police officer and are supported by many tertiary qualifications.

He was also the Queensland State Vice President of the Queensland Resident Accommodation Managers Association as well as the Gold Coast Branch President of the Queensland Resident Accommodation Managers Association.

Tom previously owned a very busy management and letting rights business, a specialist travel agency and a number of smaller congruent businesses which enabled him to ensure that his business management skills remained finely tuned and relevant to any industry in any economic climate.

11. Additions to the executive and Leadership team Post Debt Raising

Francis Galbally LLB [Hons]

Francis is an accomplished former commercial lawyer having won substantial litigation cases against large corporations as well as a \$1Billion claim against the Victorian State Government. He has served on a number of public company boards and has been involved in many capital and debt raising projects along with Mergers, Acquisitions and IPO's.

Francis is currently chairman and major shareholder in the listed global cyber security business Senetas.

Dave Hansen BSc [Non Executive Director]

Dave is US based and has agreed to join ALLOTZ as a Non Executive Director. He has extensive experience both in the IT and Private Equity sectors. Dave has previously been head of Dell Computers Software division (a US\$2B revenue business). Prior to Dell Dave had been CEO of a number of global technology businesses with revenues in multi hundreds of millions of dollars.

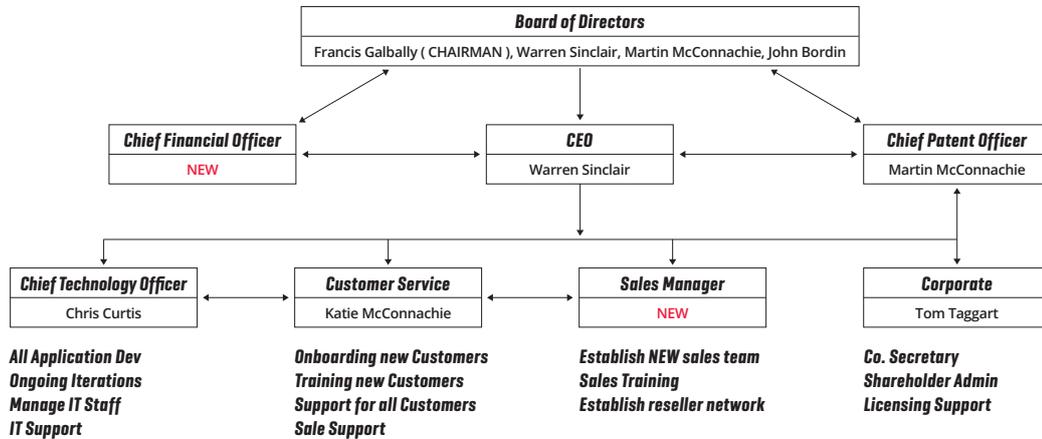
The US market will be the most important to us in terms of our patent defence and prosecution strategy and to have one of our directors based there will give us impetus, leverage and credibility.

Warren Sinclair FIPA, FFA (UK), FICD - Executive Director

Warren is an accomplished CEO and public company director having helped a number of businesses in positions like ALLOTZ to grow and ultimately realise shareholder value through a trade sale or IPO. He is also experienced in capital and debt raising.

Warren has extensive international management experience having spent 10 years in London including as CEO of a UK PLC delivering a license based global sales business around Internet technology and then growing an Australian Telco into the UK market and later negotiating a sale of that business to a PE firm for a significant sum.

Group Executive Management Structure Post Capital Raising



12. FINANCIAL

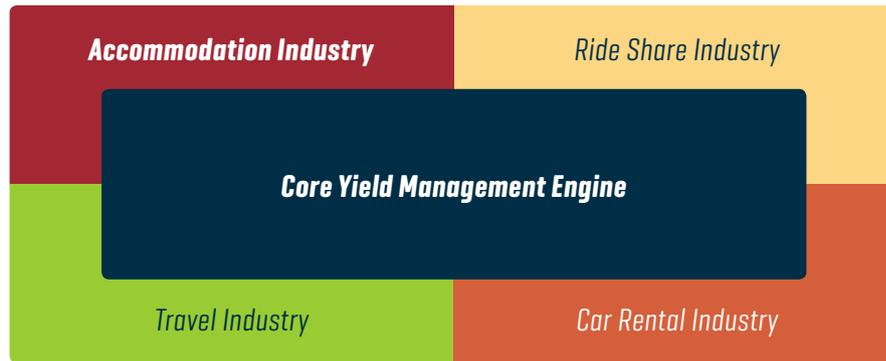
ALLOTZ has raised \$10 million to date to continue its Patent action as well as develop its suite of Accommodation products. This money has been invested in its technology. It was a conscious management decision to keep focussed on building industry best applications to take advantage of the leverage the Patented Yield System would give them once granted. The process from lodgement to the Grant of Patent took 13 years.

The Patent was granted in March 2019. By this time ALLOTZ was required to raise further capital for the commercialisation phase. In November they approached Southbank Capital to raise sufficient funds to enable the commercialisation of their technology. Allotz has as a result of their required focus on the development of the applications and the patent work it has not made trading profit.

ALLOTZ's Patent Assertion strategy and Licensing will be the most likely way to secure significant profit return to the shareholders. It is difficult to assess the quantum of these actions until such time as one action has been successfully completed. With the volume of corporations likely breaching the Patent in the millions around the world revenues are too large to quantify at this stage.

ALLOTZ is currently in negotiation with 2 Litigation funding groups who, once satisfied with the defensibility of the Patent claims, will 100% fund the actions. This will most likely be on a non recourse basis with the funder sharing in the settlement proceeds.

ALLOTZ will however continue to grow its customer base using its developed applications through AutoPilot into the accommodation sector. It is important to note that this sector is just one of many that ALLOTZ may choose to target. It is best to view these vertical markets as 'wrappers' around the business as shown in the following diagram



Forecast Numbers are therefore based solely on the strategy of acquiring customers in the AutoPilot business and specifically the Accommodation sector but includes the costs of continuing with the Licensing and Patent Assertion strategy.

| FINANCIAL FORECASTS | YEAR 1 | YEAR 2 | YEAR 3 | 3 YR TOTAL |
|---|---------------------|---------------------|--------------------|---------------------|
| ACCOMMODATION PROPERTY'S BY NUMBER | 400 | 875 | 1,500 | 2,825 |
| REVENUE PER PROPERTY PER ANNUM | \$850 | \$1,300 | \$1,968 | |
| TOTAL INCOME | \$382,500 | \$1,137,500 | \$2,952,000 | \$4,472,000 |
| OPERATIONAL EXPENDITURE | \$2,750,500 | \$2,850,000 | \$2,950,000 | \$8,550,500 |
| CAPITAL EXPENDITURE | \$45,000 | \$25,000 | \$25,000 | \$95,000 |
| TOTAL EXPENDITURE | \$2,795,500 | \$2,875,000 | \$2,975,000 | \$8,645,500 |
| NET PROFIT / LOSS | -\$2,413,000 | -\$1,737,500 | -\$23,000 | -\$4,173,500 |

13. IMPORTANT INFORMATION

13.1 Disclaimer

Southbank, its servants or agents, make no recommendation as to whether you should participate in the issue of Convertible Notes by ALLOTZ nor do they make any recommendation or warranty to you concerning the shares or accuracy, reliability or completeness of the information provided or the performance of ALLOTZ. This Information Memorandum is intended to provide background information only and does not purport to make any recommendation upon which you may reasonably rely without taking further and more specific advice. You should make your own decision whether to participate based on your own enquires. Potential investors must make their own independent assessment and investigation of the opportunity and should not rely on any statement or the adequacy or accuracy of the information provided by Southbank. Securities of small companies typically involve a higher degree of risk and more volatility than securities of more established companies. As such, an investment in ALLOTZ must be considered as speculative. The information provided does not purport to cover all relevant information about any potential investment in ALLOTZ. Accordingly, potential investors are advised to seek appropriate independent advice, if necessary, to determine the suitability of this investment.

13.2 Disclosure

Southbank in its role as Lead Manager will be paid a fee of Eight per cent of the gross amount raised by ALLOTZ. Southbank as principal, its directors and staff may participate in the issues detailed herein at their own election. The Director of Southbank advises that he and persons associated with him may have an interest in the above securities and that they may earn brokerage, commissions, fees and other benefits and advantages, whether pecuniary or not and whether direct or indirect, in connection with the making of a recommendation or a dealing by a client in these securities, and which may reasonably be expected to be capable of having an influence in the making of any recommendation, and that some or all of our Representatives may be remunerated wholly or partly by way of commission

The offer made under this Information Memorandum is only available for persons who qualify as sophisticated investors (as defined in section 708(8)-(10) of the Corporations Act 2001 (Act)), professional investors (as defined in section 708(11) of the Act), investors to whom personal offers are made under s. 708(1), or investors to whom disclosure is otherwise not required under Part 6D of the Act (collectively, "Qualified Investors"). ALLOTZ will not issue any shares or convertible notes under this offer to a person unless it is satisfied that the person is a Qualified Investor. Investors may be required to provide such information to Allotz to enable the company to establish the investors status as a Qualified Investor.

13.3 Foreign Jurisdictions

This Information Memorandum does not constitute, and may not be used for the purpose of, an offer or solicitation in any jurisdiction other than the Commonwealth of Australia or in circumstances in which such offer or solicitation is not authorised. No recipient of this Information Memorandum in any jurisdiction other than the Commonwealth of Australia may treat it as constituting an invitation to them to apply for shares.

13.4 Confidentiality

This Information Memorandum is confidential and is being provided to prospective investors for them to consider investing in ALLOTZ. Its use for any other purpose is not permitted. It may not be reproduced or redistributed, in whole or in part, and its contents may not be disclosed to any person without the written consent of ALLOTZ.

14. **Contact Information**

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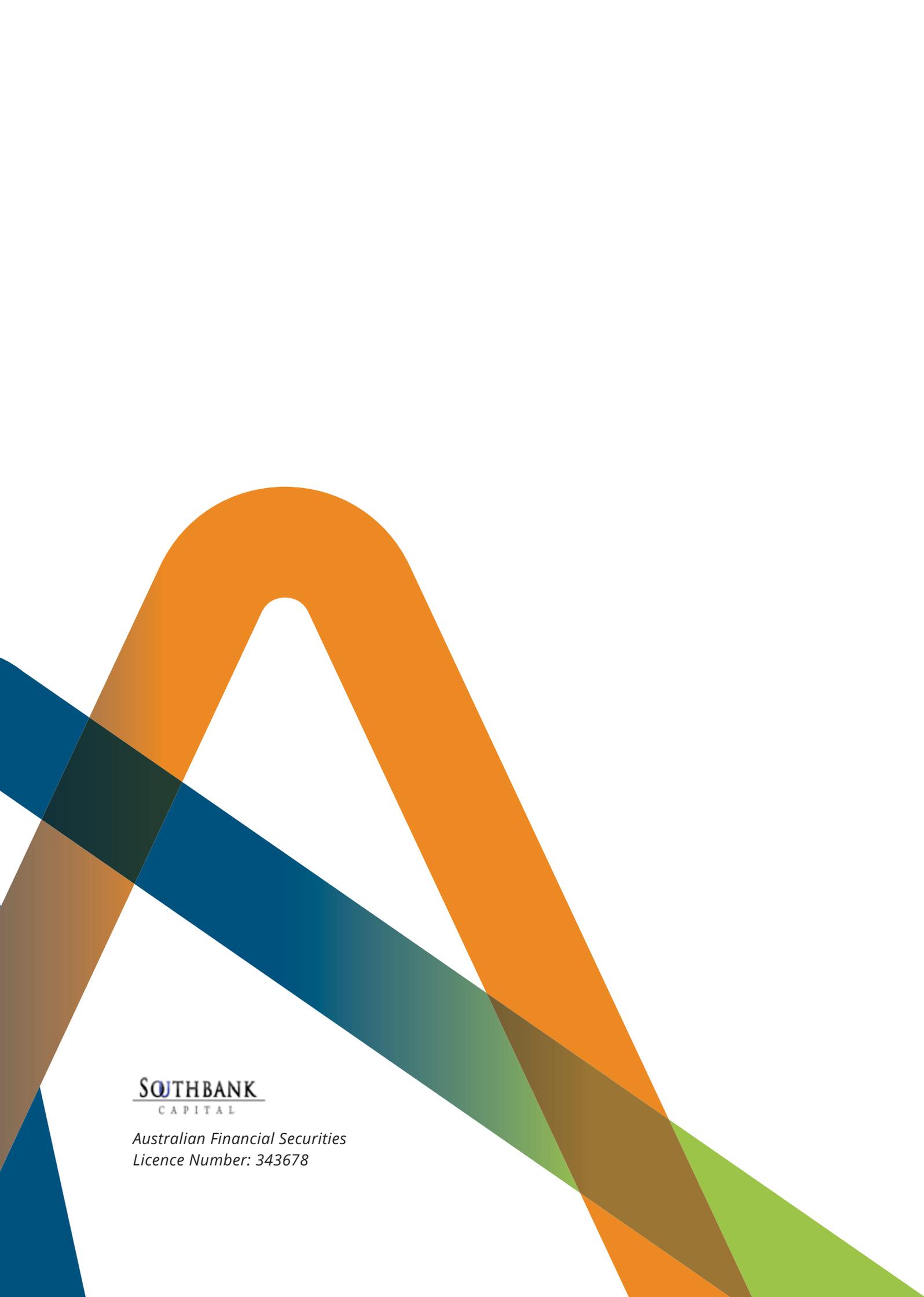
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Allotz.com
Limited

**Convertible Note Debt Raising
Executive Overview**

March 2020

Proposal

Opportunity

Allotz is now seeking to raise a maximum of \$5m via a first ranking 2 year secured convertible note to allow for the first phase of its overall commercialization Strategy. The note will have a coupon rate of 12.5% and allow to convert to ordinary shares in the company at a 50% discount to the share price in the next capital raising or in the event of a Trade Sale or IPO.

Since 2006 over \$10m has been invested to build the dynamic Inventory Pricing and management software and to secure the important US and Australian Patents. Focus has been on developing the product and its immediate iteration into the Accommodation Sector.

Objective

The Strategic objectives over the next twelve months include;

- Appointment of new key Directors and Sales Staff
- Continue to grow the core business users and products in the Accommodation sector
- Select other vertical markets to expand the product offering and market penetration
- Build a robust presentation to assess the potential global market revenues from Licensing
- Establish a Market Value for the Business and IP
- Engage a leading Consultant to test Prior Art on the Patent
- Engage the US Patent Attorney to provide advice on the likely success of a Patent challenge based on current legislative framework
- Select two litigation Funders to support the Patent Breach Strategy. Negotiations in play.

Use of Proceeds:

- **To grow its Autopilot Business into the Accommodation sector**
- **To strengthen the company cash position to enable negotiations with large corporates in regard to Patent Breaches and Licensing**

Projected New Hires FY 2020

- **Non Exec Chairman: Francis Galbally LLB (Hons)**
- **CEO: Warren Sinclair FIPA, IFA (UK), FAICD**
- **Non-Exec Director: L. David Hansen BSc (USA)**
- **Sales and Marketing Director/Manager**
- **Chief Financial Officer**

Existing Key Management and Staff

- **Founder and CTO: Martin McConnachie**
- **General Manager Corporate: Tom Taggart**
- **General Manager IT: Chris Curtis BSc**
- **5 IT + 1 Customer service Staff**

Contact:

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Email: warren@allotz.com

Why Now and Why an Aussie Company?

Allotz founder, Martin McConnachie, a serial entrepreneur in the tech sector, realised while working in the Tourism systems development space in the early 2000's, that the ability to manage product pricing and inventory supply was cumbersome, ad hoc, done manually and resulted in lower revenue realization.

He set about inventing a method that would automate this process, now called Surge or Dynamic pricing and lodged a patent in 2006 that;

“Provides solutions toward solving the market problem of forcing vendors to commit physical inventory to particular distribution channels in a relatively ad hoc manner. In a specific example, the physical inventory may be accommodation allotments for short term rental and the accommodation allotments need to be sold between particular dates. Additionally, the accommodation providers select the accommodation allotments and the particular dates. The Patent is directed toward computer implemented methods, devices, and systems for providing solutions in real-time for selecting and managing the most efficient distribution channels of selling this physical inventory based on performance ranking of distribution channels. The solutions may include (1) adjusting a price for inventory allotments allocated and/or (2) re-allocating inventory allotments to different distribution channels based on performance ratings of the distribution channels.”

NK Patent Law

It took 13 years to secure. During that time Allotz developed and used the technology in the marketplace under its Autopilot Brand. Many companies worldwide moved into both dynamic pricing and distributed inventory management as the Allotz patent was not granted until 2019 however protection dates back to 2006.

Achievements

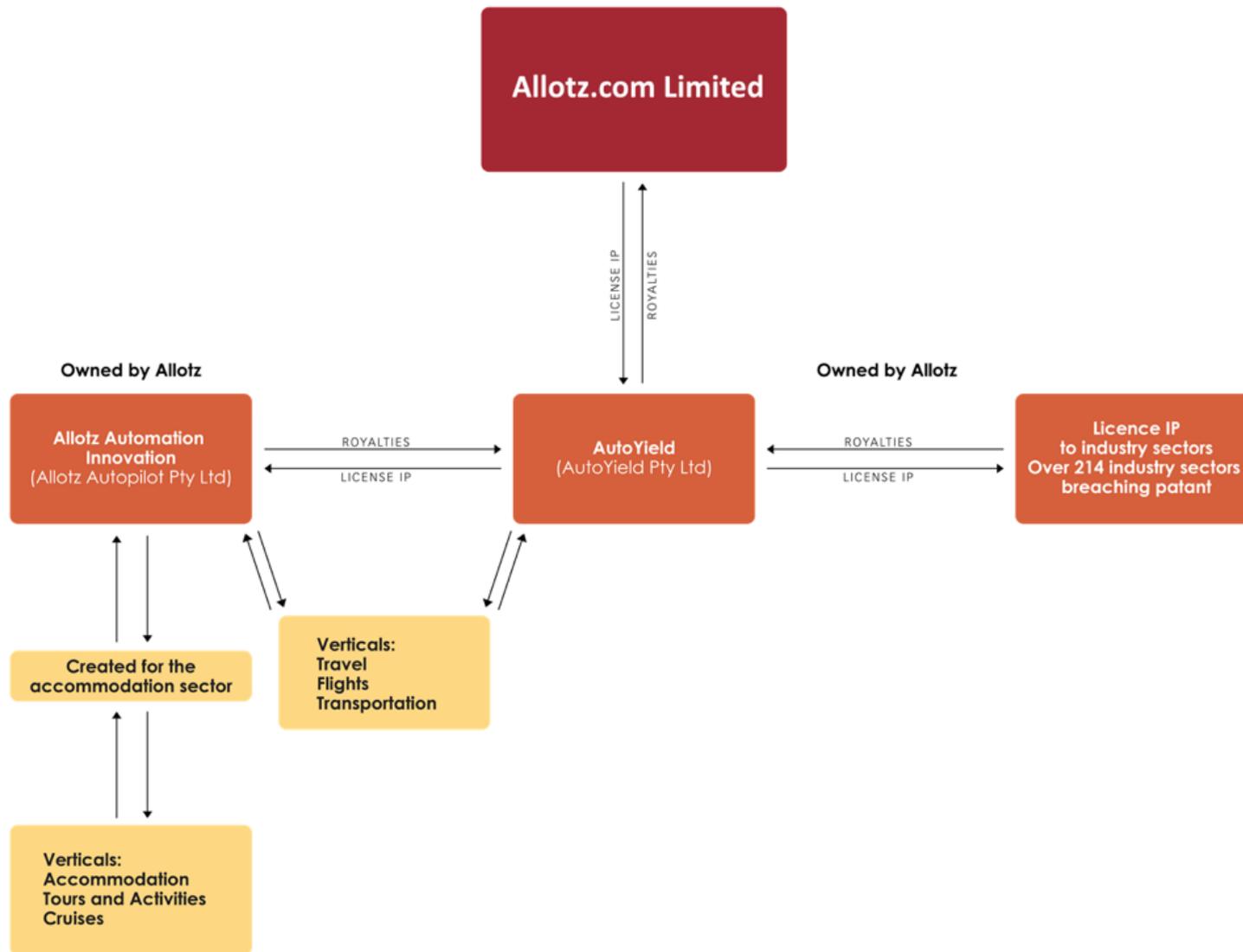
Company Overview Allotz.com Limited

- **Allotz** has secured USA and Australian Patents (listed to the right) that overcome one of the main challenges facing large ecommerce businesses. How to automatically adjust or vary the prices and allocations of their products , goods and services in a distributed online network, according to supply and demand every minute of every day, without the need for human intervention and complex decision-making work activity.
- **Allotz** has focused its technology to allow businesses to **optimize** profitability by automatically adjusting its product pricing based on a number of factors including supply and demand at any point in time.
- **Allotz** has developed its own ecommerce eco system around the patented technology specifically targeting the Accommodation management sector. The product is commercially available in the market and Allotz plan to aggressively grow this business. It currently has over 100 properties using its service.
- **Allotz** has identified that it can build a significant global business around licensing companies to use its technology.
- **Allotz** has identified thousands of companies internationally that are potentially breaching its patent including Microsoft, Amazon, Google, Uber and most large Hotel chains who would be License targets.

- Founded in 2006
- Patent US10198494
Granted 05.02.2019
'Control of Distributed Databases'
- Patent US20100299181
Applied for 25.11.2010
'Management of Inventory Allocations'
- Patent AU2007252290
Granted 29.11.2007
'Management of Inventory Allocations'
- Patent WO2007/134379
Applied for 29.11.2017
'Management of Inventory Allocations'
- Over 100 properties (1700 rooms) are currently using the Allotz Accomodation applications

How will the Patent be Valued - A simple example

- A leading Hotel chain has been identified as breaching the Patent
- Their Global Revenues in 2019 totaled USD\$22bn
- Based on circa 50% of its Revenues from the USA and Australia say \$11bn
- They have been breaching the Allotz Patent since 2006
- Ignoring historical fees that would be owing (and they would be substantial) If we were to secure a License agreement from 2020 at say 1% of Gross Revenue then this would amount to USD\$110m p.a
- This is one example using one of hundreds of major corporates potentially breaching the Allotz Patent
- A valuation of the company is likely to be ultimately in excess of \$1bn with a successful assertion outcome



Disclaimer and Disclosure

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Foreign Jurisdictions

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Confidentiality

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