

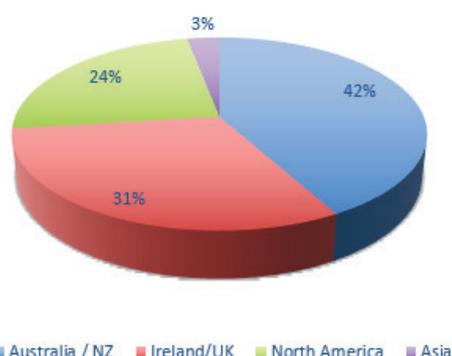
AXS Group Limited (“AXS”) Ticker Code: AXS

Initial Public Offering

We are a global software provider in the digitisation and automation of asset processing and reporting solutions to the financial services sector.

- » AXS is acquiring a profitable IT software and services company.
- » ARMnet is a customer centric software solution that transforms, integrates and accelerates all workflow processes of financial and non-financial assets worldwide so as to collapse costs and save real time.
- » ARMnet reduced one clients month end processing from 4 days to 4 minutes.
- » Our clients include large listed financial service providers, corporates and government bodies.
- » ASX listing to raise \$3M to \$3.5M at 25c per share with proposed listing 28 February 2019.
- » Management and Board are highly incentivised to achieve the following hurdles as they hold two option classes:
 - Class A: Upon the Company achieving an EBITDA in excess of \$2.9 million in either FY2019 or FY2020.
 - Class B: Upon the Company achieving an EBITDA of \$3.7 million in either FY2019, FY2020 or FY2021.
- » Revenue model is upfront consultation work, typically 3-6 months (development), which then moves to recurring licensing fees (subscription)*.
- » Current revenue splits and client locations are set out below:

	Current:
Subscription (Recurring)	50%
Development	44%
Other	6%



*Periods can be shorter when clients move to our “out of the box” platform.

- » Vendors of profitable IT software and services company receive 55.6 million shares and 2.4 million Performance Rights on completion of IPO.¹

1. Performance Rights vest on meeting a target EBITDA of \$3.7M in either FY2019, FY2020 or FY2021.

Key Offer Statistics	Minimum Subscription	Maximum Subscription
Offer Price	\$0.25	\$0.25
Minimum investment amount	\$2,000	\$2,000
Total cash proceeds to the Company from the Offer	\$3,000,000	\$3,500,000
Number of New Shares to be issued under the Offer	12,000,000	14,000,000
Number of Shares held by Existing Shareholders	28,197,647	28,197,647
Number of Options on issue as at the date of the Prospectus ¹	3,478,651	3,478,651
Number of Performance Options on issue as at the date of the Prospectus ²	7,700,000	7,700,000
Number of Performance Rights on issue as at the date of the Prospectus ³	2,400,000	2,400,000
Number of Shares to be issued under and at the Completion of the SPAs ⁴	55,600,000	55,600,000
Total number of Shares on issue at the Completion of the Offer and the SPAs ⁵	95,797,647*	97,797,647*
Indicative market capitalisation at the Completion of the Offer and the SPAs ⁶	\$23,949,412	\$24,449,412

* 74,865,315 shares of AXS at completion will be escrowed for 24 months.

About AXS - Our History

- » Providing solutions since 2004.
- » Over \$100b in assets and transactions managed via our SaaS platform globally.
- » ARMnet acts for a significant number of Non-Bank Lenders in the Australian market.
- » ARMnet has enjoyed high client retention on its product agnostic and highly flexible & scalable solutions.
- » Major milestones have been achieved to support future growth.
- » The business is positioned for rapid growth via an expansion of products and services.
- » ARMnet allows real time reporting to any portable smart device.



1: Please refer to Section 9.3 of the Prospectus for the terms of the Options. This does not include the Performance Options issued to the Directors. 2: Please refer to Section 5.4 of the Prospectus for the terms of the Performance Options (hurdles for Class A – 2.9M EBITDA with an exercise price of 25 cents and Class B – 3.7 EBITDA and exercise price of 35 cents). 3: The vendors will take 2,400,000 Performance Rights that vest on \$3.7M EBITDA being achieved. 4: All these Shares will be subject to an escrow arrangement. See Section 9.6 of the Prospectus for further details of these escrow arrangements. 5: 74,864,315 Shares held by the Shareholders upon Completion of the Offer and SPAs will be subject to an escrow arrangement up to 24 months from the Listing Date. See Section 9.6 of the Prospectus for further details of these escrow arrangements. 6: Calculated as the total number of Shares on issue on Completion of the Offer and SPAs multiplied by the Offer Price.

Who Are Some Of Our Clients?

Paradigm Quest BPO - ARMnet is managing \$23 Billion in Residential Mortgages for a group of 12 Insurers and Financial Services Companies in Canada.

Bluestone Asset Management - ARMnet is managing a Multi-Billion in Mortgages and Loan portfolio for multiple financial institutions in the UK, Ireland, Australia and New Zealand.

Pepper Ireland - ARMnet is managing a €15 Billion portfolio of mortgage and loan portfolio's for multiple financial institutions.

Growth Snapshot

- » Strong forward earnings.
- » Retained over 90% of clients over 5 years.
- » ARMnet software IP owned and used globally with no debt in the business.
- » Client base is growing domestically and offshore, with several parties who wish to use the platform technology to provide services such as: fixed interest clearing and reporting, trustee and custody work.
- » Won new major client with scaling revenue stream.

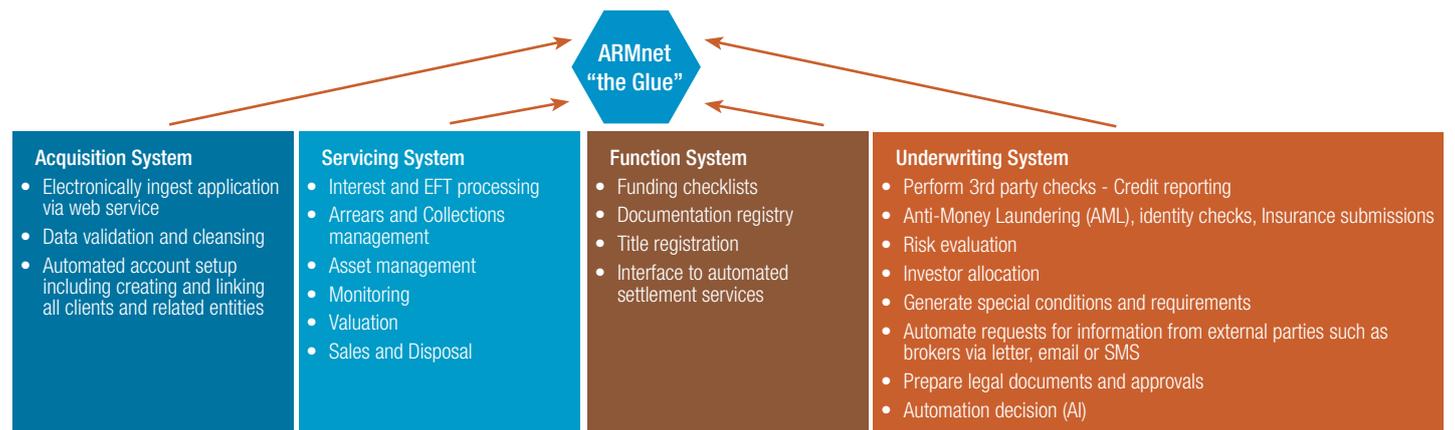
Case study results achieved by a North American client who implemented ARMnet:

- » 40-60% reduction of manual activity of operations teams.
- » Reduced processing time from 4 days to 4 minutes.
- » 60% reduction of staff (from 10 team members to 4 members) with \$500k in savings per process team per annum.
- » Substantial volume increase in process turnaround times.
- » High volume increase in sales revenue.
- » Client grew from 15th largest to become the 2nd largest business process in country in 5 years.

Take away highlights

- » ARMnet was selected via a competitive tender from over 30 global providers.
- » ARMnet digitises, automates and integrates data flows and many human function touch points to reduce errors and save time.

Similar results can be replicated worldwide for hundreds of clients.



Event	Indicative Date
Opening Date (revised)	17 December 2018
Closing Date	20 February 2019
Issue of New Shares	26 February 2019
Expected dispatch of Holding Statements	26 February 2019
Shares expected to begin trading on ASX ¹	28 February 2019

1: AXS may agree a revised date in 2019

Opportunity

- » **Grow Sales Force:** Appointed new Head of Sales positions in Canada, UK and Australia to target the large identifiable global market. We are experiencing an increasing client sales pipeline at various stages for in the United Kingdom, Canada, United States of America, Ireland and Australia.
- » Strong sales pipeline, coupled with increased revenue from current clients, underpins future growth.
- » **Pricing review:** Transition existing clients to market prices. An example is a client presently paying only \$108,000 per annum on \$AUD 8.9 billion of assets.
- » **Market Demand:** with an increasingly complex and large quantum of IT systems that don't talk to each other globally, AXS with an expanded sales force, will be able to target specific organizations
- » **Technology Changes:** Many clients systems will need changes to cope with advances in product development, digital commerce and distribution strategies which our technology can assist.

Market for AXS's Outsourcing Services and key attributes

Problems Solved	Automate back office activities to save time, cost and manual errors.
Innovation	Administer any asset classes globally. Our wider service offering will result in increased revenue and market positioning.
Competitors Globally	Frost & Sullivan report on AXS provides FIS Global and Firserv in US and Avaloq in Switzerland.
Current Clients	Fund managers, lenders, BPOs, product originators, Government bodies and non-financial product providers.
Market Metrics	The Australian market alone is over \$5 trillion in size in funds management and custody services.

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Frequently Asked Questions:

Why was AXS profit so low for the 2017FY?

There was no development work undertaken for the year, as staff were allocated to upgrade the software to the cloud to improve onboarding of new clients.

What is AXS' current geographic sales mix?

North America 24%, Australia 42%, Ireland/UK 31%, Asia 3%.

What are the escrow conditions on vendor and management shares?

24 months from listing.

What is AXS' growth strategy?

We have employed two heads of sales to lead our two major overseas jurisdictions for growth, being North America and the UK.

What makes your software unique?

ARMnet's unique software features include the following; being Asset Agnostic, its Scalability, Easy Data Extraction, Convergence and integration of separate IT Systems and its Front to Back Office Application.

Key Executives

Mr Nick Brookes (Non-Executive Chairman) has over 30 years' domestic and offshore experience and founder and CEO of CDSL, which later became part of Diversa Limited (ASX Code: DVA). Nick holds business and post graduate qualifications.

Mr David Grey (MD/Executive Director) has over 30 years' management, corporate and legal experience including in technology services with AWA and Texas Instruments and many household names in financial services. David holds accountancy, undergraduate and post graduate qualifications in law and is a Dean's Prize Winner.

Mr Andrew Duncan (Chief Financial Officer) Andrew is a chartered accountant with over 20 years, including in forensic / transaction specialty firms. Andrew has been involved in assessment and valuation of proprietary companies since 1997 and holds a business degree and Graduate Diploma in Finance and Investment, a Masters in Applied Finance and Investment, and was accepted by the Institute of Chartered Accountants as a Business Valuation Specialist in 2015.

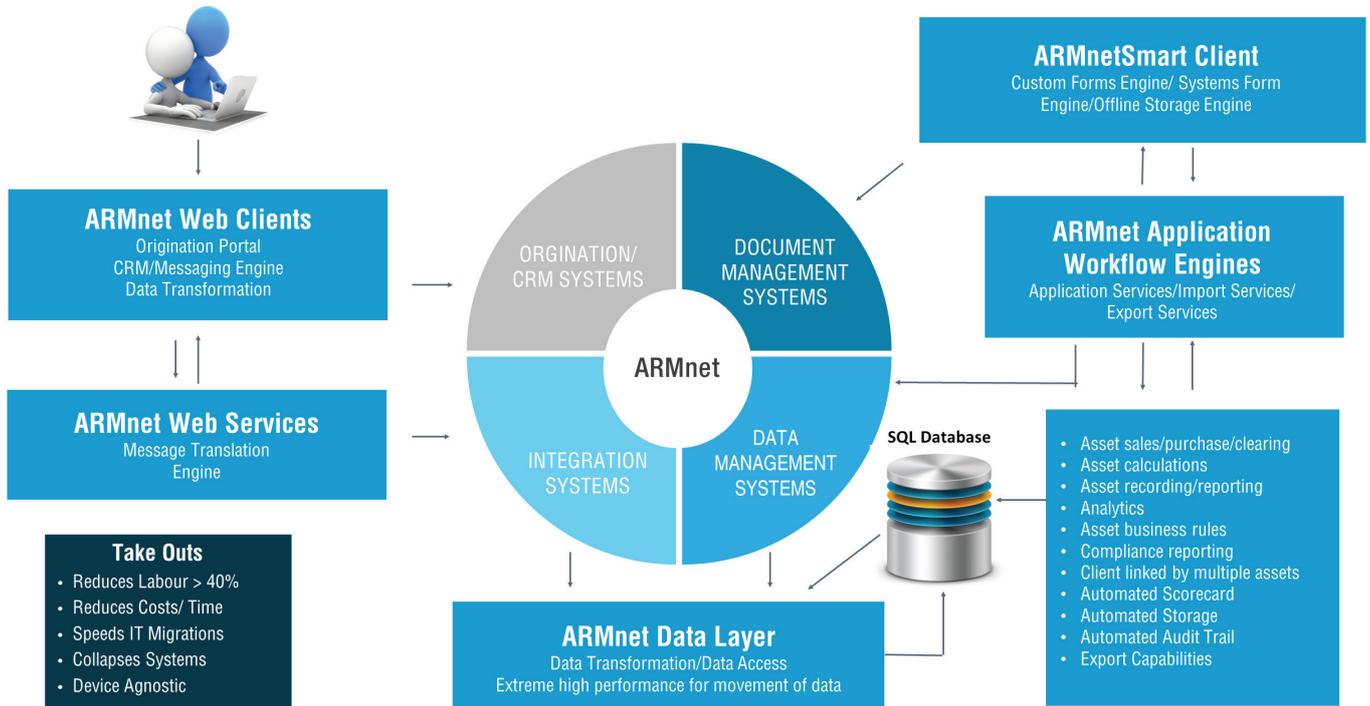
ARMnet Software Architecture

ARMnet is a highly scalable, robust and secure platform made up of multiple software and workflow applications that are offered through a range of modules that:

- i. integrate, automate and improve all processes and data for all assets to become the primary exchange between third party software systems in a client's business; or
- ii. becomes the integrated software solution for the origination, process management and archiving activities of a client's assets.

ARMnet reports in real time to any smart device anywhere and integrates with most software applications including blockchain software codes and is uniquely designed to reduce programming time so its clients' products get to market quickly. Please see Diagram 1 for ARMnet's features.

Diagram 1





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