



Holdings Limited

ABN: 84 131 090 947

18 February 2016

Market Announcements Platform
Australian Securities Exchange
Level 40, Central Park
152-158 St George's Terrace
PERTH WA 6000

Dear Sir/Madam

ZYBER HOLDINGS LTD – PRE-QUOTATION DISCLOSURE

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the readmission to the official list of, and official quotation of fully paid ordinary shares (**Shares**) in Zyber Holdings Ltd (ACN 131 090 947) (**Company**).

Capitalised terms which have not been otherwise defined in this document have the same meaning as they have in the prospectus released to ASX by the Company on 30 November 2015 (**Prospectus**).

1. Satisfaction of Conditions Precedent to the Agreement

The Company confirms that all conditions precedent to the heads of agreement dated 1 September 2015 entered into by the Company, Zyber Mobile Solutions Inc (**Zyber**) and Blue Cove Capital Corp, under which the Company may acquire 100% of Zyber's issued capital (**Agreement**) (**Acquisition**) have now been satisfied and completion of the Acquisition occurred on 16 February 2016.

2. Satisfaction of Conditions to the Offer and Issue of Securities under the Prospectus

The Company confirms that all conditions to the offer under the Prospectus (**Offer**) have been satisfied and the Company has issued 60,046,882 Shares with respect to the Offer.

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3. Capital Structure

The Company's capital structure following the issue of securities pursuant to the Prospectus and the Acquisition is as follows:

Shares	Number
Existing Shares (post Consolidation)	117,247,230
Shares issued to Zyber Shareholders at settlement of the Acquisition ¹	51,913,098
Shares issued pursuant to the Offer	60,046,882
Total Shares	229,207,210

Notes:

1. DUO may issue up to an additional 54,000,000 Shares (on a post-Consolidation basis) upon satisfaction of the relevant Milestones. These may be issued in the form of Exchangeable Shares in the capital of Newco which can be exchanged for DUO Shares on a one-for-one basis at the election of the holder. The Company estimates that no more than 33,976,375 (on a post-Consolidation basis) of these shares will be issued as Exchangeable Shares.

Exchangeable Shares	Number
Exchangeable Shares issued to Zyber Shareholders at settlement of the Acquisition ¹	88,086,092
Total Exchangeable Shares	88,086,092

Notes:

1. These shares are shares in the capital of the Company's Canadian subsidiary, which may be exchanged at the election of the holder for fully paid ordinary shares in the Company at any time within 5 years from the date of settlement of the Acquisition.

Options	Number
Existing Options (post Consolidation) ¹	10,169,062
Consideration Options issued to the Zyber Warrantholders ²	29,920,000
Options to be issued to Directors ³	10,000,000
Options to be issued to Joint Lead Managers ³	10,000,000
Total Options	60,089,062

Notes:

1. Consisting of 9,969,062 unquoted Options exercisable at \$0.30 on or before 1 December 2017 and 200,000 unquoted Options exercisable at \$2.50 on or before 30 November 2018.
2. Unquoted Options exercisable at \$0.05 on or before 31 October 2019.
3. These Options will be unquoted with an exercise price of \$0.05 each and expiry date of three (3) years from their date of issue.
4. These Options will be unquoted with an exercise price of \$0.10 each and expiry date of four (4) years from their date of issue.

Performance Rights	Number
Total Performance Rights currently on issue	Nil
Performance Rights to be issued to DUO Directors	30,000,000
Total Performance Rights	30,000,000

This is a statement of current intentions as at the date of this announcement. Intervening events may alter how the Company funds the Acquisition which may impact the proposed capital structure.

4. Number of Securities Subject to ASX Restrictions

Class	Number	Restriction Period
Shares	87,546,203 ¹	24 months from quotation
Shares	10,240,556	Until 27 March 2016
Shares	10,240,556	Until 28 July 2016
Options	28,160,000	24 months from quotation
Options	21,760,000	Until 16 February 2017
Performance Rights	30,000,000	24 months from quotation
Deferred consideration shares ¹	34,243,358	24 months from quotation
Deferred consideration shares to unrelated seed capitalists ¹	19,756,642	12 months from date of issue

Notes:

- This figure includes shares which have been issued as exchangeable shares in the capital of the Company's subsidiary. The holders of these shares have agreed that upon exchanging their exchangeable shares, the fully paid ordinary shares in the capital of the Company issued in lieu will be subject to the same restrictions as the underlying exchangeable shares.
- The deferred consideration shares will not be issued unless and until certain milestones are met.

5. Number of Securities Subject to Voluntary Restrictions

Class	Number	Restriction Period
Shares	31,972,685 ¹	Until 16 February 2017
Shares	10,240,556	Until 28 July 2016

Notes:

- This figure includes shares which have been issued as exchangeable shares in the capital of the Company's subsidiary. The holders of these shares have agreed that upon exchanging their exchangeable shares, the fully paid ordinary shares in the capital of the Company issued in lieu will be subject to the same restrictions as the underlying exchangeable shares.

6. Updated Statement of Commitments (Based on Actual Funds Raised)

The Company intends to apply funds raised from the offer under its Prospectus over the first two years following readmission of the Company to the official list of ASX as set out below.

	Funds raised under the Offer (\$3,002,344)	Percentage of Funds
Existing cash reserves ¹	\$400,000	11.76%
Funds raised from the Public Offer	\$3,002,344	88.24%
Total	\$3,402,344	100%
Expenses of the Offer	\$377,000	11.08%
Engineering development	\$1,000,000	29.39%
Research and development	\$500,000	14.70%
Sales and marketing	\$500,000	14.70%
Working capital and corporate administration	\$1,025,344	30.13%
Total	\$3,402,344	100%

Notes:

1 This includes corporate overheads, ASX fees, audit fees, rent and general administration costs.

7. No Material Subsequent Events

The Company confirms there have been no material subsequent events to alter the Company's statement of financial position as detailed at section 11 of the Prospectus.

8. No Legal, Regulatory or Contractual Impediments

The Company confirms there are no legal, regulatory or contractual impediments to the Company undertaking the activities the subject of the commitments disclosed in the Prospectus.

9. Compliance with Listing Rules

The Company is in compliance with the Listing Rules and in particular Listing Rule 3.1.

10. Proforma Statement of Financial Position

The Company's updated pro-forma statement of financial position based on the actual amount of funds raised under the Prospectus is set out below.

	Zyber Audited 30-Sep-15	DUO Audited 30-Jun-15	Subsequent events Unaudited 30-Sep-15	Pro forma adjustments Unaudited 30-Sept-15	Pro forma consolidated Unaudited 30-Sep-15
CURRENT ASSETS					
Cash and cash equivalents	24,329	1,203,782	895,237	2,625,344	4,748,692
Trade and other receivables	5,232	25,665	600,000	(600,000)	30,897
Other assets	13,237	-	-	-	13,237
TOTAL CURRENT ASSETS	42,797	1,229,447	1,495,237	2,025,344	4,792,825
NON-CURRENT ASSETS					
Deferred exploration and evaluation expenditure	-	103,724	(103,724)	-	0
Intangible assets	10,641	-	-	-	10,641
TOTAL NON-CURRENT ASSETS	10,641	103,724	(103,724)	-	10,641
TOTAL ASSETS	53,438	1,333,171	1,391,513	2,025,344	4,803,466
LIABILITIES					
CURRENT LIABILITIES					
Trade and other payables	164,419	1,194,128	(470,349)	(600,000)	288,198
TOTAL CURRENT LIABILITIES	164,419	1,194,128	(470,349)	(600,000)	288,198
TOTAL LIABILITIES	164,419	1,194,128	(470,349)	(600,000)	288,198
NET ASSETS	(110,981)	139,043	1,861,862	2,625,344	4,515,268
EQUITY					
Issued capital	539,062	68,137,631	1,965,586	(61,615,523)	9,026,756
Accumulated losses	(650,043)	(67,998,588)	(103,724)	64,240,867	(4,511,488)
TOTAL EQUITY	(110,981)	139,043	1,861,862	2,625,344	4,515,268