

**ARROWHEAD RESOURCES LIMITED
(TO BE RENAMED 'EMERGE GAMING LIMITED')
ACN 004 766 376**

BONUS ISSUE PROSPECTUS

For a bonus issue of one (1) Option (**Bonus Option**) for every one (1) Share held by those Shareholders registered at the Record Date (**Offer**). No funds will be raised as a result of the Offer.

All references to Securities in this Prospectus are made on the basis that the 1:8:1 consolidation for which Shareholder approval was obtained at the general meeting of the Company held on 9 October 2017 (**Consolidation**) has taken effect.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Bonus Options being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser. This document may not be distributed in the United States.

The Bonus Options offered by this Prospectus should be considered as speculative.

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1. CORPORATE DIRECTORY

Directors

Mr Michael Rosenstreich
Chairman and Managing Director

Mr John Kenny
Non-Executive Director

Mr Philip Re
Non-Executive Director

Registered Office

Suite 1, 58 Southside Drive
Hillarys WA 6025

Telephone: + 61 8 9246 4483

Website:
www.arrowheadresources.com.au
Email: info@arrowheadresources.com.au

Proposed Directors

Mr Bert Mondello
Proposed Non-Executive Chairman

Mr Gregory Stevens
Proposed Executive Director

Mr Jonathan Hart
Proposed Non-Executive Director

Solicitors

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

Company Secretary

Mr Rowan Caren

Share Registry*

Automic Registry Services
Level 2, 267 St Georges Terrace
Perth WA 6000

Telephone: 1300 288 664
International: +61 2 9698 5414

Email: hello@automic.com.au

Auditor*

HLB Mann Judd
Level 4
130 Stirling Street
PERTH WA 6000

*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

2. TIMETABLE*

Lodge Appendix 3B	25 October 2017
Lodge Bonus Option Prospectus	25 October 2017
Shares trade ex-Bonus Option entitlements	8 November 2017
Bonus Options commence trading on a deferred settlement basis	8 November 2017
Record Date for Bonus Options	9 November 2017
Prospectus sent to Shareholders	14 November 2017
Intended date of issue	24 November 2017
End of Bonus Options Trading on deferred settlement basis	24 November 2017
Lodge Appendix 3B	24 November 2017
Normal trading in Bonus Options	29 November 2017

*These dates are indicative only, are dependent on the Settlement of the Acquisition of GBG by the Company and may change without prior notice. As such the date the Bonus Options are expected to commence trading on ASX may vary.

3. IMPORTANT NOTES

3.1 Introduction

This Prospectus is dated 25 October 2017 and was lodged with the ASIC on that date. The ASIC, the ASX and their officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Bonus Options may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Bonus Options the subject of this Prospectus should be considered highly speculative.

As this is a bonus issue of Options, Shareholders are not required to apply for Bonus Options.

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 to investors and professional advisers whom potential investors may consult.

3.2 Risk factors

Potential investors should be aware that the grant and any exercise of Bonus Options in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in section 7 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Bonus Options in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers in relation to the issue of Bonus Options pursuant to this Prospectus.

4. DETAILS OF THE OFFER

4.1 The Offer

The Offer is being made as a bonus issue of one (1) Option for every one (1) Share held by Shareholders registered at the Record Date, to be issued for nil consideration.

Based on the capital structure of the Company as at the date of this Prospectus, and the number of Shareholders located in Australia to whom the Offer is made, approximately 136,593, 577 Bonus Options will be issued pursuant to this Offer. No funds will be raised as a result of the Offer.

All of the Bonus Options offered under this Prospectus will be issued on the terms and conditions set out in section 6.1 of this Prospectus.

All of the Shares issued upon the future exercise of the Bonus Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to section 6.2 for further information regarding the rights and liabilities attaching to the Shares.

Details of the purpose and effect of the Offer are set out in section 5.1 of this Prospectus.

4.2 Acquisition of GBG

The Company intends to issue the Bonus Options on the date of Settlement of the Acquisition of GBG. If this occurs, the Bonus Options will expire three years from the date the Company's securities are reinstated to trading following re-compliance with Chapters 1 and 2 of the ASX Listing Rules. However, if the Acquisition Agreement is terminated, the Bonus Options will be issued as soon as reasonably practicable after the date of termination, in which case, the Bonus Options will expire on the date that is three years from the date of issue (refer to Section 6.1 for the terms and conditions of the Bonus Options).

4.3 Minimum subscription

There is no minimum subscription.

4.4 ASX listing

Application for Official Quotation of the Bonus Options offered pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. The Bonus Options will be issued in accordance with the timetable set out at the commencement of this Prospectus, however they will remain unquoted until such time as the Company satisfies the quotation requirements. The Company anticipates that quotation will occur soon after issue. If ASX does not grant Official Quotation of the Bonus Options offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by the ASIC) any Bonus Options issued will be void in accordance with section 723 of the Corporations Act.

The fact that ASX may grant Official Quotation to the Bonus Options is not to be taken in any way as an indication of the merits of the Company or the Bonus Options now offered.

4.5 Issue

Bonus Options issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

Holding statements for Bonus Options issued under the Offer will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus as soon as practicable after their issue.

4.6 Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Bonus Options these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Bonus Options will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

4.7 Enquiries

Any questions concerning the Offer should be directed to Mr Rowan Caren, Company Secretary, on + 61 8 9246 4483.

5. PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

The purpose of the Offer is to reward Shareholders for supporting the Company and to provide the Company with a potential source of additional capital if Bonus Options are exercised. No funds will be raised through the issue of the Bonus Options pursuant to this Prospectus, however if all the Bonus Options are exercised, the Company will receive approximately \$2,731,872.

5.2 Effect of the Offer

The principal effect of the Offer, assuming all Bonus Options offered under the Prospectus are issued, will be to increase the number of Options on issue from nil prior to the date of this Prospectus to approximately 136,593,577 following completion of the Offer.

5.3 Effect on Balance Sheet

The Bonus Options to be issued pursuant to this Prospectus will be issued for no consideration. There will be no effect on the Company's balance sheet.

5.4 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Bonus Options offered under the Prospectus are issued and all Securities under the Re-compliance Prospectus lodged by the Company in connection with the Acquisition of GBG, is set out below.

Shares¹

	Number
Shares currently on issue	136,593,577 ¹
Shares to be issued pursuant to the Offer (the subject of this Prospectus)	Nil
Shares to be issued under the Public Offer (pursuant to the Re-compliance Prospectus)	250,000,000
Consideration Shares to be issued to the GBG Shareholders (pursuant to the Re-compliance Prospectus)	184,500,000
Advisor Shares to be issued to CPS Capital (pursuant to the Re-compliance Prospectus)	11,500,000
Director Shares to be issued to Messrs Jason Peterson (a former Director) and John Kenny (pursuant to the Re-compliance Prospectus)	5,000,000
Total Shares on issue after completion of the Offer under this Prospectus and the offers under the Re-Compliance Prospectus	587,593,577

Performance Shares

	Number
Performance Shares currently on issue	Nil
Performance Shares to be issued pursuant to the Offer (the subject of this Prospectus)	Nil
Performance Shares to be issued to the GBG Shareholders (pursuant to the Re-compliance Prospectus)	100,000,000
Total Performance Shares on issue after completion of the Offer under this Prospectus and the offers under the Re-Compliance Prospectus	100,000,000

Options

	Number
Options currently on issue	Nil
Bonus Options offered pursuant to the Offer ^{2,4}	136,593,577
Options to be issued under the Public Offer (pursuant to the Re-compliance Prospectus) ³	62,500,000
Consideration Options to be issued to the GBG Shareholders (pursuant to the Re-compliance Prospectus) ³	184,500,000
Advisor Options to be issued to CPS Capital (pursuant to the Re-compliance Prospectus) ³	11,500,000
Total Options on issue after completion of the Offer under this Prospectus and the offers under the Re-Compliance Prospectus	395,093,577

Notes:

1. The terms and conditions of the Shares are set out in section 6.2.
2. The terms and conditions of the Options are set out in section 6.1.
3. Quoted Options exercisable at \$0.02 each, on or before the date that is three years from the date the Company's securities are reinstated to trading following re-compliance with Chapters 1 and 2 of the ASX Listing Rules
4. The Bonus Options will be issued in accordance with the timetable set out at the commencement of this Prospectus, however they will remain unquoted until such time as the Company satisfies the quotation requirements. The Company anticipates that quotation will occur soon after issue.

No Shares currently on issue are subject to escrow restrictions, either voluntary or ASX imposed however, subject to the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules and completing the offers under the Re-Compliance Prospectus, the Company understands that certain Securities on issue (including the Consideration Securities, Advisor Securities and Director Shares) may be classified by ASX as restricted securities and will be required to be held in escrow for up to 24 months from the date of Official Quotation.

5.5 Details of substantial holders

Based on publicly available information as at 25 October 2017 and a review of the Company's share register, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
Abbotsleigh Pty Limited <I Gandel Share Invest A/C> and Gandel Metals Pty Ltd <Gqndel Metals Account>	14,793,268	11.92
Ventureworks JDK Pty Ltd	12,758,151	10.30
Sunset Capital Management Pty Ltd <Sunset Superfund A/C>	10,530,991	8.49
Situate Pty Ltd, Taveram Pty Limited and Richard Basil William Beale	8,333,333	6.72

The Offer will have no effect on the quantity of Shares held by these substantial shareholders as only Options are being issued.

6. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

6.1 Bonus Option terms and conditions

The following are the terms and conditions of the Bonus Options:

(a) **Entitlement**

Each Bonus Option entitles the holder to subscribe for one Share upon exercise of the Bonus Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Bonus Option will be \$0.02 (**Exercise Price**).

(c) **Expiry Date**

Each Bonus Option will expire at 5:00pm (WST) on, either:

- (i) in the event that the Bonus Options are issued on the date of Settlement of the Acquisition, the date that is three years from the date the Company's securities are reinstated to trading following re-compliance with Chapters 1 and 2 of the ASX Listing Rules; or
- (ii) in the event that the Bonus Options are issued at any other time, the date that is three years from the date of issue of the Bonus Options,

(**Expiry Date**). A Bonus Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Bonus Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Bonus Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Bonus Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Bonus Options.

If a notice delivered under paragraph (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Bonus Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Bonus Options.

(j) **Reconstruction of capital**

Subject to the Corporations Act and the ASX Listing Rules at the time of reconstruction, upon any sub-division or consolidation of the Shares or reduction of share capital, the number of Shares to be subscribed on any subsequent exercise of the Bonus Options will be increased or reduced in due proportion so as to maintain the same relative subscription rights for the Bonus Options and the Exercise Price will be adjusted accordingly.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Bonus Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Bonus Options without exercising the Bonus Options.

(l) **Change in exercise price**

A Bonus Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Quoted**

The Company will apply for quotation of the Bonus Options on ASX.

(n) **Transferability**

The Bonus Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

6.2 Rights attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to Shares being the underlying securities of the Bonus Options to be issued pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) **Dividend rights**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as are referred to in the resolution and which plan provides for any dividend which the Directors may declare from time to time and payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, to be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued upon the exercise of the Bonus Options will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) **Future increase in capital**

The allotment and issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

7. RISK FACTORS

7.1 Introduction

The Bonus Options offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers.

There are specific risks which relate directly to the Company and GBG. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section and in the Investment Overview, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

7.2 Risks relating to Change in Nature and Scale of Activities

(a) Completion risk

Pursuant to the Acquisition Agreement, the Company has agreed to acquire 100% of the issued capital of GBG, completion of which is subject to the fulfilment of certain conditions. There is a risk that the conditions for completion of the Acquisition cannot be fulfilled and, in turn, that completion of the Acquisition of GBG does not occur.

If the Acquisition is not completed, the Company will incur costs relating to advisors and other costs without any material benefit being achieved.

(b) Re-quotation of shares on ASX

The Acquisition of GBG constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the Official List of ASX.

There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Securities on the ASX. Should this occur, the Securities will not be able to be traded on the ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares and Options should the Company be suspended until such time as it does re-comply with the ASX Listing Rules.

(c) Dilution risk

The Company currently has 136,593,577 Shares on issue. Pursuant to the Acquisition Agreement, the Company proposes to issue:

- (i) the Consideration Shares;
- (ii) the Consideration Options;
- (iii) the Performance Shares;

- (iv) the Capital Raising Shares;
- (v) the Capital Raising Options;
- (vi) the Advisor Shares;
- (vii) the Advisor Options; and
- (viii) Shares to Messrs Jason Peterson and John Kenny (**Director Shares**).

On issue of the Consideration Shares, the Capital Raising Shares, the Advisor Shares and the Director Shares (and provided no Options are exercised):

- (i) the existing Shareholders will retain approximately 23.25% of the Company's issued Share capital;
- (ii) the GBG Shareholders will hold approximately 31.40% of the Company's issued Share capital;
- (iii) CPS Capital will hold approximately 1.96% of the Company's issued Share capital; and
- (iv) the investors under the Capital Raising will hold approximately 42.55% of the Company's issued Share capital.

If subsequently the performance milestones are met and all the Performance Shares are converted (and provided no other Shares are issued or Options exercised), the interests of the existing Shareholders in the Company will reduce to 19.87%.

If subsequently the Consideration Options are exercised (and provided no other Shares are issued and no Performance Shares or Options exercised), the interests of the existing Shareholders in the Company will reduce to 15.66%.

If subsequently the Advisor Options are exercised (and provided no other Shares are issued and no Performance Shares or Options exercised), the interests of the existing Shareholders in the Company will reduce to 15.46%.

There is also a risk that the interests of Shareholders will be further diluted as a result of future capital raisings required in order to fund the development of the GBG technology and Platform.

(d) **Liquidity risk**

On Settlement, the Company proposes to issue Consideration Shares, Consideration Options and Performance Shares to the GBG Shareholders in consideration for the acquisition of 100% of the issued capital of GBG. The Company understands that ASX will treat these securities as restricted securities in accordance with Chapter 9 of the ASX Listing Rules. However, submissions will be made to the ASX to apply for cash formula relief in respect of these Securities.

Based on the post-Acquisition capital structure (assuming no further Shares are issued and Performance Shares or Options exercised), the

Consideration Shares will equate to approximately 31.40% of the issued Share capital on an undiluted basis. This could be considered an increased liquidity risk as a large portion of issued capital may not be able to be traded freely for a period of time.

7.3 Risks in Respect of GBG's Current Operations

(a) Regulatory Environment

GBG is based in Australia and is subject to Australian laws and regulations. However, GBG currently has its operations in international jurisdictions such as South Africa and Eastern Europe and the Company will need to ensure that it complies with all regulatory requirements in these jurisdictions, such as licensing and reporting requirements, as well as any other jurisdictions in which the Company will operate the Platform.

Users, competitors, members of the general public or regulators could allege breaches of the legislation in the relevant jurisdictions. This could result in remedial action or litigation, which could potentially lead to GBG being required to pay compensation or a fine. GBG's operations may become subject to new or revised regulatory requirements that those currently in place, such as licensing and reporting obligations, which would increase the costs and resources associated with its regulatory compliance. Any such increase in the costs and resources associated with regulatory compliance could impact upon GBG's profitability. In addition, if regulators took the view that GBG had failed to comply with regulatory requirements, this could lead to enforcement action resulting in public warnings, infringement notices or the imposition of a pecuniary penalty. Which could lead to significant reputational damage to GBG and consequent impact upon its revenue.

GBG, through its online gaming platform (**Platform**), currently offers its products in South Africa and Eastern Europe. Regulatory changes could see GBG being required to hold a licence in some jurisdictions or otherwise comply with local regulations. This could preclude GBG from offering certain services in these jurisdictions until such a licence has been obtained. Any such increase in the costs and resources associated with the regulatory compliance in these jurisdictions could impact upon GBG's profitability.

GBG is in the process of implementing a legal and regulatory compliance governance framework, which will form the basis for the environment in GBG in which controls will be put in place to monitor this risk on an ongoing basis. The governance framework will ensure that:

- (i) at least two Directors on the Board are responsible for legal and regulatory risk management and will be accountable for the appropriateness, implementation and effectiveness of the framework and the engagement of external experts (such as in-country legal counsel); and
- (ii) an appropriately qualified head of compliance will be responsible for monitoring and reporting to the board on legal and regulatory risk and maintaining relationships with legal and regulatory bodies.

The framework will set out processes for appropriately selecting leading legal experts (with sufficient experience in the relevant sector) to provide

independent legal opinions on the legality of GBG's current and proposed operations.

(b) **Future Profitability**

GBG was incorporated in December 2016 and the GBG business is yet to be fully commercialised. Therefore, there is greater uncertainty in relation to the business and its prospects in light of its limited financial history. In addition, there is no guarantee that GBG will be able to successfully commercialise the Platform and if it is unable to do so, it will not be able to realise significant revenues in the future.

Whilst the Proposed Directors have confidence in the future revenue-earning potential of GBG, there can be no certainty that GBG will achieve or sustain profitability or achieve or sustain positive cash flow from its operating activities. GBG's profitability may be impacted by, among other things, the success of its business strategies (such as further development of the GBG'S platform and sales and marketing), its ability to successfully provide a high-quality product and level of service to customers, economic conditions in the markets in which it operates, competition factors and any regulatory developments. Accordingly, the extent of future profits (if any) and the time required to achieve sustained profitability are uncertain and cannot be reliably predicted.

(c) **Sales and Marketing Success**

The Company intends to use some of the funds raised under the Public Offer on sales and marketing measures to grow the number of Platform users. By their nature, there is no guarantee that such sales and marketing campaigns will be successful. If they are not, the Company may encounter difficulty in creating market awareness of the GBG Platform, which would likely have an adverse impact on GBG's sales and profitability.

(d) **Competition and New Technologies**

The industry in which GBG is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While GBG will undertake all reasonable due diligence in its business decisions and operations, GBG will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively, or negatively affect the operating and financial performance of GBG and business. For instance, new technologies could overtake the advancements made by GBG. In that case, any future revenue and profitability of the Company could be adversely affected.

There are relatively low barriers to entry in the field in which GBG operates. Due to the rapid pace of technological change and industry development, it is likely that new technologies or products may be developed that replicate or even potentially supersede aspects of GBG and represents a risk to GBG's business model.

(e) **Management of Growth**

There is a risk that management of the Company and the Proposed Directors will not be able to implement GBG's growth strategy. The capacity of management to properly implement and manage the

strategic direction of GBG may affect the Company's financial performance.

(f) **Reputation Risk**

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

(g) **Data Loss, Theft or Corruption**

GBG will provide its services online through the Platform which will include native mobile applications. Hacking or exploitation of some unidentified vulnerability in its website, such as GBG's results publishing feature, could lead to a loss, theft or corruption of data or awards being distributed to incorrect users (which may undermine the GBG Platform offering. GBG will also collect sensitive data relating to user information, demographics (among other things), which could be attractive to hacking or exploitation.

Any of the above issues could render the Platform unavailable for a period of time, whilst data and proper operation of the GBG Platform is restored. It could also lead to unauthorised disclosure of users' data with associated reputational damage, claims by users and regulatory scrutiny and fines. Although GBG has strategies and protections in place to mitigate security breaches and to protect data, these strategies might not be successful. In that event, disruption to the GBG Platform and unauthorised disclosure of user data could negatively impact upon GBG's revenues and profitability.

(h) **Privacy Concerns**

Regulations in various jurisdictions limit tracking and collection of personal identification and information. If GBG breaches such regulations, its business, reputation, financial position and financial performance may be detrimentally affected. External events may also cause regulators to amend regulations in respect of the collection and use of user information. Any amended regulations may introduce controls which make the operation of certain types of tracking technologies unusable which could damage GBG's financial position and financial performance by adding costs to through the requirement to develop and implement new technologies.

(i) **Protection of Intellectual Property Rights**

GBG's business depends on customers being attracted to its website. GBG has registered a domain name (www.gamingbattleground.com) for the purposes of its website. However, should GBG not renew or otherwise lose control of its domain name, it would lose all website traffic direct to that domain which would adversely affect GBG's performance.

The architecture, functionality and design of the Platform is unique from its competitors. Its code base and algorithms, documentation,

architecture and process flow, form part of its proprietary trade secret. However, at this current stage, GBG has not identified any component of the Platform that is patentable. Rather, GBG's intellectual property is protected through contractual obligations imposed on those persons who have been involved (and have the know-how) in the development of GBG's technology.

However, the Company is currently in the process of applying for trademark protection of the name "Gaming Battle Ground", its acronym "GBG", and the name "Emerge Gaming".

The value of GBG is, to an extent, dependent on GBG's ability to protect its intellectual property rights. If GBG fails to protect its intellectual property rights adequately, competitors may gain access to its technology which would in turn harm its business.

Third parties may knowingly or unknowingly infringe on GBG's intellectual property rights. Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain and vary. Effective patent, trademark, copyright and trade secret protection may not be available to GBG in every country in which its products and services are available. Accordingly, despite its efforts, GBG may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.

GBG may be required to incur significant expenses in monitoring and protecting its intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not successful, could result in significant expense to GBG and cause a distraction to management.

Unauthorised use of GBG's brands in counterfeit products or services may not only result in potential revenue loss, but also have an adverse impact on its brand value and perceptions of its product qualities.

(j) **Attracting Consumers and Corporate Customers to Website**

GBG's revenues will depend on sufficient consumers and corporate customers being attracted to the Platform. The number of visitors (consumers) to the Platform directly affects its financial model. Various factors can affect the level of web traffic arriving at GBG's website, including:

- (i) **Marketing and promotions:** if GBG's marketing and promotion efforts are not effective this will manifest itself as a lack of consumers and corporate customers visiting the Platform;
- (ii) **Brand damage:** should GBG suffer from reputational damage, web traffic could be affected; and
- (iii) **Search engine traffic:** search engines such as Google, direct significant traffic to the GBG Platform. Should these search engines make changes to their algorithms and procedures that direct this traffic, GBG could see a substantial drop in customers visiting the Platform. For example, Google regularly updates the algorithms that determine the ranking of results it returns for any given search term. GBG attempts to follow Google's guidelines

and online best practice to maintain the flow of traffic to the Platform, but such changes could adversely affect the traffic to the Platform.

A decline in traffic to GBG's Platform would lead to a decline in GBG's ability to attract customers, and negatively affect GBG's performance.

(k) Reliance on Key Management Personnel

The responsibility of overseeing the day-to-day operations and the strategic management of GBG depends substantially on its senior management and the Proposed Directors. There can be no assurance that there will be no detrimental impact on the performance of GBG or its growth potential if one or more of these employees cease their employment and suitable replacements are not identified and engaged in a timely manner.

If such contracts with key management personnel are terminated or breached, or if the relevant personnel were no longer to continue in their current roles, GBG would need to engage alternative staff, and GBG's operations and business may be adversely affected.

(l) Contract Risk

The operations of GBG will require the involvement of a number of third parties, including suppliers, contractors and customers. With respect to these third parties, and despite applying best practice in terms of pre-contracting due diligence, GBG is unable to completely avoid the risk of:

- (i) financial failure or default by a participant in any joint venture to which GBG may become a party;
- (ii) insolvency, default on performance or delivery, or any managerial failure by any of the operators and contractors used by GBG in its activities; or
- (iii) insolvency, default on performance or delivery, or any managerial failure by any other service providers used by GBG or operators for any activity.

Financial failure, insolvency, default on performance or delivery, or any managerial failure by such third parties may have a material impact on GBG's operations and performance. Whilst best practice pre-contracting due diligence is undertaken for all third parties engaged by GBG, it is not possible for GBG to predict or protect itself completely against all such contract risks.

(m) Litigation

GBG may in the ordinary course of business become involved in litigation and disputes, for example with its contractors or clients. Any such litigation or dispute could involve significant economic costs and damage to relationships with contractors, clients or other stakeholders. Any such outcomes may have an adverse impact on GBG's business, market reputation and financial condition and financial performance. Neither the Company nor GBG are currently engaged in any litigation.

(n) **Future Funding Needs**

The funds raised under the Public Offer are considered sufficient to meet the immediate objectives of the Company. Further funding may be required by the Company in the event costs exceed estimates or revenues do not meet estimates, to support its ongoing operations and implement its strategies. For example, funding may be needed to develop new and existing products, or acquire complementary businesses and technologies. Accordingly, the Company may need to engage in equity or debt financings to secure additional funds. There can be no assurance that such funding will be available on satisfactory terms or at all at the relevant time. Any inability to obtain sufficient financing for the Company's activities and future projects may result in the delay or cancellation of certain activities or projects, which would likely adversely affect the potential growth of the Company.

(o) **International Operations**

GBG currently operates in South Africa and Eastern Europe, and intends to expand its operations into other markets. Therefore, GBG will be exposed to risks relating to operating in those countries. Many of these risks are inherent in doing business internationally, and will include, but are not limited to:

- (i) changes in the regulatory environment;
- (ii) trade barriers or the imposition of taxes;
- (iii) difficulties with staffing or managing any foreign operations;
- (iv) issues or restrictions on the free transfer of funds;
- (v) technology export or import restrictions; and
- (vi) delays in dealing across borders caused by customers or regulatory authorities.

(p) **Foreign Exchange Risk**

GBG's costs and expenses in foreign countries are likely to be in other foreign currencies. Accordingly, the depreciation of the Australian dollar and/or the appreciation of the foreign currency relative to the Australian dollar could result in a translation loss on consolidation which is taken directly to shareholder equity.

Any depreciation of the foreign currency relative to the Australian currency may result in lower than anticipated revenue. GBG will be affected on an ongoing basis by foreign exchange risks between the Australian dollar and the other foreign currencies, and will have to monitor this risk.

7.4 General risks Relating to the Company

(a) **Additional requirements for capital**

The funds to be raised under the Public Offer are considered sufficient to meet the immediate objectives of the Company and implementation of GBG's strategy. Additional funding may be required in the event costs

exceed the Company's estimates and to effectively implement its business and operational plans in the future to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur. If such events occur, additional funding will be required.

Following completion of the Public Offer, the Company may seek to raise further funds through equity or debt financing, joint ventures, licensing arrangements, or other means. Failure to obtain sufficient financing for the Company's activities may result in delay and indefinite postponement of their activities and the proposed commercialisation, marketing and international expansion strategy. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing may not be favourable to the Company and might involve substantial dilution to Shareholders.

(b) Reliance on key personnel

The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.

(c) Economic and financial market risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

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

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (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 sector 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.

(d) **Technology Sector Risks**

The technology sector is characterised by rapid change. New and disruptive technologies can place competitive pressures on existing companies and business models, and technology stocks may experience greater price volatility than securities in some slower changing market sectors.

The value of the Company's securities may be adversely affected by any general decline in the valuation of listed securities and/or adverse market sentiment towards the technology sector in particular, regardless of the Company's operating performance.

(e) **Force majeure**

The Company, now or in the future, may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(f) **Acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to the Company's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships.

(g) **Risk of high volume of Share sales**

If Settlement occurs, the Company will have issued a significant number of new Securities to various parties. Some of the GBG Shareholders and others that receive Shares as a result of the Acquisition or the Public Offer may not intend to continue to hold those Shares and may wish to sell them on ASX (subject to any applicable escrow period). There is a risk that an increase in the amount of people wanting to sell Shares may adversely impact on the market price of the Company's Securities.

There can be no assurance that there will be, or continue to be, an active market for Securities or that the price of Securities will increase. As a result, Shareholders may, upon selling their Securities, receive a market price for their securities that is less than the price of Securities offered pursuant to the Public Offer.

(h) **Trading price of Shares**

The Company's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. In addition, the price of Shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to, general economic conditions including the performance of the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to

government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Shares.

In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

7.4 Speculative Investment

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 Bonus Options offered under this Prospectus.

Therefore, the Bonus Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Bonus Options.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers.

8. ADDITIONAL INFORMATION

8.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

As set out in the Company's Spin Out Prospectus and Notice of Meeting, the Company and TIPL are seeking funding support to initiate an international arbitration process with the Government of Egypt to gain compensation for what TIPL claims to be expropriation of its mineral assets in Egypt (among other claims).

8.2 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

This Prospectus is a "transaction specific prospectus". In general terms a "transaction specific prospectus" is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and

- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
- (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
24/10/2017	Consolidation of Capital Completed
24/10/2017	Notice of Annual General Meeting/Proxy Form
24/10/2017	Corporate Governance Statement and Appendix 4G
24/10/2017	Annual Report to shareholders
23/10/2017	Shareholder Participation in Public Offer
10/10/2017	Appendix 3B
10/10/2017	Disclosure Document
09/10/2017	Update - Consolidation/Split - AR1
09/10/2017	Results of Meeting
09/10/2017	Request for Voluntary Suspension
09/10/2017	Suspension from Official Quotation
15/09/2017	Addendum to Notice of General Meeting/Proxy Form
15/09/2017	Disclosure Document Supplementary
07/09/2017	Consolidation/Split - AR1
01/09/2017	Amended Header - Notice of General Meeting/Proxy Form
01/09/2017	Disclosure Document - Tantalum International Shares
01/09/2017	Notice of Annual General Meeting/Proxy Form
09/08/2017	Conditional Arbitration Funding Agreement Executed

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website www.arrowheadresources.com.au.

8.3 Market price of shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares (each on a pre-Consolidation basis) on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest	5 September 2017	\$0.014
Lowest	27, 28 July 2017 and 2, 3, 8, 10, 14, 15 August 2017	\$0.009
Last	4 October 2017	\$0.012

8.4 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offer.

Security holdings

The relevant interest of each of the Directors and Proposed Directors (who are to be appointed upon Settlement of the Acquisition of GBG) in the Securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below.

Director	Shares	Options	Performance Shares	Entitlement
Michael Rosenstreich	Nil	Nil	Nil	Nil
John Kenny ¹	12,785,151	Nil	Nil	12,785,151
Philip Re	Nil	Nil	Nil	Nil
Gregory Stevens ²	Nil	Nil	Nil	Nil
Bert Mondello ²	Nil	Nil	Nil	Nil
Jonathan Hart ²	Nil	Nil	Nil	Nil

Notes:

- 1 These Shares are held by Ventureworks JDK Pty Ltd <JD Kenny AC>, an entity associated with Mr John Kenny. Mr Kenny will receive a further 2,500,000 Shares on Settlement of the Acquisition.
- 2 The Company notes that Mr Stevens will receive 9,918,203 Consideration Shares, 9,918,203 Consideration Options and 7,066,720 Performance Shares (by virtue of being a GBG Shareholder) on Settlement of the Acquisition. However, as Settlement will take place after the Record Date, Mr Stevens will not be entitled to receive any Bonus Options.
- 3 The Company notes that Mr Mondello will receive 6,052,083 Consideration Shares, 6,052,084 Consideration Options and 2,974,373 Performance Shares (by virtue of being a GBG Shareholder) on Settlement of the Acquisition. However, as Settlement will take place after the Record Date, Mr Mondello will not be entitled to receive any Bonus Options.
- 4 The Company notes that Mr Hart will receive 7,416,667 Consideration Shares, 7,569,444 Consideration Options and 3,611,111 Performance Shares (by virtue of being a GBG Shareholder) on Settlement of the Acquisition. However, as Settlement will take place after the Record Date, Mr Hart will not be entitled to receive any Bonus Options.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$250,000 per annum.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive Directors and the Proposed Directors (who are to be appointed upon Settlement of the Acquisition of GBG).

Director	Financial year ending 30 June 2016	Financial year ending 30 June 2017	Financial year ending 30 June 2018
Michael Rosenstreich	\$101,200	\$114,000	\$62,500 ¹
John Kenny	\$34,667	\$36,000	\$15,000 ¹
Philip Re ²	Nil	Nil	\$43,000 ¹
Gregory Stevens	Nil	Nil	\$70,000 ¹
Bert Mondello	Nil	Nil	\$35,000 ¹
Jonathan Hart	Nil	Nil	\$28,000 ¹

Notes:

1. This assumes Settlement of the Acquisition of GBG occurs on 30 November 2017 and receipt of monthly remuneration for the existing Board or a pro-rata amount of the respective proposed annual remuneration for the Proposed Directors (as applicable).
2. Appointed as a Director on 21 June 2017.

8.5 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- promoter of the Company; or
- underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- the formation or promotion of the Company;
- any property acquired or proposed to be acquired by the Company in connection with:
 - its formation or promotion; or
 - the Offer; or
- the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- the formation or promotion of the Company; or
- the Offer.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$5,000 (excluding GST and disbursements) for these services. During the 24 months preceding

lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$193,379 (excluding GST and disbursements) for legal services provided to the Company.

8.6 Consents

Each of the parties referred to in this section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this section;
- (b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

8.7 Expenses of the offer

The total expenses of the Offer are estimated to be approximately \$13,400 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	\$2,400
Legal fees	\$5,000
Printing and distribution	\$5,000
Miscellaneous	\$1,000
Total	\$13,400

8.8 Clearing House Electronic Sub-Register System (CHESS) and Issuer Sponsorship

The Company will not be issuing Bonus Option certificates. The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Bonus Options allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

9. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director and Proposed Director has consented to the lodgement of this Prospectus with the ASIC.

Mr Michael Rosenstreich
Chairman and Managing Director
For and on behalf of
Arrowhead Resources Limited (to be renamed 'Emerge Gaming Limited')

10. GLOSSARY

\$ means the lawful currency of the Commonwealth of Australia.

Acquisition means the Company's acquisition of 100% of the issued capital of GBG by the Company.

Acquisition Agreement means the binding share sale agreement between the Company, GBG and the GBG Shareholders dated 12 April 2017, pursuant to which the Company has agreed to acquire 100% of the issued capital of GBG.

Advisor Options means 11,500,000 Options to be issued to CPS Capital.

Advisor Securities means the Advisor Options and the Advisor Shares.

Advisor Shares means 11,500,000 Shares to be issued to CPS Capital.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the listing rules of the ASX.

Board means the board of Directors unless the context indicates otherwise.

Bonus Option means an Option, on the terms and conditions set out in Section 6.1 of this Prospectus.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Closing Date means the date specified in the timetable set out at the commencement of this Prospectus (unless extended).

Company means Arrowhead Resources Limited (to be renamed 'Emerge Gaming Limited') (ACN 004 766 376).

Consideration Options means 184,500,000 Options to be issued to the GBG Shareholders at Settlement.

Consideration Securities means the Consideration Shares, Consideration Options and Performance Shares.

Consideration Shares means 184,500,000 Shares to be issued to the GBG Shareholders at Settlement.

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

Corporations Act means the *Corporations Act 2001* (Cth).

CPS Capital means CPS Capital Group Pty Ltd (ACN 088 055 636).

Director Shares means the 2,500,000 Shares to be issued to each of Messrs Jason Peterson and John Kenny.

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

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Offer.

GBG means Gaming Battle Ground Pty Ltd (ACN 616 572 144)

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

GBG Shareholder means a registered holder of a GBG Share.

Notice of Meeting means the Company's Notice of General Meeting, announced to the ASX on 1 September 2017, and the addendum to the Notice of General Meeting announced to ASX on 15 September 2017.

Offer means the non-renounceable bonus issue, the subject of this Prospectus.

Official List means the official list of ASX.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Performance Shares means 100,000,000 performance shares in the capital of the Company to be issued on the terms set out in section 13.3 of the Re-compliance Prospectus.

Proposed Directors means Messrs Gregory Stevens, Bert Mondello and Jonathan Hart.

Prospectus means this prospectus.

Public Offer means the offer of 250,000,000 Shares, together with one (1) free attaching Option for every four (4) Shares issued, (being a total of 62,500,000 Options) pursuant to the Company's Re-compliance Prospectus.

Re-compliance Prospectus means the prospectus lodged by the Company with ASIC on 9 October 2017 in relation to the Company's re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

Record Date means the date specified in the timetable set out at the commencement of this Prospectus.

Securities means Shares, Options and Performance Shares, or any one or more of them as the context requires.

Settlement means settlement of the Acquisition.

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

Shareholder means a holder of a Share.

Spin Out Prospectus means the prospectus lodged by the Company with ASIC on 31 August 2017 in relation to the proposed spin-out of TIPL Shares by the Company.

TIPL means Tantalum International Pty Ltd (ACN 086 594 498).

TIPL Shares means 136,593,577 fully paid ordinary shares in the capital of TIPL.

WST means Western Standard Time as observed in Perth, Western Australia.