

RENT.COM.AU LIMITED

ACN 062 063 692

PROSPECTUS

For a non-renounceable pro rata offer of up to 36,376,607 Shares at an issue price of \$0.15 each on the basis of one (1) Share for every three (3) Shares held at the Record Date

THIS OFFER CLOSES AT 5.00PM WST ON 28 APRIL 2016

VALID ACCEPTANCES MUST BE RECEIVED BEFORE THAT TIME.

Please read the instructions in this Prospectus and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

THE SHARES OFFERED BY THIS PROSPECTUS ARE OF A SPECULATIVE NATURE.

CORPORATE DIRECTORY

Directors and Management Mr Garry Garside (Non Exec. Chairman) Mr Mark Woschnak (Managing Director/CEO) Mr Sam McDonagh (Non Exec. Director) Mr John Wood (Non Exec. Director) Mr Phil Warren (Non Exec. Director)
Joint Company Secretaries Mr Jan Ferreira Mr Steven Wood
Registered Office 945 Wellington Street West Perth WA 6005, Australia Telephone: (08) 9322 7600 Facsimile: (08) 9322 7602
Stock Exchange Listing Australian Securities Exchange ASX Code for Shares: RNT
Company Website http://investors.rent.com.au
Share Registry Automic Registry Services Suite 1A, Level 1 7 Ventnor Avenue West Perth WA 6005, Australia Telephone: 1300 288 664
Lead Manager and Underwriter Jett Capital Advisors Pty Ltd 2 / Level 8, 66 Hunter Street Sydney NSW 2000 Australia
Solicitors to the Company GTP Legal Level 1, 28 Ord Street, West Perth WA 6005, Australia

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IMPORTANT NOTICES

This Prospectus is dated 7 April 2016 and was lodged with ASIC on that date. ASIC and ASX take no responsibility for the contents of this Prospectus.

No Shares will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus, being the expiry date of this Prospectus.

A copy of this Prospectus is available for inspection at the registered office of the Company at 945 Wellington Street, West Perth WA 6005, Australia, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 5.6).

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

The Shares offered by this Prospectus should be considered speculative. Please refer to Section 3 for details relating to investment risks.

Acceptances for Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form sent with this Prospectus. The Entitlement and Acceptance Form sets out an Eligible Shareholders' entitlement to participate in the Offer.

Applications for Shortfall Shares must also be made on the Entitlement and Acceptance Form. The issue of Shortfall Shares to Shareholders is in the absolute discretion of the Directors (in consultation with the Underwriter). More information on the Shortfall Offer is contained in Section 1.6.

No person is authorised to give any information or to make any representation in connection with the Offer and Shortfall Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer and the Shortfall Offer.

No action has been taken to permit the offer of Shares under this Prospectus in any jurisdiction other than Australia and New Zealand.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known by investors and professional advisers whom potential investors may consult.

PROPOSED TIMETABLE

Lodgement of Prospectus with ASIC and provision of copies to ASX	7 April 2016
Appendix 3B given to ASX	7 April 2016
Notice sent to security holders	11 April 2016
Existing Shares quoted on an "ex" basis	12 April 2016
Record Date	13 April 2016
Prospectus and Entitlement and Acceptance Form sent to Eligible Shareholders	15 April 2016
Last Day to extend offer closing date	22 April 2016
Closing Date*	28 April 2016
Shares quoted on a deferred basis	29 April 2016
ASX notified of under subscriptions	3 May 2016
Anticipated date for the issue of the Shares**	5 May 2016

* Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the Shares.

** Indicative date only.

1. Details of the Offer

1.1 The Offer

The Company is making a non-renounceable, pro rata offer of Shares at an issue price of \$0.15 each to Eligible Shareholders on the basis of one (1) Share for every three (3) Shares held at 5.00 pm (WST) on the Record Date (**Offer**).

A maximum of 36,376,607 Shares will be issued pursuant to this Prospectus.

Where the determination of the entitlement of Eligible Shareholders results in a fraction of a Share, such fraction will be rounded down to the nearest whole Share.

The issue price under the Offer of \$0.15 per Share represents an 18% discount to the volume weighted average price of the Company's shares on the ASX (**VWAP**) calculated over the 10 trading days prior to the date of this Prospectus and a 23% discount to the VWAP over the 30 trading days prior to the date of this Prospectus.

The Prospectus is also for the offer of the Shortfall Shares. Shareholders are entitled to participate in the offer of the Shortfall Shares by completing the relevant sections of the Entitlement and Acceptance Form. Refer to Section 1.6 for further information and details of the Shortfall Offer.

Refer to Section 5.1 for a summary of the rights attaching to the Shares.

1.2 Purpose of the Offer

Completion of the issue of Shares offered by this Prospectus will result in an increase in the cash on hand of up to approximately \$5.46 million (before payment of Offer costs). At the date of this Prospectus the Company had approximately \$3.58 million cash.

The funds raised under the Offer are proposed to primarily be expended to develop and execute the Company's offline branding campaign, and otherwise for general working capital purposes. A breakdown of the use of funds is as follows:

Description	A\$
Funds raised under the Offer (before payment of the costs of the Offer)	5,456,491
Marketing	4,168,000
Working Capital and Administration	835,736
Costs of Offer	452,755
Total use of funds	5,456,491

Actual expenditure may differ significantly from the above estimates due to a number of factors including the outcome of operational and commercialisation activities, regulatory development, market and general economic conditions and other factors (including the risk factors outlined in Section 3).

Unallocated working capital may be utilised by the Company to pay for cost overruns in budgeted expenditures (if any), additional sales and marketing campaigns and in the administration of the Company.

1.3 Your entitlement and acceptance

Your entitlement to participate in the Offer will be determined on the Record Date, being 13 April 2016. The entitlement of Eligible Shareholders receiving this Prospectus is shown on the Entitlement and Acceptance Form sent to Eligible Shareholders with this Prospectus.

You may accept all or only part of your Entitlement. If your acceptance exceeds your entitlement, unless you apply for Shortfall Shares (refer to Section 1.6), acceptance will be deemed to be for

your maximum Entitlement and any surplus Application Monies will be returned (without interest).

1.4 Opening and Closing Dates

The Company will accept Entitlement and Acceptance Forms from the Record Date for determining Eligible Shareholders' entitlements, being 13 April 2016, until 5.00pm WST on the Closing Date, being 28 April 2016 or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.

1.5 Underwriting, sub-underwriting and Top Up Option

The Offer is fully underwritten by Jett Capital Advisors (**Underwriter**) on the terms and conditions of the Underwriting Agreement. Pursuant to the Underwriting Agreement, the Company has given warranties and covenants to the Underwriter which are customary in an agreement of this nature. A summary of the Underwriting Agreement is set out in Section 5.3.

The Underwriter has advised that it has entered into binding sub-underwriting commitments (as described in Section 5.4) with various investors in respect of the entire Offer.

Shortfall Shares will be allocated in priority to Eligible Shareholders who apply for Shortfall Shares under the Shortfall Offer. Following the allocation of Shortfall Shares to any Eligible Shareholder who applies for any shortfall, Shortfall Shares will be allocated in satisfaction of obligations pursuant to the Underwriting Agreement. The sub-underwriters will be allocated Shares on a pro-rata basis.

Subject to Shareholder approval, the Company has agreed to grant one of the sub-underwriters 10,000,000 options, each with an expiry date of 3 months from the date of issue and an exercise price of \$0.15 per option (**Top Up Option**). Grant of the options under the Top Up Option is subject to Shareholder approval and the Company has agreed with the Underwriter to immediately seek such Shareholder approval. The offer of options under the Top Up Option is not being made under this Prospectus.

1.6 Shortfall Offer

In the event that not all Eligible Shareholders accept their full entitlement pursuant to the Offer, the Company (in consultation with the Underwriter) is offering the Shortfall to Eligible Shareholders on the terms and conditions below (**Shortfall Offer**).

The Offer of any Shortfall Shares is a separate offer made pursuant to this Prospectus and will remain open until the Closing Date or such other date as the Directors determine in their absolute discretion subject to the requirements of the Listing Rules. Eligible Shareholders who take up their Entitlement in full may apply for Shortfall Shares on the Entitlement and Acceptance Form enclosed with this Prospectus or by completing a BPAY® payment, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Shortfall Shares will be offered at an issue price of \$0.15 per Shortfall Share which is the issue price at which the Offer has been made to Eligible Shareholders.

As noted in Section 1.5 above, Shortfall Shares will be allocated in priority to Eligible Shareholders who apply for Shortfall Shares under the Shortfall Offer. The Shortfall Shares will have the same rights as the Shares as set out in Section 5.1.

The Company reserves the right to issue to an applicant for Shortfall Shares a lesser number of Shortfall Shares than the number applied for. If the number of Shortfall Shares issued is less than the number applied for, surplus Application Monies will be refunded in full. Interest will not be paid on any Application Monies refunded.

If Shareholders wish to apply for Shortfall Shares they should complete the relevant section of the Entitlement and Acceptance Form. Refer to Section 2.4 for instructions as to how to apply for Shortfall Shares.

1.7 No rights trading

The rights to Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your rights to subscribe for Shares to any other party. If you do not take up your Entitlement by the Closing Date, the Offer to you will lapse.

1.8 Entitlement and Acceptance Form

Acceptance of a completed Entitlement and Acceptance Form or Shortfall Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares accepted. Neither the Entitlement and Acceptance Form nor the Shortfall Application Form needs to be signed to be a binding acceptance of Shares.

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

1.9 No minimum subscription

There is no minimum subscription for the Offer.

1.10 Issue

All Shares offered by this Prospectus are expected to be issued, and security holder statements sent, on or before the date specified in the timetable. It is the responsibility of Applicants to determine their allocation prior to trading in the Shares. Applicants who sell Shares before they receive their holding statements will do so at their own risk.

1.11 Application Monies held on trust

All Application Monies received for the Shares will be held in trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the Shares are issued. All Application Monies will be returned (without interest) if the Shares are not issued.

1.12 ASX quotation

Application will be made to the ASX no later than 7 days after the date of this Prospectus for the official quotation of the Shares. If permission is not granted by the ASX for the official quotation of the Shares offered by this Prospectus within 3 months after the date of this Prospectus (or such period as the ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

1.13 CHESS

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASTC, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares.

If you are broker sponsored, ASTC will send you a CHESS statement.

The CHESS statement will set out the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

If you are registered on the Issuer Sponsored subregister, your statement will be sent by Computershare Investor Services and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Security holding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

1.14 Overseas Shareholders

The Offer is not being extended to any shareholders whose registered address is outside Australia or New Zealand. The Company is of the view that it is unreasonable to make the Offer to shareholders outside Australia and New Zealand, having regard to:

- (a) the number of those Shareholders;
- (b) the number and value of Shares to be offered to those persons; and
- (c) the cost of complying with overseas legal requirements.

The Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer other than for Shareholders in Australia and New Zealand. The Company is not required to make offers under the Prospectus to Shareholders other than in Australia and New Zealand. Where the Prospectus has been sent to Shareholders domiciled outside Australia or New Zealand and where the country's securities code or legislation prohibits or restricts in any way the making of the Offer contemplated by the Prospectus, the Prospectus is provided for information purposes only.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up Entitlements under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

The Offer is being made in New Zealand in reliance on the New Zealand Securities Act (Overseas Companies) Exemption Notice 2013. This document is not a prospectus or investment statement under New Zealand law and has not been registered or filed with, or approved by, any New Zealand regulatory authority under or in accordance with the New Zealand Securities Act 1978 or any other relevant law in New Zealand. This document may not contain all the information that an investment statement, or a prospectus under New Zealand law is required to contain.

Notwithstanding the above, the Company may (in its absolute discretion) extend the Offer to certain institutional or sophisticated shareholders who have registered addresses outside Australia and New Zealand (except the United States) in accordance with applicable law.

1.15 Risk factors

An investment in Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are in Section 3.

1.16 Taxation implications

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

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

1.17 Major activities and financial information

A summary of the major activities and financial information relating to the Company for the transitional financial year for the 6 months ended 30 June 2015 is in the Annual Financial Report which was lodged with the ASX on 30 October 2015.

A summary of activities relating to the Company for the half year ended 31 December 2015 is in the Half Year Statutory Accounts, lodged with the ASX on 23 February 2016.

The Company's continuous disclosure notices (i.e. ASX announcements) since 30 October 2015 are listed in Section 5.6.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that Shareholders review these and all other announcements prior to deciding whether or not to participate in the Offer.

1.18 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Acceptance.

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

1.19 Effect on Control

Given the Offer is pro rata, being conducted on a 1 for 3 ratio and underwritten by a broad group of sub-underwriters there is not expected to be any significant impact on the control of the Company by the completion of the Offer.

1.20 Potential Dilution

In addition, Shareholders should note that if they do not participate in the Offer their holdings are likely to be diluted by approximately 25% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

1.21 Enquiries concerning Prospectus

Enquiries concerning the Entitlement and Acceptance Form can be obtained by contacting Automatic Registry Services by telephone on 1300 288 664

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on (08) 6145 2609.

by the Company. Eligible Shareholders who elect to pay via BPAY® do not need to return their completed Entitlement and Acceptance Form. If you elect to pay via BPAY® then your payment must be made before 4.00pm (WST) on the Closing Date. Please read the instructions carefully.

It is your responsibility to ensure that your BPAY® payment is received by the share registry no later than 4.00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut off times with regards to electronic payments and you should therefore take this into consideration when making payment.

The Company will not be responsible for any postal or delivery delays or delay in the receipt of the BPAY® payment.

2.3 Entitlements not taken up

If you do not wish to accept any of your Entitlement, you are not obliged to do anything. The number of Shares you hold and the rights attaching to those Shares will not be affected should you choose not to accept any of your Entitlement.

2.4 Shortfall

If you wish to apply for Shares in excess of your Entitlement by applying for Shortfall Shares you may do so by completing the relevant sections of the Entitlement Acceptance Form or by completing a BPAY® payment, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully. Any Shares applied for in excess of your Entitlement will be made under the Shortfall Offer and will be issued in priority to the sub-underwriters but at the complete discretion of the Directors. Please read the instructions carefully.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Rent.com.au Limited" and lodged at any time after the issue of this Prospectus and no later than 5.00pm (WST) on the Closing Date at the Company's share registry (by post) at the address listed in Section 2.1.

If you wish to pay via BPAY® you must follow the instructions in the Entitlement and Acceptance Form. You will be deemed to have applied for Shortfall under the Shortfall Offer upon receipt of a BPAY® payment by the Company of more than your Entitlement. Eligible Shareholders who elect to pay via BPAY® do not need to return their completed Entitlement and Acceptance Form for either the Offer or Shortfall Offer. If you elect to pay via BPAY® then your payment must be made before 4.00pm (WST) on the Closing Date. Please read the instructions carefully.

It is your responsibility to ensure that your BPAY® payment is received by the share registry no later than 4.00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut off times with regards to electronic payments and you should therefore take this into consideration when making payment.

The Company will not be responsible for any postal or delivery delays or delay in the receipt of the BPAY® payment.

2.5 Enquiries concerning your entitlement

If you have any queries concerning your Entitlement please contact Automic Registry Services via telephone on 1300 288 664.

3. Risk Factors

Activities in the Company and its controlled entities, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entities have implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Shareholders need to be aware of in evaluating the Company's business and risks of increasing your investment in the Company. Shareholders should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the following:

3.1 Specific Risks Associated with the Company

(a) Commercialisation strategy execution

The Company is currently focused on commercialising its business operations to create a household consumer brand that services the needs of all participants in the rental property process, being renters, agents and landlords. The Company is undertaking sales and marketing campaigns aimed at increasing renter traffic and listings on its website to improve brand awareness.

There can be no assurance that the sales and marketing campaign and other initiatives will be successful in achieving the Company's objectives in the timeframe expected, or at all, which may have an adverse impact on future revenues and the ability to fully commercialise the Company's business operations.

The Company's commercialisation strategy and business plan also includes the development and growth of a range of downstream products and services for the property rental market. Whilst the Company has sought to limit its risk exposure in respect to the servicing obligation of these products through contractual arrangements with reputable third party providers, there is a risk that these third parties do not adequately or fully comply with their contractual rights and obligations. Such failure may lead to unavailability or fault with the downstream products and services, adversely impacting the Company's reputation, financial performance and operating margins.

(b) Sufficiency of funding

The Company's sales and marketing campaign and business strategy requires substantial expenditure and there can be no guarantees that the Company will have sufficient funds to successfully achieve all the objectives of the Company's business strategy, which may have an adverse impact on future revenue. This may result in the Company needing to raise additional funds to achieve these objectives and fully commercialise the business.

Any additional equity financing may be dilutive to the Company's existing Shareholders and any debt financing, if available, may involve restrictive covenants, which limit the Company's operations and business strategy. If the Company is unable to raise capital if and when needed, this could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

(c) Competition

The online property portal industry is highly competitive. Competition may arise from a number of sources including companies with greater capital resources. The Company's competitors include media backed organisations, licensed real estate agents or real estate industry bodies who operate online classified websites and other websites offering a range of properties for rent. The Company's performance could be adversely affected if existing or new competitors reduce the Company's market share through aggressive price competition; increasing product offerings to include non-agent landlord rental listings and/or downstream transaction products and services. For example, if realestate.com.au, the largest participant in the online real estate classified segment, opened up its platform to include non-agent landlords.

(d) Internet penetration and rate of migration online

A significant proportion of rental properties are managed by non-agent landlords who are believed to primarily advertise through traditional media such as newspapers, community notice

boards and other offline media. The Company provides a simple and cost effective medium for non-agent landlords to target renters. The rate of migration of non-agent landlords to online advertising will have an impact on the Company's future earnings. Since the Company's acquisition of Rent.com.au (Operations) Pty Ltd in June 2015 there has been a significant increase in non-agent landlord listings. Whilst migration online has occurred in various other classifieds advertising categories in recent years there can be no guarantee that this will continue and that non-agent landlords will continue to list their properties online in the future which may have an adverse effect on the growth of the Company.

(e) Migration of property agent customers from free to paid listings

The Company has historically offered most property agents free listings in order to secure their content. Following the deployment of its national agent sales team in March 2016, the Company is offering paid subscriptions to property agents. There can be no assurances made in relation to the number of property agents that will move onto paid subscriptions, which may have a negative impact on future revenue.

Factors that may reduce property agent's willingness to move onto or sign up for new paid subscriptions include the volume of enquiries from renters driven by unique site visitor numbers, awareness of the www.rent.com.au brand, the quality and competitiveness of subscription services offered and the efficacy of the Company's sales teams.

(f) Real estate industry

A change in the size and/or structure of the real estate market could impact the Company's earnings. In particular, consolidation of the market resulting in fewer and larger property agencies may impact upon the prospects of the Company. The Company relies upon listing data provided by property agents to enable its service proposition to renters. Whilst the Company currently receives this data from property agents, the cessation of provision of this data will adversely affect the ability of the Company to provide rental property listings results to renters in searches. Upon cessation of data, this may not be able to be restored or regained. This will decrease the attractiveness of the service provision to renters, likely to reduce traffic volumes and subsequent revenues as a result.

(g) Regulatory changes

Key areas of regulation which could impact upon the performance of the Company relate to regulation of the real estate industry and regulation of privacy and the use of data.

The property rental market is influenced by a number of factors including house prices, bank lending criteria, lifestyle decisions and the general condition of the Australian economy, which by its nature is cyclical and subject to change. From 1994 to 2014 there has been a trend of increasing percentages of Australian households renting, however structural changes to the real estate industry effected via legislation or regulatory changes that would encourage home ownership (e.g. first home owner incentives) and dis-incentivise property investment could impact negatively on the Company's revenues.

The Company relies upon interaction with renters, non-agent landlords and property agents who visit www.rent.com.au and improves its user experience through allowing customers to register their details on site. The Company does not sell customer's personal information and complies with privacy laws, however increased privacy regulation could impact negatively on the Company's operating results.

(h) Information technology

The Company's management information and other IT systems are designed to enhance the efficiency of its operations with a focus on customer facing websites. Its web platform is developed in-house using the Ruby on Rails web application framework. The Company relies on key personnel to maintain the site (see key management personnel risk below) and on the

availability of its programming code and absence of defects in its programming software. Source code is securely hosted offsite by GitHub, one of the largest code hosts in the world.

The Company's business relies upon users accessing www.rent.com.au which is hosted offsite by Amazon Web Services. Any interruptions to these operations could impair the ability for the Company to continue normal transaction processing. Standard backup and restoration procedures are in place, however, a natural disaster or other unforeseen event that results in loss of access to the Company website, the loss or corruption of data or the inability to process transactions could have a negative impact on the Company's performance.

(i) Reliance on key management personnel

The Company has a number of key management personnel, and its future depends on retaining and attracting these and other suitable qualified personnel. There is no guarantee that the Company will be able to attract and retain suitable qualified personnel, and a failure to do so could materially adversely affect the business, operating results and financial prospects.

(j) Security

As with all e-commerce businesses, the Company is heavily reliant on the security of its websites and associated payment systems which ensure that customers are confident transacting online. Breaches of security such as fraudulent and scam advertising could impact customer satisfaction and confidence in the Company and could impact the financial performance of the Company.

Other breaches of security, such as cyber-attacks by hackers, could render the Company's websites and associated payment systems unavailable through a disrupted denial of service or other disruptive attacks. Unavailability of those websites and associated payment systems could lead to a loss of revenues for the Company. Further, it could hinder the Company's ability to retain existing customers and attract new customers, particularly if the Company's products were perceived to be less secure or reliable than its competitors, which would have a material adverse impact on the Company's prospects.

(k) Threat of new technology

The Company's financial performance or operating margins could be adversely impacted if the popularity of the internet as a medium of finding and listing rental properties were to diminish due to the emergence of new technology. The Company continues to actively monitor the emergence of new technology.

(l) Customer service risk

The Company's business model is based on recurring revenue arising from usage. Poor customer service experiences may arise due to a number of circumstances, including customers receiving poor or inadequate services using the Company's websites, errors or defects or unsatisfactory customer outcomes. This may result in the loss of customers, adverse publicity, litigation, regulatory enquiries and customers reducing the use of the Company's products or services. If any of these occur, it may adversely impact the Company's revenues.

(m) Infringement of third party intellectual property rights

If a third party accuses the Company of infringing its intellectual property rights or if a third party commences litigation against the Company for the infringement of trademarks or other intellectual property rights, the Company may incur significant costs in defending such action, whether or not it ultimately prevails. Typically, intellectual property litigation is expensive. Costs that the Company incurs in defending third party infringement actions would also include diversion of management's and technical personnel's time.

In addition, parties making claims against the Company may be able to obtain injunctive or other equitable relief that could prevent the Company from further using its branding, trademarks or commercialising its products. In the event of a successful claim of infringement against the Company, it may be required to pay damages and obtain one or more licenses from the prevailing

third party. If it is not able to obtain these licenses at a reasonable cost, if at all, it could encounter delays in product introductions and loss of substantial resources while it attempts to develop alternative products. Defence of any lawsuit or failure to obtain any of these licenses could prevent the Company from commercialising available products and could cause it to incur substantial expenditure.

3.2 General Risks

(a) Market conditions

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

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and technology stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) 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 property rental market 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 online classified advertising 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.

(c) Litigation

The Company is exposed to the risk of actual or threatened litigation or legal disputes in the form of customer claims, intellectual property claims, personal injury claims, employee claims and other litigation and disputes. If any claim was successfully pursued it may adversely impact the financial performance, financial position, cash flow and share price of the Company.

(d) Investment risk

The Shares to be issued pursuant to this Prospectus should be considered speculative. They carry no guarantee as to payment of dividends, return of capital or the market value of the Shares. The prices at which an investor may be able to trade the Shares may be above or below the price paid for the Shares. While the Directors commend the Offer, prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

3.3 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus

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

4. Effect of the Offer

4.1 Capital Structure on completion of the Offer

	Number of Shares	Number of Unlisted Options	Number of Performance Shares	Number of Performance Rights
Balance at the date of this Prospectus	109,129,820	42,800,509 ⁽¹⁾	16,321,542 ⁽²⁾	12,578,383 ⁽³⁾
To be issued under the Offer	36,376,607	10,000,000 ⁽⁴⁾	-	-
Balance after the Offer (if fully subscribed)	145,506,427	52,800,509	16,321,542	12,578,383

- (1) Refer to the Unlisted Option table in Section 4.1.1 below for further details in respect to the terms of the Unlisted Options.
- (2) Refer to the Performance Shares table in Section 4.1.2 below for further details in respect to the terms of the Performance Shares
- (3) Refer to the Performance Rights table in Section 4.1.3 below for further details in respect to the terms of the Performance Rights
- (4) 10,000,000 options will be granted under the Top Up Option. See section 1.5 for more detail.

4.1.1 Unlisted Options – Key Terms and Conditions

Unlisted Options	Exercise Price	Expiry	Number
Existing Options	\$12.00	30 June 2016	115,507
Tranche 1 Employee Options ⁽¹⁾	\$0.25	23 June 2020	10,000,000
Tranche 2 Employee Options ⁽¹⁾	\$0.25	23 June 2020	4,500,000
Tranche 3 Employee Options ⁽¹⁾	\$0.25	23 June 2020	4,500,000
Tranche 4 Employee Options ⁽¹⁾	\$0.30	23 June 2020	5,561,667
Tranche 5 Employee Options ⁽¹⁾	\$0.30	23 June 2020	5,561,667
Tranche 6 Employee Options ⁽¹⁾	\$0.30	23 June 2020	5,561,666
Advisor Options	\$0.30	23 June 2020	7,000,000
Existing Secondary Options	\$15.00	31 March 2017	2
Total			42,800,509

(1) The Employee Options are subject to various vesting conditions in respect to continuous employment with the Company and Share price performance hurdles.

4.1.2 Performance Shares – Key Terms and Conditions

Each Performance Share converts to one Share upon satisfaction of certain milestones. The Vesting Conditions, Milestone Date and Expiry Date of each class of Performance Share is referred to in the below table.

Performance Shares	Conversion Milestones	Expiry	Number
Class B Performance Shares	On achievement of greater than \$10,000,000 in revenue by Rent in any 12 month period on or before 31 December 2018, each Class B Performance Share will convert on a one for one basis into a Share (Milestone B).	Milestone B must be achieved on or before 5.00 pm on the date which is 14 days after the release of the audited financial reports for period ended 31 December 2018.	8,160,771
Class C Performance Shares	On achievement of greater than \$3,000,000 in EBITDA by Rent in any 12 month period on or before 31 December 2019, each Class C Performance Share will convert on a one for one basis into a Share (Milestone C).	Milestone C must be achieved on or before 5.00 pm on the date which is 14 days after the release of the audited financial reports for period ended 31 December 2019.	8,160,771
Total			16,321,542

4.1.3 Performance Rights – Key Terms and Conditions

Each Performance Right entitles the holder to be issued one Share upon satisfaction of certain milestones. The Vesting Conditions, Milestone Date and Expiry Date of each class of Performance Right is referred to in the below table.

Performance Rights Tranche	Vesting Conditions	Milestone Date	Expiry Date	Number
Tranche 1	Continuous employment with the Company Group until 31 December 2016. Achievement of greater than 500,000 unique visitors to the website rent.com.au in each of 3 consecutive months.	On or before 31 December 2018	5.00pm on 31 January 2019	2,228,253
Tranche 2	Continuous employment with the Company Group until 31 December 2016. Achievement of greater than \$10,000,000 in revenue by Rent in any 12 month period.	On or before 31 December 2018	5.00pm on the date which is 14 days after release of the audited financial reports for the period ended 31 December 2018	2,228,253
Tranche 3	Continuous employment with the Company Group until 31 December 2016. Achievement of greater than \$3,000,000 in EBITDA by Rent in any 12 month period.	On or before 31 December 2019	5.00pm on the date which is 14 days after release of the audited financial reports for period ended 31 December 2019	2,228,253

Performance Rights Tranche	Vesting Conditions	Milestone Date	Expiry Date	Number
Tranche 4	Continuous employment with the Company Group until 31 December 2016. Achievement of greater than 500,000 unique visitors to the website rent.com.au in each of 3 consecutive months.	On or before 31 December 2018	5.00pm on 31 January 2019	1,937,875
Tranche 5	Continuous employment with the Company Group until 31 December 2016. Achievement of greater than \$10,000,000 in revenue by Rent in any 12 month period.	On or before 31 December 2018	5.00pm on the date which is 14 days after release of the audited financial reports for the period ended 31 December 2018	1,977,875
Tranche 6	Continuous employment with the Company Group until 31 December 2016. Achievement of greater than \$3,000,000 in EBITDA by Rent in any 12 month period.	On or before 31 December 2019	5.00pm on the date which is 14 days after release of the audited financial reports for period ended 31 December 2019	1,977,874
Total				12,578,383

4.2 Pro Forma Statement of Financial Position

Basis of Preparation

The pro-forma statement of financial position has been prepared in accordance with the draft ASIC Guide to Disclosing Pro-Forma Financial Information (issued July 2005). The pro forma balance sheets have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The pro forma statement of financial position is based on the unaudited statement of financial position as at 29 February 2016 that has then been adjusted to reflect the material transactions in the notes below.

	<u>Consolidated Actual</u>	<u>Pro forma Adjustments</u>	<u>Consolidated Pro forma</u>
	29 February 2016 (unaudited)		Post Offer (unaudited)
Assets	\$	\$	\$
Current Assets			
Cash and cash equivalents	4,197,843	5,456,491	9,654,334
Trade and other receivables	139,169	-	139,169
Total current assets	<u>4,337,012</u>	<u>5,456,491</u>	<u>9,793,503</u>
Non-current assets			
Plant and equipment	68,954	-	68,954
Intangible assets	570,153	-	570,153
Total Non-current assets	<u>639,107</u>	<u>-</u>	<u>639,107</u>
Total assets	<u>4,976,119</u>	<u>5,456,491</u>	<u>10,432,610</u>

Liabilities			
Current liabilities			
Trade and other payables	682,580	452,755	1,135,335
Employee benefits	345,077	-	345,077
Borrowings	24,076	-	24,076
Total Current liabilities	1,051,733	452,755	1,504,488
Non-Current liabilities			
Borrowings	107,491	-	107,491
Total non-current liabilities	107,491	-	107,491
Total liabilities	1,159,224	452,755	1,611,979
Net Assets	3,816,895	5,003,736	8,820,631
Equity			
Contributed equity	20,219,229	5,003,736	25,222,965
Reserves	2,732,837	-	2,732,837
Accumulated losses	(19,135,171)	-	(19,135,171)
Total Equity	3,816,895	5,003,736	8,820,631

Pro Forma Adjustments

The pro forma statement of financial position has been prepared based on the unaudited statement of financial position as at 29 February 2016 that has then been adjusted to reflect the following transactions and events relating to the issue of Shares under this Prospectus:

- (a) Increase in cash of \$5,456,491 being the amount raised from the Offer.
- (b) Increase in contributed equity of \$5,003,736 being the issue of 36,376,607 shares at an issue price of \$0.15 each pursuant to the Offer less costs of the Offer of \$452,755.

4.3 Market price of Shares

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

Highest: \$0.32 per Share on 7 January 2016

Lowest: \$0.16 per Share on 29 March 2016

The latest available market sale price of the Company's Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.175 per Share on 6 April 2016.

The issue price under the Offer of \$0.15 per Share represents an 18% discount to the VWAP calculated over the 10 trading days prior to the date of this Prospectus and a 23% discount to the VWAP over the 30 trading days prior to the date of this Prospectus.

4.4 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

5. Additional information

5.1 Rights attaching to Shares

A summary of the rights attaching to Shares in the Company is set out below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

The Shares to be issued under this Prospectus will rank equally with the existing Shares.

(a) General meeting and notices

Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act or the Listing Rules.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of the Company every holder of fully paid ordinary shares present in person or by an attorney; representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per share on a poll.

A person who holds a share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share.

Where there are 2 or more joint holders of a share and more than one of them is present at a meeting and tenders a vote in respect of the share, the Company will count only the vote cast by the member whose name appears first in the Company's register of members.

(c) Issues of further Shares

The Directors may, on behalf of the Company, issue, grant options over or otherwise dispose of unissued shares to any person on the terms, with the rights, and at the times that the Directors decide. However, the Directors must act in accordance with the restrictions imposed by the Constitution, Listing Rules, the Corporations Act and any rights for the time being attached to the shares in any special class of those shares.

(d) Variation of Rights

Unless otherwise provided by the Constitution or by the terms of issue of a class of shares, the rights attached to the shares in any class may be varied or cancelled only with the written consent of the holders of at least three-quarters of the issued shares of the affected class, or by special resolution passed at a separate meeting of the holders of the issued shares of the affected class.

(e) Transfer of Shares

Subject to the Constitution, the Corporations Act and Listing Rules, Shares are freely transferable.

The Shares may be transferred by a proper transfer effected in accordance with the ASX Settlement Operating Rules, by any other method of transferring or dealing with Shares

introduced by ASX and as otherwise permitted by the Corporations Act or by a written instrument of transfer in any usual form or in any other form approved by either the Directors or ASX that is permitted by the Corporations Act.

The Directors may decline to register a transfer of Shares (other than a proper transfer in accordance with the ASTC Business Rules) where permitted to do so under the Listing Rules. If the Directors decline to register a transfer, the Company must, within 5 business days after the transfer is delivered to the Company, give the party lodging the transfer written notice of the refusal and the reason for the refusal. The Directors must decline to register a transfer of Shares when required by law, by the Listing Rules or by the ASX Settlement Operating Rules.

(f) Partly paid Shares

The Directors may, subject to compliance with the Constitution, the Corporations Act and Listing Rules, issue partly paid shares upon which there are outstanding amounts payable. These shares will have limited rights to vote and to receive dividends.

(g) Dividends

The Directors may from time to time determine dividends to be distributed to members according to their rights and interests. The Directors may fix the time for distribution and the methods of distribution. Subject to the terms of issue of shares, the Company may pay a dividend on one class of shares to the exclusion of another class.

Each share carries the right to participate in the dividend in the same proportion that the amount for the time being paid on the share (excluding any amount paid in advance of calls) bears to the total issue price of the share.

(h) Winding up

Subject to the rights of holders of shares with special rights in a winding-up, if the Company is wound up, members will be entitled to participate in any surplus assets of the Company in proportion to the percentage of the capital paid-up or credited as paid up on the shares when the winding up begins.

(i) Dividend reinvestment and Share plans

Subject to the requirements in the Corporations Act and the Listing Rules, the Directors may implement and maintain dividend reinvestment plans (under which any member may elect that dividends payable by the Company be reinvested by way of subscription for fully paid shares in the Company) and any other share plans (under which any member may elect to forego any dividends that may be payable on all or some of the shares held by that member and to receive instead some other entitlement, including the issue of fully paid shares).

(j) Directors

The Constitution states that the minimum number of Directors is 3.

(k) Powers of the Board

Except as otherwise required by the Corporations Act, any other law, the Listing Rules or the Constitution, the Directors have the power to manage the business of the Company and may exercise every right, power or capacity of the Company.

(l) Share buy backs

Subject to the provisions of the Corporations Act and the Listing Rules, the Company may buy back shares in itself on the terms and at times determined by Directors.

(m) Unmarketable parcels

The Company's constitution permits the Board to sell the Shares held by a Shareholder if they comprise less than a marketable parcel within the meaning of ASX Business Rules. The procedure may only be invoked once in any 12 month period and requires the Company to give the Shareholder notice of the intended sale.

If a Shareholder does not want his Shares sold, he may notify the Company accordingly.

(n) Capitalisation of profits

The Company may capitalise profits. Subject to the Constitution and the terms of the issue of shares, members are entitled to participate in a capital distribution in the same proportions in which they are entitled to participate in dividends.

(o) Capital reduction

Subject to the Corporations Act and Listing Rules, the Company may reduce its share capital.

(p) Preference Shares

The Company may issue preference shares, including preference shares that are liable to be redeemed. The rights attaching to preference shares are those set out in the Constitution unless other rights have been approved by special resolution of the Company's members.

5.2 Lead Manager Mandate

The Company has entered into a lead manager mandate letter dated 5 April 2016 with Jett Capital Advisors (**Lead Manager Mandate**) pursuant to which the Company has engaged Jett Capital Advisors to act as the sole lead manager on the Offer.

Pursuant to the Lead Manager Mandate, the Company has agreed to pay Jett Capital an option exercise fee of 6% of the total proceeds received by the Company from the exercise of the Top Up Option.

5.3 Underwriting Agreement

The Company has entered into an underwriting agreement dated 6 April 2016 with Jett Capital Advisors (**Underwriting Agreement**) pursuant to which the Company has engaged Jett Capital Advisors to fully underwrite the Offer.

Pursuant to the Underwriting Agreement, the Company has agreed to pay Jett Capital Advisors a management fee of 2% of the total amount raised under the Offer and an underwriting fee of 5% of the total amount raised under the Offer. Jett Capital is entitled to be reimbursed reasonable costs of, and incidental to, the Offer including legal costs of \$10,000, provided that Jett Capital must obtain the Company's consent to any individual item greater than \$5,000.

The obligation of the Underwriter to underwrite the Offer is subject to certain events of termination. The Underwriter may terminate its obligations under the Underwriting Agreement if:

- (a) **entitlement offer certificate:** the Company fails to furnish an entitlement offer certificate by the time specified or if any statement in the entitlement offer certificate is untrue, inaccurate, incomplete or misleading or deceptive in any material respect;
- (b) **unable to issue Offer Shares:** the Company is prevented from issuing the Shares pursuant to the Offer within the time required by the Listing Rules, applicable Laws, an order of a court of competent jurisdiction or a Government Agency;
- (c) **ASX announcement:** the Company fails to lodge the announcement of the Offer by the date specified in the Underwriting Agreement;
- (d) **Prospectus:** any of the following occurs:

- (i) there is a material omission from this Prospectus;
 - (ii) this Prospectus contains a misleading or deceptive statement;
 - (iii) a statement in this Prospectus becomes misleading or deceptive;
 - (iv) a forecast in this Prospectus becomes incapable of being met or unlikely to be met in the projected time;
 - (v) this Prospectus does not comply with section 713 of the Corporations Act; or
 - (vi) any other matter (not covered in (i) to (v) above) occurs in respect of this Prospectus that is referred to in section 719 of the Corporations Act;
- (e) **breach of significant contracts:** the Company (or a related body corporate) breaches, terminates, alters, amends or voids any significant or material contracts referred to in this Prospectus without the prior consent of the Underwriter;
- (f) **corporations act:** any of the following occur:
- (i) ASIC applies for an order under section 1324B of the Corporations Act in relation to this Prospectus and the application is not dismissed or withdrawn before the Closing Date;
 - (ii) ASIC gives notice of intention to hold a hearing in relation to this Prospectus under section 739(2) of the Corporations Act or makes an interim order under section 739(3) of the Corporations Act; or
 - (iii) any person other than the Underwriter who consented to being named in this Prospectus withdraws that consent;
- (g) **supplementary prospectus:** the Underwriter, having elected not to execute its right to terminate its obligations under the Underwriting Agreement as a result of an occurrence described in paragraph (d), reasonably forms the view that a supplementary or replacement document must be lodged with ASIC under section 719 of the Corporations Act and the Company does not lodge a supplementary or replacement document in the form, with the content and within the time reasonably required by the Underwriter;
- (h) **withdrawal:** the Company withdraws the Offer;
- (i) **market fall:** the S&P/ASX 200 Index on any two business days in the period from announcement of the Offer to settlement of the Offer is 5% or more below the level of that index as at the close of trading on the Business Day before the date of the Underwriting Agreement;
- (j) **ASIC action:**
- (i) an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Offer or this Prospectus and such application becomes public or is not withdrawn within 1 Business Day after it is made or where it is made less than 1 Business Day before the date specified in the Underwriting Agreement, it has not been withdrawn by the that date; or
 - (ii) ASIC commences any investigation or hearing under Part 3 of the Australian Shares and Investments Commission Act 2001 (Cth) in relation to the Offer or the Prospectus and such investigation or hearing becomes public or is not withdrawn within 1 Business Day after it is commenced or where it is commenced within 1 Business Day before the date specified in the Underwriting Agreement, it has not been withdrawn by the that date.

- (k) **regulatory action:** there is an application to a Government Agency (including, without limitation, the Takeovers Panel) for an order, declaration or other remedy, or a Government Agency commences any investigation or hearing or announces its intention to do so, in each case in connection with the Offer (or any part of it) or any agreement entered into in respect of the Offer (or any part of it);
- (l) **listing and quotation:** approval is refused or not granted, or approval is granted subject to conditions other than customary conditions, to the quotation of any Shares by ASX or if granted, the approval is subsequently withdrawn, qualified (other than by customary conditions) or withheld;
- (m) **offences by Directors:** any of the following occurs:
- (i) a Director is charged with an indictable offence;
 - (ii) any Government Agency commences any public action against a Director or announces that it intends to take any such action;
 - (iii) any Director is disqualified from managing a corporation under the Corporations Act;
- (n) **Insolvency:** the Company or a group member is Insolvent (as defined in the Underwriting Agreement) or there is an act or omission which may result in the Company or a group member becoming Insolvent;
- (o) **Timetable** any event specified in the Timetable is delayed for more than 2 Business Days without the prior written consent of the Underwriter.
- (p) **other termination events:** any of the following events occur which, in the reasonable opinion of the Underwriter: has, or is likely to have, a material adverse effect on the success, marketing or settlement of the Offer, the value of the Shares or the willingness of investors to subscribe for Shares pursuant to the Offer or the performance of the secondary trading market of the Shares at any time during the 30 day period following the issue of the Shares pursuant to the Offer; or leads or is likely to lead to: (a) a contravention by the Underwriter of, or the Underwriter being involved in the contravention of, the Corporations Act or any other applicable law; or (b) a liability of the Underwriter under the Corporations Act or any other applicable law:
- (i) **(disclosures in Public Information)** the Public Information (as defined in the Underwriting Agreement) includes:
 - (A) a statement which is or becomes misleading or deceptive or likely to mislead or deceive; or
 - (B) any forecasts, expressions of opinion, intention or expectation which are not based on reasonable assumptions;
 - (ii) **(disclosures)** any information supplied by or on behalf of the Company to the Underwriter is or becomes misleading or deceptive in a material respect, including by way of omission;
 - (iii) **(hostilities)** hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of the United States, Australia, New Zealand, the United Kingdom, France, Germany, Russia, North Korea, South Korea, China, Japan or a member state of the European Union or the declaration by any of these countries of a national emergency or war or a major terrorist act is perpetrated anywhere in the world;

- (iv) **(change of law)** there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State of Australia, or any Federal or State authority of Australia adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of this Agreement), any of which does or is likely to prohibit or regulate the Offer, capital issues or stock markets or adversely affects the Company or investors in it;
- (v) **(compliance and regulatory requirements)** a contravention by the Company or any entity in the group of the Corporations Act, the Company's Constitution or any of the Listing Rules, or if the Company commits a fraudulent act;
- (vi) **(breach)** The Company fails to perform or observe any of its obligations under the Underwriting Agreement;
- (vii) **(misrepresentation)** a representation or warranty made or given by the Company under the Underwriting Agreement proves to be, or has been, or becomes, untrue or incorrect;
- (viii) **(market or trading disruption)** there is:
 - (A) a suspension or material limitation in trading in securities generally or any adverse change or disruption to the existing financial markets, political or economic conditions of Australia, Japan, Hong Kong, the Republic of China, the United Kingdom, the United States of America, a member state of the European Union, or the international financial markets or any change in national or international political, financial or economic conditions;
 - (B) a general moratorium on commercial banking activities is declared by the relevant central banking authority in any of those countries; or
 - (C) any adverse change or disruption to the existing financial markets, political or economic conditions of Australia, Japan, Hong Kong, the Republic of China, the United Kingdom, the United States of America, a member state of the European Union or the international financial markets or any change in national or international political, financial or economic conditions;
- (ix) **(change in management)** a change in the senior management of the Company or in the board of directors of the Company is announced or occurs;
- (x) **(adverse change)** there is an adverse change, or an event occurs which is likely to give rise to an adverse change, in the financial position, results, operations or prospects of the Company;
- (xi) **(new circumstances)** in the reasonable opinion of the Underwriter, a new circumstance arises that would have been required to be disclosed in this Prospectus had it arisen before this Prospectus were lodged with ASX;
- (xii) **(forecasts)** there:
 - (A) are not reasonable grounds, in the reasonable opinion of the Underwriter, for any statement by the Company in this Prospectus which relates to future matters (including financial forecasts);

- (B) ceases to be reasonable grounds, in the reasonable opinion of the Underwriter, for any statement by the Company in this Prospectus which relates to future matters (including financial forecasts) and the Company does not issue a supplementary prospectus;
- (xiii) **(constitution)** the Company varies any term of its constitution without the prior written consent of the Underwriter to the terms of the variation, such consent not to be unreasonably withheld;
- (xiv) **(change to company)** the Company:
 - (A) alters the issued capital of the Company;
 - (B) disposes or attempts to dispose of a substantial part of the business or property of the Company,

without the prior written consent of the Underwriter (which must not be unreasonably withheld or delayed); or
- (xv) **(charges)** the Company or any of its related bodies charges, or agrees to charge, the whole or a substantial part of the business or property of the Company other than:
 - (A) a charge over any fees or commissions to which the Company is or will be entitled;
 - (B) as disclosed in this Prospectus; or
 - (C) as agreed with the Underwriter (acting reasonably).

The Underwriting Agreement also contains a number of undertakings, indemnities, representations and warranties from the Company to the Underwriter that are considered standard for an agreement of this type.

5.4 Sub-underwriting Agreements

The Underwriter has entered into sub-underwriting arrangements with other investors who collectively have agreed to subscribe for the entire Offer. All fees to be paid to the sub-underwriters will be paid by Jett Capital Advisors.

Following the allocation of Shortfall Shares to any Eligible Shareholder who applies for shortfall, if a shortfall still exists, the remaining Shortfall Shares will be allocated pro-rata to the other sub-underwriters.

5.5 Company is a disclosing entity

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

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 5.6 below).

5.6 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the issue, a copy of:

- (a) the Annual Financial Report of the Company for the transitional 6 month period ended 30 June 2015, being the last financial year for which an annual financial report has been lodged with ASIC in relation to the Company before the issue of this Prospectus;

- (b) the half-year financial report for the half-year ended 31 December 2015 lodged by the Company with the ASX on 22 February 2016; and
- (c) the following continuous disclosure notices given by the Company to notify the ASX of information relating to the Company during the period from the date of lodgement of the Annual Financial Report referred to in paragraph (a) and before the date of issue of this Prospectus are as follows:

Date Lodged	Subject of Announcement
07/04/2016	Appendix 3B
06/04/2016	Reinstatement to Official Quotation
06/04/2016	Fully Underwritten Capital Raising
06/04/2016	Appendix 3B
06/04/2016	Appendix 3Y Cover Letter
06/04/2016	Appendix 3Y
06/04/2016	Appendix 3Y
06/04/2016	Appendix 3Y
06/04/2016	Appendix 3Y
06/04/2016	Appendix 3Y
06/04/2016	Suspension from Official Quotation
04/04/2016	Trading Halt
04/04/2016	March 2016 Operating Update
01/04/2016	RNT Enters New Strategic Alliance with VEDA
01/04/2016	Trading Halt
30/03/2016	Change in Substantial Holding
04/03/2016	February 2016 Operating Update
23/02/2016	Half Year Accounts 31 December 2015
23/02/2016	Appendix 4D
22/02/2016	Appendix 3B
09/02/2016	Investor Update Presentation
05/02/2016	RNT Achieves Traffic Record, Increases Engagement
29/01/2016	Quarterly Activities and Cashflow
15/01/2016	Appendix 3Y - Change of Director's Interest Notice
13/01/2016	RNT Achieves Better Than Expected Traffic Results
04/12/2015	Traffic Results - Maintained Above Target, Site Usage Grows
27/11/2015	RNT Results of AGM
27/11/2015	RNT Chairman & CEO Address to AGM
23/11/2015	Cleansing Prospectus
23/11/2015	Appendix 3B

Date Lodged	Subject of Announcement
18/11/2015	RNT Successfully Completes Capital Raising
16/11/2015	Trading Halt
04/11/2015	Traffic Exceeds Key 500,000UV Target
02/11/2015	New 5 Year Strategic Alliance with Certegy
30/10/2015	Corporate Governance Statement
30/10/2015	Appendix 4G

The following documents are available for inspection throughout the application period of this Prospectus during normal business hours at the registered office of the Company at 945 Wellington Street, West Perth, WA 6005, Australia,

- (i) this Prospectus;
- (ii) Constitution; and
- (iii) the consents referred to in Section 5.14 and the consents provided by the Directors to the issue of this Prospectus.

5.7 Information excluded from continuous disclosure notices

Other than as disclosed in this Prospectus, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

5.8 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Shares under this Prospectus.

5.9 Directors' interests

(a) Interests

Except as disclosed in this Prospectus, no Director, and no firm in which a Director has an interest:

- (i) has any interest, nor has had any interest in the last two years prior to the date of this Prospectus, in the formation or promotion of the Company, the Offer or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (ii) has been paid or given, or will be paid or given, any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Offer.

(b) Directors' Holdings

Set out in the table below are details of the Directors' relevant interests in Shares and performance rights of the Company at the date of this Prospectus and their proposed participation in the Offer.

Director	No. of Shares Held	No. of Performance Shares Held	No. of Performance Rights Held	No. of Options Held	Entitlement to Subscribe for Shares ⁽²⁾⁽³⁾
Garry Garside	2,422,356	581,382	334,239	950,000	807,452
Mark Woschnak	7,447,689	1,985,892	9,851,223	28,000,000	2,482,563
John Wood ⁴	10,827,219	6,068,082	175,914	500,000	3,609,073
Sam McDonagh	141,032	37,606	562,926	1,600,000	47,011
Phil Warren	94,432	0	0	1,050,001	31,477

- (1) Securities are held directly or indirectly by the Director or a related party of the Director.
- (2) Entitlement to subscribe for Shares that will be held directly or indirectly.
- (3) At the time of lodging this Prospectus:
- (i) Garry Garside has advised that he (or his nominees) intends to take up none of their Entitlement under the Offer;
 - (ii) Mark Woschnak has advised that he (or his nominees) intends to take up none of their Entitlement under the Offer;
 - (iii) John Wood has advised that he (or his nominees) intends to take up 2,000,000 Shares being approximately 55% of their Entitlement under the Offer;
 - (iv) Sam McDonagh has advised that he (or his nominees) intends to take up all of their Entitlement under the Offer; and
 - (iv) Phil Warren has advised that he (or his nominees) intends to take up all of their Entitlement under the Offer.
- (4) 9,157,783 shares are held by Rent Investment Pty Ltd of which John Wood is a director and majority shareholder.
- (c) Remuneration of Directors

In accordance with the Constitution, the Shareholders have approved an aggregate amount of up to \$350,000 per annum to be paid as non-executive Directors' fees.

It is currently resolved that each non-executive Director is entitled to receive fees of \$40,000 per annum (inclusive of superannuation), and the non-executive Chairman is entitled to receive fees of \$55,000 per annum (inclusive of superannuation).

In the last 2 financial years, \$320,757 for the transitional financial year (six months) ended 30 June 2015 and \$126,444 for the financial year ended 31 December 2014 have been paid by the Company to Directors or companies associated with Directors, as remuneration (including payments to executive directors).

The table below sets out the remuneration provided to the Directors of the Company during the last 2 financial years prior to this Prospectus:

Directors	Year	Salary & Fees \$	Superannuation \$	Share Based Payments \$	Total \$
Garry Garside ¹	2014/2015	2,292	-	3,129	5,421
	2013/2014	-	-	-	-
Mark Woschnak ¹	2014/2015	21,157	2,010	92,712	115,879
	2013/2014	-	-	-	-
John Wood ¹	2014/2015	1,667	-	1,682	3,349
	2013/2014	-	-	-	-
Sam McDonagh ¹	2014/2015	1,667	-	5,145	6,812
	2013/2014	-	-	-	-
Phil Warren ²	2014/2015	20,000	-	129,296	149,296
	2013/2014	11,444	-	-	11,444

Directors	Year	Salary & Fees \$	Superannuation \$	Share Based Payments \$	Total \$
Ian Mcliver ³	2014/2015	20,000	-	-	20,000
	2013/2014	40,000	-	-	40,000
Mark Titchener ³	2014/2015	20,000	-	-	20,000
	2013/2014	45,000	-	-	45,000
Cherie Leeden ⁴	2014/2015	-	-	-	-
	2013/2014	30,000	-	-	30,000

- (1) Appointed as a Director on 15 June 2015.
(2) Appointed as a Director on 18 September 2014.
(3) Resigned as a Director on 15 June 2015.
(4) Resigned as a Director on 18 September 2014.

(d) Other Interests

- (i) Grange Capital Partners Pty Ltd provides corporate advisory services to the Company at a rate of \$4,200 per month (excluding GST). Grange Consulting Group Pty Ltd (**Grange Consulting**) provides company secretarial and financial management services to the Company at a rate of \$6,300 per month (excluding GST).

Mr Phil Warren is a Director of Grange Consulting and an entity associated with him is a shareholder in Grange Consulting.

- (ii) The Company has a commercial lease agreement with Prime Health Group for office space at its former premises 463 Scarborough Beach Road, Osborne Park. The lease expires 30 April 2016 and rent is payable monthly at a rate of \$3,541 excluding GST. As at the date of this prospectus an amount of \$352,736 is owed to Prime Health Group in rent arrears. This amount is due and payable on 1 July 2016.

Prime Health Group is an entity controlled by Mr Garry Garside.

5.10 Substantial Shareholders

Shareholders holding 5% or more of the Shares on issue as at the date of this Prospectus are set out in the table below.

Name of Shareholder	Number of Shares	% Shareholding
Rent Investment Pty Ltd	9,157,783	8.39
Wainford Holdings Limited	9,118,457	8.36
Mark Woschnak	7,447,689	6.82
TEFIG Pty Ltd	5,779,544	5.30

5.11 Interests of Named Persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Offer or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or

- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Offer.

GTP Legal will be paid fees of approximately \$25,000 (plus GST) in relation to the preparation of this Prospectus and related matters regarding the capital raising. In the past two years, GTP Legal has received approximately \$181,000 (excluding GST) for the provision of legal services to the Company.

Jett Capital Advisors will be paid gross fees of approximately \$381,955 (excluding GST) in relation to its services as lead manager and Underwriter to the Offer. In the past two years, Jett Capital Advisors has received approximately \$117,600 (excluding GST) for capital raising services provided to the Company in relation to sourcing investment for the Company.

5.12 Secondary Trading Offer

The Company hereby offers 1,000 Shares at \$0.15 per Shares under this Prospectus for the purpose of qualifying the Shares issued on exercise of the Top Up Option for secondary trading purposes under section 708A(11) of the Corporations Act issued in the event the Underwriter elects to exercise the options issued under the Top Up Option. This offer will remain open until such time as determined by the Company.

5.13 Expenses of issue

The estimated expenses of the issue are as follows:

Expenses	\$
ASIC lodgement fee	2,500
ASX quotation fee	13,300
Lead Manager and Underwriter Fees	381,955
Legal expenses	40,000
Printing, mailing and other expenses	10,000
Share registry expenses	5,000
Total	452,755

5.14 Consents

The following consents have been given in accordance with the Corporations Act and have not been withdrawn as at the date of lodgement of this Prospectus with ASIC:

GTP Legal has given, and has not withdrawn, their written consent to being named in this Prospectus as solicitors to the Company. GTP Legal has not authorised or caused the issue of this Prospectus or the making of the Offer under this Prospectus. GTP Legal makes no representation regarding, and to the extent permitted by law excludes any responsibility for, any statements in or omissions from any part of this Prospectus.

Jett Capital Advisors has given, and has not withdrawn, its written consent to being named in this Prospectus as the Lead Manager and Underwriter to the Offer. Jett Capital Advisors has not authorised or caused the issue of this Prospectus or the making of the Offer under this Prospectus. Jett Capital Advisors makes no representation regarding, and to the extent permitted by law excludes any responsibility for, any statements in or omissions from any part of this Prospectus.

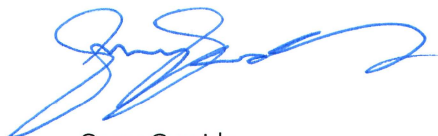
Automic Registry Services has given and, as at the date hereof, has not withdrawn, its written consent to be named as share registry in the form and context in which it is named. Automic Registry Services has had no involvement in the preparation of any part of this Prospectus other than being named as share registrar of the Company. Automic Registry Services has not

authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Prospectus.

6. Authorisation

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of Company by:



Garry Garside
Non-executive Chairman
Dated: 7 April 2016

7. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

Acceptance means a valid application for Shares made pursuant to this Prospectus on an Entitlement and Acceptance Form.

Annual Financial Report means the financial report lodged by the Company with ASIC in respect to the transitional year for the 6 month period ended 30 June 2015 and includes the corporate directory, Shareholder information, Directors' declaration, financial statements and the notes thereto, of the Company and its controlled entities for the period ended 30 June 2015, together with a Directors' report in relation to that financial year and the auditor's report for the period to 30 June 2015.

Applicant means a person who submits an Entitlement and Acceptance Form or Shortfall Application Form.

Application Monies means application monies for Shares received by the Company.

ASIC means Australian Securities and Investments Commission.

ASTC means ASX Settlement Pty Ltd ACN 008 504 532.

ASX means ASX Limited ACN 008 624 691.

Board means the Directors meeting as a board.

Business Day means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

CHES means ASX Clearing House Electronic Subregister System.

Closing Date means the date identified as such in the proposed timetable or such later date as the Directors may determine.

Company means Rent.com.au Limited ACN 062 063 692

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

Corporations Act means Corporations Act (Cth) 2001.

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

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

Entitlement means an Eligible Shareholder's entitlement to Shares under the Offer as determined on the Record Date.

Entitlement and Acceptance Form or **Form** means the entitlement and acceptance form attached to this Prospectus that sets out the entitlement of Shareholders to subscribe for Shares pursuant to the Offer.

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESSE.

Jett Capital Advisors means Jett Capital Advisors Pty Ltd (ACN 603 930 418).

Listing Rules means the Listing Rules of the ASX.

Offer means as defined in Section 1.1.

Official List means the official list of ASX.

Official Quotation means quotation of Shares on the Official List.

Prospectus means this prospectus dated 7 April 2016.

Record Date means the date specified as such in the proposed timetable.

Related Corporation means a "related body corporate" of the Company as that expression is defined in the Corporations Act and includes a body corporate which is at any time after the date of this Agreement a "related body corporate" but ceases to be a "related body corporate" because of an amendment, consolidation or replacement of the Corporations Act.

Rent means Rent.com.au Limited ACN 062 063 692

Section means a section of this Prospectus.

Shareholder means a holder of Shares.

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

Shortfall Application Form means the application form attached to this Prospectus to subscribe for Shortfall Shares.

Shortfall Offer means as defined in Section 1.6.

Shortfall Shares means that number of the Shares that have not validly been applied for under the Offer by the Closing Date.

Top Up Option means as defined in Section 1.5.

Underwriter means Jett Capital Advisors.

Underwriting Agreement means as defined in Section 5.3.

VWAP means as defined in Section 1.1.

WST means Western Standard Time, being the time in Perth, Western Australia.

\$ means Australian dollars.