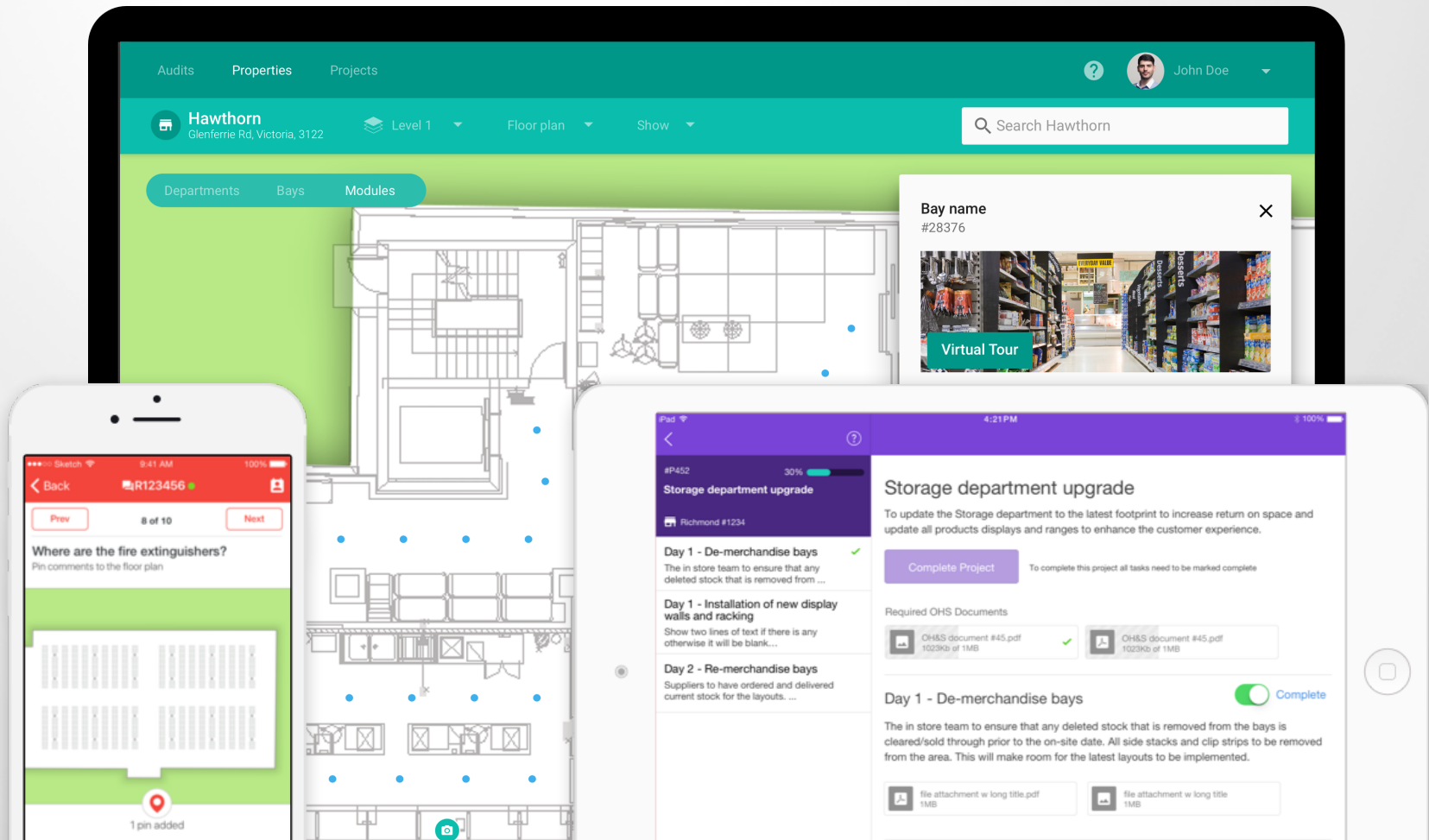




# AssetOwl

Revolutionising how retailers manage change



# Important Notice and Disclaimer

This document is issued by Regalpoint Resources Ltd (ACN 122 727 342), proposed to be renamed AssetOwl Limited (“Regalpoint”) to provide summary information about Regalpoint and its associated entities and their activities current as at the date of this document. The information contained in this document is of general background and does not purport to be complete. It is intended only for those persons to whom it is delivered personally by or on behalf of Regalpoint. By attending this presentation, you represent and warrant that (i) if you are in Australia, you are a person to whom an offer of securities may be made without a disclosure document (as defined in the Corporations Act 2001 (Cth) (“Corporations Act”)) on the basis that you are exempt from the disclosure requirements of Part 6D.2 in accordance with Section 708(8) or 708(11) of the Corporations Act; (ii) if you are in the United States, you are a qualified institutional buyer (as defined under Rule 144A under the U.S. Securities Act; (iii) if you are outside Australia and the United States, you are a person to whom an offer and issue of securities can be made outside Australia without registration, lodgement or approval of a formal disclosure document or other filing in accordance with the laws of that foreign jurisdiction. If you are not such a person, you are not entitled to attend this presentation. Please return this document and any copies and do not provide this document to any other person.

This document is not, and should not be considered as, an offer or an invitation to acquire securities in Regalpoint or any other financial products and neither this document nor any of its contents will form the basis of any contract or commitment. This document is not a prospectus and does not contain all of the information which would be required to be disclosed in a prospectus.

In particular, this document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Securities may not be offered or sold in the United States unless the securities have been registered under the US Securities Act of 1933 or an exemption from registration is available.

Neither Regalpoint nor any of its officers, employees, related bodies corporate, affiliates, agents or advisers guarantees or makes any representations or warranties, express or implied, as to, or takes responsibility for, the accuracy or reliability of the information contained in this document. Regalpoint does not represent or warrant that this document is complete or that it contains all material information about Regalpoint or which a prospective investor or purchaser may require in evaluating a possible investment in Regalpoint or acquisition of Regalpoint securities. Nothing contained in this document nor any information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee, whether as to the past, present or the future. Regalpoint has not carried out due diligence investigations in connection with the preparation of this document. You must conduct your own independent investigations and enquiries as you deem fit. The information set out in this document does not constitute or purport to be a recommendation by Regalpoint, its officers, employees, agents or advisers and has been prepared without taking into account the objectives, financial situation or needs of individuals. The information in this document does not constitute financial product advice (nor investment, taxation or legal advice).

To the maximum extent permitted by law, Regalpoint and its related bodies corporate and each of their respective directors, employees, officers, affiliates, agents and advisers expressly disclaim any and all liability (including without limitation for negligence) for representations or warranties or in relation to the accuracy or completeness of the information, statements, opinions or matters, express or implied, contained in, arising out of or derived from, or for omissions from, this document including, without limitation, any historical financial information, any estimates or projections and any other financial information derived therefrom. In particular, this document does not constitute, and shall not be relied upon as, a promise, representation, warranty or guarantee as to the past, present or the future performance of Regalpoint.

This document contains certain forward-looking statements and opinion which are provided as a general guide only and should not be relied on as an indication or guarantee of future performance and involve known and unknown risks, uncertainties and other factors, many of which are outside the control of Regalpoint. Past performance is not necessarily a guide to future performance and no representation or warranty is made as to the likelihood of achievement or reasonableness of any forward looking statements or other forecast.

Information in this document (“Confidential Information”) is confidential and by accepting the invitation and attending this presentation you agree to keep this information confidential and not to disclose it to anyone within your organisation except on a need-to-know basis and subject to these restrictions, or to anyone outside your organisation. You must not copy, use, publish, record or reproduce the Confidential Information or directly or indirectly disclose it to any person without the prior written consent of Regalpoint, which may be withheld in its absolute discretion.

All figures in this document are in Australian dollars (AUD) unless stated otherwise.

- Regalpoint Resources Ltd (ASX: RGU) has entered into an agreement to purchase **AssetOwl Pty Ltd** (“AssetOwl”) for \$12m consisting of \$3m of escrowed securities and \$9m of performance based equity consideration
- Established in August 2014, AssetOwl is an innovative technology company which has developed an **enterprise software Management Platform initially applicable to retailers** with a growing number of applications to other industries
- **The Management Platform is a powerful tool** designed specifically for retailers to visualise, question, analyse and interpret data within the four walls of each property and collectively across all properties within a network
- **A game-changing technology** for the retail site management and analysis
- **Global early-mover advantage** and attractive revenue model
- Intellectual Property developed with **patents pending for international protection.**
- Significant initial **traction with potential customers**
- **Experienced management** with proven track record. Senior management team with extensive recent experience across retail and technology. Management are heavily invested and incentivised
- By appropriately capitalising the business of AssetOwl as it rolls into commercialisation of the Management Platform the Company expects to be able to **attract executive talent to complement and enhance its team**
- **Global market** +++100,000's stores, centres and locations

# AssetOwl System Overview

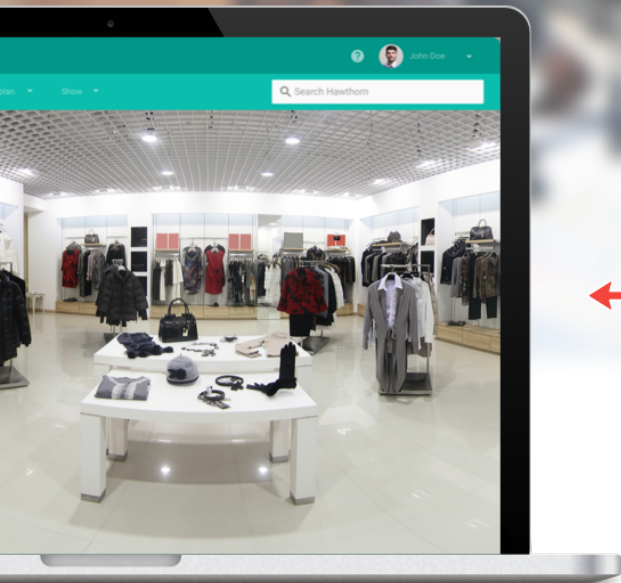


## Head office users

Visibility of store network from desktop through virtual tour of each store

Integrate other systems into AssetOwl and maintain a history for each store in one location

Powerful analytics capability. Reporting with contextualised and relevant information



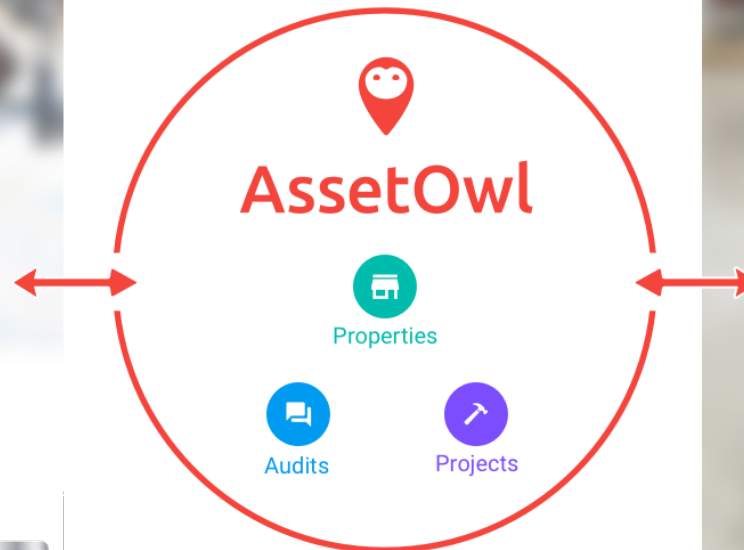
## AssetOwl

- Cloud based enterprise system
- SaaS revenue model on a per store basis
- ISO: 27001 accreditation - IT security system
- Open API's - ability to integrate with existing software systems

## In-store users

Mobile app enables users to maintain accuracy of existing conditions

Connecting head office to stores. Communicate, monitor and manage in real time



- The genesis of AssetOwl lies in the **12 years' experience** of one of the Company's co-founders in the retail industry where he was exposed to the issues faced by retailers with large geographically dispersed networks and a large number of ageing business assets
- AssetOwl has combined **Geographic Information Systems (GIS)** and **virtual reality technologies** to develop an **Internal Visualisation System (IVS)**
- The Management Platform is a **powerful tool** designed specifically for retailers to visualise, question, analyse and interpret data within the four walls of each property and collectively across all properties within a network
- AssetOwl has invested in developing its internal systems and has **attained ISO 27001 accreditation**, the industry standard for information security management systems
- AssetOwl has undertaken detailed scoping sessions and/or held initial discussions with major Australian retail groups and **commenced commercial trials** with some of Australia's largest retailers
- **Conventional recurring SaaS (Software-as-a-Service) revenue model** (i.e. a licence model) and upfront implementation fees

- **A game-changing technology for the retail industry**

- Industry-wide tool with productivity, financial, consistency, communication, monitoring and reporting benefits
- Readily integrates with existing operational systems

- **Global first-mover advantage and attractive revenue model**

- No direct competition currently exists with functionality on one management platform
- Tiered revenue via up-front implementation fees and recurring SaaS licence fees
- Potential to generate significant recurring revenue anticipated as customer network increases at material margin >50%

- **Well advanced development pathway**

- The proposed equity capital raising by Regalpoint of \$2.75m (up to \$3.5m) is to fund further functionality development and initial commercialisation of the Management Platform – potential to self-fund full domestic roll-out

- **Significant initial traction with potential customers**

- Advanced negotiations and/or discussions underway with several major retailing groups
- Represents a combined network of >1,500 stores
- Australian market represents +100,000's of stores, centres and locations

- **Experienced management with proven track record**

- Senior management team with extensive recent experience across retail and technology

- **Near term geographic and industry expansion potential**

- Product readily transferrable to global retail markets and across large number of retailing sub-sectors and other industries
- Identified several other industries such as property, construction and mining where Management Platform has application
- USA and UK targets identified through existing relationships
- Global market represents +++100,000's stores, centres and locations

# Intellectual Property

---

- AssetOwl has filed a **patent application** PCT/AU2015/050579 under the Patent Cooperation Treaty process seeking international protection. The application covers:
  - Business process of AssetOwl's 3 existing modules
  - Computer vision method for geolocation and processing of imagery
  - Mobile geolocation method for updated imagery
- Response from Australia patent office indicates that the key IP is novel and does not infringe any existing patents
- Final jurisdiction patent filings due by March 2017

## Speed to market is crucial

- Traditional bricks and mortar retailers are in the most dynamic times of the last 15 years due to:
  - introduction low cost international retailers
  - impact of e-commerce
- Large retailers compete head to head across categories and brands
- All of the above requiring retailers to constantly grow their store network, refurbish and refine their in-store offer as quickly, cost effectively and consistently as possible to grow or maintain market share

## Change management is cumbersome

- Retailers use Excel spreadsheets and email to manage network wide change initiatives
- Numerous functional teams involved, these tools do not allow collaboration or communication amongst stakeholders efficiently leading to significant 'down stream' costs

## No 'one source of the truth'

- Each functional team uses a specific software application
- No common platform enabling collaboration between functional teams



## Retailers have lost visibility

- Retailers with large, national store networks, hub and spoke management, legacy software systems has lead to lost visibility of in-store environments

## On-site auditing is costly

- Currently head office based management physically visit sites or engage third party suppliers to perform 'clip board' audits of each store to gain an understanding of their existing conditions; 60% of audit costs are travel related
- Audits performed by in-store team members are often not completed and incorrect, leading to capital expenditure decisions based on erroneous data with additional costs borne

## Information is diverse and dispersed

- Retailers have numerous functional teams with specific software applications for each function
- Information is not easily accessible or usable by other functional teams
- Collaboration between functional teams within projects is difficult

## No ability to manage change projects in real-time

- Retailers communicate change projects via email to 3rd party suppliers or store teams
- No means to monitor or manage execution of project by completion
- Current practice requires site visitation or confirmation via phone to confirm completed

- **Visibility** of store network from head office via virtual tours
  - Large retailers spend 10's of \$millions endeavouring to gain visibility and manage assets
  - AssetOwl's core modules are designed to potentially deliver \$millions in savings annually
- **Speed to market reduced** significantly
  - AssetOwl's implementation has been shown in trials to reduce a retailers in-store project execution time from as much as 6 weeks to 1 week, with the potential to substantially increase sales
- **Ability to manage projects in real time**
  - Retailers are losing millions in revenue through poor execution as they do not currently have the means to manage projects in real time. AssetOwl has the potential to assist in substantially increasing sales
- **Sequential development of new modules** has the potential to assist AssetOwl's customers to generate substantial savings and potentially add multiples of this in revenue growth

# Applicable Markets

• AssetOwl has widespread application across the Australian retail industry, including:

- Food retailing;
- Household goods retailing;
- Clothing, footwear and personal accessory retailing;
- Department stores;
- Other retailing; and
- Cafes, restaurants and takeaway food services

• Aust. Hardware - Bunnings 343 stores; Home Timber & Hardware 290 stores, Mitre 10 400 stores (approximate figures)

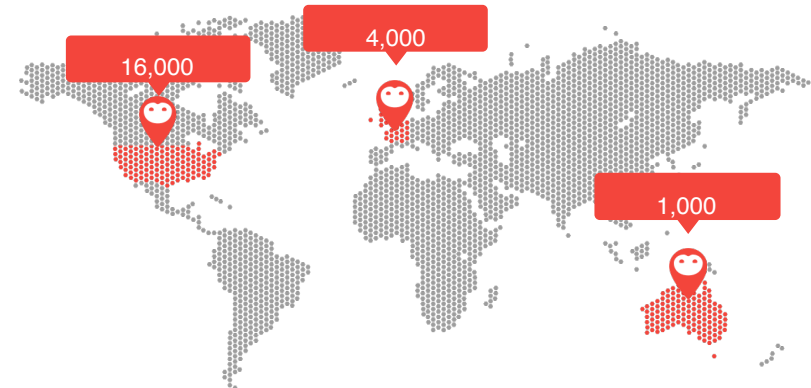
• Aust. Supermarkets - Coles 780 stores; Woolworths 960; Aldi 460; IGA 1,400 (approximate figures)

• Directly transferable into global retail markets with relationships waiting to be activated upon commercialisation in Australia

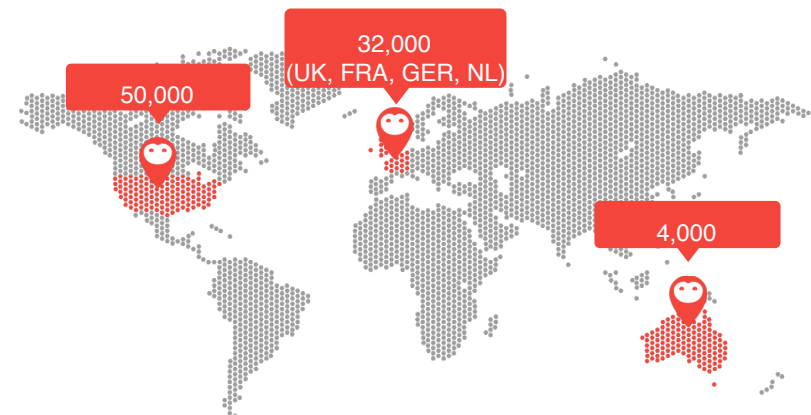
• USA: Southeastern Grocers 800; Home Depot 2,250 (approximate figures)

• UK: Tesco - 6,700; ASDA 600; HomeBase 265 (approximate figures)

## Hardware



## Supermarkets



# Applicable Australian Retail Markets

Retail Classification	Examples of potential client by category
Household Goods	<ul style="list-style-type: none"><li>• Bunnings Warehouse</li><li>• Home Timber &amp; Hardware</li><li>• Mitre 10</li><li>• Freedom</li><li>• IKEA</li></ul>
Food, Liquor, Petrol	<ul style="list-style-type: none"><li>• Coles / Coles Express</li><li>• Liquorland / Vintage Cellars / First Choice</li><li>• Woolworths</li><li>• BWS / Dan Murphy's</li><li>• Aldi</li><li>• IGA</li></ul>
Department	<ul style="list-style-type: none"><li>• MYER / David Jones</li><li>• Target</li><li>• Kmart</li><li>• Big W</li></ul>
Other Retailing	<ul style="list-style-type: none"><li>• Officeworks</li><li>• JB Hi-Fi / Good Guys</li><li>• Australia Post</li><li>• Telstra</li></ul>

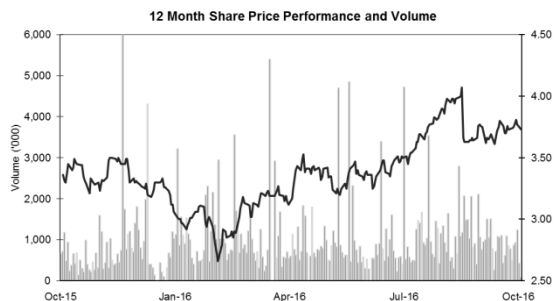
# Commercialisation

- AssetOwl's **conventional SaaS revenue model** includes:
  - Implementation fees (up front)
  - Annual licence fees for use of the Management Platform software (ongoing)
- AssetOwl's core business proposition to customers involves potentially significant savings as well as the technological benefits and efficiencies
- AssetOwl's management are backing themselves with up to \$9m worth of deferred consideration (cash or shares) linked directly to the delivery of commercial outcomes over 3 years – sites, revenue and profitability
- The performance milestones have been framed to be achievable:

Milestones	Year 1	Year 2	Year 3
Sites	320	1,152	1,408
Revenue	\$3.0m	\$5.7m	\$10.4m
Net profit before tax	B/E	\$1.8m	\$5.7m

# Comparative Analysis

## MYOB Group Limited (ASX:MYO)



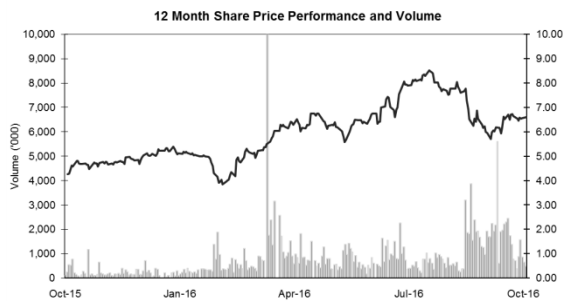
Share Price*	\$3.73
Number of Shares	599.3 million
Market Cap	\$2.23 billion

Provider of desktop and cloud business management software solutions to business and accounting practices in Australia and New Zealand.

	FY15	1HY16
<b>Revenue</b>	\$327.8m	\$178.3m
<b>NPAT</b>	\$42.4m	\$26.0m

Year end 31 December

## Aconex Limited (ASX:ACX)



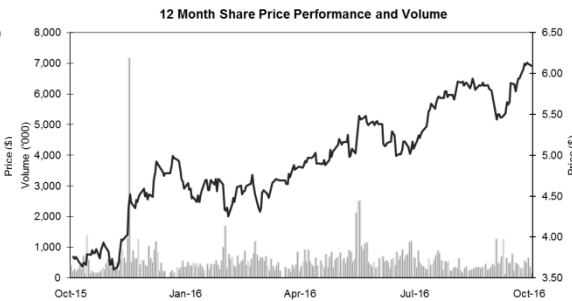
Share Price*	\$6.61
Number of Shares	195.3 million
Market Cap	\$1.29 billion

A cloud collaboration platform for the global construction industry. It provides an online collaboration platform for construction and engineering projects. It offers its platform for document and process management and projects communication applications

	FY15	FY16
<b>Revenue</b>	\$82.4m	\$123.4m
<b>NPAT</b>	(\$2.5m)	\$9.9m

Year end 30 June

## Technology One Limited (ASX:TNE)



Share Price*	\$6.09
Number of Shares	313.3 million
Market Cap	\$1.91 billion

A software provider and consultant to government, local government financial services, health and community services, education and utilities and managed services markets. Products include financial, HR & payroll, supply chain and business intelligence.

	FY15	1HY16
<b>Revenue</b>	\$218.7m	\$101.0m
<b>NPAT</b>	\$35.8m	\$7.4m

Year end 31 September

\* Share Price and calculations as at 10.10.2016

# Board & Management

Board



**Shane Stone**  
Chairman

- Chairman of Ann Street Partners and Executive Chairman of the APAC Group. Extensive experience serving as an independent director of various public and private companies.
- Formerly served as Chief Minister in the Northern Territory, Minister for mines and Energy and President of the Liberal Party of Australia. Barrister prior to entering politics.
- Serves on various not for profit boards, including National Chairman of the Duke of Edinburgh Award



**Simon Trevisan**  
Non-Executive Director

- Significant experience in public and private investments, corporate finance and management of large public and private businesses.
- Currently Managing Director of the Transcontinental Group.



**Bruce McCracken**  
Non-Executive Director

- Experienced business executive with a legal and investment banking background in corporate finance and mergers and acquisitions, and the corporate sector.
- Currently the Managing Director of BMG Resources Limited



**Ian Murchison**  
Non-Executive Director

- Founding shareholder and investment director of private equity fund manager Foundation Management Pty Ltd.
- Fellow of the institute of chartered accountants and director of ACP Group Pty Ltd and Primary Securities Ltd.



**Andrew Lane**  
Non-Executive Director

- Managing Director at Matrix Partners Pty Ltd, Chairman Access Group Pty Ltd, Non-Executive Director AssetOwl since August 2014.

Management



**Giuseppe DiFranco**  
Chief Executive Officer  
& Co-Founder

- Before co-founding AssetOwl had a working partnership with Google where he became one of the first members of the Australian Google Business View Program.
- At AssetOwl Giuseppe leads the teams developing the Web and Mobile applications, Robotic Hardware and Vision systems.



**Tim Brady**  
Co-Founder

- Strong strategic and business development skills evidenced through the identification of a niche market opportunity in the retail sector in 2003.. In August 2014 co-founded AssetOwl.
- Tim was awarded a 40-under-40 award by WA Business News in 2010 also recognised in BRW's Annual Fast 100 List in 2008 & 2009.

# Transaction Summary

---

- Regalpoint intends to acquire all of the issued shares in AssetOwl and by so doing will be changing the nature of its activities, requiring shareholder approval (late November 2016) and ASX approval for re-compliance. Shareholders will be asked to approve the change in the nature of activities, the acquisition of AssetOwl, a consolidation of capital on a 1 for 10 basis, the issue of securities under a capital raising and other matters incidental to complete the transaction
- Initial consideration for AssetOwl consists of 15m Regalpoint shares (\$3m based on a 20¢ re-instatement value, largely escrowed) and 5m options exercisable at 25¢ (post consolidation) largely representing funds invested to date, with deferred payments (in cash or shares) of up to \$9m conditional upon meeting operational and performance milestones - deferred consideration is proposed to be in the form of performance rights.
- Raising a minimum of \$2.75m and up to \$3.5m in new funds by the issue of 13.75m and up to 17.5m shares at 20¢ per share on a post consolidation basis
- For every two shares subscribed the applicant will receive one new quoted option exercisable at 40¢ with an expiry date of 30 June 2019
- Capital Raising is proposed to be underwritten for the \$2.75m minimum
- Existing Regalpoint shareholders will have priority to a \$1m pool of Regalpoint shares to assist to facilitate ASX shareholder spread



# Capital Structure\*

	Shares	Existing Options	Vendor Options	New Options	Performance Rights
Existing Regalpoint Shareholders	270,421,120	101,427,928	-	-	
Consolidation 1:10	27,042,112	10,142,793	-	-	
AssetOwl Vendors	15,000,000	-	5,000,000	-	30,000,000
Capital Raising (Minimum)	13,750,000	-	-	6,875,000	
Advisers	1,000,000	-	-	-	
Underwriting Options	-	-	-	11,000,000	
<b>Total</b>	<b>56,792,112</b>	<b>10,142,793</b>	<b>5,000,000</b>	<b>17,875,000</b>	

\* Based on minimum subscription before Performance Shares (see page 18)

Existing Options – 20¢ on or before 30 September 2018 (quoted)

Vendor Options – 25¢ on or before 31 March 2019 (Unquoted)

New Options – 40¢ on or before 30 June 2019 (to be quoted)

- Approximately 99% of AssetOwl vendor shares in Regalpoint escrowed for up to 24 months
- Shares to AssetOwl's advisers and Underwriting Options escrowed for up to 24 months
- Regalpoint is considering a spin-out of its existing resource assets for the benefit of existing and subscribing shareholders (not the AssetOwl Vendors/ Advisers) under the capital raising

Top 10 Shareholders		
1	Transcontinental Investments Pty Ltd	25.45%
2	Chesapeake Capital Limited	9.92%
3	Decket Pty Ltd	4.22%
4	T T Nicholls Pty Ltd	2.97%
5	Katana Equity Pty Ltd	2.95%
6	Jasper Hill Resources Pty Ltd	2.48%
7	Talex Investments Pty Ltd	2.48%
8	M&K Korkidas Pty Ltd	2.37%
9	McGill MJ & SA	2.24%
10	Bedford Investments Pty Ltd	2.24%
<b>Total</b>		57.33%
<b>Top 20</b>		76.92%
<b>Total Shareholders</b>		305

# Performance Milestones

- AssetOwl presented itself to Regalpoint with a strongly constructed proposed financial roll out over 3 years
- The roll out did not include overseas sales and was discounted circa 33% to arrive at the Performance Milestones
- The Vendors of AssetOwl will be entitled to additional consideration on the achievement of the following performance hurdles over 3 calendar years :

	Amount	Performance Hurdle		Consideration
<b>Class A Performance Rights</b>	\$3m	CY17 Stores	320	Cash or up to 15m shares at 20¢ per share
		CY17 Revenue	\$3,008,000	
		CY17 NPBT	breakeven	
<b>Class B Performance Rights</b>	\$3m	CY18 Stores	1,152	Cash or up to 7.5m shares at higher of 40¢ per share or 10% discount to 14 day VWAP
		CY18 Revenue	\$5,760,000	
		CY18 NPBT	\$1,792,000	
<b>Class C Performance Rights</b>	\$3m	CY19 Stores	1408	Cash or up to 7.5m shares at the higher of 40¢ or 14 day VWAP
		CY19 Revenue	\$10,400,000	
		CY19 NPBT	\$5,696,000	

- Performance Rights for Class A, B and C vest one third for each performance hurdle met, ie stores/revenue/NPBT
- Adjustments to the number of Performance Rights which vest may occur as an offset against certain excess post acquisition liabilities in AssetOwl
- Company's election whether milestone payment is cash or shares

# Use of Funds

Upon completion of issue the company emerges debt / obligation free with net cash of \$3.2m (ex issue costs) on \$2.75m capital raising

<b>Funds Available</b>	<b>Min. Subscription (\$2,750,000)</b>	<b>Max. Subscription (\$3,500,000)</b>
Cash on Hand	750,000	750,000
Funds from the offer	2,750,000	3,500,000
<b>Total Funds Available</b>	<b>3,500,000</b>	<b>4,250,000</b>
<b>Use of Funds</b>		
Corporate Overhead - ASX listed entity	600,000	600,000
Software development	1,000,000	1,550,000
Business Development & Marketing	200,000	350,000
Patent costs	100,000	100,000
Costs of the Offer	300,000	350,000
Regalpoint existing resource projects	300,000	300,000
General working capital	1,000,000	1,000,000
<b>Total</b>	<b>3,500,000</b>	<b>4,250,000</b>

# Indicative Timetable

Event	Indicative Date 2016
Notice of Meeting dispatched to Regalpoint shareholders	28 October
Prospectus lodged with ASIC/ASX	31 October
Offers Open	8 November
Shareholder Meeting	29 November
Offers Close	6 December
Conditions Fulfilled	12 December
AssetOwl Settlement	12 December
Shares and Options allotted	13 December
Reinstatement to Quotation	16 December

\* The dates in the above timetable are indicative only and are subject to change.

# Investment Proposition

---

- Following its acquisition of AssetOwl, Regalpoint is expected to present with a minimum **market capitalisation of \$11.4m, net cash of circa \$3.2m ex issue costs (no debt)**, on cusp of commercialisation of the Management Platform with the expectation of a **breakeven CY17**
- AssetOwl's Management have a **very clear and precise understanding of the market**, the opportunities and have custom crafted solutions that offer very significant savings to retailers with other market's evolving
- The **magnitude of the “savings” for retailers** coupled with the functional capability of the product suite create what AssetOwl believes is a compelling business case
- **Initial sales** are emerging which support the transition to profitability
- **Scalability** and the **global nature of market potential** suggests exponential revenue possibilities
- **Management are completely aligned** with commercialising AssetOwl's Management Platform
- Access to capital and the materially enhanced status that an ASX listing bestows will escalate AssetOwl's ability to attract executive talent and make it a **materially stronger counterparty**
- AssetOwl fully expects management to **satisfy the performance milestones** opening up the prospect of significant shareholder returns