

WORKAPP PTY LTD

ACN 163 385 804

("Company")



INFORMATION MEMORANDUM

A Company limited by shares with a total of 21,600,000 Ordinary Shares.

This document is important and should be read in its entirety.

It is important that you read this Information Memorandum carefully before deciding whether or not to accept the Offer described herein. A more detailed Offer Information Statement is available on request. In particular, you should consider the risk factors that could affect the financial performance of the Company. If you do not understand its contents, you should consult your stockbroker, accountant or other professional adviser without delay.

All monetary amounts in this Information Memorandum are in Australian dollars unless otherwise stated.

This Information Memorandum is dated 1st May 2019.

TABLE OF CONTENTS

1. CEO'S LETTER.....	3
2. INVESTMENT OVERVIEW	4
2.1. Overview of Products and Tools.....	4
2.2. Overview of Risks.....	5
2.3. Overview of Staff.....	5
3. COMPETITOR ANALYSIS.....	6
4. REVENUE MODEL.....	8
5. OFFER DETAILS.....	9
5.1. Offer Overview.....	9
5.2. Dividend Policy.....	9
5.3. Forecasts and Financial Information.....	10
5.4. Privacy.....	10
3.5. How to Accept the Offer.....	10
APPENDIX A – WORKAPP TEAM.....	11
APPENDIX B – SAMPLE SCREEN SHOTS OF WORKAPP	12

1. CEO'S LETTER

On behalf of the board, it gives me great pleasure to offer you this opportunity to invest in WorkApp Pty Ltd – a technology company founded in Brisbane, Australia.

Our core technology is the WorkApp application designed for iOS (Apple), Android and traditional desktop devices. Together, these form the WorkApp platform - a rich application set that allows people to 'connect, communicate, conduct commerce and build communities'.



The WorkApp platform developed by our team is rich in functionality and unique in its approach in that it incentivizes users to refresh their data by boosting 'fresh' data to the top of search results. This refresh technology sets WorkApp apart from other digital marketplaces where users have to pay fees for higher search ranking.

The WorkApp platform development has been completed and is now in a continuous improvement cycle based on feedback we receive from our growing user base. More importantly, we continuously strive to challenge the status quo and look for innovative ways in which technology can be used to enhance and unleash prosperity for our user community. The platform has been architected and built for global scalability and hosted with Amazon Web Services (AWS) alongside other global success stories such as Netflix.

Funds raised will be used for marketing and commercialization of the application to scale in India and Australia, with extensive online and traditional promotional activities and to fund operating overheads.

The offer under this Information Memorandum seeks to raise \$AUD 500,000 as consideration for 50,000 Ordinary Shares in WorkApp Enterprises Pty Ltd. WorkApp Enterprises Pty Ltd holds WorkApp Pty Ltd shares exclusively in the ratio of 1:1 - that is, one WorkApp Enterprises share is equal to one share in WorkApp Pty Ltd.

On behalf of the Board, I recommend this investment opportunity to you in our Company, an exciting global opportunity, and look forward to welcoming you as a shareholder.

A handwritten signature in blue ink, appearing to read 'Shane Wallace'. The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Shane Wallace

CHIEF EXECUTIVE OFFICER
WorkApp Pty Ltd

2. INVESTMENT OVERVIEW

The Company's goal is to enable prosperity across the globe for all its Customers (Individuals and Businesses) by providing a free all-in-one software platform with which Real Estate Agencies can list their properties for sale or rent, Auto Dealers can list their cars, boats, bikes, trucks etc. for sale or rent, Recruitment agencies can list vacancies or look for workers, businesses can open a 'Digital Shop', advertise their services, post job vacancies, find workers and message other members. Individuals can use the free messaging service with their friends or contact businesses listed on WorkApp, search for employment, events and buy/sell their new or used goods or setup a profile as a 'Worker' available to work. For those looking to get some small Tasks done or able to do Tasks for a fee, the Task listing feature in WorkApp is ideal as there are no fees or charges. All listings show insights that allow you to track visitors, visits and enquiries. More importantly, with WorkApp there is no 'middle man'. Your enquiries go directly to you.

Furthermore, WorkApp's global approach seamlessly enables businesses and individuals to promote themselves and their goods/services globally with ease – opening new markets and opportunities. WorkApp's unique 'Refresh Technology' allows users to boost their listings to the top of search results without having to pay for prime positions.

The short term strategy for WorkApp is to boost its' Customer base and collect rich analytical data on Customer behaviour segmented at the local level. This will enable WorkApp to generate revenue and profits by offering targeted online advertising. Unlike other advertising platforms, WorkApp has taken a unique approach to online advertising by designing 'Billboard' style advertising spots which are strategically positioned within the App to gain maximum exposure. Aptly named as "WorkApp Billboards", our advertising platform is now released and already seeing advertisers purchasing their WorkApp Billboards. This marks a significant milestone in WorkApp's journey as it positions us for revenue generation and longer term sustainability.

The Mobile Advertisement market in 2017 was worth \$USD 143.54 billion and projected to grow to \$USD 247.36 billion by 2020 (source: Statista.com). This is an extremely attractive market for WorkApp and one that could generate significant revenue and return on investment for shareholders.

Depending upon the market success and acceptance of WorkApp, it is not uncommon for a Technology company demonstrating rapid growth and a successful business model to be acquired by one of the larger Technology or Social Media companies. This is the end-state strategy for WorkApp. It is anticipated that significant Shareholder value can be created under this scenario, based on recent industry acquisitions and advertising revenue generated by the major players such as Google, Facebook and Snapchat.

2.1. Overview of Products and Tools

WorkApp Pty Ltd is an Australian Private Company limited by Shares and owns all of the intellectual property – located in Brisbane, Australia. The WorkApp logo has been registered as a Trademark in 24 countries including Australia, NZ, USA, UK, Philippines and India. The products and tools offered by the Company are outlined below.

WorkApp for iOS - This mobile application is specifically designed for all devices that run the Apple iOS Operating System. These include the popular iPhone, iPad and iPod devices. WorkApp iOS is available for download from Apple's App Store globally at no cost to the end user.

WorkApp for Android - This mobile application is specifically designed for all devices that run Google's Android Operating System. The Android App has seen significant downloads in India.

WorkApp for Android is available for download from Google's Play Store at no cost to the end user.

WorkApp for Web – Whilst the preferred platform is trending towards mobile devices, there remains a continued demand for Web based applications that can be accessed from a laptop or desktop PC using Internet Explorer, Safari, Google Chrome or other popular internet browsers. WorkApp for Web can be accessed from www.workapp.world.

WorkApp Console - This is a back-end tool developed to simplify administrative tasks and ensure that the back-office administrative functions are managed efficiently with minimal staff required to support our growing user base.

WorkApp Billboards – This is a standalone application that allows businesses or agencies to create campaigns and manage Billboard Ads under a 'self-serve' model. Furthermore, individuals and businesses with free listings in WorkApp will have an opportunity to promote their listings with paid Billboards as well. This is the primary source of revenue for WorkApp to develop into a sustainable and profitable business.

2.2. Overview of Risks

Despite these potential benefits to investors, there are a number of risks to the future operating and financial performance of the Company, and therefore the value of any investment in the Company, that must be disclosed. Risks specific to the Company itself are:

- The Company is in a start-up phase and has incurred losses since commencing operations with carried forward losses of \$AUD 2.0M as at 30 June 2018. Further capital investment will be required to ensure its survival. Given its history of losses, there is uncertainty about its ability to generate profit in the future. There is no guarantee that the Company would be able to raise the required funds.
- The Company has developed an application that is rich in functionality and underpinned by its' innovative 'Refresh Technology". Whilst other Competitor applications currently exist that offer individual functions, there are none with the same rich function set and the certainty of data refreshed daily. However, there is no guarantee that a Competitor couldn't develop the same functionality in their product.
- The Company has some competition but not in the specific business model within which it operates. However, the barriers for entry are quite low, which raises the possibility of competitors entering the market.

More information on potential risks of investment are available in the detailed Offer Information Statement.

2.3. Overview of Staff

The Company has a number of experienced Executives and Managers. The experience is generally held in areas relevant to the Company's operations, such as social media, marketing and technology management. The Managerial team is comprised of executive officers who have experience in software development and dealing with commercial, legal and marketing issues. In addition, the Company has an Advisory Board that provides it with strategic direction and access to valuable professional networks. Refer Appendix A – WorkApp Team.

3. COMPETITOR ANALYSIS

Each of WorkApp's core categories has an established incumbent with niche solution for their specific market, however there are a number of key differentiators that makes WorkApp unique in its market offering. These are:

- Single App to use for buying, selling and promotions across 10 categories
- Single registration and sign-in. No need to register in different Apps
- Single global database with powerful localised search allowing users to access a global marketplace
- No credit card or payment required to use WorkApp
- No fees, charges or commission on any transactions
- Receive enquiries directly within WorkApp Chat, by phone or email
- No restrictions on links to external websites. List your Events in WorkApp and link the ticket sales to EventBrite
- Boost to top of search results at no cost. You can't buy your way to the top
- Unlimited listings with unlimited videos and photos per listing
- Strategic alliances that make it easier to onboard stock levels for Real Estate Agents and Auto Dealerships.

WorkApp has focused on the Real Estate, Auto and Recruitment agencies over the last six months, forging strong alliances with technology service providers to these industries who now provide WorkApp with the inventory data for mutual clients thus making it easier to onboard new clients.

WorkApp's primary competitors for each category are as follows:

- Real Estate: realestate.com.au; domain.com.au
 - These and similar portals charge the seller substantial marketing fees whereas WorkApp is free. A data feed from MyDesktop – a popular Real Estate Agency management system is currently in development.
- Autos: carsales.com.au; gumtree.com.au
 - These portals either charge to list or charge a fee per enquiry which for some dealerships is substantial considering there is no guarantee on the quality of the lead. WorkApp's free model is appealing to the Dealerships who are quickly adopting WorkApp. Data feeds from two industry leaders (Dealer Solutions and Jeal EasyCars) has made it easier to onboard new dealers.
- Jobs: seek.com.au; indeed.com.au
 - Seek is a well-established Jobs Board, however, it is an expensive option for agencies and employers. WorkApp has developed data integration capability with Job Adder – a popular recruitment software solution.
- Classifieds gumtree.com.au; facebook.com (Marketplace)
 - Free classifieds sites are quite prevalent now starting with Craigslist in USA. Classifieds is almost seen as a ticket to the game as most consumer to consumer (C2C) transactions take place in such marketplaces. WorkApp's integration with Paypal and no commission model bodes well for consumers who have a Paypal account and wish to extend the payment method when selling the goods.

- **Tasks** airtasker.com.au
 - Airtasker is a popular site for organizing small tasks with a pool of handymen ready to work. WorkApp is free for Workers to register and work whereas Airtasker takes a percentage of the proceeds.
- **Community** Facebook.com (Groups)
 - WorkApp allows Community Organisations to promote their clubs and activities while individuals can find local clubs or register as volunteers.
- **Events** Eventbrite.com
 - WorkApp allows event organisers to post unlimited events, sell tickets or link to other website directly to sell tickets. There are no restrictions.
- **Wanted** gumtree.com.au; facebook.com (Marketplace)
 - Similar to other Classifieds sites, WorkApp also allows you to post items that you are looking for.
- **Business** facebook.com; linkedin.com and other business directories.
 - WorkApps business listings allows the owner to add team members, create listings for the business and assign any team member as a contact for that listing. Furthermore enquiries can be directed to the team member only or to both the owner and the team member so the owner has full control of the business at all times.
- **Workers** seek.com.au; freelancer.com
 - Most job sites allow users to register, upload the CVs and search for jobs. WorkApp's Worker profiles allows them to nominate whether they are interested in doing small tasks, their skills and also upload their CV for other types of jobs. Workers are matched to Tasks based on their skills and notified when a Task is posted. Employers can hire workers with no recruitment fees.

The table below illustrates the completeness of WorkApp against its competitors.

End-User Features	WorkApp	Facebook	Gumtree	eBay	Seek	Quikr	RE	Cars
Free messaging	✓	✓	✗	✗	✗	✓	✗	✗
Post Job Vacancies for free	✓	✓	✓	✗	✗	✓	✗	✗
Apply for Jobs instantly	✓	✓	✓	✗	✓	✗	✗	✗
Post Community Events	✓	✓	✓	✗	✗	✓	✗	✗
Register as a Volunteer	✓	✗	✗	✗	✓	✗	✗	✗
Post items for sale	✓	✓	✓	✓	✗	✓	✗	✗
Post Hire/Rent classifieds	✓	✓	✓	✗	✗	✓	✗	✗
Receive Payment by PayPal	✓	✗	✗	✓	✗	✗	✗	✗
Register as Casual Labour for Hire	✓	✗	✓	✗	✓	✓	✗	✗
Find Casual Labour quickly	✓	✗	✓	✗	✓	✓	✗	✗
Data refreshed regularly	✓	✗	✗	✗	✗	✗	✗	✗
Real Estate functions at no cost	✓	✓	✗	✗	✗	✗	✗	✗
Auto Dealer functions at no cost	✓	✓	✗	✗	✗	✗	✗	✗

Note: Quikr is an India based online marketplace

4. REVENUE MODEL

Like all great businesses, WorkApp is focused on creating shareholder value by enabling businesses and individuals globally who have a smart phone or a computer and internet connection to access the full features of WorkApp for commerce, communication, collaboration and prosperity. Whilst WorkApp could have charged a subscription fee per user or offer a free version and a paid version, its' vision is to embrace net neutrality and ensure that no one is prevented from using WorkApp because they can't afford it.

WorkApp's revenue model is based on selling paid advertising spots that are strategically placed within the listings. Like a Billboard that you see on the highway, WorkApp Billboards also have limited spots and availability. Prices vary depending on the location – as they do on the highway. As with any revenue model, the number of spots and the coverage of the Billboards can be easily adjusted by our Admin team thus creating greater opportunities for revenue growth. The pricing is modest compared with other digital platforms and we will monitor market conditions and adjust prices based on demand. Other opportunities exist to auction popular spots and these will be explored once WorkApp has 10+ million users.

From July 1st 2019, Billboards will be priced as follows:

BILLBOARD LOCATION	NO. OF SPOTS	COST \$AUD/MTH	Total Potential Revenue/Mth
What's Fresh Worldwide	200	\$100	\$20,000
What's Fresh Countrywide	200	\$100	\$20,000
What's Fresh Citywide	200	\$100	\$20,000
Search Results – by Zone	39 zones x 20 spots each	\$50	\$39,000

Total potential revenue of \$AUD 99,000 is sufficient to meet WorkApp's operating overheads of circa \$90k/mth.

It is important to note that the Billboards model is extremely flexible whereby the pricing and the number of spots can be easily adjusted with immediate or delayed start by our Admin team. Naturally, to attract advertisers, there needs to be substantial traffic. We envisage one million users in WorkApp will see WorkApp as a profitable venture. Capital raised in the meantime will be largely applied to marketing and growing our user base.

5. OFFER DETAILS

5.1. Offer Overview

Offer Price	\$10
Number of Shares Offered	50,000
Number of shares on issue after raising	21,600,000
Market Capitalisation after Capital Raising	\$216,000,000

The Company is offering 50,000 Ordinary Shares at the subscription price of \$10 per Share. The minimum subscription price is \$1,000 for 100 Ordinary Shares. Total capital sought is \$500,000.

A further 50,000 Shares are available for capital raising as required. As the Company is private, Shares in it are not liquid. The Company intends to use the capital raised to cover its' operating expenses, product development, worker payments and global marketing expenses. Even if this Offer is realised, it is likely that further fundraising attempts will be required to cover these expenses until the Company begins to operate at a profit.

The offer in this Information Memorandum ("Offer") is an offer for Ordinary Shares in WorkApp Enterprises Pty Ltd ACN 624 766 598, to raise up to \$500,000.

The Offer is by invitation only.

The Subscription price for one Ordinary Share is \$AUD 10.

Applications may only be made for Ordinary Shares in multiples of \$1,000 for 100 shares.

There are no fees, commissions or charges payable in order to acquire Shares.

5.2. Dividend Policy

Dividends have not been declared by the company to date. Any future dividend payment will be subject to the Company's ability to meet any of its cash funding requirements for growth, taking into account the capital and trading requirements at that time. The Company is not in a position to predict when it will pay a dividend, if at all.

5.3. Forecasts and Financial Information

The funds raised under this Offer Information Statement will be applied to current operating expenses and working capital requirements as follows:

Purpose	Amount of capital to be raised (\$)
	\$500,000
(1) Operating Expenses / Working Capital	\$100,000
(2) Employee, Contractor, Consultant expenses	\$ 100,000
(3) Global Marketing Activities	\$ 250,000
(4) Infrastructure Expenses	\$ 50,000

WorkApp has successfully raised over \$AUD 3.1M till June 30th 2018 with carried forward losses of \$2.0M. The Capital raised was predominantly used for product design and development. This round of funding will be used for Marketing and promotions as well as operating overheads.

5.4. Privacy

When applying for Shares in WorkApp, Applicants will be requested to provide personal information to WorkApp directly, such as name, address, telephone number and email address. WorkApp collects, holds and uses that personal information to assess Applications, and undertake administration. Access to information may be disclosed by WorkApp to its agents and service providers on the basis that they deal with such information pursuant to the provisions of the Privacy Act 1988 (as amended).

WorkApp will keep records of personal information up to date. Applicants may request access to their personal information, held by or on behalf of WorkApp, by contacting WorkApp directly.

Applicants are responsible for notifying WorkApp of any changes to their personal information and may request that their personal information be changed by contacting WorkApp at any time.

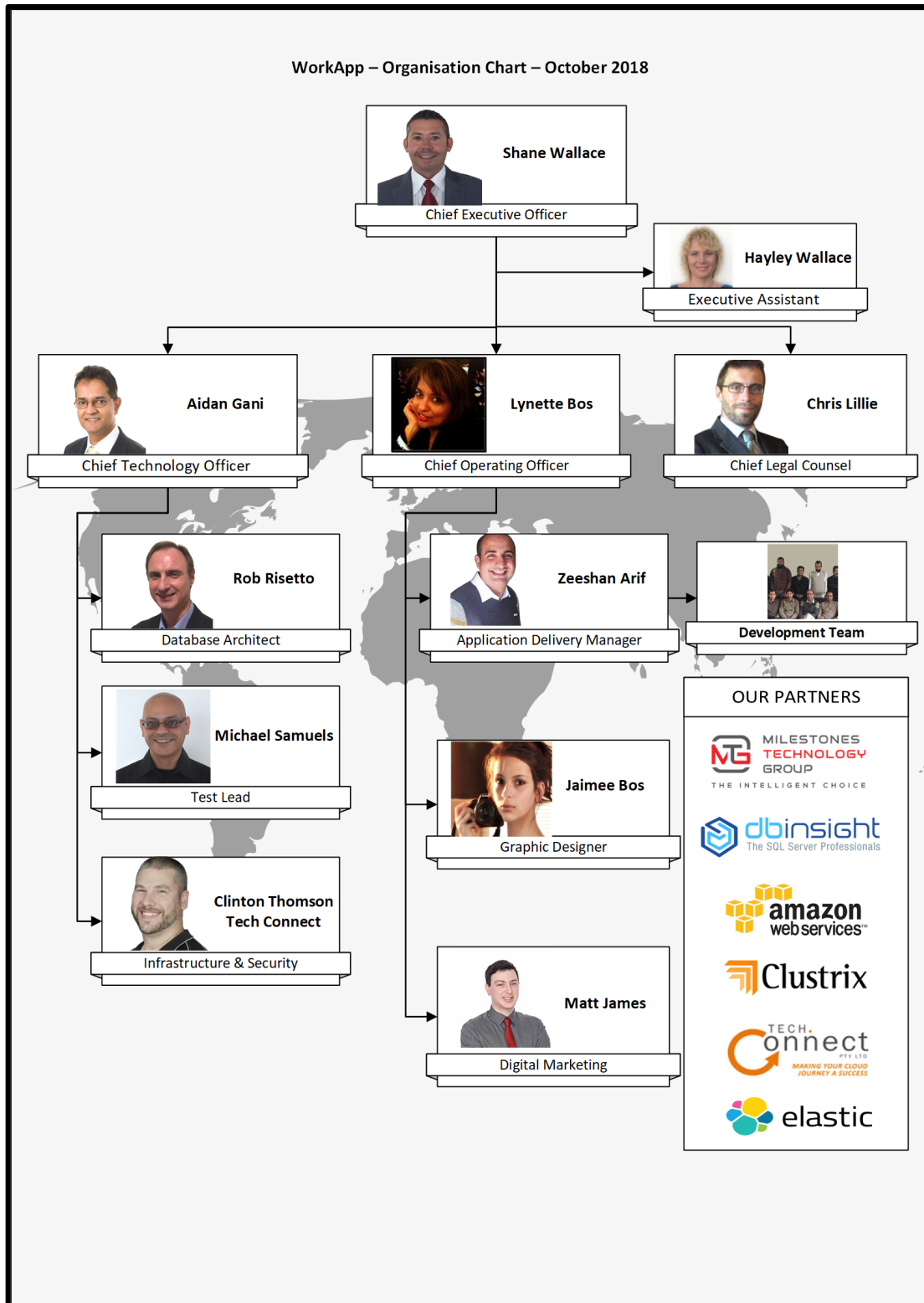
3.5. How to Accept the Offer

Please contact Shane Wallace on 0419 751 020 or email shane@workapp.com.au

Questions

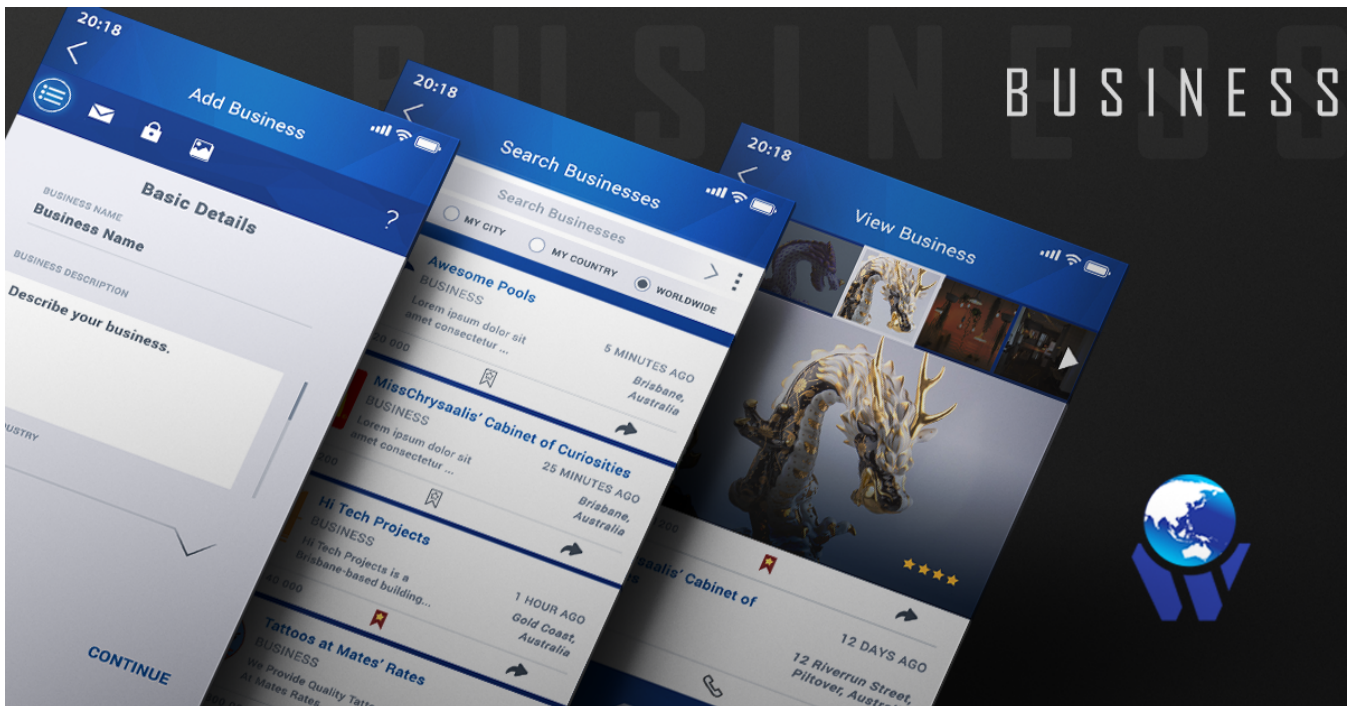
If you have any questions regarding the content of this Information Memorandum please contact Shane Wallace on +61 419 751 020 or by email at shane@workapp.com.au.

APPENDIX A – WORKAPP TEAM

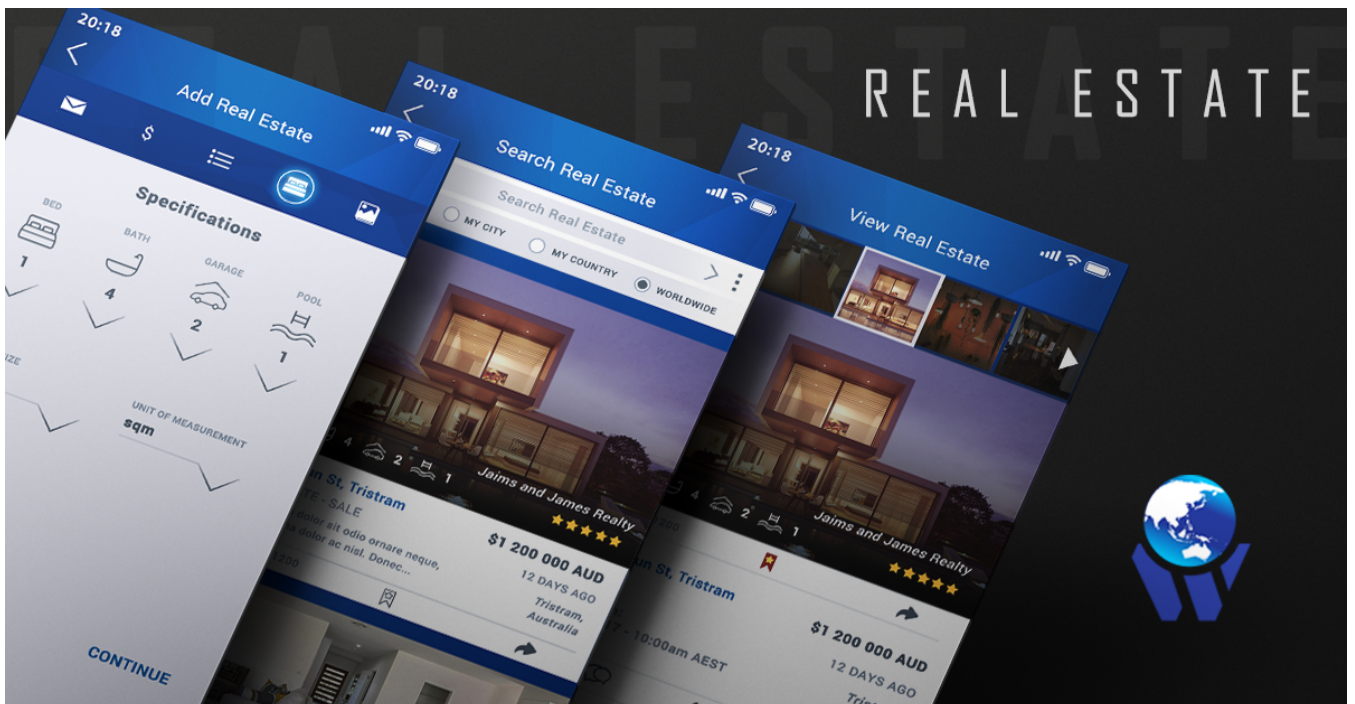


APPENDIX B – SAMPLE SCREEN SHOTS OF WORKAPP

GIVE YOUR BUSINESS A BOOST



BUY OR SELL REAL ESTATE





<https://workapp.link/GetApp>

=== END OF DOCUMENT ===