

# A revolutionary approach to Personal Emergency Response Systems (PERS)

“If you fall,  
it will call”



**OFFER DOCUMENT**

THIS IS A SMALL SCALE OFFERING TO ISSUE SECURITIES IN THE FORM OF ORDINARY SHARES IN SENIORS WELLBEING LTD - ACN 165 706 883

OPENING DATE 18th November 2013

## SENIORS WELLBEING LTD (SWB)

ACN: 165 706 883

The Company intends to raise \$1,000,000 through this offer

### ROUND 1

Receive 6,250,000 X \$0.04 cent Ordinary Shares in return for \$250,000.

### ROUND 2

Receive 5,000,000 X \$0.05 cent Ordinary Shares in return for \$250,000.

### ROUND 3

Receive 6,250,000 X \$0.08 cent Ordinary Shares in return for \$500,000.

### MINIMUM SUBSCRIPTION

The Minimum Subscription has been set at \$100,000.

### NOTE:

Rounds 1 and 2 & 3 are being offered consecutively as each Application is received.

For sophisticated investors who, pursuant to s708(8)(c) of the Act, are able to provide a “sophisticated investor” certificate from a qualified accountant, and for offers not received in Australia, there is no minimum or maximum investment amount..



SENIORS WELLBEING PTY LTD



# IMPORTANT NOTICES

In any stage of capital raising being undertaken, the pricing of the securities provides investors with a guide only and the price paid for securities will always be a matter for negotiation between the parties. The Company makes no representation about the underlying value of the securities on offer. Prospective investors must make their own assessment about whether the price of the securities being offered represents fair value.

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- b) The information contained in this publication has been prepared by or on behalf of the Company. Neither ASSOB Pty Limited ACN 114 772 020 (hereinafter 'ASSOB') as the publisher nor Funding Strategies Pty Ltd ACN 161 423 123 as the Class Order Operator have undertaken an independent review of the information contained in this publication;
- c) The information contained in this publication about the proposed business opportunity and the securities or scheme interests is not intended to be the only information on which the investment decision is made and is not a substitute for a disclosure document, Product Disclosure Statement or any other notice that may be required under the Corporations Act, as the Act may apply to the investment;
- d) Detailed information may be needed to make an investment decision, for Seniors Wellbeing Ltd financial statements; a business plan; information about ownership of intellectual or industrial property; or expert opinions including valuations or auditors' reports;
- e) Prospective investors should be aware that no established market exists for the trading of any securities or scheme interests that may be offered; and
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The information contained in the Publication about the proposed business opportunity and the securities or scheme interests is not intended to be the only information on which the investment decision is made and is not a substitute for a disclosure document, Product Disclosure Statement or any other notice that may be required under the Act, as that Act may apply to the investment.

Detailed information may be needed to make an investment decision, for Seniors Wellbeing Ltd: financial statements; a business plan; information about ownership of intellectual or industrial property; or expert opinions including valuations or auditors' reports.

A prospective investor is strongly advised to take appropriate professional advice before accepting an offer for issue or sale of any securities or scheme interests.

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The information contained in this Offer Document ("Offer Document") is being provided to the recipient solely for the purpose of evaluating an investment in Seniors Wellbeing Ltd ACN 165 706 883 ("SWB" or the "Company").

In consideration of SWB providing this Offer Document to the recipient, the recipient acknowledges that the contents of this Offer Document are confidential to the Company and the recipient agrees not to disclose, distribute or permit to be communicated verbally, directly or indirectly or otherwise, or to otherwise publish the contents of this Offer Document except with the prior written consent of the Company. For the purposes of this acknowledgement "recipient" includes, without limitation, any principal, director, officer, shareholder, employee or agent of the recipient.

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This Offer Document is dated the 18th November 2013 and has been issued and prepared by the Company based on the information available to it at the time of preparation of this Offer Document. The information contained in this Offer Document or subsequently provided to the recipient whether orally or in writing by, or on behalf of the Company or any of their respective related bodies corporate or any of their respective directors, officers, employees, agents, representatives and advisers (“Parties”) is provided to the recipient on the terms and conditions set out in this notice.

This Offer Document provides a summary of the main features of the Company.

It has been prepared without taking into account any investor’s objectives, financial situation or needs. Investors should read the Offer Document carefully and assess whether the information is appropriate for them in respect of their objectives, financial situation and needs, and seek professional advice, if necessary.

This Offer Document does not purport to contain all the information that a prospective investor may require. In all cases, interested parties should conduct their own investigation and analysis of the Company and the data contained in this Offer Document.

To the full extent permitted by law:

- (a) no representation or warranty (express or implied) is given; and
- (b) no responsibility or liability (including in negligence) is accepted, by the Parties as to the truth, accuracy or completeness of any statement, opinion, forecast, information or other matter (whether express or implied) contained in this Offer Document or its attachments or as to any other matter concerning them.

To the full extent permitted by law, no responsibility or liability (including in negligence) is accepted by the Parties:

- (a) for or in connection with any act or omission, directly or indirectly in reliance upon;

and

- (b) for any cost, expense, loss or other liability, directly or indirectly, arising from, or in connection with, any omission from or defects in, or any failure to correct any information, in this Offer Document or any other communication (oral or written) about or concerning them, or the issue of securities in the Company.

The delivery of this Offer Document does not under any circumstances imply that the affairs or prospects of the Company or any information affecting it have been fully or correctly stated in this Offer Document or have not changed since the date of this Offer Document or since the date at which the information is expressed to be applicable.

No responsibility or liability (including in negligence) is assumed by the Parties for updating any such information or to inform the recipient of any new information of which the Parties may become aware.

The Company makes no representation about the underlying value of the securities on offer. Prospective investors must make their own assessment about whether the price of the securities being offered represents fair value.

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Except for historical information, there may be matters in this publication that are forward-looking statements. Such statements are only predictions and are subject to inherent risks and uncertainty. Forward-looking statements, which are based on assumptions and estimates and describe the Company’s future plans, strategies, and expectations are generally identifiable by the use of the words ‘anticipate’, ‘will’, ‘believe’, ‘estimate’, ‘plan’, ‘expect’, ‘intend’, ‘seek’, or similar expressions. Investors are cautioned not to place undue reliance on forward-looking statements. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties both general and specific that contribute to the possibility that predictions, forecasts, projections and other forward-looking statements will not occur. Those risks and uncertainties include factors and risks specific to the industry in which the

Company operates as well as general economic conditions and prevailing exchange rates and interest rates. Actual performance or events may be materially different from those expressed or implied in those statements.

All forward-looking statements attributable to the Company or persons acting on behalf of the Company are expressly qualified in their entirety by the cautionary statements in this section.

Except as expressly required by the Act, the Company undertakes no obligation to publicly update or revise any forward-looking statements provided in this publication whether as a result of new information, future events or otherwise, or the risks affecting this information.

None of the Company, its officers or any person named in this publication with their consent, or any person involved in the preparation of this publication, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement except to the extent required by law. The forward-looking statements reflect the views held only as at the date of this Offer Document.

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The provision of this Offer Document is not and should not be considered as a recommendation in relation to an investment in the Company or that an investment in the Company is a suitable investment for the recipient.

#### **INVESTOR ENQUIRIES**

This Offer Document does not purport to provide all of the information the recipient may require in order to evaluate an investment in the Company. Recipients should make their own enquiries and evaluations they consider appropriate to verify the information contained in this Offer Document and to determine the suitability of an investment in the Company (including regarding their investment objectives, financial situation, and particular needs) and should seek all necessary financial, legal, tax and investment advice. The Company does not accept any responsibility for any costs incurred by any person in relation to the person's evaluation of the Company and the Offer under this Offer Document or otherwise.

#### **EXCLUDED OFFER**

Any offer of securities of the Company contained in this Offer Document is an offer of securities which does not require disclosure to investors under Part 6D.2 of the Act and is therefore only open to Sophisticated Investors, Professional Investors and other investors to whom an offer can be made under Part 6D.2 of the Act without the need for a disclosure document.



# “SENIOR HOME MONITORING SET TO DRIVE WEARABLE WIRELESS DEVICE MARKET”<sup>1</sup>

LONDON July 16, 2012

A growing senior demographic, combined with other economic, social and technological developments, are driving investment and demand for home monitoring devices that can extend and improve in-home care, says a recent study<sup>2</sup> from ABI research<sup>3</sup>.

As the market transitions from safety-focused offerings toward health monitoring and extending and enhancing the comfort, safety and well-being for **seniors living in their own homes and care homes, monitoring devices will grow to more than 36 million units in 2017, up from under 3 million units in 2011 – a compound annual growth rate of 55.9 percent.**

Over the same period, home monitoring will almost double its share of the wearable wireless device health market to 22 percent up from 12 percent, ABI researchers point out.

“Healthcare providers and caregivers alike are looking for devices to improve the monitoring of seniors in their own homes as economics and demographics increasingly drive that demand” said Jonathan Collins, principal analyst at ABI Research and author of the study. “

1. <http://www.healthcareitnews.com/news/senior-home-monitoring-set-drive-wearable-wireless-device-market>

2. These findings are part of ABI Research's mHealth Research Service which includes additional Competitive Analyses, Vendor Matrices, Market Data, and Insights.

3. ABI Research are a technology market intelligence company with a 23 year proven track record that is focused on putting information into the hands of executives in order to enable them to make the right decisions on technology and market investment at the right time.

ABI Research quantifies the important markets of today, defines the strategic technologies of tomorrow, and provides insight on how technology is adopted into vertical markets.



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# 1. OPPORTUNITY KEY DETAILS

ASSOB Listing Code: SWB  
Company Name: Seniors Wellbeing Ltd  
Industry Sector: Health  
Address: 164 Black Mountain Range Rd, Cooroy, QLD 4568  
Company Contact Details: Founder and CEO Barry Sheridan  
Phone +61 403 806 053  
Email: barry@seniorswellbeing.com.au  
Location: Sunshine Coast Queensland  
Planned Exit Strategy: Strategic Trade Sale within 5 years

Requirement: \$1,000,000 AUD  
Average Parcel size:  
Round 1 Ten Parcels of \$ 25,000  
Round 2 Ten Parcels of \$ 25,000  
Round 3 Parcels of \$ 25,000  
Closing Date: 17th November 2014

**Board:**  
Barry Sheridan (Chair)  
George Tomo (Executive Director)  
Monika Sheridan (Non-Executive Director and Company Secretary)  
**Further Appointments being sought**

Auditor: UHY Haines Norton  
Share Registrar: Unlisted Services Pty Ltd  
Law Firm: To be appointed

## MILESTONES ACHIEVED:

Dec 2011	Delivered the first working prototype
2012	Sunshine Coast Regional Council awards SWB marketing & legal support funding
Nov 2012	First finished unit put into the field for trials
Feb 2012	Software tested and approved
May 2012	Verbal agreement from nationally recognised aged care provider to trial unit
Sept 2012	Final prototype delivered
Feb 2013	First customer commits to buying Fall Buddy
Feb 2013	Commence manufacturing of boards and enclosures
July 2013	First factory run units manufactured
Oct 2013	Units sent for EMF testing and final Australian Standards approvals
Oct 2013	Received the Patent Certificate of Grant
Nov 2013	Introduced the new Fall Buddy “meds reminder” application

## 2. KEY INVESTOR HIGHLIGHTS

- Ageing population creates rapidly expanding demand for safe independent living solutions
- The only solution suitable for dementia users
- Patented Technology – zero user interface
- High Growth Opportunity - Global Market
- Prototype currently in field trials
- The first hands free desktop solution on the market

### Fact: Increasing Elderly Population

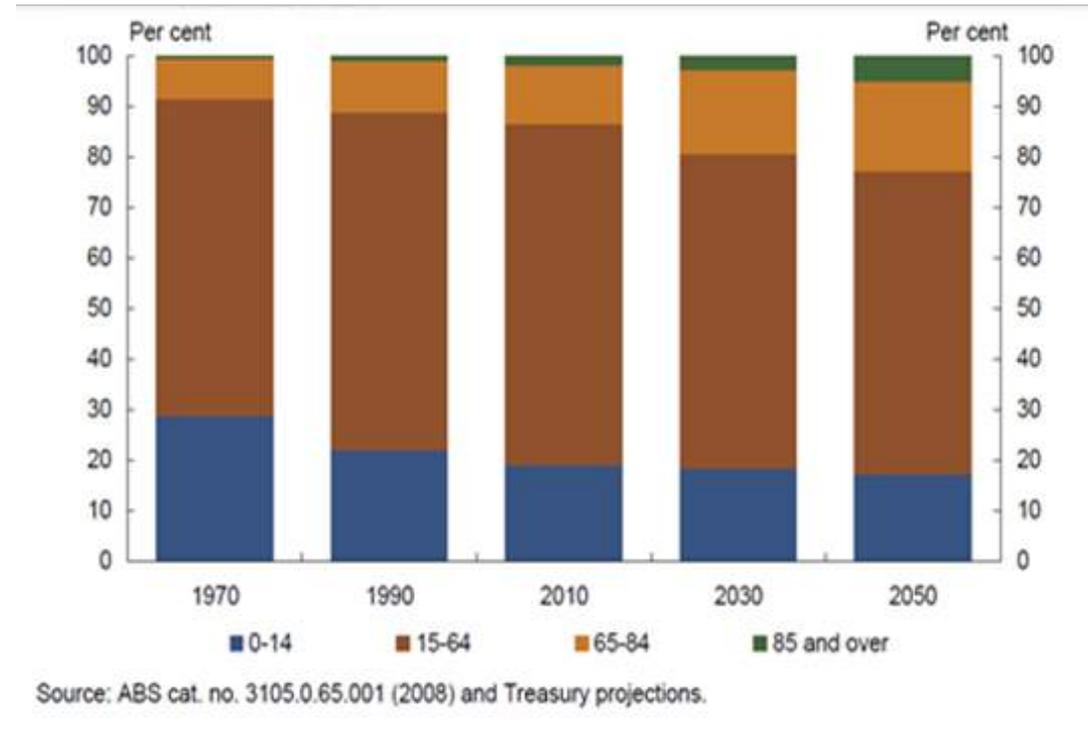
Australia has a rapidly increasing elderly population, with the Australian Bureau of Statistics (ABS) indicating in 2008 that the number of people aged 65 to 84 years will more than double by the year 2050 and the number of people over 85 years will more than quadruple (see graph right). A large portion of elderly people live on their own, placing a large segment of Australia's population in a vulnerable position.

With US Centre for Disease Control and Prevention (CDC) research indicating one out of three seniors will fall each year. Further data from the CDC establishes that if a senior spends more than four to five hours on the floor they could spend up to eighteen days in hospital and if a senior remains on the floor overnight they could spend up to thirty days in hospital. There is also the very real possibility of death - in 2007, 18,000 older Americans died from fall related injuries<sup>4</sup>.

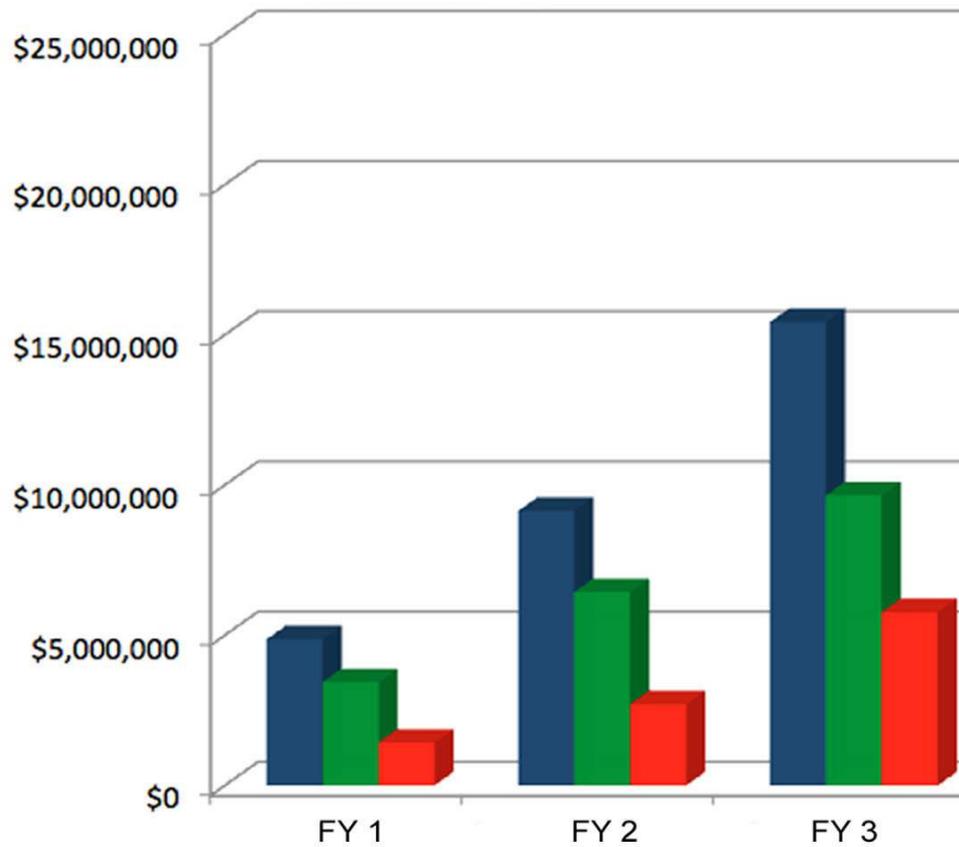
<sup>4</sup> <http://chad.dartmouth-hitchcock.org/documents/pdf/fallsfactsheetpdf.pdf>



Population segments by percentage



# EBITDA - Key Financial Highlights



- Revenue
- Expenses
- EBITA

P & L	FY 1	FY 2	FY 3
Revenue	4,868,941	9,144,291	15,430,991
Expenses	3,442,910	6,441,601	9,661,787
EBITA	1,426,031	2,702,690	5,769,204

### 3. LETTER FROM THE MANAGING DIRECTOR

Dear Investor,

After many years of research and prototyping, Seniors Wellbeing Ltd is finally ready to launch our innovative new product Fall Buddy. This product came about as result of an incident that occurred many years ago.

When I was a young man in my early 20's I went to visit my mother at her home. Upon arrival at her house I found her lying on the floor after suffering a fall. She was unable to get up, and with no one alerted of her emergency, she had sadly passed away. This incident left a long lasting impression on me and strong desire to find a solution to this unfortunately all too common problem. I assumed there would be a product available that would solve this issue and prevent tragic incidents such as the one I experienced from occurring. After years of research I discovered there was no product on the market that could alert friends and family, or carers, without the need for the user to carry a device or press something at the time of the emergency. It was at this time that I started to develop my idea for a product that could detect falls and quickly summon assistance.

The first patents were applied for in the early 90's, and I continued perfecting and improving the algorithms to enable the device to monitor the daily routines of individuals. With the algorithms perfected, I was finally able to find a team with the necessary skills to turn my IP into a working device.

The Personal Emergency Response Systems market is rapidly expanding due to a growing elderly demographic within Australia and globally, providing ideal market conditions for Seniors Wellbeing Ltd (SWB) to launch its innovative product 'Fall Buddy', backed by an experienced senior management team.

This investment document contains detailed information about the Offer and SWB. Please read this information carefully before making your investment decision. Together with my fellow Directors, I look forward to welcoming you as a Shareholder of SWB and sharing in our future prosperity.

Yours faithfully,

**Barry Sheridan**  
**Founder and Chairman**  
**Seniors Wellbeing Ltd**



## 4. EXECUTIVE SUMMARY

Seniors Wellbeing Ltd has developed a product that decreases the risk of serious injury or death in vulnerable people and is the first Personal Emergency Response System (PERS) device that can be used by individuals with dementia. Fall Buddy is a zero user interface device that can automatically call for help should the user become incapacitated.

The final prototype has been completed and the last trials are now being conducted, with the launch date scheduled for the second quarter of 2014 subject to capital raising. Other products that monitor falls do not solve the issue of high risk individual's frequently refusing to wear a monitoring device. Fall Buddy solves this problem, by using technology that monitors the individual without the need for the user to wear a monitoring device or push any buttons on a device.

### **Key features that differentiate the system include:**

- Activation without input from the user
- Ability to capture comprehensive activity data for carer analysis
- Device will call a carer if it detects a home is too hot or too cold
- First PERS device that can also be used by individuals with dementia.
- Detects if a user with dementia has wandered away from home.

SWB Directors research indicates the unique features of this product differentiate it from our competitor's products, as this is the first Personal Emergency Response device that will automatically call for help if a fall occurs or an irregular activity is detected. It is a hands free automatic inactivity detection system and also captures comprehensive activity data for carer analysis via a computer program. This patented solution is based primarily on the way Fall Buddy utilises a unique timing algorithm to manage each hour of the day.

Seniors Wellbeing Ltd is well positioned to enter the Personal Emergency Response (PERS) device market with the following factors driving this opportunity:

- The number of people aged 65 to 84 years living in Australia is predicted to more than double by the year 2050;
- 1.1 million over 65's are living alone in Australia, and over 30% of those questioned through SWB Directors research stated that they would benefit from having Fall Buddy in their home. No assessment or inclusions have been made based on overseas sales in this offer document, however SWB Directors believe that these sales will be important and substantial (refer article on page 6).
- Fragmented industry with many small players.

### **Marketing and Sales**

Seniors Wellbeing Ltd will be employing an aggressive marketing and sales campaign. The Sunshine Coast Regional Council has awarded the company marketing and legal support funding and SWB will also allocate a significant portion of capital from the first round of funding to the marketing budget. SWB is forecast to achieve the sale of 3,680 units in the first year of operation and 8,000 and 13,500 in its second and third year respectively. The marketing strategy employed by SWB will target medical professions, hospitals, health care institutes and people in contact with the end-user. SWB aims to capture over 5% of the PERS market within the first three years of being operational. This will be achieved by communicating the unique features of Fall Buddy through internet, television, print and radio advertising, as well as referrals.

### **Management and Leadership**

Seniors wellbeing has assembled a strong management and leadership team supported by an experienced board with sound business acumen. The management team has significant experience building small and medium size enterprises, with members of the team having established businesses in marketing, software

development and the security industry. Members of the team also have experience in bringing new technology to market along with strong knowledge of business administration, international sales and information technology.

### **Purpose of Capital Raising**

Seniors Wellbeing Ltd is looking to raise \$1m via this offer. Funds raised will be used to increase inventory and launching the marketing campaign. The board and management teams will drive business growth with via significant early investment in marketing and sales. The management teams' sound knowledge of all business functions and a history of creating and developing small to medium size enterprises should ensure Fall Buddy meets its stated objectives.

<sup>5</sup> <http://medicalalertsystemsadvice.com/what-to-do-if-patients-refuse-to-use-medical-alert-systems/>  
<http://www.vocare.com/en/help/seniorfacts/pers>



## 5. ABOUT THE COMPANY

### 5.1 COMPANY BACKGROUND

Seniors Wellbeing Pty Ltd was first registered in 2010 with a view to developing and preparing for market, a monitoring device originally called Sensorcall, now called Fall Buddy. On the 9th of September 2013 Seniors Wellbeing Ltd was registered with the Australian Securities and Investments Commission (ASIC) as an unlisted public company and now wholly owns Seniors Well Being Pty Ltd. The directors have focused on developing and improving Fall Buddy, lodging and obtaining international patents and establishing a market for their invention. The company holds patents for their invention and intends to take Fall Buddy to market with the capital raised through this offer.

Seniors Wellbeing Ltd is offering investors the opportunity to participate in the early stages of launching the Fall Buddy device, with the product available for purchase in the second quarter of 2014. The initial funds will be used to manufacture the device and commence the marketing and sales campaigns. Further funds raised through Rounds 2 and 3 of this offer will be used to continue manufacturing and marketing the Fall Buddy product, along with continued investment in Research & Development ensuring SWB maintains its strategy of differentiation.

Seniors Wellbeing Ltd intends to establish itself as a highly successful and commercially profitable enterprise in the Australian PERS Market, with the view to expand globally in the near future. This will be achieved by retailing the product initially and then progressively selling the product wholesale through Original Equipment Manufacturer (OEM) networks. SWB also intends to expand into the global market through distributors in the USA and Europe.

The Seniors Wellbeing Ltd board consists of the Founder and Chairman Barry Sheridan, Managing Director George Tomo, and Non-Executive Director and Company Secretary, Monika Sheridan.



### 5.2 OUTLINE OF THE INVESTMENT OPPORTUNITY

Fall Buddy is market ready, all prototyping has been completed and initial trials have been conducted. SWB has contacted suppliers in China and they are ready to begin manufacturing Fall Buddy's components. An Australian company will assemble the final product in Brisbane, Queensland.

Once manufactured, the sales team will begin offering the product for retail sale. SWB is in the process of establishing OEM networks for wholesale by early 2014. There is already a high market demand for this innovative product and the end user market is rapidly growing. SWB is inviting investors the opportunity to participate in this offer, with the capital raised enabling SWB to begin production and bring the Fall Buddy device to market.

"One out of three older adults (those aged 65 or older) falls each year"<sup>6</sup>

"Research indicates that most elderly Australians will strive to remain in their own homes whatever the cost. Over 145,000 conventional PERS devices will be purchased in Australia in 2012. This represents a growing industry currently valued at \$145 million PA. With over 350 people entering the retirement market each day in Australia, this business can only grow and expand."<sup>7</sup>

<sup>6</sup> <http://www.cdc.gov/homeandrecreationalafety/falls/adultfalls.html>

Tromp AM, Pluijm SMF, Smit JH, et al. Fall-risk screening test: a prospective study on predictors for falls in community-dwelling elderly. J Clin Epidemiol 2001;54(8):837-844.

<sup>7</sup> This extrapolation is based on the Frost & Sullivan report that predicted 2 million PERS units sold in 2012 in America.

SWB have based their assessment on the population in both countries to assess the Australia sales of similar devices.



### 5.3 HOW THE BUSINESS WORKS (BUSINESS MODEL)

Seniors Wellbeing Ltd will pursue a strategy of differentiation, with an ongoing focus on research and development. SWB will strive to bring the most innovative and quality products to the PERS industry consumer. The Fall Buddy device is an example of this strategy in action, confirmed by the device's unique features. SWB's focus on product differentiation is aimed at SWB becoming the premium retailer and wholesaler of PERS devices in the Australian market.

The SWB business model shows the business should initially generate revenue via direct sales for the first six months, with SWB beginning its progressive expansion in OEM networks after the initial six months of trading. Payment will be received on delivery of the Fall Buddy device with local and national carriers engaged to transport stock. Just in time inventory control will be utilised in order to reduce carrying costs, however sufficient stock will be held to provide a thirty day advance supply. The individual parts for the Fall Buddy device will be manufactured in China, with different parts produced by different manufacturers in order to mitigate the risk of replication by Chinese competitors. Critical software components will be manufactured in Australia. SWB will utilise an Australian company under license to assemble Fall Buddy within Australia. The OEM distribution networks utilised by SWB will include well established retail distributors and resellers.

#### **Strategic Information:**

- Fall Buddy will retail direct for \$1,359.09 per unit and OEM for \$999 per unit excluding GST.
- Unit production cost is about 1/3 of OEM and will drop by approximately 30% once the units are in full production.
- OEM Distributor channels will not be signed up for the first 6 months of trading.
- OEM Distributors/Referral Agencies: Indications are that 10% of sales will be via OEM channels, during the first 12 months.
- When distribution chain is established the minimum order is estimated at 25 - 50 boxed Fall Buddy units

The primary goal of SWB's marketing strategy is to raise brand awareness, prompt consumers to act and create or reinforce positive attitudes towards SWB and Fall Buddy. This will be achieved via the focus on E-marketing as the key communication channel, followed closely by television, print and radio advertising, with 90% of direct sales forecasted to come as a result of utilising these channels. SWB will also invest 5% of total sales in the first five years on marketing, with the goal of capturing 7.97% of the PERS market. Sales staff employed with SWB will be paid a small retainer with commission paid on a results basis, with the goal of driving sales via performance incentives. Sales leads will be provided by health care workers, medical advisors and carer professionals in the first year of operation. While the primary end user will be elderly people, the actual target market segment consists of:

- Doctors
- Pharmacy professionals
- Aged care workers
- Aged care facility executives
- Hospital executives
- Health care institutions & universities
- Nursing schools
- People between 40 and 55 with elderly relatives
- Government budgeting bodies
- End users family members



## 5.4 SALES AND MARKETING

Following our own field trials with Fall Buddy units, the company is committed to providing key organizations such as RSL, VA, Alzheimer's Australia, BlueCare, ACAT, Hospital physio departments etc, with free units to allow them to conduct their own trials.

As far as our own research goes, we received many comments such as: "Lyn is a person with a heart condition and diabetes. She also has a lot of trouble with her legs and is terrified off falling so she would be a perfect candidate for the Fall Buddy..."

Her previous system required her to press a button, but she wasn't satisfied with it because there was no allowance to get help if she couldn't press the button. Lyn was asked "if she could afford it" would she buy it? Her reply was "Hell Yes". Following a meeting with Bluecare Australia in Queensland, Seniors Wellbeing was invited to participate in a government funded trial, looking for technology solutions that would allow seniors to remain in their own homes longer. It was agreed that Seniors Wellbeing would get back to them as soon as stock was available.

The Aged Care Assessment Team (ACAT) in Queensland has also indicated that they would very much like to be able to offer Fall Buddy to their clients: "In too many cases, the current medical alert pendant systems are just not able to resolve many of our clients problems."

### Marketing

A strong emphasis will be placed on trade shows involving senior care managers, community nursing personnel, Government agencies involved in strategies for keeping seniors in their own homes longer, and senior's community information events all over Australia.

### Social Media

The company has been utilising Salesforce, a leading CRM provider, for over two years now. An extensive database of potential users and specifiers has been assembled. This, together with other social media integration, will automate the lead to sale process and ensure maximum coverage with minimum expenditure. It will enable us to listen to our customers and engage with them across every channel: email, social, web, and mobile; automate and manage every campaign, publish content, analyse the results and optimize our efforts.

### Sales

The company has been receiving commitment from individuals working in communities, where they could add value to their activities. The company has received pre manufacture commitments from a wide range of individuals, with undertakings in four countries.

In addition, our Sales Manager, Stephen Herd, will be forging links with key community organizations, hospitals, pharmacies, community nursing personnel and agencies, All of this will be backed with a commitment to sell 3,860 units in year one, 8,000 units in year two and 13,500 units in year three in Australia (subject to the capital raised via this offer).

## 5.5 WHAT IS SO SPECIAL ABOUT OUR SOLUTION?

Quite simply, our IP and passion for delivering the goods. Falls are the leading cause of accidental death for seniors<sup>8</sup> and this has created a large demand for products that prevent or lessen the damage a fall can cause. While there are other Personal Emergency Response Systems (PERS) in use by aged care facilities and in seniors homes, they fail to address a key issue; many vulnerable people who need a PERS device refuse to carry, wear or use any of the devices currently on the market<sup>9</sup>. Of the users who have a system today, it is not uncommon to find their panic pendants sitting on their bedside cabinet or on the kitchen bench<sup>10</sup>. In many instances when a fall

occurs and the vulnerable person has a current PERS device installed, they are unable to reach the panic button when they fall. 50% of people who lie on the floor for more than one hour will be dead within six months even if they sustain no injury at the time of the fall. (Wild et al)

The failure of current devices on the market to address these issues, assumed by SWB to be a leading cause of the severe consequences of a fall, led to SWB to develop its own unique PERS device. The key feature of the Fall Buddy device is its ability to call for assistance without any input from the user. Other key features of the device include:

- Fall Buddy will record and export a user activity history log to assist a carer in evaluating the users well being;
- Fall Buddy will know if a user has a fall or collapses anywhere in the home or garden;
- Fall Buddy will know if a user with dementia has wandered away from home;
- Fall Buddy will call a carer if the home is too hot or cold;
- Fall Buddy will remind the user to take medications up to six times per day;
- Fall Buddy will not be subject to monthly monitoring fees.

Not only does the Fall Buddy unit have key features that none of SWB's competitors can offer, it is backed by a sound business minded management team with a focus on market leading products and organic business growth.

#### **Daily Activity Reporting (DAR):**

The DAR feature in a Fall Buddy device can also provide carers with a report that can quickly help them determine how well the person they care for is coping. With up to 3 months of information available, it is very easy to spot unusual behavior patterns and see how well their loved ones are sleeping, eating and coping.

*Following page: Seniors Wellbeing brochure designed to show how the Daily Activity Report application operates*



## **5.6 MATERIAL CONTRACTS**

There are no material contracts at this time.

## **5.7 INTELLECTUAL PROPERTY**

Seniors Wellbeing Ltd holds the PCT for this invention:

PCT/AU2011/000719

International filing date 10 June 2011

Priority date 5 November 2010

AU Patent application ACCEPTED May 2013

International patents have been submitted and are pending.

Seniors Wellbeing Ltd has registered a Trade Mark for the name Fall Buddy and has received an "Early Notice of Acceptance" (Trade Mark application No. 1584333).

Seniors Wellbeing Ltd has been operating under [www.seniorwellbeing.com.au](http://www.seniorwellbeing.com.au) and recently secured the domain name [www.fallbuddy.com](http://www.fallbuddy.com)

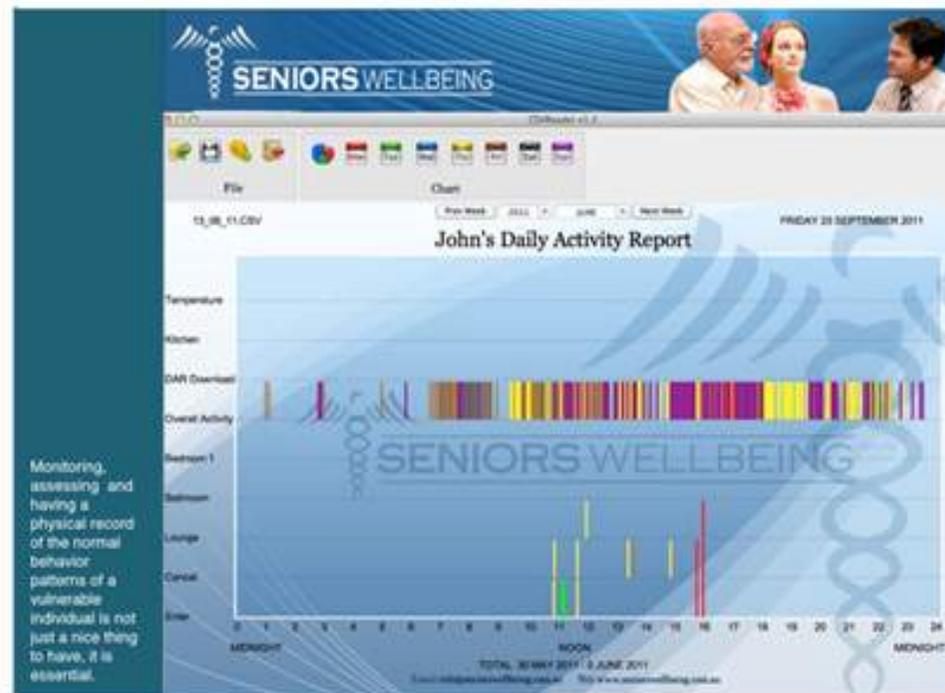
8 Centre for Disease Control, "CDC" <http://www.cdc.gov/homeandrecreationalafety/falls/adultfalls.html>

9 <http://www.caring.com/questions/dad-wear-emergency-response-device>  
<http://www.vocare.com/en/help/seniorfacts/pers>

10 <http://www.vocare.com/en/help/seniorfacts/pers>

Daily activity reporting for health care professionals or family members

Data regarding the movements of a loved one can be exported and analysed to determine on going wellbeing.



## Daily Activity Reporting A new approach to independent living

By Ruth Perry

One of the most exciting innovations brought to you by Australian company Seniors Wellbeing is their new daily activity report application (DAR). As part of the new and exciting Sensorcall system.

With the new DAR application it becomes possible for carer's or family members to assess the continuing wellbeing and performance of a loved one, who has a Seniors Wellbeing Sensorcall device installed in their home. It does this without the system user feeling that they are being watched all the time, which is very important for many users.

To view these reports, the carer/family member downloads the stored activity history onto a removable

memory stick. This report can then be reviewed their own computer. It is possible to review a detailed graph of all recent movements in the home.

This free software application is both windows and Mac compatible, it is possible to see both a daily and weekly activity report, allowing the carer to instantly see how well the user has been coping around the home.

Using the DAR tool, the carer is quickly able to see up to twelve weeks of data to determine exactly how well the system user is coping during every hour of the day and night.

The carer can see things like; if their loved one has been going into the kitchen at appropriate

times to take regular meals. They will also be able to see exactly what their loved one's night time pattern are like.

The information provided by the Sensorcall can be invaluable to loved ones and carers alike. It shows exactly how well a user is coping on a day-to-day or week-by-week basis. By comparing several weeks of reports it is easy to see any unusual activity pattern changes.

Activity reports can quickly highlight any worrying trends and provide an ideal opportunity for the carer to ask those difficult questions to determine if there might be a problem looming. The DAR reports can be easily saved on your computer and emailed if necessary.

## 5.8 BOARD OF DIRECTORS

BARRY SHERIDAN  
FOUNDER AND CHAIRMAN

Barry is the inventor of Fall Buddy and founder of Seniors Wellbeing Ltd. Barry began his career in domestic and international banking in London and has been involved in running multiple businesses over the past 20 years. Barry has extensive knowledge in sales and marketing and has established companies in both the security and marketing sectors. As CEO of Seniors Wellbeing Ltd his role will be to drive the vision of the company and continue to develop Fall Buddy into a world-leading brand.



GEORGE TOMO  
MANAGING DIRECTOR

George has degrees in Business Management, Administration, IT and Sales Administration. He has a proven track record, having established and sold a successful business (Titan IT Consulting) in software development before coming to Australia from Europe. Over the past 4 years, George has held a key manager position in Sydney where he has established successful international sales team. He has also established successful international OEM networks in the USA, Middle East, Europe and Asia. George has extensive IT experience in running Cloud based IT application and management systems.



MONIKA SHERIDAN  
NON-EXECUTIVE DIRECTOR AND COMPANY  
SECRETARY

Monika began her career with IBM and has extensive experience in management in both the retail sector and senior care. She has also had a wide range of senior roles in the tourism sector both in Australia and Europe. She brings a balanced approach to all she does for the company.



STEPHEN HERD – INTERNATIONAL SALES DIRECTOR

Stephen is an international Sales achiever. His ability to negotiate at all levels makes him a rare individual. His track record in opening new markets and identifying new opportunities make him invaluable to the SWB team. Stephen has experience in developing new markets in Australia and around the world. Currently managing in excess of \$15m pa turnover for a global company (Atlantis Water Management) based in Sydney, Stephen is already contributing to the strategic planning for SWB and will join the team full time in Q2 2014.



#### MICHAEL SCHIMAT – TECHNICAL ADVISOR

Following a successful 18 years as a General Manager with Australian company TPG, Michael established his own company in 2009 designing, developing and taking to market hi tech products.

Michael has agreed to offer his expertise to the SWB management team, providing invaluable technical expertise when required. The directors of SWB see this relationship as invaluable when they take their unique product to the next level.



#### JOHN FIDDES– OPERATIONS MANAGER, EUROPE

John has operated his own international translation company “Lime TranslationLtd” for the past 10 years. John has 20 years marketing experience with the Xerox Corporation delivering new technology solutions to a worldwide market. John is both an expert in international marketing and events coordination He will be head of operations for the European market from Q3 2014.



#### ROWAN WALLACE – VIRTUAL CFO

Rowan is a partner in the firm of accountants UHY Haines Norton in Brisbane. He is the primary partner responsible for the provision of business services to a range of enterprises in Queensland. He also provides general accountancy and taxation services along with specialist due diligence work



Rowan leads the firm’s provision of business improvement/ business consulting services. Primarily this involves providing his clients with a multitude of business analysis and improvement services to ensure their business is running at its optimum capacity and in the desired direction.

## 6. CORPORATE OBJECTIVES

### 6.1 MILESTONES

Subject to the Minimum Subscription amount of \$100,000 being attained and Rounds 1, 2 and Round 3 of the Offer being fully subscribed, the Company plans to apply the funds raised, to achieve the following objectives:

Planned milestones	Planned Date
First working prototype finalised	Complete
Final working unit developed	Complete
George Tomo (MD) appointed to the board	Complete
First factory produced units delivered	Complete
Fall Buddy passed its Australian Standards approvals	November 2013
First order deliver to first customer	Feb 2014
First order received from a government funded institution	March 2014
Sales Director appointed	March 2014
Sales of \$1 million achieved	Mid 2014

#### Round 1

Systems and operational setup	Jan 2014
First production units	March 2014
EM Approval	Nov 2013
First sales	Jan 2014
Sales Manager appointment	March 2014

#### Round 2

Office and warehouse secured	April 2014
Brand and ad development	Jan 2014
Advertising and Sales ramp up	Feb 2014

#### Round 3

Planned milestones	Planned Date
Business reaches full capability	Aug 2014
\$1,000,000 sales achieved	Aug 2014
Appointment of first overseas OEM distributor	Aug 2014

The Directors consider that the funds to be raised in Rounds 1, 2 and 3 will provide the Company with sufficient working capital to fulfil the objectives stated above. However, the Company's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds and it may consider undertaking a further Round/s of capital raising in order to sufficiently develop its business operations.

For a longer-term perspective, the Board intends to continuously look for ways to increase and enhance Shareholder value and wealth. This will not only focus on operational efficiency and profitability, but on matters such as expansion by product or service range, acquisition or merger, or through various exit considerations, such as trade sale, IPO here or overseas, backdoor or compliance listing, LBO or MBO. These opportunities will be considered by the Board as the Company develops.

## 6.2 REVENUE DRIVERS

### Summary of Financial Projections

2013 - 2014	2014 – 2015	2015 - 2016
Earnings before Interest & Tax (EBIT) \$ 152,097	Earnings before Interest & Tax (EBIT) \$ 2,456,095	Earnings before Interest & Tax (EBIT) \$ 9,392,231

Full financial modelling is available upon request. The financial projections provided above have been based upon the following assumptions:

Total Units Sold in First 3 FY - 25,280

Sale price \$999 per unit

Potential Market AU 316,000

Market Share 8.00%

Number of people over 65 in AU in 2012 3,200,000

Number of people above living alone 1,100,000

Of these:

465,000 are aged 65 – 74 and we expect that 15.00% of them or 69,750 would benefit from a PERS

395,000 are aged 75 - 84 and we expect that 25.00% of them or 98,750 would benefit from a PERS

295,000 are aged over 95 and we expect that 50.00% of them or 147,500 would benefit from a PERS

**Total of 316,000**

There are inherent uncertainties surrounding the start-up of a company introducing new products to the market. Potential investors should take note and take independent advice as to the inherent risks in a business such as SWB. Revenue and cost factors may be affected by many factors, including market and technical developments. Investors are also directed to section headed 'Future Statements' in the 'Important Notices' section of this Offer Document.

## 6.3 SALES FORECAST DASHBOARDS

Our sales projections for the Australian market are based around the 0.37% sales to our key demographic. The feedback we get from interviewing our target group <sup>11</sup> is that over 81% would like to or would buy a Fall Buddy.

## GLOBAL SALES PROJECTIONS

No account has been made for overseas sales projections at this stage. International sales are considered potential "blue sky" in the longer term.

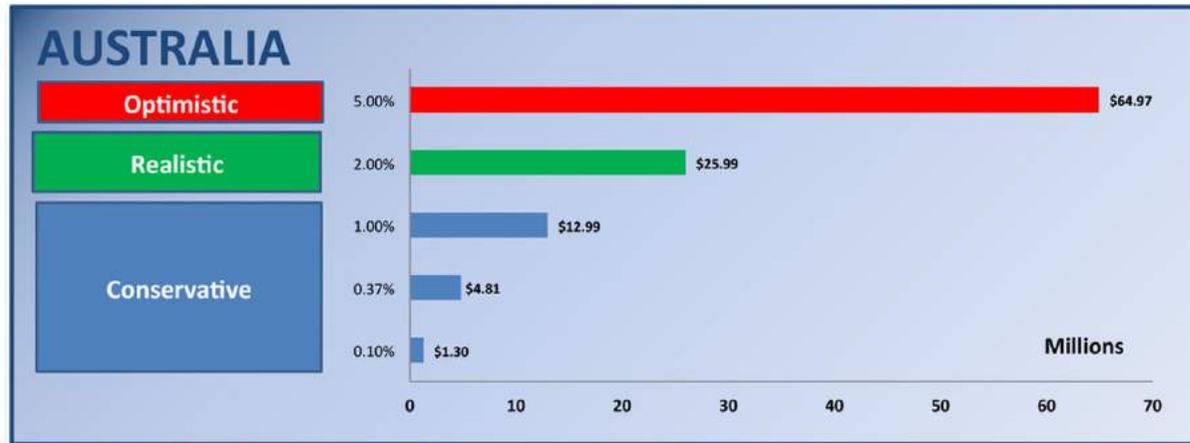
# SALES PROJECTIONS FOR AUSTRALIA

## Target Market - Australia

Country	Population Over 65	Over 65 & Living Alone
Australia	3,281,500	1,100,000
Identified Prospects		1,100,000
Average Sales Price Per Unit		1,181

## Estimated Number of Units Sold & Revenue

Case Scenario %	Number of Units Sold	Estimated Revenue (AUD)	Case Scenario
0.10%	1,100	1,299,416	Conservative
0.37%	4,070	4,807,839	
1.00%	11,000	12,994,160	Realistic
2.00%	22,000	25,988,321	Optimistic
5.00%	55,000	64,970,802	



## Estimated Revenue

Case Scenario	Conservative			Medium	Optimistic
	0.10%	0.37%	1.00%	2.00%	5.00%
AUSTRALIA	1,299,416	4,807,839	12,994,160	25,988,321	64,970,802



## 7.COMPETITION AND RISK

The funds raised through this Offer will support the Company through its final commercialisation and market entry stages. Due to the nature of the Company's products and services, investment in SWB remains speculative. Whilst the Company intends to implement a number of risk reduction and risk management strategies, many of the risks are outside its direct control.

### 7.1 COMPETITOR ANALYSIS

There are a large number of major players in the PERS market at this time around the world. The technology solution adopted by over 99 percent of these companies relies on 30 year old button press systems that alerts of an emergency when the user presses their emergency button. Their financial model is dependent upon these systems being connected to a monitoring station, the result being that they can charge in excess of \$30 per month for the service. Frost & Sullivan report that 2 million PERS systems should be sold in 2012 in America. A list of major players would include companies such as ADT, Philips, Life Alert, Senior Safety, and Quick Response <sup>12</sup>.

### 7.2 RISK FACTORS

There can be no guarantee the Company will achieve its stated objectives or any forward-looking statements will eventuate. Accordingly, an investment in SWB should be regarded as speculative. Prospective Investors should consider whether unlisted shares are an appropriate investment, and if any doubt, should contact their financial advisor, solicitor or other professional advisor.

The following summaries do not purport to be a comprehensive statement of all risks.

RISK	MITIGATION
Legislative Constraints	Legal issues explored and resolved before product launch
Failure to estimate sales accurately	Conservative sales forecasting undertaken at planning stage
Lack of communication with stakeholders	Management and sponsor will contact stakeholders as issues arise
Time constraints on decision making	Strong business plan with contingencies in place
Other manufacturers copying Fall Buddy	International patents granted. Parts manufactured by different suppliers and assembled in Australia by trusted partner. Software will be installed and managed from Australia.
Failure to raise capital	Business growth can be staged and can occur through re-investment of profits. Each 1000 units sold will result in \$1,250,000 of profit for the company
Utilising funding to manage accrued debts	SWB has zero debt at this time other than the long term directors loans assigned to the balance sheet.

In addition to the risks set out on page 24, the Company wishes to note the following general risks:

- The Company, in common with other companies participating in its market, is affected by general economic conditions, including the level of interest rates, employment rates and inflation. Changes in government, fiscal, monetary and regulatory policies may also affect the business of the Company.
- The Shares are unlisted and therefore they are illiquid, however ASSOB offers a secondary board that enables buyers and sellers to offer and bid for 'off market' transactions (refer to exit strategy in section 9).
- The Shares allotted under this Offer carry no guarantee in respect of profitability, dividends, return on capital or value.
- The Directors give no assurances that the objectives of the Company outlined in this Offer Document will be met.
- The Company has limited operating history. The prospects of the Company must be considered in light of the risks, expenses and difficulties frequently encountered by companies in their early stages of development.
- The Offer is intended to raise sufficient funds to fund the ongoing development and working capital needs of the Company during its initial period of operation. The Company may need to raise additional funds (through a further capital raising or debt) at some future time after conclusion of the Offer should it require additional working capital. Such an additional raising will dilute the interests of shareholders.
- The ability of the Company to effectively implement and expand its business plan over time may depend, in part, on its ability to raise additional funds. There can be no assurance that any equity or debt funding will be available to the Company, or be available on acceptable terms.
- The Company is subject to various forms of taxation, including company tax and goods and services tax. An increase, change in the application or introduction of a new tax could materially affect the performance and financial position of the Company.

- It is common for companies to be exposed to a number of legal risks. These could include but are not limited to, litigation risk, professional liability claims, industrial action and legal compliance.

There can be no guarantee that the Company will achieve its stated objectives or that any forward-looking statements will eventuate. Accordingly, an investment in the Company should be regarded as highly speculative. This information does not purport to be a comprehensive statement of all risks; an investor should seek and obtain professional advice prior to deciding whether or not to invest in SWB.

### 7.3 SUCCESS FACTORS

The Company acknowledges that many factors are integral to its future success, including the following:

- Successfully raising the capital in Rounds 1 and 2
- Obtaining key personnel
- Meeting stated sales targets
- Developing strategic alliances with valued OEM partners/distributors around the world.

Use of Funds	Round 1	Round 2	Round 3
CRM build including website	\$ 57,000.00	\$ 10,000.00	\$ -
CMS build & license fee		\$ 16,000.00	
IT setup including hardware		\$ 13,000.00	\$ 7,000.00
Travel for client presentations	\$ 4,000.00	\$ 4,000.00	\$ 4,000.00
Travel for investor presentations	\$ 4,000.00	\$ 4,000.00	\$ 3,000.00
Key man insurance	\$ 5,000.00		
Directors and Officers insurance	\$ 5,000.00		
Stock	\$ 85,000.00	\$ 30,000.00	\$ 245,000.00
Wages	\$ 15,000.00	\$ 15,000.00	\$ 45,000.00
Car Leasing		\$ 2,000.00	\$ 2,000.00
Capital raising costs	\$ 22,000.00	\$ 22,000.00	\$ 42,000.00
Marketing development	\$ 15,000.00	\$ 30,000.00	
Advertising costs	\$ 10,000.00	\$ 60,000.00	\$ 105,000.00
Legal and accounting	\$ 10,000.00	\$ 5,000.00	\$ 5,000.00
Office Fitout		\$ 21,000.00	\$ 20,000.00
Office/ Warehouse Rental Bond/ Rent in advance	\$ -	\$ 12,000.00	\$ 15,000.00
IP finalisation (patent and approval fees)	\$ 10,000.00		
Miscellaneous / contingency	\$ 8,000.00	\$ 6,000.00	\$ 7,000.00
Total	\$ 250,000.00	\$ 250,000.00	\$ 500,000.00
<b>Total Capital</b>	<b>\$ 1,000,000.00</b>		

## 8. ABOUT THIS OFFER

### 8.1 PURPOSE OF CAPITAL RAISING

The Company is seeking to raise an amount of \$1,000,000 through an issue of Shares for the principal purpose of finalising the commercialisation of the product, producing the first batch of units and entering the market.

The capital raising is being undertaken through this Offer Document in accordance with the capital raising provisions pursuant to Section 708 of the Act. When all of the Shares on offer are taken up, the \$1,000,000 would represent an equity stake in the Company of approximately 24%.

### 8.2 MINIMUM SUBSCRIPTION REQUIREMENT

No Shares will be issued pursuant to this Offer Document until the Minimum Subscription requirement has been reached. The minimum amount sufficient to commence the implementation of the immediate business planning objectives of the Company pursuant to this Small Scale Offering is \$100,000 which will enable the company to procure the first commercial batch of units ready for sale and begin initial marketing.

Once Minimum Subscription has been reached, Shares allotted pursuant to this Offer will be issued and monies held in Trust will be allocated and released for the benefit of the Company. It may take up to ten (10) business days to process Share Application Forms (“**Applications**”) and Application Monies through the Trust Account and thereafter the Company will issue certificates or holding statements to Shareholders which set out the number of Shares issued to each Shareholder pursuant to this Offer Document. Subscriptions over and above \$100,000 will be processed and released as received by the Trust Account.

In the event the Minimum Subscription amount is not met within four (4) months of the Opening Date, then any monies so far subscribed will be refunded to Investors in full and without interest and this Offer will be withdrawn from the Australian Small Scale Offerings Board, pending further action from the Company.

### 8.3 USE OF FUNDS RAISED THROUGH THE OFFER

The following is a summary of the proposed use of funds raised pursuant to the Offer. The amounts in the table may be subject to variation of quantum and timing.

The Company’s growth plan will be scaled accordingly to ensure it operates within the constrained cash available at any given time and to avoid any undue pressure from its creditors.

No contract will be entered into without certainty of financial exposure and assurance that the Company has adequate cash flow available to meet the commitment.

**Round 1** involves the commencement for the manufacture of Fall Buddy here in Australia. The acquisition of Stock. The establishment of IT, CRM infrastructure plus Sales and Marketing Strategies, Channels for Distributors and Partners.

**Round 2** involves the leasing of a head office plus distribution warehousing. This will enable the business to process and sell Fall Buddy nationally.

**Round 3** will involve the set up and infrastructure establishment for a rapidly expanding business base. This will include the appointment of an international BDM, who will spearhead the establishment of overseas distributors and channels. This individual will report directly to the MD. International BDM, who will spearhead the establishment of overseas distributors and channels. This individual will report directly to the MD.



The Directors reserve the right to vary the mentioned intended Use of Funds table only where the Directors believe to do so would be in the best interests of the Company and its Shareholders any substantial deviation from this schedule shall be reported through the Australian Small Scale Offerings Board platform through a Director's Quarterly Responsibility Statement.

Rounds 1, 2 & 3 Funding (including the Minimum Subscription Requirement) may be adjusted based on timing of funding, sales and cash flow requirements.

#### **8.4 EXPENSES OF THE OFFER**

Expenses of the Offer, including management fees, printing costs, brokerage, accounting costs, legal costs and corporate advisory costs are estimated to be in the region of \$80,000.00 to \$90,000 .

#### **8.5 OFFER DETAILS**

The Company will offer for sale a total of 17,500,000 Ordinary Shares at an issue price of \$0.04 cents in Round 1, \$0.05 cents in Round 2 and \$0.08 cents in Round 3 which, when sold is intended to provide the required \$1,000,000.

The \$1,000,000 capital raising is expected to provide investors with approximately 24% equity in the Company, based on the scenario listed above.

However, before making any investment, investors are advised to take their own independent accounting, taxation, legal and any other advice they or their circumstances may require in considering an investment in SWB. No person mentioned in this Offer Document will offer, or may be construed as offering advice to any potential investor in SWB.

Any additional capital raising will be wholly contingent upon SWB Round 1 and Round 2 capital raising being fully subscribed. SWB may elect, at its sole discretion, to offer additional Securities to remaining concessions covered by s708(1) of the Act or to any sophisticated, professional or other excluded investors pursuant to section

708 of the Act. Any such Offer may be made through a Supplementary Offer Document or an Investment Memorandum. Should there not be any sophisticated, professional investors or remaining concessions, an additional Round may be made under full disclosure.

#### **8.6 MINIMUM OR MAXIMUM INVESTMENT AMOUNT**

For sophisticated investors who, pursuant to s708(8)(c) of the Act, are able to provide a "sophisticated investor" certificate from a qualified accountant, and for offers not received in Australia, there is no minimum or maximum investment amount.

However the number of unsophisticated (Retail) investors cannot exceed 20 in any 12 month period. The average minimum investment per retail investor would be:

Round 1 - \$25,000 per investor; and  
Round 2 - \$25,000 per investor; and  
Round 3 - \$25,000 per investor.

The remaining shares in Round 3 are anticipated to be taken up by remaining concessions or by sophisticated and professional investors.

#### **8.7 OFFER PERIOD**

The Opening Date of this Small Scale Offering is 18th of November 2013 at 9am ESDT and the Closing Date will be 17th of November 2014 at 5pm ESDT, unless fully subscribed earlier. The above date is indicative and subject to change. SWB reserves the right to change the dates and times of the Offer without notice, whether fully subscribed or not. SWB also reserves the right to extend the closing date for Applications without prior notice.

Prospective investors are encouraged to submit a Share Application Form as early as possible. The Directors of SWB reserve the right to accept any Application in full, accept any lesser number of Shares, or decline any Application.

## 9. HOW TO APPLY FOR SHARES

### 9.1 APPLYING FOR SHARES

An Application to subscribe for Shares pursuant to this Offer may not be legally included in this Offer Document and any interested investors are to request an Application from the person whose name and contact details appear at the end of this Offer Document at Section 13.

The Offer made pursuant to this Offer Document is made only to the addressee of the Offer and only the addressee may complete the Share Application Form and subscribe for the Shares offered pursuant to this Offer. To that extent, neither the Offer Document nor the Application may be handed to any member of the public.

A completed Application Form must be accompanied by a single payment in the full amount as per instructions on the Application form.

By making an application for shares the applicant warrants that they have read the Offer Document with particular reference to the Section headed Risk. Applicants acknowledge that investing in start-up firms is risky and they may lose all of the money they invest in the Company.

Application Monies for Shares offered pursuant to this Offer Document will be held in trust until allotment of those shares (subject to reaching the prescribed Minimum Subscription requirement).

Note: For sophisticated investors who, pursuant to s708(8)(c) of the Act, are able to provide a “sophisticated investor” certificate from a qualified accountant, and for offers not received in Australia, there is no minimum or maximum investment amount.

### 9.2 DIRECTORS’ RIGHT OF ACCEPTANCE OF APPLICATION

The Directors reserve the right to accept any Application in full, accept any lesser number of Shares, or decline any Application. Applicants must not assume that the Shares they apply for, or any number of Shares, will be issued to them in response to their Application and before dealing in any Shares, Applicants must satisfy themselves as to their actual holding of Shares.

In the event any Application is rejected, in whole or in part, the relevant Application Monies will be refunded to the investor in full without interest. Where the number of Shares issued is less than the number applied for by the Applicant, the surplus Application Monies will be refunded by cheque within thirty (30) days after the Closing Date. Where no Shares are issued, Application Monies will be refunded to the investor in full by cheque within thirty (30) days of the Closing Date. The Company will issue certificates to shareholders, as soon as practicable after allocation, which set out the number of Shares allocated to them pursuant to this Small Scale Offering. Investors will be provided with a new certificate, upon the delivery to the Company of the original certificate for cancellation, where there are any changes in their holdings of Securities.

### 9.3 APPLICATIONS TO BE IN AU\$

For Overseas Investors, a completed Application must be accompanied by a telegraphic transfer (TT) receipt or electronic funds transfer (EFT) receipt, made payable to the Trust Account nominated on the Application. All funds sent from overseas, when converted to Australian dollars, must be the same Australian dollar amount inserted in the Application – clear of bank fees. Funds must arrive as a single deposit for the full amount with the three letter ASSOB Code reference, plus the investor name and date of transfer.

### 9.4 BUYER/INVESTOR COOLING OFF PERIOD

A contract of sale for securities, discussed at a Meeting, entered into during the period of five business days commencing on the date of the Meeting, with a prospective buyer/investor who attended the meeting, is voidable at the option of the prospective

buyer/investor, without penalty or forfeiture, during the period of ten (10) business days commencing on the date of the Meeting.

### **9.5 NON-LISTED SECURITY**

As an Unlisted Public Company, shares can be bought and sold through the Company's share register. A shareholder may transfer by proper transfer or by an instrument in writing in any form authorised by the Corporations Act 2001 or in any other form that the Directors may approve. The Directors may only decline to register any transfer in circumstances where the transfer is not in a registrable form or where the Corporations Act 2001 provides or would require that the registration be refused.

All share transfers and documentation relating to the transfer of shares must be documented in the Company's share register.

### **9.6 LIMITED LIABILITY**

The liability of shareholders is limited to the fully paid value of the shares held. If partly paid shares are held and a call is made, the holder is liable to pay the call. A person taking up shares in a company knows from the beginning the extent of their individual liability.

### **9.7 CREATION & ISSUE OF FURTHER SHARES**

The issue of Shares is under the control of the Directors of Seniors Wellbeing Ltd. Subject to restrictions on the allotment of Securities to Directors or their associates contained in the Act, the Directors may allot or dispose of other Shares on such terms and conditions as they see fit.

To obtain a definitive assessment of rights and liabilities which attach to this Offer, Shareholders should obtain a copy of the Company's Constitution and seek their own independent legal and accounting advice.

### **9.8 RIGHTS ATTACHING TO SHARES**

There is only one class of share on issue in the Company, being fully paid ordinary shares. The issue of shares is under the control of the directors. Subject to the restrictions of the allotment of securities to Directors or their associates contained in the Act, the Directors may allot or dispose of their shares on such terms and conditions as they see fit.

The rights attaching to the shares are set out in the Constitution and, in certain circumstances, regulated by the Act and the general law.

To obtain a definitive assessment of rights and liabilities which attach to this offer, investors should view a copy of the Company's Constitution (which is available for inspection during business hours at the Company's registered office) and seek their own independent legal and accounting advice.

The detailed provisions relating to the rights attaching to the shares under the Constitution and the Act are summarised below. Each share will confer on its holder:

- the right to receive notice of and attend general meetings of the Company and receive all financial statements, notices and other documents required to be sent to them under the Constitution and the Act
- the right to vote at a general meeting of shareholders (whether present in person or by any other representative, proxy or attorney) on a show of hands (one vote per shareholder) and on a poll (one vote per share) subjects to the rights and restrictions on voting which may attach to or be imposed on shares (at present there are none)
- the right to receive dividends, according to the amount paid on the share
- in a winding up, subject to the rights of the liquidator to distribute separate assets of the Company with the consent of shareholders by special resolution:
- where the assets available for distribution are more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the right to receive a portion of the excess according to the capital paid up by the shareholder at the commencement of the winding up; or

- where the assets available for distribution are insufficient to repay the whole of the paid up capital, the burden of bearing the loss is in proportion to the capital paid up by the shareholder at the commencement of the winding up

Subject to the Act, the shares are fully transferable. The rights attaching to the shares may be varied with the approval of shareholders in a general meeting by special resolution.

### **9.9 INDIVIDUAL SHARE EXIT STRATEGY – AM I ABLE TO SELL MY SHARES?**

The Company has been accepted by ASSOB Pty Ltd (ASSOB) for admission to the Australian Small Scale Offerings Board platform at [www.assob.com.au/swb](http://www.assob.com.au/swb). Once the capital raising has been closed either by the Closing Date or at the election of the Directors, investors will be able to offer their SWB shares for sale on ASSOB's secondary board.

Neither ASSOB nor any of its officers take any responsibility for the content of this offer document or for the merits of the investment to which the offer document relates.

Maintaining admission to the Australian Small Scale Offerings Board provides SWB's new shareholders with access to ASSOB's restricted secondary sale platform where they can offer\* to transfer some or all of their holding.

\*Subject to ASIC Class Order [02/273] "Third Exemption": Provided that, in each offer, share transfers are restricted to no more than 20 new unsophisticated investors in 12 months and not exceeding \$5 million in total.

Users of the Australian Small Scale Offerings Board Secondary Sale platform should be aware at the outset that ASSOB is not an established market for the sale or purchase of securities but merely provides a mechanism to identify potential investments or investors.

To that extent, the market for ordinary shares must be considered to be illiquid and likely to remain illiquid until such time, if at all, SWB lists on a stock exchange or is taken over by a company listed on a stock exchange.

Further note that it is the policy of the Australian Small Scale Offerings Board that sales or transfers of securities by individual shareholders only occur once SWB has completed or closed its capital raising pursuant to this Offer Document. Investors should also note that neither the Australian Small Scale Offerings Board nor its Sponsors, Employees or Associates are securities dealers or intermediaries to any established stock market and cannot buy or sell securities.

### **9.10 COMPANY EXIT STRATEGY**

The most likely exit strategy for the Company will be a strategic trade sale within 5 years, however an IPO followed by a listing on a suitable stock exchange, and a management or private equity buy out may be considered.

## 10. OWNERSHIP STRUCTURE

To secure the required funds, the Company proposes to offer for sale a total of up to approximately 24% (or its equivalent in the event of a capital restructuring) of Seniors Wellbeing Ltd.

The present owners have invested considerable money, time and effort in research, development, intellectual property, contracts, processes and systems of the business to this stage of the Company's development. For this contribution they will retain approximately 76% (or its equivalent in the event of a capital restructuring) of Seniors Wellbeing Ltd from the outset.

The table below sets out the ownership of Shares after the Offer:

DIRECTOR	NUMBER OF SHARES HELD AFTER THE OFFER	PERCENTAGE SHARES
Barry Sheridan	38,791,667	53.20%
Monika Sheridan	13,854,167	19.00%
George (Zsolt) Tomo	2,770,834	3.80%
Fully paid new Ordinary Shares to be offered for subscription in this Offer	17,500,000	24%
Total fully paid Ordinary Shares on issue at completion of the offer:	72,916,668	100%

Please note that at any stage of the capital raising process, the pricing of the securities provides investors with a guide only and the price paid for securities will always be a matter for negotiation between the parties. The Company makes no representation about the underlying value of securities on offer. Prospective investors must make their own assessment about whether the price of the securities on offer represents fair value

## 11. OTHER COMPANY INFORMATION

### 11.1 DIVIDEND POLICY

The initial objective of SWB is to obtain sufficient working capital to enable it to fully develop its strategic business plan. The ability of SWB to pay and the amount of any dividend in the future is dependent on many factors, including its future capital and research and development requirements and the financial position generally of SWB at the time. Many of the factors that affect the ability of the Company and the timing of those dividends will be outside the control of SWB and its Directors. The Directors cannot give any assurance regarding payment of dividends in the future.

### 11.2 FINANCIAL REPORTING TO SHAREHOLDERS

The Company will ensure that in accordance with its duties under the Act, financial information will be made readily available to the Board and its Shareholders. The Company will produce an annual investor report incorporating Profit & Loss, Balance sheet, Cash Flow and Operations Report in accordance with International Financial Reporting Standards (IFRS). The Company's annual financial report will also be made available on the Company's 'Issuer Page' of the ASSOB website at [www.assob.com.au/SWB](http://www.assob.com.au/SWB).

### 11.3 CORPORATE GOVERNANCE / CONTINUOUS DISCLOSURE

The Board is responsible for the corporate governance of the Company and the members of the Board recognise the need for the highest standards of behaviour and accountability. To this end, the Board has adopted sound practices of corporate governance. A process of continuous disclosure has been adopted relevant to keeping Directors, management, shareholders and potential investors informed. The Company is cognisant of due diligence requirements in the event of a future merger, trade sale, takeover or listing on a recognised stock exchange.

The Board considers that the Company is not currently of a size nor are its affairs

of such complexity to justify the establishment of separate Board committees. Accordingly, all matters that may be capable of delegation to committees will be dealt with by the full Board.

As such, the Directors are responsible for setting the strategic direction of the Company and establishing the policies of the Company. It is their responsibility to oversee the financial position of the Company and monitor the business and affairs of the Company, on behalf of the Shareholders. The Directors also address issues relating to internal control and the Company's approach to risk management.

### 11.4 LITIGATION

Seniors Wellbeing Ltd is not, and has not been, since its incorporation in September 2013, engaged in any litigation or arbitration proceedings. As far as the Directors are aware, no such proceedings are threatened against the Company.

Since its formation in 2010, Seniors Wellbeing Australia Pty Ltd has not been engaged in any litigation or arbitration proceedings either. As far as the Directors are aware, no such proceedings are threatened against the Company.

### 11.5 INFORMATION AVAILABLE ON REQUEST

The Company will provide upon reasonable request any documents required for due diligence.

### 11.6 PRIVACY

When applying for Shares, Applicants will be asked to provide personal information to the Company such as name, address, telephone and facsimile numbers, tax file number and account details. The Company collects, holds and uses that personal information to assess Applications, provide facilities and services to Applicants and undertake administration. Access to information may be disclosed by the Company to its agents and service providers on the basis that they deal with such information under the Privacy Act 1988 (Cth). Incomplete Applications may not be processed.

Under the Privacy Act 1988 (Cth), Applicants may request access to their personal information held by the Company by contacting the Company.

### 11.7 LEGAL JURISDICTION

This Offer Document does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Offer Document or make the offer. It is the responsibility of any Applicant outside Australia to ensure compliance with all laws of any country relevant to their Applications and any such Applicant should consult their professional advisers as to whether any government or other consents are required or whether any formalities need to be observed to enable them to apply for and be allotted any securities. No action has been taken to register or qualify the Securities or the Offer or otherwise to permit a public offering of the Securities on offer in any jurisdiction outside Australia.

## 12. DISCLAIMER

The Issuer has supplied the content (text, pictorials, diagrams and photographs) contained in this Offer Document. Australian Small Scale Offerings Board Limited ACN 109 469 383 and its related subsidiaries present the Offer Document on its website in good faith believing the content to be true, but makes no representations as to its accuracy. Prospective investors are urged to make further enquiry about this investment, as well as seek appropriate professional advice before investing.

# 13. STRATEGIC GROWTH PLAN (SGP)

## INVESTOR NOTES

(a) In any round of capital raising being undertaken, the pricing of the securities provides investors with a guide only and the price paid for securities will always be a matter for negotiation between the parties. The Company makes no representation about the underlying value of securities on offer. Prospective investors must make their own assessment about whether the price of the securities being offered represents fair value.

(b) The stated capitalised value should not be construed as being an accurate and representative valuation on the Company or its share price. The resulting figure is merely obtained by multiplying the quantity of shares on issue by the current offer price of this round), i.e. Total Amount of Issued Capital x Share Price.

## ROUND 1 SENIORS WELLBEING LTD

To Raise: \$250,000

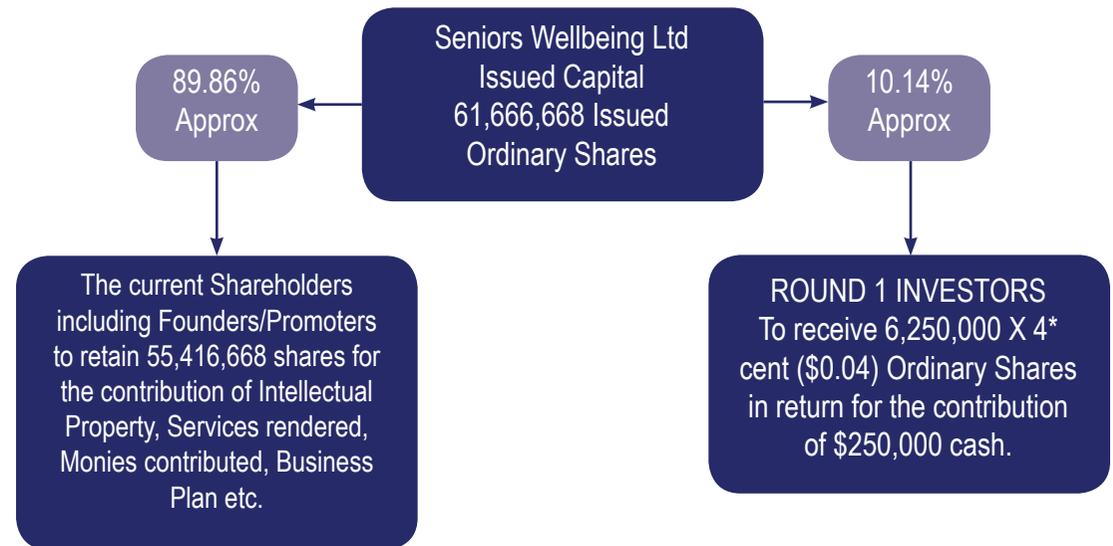
Company now Capitalised at: \$2,466,667\*

### SHARE PRICING - ROUND 1:

Ordinary Shares on offer: 6,250,000

Price to Investor(s): \$0.04

Total Proceeds to the Company: \$250,000



**ROUND 2**  
**SENIORS WELLBEING LTD**

To Raise: \$250,000

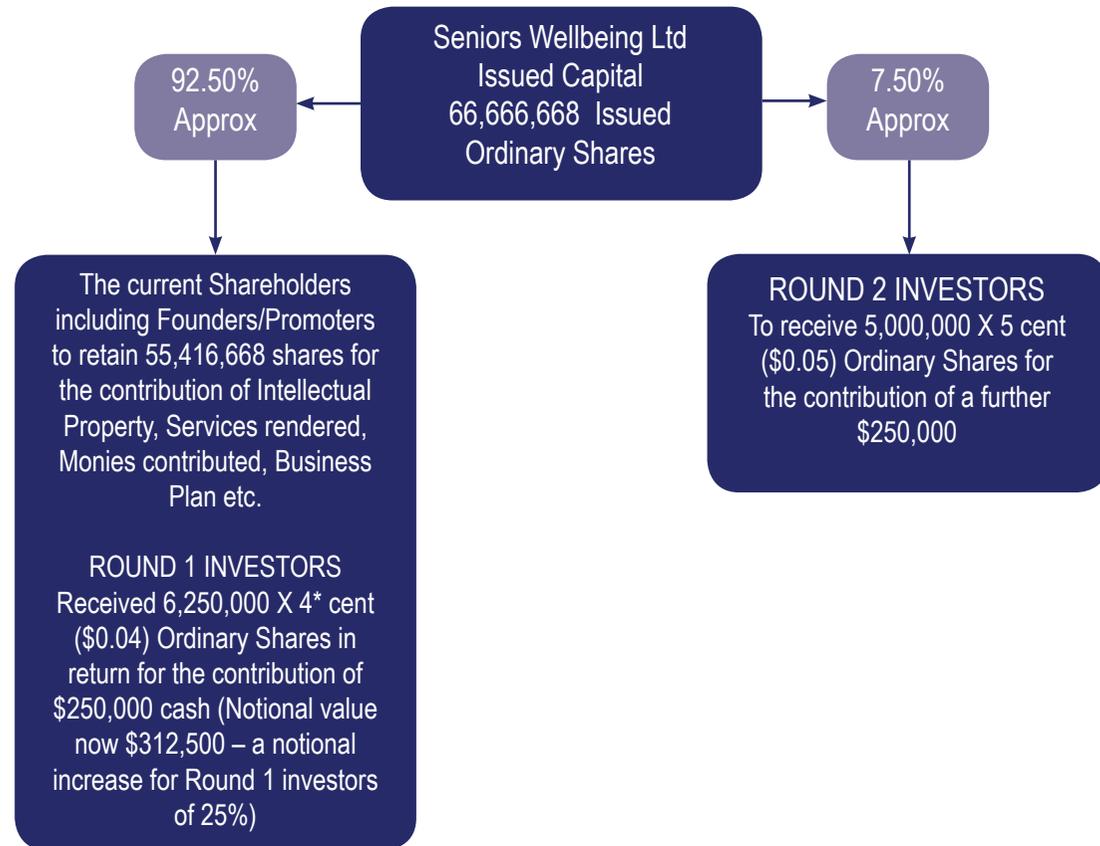
Company now Capitalised at: \$3,333,333\*

**SHARE PRICING - ROUND 2:**

Ordinary Shares on offer: 5,000,000

Price to Investor(s): \$0.05

Total Proceeds to the Company: \$250,000



**ROUND 3  
SENIORS WELLBEING LTD**

To Raise: \$250,000

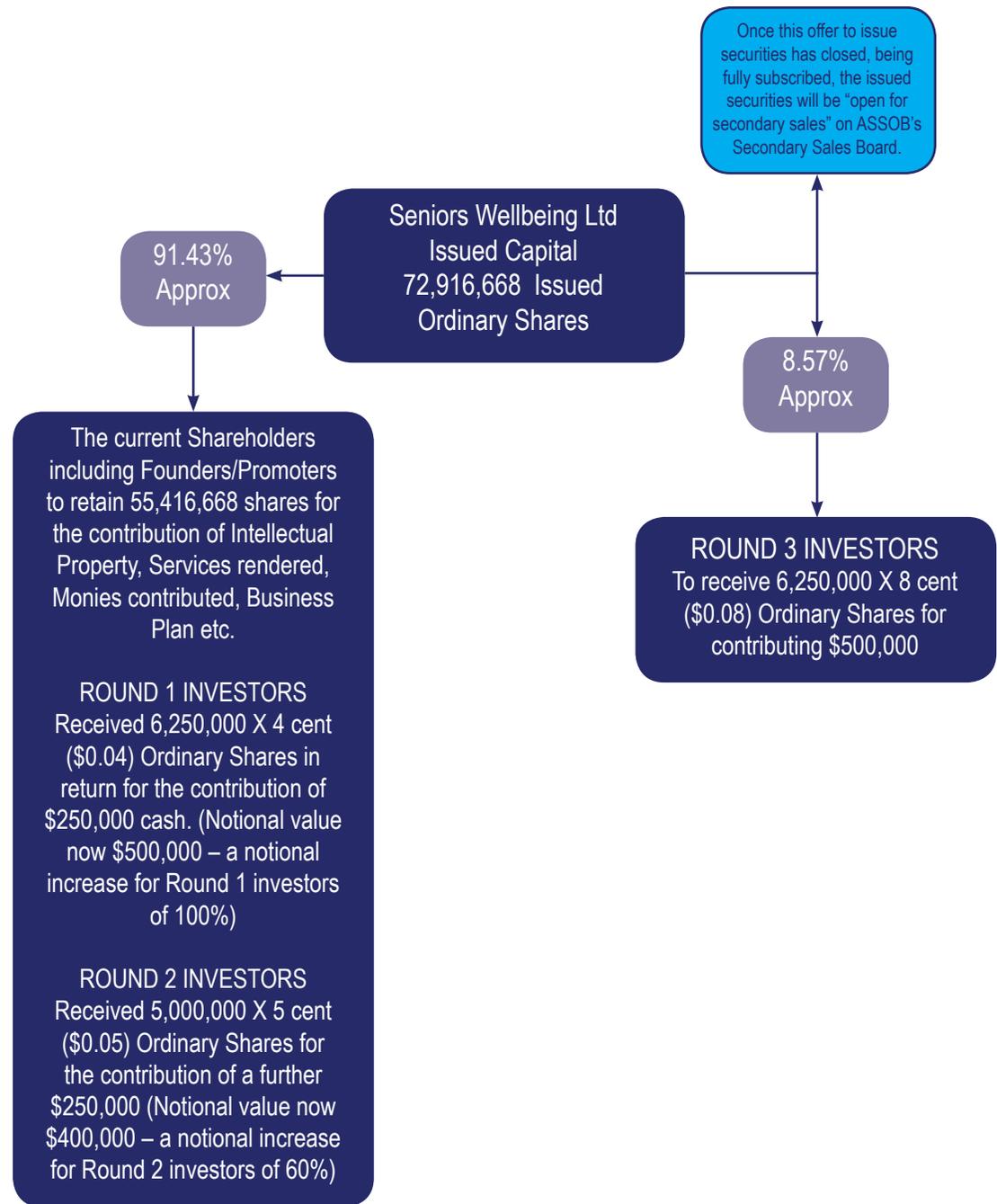
Company now Capitalised at: \$5,833,333\*

**SHARE PRICING - ROUND 3:**

Ordinary Shares on offer: 6,250,000

Price to Investor(s): \$0.08

Total Proceeds to the Company: \$500,000



## 14. WHO TO CONTACT

After having read this publication you wish to undertake further investigations or receive an application form to subscribe to this offer, please contact:

Dr Mark Rainbird, Funding Strategies  
+ 61 7 3228 0469  
brisbane@fundingstrategies.com.au  
www.fundingstrategies.com.au

***Funding  
Strategies***

## 15. DIRECTOR'S DECLARATION

The Directors of Seniors Wellbeing Ltd have made reasonable enquiries to ensure that there is no material statement in this Offer Document which is false or misleading. They have also made reasonable enquiries to ensure that there is no material omission from the Offer Document.

The Directors report that, as of the date of signing, after due enquiry by them, they have not become aware of any circumstances that in their opinion materially affects or will materially affect the assets and liabilities, financial position, profits and losses or prospects of Seniors Wellbeing Ltd other than those set out in the Offer Document.

The Directors have consented to the Offer and the issue of this Offer Document. This Offer Document is signed by the Executive Director of the Company on behalf of the Directors.



Name: Barry Sheridan  
Founder and CEO (Executive Director)  
Seniors Wellbeing Ltd

## 16. GLOSSARY OF TERMS

This glossary of terms is provided to assist in understanding some of the expressions used in this Offer Document.

\$ means Australian dollars

APPLICANT is used interchangeably with Investor and means a person who applies for Shares in accordance with this Offer Document

APPLICATION means a valid application to subscribe for Shares offered under this Offer Document

APPLICATION Monies means monies received from an Application in respect of an Application

ASIC means Australian Securities & Investment Commission

AUSTRALIAN SMALL SCALE OFFERINGS BOARD or ASSOB means the Internet-based bulletin board for small scale offerings operated by Australian Small Scale Offerings Board Limited (ABN: 109 469 383) at [www.assob.com.au](http://www.assob.com.au)

BOARD means the board of Directors of the Company duly appointed in accordance with the Constitution

CLASS ORDER means the Class Order 02/273 Business Introduction or Matching Services as prescribed by ASIC

CAPITALISED VALUE means the number of Shares multiplied by the offer price for the last completed round

CLOSING DATE means twelve months from the Opening Date of the Offer Document

COMPANY or SWB means Seniors Wellbeing Ltd

CONSTITUTION means the constitution of the Company and all the amendments thereto

CORPORATIONS ACT or the ACT means Corporations Act 2001(Cth) including the Corporations Regulation 2001 (Cth) as amended from time to time

DIRECTORS mean the directors of the Company

ISSUER PAGE means the Company's profile page as displayed on the ASSOB website

INVESTOR MEETING means a meeting between the Company and potential investors which is overseen by the ASSOB Sponsor for the purpose of investing in this Offer

MINIMUM INVESTMENT means the average minimum parcel of shares available to an investor pursuant to this Offer Document

MINIMUM SUBSCRIPTION REQUIREMENT means \$100,000.00

NEW ISSUE means Shares to be newly issued pursuant to this Offer Document

OFFER means the offer for Shares set out in this Offer Document

OFFER DOCUMENT means this document dated 18th November 2013 as modified or varied by a supplementary or replacement offer document

OPENING DATE means the opening date of the Offer as shown on the front cover of the Offer Document

ORDINARY SHARES means ordinary fully paid shares in the capital of the Company

OVERSEAS INVESTOR is an investor that is domiciled in a country other than Australia

PROFESSIONAL INVESTOR has the meaning ascribed to that term under Section 708(11) of the Act

SOPHISTICATED INVESTOR has the meaning ascribed to that term under Section 708(8) of the Act

SHARE means one fully paid ordinary share in the issued capital of the Company and Shares means any two or more of them

SHAREHOLDER means a holder of Shares in the Company

SECONDARY SALE OFFER means a transfer of securities by individual Shareholders in the Company

SMALL SCALE OFFERING means offers to issue or sell securities or scheme interests made under Section 708 of the Act 2001