



ABN 98 084 370 669

YOWIE GROUP LTD

ABN 98 084 370 669

PROSPECTUS

For the offer of 1,000 Shares in the capital of the Company at an issue price of \$0.13 per Share to raise up to \$130 together with 1 free attaching Option for every two Shares subscribed for and issued.

This Prospectus has been prepared for the purpose of Section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued and Options granted by the Company prior to the Closing Date.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Securities offered by this Prospectus should be considered as speculative.

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1. SUMMARY OF IMPORTANT DATES AND IMPORTANT NOTES

TIMETABLE AND IMPORTANT DATES

Lodgement of Prospectus with the ASIC and ASX	15 April 2013
Opening Date	15 April 2013
Closing Date	26 April 2013
Expected date of Official Quotation of the Shares and Options	26 April 2013

*The Company reserves the right to extend the Closing Date or close the Offer early without notice.

IMPORTANT NOTES

Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisors.

This Prospectus is dated 15 April 2013 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus.

The Expiry Date of the Prospectus is 13 months after the date the Prospectus was lodged with the ASIC. No Securities will be allotted or issued on the basis of this Prospectus after the Expiry Date.

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

Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

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

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

ELECTRONIC PROSPECTUS

A copy of this Prospectus can be downloaded from the website of the Company at www.yowiegroup.com. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Entitlement and Acceptance Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

RISK FACTORS

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares and Options pursuant to this Prospectus. For further information in relation to the risk factors of the Company please refer to Section 6 of this Prospectus.

2. CORPORATE DIRECTORY

Directors

Mr Wayne Loxton
Executive Chairman

Mr Mark Avery
Executive Director

Ms Patricia Fields
Non-Executive Director

Mr Bob Watson
Non-Executive Director

Company Secretary

Mr Jerry Monzu

Registered Office

Suite B9
431 Roberts Road
SUBIACO WA 6008

Telephone: (08) 9287 4600
Facsimile: (08) 9287 4655

Principal Place of Business

Suite B9
431 Roberts Road
SUBIACO WA 6008

Telephone: (08) 9287 4600
Facsimile: (08) 9287 4655

General Enquiries:

Telephone: (08) 9287 4600
Facsimile: (08) 9287 4655
Website: www.yowiegroup.com

Auditor

Nexia Court & Co
Level 16
1 Market Street
SYDNEY NSW 2000

Share Registry*

Link Market Services Limited
Ground Floor
178 St Georges Terrace
PERTH WA 6000

Telephone: 1300 554 474

Solicitors

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

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

3. DETAILS OF THE OFFER

3.1 Offer

By this Prospectus, the Company invites investors identified by the Directors to apply for a total of 1,000 Shares in the capital of the Company at an issue price of \$0.13 per Share to raise up to \$130, together with 1 free attaching Option for every two Shares subscribed for and issued.

All of the Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus and the Options offered under this Prospectus will rank equally with the listed Options on the ASX on issue at the date of this Prospectus.

3.2 Objectives

The Company is seeking to raise only a nominal amount of \$130 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital.

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to the Shares issued and Options granted by the Company prior to the Closing Date.

Relevantly, Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body;
- (b) either:
 - (i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

3.3 Opening and Closing Dates of the Offer

The Opening Date of the Offer will be 15 April 2013 at 4:00pm WST and the Closing Date will be 26 April 2013 at 5:00pm WST. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

3.4 Application for Securities

Applications for Securities must be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus.

Payment for the Securities must be made in full at the issue price of \$0.13 per Share.

Completed Application Forms and accompanying cheques must be mailed or delivered to:

By Post or Hand

Suite B9
431 Roberts Road
Subiaco WA 6008

Cheques should be made payable to "YOWIE GROUP LTD" and crossed "Not Negotiable". Completed Application Forms must reach the address set out above by no later than the Closing Date.

3.5 Minimum Subscription

The minimum subscription to be raised pursuant to this Prospectus is \$130. In the event the minimum subscription is not achieved within four (4) months of the date of lodgement of the Prospectus with the ASIC, no Shares or Options will be issued to any of the Applicants, all application monies will be returned and all applications will otherwise be dealt with in accordance with the Corporations Act.

3.6 Allotment of Securities

Allotment of Securities will take place as soon as practicable after the Closing Date. Application moneys will be held in a separate subscription account until allotment. This account will be established and kept by the Company in trust for each applicant. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether allotment takes place and each applicant waives the right to claim any interest.

The Directors will determine the allottees of all the Securities the subject of the Offer in their sole discretion. The Directors reserve the right to reject any application or to allocate any applicant fewer Securities than the number applied for.

Where the number of Securities allotted is less than the number applied for, the surplus monies will be returned by cheque as soon as practicable after the Closing Date. Where no allotment is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

3.7 Underwriter

The Offer is not underwritten.

3.8 Australian Securities Exchange Listing

The Company will apply to ASX for Official Quotation of the Shares and Options offered under this Prospectus within seven (7) days after the date of this Prospectus. If ASX does not grant Official Quotation of the Securities offered pursuant to this Prospectus within 3 months after the date of this Prospectus (or such period as varied by the ASIC), all applications will be dealt with in accordance with the Corporations Act and applicants will be entitled to a

refund of their application money, in accordance with section 724(2) of the Corporations Act.

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

3.9 Restrictions on the Distribution of the Prospectus

The distribution of this Prospectus outside the Commonwealth of Australia may be restricted by law.

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

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Securities on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

3.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing Share or Option certificates. The Company is a participant in CHES for those investors who have a sponsoring stockbroker. Investors who do not wish to participate through CHES 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 separate statements (similar to a bank account statement) that set out the number of Securities allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES 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.

3.11 Privacy Act

If you complete an application for Securities, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of Securities, facilitate distribution payments and corporate communications to you as a holder of Securities 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 Prospectus.

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 application for Securities, the Company may not be able to accept or process your application.

3.12 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, Mr Jerry Monzu on (08) 9287 4600.

4. UPDATE ON ACTIVITIES AND PURPOSE AND EFFECT OF THE OFFER

4.1 Purpose of the Offer

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Shares and Options issued by the Company prior to the Closing Date (including prior to the date of this Prospectus).

The effect of the Offer on the capital structure of the Company is set out below.

Shares

	Number
Shares currently on issue	58,236,535
Shares offered pursuant to the Offer	1,000
Total Shares on issue after the Closing Date	58,237,535

Options

	Number
Options currently on issue ¹	29,299,052
Options offered pursuant to the Offer ²	500
Total Options on issue after the Closing Date	29,299,552

Notes

1. This comprises 29,299,552 Options exercisable at \$0.20 per option on or before 15 December 2015.
2. Refer to section 5.2 for the terms of the Options to be issued under this Prospectus. The Options will be listed Options on the same terms and conditions as the Options currently on issue.

All of the funds raised from the Offer will be applied towards the expenses of the Offer. After expenses of the Offer of approximately \$10,000, there will be no proceeds from the Offer. The expenses of the Offer (exceeding \$130) will be met from the Company's existing cash reserves.

4.2 Financial effect

The Offer will have an effect on the Company's financial position. Set out below is the consolidated (audit reviewed) balance sheet of the Company as at 31 December 2012 and the consolidated balance sheet of the Company (pro-forma, unaudited) as at 31 December 2013, incorporating the effect of the Offer including issue costs and the other significant events post 31 December 2012.

<i>AUD</i>	Audit Reviewed	Unaudited Proforma
	Consolidated 31 December 2012	Consolidated 31 December 2012
Assets		
Cash	2,476,101	2,766,231
Receivables	-	-
Other current assets	511,190	511,190
Total current assets	2,987,291	3,277,421
<i>Property, plant and equipment</i>	797,717	797,717
<i>Intangible assets</i>	5,637,717	5,637,717
Total non-current assets	6,432,434	6,435,434
Total assets	9,419,725	9,712,855
Liabilities		
<i>Trade and other payables</i>	413,129	413,129
<i>Loans and borrowings</i>	37,567	37,567
Total current liabilities	450,696	450,696
Total liabilities	450,696	450,696
Net assets	8,969,029	9,262,159
Equity		
<i>Share capital</i>	9,227,946	9,747,946
<i>Reserves</i>	1,507,381	1,507,381
<i>Retained earnings</i>	(1,766,298)	(1,996,168)
<i>Parent entity interest</i>	8,969,029	9,259,159
<i>Non- controlling interest</i>	-	-
Total equity	8,969,029	9,259,159

The Unaudited Pro-forma Consolidated Balance Sheet as at 31 March 2013 represents the audit reviewed Consolidated Balance Sheet as at 31 December 2012 adjusted to account for the following:

1. Maximum funds that may be raised under this Prospectus of \$130 and the costs associated with the prospectus of approximately \$10,000;
2. A Placement of \$520,000 made during Q1 2013; and
3. Broker commissions paid of approx \$220,000 during Q1 2013, for the capital raising conducted in Nov 2012.

5. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

5.1 Rights attaching to Shares

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

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

The rights, privileges and restrictions attaching to Shares can be summarised as follows:

(a) General meetings

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

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

(b) Voting rights

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

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

(c) Dividend rights

Subject to the rights of persons (if any) entitled to shares with special rights to dividend the Directors may declare a final dividend out of profits in accordance with the Corporations Act and may authorise the payment or crediting by the Company to the Shareholders of such a dividend. The Directors may authorise the payment or crediting by the Company to the Shareholders of such interim dividends as appear to the Directors to be justified by the profits of the Company. Subject to

the rights of persons (if any) entitled to shares with special rights as to dividend all dividends are to be declared and paid according to the amounts paid or credited as paid on the Shares in respect of which the dividend is paid. Interest may not be paid by the Company in respect of any dividend, whether final or interim.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any shares or other securities in respect of which there is any liability. Where an order is made for the winding up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, Shares classified by ASX as restricted securities at the time of the commencement of the winding up shall rank in priority after all other shares.

(e) **Transfer of Shares**

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

(f) **Future increase in capital**

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

(g) **Variation of rights**

Pursuant to Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of shareholders vary or abrogate the rights attaching to shares. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

5.2 Terms of Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.
- (b) The Options will expire at 5:00 pm (WST) on 15 December 2015 (**Expiry Date**). Any Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Option will be \$0.20 (**Exercise Price**).
- (d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,

(Exercise Notice).
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are transferable and it is proposed they will be listed on ASX.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will apply for quotation of the Options on ASX within 10 Business Days of their issue.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Option holders the

opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

- (m) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

6. RISK FACTORS

6.1 General

The Securities offered under this Prospectus should be considered speculative.

Applicants should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Securities. Potential Applicants should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Securities.

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

6.2 Industry specific

(a) Global Food Activism

Food activism may not be restricted to targeting a particular product. Some advocate groups may be able to influence future governments to increase regulation surrounding the chocolate toy combination markets.

(b) Competitors

Competitors acting illegally or unethically can have profound impacts on all Companies operating within a particular industry. The chocolate industry has been known to be extremely aggressive in some of its marketing of products to children.

(c) Sugar Prices

As one of the main ingredients in chocolate, the price of sugar can be a major factor in the success of chocolate confectionary production. Rising sugar prices can reduce sales if chocolate producers raise product prices to protect profits. This, in turn, may negatively affect industry sale and profits.

6.3 General risks

(a) Economic

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's development and production activities, as well as on its ability to fund those activities.

(b) Market conditions

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

- general economic outlook;
- introduction of tax reform or other new legislation;

- interest rates and inflation rates;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

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

(c) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may be required to source additional financing. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its development and research programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(d) **Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. Current senior management has confirmed all key contractors and suppliers in Hong Kong, America, England and Australia. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

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 Prospectus.

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

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

7. ADDITIONAL INFORMATION

7.1 Continuous Disclosure Obligations

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

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

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

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

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and

- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in Section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

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

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

Date	Description of Announcement
12/04/2013	Yowie Group Appoints Digital Strategic Partner
09/04/2013	Yowie Commission Limited Edition Creature Inclusions
08/04/2013	Initial Director's Interest Notice - Mr Bob Watson
08/04/2013	Final Director's Interest Notice - G. O'Reilly
08/04/2013	Appointment of New Director
05/04/2013	Yowie Announces Supplier Partnership Agreement
28/03/2013	Change of Director's Interest Notice - G O'Reilly
26/03/2013	Becoming a substantial holder
26/03/2013	Appendix 3B - Daleford Way Pty Ltd
25/03/2013	Yowie Raises \$520K via Placement
25/03/2013	Yowie Commissions Wrapping Machine
21/03/2013	Executive Appointments
19/03/2013	Becoming a substantial holder W. Loxton
19/03/2013	Initial Director's Interest Notice W. Loxton
19/03/2013	Final Director's Interest Notice x 2 Hudson Niederer
19/03/2013	Originating Application Received
19/03/2013	Results of Meeting
06/03/2013	Change in Subsidiary Directorships
01/03/2013	Reinstatement to Official Quotation 4/03/13
01/03/2013	Yowie Group Ltd Appendix 4D and 2012 Half Year Accounts
01/03/2013	Suspension from Official Quotation
20/02/2013	Letter to Shareholders from Mark Avery
20/02/2013	Changes to Officers Positions
20/02/2013	Letter to Shareholders from Louis Niederer
19/02/2013	Constitution
19/02/2013	Withdrawal of Default Notice to Mr Keith Phillip Hudson

19/02/2013	Reinstatement to Official Quotation
15/02/2013	Suspension from Official Quotation
15/02/2013	Issue of Default Notice
13/02/2013	Notice of General Meeting/Proxy Form
04/02/2013	Reinstatement to Official Quotation (5/02/13)
04/02/2013	Disputed Directorship of Mr Greg O'Reilly
04/02/2013	Receipt of Section 249D notice
04/02/2013	Dec 2012 Qrtly Activities Report and Appendix 4C Cashflow
25/01/2013	249D Notice
24/01/2013	Suspension from Official Quotation
24/01/2013	Directorship Dispute
11/01/2013	Change in Director's Interest Notice - O'Reilly
07/01/2013	Becoming a substantial holder - Hudson

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

7.2 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer pursuant to this Prospectus; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner or director, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or the Offer.

Directors' relevant interests in securities of the Company at the date of this Prospectus and remuneration information for the last two financial years is set out below:

Name	Shares	Options
Wayne Loxton	2,936,667	1,110,000 ¹
Mark Avery	1,350,000	675,000
Patricia Fields	300,000	150,000 ¹
Bob Watson	4,500,000	2,250,000 ¹

Notes

1. All options are listed Options exercisable at \$0.20 per option on or before 15 December 2015.

Name	Year End 30 June 2011	Year End 30 June 2012	1 January 2013 to Current
Wayne Loxton	Nil	Nil	Nil
Mark Avery	Nil	Nil	\$5,000
Patricia Fields	Nil	Nil	\$35,000 ¹
Bob Watson	Nil	Nil	Nil

Notes

1. Patricia Fields has been paid by the Company \$10,000 in general remuneration and \$25,000 for consulting fees between 1 January 2013 to the date of this Prospectus.

The Constitution of the Company provides that the non-executive Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the Directors and in default of agreement then in equal shares. The maximum aggregate remuneration for non-executive Directors has been set at no more than \$200,000.

In addition, a Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. Patricia Fields has been paid \$25,000 in consulting fees by the Company since 1 January 2013 to the date of issue of this Prospectus. The professional consulting services provided by Mrs Fields were for the period June to October 2012.

Directors, companies associated with the directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

7.3 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no expert, underwriter, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any expert, underwriter, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus, or

to any firm in which any of those persons is or was a partner, or to any company with which any of those persons is or was associated, for services rendered by that person, or by the firm or the company, in connection with the formation or promotion of the Company or the Offer.

Steinepreis Paganin have acted as solicitors to the Company in respect of this Prospectus. Steinepreis Paganin will be paid approximately \$5,000 (excluding GST) for services in relation to this Prospectus.

7.4 Consents

Each of the parties referred to in this Section:

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

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

Nexia Court & Co has given its written consent to being named as the Company's auditor in this Prospectus, as well as consent for the inclusion of the audit reviewed balance sheet for the half year ended 31 December 2012 in Section 4.2 of this Prospectus (in the form and context in which it is included). Nexia Court & Co has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

7.5 Litigation

As at the date of this Prospectus, the Company has received an originating application from a former director of Yowie Group Ltd to commence legal proceedings against the Company and a former director Mr Greg O'Reilly and current directors Ms Patricia fields and Mr Mark Avery.

The Company is currently seeking legal advice and will keep shareholders informed via the ASX and its website as further information becomes available.

7.6 Estimated Expenses of Offer

The total expenses of the issue are estimated to be approximately \$10,000 comprising legal costs, printing and other administrative expenses, including ASIC fees.

7.7 Market Price of Shares and listed Options

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 and lowest price of the Company's Shares and Options as traded on ASX in the three months prior to this Prospectus is set out below:

	Shares	Date	Options	Date
Highest	\$0.185	21 January 2013	\$0.035	21 January 2013
Lowest	\$0.135	6 March 2013	\$0.033	21, 22 and 24 January 2013

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.14 on 15 April 2013.

The latest available closing sale price of the Company's listed Options on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.033 on 15 April 2013.

7.8 Electronic Prospectus

Pursuant to Class Order 00/44, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please phone the Company on (08) 6380 2354 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

8. DIRECTORS' AUTHORISATION

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

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

Dated: 15 April 2013.



Mr Wayne Loxton
Executive Chairman
Signed for and on behalf of
YOWIE GROUP LTD

9. DEFINITIONS

\$ means Australian dollars.

Applicant means an investor who applies for Shares and Options pursuant to the Offer.

Application Form means an application form either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the Listing Rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHES.

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

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

Closing Date means the date specified in Section 1 (unless extended or closed earlier).

Company means YOWIE GROUP LTD (ABN 98 084 370 669).

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

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

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

Offer means the offer of Shares and Options referred to in the "Details of the Offer" section of this Prospectus.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share on the terms set out in Section 5.2 of this Prospectus.

Optionholder means the holder of an Option.

Prospectus means this prospectus.

Security means the Shares and Options.

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

Shareholder means the holder of a Share.

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