

# Prospectus for InvestIBL Ltd.

Prepared by

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**NOTES FOR THIS PROSPECTUS AND ASSOCIATED  
DOCUMENTATION**

This document and all appendages to it have been arranged under the following guidelines:

- (1) We have attempted to comply with the Securities Act 1983 on previous occasions, using other formats – we have decided to follow the layout as presented in the Act as closely as possible
  - (a) We do understand that this does not make it any easier to follow the business flow we are trying to encourage, but this appeared to be the most efficient method for obtaining approval under the Securities Act.
  - (b) All the information that we supply (with the exception of a couple of documents that we do not own copyright on) will be available on our website for all prospective investors to download and peruse at their leisure.
    - (i) Therefore we have attempted to satisfy a number of criteria while completing this document:
      - ⇒ Satisfy requirements of ALL New Zealand Acts and Regulations that we must comply with
      - ⇒ Satisfy our future investors that we are not giving away our future by supplying our competitors with OUR knowledge.
      - ⇒ The document as-is can and will, still ‘work’ as a Internet compatible document (or series of documents and parts)
      - ⇒ The document (as produced) can have all the relevant sections “linked” so as a prospective investor can be taken to the relevant parts of a document – directly.
- (2) The numbering sequence uses the same format as the requirements laid down by the Securities Regulations 1983 and all subsequent amendments
  - (a) All numbered sequences have been answered as the question (or clause) asks, including the sub-paragraphs, etc.
    - (i) Where a response is required – one has been given
    - (ii) Where a response is not required – a comment has been made to show that the clause in question has been read and understood, but no other response is required
- (3) This prospectus is for a NEW company, until this prospectus is approved the companies in question will not trade

- (4) It is suggested that, if a prospective investor is seriously interested in investing in the IBL Technology, they take some time and read the articles about the technology - in the following order:
- (i) Notes from the developers – Appendix F of the prospectus
  - (ii) Examples of the IBL charging process – Appendix K
  - (iii) Summary of IBL Technology – Appendix D
  - (iv) Structure and relationship of companies within the IBL group – Appendix B
  - (v) Description of the IBL Technology – Appendix L
- (5) After understanding the Technology there is the investment itself.
- (a) We have arranged for the technology to belong to a number of companies –
- ⇒ This spreads the risk and ownership of various structures and allows for a protection methodology that we cannot find a better way to implement.
  - ⇒ While this does cost more to implement at start up, it is believed to be much more price competitive than international patents and other 'normal' mechanisms that we have monitored over the last 14 years.
- (b) If the prospective investor is only interested in the investment itself, the following documents are supplied:
- (i) The Investment statement
  - (ii) The prospectus (this document)
  - (iii) All Appendices to this prospectus
- (6) This prospectus is for a "high tech" enterprise, therefore a number of 'rules' regarding 'normal' prospectus releases are difficult to comply with. Wherever possible all clauses have been complied with as fully and openly as possible.
- (a) Being a "high tech" enterprise, the most important 'asset' the group has is the IP (Intellectual Property).
- (i) Under normal company rules this is already patented or trademarked etc.
  - (ii) We have chosen to keep our IP as a "Trade Secret" – this implies that no-one else knows or understands what or how we are doing our business.
- (b) We do need to encourage our prospective investors to understand our business, but we cannot give too much away, without the potential of a competitor 'understanding' and recreating our work to date.

- (c) We have spent 14 years (our original copyright date for the first published documents is 1987) preparing for the public release of our products and services.
  - (i) We have tested a number of pieces and elements of our technology, but this is not being used to entice prospective investors
  - (ii) We will continue to test the new designs, until we can bring the whole product and services to market in one release.

# Securities Regulations 1983

## 1. Title and Commencement

- (1) Understood - (No further input required).
- (2) Understood - (No further input required).

## 2. Interpretation

- (1) Understood - (No further input required).

- 01 Accounting Period (S.R. 1983/121)
- 02 The Act (S.R. 1983/121)
- 03 Address (Securities Amendment Regulation. 1997/151)
- 04 Administration Manager (Securities Amendment Regulation. 1997/151)
- 05 Associated persons (Securities Amendment Regulation. 1997/151)
- 06 Borrowing Group (S.R. 1983/121)
- 07 Broadcasting (S.R. 1983/121)
- 08 Broadcasting Station (S.R. 1983/121)
- 09 Call Building society share (Securities Amendment Regulation. 1997/151)
- 10 Call debt security (Securities Amendment Regulation. 1997/151)
- 11 Commission (S.R. 1983/121)
- 12 Company (S.R. 1983/121)
- 13 Contributory Mortgage (S.R. 1983/121)
- 14 Current Assets (S.R. 1983/121)
- 15 Current Liabilities (S.R. 1983/121)
- 16 Custodian (Securities Amendment Regulation. 1997/151)
- 17 Debt security (Securities Amendment Regulation. 1997/151)
- 18 Deferred Taxation (Securities Amendment Regulation. 1997/151)
- 19 Diffusion Service (S.R. 1983/121)
- 20 Disclosure statement (Amendment No. 2: S.R. 1995/285)
- 21 Equity method of accounting (Securities Amendment Regulation. 1997/151)
- 22 Equity security (Securities Amendment Regulation. 1997/151)
- 23 Exhibitor (S.R. 1983/121)
- 24 Expert (S.R. 1983/121)
- 25 Film (S.R. 1983/121)
- 26 Fixed assets (S.R. 1983/121)
- 27 Group (S.R. 1983/121)

- 28 Guaranteeing subsidiary (S.R. 1983/121)
- 29 Holding company (S.R. 1983/121)
- 30 Immediate relative (S.R. 1983/121)
- 31 Intangible assets (S.R. 1983/121)
- 32 Interest in a superannuation scheme (Securities Amendment Regulation. 1997/151)
- 33 Investment (S.R. 1983/121)
- 34 Investment manager (Securities Amendment Regulation. 1997/151)
- 35 Issuer (Securities Amendment Regulation. 1997/151)
- 36 Issuing group (S.R. 1983/121)
- 37 ~~Latest balance sheet set out in the prospectus~~ (S.R. 1983/121), (Securities Amendment Regulation. 1997/151)
- 38 Life insurance company (Securities Amendment Regulation. 1997/151)
- 39 Life insurance policy (Securities Amendment Regulation. 1997/151)
- 40 Manager (Securities Amendment Regulation. 1997/151)
- 41 Material transaction (S.R. 1983/121)
- 42 Monetary assets (S.R. 1983/121), (Securities Amendment Regulation. 1997/151)
- 43 Non-current liability (Securities Amendment Regulation. 1997/151)
- 44 Operator (S.R. 1983/121)
- 45 Participatory security (Securities Amendment Regulation. 1997/151)
- 46 Promoter (S.R. 1983/121)
- 47 Prospective financial information (Securities Amendment Regulation. 1997/151)
- 48 Prospectus (S.R. 1983/121)
- 49 Publisher (S.R. 1983/121)
- 50 Qualified auditor's report (Securities Amendment Regulation. 1997/151)
- 51 Registered Prospectus (S.R. 1983/121)
- 52 Remuneration (Securities Amendment Regulation. 1997/151)
- 53 Reserve bank (Amendment No. 2: S.R. 1995/285)
- 54 Returns (Securities Amendment Regulation. 1997/151)
- 55 Scheme (Securities Amendment Regulation. 1997/151)
- 56 Small employer superannuation scheme (Securities Amendment Regulation. 1997/151)
- 57 Specified Date (Amendment No. 2: S.R. 1995/285)
- 58 Subsidiary (S.R. 1983/121)
- 59 ~~Term liability~~ (S.R. 1983/121), (Securities Amendment Regulation. 1997/151)
- 60 Term life insurance policy
- 61 Trading exchange (S.R. 1983/121)
- 62 Trust deed (Securities Amendment Regulation. 1997/151)
- 63 Unit (Securities Amendment Regulation. 1997/151)

- 64 Unit trust (Securities Amendment Regulation. 1997/151)
- 65 Unit trustee (Securities Amendment Regulation. 1997/151)
- 66 Voting security (Securities Amendment Regulation. 1997/151)

- (2) Understood - (No further input required).
- (3) Understood - (No further input required).
- (4) Understood - (No further input required).
- (5) Understood - (No further input required).

### **2A. Exemption for term life insurance policies**

- (1) Understood - (No further input required).

### **2B. Meaning of ‘call building society share’ and ‘call debt security’**

- (1) Understood - (No further input required).

### **2C. Meaning of ‘small employer superannuation scheme’**

- (1) Understood - (No further input required).

## **PART I – PROSPECTUSES**

### **3. Matters to be contained in full registered prospectus**

- (1) Applies in full.
- (2) Does not apply (nil debt security offering).
- (3) Does not apply (nil participatory offering).
- (4) Does not apply (nil Unit trust offering).
- (5) Does not apply (nil Life Insurance Policy offering).
- (6) Does not apply (nil interest in a Superannuation Scheme offering).

### **4. Short Form Prospectus**

- (1) Does not apply to our application – this is an offering to the general public
- (2) Understood - (No further input required).
- (3) Understood - (No further input required).
- (4) Understood - (No further input required).

**5. Further Provisions relating to content of registered prospectus**

- (1) Understood - (No further input required).
- (2) Understood - (No further input required).
- (3) Understood - (No further input required).
- (4) Understood - (No further input required).
- (5) Understood - (No further input required).
- (6) Understood - (No further input required).

**6. Restrictions imposed by Part III in content of registered prospectus**

- (1) Understood - (No further input required).

**7. Documents to be attached to prospectus delivered for registration**

- (1) As attached
- (2) Documents as follows
  - ⇒ Agreement between InvestIBL Ltd and FinanceIBL Ltd for unsecured loan and in return a charge of 5% of the cost of doing business with FinanceIBL Ltd.
  - ⇒ Loan document from InvestIBL Ltd to FinanceIBL for 25% PA payable at the end of the term (4 years).
- (b) Will be attached as required by clause 42 of the First Schedule.
- (c) Does not apply – a short form prospectus has NOT been issued.

**7A. Matters to be contained in investment statement**

- (3) Understood - (No further input required).
- (4) Understood - (No further input required).
- (5) Understood - (No further input required).
- (6) Understood - (No further input required).
- (7) Understood - (No further input required).

**PART II - ADVERTISEMENTS**

- 8. Misleading information**  
(1) Understood - (No further input required).
- 9. Advertisements to be consistent with prospectus**  
(1) Understood - (No further input required).
- 10. Application forms**  
Revoked
- 11. Guarantees**  
(1) Understood - (No further input required).
- 12. Assets**  
(1) Understood - (No further input required).  
(2) Understood - (No further input required).
- 13. Capital**  
(1) Understood - (No further input required).
- 14. Unsecured and secured securities**  
(1) Understood - (No further input required).  
(2) Understood - (No further input required).
- 15. Prospective financial information**  
(1) Understood - (No further input required).  
(2) Understood - (No further input required).
- 16. Restrictions imposed by Part III on content of advertisements**  
(1) Understood - (No further input required).
- 17. Restrictions on distribution of certain advertisements**  
(1) Understood - (No further input required).  
(2) Understood - (No further input required).

- (3) Understood - (No further input required).
- (4) Understood - (No further input required).
- (5) Understood - (No further input required).
- (6) Understood - (No further input required).
- (7) Understood - (No further input required).
- (8) Understood - (No further input required).

**PART III – RESTRICTIONS ON CONTENT OF REGISTERED  
PROSPECTUSES AND ADVERTISEMENTS**

**18. Shareholders' names**

- (1) Understood - (No further input required).

**19. Authorised trustee investments**

- (1) Understood - (No further input required).

**20. Statements as to safety**

- (1) Understood - (No further input required).

**21. Interest rates and taxation of interest**

- (1) Understood - (No further input required).
- (2) Understood - (No further input required).
- (3) Understood - (No further input required).

**22. Mortgage debentures**

- (1) Understood - (No further input required).

**23. Listing securities on stock exchange**

- (1) Understood - (No further input required).
- (2) Understood - (No further input required).
- (3) Understood - (No further input required).
- (4) Understood - (No further input required).

**PART III<sub>A</sub> - REQUEST DISCLOSURE**

**23A. Information to be disclosed by issuers on request**

- (1) Understood - (No further input required).

**PART IV – CONTENT OF TRUST DEEDS OF PARTICIPATION**

**24. Clauses deemed to be contained in trust deeds**

- (1) Understood - (No further input required).

**25. Contents of deeds of participation**

- (1) Understood - (No further input required).

**26. Clauses deemed to be contained in deeds of participation**

- (1) Understood - (No further input required).

**PART V – MISCELLANEOUS PROVISIONS**

**27. Form of declaration of non-disclosure**

- (1) As attached as Appendix

**27A. Prescribed rate of interest**

- (1) Understood - (No further input required).

**28. Transitional provisions**

- (1) Understood - (No further input required).

# First Schedule

## 1. Main terms of offer

### (1) Name of the issuer:

- ⇒ InvestIBL Ltd
- ⇒ **Whose registered office is at :**
- ⇒ 33 Sunvalley Rd.,
- ⇒ Hatfield's Beach,
- ⇒ Orewa,
- ⇒ Auckland

### (2) Description of Securities being offered:

- ⇒ The shares offered are preference shares that will be issued fully paid at NZ\$0.0001 per share
- ⇒ The issue consists of 7,000,000 (seven million) out of a total of 70,000,000 (seventy million ) issued , paid up shares
- ⇒ These are offered as shares in a company called InvestIBL Ltd. registration number AK/971822.
- ⇒ The shares are to be offered over the Internet, using Credit Card Payment facilities to receive and receipt payment for securities.
- ⇒ The shares are to be offered in packets of 500 shares
- ⇒ The returns to InvestIBL Ltd. are derived from two sources:
  - 1) A charge (or royalty) against the cost of doing business for the IBL group, this is handled by the finance company for the IBL group FinanceIBL Ltd.
  - 2) The shareholders funds are "loaned" to the IBL group in the form of an agreement with FinanceIBL Ltd. the IBL groups finance arm. After four years the original funds and interest earned are returned to the Investment Company, InvestIBL Ltd.

### (3) Maximum number of securities being offered:

- ⇒ 7,000,000 (seven million)
- ⇒ Nominal value of securities being offered: There is no nominal value

### (4) The price to be paid for the securities being offered:

- ⇒ NZ\$2.00 (Two New Zealand Dollars) per share, or whatever price the issuing company deems fit.

## 2. Name and address of offeror

- (1) FinanceIBL Ltd. (a company incorporated on the 30<sup>th</sup> of July 1999 as AK/972307)
- (2) **Registered Office:** 33 Sunvalley Rd., Hatfield's Beach, Orewa, Auckland
- (3) **The Issuer sold the shares for:** NZ\$4,130.00 (Four thousand, One hundred and Thirty New Zealand dollars) for 41,300,000 shares of InvestIBL Ltd. for 59% of the total issued shares.

## 3. Details of Incorporation of Issuer

- (1) InvestIBL was incorporated under: The Companies Act 1993.
  - (a) The date of Incorporation: 30<sup>th</sup> July 1999.
  - (b) The date of registration in New Zealand: 30<sup>th</sup> July 1999.
  - (c) The registered number: AK/971822.
  - (d) Files relating to the incorporation are kept at:
    - (i) **The Registered Office:** 33 Sunvalley Rd., Hatfield's Beach, Orewa, Auckland.
    - (ii) **The office of the District Registrar of Companies, Auckland:** Companies Office, Private Bag 92061, Auckland Mail Centre, Auckland, New Zealand

## 4. Principal subsidiaries of issuer

- (1) The Companies law<sup>i</sup> stipulates that a subsidiary is a company that has 50% or more voting interest from the parent (holding) company, and will receive 50% of the dividend payment. While the Securities Act<sup>ii</sup> defines someone who has a 5% or more relevant interest in voting securities as a substantial security holder. We have 3 companies that fit the second criteria but only one that fits the first, but as per the requirement of this clause all four share owners fit on the basis of the issuer having nil tangible assets. So we have supplied all the companies that own shares in InvestIBL Ltd.
- (2) More information is available from the shareholders register, a copy of which is attached as Appendix C

FinanceIBL Ltd.	59.0%
Family Trusts Ltd. (formerly R & K Licensing Ltd)	26.5%
IBL Trustees Ltd.	10.0%

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<sup>i</sup> Companies Act 1993, 5(a),(i)-(iv)

<sup>ii</sup> Securities Act 1978-1994, 2 "Substantial security holder"

Robert South (private individual)

4.5%

## 5. Directorate and advisors

(1) There is presently one director of InvestIBL:

⇒ Robert South

⇒ C/O P.O. Box 302074, NHPC, Albany, Auckland

(2) **Robert South is the CEO** (Chief Executive Officer)

(3) None of the directors have been declared bankrupt

(4) The names of the peoples/companies involved in the preparation of this prospectus:

⇒ Please refer to Appendix A - "InvestIBL Ltd. Company Directory"

⇒ **Secretary:** Robert South

⇒ **Accountants:** Moreton & Associates,  
Albany, Auckland, New Zealand.

⇒ **Auditors:** Not used for the preparation of this prospectus.

⇒ **Solicitors for the Company:** Robert South has done the legal preparation work for this prospectus.

⇒ **Bankers:** Have not been involved in the preparation of this prospectus.

⇒ **Securities Registrar:** IBL Float, InvestIBL Ltd, P.O. Box 302-074, North Harbour Postal Centre, Auckland, New Zealand. **E-mail:** [share@investibl.co.nz](mailto:share@investibl.co.nz)

(5) There are no experts named or used in the preparation of this prospectus.

(6) This offer of securities is NOT underwritten.

## 6. Substantial equity security holders of issuer:

(1) Please refer to the copy of the share holding register in Appendix C

⇒ Name of all shareholders	Qty of shares held
⇒ FinanceIBL Ltd.	41,300,000
⇒ Family Trusts Ltd. (formerly R & K Licensing Ltd)	18,550,000
⇒ IBL Trustees Ltd.	7,000,000

- ⇒ Robert South (private individual) 3,150,000
- (2) None of the persons listed as shareholders have undertaken any liability in respect of the shares. Once the share offer is closed FinanceIBL Ltd. will sign a loan agreement with InvestIBL Ltd. to agree to repay that amount of money with 100% interest over 4 years. (refer Appendix S) This is to encourage InvestIBL Ltd's initial investors to stay with us for at least the first 4 years, there is no other guarantee with the loan except that stated in Appendix S.

## **7. Description of activities of issuing group**

- (1) InvestIBL Ltd is an investment company. It has just been registered – it has NO trading history.
- ⇒ The directors' sole intent with InvestIBL is to supply a legal vehicle for the general public to participate in the funding and subsequent returns available from investing in the IBL technology.
  - ⇒ There are a group of companies that make up the IBL group. All have particular jobs to perform in order to provide access to the general use and distribution of the IBL technology.
  - ⇒ The structure of the IBL group, as it is envisaged for the first year, is contained within Appendix B.
  - ⇒ The Group of companies that are providing services for the implementation of the IBL technology have one company controlling their finances, this company is called FinanceIBL Ltd.
  - ⇒ As each company in the IBL group achieves a designated milestone, (see Appendix E- Project Chart) FinanceIBL will release some more shares onto the public market in order to raise more capital for the groups further goals.
  - ⇒ For more information on the IBL technology see Appendix D – Summary of IBL technology, or Appendix F – Notes from the developers
- (2) There are no fixed assets within InvestIBL Ltd or FinanceIBL Ltd. The IBL group – does have Trade Secrets, Trademarks, Copyrights, and potential Patents. But these are not available to the issuing group.

## **8. Summary of financial information**

- (1) We have not traded – but for completeness sake have provided tables in Appendix H - Statement of Financial Position for subclause 5.

(2) We have no statements of financial position for any companies in the group as they have only just started as legal companies. The development work that has gone on over the previous 14 years has been funded by Robert South and/or who ever he has managed to cajole into partaking of the IBL vision. Therefore all previous expenditure and commitments are the responsibility of Robert South.

(3) Results of financial position

We have no trading history, but for completeness of the information requested within the Securities Regulations have completed the following:

(i) Total operating revenues:	0.00
(ii) Total interest expense:	0.00
(iii) (revoked)	
(iv) Net surplus or deficit before tax or extraordinary items	0.00
(v) Total provided for tax	0.00
(vi) Net surplus or deficit before extraordinary items	0.00
(vii) Extraordinary items (net tax) outside group activities	0.00
(viii) Net surplus or deficit incl. Extraordinary items	0.00
(ix) Surpluses or deficits resulting from use of Equity accounting	0.00
(x) Total of (viii) and (ix) for accounts	0.00
(xi) Holders of subsidiary issued securities from (x)	0.00
(xii) Cents per share provided for dividend in shares	0.00
(xiii) Surplus or deficit retained in the group	0.00

(b) Summary totals

(i) Total assets	0.00
(ii) Total tangible assets	0.00
(iii) Total liabilities	0.00
(iv) Total equity	0.00
(v) Net tangible asset backing of each share	0.00

(4) The accounts have NOT been audited, we have no accounts to audit, and therefore the results shown above have not been audited.

(4A) The auditors report is not qualified, we have no auditors report

(5) Net tangible asset backing per share if all shares had been subscribed for as of the "specified date" –

(a) Please refer to the financial tables in Appendix H - Statement of Financial Position

- (b) Fully subscribed and allotted share backing 0.01 cents per share or NZ\$0.0001 per share or 10,000 shares per New Zealand Dollar
- (6) No convertible securities are issued therefore the results are the same as 8(5)(a)
  - (a) Abnormal or extraordinary items, there have been none.
  - (b) There are no extraordinary or abnormal items to describe
- (7) There are no other material items to describe in the financial results above
  - ⇒ All information required is contained (with descriptions) in Appendix H - Statement of Financial Position

## **9. Prospects and forecasts**

- (1) A series of statements as to the type of business that the IBL technology can allow the Shareholders of InvestIBL Ltd. to become a part of is attached in Appendix I -Trading prospects for InvestIBL Ltd
- (2) All the special trade factors and risks that the issuing group are aware of are
  - (a) attached in Appendix J - Risks of this investment
  - (b) This company has been kept 'clean'. So as a new start could be made and all investors could see where every cent of their money has been allocated. While the investment is a speculative one, it is based on sound business practices and utilises developed and proven technology wherever possible. This is a High Tech investment company. As such the returns are expected to be high, the risks are also high, nobody has applied the IBL technology before. The IBL group will only ever use one source of external / public funding, this is through InvestIBL Ltd.
  - (c) The method that the IBL group will charge for its services supplied, and examples of those charges and the charging regime are included in Appendix K – Examples of the IBL charging process
- (3) The source of all funds derived from InvestIBL Ltd. are to be used for one major project:
  - (a) The development, instigation, testing, delivery, marketing, and installation, of the products and services that constitute the IBL Technology.
    - ⇒ The major project has been broken down into various phases, these are better described in the project development chart, Appendix E
    - ⇒ The IBL technology is described in Appendix L

- ⇒ Because of the industry markets we will be entering into, and to protect all of our investors, it was decided early on in the development of the IBL business model that a number of business methods were required to protect the IBL Technology. These are described in Appendix B.
  - ⇒ The project phases have been further broken down into industry marketing types, these are described further by using the financial data. These are attached as “Implementation of the IBL technology in the New Zealand market” - Appendix M.
  - ⇒ A series of assumptions have been made for the implementation of the IBL technology in the International market.
  - ⇒ The basics of the IBL Technology approach to doing business is attached as Appendix P – IBL Technology Business Plan
- (b) It was decided that the best way to describe the implementation of the IBL Technology was to show how a particular market was likely to be approached using time and cost . The New Zealand use of the IBL technology is attached as market timing projections in Appendix M
- ⇒ New Zealand constitutes 0.3% of the worlds GDP, so these figures with the relevant size of the target market (and their ability to pay- per capita income) is listed as a series of further projections of the type of costs and returns from a given market. These figures are attached as Appendix N – International financial figures
  - ⇒ The Agreement between FinanceIBL Ltd. and the security holders company InvestIBL Ltd. is attached as Appendix S, this shows that 5% of the cost of performing the business of the IBL group is apportioned back to InvestIBL Ltd. as their income.
  - ⇒ As the IBL enters into each market, a further round of funding will be sought, utilising the type of cost structure depicted in Appendix O – Justification of FinanceIBL Ltd. shareholding in InvestIBL Ltd.

## **10. Provisions relating to initial flotation**

- (1) This is the first offer of equity securities to the public
- (a) The sources of funding necessary for the implementation of the IBL Technology will be derived from the sale of shares of InvestIBL Ltd. The initial round of funding will be utilised as indicated in:
- ⇒ Appendix H – Trading prospects
  - ⇒ Appendix O - Justification of FinanceIBL Ltd shareholding in InvestIBL Ltd.

- ⇒ The first twelve months will be spent on Research and Development (R&D) of the implementation of the IBL Technology. The directors expect there to be no return from the R&D efforts for at least 18 to 24 months.
  - (b) The proceeds of the offer may be applied to any undertaking that the company may lawfully engage in, including capital distributions to shareholders.
  - (c) The directors expect no other form of income except share offerings for the first 18-24 months. All changes in anticipated position of the company are indicated in Appendix H, and Appendix O.
- (2) The prospective statement of cash flows
- (a) is attached as
    - ⇒ Appendix H – Prospective statement of cash flows
    - ⇒ Appendix O - Justification of FinanceIBL Ltd shareholding in InvestIBL Ltd.
- (3) The principal assumptions are included in Appendix H
- ⇒ Understood
- (4) The minimum amount required to fund the initial research stage of the IBL technology is NZ\$1,250,000 (One million, two hundred and fifty thousand New Zealand Dollars), this amount is apportioned as indicated in Appendix Q.
- (a) There is no purchase of property
  - (b) The only preliminary costs associated with the release of this prospectus is NZ\$100,000 fixed charge from the promoter of this prospectus. This charge will only be made on InvestIBL Ltd. if it is deemed the company can afford it, otherwise the cost will be carried until such time as it is deemed appropriate.
    - ⇒ There is no commissions' payable in respect of this issue, there is however:
    - ⇒ A charge levied by the bank of 4% of the cost of performing a Credit Card transaction, which has to be paid by the seller of the share
    - ⇒ And a further cost of NZ\$3.00 per transaction charged by the Internet Credit Card handling Company, which has to be paid by the seller of the share.
  - (c) Working Capital is described in Appendix Q
  - (d) There is no money to repay in respect of the issuing of these securities

## 11. Acquisition of business or subsidiary

- (1) This clause should not apply, we have not released shares in order to acquire a business or subsidiary, but:
  - (a) The registered prospectus does NOT contain a balance sheet as required by clause 23(1) of the first schedule, because clause 22 of the first schedule requires us to have commenced business and acquired an asset or incurred a debt, and we haven't.
  - (b) The one fifth rule of this sub clause does not apply either, so we have to supply the rest of the information required by this clause.
- (2) The issuer was set up in the last two years, (in fact on the 30<sup>th</sup> of July 1999) the same as the offeror. So it appears the best way to comply with this clause is to utilise the company structure attached as Appendix B.

Please note while some companies in the diagrams do presently exist as incorporated companies, they have yet to trade, and are not connected with the other groups except through possible shareholding similarities and/or business contracts yet to be prepared. The only agreements that exist between all the companies at present are purely verbal, and will be honoured based on the commonality of shareholding

- (a) Robert South has spent the last 14 years preparing the groundwork for the implementation of the IBL Technology. This includes setting up contacts and liaisons with all possible parties to the IBL implementation.
- (b) Included in this is the work required to position the companies to protect the rights of the Intellectual Property associated with the IBL Technology. To this end it has been decided the best method of obtaining the required resources and funding for the IBL Technology implementation is to supply the different services through various contracted parties.
  - ⇒ Consequently a number of companies have been assigned functions as required by the IBL implementation methodology.
  - ⇒ Some of these companies will have to annually contest their supply contract once the IBL technology is proven to work
  - ⇒ While some other companies will (once bedded in) be duplicated in their respective markets as IBL Licensed and Franchise holders.

- (c) As stated previously, all costs and indebtedness incurred over the previous 14 years is the responsibility of Robert South. As far as he is aware all previous debts have been cleared in the process of getting the IBL Technology to market.
- (3) The issuer does has not purchased any other equity between the last balance date (we have not got a statement of financial position). However it does intend to set up a number of other companies utilising the balance of the shares it has available for this purpose. Therefore, in answer to the rest of the following sub-clauses:
  - (a) Please refer to Appendix B and Appendix O
  - (b) Please refer to Appendix B and Appendix O
  - (c) Please refer to Appendix B and Appendix O
  - (d) Please refer to Appendix B and Appendix O
  - (e) Please refer to Appendix B and Appendix O
  - (f) Please refer to Appendix B and Appendix O
  - (g) Please refer to Appendix B and Appendix O

## **12. Securities paid up otherwise than in cash**

- (1) The issuer has not allocated or allotted any other shares other than for cash
  - (a) No description necessary
  - (b) No description of other terms required for payment of shares
  - (c) No description of the consideration for an allotment

## **13. Options to subscribe for securities of issuing group**

- (1) An option to subscribe for shares has been made to the CEO of the issuer Robert South
  - (a) The option on the security is for:
    - (i) The shares offered are preferential public shares (the same class as all other shares released)
    - (ii) The total number of securities offered to Robert south is 100,000 (One hundred thousand shares)
    - (iii) The subscription price is quoted at 0.1 cents each (or NZ\$0.001 each)
    - (iv) It is expected that Robert South will accept the offer within 3 months of the specified date, and will pay the total amount of NZ\$100.00 (One hundred New Zealand Dollars)
- (2) The shares offered above are to the following class of person:

- (i) The principal officer involved in this offering is the CEO Robert South, he has been offered 100,000 (One hundred thousand) preferential public shares for the total sum of NZ\$100.00 (One hundred New Zealand Dollars).
- (ii) See (i) above. They are not offered to any other employee through this prospectus

#### **14. Appointment and retirement of directors**

- (1) The constitution of the company provides for the appointment of directors in the manner specified in sections 153 and 155 of the Companies Act 1993.
- (2) There is no retirement age set by the issuer
- (3) The shareholders of the company have the right to appoint and remove directors of the company by ordinary resolution at a meeting of the shareholders
  - (a) There is no other person that has the right to appoint a director.
  - (b) No names required
  - (c) There is no other person that can vote in the election of directors of the issuer

#### **15. Directors' interests**

- (a) A director of the issuer is not entitled to any other remuneration other than directors' fees.
- (b) There is no "Contract of Service" in force at this time.
- (2) The only other remuneration payable to the present director is in the form of his position as CEO of the company. This is a salaried position.
- (3) There are no provisions presently set in either the:
  - (a) Rules of the issuer or subsidiary
  - (b) In any contract or deed
    - ⇒ entered into by the issuer or any of its subsidiaries, that relate to retirement benefits or compensation payable to directors for loss of office.
- (4) No material contract has been entered into at any time between the:
  - (a) Issuer or any of its subsidiaries, and any director or proposed director
  - (b) Issuer or any of its subsidiaries, and any relative of a director or proposed director

- (c) Issuer or any of its subsidiaries, and any other company whose shares we either own half of or are likely to own half of:
    - (i) and their director or proposed director
    - (ii) and their relative of a director or proposed director
  - (d) No property is to be acquired
  - (e) There is no cost attached to the non purchase of property
  - (f) There are no terms for the non purchase of property
  - (g) There is no cost attached to the person disposing of the property
  - (h) There is no date required for the acquisition of the property that is now not being disposed of.
- (5) The rules of the issuer have NOT been altered from that standing at present under the companies Act 1993 and those changes made to the InvestIBL Ltd. constitution attached as Appendix V – Copy of constitution.

## **16. Promoters interests**

- (1) The full name of the promoter of these securities is Robert Ian South
  - (a) No material transactions have ever been entered into between the:
    - (b) Promoter and issuer or any of its subsidiaries, except the fixing of a set price for the completion of this prospectus – as detailed in *Clause 19 - Preliminary and issue expenses.*
      - (i) issuer or any of its subsidiaries and:
      - (ii) any body corporate related to the promoter
      - (iii) any director of any body corporate related to the issuer
    - (c) issuer any of its subsidiaries and any immediate relative of
      - (i) any body corporate related to the promoter
      - (ii) any director of any body corporate related to the issuer
    - (d) issuer or any of its subsidiaries and any company that is more than 50% owned by the:
      - (i) any body corporate related to the promoter
      - (ii) any director of any body corporate related to the issuer
    - (e) No property is to be acquired
    - (f) There is no cost attached to the non purchase of property
    - (g) There are no terms for the non purchase of property
    - (h) There is no cost attached to the person disposing of the property

- (i) There is no date required for the acquisition of the property that is now not being disposed of.

## **17. Material contracts**

- (1) All contracts entered into by all members of the issuing group is attached as
  - (a) Appendix R, a verbal agreement between the promoter and the issuer in regard to a fixed fee for the production and offering of securities to the public for the returns of the IBL Technology
  - (b) Appendix S, a verbal agreement between FinanceIBL Ltd. and InvestIBL Ltd. in regard to the use of the proceeds and returns from the implementation of the IBL Technology
  - (c) Appendix T, a signed agreement between Robert South and InvestIBL Ltd. to provide whatever services are required by the implementation of the IBL Technology.

## **18. Pending proceedings**

- (1) There are no legal proceedings pending as at the specified date

## **19. Preliminary and issue expenses**

- (1) The expenses involved in preparing this issue are:
  - (a) A fixed cost of NZ\$100,000 (One hundred thousand New Zealand dollars), has been accepted by the promoter, this will be paid (as per the agreement between the issuer and the promoter – Appendix R) as both parties agree.
  - (b) There are no commissions payable in respect of the issuing expenses
    - (i) There is no rate of commission
    - (ii) There is no person or classes of persons to whom the commission is payable
- (2) The date on which the issuer commenced business was less than two years prior to the specified date, but there have been no other preliminary expenses.

## **20. Restrictions on issuing group**

- (1) There are no restrictions in effect to prevent distribution of profits
- (2) There are no restrictions in effect to prevent the issuing group from borrowing as required

## 21. Other terms of offer and securities

- (1) Please find following all other terms and conditions that apply to the securities being offered, that is not set out elsewhere in this prospectus
  - (a) The shares will be tradable from the date the prospectus offer closes.
    - (i) The company is intending to supply a page on its website that will allow prospective sellers of issued (and paid) securities to put up their non-de-plume and their suggested selling price.
    - (ii) If a prospective buyer wants further information they can use the suggested form (supplied by the company) to respond to the non-de-plume given for the seller.
    - (iii) The company will forward the email from the prospective buyer onto the real Internet address of the prospective seller. (Thereby facilitating a communication)
    - (iv) If they agree to trade shares, they are required to notify the company of the pending trade
    - (v) A prospective buyer has to supply certain personal information to allow the company to be able to identify this person (or company), they are also sent a complete copy of the Investment Statement
    - (vi) This information is also used to supply the necessary details for entry into the share registry, later.
    - (vii) The prospective buyer will be asked to deposit his funds into the companies trading account (via the Credit Card Transaction Interface),
      - ⇒ If a company is attempting to buy securities, a Power of Attorney (PoA) will be despatched to their email address – they cannot buy securities unless we have a confirmed signed original PoA in our hands
        - If a company has deposited money into the Credit Card Handling System and all we are waiting for is the receipt of their signed Power of Attorney, we will consider the shares allocated but not yet paid for
        - We cannot put the money together with the sale details until the PoA is received by the company
    - (viii) We will then notify the prospective seller that the money he has agreed to accept for the sale of his shares – less the costs of performing the Credit Card Transaction (4% for the bank and NZ\$3.00 for the credit card handling company) has been deposited in our account on their behalf.
    - (ix) This process does not limit the ability of trades to go on without our involvement, but the rules are slightly different.

- Both parties must supply us with a copy of the securities serial numbers and the receipt number supplied to the original buyer of the securities,
  - The new buyer must still furnish the information required by the share sale system, (iv-vi above), we can then accept the personal password from the seller and the new password from the buyer
- ⇒ The process now continues as in (x) below
- If the buyer accepts the notification from the company, they will send us the securities serial numbers and the original transaction (for their purchase) receipt number.
- (x) We will then ask them to destroy the originals they have (they send us their confirmation of this) and we now supply the new security numbers to the buyer (which is used with their transaction receipt number, when they want to sell their shares).
- (xi) The company now updates the share registry with the supplied details from the new owner.
- (xii) The company now sends (via e-mail) a copy of the updated share registry to each person involved in the transaction.

## **22. Application**

- (1) Clauses 23 to 38 of this schedule do not apply, because as of the specified date no member of the group has commenced business and has not
- (a) Bought an asset, or
  - (b) Incurred a debt
- (2) Still don't apply
- (a) We have no financial statements registered under the Financial Reporting Act 1993
  - (b) We cannot state that these are the most recent financial statements as we have none

## **23. Statements of financial position**

- (1) This is not required - see Clause 22

## **24. Equity**

- (1) This is not required - see Clause 22

## **25. Minority interests**

- (1) This is not required - see Clause 22

**26. Deferred taxation**

(1) This is not required - see Clause 22

**27. Non-current liabilities**

(1) This is not required - see Clause 22

**28. Current liabilities**

(1) This is not required - see Clause 22

**29. Commitments and contingent liabilities**

(1) This is not required - see Clause 22

**30. Fixed assets**

(1) This is not required - see Clause 22

**31. Investments**

(1) This is not required - see Clause 22

**32. Current Assets**

(1) This is not required - see Clause 22

**33. Intangible and other assets**

(1) This is not required - see Clause 22

**34. Statements of financial performance**

(1) This is not required - see Clause 22

**35. Contents of statement of financial performance**

(1) This is not required - see Clause 22

**36. Statement of cash flows**

(1) This is not required - see Clause 22

**37. Other information**

(1) This is not required - see Clause 22

### **38. Special provisions relating to financial institutions**

- (1) This is not required - see Clause 22

### **39. Places of inspection of documents**

- (1) The following documents can be inspected free of charge at either the website of InvestIBL [www.investibl.co.nz](http://www.investibl.co.nz) or at the registered office of InvestIBL Ltd. Please refer to the directory information, Appendix A
- (a) The constitution of the issuer
  - (b) The contracts discussed under Clause 17 of this Schedule
  - (c) The issuer was not incorporated outside of New Zealand

### **40. Other material matters**

- (i) Nothing in this document precludes us from being able to exercise any form of offer of our shares onto the NASDAQ or any other securities exchange anywhere in the world.
- (ii) No other form of public money will be sought except through InvestIBL Ltd. for the implementation of the IBL Technology
- (iii) As each of the functions and capabilities of the IBL Technology is implemented - a goal has been achieved. This starts the milestone system –
  - ⇒ A new company or the next function needs to be implemented – see timeline Appendix E
  - ⇒ This usually (but not necessarily) requires some more cash input
  - ⇒ Therefore more shares are released from the holdings of FinanceIBL Ltd. (a new prospectus is issued for every series of successes).
  - ⇒ It is envisaged that as we mark a milestone, we are further down the track to achieving our goals of completing the initial R&D stage and producing saleable products, therefore the value of the shares that we supply to the market increases.
  - ⇒ The type and approximate amount that we presently believe (based on watching companies on the NASDAQ) the shares could be valued at are indicated in Appendix O. (These figures are indicative only)
  - ⇒ We cannot be held responsible if these figures are not met or are exceeded.
- (iv) The shares we are offering are of based on a speculative venture. We cannot guarantee any form of income or competition, therefore we cannot be held responsible for either exceeding or failing to meet our stated objectives

- (v) The shares are offered with the following understandings:
- ⇒ We believe that we will achieve the required goals in the stated time
  - ⇒ We believe that the market sizes indicated are real and we have an opportunity to take in excess of 30% of each whole market (for each market segment)
  - ⇒ There are no other securities (being Intellectual Property – IP, Trademarks, Copyrights, Patents, Designmarks) in place that belong to the investor in InvestIBL Ltd. shares, however:
  - ⇒ If the stated objectives do not occur within the given time span, (2 years) the owner of all rights in every aspect of this offer will “gift” to the then shareholders all rights, unencumbered, to all parts pieces and elements of the IBL Technology (including his IP) as defined in Appendices F, L, & T, including:
    - The continued availability of the inventor / owner of the technology to work for a minimal wage to bring whatever parts and/or pieces to market as the shareholders desire.
    - Robert South will step down as a director of InvestIBL Ltd. after 3 directors have been appointed by the shareholders to replace him.
    - Robert South will step down as CEO of InvestIBL Ltd. after the shareholders reach a consensus on a replacement.
    - Robert South will step aside from any and all decision making processes, as the shareholders deem fit.

#### **41. Directors statement**

- (1) The directors of InvestIBL Ltd after due enquiry by them in relation to the period between the incorporation of this company and the date of this Prospectus, are of the opinion that there has not arisen any circumstances that materially adversely affect:
- (a) its trading or profitability,
  - (b) the value of its assets, or
  - (c) its ability to pay its liabilities due within the next 12 months,
    - ⇒ except under circumstances which are set out under the heading "Risk Factors" in this Prospectus Appendix J

#### **42. Auditors Report**

**DIRECTORY OF APPENDICES**

- Appendix A InvestIBL Ltd. Company Directory.
- Appendix B Structure and relationship of companies within the IBL group.
- Appendix C Shareholders register (full).
- Appendix D Summary of IBL technology.
- Appendix E Milestones – Critical Path Analysis – Project Chart.
- Appendix F Notes from the developers.
- Appendix G Example of a Business Plan for IBL New Zealand.
- Appendix H Statement of Financial Position.
- Appendix I Trading prospect for InvestIBL Ltd.
- Appendix J Risks of this investment.
- Appendix K Examples of the IBL charging process.
- Appendix L Description of the IBL Technology.
- Appendix M Implementation of the IBL technology in New Zealand.
- Appendix N International Timeline showing - Market potential and implementation schedule.
- Appendix O Justification of FinanceIBL Ltd shareholding in InvestIBL Ltd.
- Appendix P IBL Technology Business Plan.
- Appendix Q Maximum and minimum – use of proceeds
- Appendix R Intent of verbal agreement between the promoter and the issuer
- Appendix S Intent of verbal agreement - InvestIBL Ltd & FinanceIBL Ltd
- Appendix T Agreement by Robert South to work for IBL group.
- Appendix U Curriculum Vitae of some proposed staff.
- Appendix V Copy of constitution (with amendments)
- Appendix X Form of Non-Disclosure – not required