

SOUTHERN CROWN RESOURCES LIMITED

ACN 143 416 531

REPLACEMENT OFFER DOCUMENT

For a pro rata non-renounceable Rights Issue to Eligible Shareholders on the basis of one (1) New Share for every four (4) existing Shares held by Eligible Shareholders on the Record Date at an issue price of \$0.03 per New Share to raise approximately \$322,500 (before costs) (**Offer**).

The Offer opens on 20 May 2015 and closes at 5:00pm (WST) on 29 May 2015 (unless it is lawfully extended). Valid acceptances must be received before that time.

Applications for New Shares by Eligible Shareholders can only be made by using or following the instructions on an Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out the Eligible Shareholders' Entitlement to participate in the Offer.

Please read the instructions in this Offer Document and on the accompanying Entitlement and Acceptance Form.

This document is not a prospectus and does not contain all of the information that an investor may require in order to make an informed investment decision regarding the New Shares offered by this document. It replaces the offer document announced to ASX on 11 May 2015 for the purpose of updating information that has changed since 11 May 2015.

The New Shares offered by this Offer Document should be considered as speculative.

TABLE OF CONTENTS

1.	CHAIRMAN'S LETTER	1
2.	IMPORTANT INFORMATION.....	2
3.	CORPORATE DIRECTORY	5
4.	DETAILS OF THE OFFER.....	6
5.	ACTION REQUIRED BY SHAREHOLDERS	13
6.	RISK FACTORS	15
7.	DEFINED TERMS	20

1. CHAIRMAN'S LETTER

Dear Shareholder

On behalf of the board of Directors of Southern Crown Resources Limited (the **Company**), I am very excited to present you with this opportunity to increase your holding in the Company before it starts its new direction.

As announced on 29 April 2015, the Company is proposing to change its focus from mineral exploration to a social media platform via the acquisition of 100% of the issued capital of HomePeople Corporation, which owns ROMIO (**Transaction**).

ROMIO is a next generation social media crowd-sourced review and endorsement provider, which has developed a recommendation platform based on improving the model of incumbent review and recommendation providers. ROMIO provides users with credible reviews of services in their neighbourhood from their friends and local experts, free from manipulated reviews, while acting as a lead generation/referral avenue for local businesses and freelancers using a revenue model similar to other successful technology platforms.

The Company is acquiring ROMIO for a deemed valuation of \$10m in a market where its peers maintain substantially higher values and will provide ROMIO with the platform and funding to expand quickly in the US market and eventually into the global market.

The funds raised pursuant to this Offer (and the recently announced Placement) will be used to meet the costs of the Transaction and to allow ROMIO to continue to develop and expand its business.

The Company is seeking to raise \$322,500 pursuant to this Offer, which will see the Company raise a total of \$645,000 (before expenses) in conjunction with the Placement.

On 11 May 2015, the Company released an offer document that included statements notifying Shareholders that ASX had indicated that the Shares issued under the Rights Issue would not be quoted on ASX until the completion (or termination of the Transaction). On 12 May 2015, the Company announced to ASX that it had received notification from ASX that it had reversed that decision, and as such the Shares issued under this Rights Issue will now be quoted on ASX at the completion of the Rights Issue in accordance with the usual ASX timetable for rights issues. You can refer to Section 4.4 for information on the indicative timetable for the Rights Issue.

An investment in the Company is subject to certain risks, non-exhaustive lists of which are highlighted in Section 6. I encourage you to read this Offer Document carefully and in its entirety. If you are in any doubt as to the contents of this Offer Document, as well as the risks of investing in the Company, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay. Further background to the Transaction is contained in Section 4.1.

On behalf of the Board, I am pleased to present this Offer Document to you and invite you to take part in this exciting investment opportunity.

Yours faithfully



Rhod Grivas
Executive Chairman

2. IMPORTANT INFORMATION

This replacement offer document is dated 13 May 2015 and was lodged with the ASX on that date. This replacement offer document replaces the original Offer Document dated 11 May 2015. It has been prepared by Southern Crown Resources Limited and is for a rights issue of continuously quoted securities (as defined in the Corporations Act) of the Company. For the purposes of this document, this replacement offer document will be referred to as the "Offer Document".

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

2.1 This document is not a prospectus

This Offer Document is not a prospectus under the Corporations Act and has not been lodged with the ASIC. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the Shares offered by this document.

This Offer Document including each of the documents attached to it and which form part of this Offer Document are important and should be read in their entirety prior to making an investment decision. In particular, Shareholders should refer to the risk factors set out in Section 6 of this document. If you do not fully understand this Offer Document or are in any doubt as to how to deal with it, you should consult your professional adviser.

2.2 Section 708AA of the Corporations Act

This Offer Document has been prepared in accordance with section 708AA of the Corporations Act and applicable ASIC Class Order 08/35. In general terms, section 708AA permits certain companies to undertake rights issues without being required to use or provide to shareholders a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than the level of disclosure required in, and what you would expect in, a prospectus. Eligible Shareholders should rely on their own knowledge of the Company, refer to disclosures made by the Company to ASX and consult their professional advisers before deciding to accept the Offer.

2.3 Eligibility

Applications for Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's Entitlement to participate in the Offer.

2.4 Overseas Shareholders

This Offer Document 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 Offer Document.

The Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia and New Zealand. It is not

practicable for the Company to comply with the securities laws of overseas jurisdictions (other than those mentioned above) having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

United States Shareholders

This Offer does not constitute an offer in the United States of America, nor does it constitute an offer to a person who is a US Person or someone who is acting on behalf of a US Person.

The Shares have not been, and will not be, registered under the US Securities Act 1933 and may not be offered or sold in the United States of America, or to, or for the account or benefit of, US Persons (as defined in Rule 902 under the US Securities Act) except under an available exemption from registration under the US Securities Act. These Shares may only be resold or transferred if registered under the US Securities Act or pursuant to an exemption from registration under the US Securities Act and in compliance with state securities laws. The Company is under no obligation and has no intention to register the Shares in the United States of America.

Further detail in relation to foreign jurisdictions is set out in this Offer Document.

New Zealand Shareholders

The Offer is being made in New Zealand pursuant to the Securities Act (Overseas Companies) Exemption Notice 2013.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement 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.

2.5 Notice to nominees and custodians

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement 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.

2.6 Privacy Act

If you complete an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and uses that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that 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 application.

3. CORPORATE DIRECTORY

Directors

Rhod Grivas - Executive Chairman
Mark Papendieck – Non-Executive Director
Adrian Hill – Non-Executive Director

Share Registry*

Computershare Investor Services Pty Ltd
Level 2, 45 St Georges Terrace
Perth WA 6000

Company Secretary

Adrian Hill

Legal Advisers

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

Registered Office

Level 4, 100 Albert Road
South Melbourne VIC 3205

Telephone: + 61 3 9813 3882

Email: info@southerncrown.com.au

Website: www.southerncrown.com.au

Lead Manager

Foster Stockbroking
Level 25, 52 Martin Place
Sydney NSW 2000

ASX Code

SWR

Auditor*

Grant Thornton
The Rialto, Level 20
525 Collins Street
Melbourne VIC 3000

*These parties have been included for information purposes only. They have not been involved in the preparation of this Offer Document.

4. DETAILS OF THE OFFER

4.1 Background

On 29 April 2015, the Company announced to ASX that it had entered into a binding terms sheet to acquire all of the shares in HomePeople Corporation, the owner of ROMIO, an online recommendations platform provider, in a reverse takeover that will see the New York based company list on the ASX (**Transaction**).

As part of the Transaction, the Company announced its intention to undertake an initial fund raising with the funds raised to be used to meet the costs associated with the Transaction. This initial fund raising will consist of:

- (a) this Offer; and
- (b) a placement of 10.75 million Shares at \$0.03 per Share to raise \$322,500 (**Placement**),

to raise an approximate total of \$645,000 (before expenses).

The issue price under the Offer is the same as under the Placement. Participants in the Placement will not be able to participate in the Offer to the extent of their Shares received under the Placement.

Funds raised under the Offer are intended to be used as set out in Section 4.3 below.

Completion of the Transaction is subject to the satisfaction of a number of conditions (set out in the announcement on 29 April 2015), including the completion of due diligence investigations by the Company on ROMIO, which due diligence is not expected to be completed until after the close of the Offer.

In addition, as a part of the Transaction, the Company will be required to re-comply with Chapters 1 and 2 of the ASX Listing Rules.

Shareholders should take note of the risk factors set out in Section 6 below.

4.2 The Offer

The Offer is being made as a non-renounceable entitlement offer of one (1) New Share for every four (4) Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.03 per Share. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as set out in Section 4.8 of this Offer Document, a maximum of approximately 10.75 million Shares will be issued pursuant to this Offer to raise up to approximately \$322,500.

As at the date of this Offer Document, the Company has 3.5 million Options on issue all of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to section 4.8 of this Offer Document for information on the exercise price and expiry date of the Options on issue.

All of the Shares offered under this Offer Document will rank equally with the Shares on issue at the date of this Offer Document.

The Directors may at any time decide to withdraw this Offer Document and the offer of Shares made under this Offer Document in which case the Company will

return all Application monies (without interest) within 28 days of giving such notice of withdrawal.

4.3 Use of Funds

Completion of the Offer will result in an increase in cash in hand of up to approximately \$322,500 (before the payment of costs associated with the Offer).

The Company currently intends to apply the funds raised under the Offer predominantly to assist with the coverage of costs associated with the Transaction, including costs associated with conducting due diligence investigations appropriate for the Transaction in both Australia and the United States and to supplement the Company's working capital so that the costs of undertaking the Transaction do not have a negative impact on the Company's working capital. Funds raised from the Offer will also be used to meet the expenses of the Offer, estimated to be approximately \$45,000.

Shareholders should note that, as with any budget, the allocation of funds may change depending on a number of factors, including completion of the Transaction, the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

4.4 Indicative Timetable*

	Date
Announcement in respect to acquisition of ROMIO (including Non-renounceable Entitlement Issue)	29 April 2015
Lodgment of Offer Document, Appendix 3B and Cleansing Statement with ASX and Notice to Optionholders (before commencement of trading)	11 May 2015
Notice of Entitlement Issue sent to Shareholders	12 May 2015
Ex Date	13 May 2015
Record Date for determining Entitlements	15 May 2015
Offer Document sent out to Eligible Shareholders and announcement that this has occurred	20 May 2015
Closing Date of Offer (5pm WST)**	29 May 2015
New Shares quoted on a deferred settlement basis	1 June 2015
Notify ASX of under-subscriptions	3 June 2015
Issue Date** Deferred settlement trading ends	5 June 2015

* These dates are indicative only and are subject to change.

** At least 3 business days notice must be given to extend the Closing Date

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

4.5 Lead Manager

Foster Stockbroking Pty Ltd has been appointed as lead manager and book runner to the Placement and the Shortfall Offer (**Lead Manager**). Under the Mandate Agreement, the Lead Manager will receive a transaction fee equivalent to 6% of the gross amount raised under the Placement and the Shortfall Offer.

4.6 Entitlements and acceptance

Details of how to apply under the Offer are set out in Section 5 of this Offer Document.

The Entitlement of Eligible Shareholders to participate in the Offer will be determined on the Record Date. Your Entitlement is shown on the Entitlement and Acceptance form accompanying this Offer Document.

You can also apply for Additional Shares under the Shortfall Offer in addition to your Entitlement by following the instructions set out in Section 5. The Shortfall Offer is described in Section 5.5 below.

4.7 No rights trading

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

4.8 Capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted, is set out below.

Shares	Number
Shares currently on issue	43,001,482
Shares offered pursuant to the Placement	10,750,000
New Shares offered pursuant to the Offer ¹	10,750,000
Consideration Shares to HomePeople Corporation pursuant to the Transaction ³	200,000,000
Shares issued pursuant to the capital raising for the Transaction ^{2, 3}	160,000,000
Total Shares on issue after completion of the Offer	424,501,482

Notes:

1. Assuming full subscription. This number may vary due to rounding of Entitlements and may increase as a result of the rounding up of New Shares offered under the Offer.
2. Assuming full subscription.
3. Assumes completion of the Transaction.

Options

Options	Number
Options currently on issue:	
Unquoted exercisable at \$0.25 on or before 23 July 2015	500,000
Unquoted exercisable at \$0.25 on or before 2 June 2016	500,000
Unquoted exercisable at \$0.35 on or before 2 June 2016	500,000
Unquoted exercisable at \$0.12 on or before 31 March 2017	2,000,000
<i>Sub-total</i>	<i>3,500,000</i>
Options issued as success fee under the Transaction	30,000,000
Total	33,500,000

The capital structure on a fully diluted basis as at the date of this Offer Document would be 57,251,482 Shares (including the Placement) and on completion of the Offer (assuming all Entitlements are accepted and no Options are exercised prior to the Record Date) would be 68,001,482 Shares and upon completion of the Transaction would be 458,001,482 Shares on a fully diluted basis.

4.9 Dilution

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 17% (as compared to their holdings and number of Shares on issue as at the date of this Offer Document).

Examples of how the dilution may impact Shareholders are set out in the table below:

Holder	Holding as at Record date	Approximate % at Record Date	Entitlements under the Offer	Holdings if Offer not taken Up	Approximate % post Offer
Shareholder 1	25,000,000	47%	6,250,000	25,000,000	39%
Shareholder 2	10,000,000	19%	2,500,000	10,000,000	16%
Shareholder 3	1,000,000	1.9%	250,000	1,000,000	1.6%
Shareholder 4	100,000	0.01%	25,000	100,000	0.01%

Notes:

1. This is based on a share capital of 53,750,000 Shares at the date of this Offer Document and includes the Shares to be issued under the Placement.
2. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

4.10 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 on ASX during the three months immediately preceding the date of release of this Offer Document and the respective dates of those sales were:

	(\$)	Date
Highest	0.05	1 – 5 May 2015
Lowest	0.03	11 – 16 February 2015
Last	0.045	11 May 2015

4.11 Opening and Closing Dates

The Offer opens on the Opening Date, being 20 May 2015, and closes on the Closing Date, being 5:00pm (WST) on 29 May 2015 (or such other dates as the Directors in their discretion shall determine subject to the ASX Listing Rules). The Company will accept Entitlement and Acceptance Forms until the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the ASX Listing Rules.

4.12 Issue and dispatch

Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and the indicative timetable set out in Section 4.4 of this Offer Document. Shares issued pursuant to the Shortfall Offer will be issued on a progressive basis.

Pending the issue of the Shares or payment of refunds pursuant to this Offer Document, all Application monies will be held by the Registry in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest by completing and returning the Entitlement and Acceptance Form.

The expected dates for issue of New Shares offered by this Offer Document and dispatch of holding statements is expected to occur on the dates specified in the Timetable set out in Section 4.4 of this Offer Document.

It is the responsibility of Applicants to determine the allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

4.13 ASX listing

Application for official quotation by ASX of the New Shares offered pursuant to this Offer Document will be made.

The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

4.14 CHESS

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 New Shares allotted to them

under this Offer Document. 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.

4.15 Risk Factors

An investment in New 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 non-exhaustive. Please refer to Section 6 of this Offer Document for further details.

4.16 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares under this Offer Document.

4.17 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX and, as such, the Company is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules.

Specifically, the Company is required to notify ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the securities markets conducted by the ASX. In particular, the Company has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of its securities.

This Offer Document 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 information that would be included in a disclosure document or which investors ought to have regard to in deciding whether to subscribe for Shares under the Offer. 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.

All announcements made by the Company are available from its website www.southerncrown.com.au or the ASX www.asx.com.au.

Additionally, the Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a directors' statement and report, and an audit report or review. These reports are released to ASX and published on the Company's and the ASX websites.

This Offer Document (including the Entitlement & Acceptance Form) and the contracts that arise from acceptance of the Applications are governed by the laws applicable in Western Australia and each Applicant submits to the non-exclusive jurisdiction of the courts of Western Australia.

4.18 Enquiries concerning Offer Document

Enquiries relating to this Offer Document should be directed to the Company on +61 3 9813 3882.

5. ACTION REQUIRED BY SHAREHOLDERS

5.1 How to Accept the Offer

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Offer Document. You may participate in the Offer as follows:

- (a) **if you wish to accept your Entitlement in full:**
 - (i) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided; and
 - (ii) attach your cheque or arrange payment by BPAY® for the amount indicated on the Entitlement and Acceptance Form; or
- (b) **if you only wish to accept part of your Entitlement:**
 - (i) fill in the number of New Shares you wish to accept in the space provided on the Entitlement and Acceptance Form; and
 - (ii) attach your cheque or arrange payment by BPAY® for the appropriate Application monies (at \$0.03 per New Share); or
- (c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

Your completed Entitlement and Acceptance Form and payment must reach the Registry no later than 5:00pm (WST) on the Closing Date.

The Offer is non-renounceable. Accordingly, a holder of Shares may not sell or transfer all or part of their Entitlement.

5.2 Implications of an acceptance

Returning a completed Entitlement and Acceptance Form or paying any Application monies by BPAY® will be taken to constitute a representation by you that:

- (a) you have received a copy of this Offer Document and the accompanying Entitlement and Acceptance Form, and read them both in their entirety; and
- (b) you acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® payment instruction is given in relation to any Application monies, the Application may not be varied or withdrawn except as required by law.

5.3 Payment by cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Southern Crown Resources Limited" and crossed "Not Negotiable".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry at the address set out on the Entitlement and Acceptance Form by no later than 5:00pm WST on the Closing Date.

5.4 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 2:00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

5.5 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Offer Document and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.03 being the price at which Shares have been offered under the Offer.

Shareholders can also apply for Additional Shares under the Shortfall Offer in addition to your Entitlement however the Directors, in conjunction with the Lead Manager, reserve the right to issue Shortfall Shares at their absolute discretion.

6. RISK FACTORS

6.1 Introduction

The Shares offered under this Offer Document should be considered speculative because of the nature of the Company's business.

There are numerous risk factors involved with the Company's business. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which securities will trade.

The following is a summary of the more material matters to be considered. However, this summary is not exhaustive and potential investors should examine the contents of this Offer Document in its entirety and consult their professional advisors before deciding whether to apply for the New Shares.

6.2 Key investment risks

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. Prospective investors should read this Offer Document in its entirety before deciding whether to apply for Shares under this Offer Document.

These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Offer Document.

(a) Completion of Transaction

As set out in the announcement on 29 April 2015, the Transaction remains subject to the satisfaction of a series of conditions, including the completion by the Company of due diligence investigations on ROMIO, receipt of various Shareholder approvals and completion of a capital raising to raise up to \$8 million. A full list of the conditions is set out in the announcement.

There is a risk that the Transaction may not be successfully completed. If this was to occur, the Company would continue operating its current exploration assets, and continue as a going concern, but may continue to seek new opportunities if it considers those opportunities more beneficial to Shareholders.

(b) Contractual Risk

In order for the Company to be able to achieve its objectives and complete the Transaction, the Company is reliant on HomePeople Corporation complying with its contractual obligations under the documentation, and in certain circumstances, agreeing to any necessary amendments, negotiating further agreements and related documents. Should HomePeople Corporation fail to comply with or agree to vary the terms of such agreements as the circumstances

dictate, the Transaction may not complete and the Company may not acquire the full shareholding interest in HomePeople Corporation it has agreed to acquire.

Further, if a party defaults in the performance of its contractual obligations it may be necessary for the Company to approach a court to seek a legal remedy. Legal action can be costly, especially with HomePeople Corporation located in the United States of America and there can be no guarantee that a legal remedy will be ultimately granted on the appropriate terms. There can be no guarantee that the Transaction will be completed.

(c) **Technology Risk**

Upon completion of the Transaction, the Company will be reliant upon certain technologies and upon the successful commercialisation of the technologies as currently held by ROMIO. There is a risk that as marketable technologies continue to develop in the communications industry there may be certain product developments that supersede, and render obsolete, the products and services of the Company, this would adversely affect the profitability of the Company and likely the value of the Shares.

(d) **New Market Entrants and Technology Risk**

The emergence of new competitors in the market, or any technological developments providing an alternative to ROMIO's product offerings could impact the market share that the Company is able to acquire and cause downward price pressure on consumer software and services platforms, thus reducing the Company's margins and revenue. Further, existing providers of similar consumer services may also respond aggressively to ROMIO's market growth to retain or regain market share, which could also impact the Company's margins and revenue.

(e) **Failure to Deal with Growth**

The ROMIO business has the potential to grow rapidly. If that occurs and the Company fails to properly manage that growth, then that failure could harm its business. Any failure to meet customer demand properly could adversely affect the business.

(f) **Availability of IT Staff in the Market**

ROMIO is reliant upon employees with specialist IT skills in order to develop and maintain its projects. Any shortage of availability of these skills in the IT employment market could impair the development of the ROMIO products and business and the rate of such development. Such shortage could also cause wage inflation, which may impact on the Company's profitability.

(g) **Dependence on Products**

ROMIO's products require the use of a smart phone or other similar device and as such the business model of ROMIO will be dependent upon the existence and ownership of these devices. There can be no guarantee that these devices will continue to be as widely used as they are currently or that they will not be replaced by alternative devices

upon which ROMIO's technology will not function as intended which could impact on the profitability of the Company.

(h) **Security Breaches and Hacker Attacks**

A malicious attack on ROMIO's systems, processes or people from external or internal sources could put the integrity and privacy of customers' data and business systems used at risk. The impact of loss or leakage of customer or business data could include costs for rebates, potential service disruption, litigation, and brand damage resulting in reduced or failing revenues. ROMIO follows best practice in relation to security policies, procedures, automated and manual protection, encryption systems and staff screening to minimise this risk.

(i) **Customer Service Risk**

ROMIO's business model is based on recurring revenue arising from usage. Poor customer service experiences may result if the Company loses key customer service personnel, fails to provide adequate training and resources for customer service personnel or there is a disruption to monitoring and account management systems utilised by customer service personnel. Poor experiences may result in the loss of customers, adverse publicity, litigation, regulatory enquiries and customers reducing the use of ROMIO products or services. If any of these occur, it may adversely impact the Company's revenues.

(j) **Exploration risks**

Exploration is a high risk activity that requires large amounts of expenditure over extended periods of time. The Company's exploration activities are subject to all the hazards and risks normally encountered in the exploration of minerals, including climatic conditions, hazards of operating vehicles and plant, risks associated with operating in remote areas and other similar considerations. Conclusions drawn during mineral exploration are subject to the uncertainties associated with all sampling techniques and to the risk of incorrect interpretation of geological, geochemical, geophysical, drilling and other data.

Further, the costs of the Company's exploration activities may materially differ from its estimates and assumptions. No assurance can be given that the Company's cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

6.3 General Risks

(a) **Additional requirements for capital**

The funds raised under the Offer are considered sufficient to meet the current proposed objectives of the Company. Additional funding may be required in the event future costs exceed the Company's estimates and to effectively implement its business and operations 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.

The Company may seek to raise further funds through equity or debt financing, joint ventures or other means. Failure to obtain sufficient

financing for the Company's activities and future projects may result in delay and indefinite postponement of its research and development programmes. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

(b) **General economic conditions**

Economic conditions, both domestic and global, may affect the performance of the Company. Factors such as fluctuations in currencies, commodity prices, inflation, interest rates, supply and demand and industrial disruption may have an impact on operating costs and share market prices. The Company's future possible revenues and Share price can be affected by these factors, all of which are beyond the control of the Company or its Directors.

(c) **Foreign exchange rate risk**

ROMIO's revenue will be in United States dollars and the Company's operating expenses will be incurred principally in Australian dollars. Movements in the USD/AUD exchange rate may adversely or beneficially affect the Company's results or operations and cash flows.

(d) **Equity market conditions**

Securities listed on the stock market can experience extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

General factors that may affect the market price of Shares include economic conditions in both Australia and internationally (particularly Australian, US and Chinese economic conditions), investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(e) **Change in government policy and legislation**

Any material adverse changes in relevant government policies or legislation of Australia may affect the viability and profitability of the Company, and consequent returns to investors. The activities of the Company are subject to various federal, state and local laws governing prospecting, development, production, taxes, labour standards and occupational health and safety, and other matters.

6.4 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 securities offered

under this Offer Document. Therefore, the securities to be issued pursuant to this Offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

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

7. DEFINED TERMS

\$ or A\$ means an Australian dollar.

Additional Shares means those New Shares not issued under the Offer.

Applicant refers to a person who submits an Entitlement and Acceptance Form, or submits a payment of subscription monies in respect of the Offer.

Application refers to the submission of an Entitlement and Acceptance Form or Shortfall Application Form (as the case may be).

ASX means ASX Limited (ACN 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the Listing Rules of the ASX.

Closing Date means the closing date set out in Section 4.4 or such other date as may be determined by the Directors.

Company means Southern Crown Resources Limited (ACN 143 416 531).

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

Directors mean the directors of the Company.

Eligible Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date whose registered address is in Australia or New Zealand.

Entitlement means the entitlement to subscribe for one (1) New Share for every four (4) Shares held by an Eligible Shareholder on the Record Date.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Document.

Lead Manager means Foster Stockbroking Pty Ltd.

New Share means a new Share proposed to be issued pursuant to this Offer.

Offer or Rights Issue means the pro rata non-renounceable offer of New Shares at an issue price of \$0.03 each on the basis of one (1) New Share for every four (4) Shares held on the Record Date subscribed for pursuant to this Offer Document.

Offer Document means this Offer Document.

Opening Date means date set out in Section 4.11 of this replacement offer document or the original offer document dated 11 May 2015, as the context requires.

Placement means the placement of 10,750,000 Shares at an issue price of \$0.03 to investors to be completed following the date of this Offer Document, as part of the Transaction.

Record Date means the record date set out in Section 4.4 of this Offer Document.

ROMIO means ROMIO Inc to be acquired by the Company under the Transaction, which is held 100% by HomePeople Corporation.

Section means a section of this Offer Document.

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

Shareholder means a holder of Shares.

Shortfall means those Shares under the Offer not applied for by Shareholders under their Entitlement.

Shortfall Offer means as defined in Section 5.5 of this Offer Document.

Transaction means the acquisition of 100% of the issued capital in HomePeople Corporation, including its wholly owned subsidiary ROMIO as announced by the Company on 29 April 2015.

US Person means a person who receives the Offer when they are located in either the United States of America.