



IXUP LIMITED
ACN 612 182 368

PROSPECTUS

For a non-renounceable entitlement offer to Eligible Shareholders of up to approximately 34,516,423 New Shares at an issue price of A\$0.060 per New Share on the basis of one (1) New Share for every 30 existing Shares held, together with one (1) free attaching New Option for every two (2) New Shares subscribed for and issued, to raise up to approximately A\$2.1 million (before costs).

The Entitlement Offer closes at 5.00pm (AWST) on 29 August 2023 (unless extended).

This Prospectus also contains the Lead Manager Offer and the Placement Options Offer.

This Prospectus is also being issued under section 708A(11) of the Corporations Act for the purpose of facilitating secondary trading of the underlying securities to be issued upon conversion of the New Options issued under this Prospectus.

IMPORTANT NOTICE

This is an important document and requires your immediate attention. This Prospectus is a 'transaction specific prospectus' prepared in accordance with section 713 of the Corporations Act. Accordingly, this Prospectus does not of itself contain the same level of disclosure as an initial public offering prospectus. You should read this Prospectus (including the 'Risk Factors' in Section 6) in its entirety before deciding whether to apply for New Securities. If you do not understand any part of this Prospectus, or have any questions about the New Securities, you should consult your stockbroker, accountant, solicitor or other professional adviser. Before making any investment decision, you should have regard to all publicly available information concerning the Company. An investment in the securities offered under this Prospectus should be considered highly speculative in nature.

Thomson Geer

Lawyers

Lawyer



Lead Manager

IMPORTANT INFORMATION

General

This Prospectus is dated 7 August 2023, and was lodged with ASIC on 7 August 2023. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No New Securities will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

The Company will apply to ASX within seven days of the date of this Prospectus for Official Quotation by ASX of the New Shares offered under this Prospectus.

A copy of this Prospectus is available for inspection at the office of the Company at Tenancy 1004, Building 10 Sub Base Platypus, 120 High Street, North Sydney NSW 2060 during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 8.1).

No person is authorised to give any information or to make any representation in connection with the Offers that is not contained in this Prospectus. Any information or representation not contained in this Prospectus should not be relied on as having been made or authorised by the Company or the Directors in connection with the Offers.

Foreign Jurisdictions

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

The distribution of this Prospectus in jurisdictions outside Australia, New Zealand and the United Kingdom may be restricted by law and persons outside of Australia, New Zealand and the United Kingdom should observe such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. Refer to Section 2.19 for further details.

If you are uncertain about the terms and conditions of the Entitlement Offer, you should seek the advice of an appropriately qualified financial adviser.

Important information for investors in New Zealand

Entitlement Offer

The New Shares and New Options are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. In addition, the Company will issue New Options to existing shareholders who participate in the Offer for no consideration.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013 (FMC Act)*. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Shortfall Offer

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the FMC Act.

The New Securities are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

If you (or any person for whom you are acquiring or procuring the New Securities) are in New Zealand, you (and any such person):

- are a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act, (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act, (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act, (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act or (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act (and, if an eligible investor, have provided the necessary certification);
- acknowledge that: (i) Part 3 of the FMC Act shall not apply in respect of the offer of New Securities to you, (ii) no product disclosure statement or other disclosure document under the FMC Act may be prepared in respect of the offer of New Securities and (iii) any information provided to you in respect of the offer is not required to, and may not, contain all of the information that a product disclosure statement or other disclosure document under New Zealand law is required to contain;
- warrant that if in the future you elect to directly or indirectly offer or sell any of the New Securities allotted to you, you undertake not to do so in a manner that could result in (i) such offer or sale being viewed as requiring a product disclosure statement or other similar disclosure document or any registration or filing in New Zealand, (ii) any contravention of the FMC Act or (iii) the Company or its directors incurring any liability; and
- warrant that (i) any person for whom you are acquiring New Securities meets one or more of the criteria specified in subclause (a) above and (ii) you have received, where required, a safe harbour certificate in accordance with clause 44 of Schedule 1 of the FMC Act.

Important information for investors in the United Kingdom

Neither this document nor any other document relating to the offer of New Shares and New Options has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the *Financial Services and Markets Act 2000*, as amended (**FSMA**)) has been published or is intended to be published in respect of the New Shares and New Options.

The New Shares and New Options may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares and New Options has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the *Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (FPO)*, (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

Notice to nominees and custodians

Shareholders resident in Australia, New Zealand or the United Kingdom holding Shares on behalf of persons who are resident in other jurisdictions are responsible for ensuring that taking up any New Securities does not breach regulations in the relevant jurisdiction.

Transaction Specific Prospectus

This is a 'transaction specific prospectus' of 'continuously quoted securities' (as defined in the Corporations Act) of the Company to which the special content rules under section 713 of the Corporations Act apply. This allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of this Prospectus. In general terms, 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Securities on the Company and the rights attaching to the New Securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus contains information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all of the information that would be included in a prospectus for an initial public offering of securities.

Exposure period

No exposure period applies to the Entitlement Offer.

Speculative investment

An investment in the New Securities should be considered highly speculative. Refer to Section 6 for details of the key risks applicable to an investment in the Company.

Persons wishing to apply for New Securities should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company and the rights and liabilities attaching to New Securities.

This Prospectus does not take into account the investment objectives, financial or taxation or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for New Securities have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser.

There is no guarantee that New Securities will make a return on the capital invested, that dividends will be paid on the New Securities or that there will be an increase in the value of the New Securities in the future.

Forward-looking statements

This Prospectus contains forward-looking statements which may be identified by words such as 'believes', 'estimates', 'expects', 'intends', 'may', 'will', 'would', 'could', or 'should' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Key risks associated with an investment in the Company are detailed in Section 6. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of New Options under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website at <https://ixup.com/>.

Website

No document or information included on the Company's website is incorporated by reference into this Prospectus other than the TMD.

Diagrams

Any diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this Prospectus.

Currency

All financial amounts contained in this Prospectus are expressed as Australian dollars unless otherwise stated.

Rounding

Any discrepancies between totals and sums and components in tables contained in this Prospectus are due to rounding.

Time

All references to time in this Prospectus are references to AWST, unless otherwise stated.

Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the glossary of terms in Section 10.

CORPORATE DIRECTORY

Directors

Julian Babarczy – Non-Executive Chairman

Ian Penrose – Non-Executive Director

Freya Smith – Non-Executive Director

Company Secretary

David Franks

Registered Office

Tenancy 1004
Building 10 Sub Base Platypus
120 High Street
North Sydney NSW 2060
Website: <https://ixup.com/>

ASX Code

IXU

Share Registry*

Automic Pty Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000
Phone (within Australia): 1300 288 664
Phone (outside Australia): +61 2 9698 5414

Lawyers

Thomson Geer
Level 27, Exchange Tower
2 The Esplanade
Perth WA 6000

Lead Manager

Cygnnet Capital Pty Limited
21 Beatty Avenue
Armadale VIC 3143

Auditors*

William Buck Audit (WA) Pty Ltd
Level 3, 15 Labouchere Road
South Perth WA 6151

*This party is named for informational purposes only and was not involved in the preparation of this Prospectus.

INDICATIVE TIMETABLE

Event	Date
Announcement of Entitlement Offer and Placement	2 August 2023
Lodgment of Prospectus with ASIC and released to ASX	7 August 2023
"Ex" Date	9 August 2023
Record Date for the Entitlement Offer (at 5.00pm AWST)	10 August 2023
Dispatch of Prospectus	15 August 2023
Offers Opening Date	15 August 2023
Last day to extend the Entitlement Offer Closing Date	24 August 2023
Entitlement Offer Closing Date (at 5.00pm AWST)	29 August 2023
Securities quoted on a deferred settlement basis	30 August 2023
Announce results of Entitlement Offer	31 August 2023
Issue New Securities under Entitlement Offer	4 September 2023
ASX Quotation of New Shares commences	5 September 2023

The above timetable is indicative only and subject to change. Subject to the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the New Securities. The Directors also reserve the right not to proceed with the whole or part of the Offers at any time prior to allotment. In that event, the relevant Application Monies will be returned without interest.

LETTER FROM THE CHAIRMAN

Dear Shareholder

On behalf of the Board of IXUP Limited (the **Company**), I invite you to participate in a non-renounceable entitlement offer to raise up to approximately A\$2.1 million (before costs) (**Entitlement Offer**).

Under the Entitlement Offer, eligible shareholders as at the record date of 5.00pm (AWST) on 10 August 2023 will have the opportunity to subscribe for new fully paid ordinary shares in the capital of the Company (**New Shares**) at an issue price of A\$0.060 per New Share, together with one (1) free attaching new option (**New Option**) for every two (2) New Shares issued. Shares issued under the Entitlement Offer will rank equally with existing Shares in all respects.

The issue price of A\$0.060 per New Share represents a discount of approximately 11.8% to the Company's last closing price on ASX of A\$0.068 on 4 August 2023, being the last Trading Day prior to the date of this Prospectus.

Eligible Shareholders under the Entitlement Offer can choose to take up all, part or none of their Entitlement. The Entitlement Offer will open on 15 August 2023 and close at 5.00pm (AWST) on 29 August 2023. Further information about how to take up all or part of your Entitlement is detailed in Section 3. Any New Securities under the Entitlement Offer that are not applied for will form the Shortfall Securities. The offer to issue Shortfall Securities is a separate offer under this Prospectus.

In conjunction with the Entitlement Offer and as announced on 2 August 2023, the Company has received firm commitments for a placement at A\$0.060 per Share (at the same issue price as the Entitlement Offer) via the issue of 33,333,334 Shares (**Placement Shares**) to sophisticated and professional investors to raise A\$2.0 million (before costs) (**Placement**) together with one (1) New Option (**Placement Options**) for every two (2) Placement Shares subscribed for and issued. The Placement Shares are expected to be issued on or around 11 August 2023 and will rank equally with existing Shares in all respects.

The issue of the Placement Shares is expected to occur after the Record Date and, therefore, the Placement Participants will not be eligible to participate in the Entitlement Offer in respect of the Shares they receive under the Placement.

Funds raised via the Entitlement Offer will be utilised for working capital and increased business development expenses in relation to the company's various business divisions, including the recently acquired Big Village Australia Ptd Ltd assets (refer to the Company's ASX announcements dated 13 June and 2 August 2023 for further details).

Further information

Further information and application instructions for the Entitlement Offer, as well as the risks associated with investing in the Entitlement Offer are detailed in this Prospectus which you should read carefully and in its entirety.

If you have any questions in relation to the Entitlement Offer, please contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) from 9.00am to 5.00pm (AEST), Monday to Friday. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

On behalf of the Board of the Company, I invite you to consider this investment opportunity as we thank you for your continued support.

Yours faithfully,



Julian Babarczy
Non-Executive Chairman

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1 Investment Overview

This Section is not intended to provide full information for investors intending to apply for New Securities offered pursuant to this Prospectus. Prospective investors should read this Prospectus in full before deciding whether to invest in New Securities.

Topic	Summary	Further Information
The Entitlement Offer and Placement		
What is the Entitlement Offer?	<p>The Entitlement Offer is a non-renounceable pro rata offer of one (1) New Share for every 30 Shares held by Eligible Shareholders on the Record Date at an issue price of A\$0.060 per New Share, together with one (1) free attaching New Option for every two (2) New Shares subscribed for and issued, to raise approximately A\$2.1 million (before costs).</p> <p>All New Shares under the Entitlement Offer will rank equally with the Shares on issue as at the date of this Prospectus.</p> <p>Eligible Shareholders will be given the opportunity to take up all or part of their Entitlement.</p>	Section 2.1
What is the Placement?	<p>The Company has received firm commitments for a placement at A\$0.060 per New Share (at the same issue price as the Entitlement Offer) via the issue of the Placement Shares to sophisticated and professional investors to raise A\$2 million (before costs).</p> <p>Institutional, sophisticated and professional investors who subscribed for and were issued Shares under the Placement will receive one (1) Placement Option for every two (2) Placement Shares subscribed for and issued. The offer of the Placement Options is being made under this Prospectus.</p>	Sections 2.2 and 2.3(a)
How much is sought to be raised from the Entitlement Offer and the Placement?	<p>The Company is seeking to raise a total of approximately A\$4.1 million (before costs) under the Entitlement Offer and the Placement.</p>	Section 2
Are any Directors participating in the Entitlement Offer and/or the Placement?	<p>Those Directors that have an interest in Shares intend to subscribe for their full Entitlement. Accordingly:</p> <p>(a) Mr Julian Babarczy intends to subscribe for A\$43,679.64 in New Shares; and</p> <p>(b) Mr Ian Penrose intends to subscribe for A\$16,836.84 in New Shares.</p>	Section 8.5
Is the Entitlement Offer underwritten?	<p>No, the Entitlement Offer is not underwritten.</p>	Section 2.10
Is the effect of the Entitlement Offer and Shortfall Offer?	<p>The maximum number of Securities that will be issued under the Entitlement Offer and Shortfall Offer is 34,516,423 New Shares and 17,258,211 New Options.</p>	Section 2.1

Topic	Summary	Further Information															
Is the Entitlement Offer subject to a minimum subscription?	No.	Section 2.6															
What is the purpose of the Entitlement Offer and Placement and how will the funds raised be used?	<p>The purpose of the Entitlement Offer, together with the Placement, is to raise approximately A\$4.1 million (before costs).</p> <p>The Entitlement Offer and the Placement are being undertaken to raise funds for:</p> <table border="1"> <thead> <tr> <th>Use of funds</th> <th>Placement of A\$2.0 million</th> <th>Entitlement Offer and Placement of A\$4.1 million</th> </tr> </thead> <tbody> <tr> <td>Business Development¹</td> <td>\$952,537</td> <td>\$952,537</td> </tr> <tr> <td>General Working Capital²</td> <td>\$902,463</td> <td>\$2,824,189</td> </tr> <tr> <td>Costs of the Entitlement Offer and Placement</td> <td>\$145,000</td> <td>\$294,259</td> </tr> <tr> <td>Total</td> <td>\$2,000,000</td> <td>\$4,070,985</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> Expenditure regarding the recently acquired Big Village Australia Ptd Ltd assets (refer to the Company's ASX announcements dated 13 June and 2 August 2023 for further details). Expenditure relating to the working capital required based on the funds raised. 	Use of funds	Placement of A\$2.0 million	Entitlement Offer and Placement of A\$4.1 million	Business Development ¹	\$952,537	\$952,537	General Working Capital ²	\$902,463	\$2,824,189	Costs of the Entitlement Offer and Placement	\$145,000	\$294,259	Total	\$2,000,000	\$4,070,985	Section 4.1
Use of funds	Placement of A\$2.0 million	Entitlement Offer and Placement of A\$4.1 million															
Business Development ¹	\$952,537	\$952,537															
General Working Capital ²	\$902,463	\$2,824,189															
Costs of the Entitlement Offer and Placement	\$145,000	\$294,259															
Total	\$2,000,000	\$4,070,985															
What are the terms of the New Options	The New Options will have an exercise price of A\$0.10 each and an expiry date that is two (2) years from the date of issue. The Company will not seek Official Quotation of the New Options. The terms and conditions of the New Options are detailed in Section 7.2.	Section 7.2															
What is my Entitlement?	<p>Each Eligible Shareholder is entitled to subscribe for one (1) New Share for every thirty (30) Shares held on the Record Date.</p> <p>Each Eligible Shareholder will also be issued one (1) free attaching New Option for every two (2) New Shares subscribed for and issued under the Entitlement Offer.</p> <p>If you are an Eligible Shareholder, your Entitlement is set out on the personalised Entitlement and Acceptance Form accompanying this Prospectus.</p>	Section 2.17															
What is the Offer Price?	The offer price for New Shares subscribed for under both the Entitlement Offer and the Placement is A\$0.060 per New Share.	Section 2.12															

Topic	Summary	Further Information
How to Participate in the Entitlement Offer and Placement		
Am I an Eligible Shareholder and able to participate in the Entitlement Offer?	<p>Eligible Shareholders are those persons who:</p> <p>(a) are registered as a holder of Shares as at 5.00pm (AWST) on the Record Date; and</p> <p>(b) have a registered address in Australia, New Zealand or the United Kingdom or are, in the opinion of the Company, otherwise eligible under all applicable securities laws to receive an offer of New Shares under the Entitlement Offer.</p>	Section 2.17
How do I accept all or part of the Entitlement Offer?	If you are an Eligible Shareholder and you wish to take up all or part of your Entitlement, you must pay the full Application Monies via BPAY® or EFT by no later than 5.00pm (AWST) on the Closing Date.	Section 3
Can I withdraw my application?	Cooling off rights do not apply to an investment in New Shares under the Entitlement Offer. You cannot withdraw your payment once it has been accepted unless permitted to do so in accordance with the Corporations Act.	Section 2.16
Can Eligible Shareholders apply for New Securities in excess of their Entitlement?	Any New Securities under the Entitlement Offer that are not applied for will form the Shortfall Securities. The offer to issue Shortfall Securities is a separate offer under this Prospectus. The Shortfall Securities will be allocated at the Directors' discretion within three months from the Closing Date.	Section 2.8
Further details of the Entitlement Offer and Placement		
Can I trade my Entitlement?	No, as the Entitlement Offer is non-renounceable, you cannot sell or transfer any of your Entitlement. There will be no trading of Entitlements on ASX.	Section 2.5
What will be the effect of the Entitlement Offer and Placement on the control of the Company?	The effect of the Entitlement Offer and Placement on the control of the Company will vary with the level of Entitlements taken up by Eligible Shareholders under the Entitlement Offer.	Section 4.4
What are the key risks of taking up my Entitlement?		
Risks Specific to the Company	<p>Some of the key risks of investing in the Company are detailed below. The list of risks is not exhaustive and further details of these risks and other risks associated with an investment in the Company are detailed in Section 6.</p> <p>(a) Capital requirements</p> <p>The continued operations of the Company are dependent on its ability to obtain financing through debt and equity means, or generating sufficient cash flows from future operations. There is a risk that the Company may not be able to access capital from debt or equity markets for future projects or developments, which could</p>	Section 6

Topic	Summary	Further Information
	<p>have a material adverse impact on the Company's business and financial condition.</p> <p>The Company's ability to borrow money will be subject to the availability of debt at the time the Company wishes to borrow money and the cost of borrowing.</p>	
	<p>(b) Reliance on key management</p>	
	<p>The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management, each of whom has knowledge and experience of the Company's products and services that cannot be replicated by others in the short term. The Company's management may, subject to the relevant periods of notice specified in their employment agreements with the Company, terminate their employment relationship with the Company at any time and the loss of any member of the senior management team could harm the Company's business.</p>	
	<p>There can be no assurance that there will be no detrimental impact on the performance of the Company or its growth potential if one or more of these employees cease their employment and suitable replacements are not identified and engaged in a timely manner.</p>	
	<p>The Company will need to hire new technical and sales personnel as the business grows. Competition for such personnel is intense and any shortage of availability of the required skills could impair the development of the Company's business and the rate of such development. Such shortage could also cause wage inflation, which may impact on the Company's financial position and financial performance.</p>	
	<p>(c) Key Contract Risk</p>	
	<p>The majority of the Company's business is dependent on a number of substantial contracts with clients and partners, including the initial 2-year contract (with two potential 3-year extensions) with the Commonwealth Government of Australia via ACMA to deliver BetStop – the National Self Exclusion Register™ (refer to the Company's ASX announcements dated 1 May 2023 and 13 June 2023 regarding BetStop – the National Self Exclusion Register™ for further details). BetStop – the National Self Exclusion Register™, which is aimed at reducing gambling harm in the community, will commence on 21 August 2023. BetStop – the National Self Exclusion Register™ will be a free Australian government initiative that will enable people to self-exclude from licensed interactive wagering services.</p>	
	<p>As at the date of this Prospectus, the Company is currently unaware of any reason for any counterparty to its key contracts terminating, materially revising or not renewing these contracts. However, there is a risk that any one or more of the Company's key contracts may be terminated, delayed, not renewed or incur unforeseen</p>	

costs that may not be recoverable, which may be because of an inability by the Company to maintain its level of service or inability to react to new developments in the industry. The Company may also become subject to additional regulatory compliance due its delivery of BetStop – the National Self Exclusion Register™, and any failure to adhere to those compliance measures may generate negative financial impacts (including with respect to revenue and potential fines). When dealing with regulated gaming services in multiple jurisdictions (including Australia), there is a risk that gambling regulators can apply revenue penalties (or fines in other jurisdictions such as United States) to the Company for operational issues related to BetStop – the National Self Exclusion Register™ and any other future gambling services the Company may or may not provide.

Any negative event in relation to the Company's key contracts, for instance termination or non-renewal, may have material adverse effect on the financial performance and/or financial position of the Company. Furthermore, any breaches of any of the Company's key contracts, including those relating to BetStop – the National Self Exclusion Register™, could lead to the Company's reputation suffering and such breaches may result in limitations on the Company's ability to interact with government bodies or participate in a government tender process in the future.

(d) Exchange rates

The income and expenditure of the Company can and often will be accounted for in United States and other currencies, exposing the Company to the fluctuations and volatility of the rate of exchange between these currencies and the Australian dollar as determined in international markets.

(e) Controls on the Company's intellectual property

The Company's intellectual property includes its software development and proprietary technology, knowledge base of business operations (including user, industry and market behaviours), customer records and the experience of its management team and workforce. The Company proposes to maintain strict security and monitoring of its software code and customer records, including protection and restriction on physical access.

(f) Unauthorised use of intellectual property

Despite best efforts to the contrary, the Company cannot be certain that third parties will not make unauthorised use of intellectual property relevant to the Company's business to the detriment of the Company, its operations and business. In addition, there can be no guarantee that unauthorised use or copying of the Company's software, data or specialised technology will be prevented. Any unauthorised use, access or copying of the Company's intellectual property could impact

Topic	Summary	Further Information
	<p>adversely on the Company's financial position and financial performance.</p> <p>(g) Inability to protect intellectual property rights</p> <p>Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain, particularly in developing economies around the world. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which it may eventually operate. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.</p> <p>The Company intends to pursue intellectual property protection for technologies it develops in future. However, there is a risk that the Company will be unable to register or otherwise protect new intellectual property it develops in the future, or which is developed on its behalf by contractors.</p> <p>In addition, competitors may be able to work around the intellectual property rights relied on by the Company, or independently develop technologies or competing products or services that do not infringe the Company's intellectual property rights. Those competitors may then be able to offer services that are very similar to or otherwise competitive against those provided by the Company and this could adversely affect the Company's business.</p> <p>(h) Costs of enforcing intellectual property rights</p> <p>The Company may be required to incur significant expense in monitoring and protecting its intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and cause a distraction to management.</p> <p>In addition, monitoring unauthorised use of the Company's intellectual property is difficult and may require the commitment of a large amount of financial resources. As a result, the Company may be unable to detect the unauthorised use of its intellectual property rights.</p> <p>(i) Challenges to the Company's intellectual property rights</p> <p>There is a risk that the validity, ownership or authorised use of intellectual property relevant to the Company's business may be challenged by third parties. While this could involve significant expense, it could also result in the Company being unable to use the intellectual property in question, either temporarily or permanently. If an alternative cost-effective solution is not available, it</p>	

Topic	Summary	Further Information
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may materially adversely impact the Company's financial position and performance.

Such disputes may also temporarily or permanently adversely impact the Company's ability to develop its software and systems and this may adversely impact the Company's revenue and profitability.

(j) Source code

The Company owns the copyright in the source code at the heart of its technology. If the source code is made available to third parties it may be misappropriated and used in competition with the Company's products and services, which may have an adverse effect on the Group's financial position. It may be difficult for the Company to discover whether a third party has misappropriated and used the source code and it may be expensive for the Company to enforce its rights with respect to its source code. The Company has a policy regarding the use of, and maintaining the secrecy of, its source code and ensures that its staff and contractors are bound by that policy.

(k) Intellectual property infringement claims from third parties

There is a risk that other parties may develop substantially similar products, processes or technologies to those used by the Company and the Company may be subject to claims from time to time that it has infringed a third party's intellectual property rights. If such claims are substantiated, injunctions may be granted against the Company which could adversely affect the operation of its products, and have a negative impact on its business.

The Company does not believe that it is currently infringing any third party's intellectual property rights and, to date, no third party has asserted that the Company is infringing their intellectual property rights.

(l) Developing technology

The Company's future business prospects will depend on its ability to anticipate and respond to technological changes. The Company's prospects will also depend on its ability to develop and protect technology that meets changing market needs and addresses the technological advances and competitiveness of other companies operating in the markets targeted by the Company. There is also a risk that new products or technologies developed by third parties will supersede the Company's technology.

The Company may not be able to successfully respond to new technological developments or identify and respond to new market opportunities, products or services offered by its competitors. In addition, the Company's efforts to respond to technological innovations may require significant capital investments

Topic	Summary	Further Information
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and resources. Failure to keep up with future technological changes or to identify opportunities for use of the Company's technology could have an adverse effect on the value and prospects of the Company and its technology.

(m) Security breaches and data protection issues

The Company collects a wide range of confidential information. Cyber-attacks may compromise or breach the technology the Company uses to protect confidential information.

Despite its efforts, there is a risk that the Company's security measures may not be sufficient to detect or prevent unauthorised access to, or disclosure of, confidential information held by the Company. Data security breaches could result in the loss of information integrity or breaches of the Company's obligations under applicable laws and agreements. This could lead to increased security costs and a slower take up of the Company's products and services by customers, and may adversely impact the Company's reputation, value and financial performance.

Further Information		
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How can I obtain further information?

Further information and application instructions for the Entitlement Offer, as well as the risks associated with investing in the Entitlement Offer are detailed in this Prospectus which you should read carefully and in its entirety.

Section 2.24

If you have any questions in respect of the Offers, please contact the Company Secretary at David.Franks@automicgroup.com.au. For other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

2 Details of the Offers and Placement

2.1 Entitlement Offer

The Entitlement Offer is a non-renounceable pro rata offer of one (1) New Share for every 30 Shares held by Eligible Shareholders on the Record Date at an issue price of A\$0.060 per New Share, together with one (1) free attaching New Option for every two (2) New Shares subscribed for and issued, to raise approximately A\$2.1 million (before costs).

The Entitlement Offer is non-renounceable, meaning that Entitlements cannot be traded on ASX, nor can they be sold, transferred or otherwise disposed of.

All New Shares under the Entitlement Offer will rank equally with the Shares on issue as at the date of this Prospectus. For further information regarding the rights and liabilities attaching to Shares, please see Section 7.1.

The New Options offered under the Entitlement Offer will have the terms and conditions detailed in Section 7.2.

2.2 Placement

As announced on 2 August 2023, the Company has received firm commitments for a placement at A\$0.060 per Share (at the same issue price as the Entitlement Offer) via the issue of the Placement Shares to sophisticated and professional investors to raise A\$2 million (before costs). The Placement Shares are expected to be issued on or around 11 August 2023.

The issue of the Placement Shares is expected to occur after the Record Date and, therefore, the Placement Participants will not be eligible to participate in the Entitlement Offer in respect of the Shares they receive under the Placement.

The Placement Shares will be issued pursuant to the Company's Listing Rule 7.1A capacity.

2.3 Additional Offers

(a) Placement Options Offer

This Prospectus also includes an offer of Placement Options to institutional, sophisticated and professional investors who subscribed for and were issued Shares under the Placement (**Placement Participants**) on the basis of one (1) Placement Option for every two (2) Placement Shares subscribed for and issued (**Placement Options Offer**). The Placement Options Offer under this Prospectus is made only to the Placement Participants (and/or their respective nominees).

The Placement Options will be issued pursuant to the Company's Listing Rule 7.1A capacity.

The Placement Options offered under this Prospectus will form the same class of securities as the New Options and will have the terms and conditions detailed in Section 7.2.

The Placement Participants should refer to Section 2.12(c) for details of how to accept the Placement Options.

(b) Lead Manager Offer

This Prospectus also includes an offer of 10,000,000 New Options (**Lead Manager Options**) to the Lead Manager (and/or its nominees) (**Lead Manager Offer**). The Lead Manager Offer under this Prospectus is made only to the Lead Manager.

The Lead Manager Options will be issued pursuant to the Company's existing Listing Rule 7.1 capacity.

The Lead Manager Options offered under this Prospectus will form the same class of securities as the New Options and will have the terms and conditions detailed in Section 7.2.

The Lead Manager should refer to Section 2.12(d) for details of how to accept the Lead Manager Options.

2.4 Purpose of this Prospectus

The purpose of this Prospectus is to:

- (a) make the Offers;
- (b) facilitate secondary trading of the Placement Options and Lead Manager Options and to enable persons who are issued the Placement Options and Lead Manager Options to on-sell those Placement Options and Lead Manager Options within 12 months of their issue. The Company will not issue the Placement Options and Lead Manager Options with the purpose of the persons, to whom they are issued, selling or transferring those Placement Options and Lead Manager Options, or granting, issuing or transferring interests in those Placement Options and Lead Manager Options within 12 months of the issue but this Prospectus provides them the ability to do so should they wish; and
- (c) facilitate secondary trading of the Shares to be issued upon exercise of the Placement Options and Lead Manager Options. Issuing the Placement Options and Lead Manager Options under this Prospectus will enable persons who are issued the Placement Options and Lead Manager Options to on-sell the Shares issued on exercise of the Placement Options and Lead Manager Options pursuant to ASIC Corporations Instrument 2016/80.

2.5 No rights trading

The rights to New Securities under the Entitlement Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your rights to subscribe for New Securities under the Entitlement Offer to any other party. If you do not take up your Entitlement to New Securities under the Entitlement Offer by the Closing Date, your Entitlement will lapse.

2.6 Minimum subscription

There is no minimum subscription for the Entitlement Offer.

2.7 Opening and closing dates

The Company will accept payment in respect of the Entitlement Offer from Eligible Shareholders from the Opening Date until 5.00pm (AWST) on the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the Listing Rules.

Please note that payment made by BPAY® and EFT must be received no later than 5.00pm (AWST) on the Closing Date. It is the responsibility of all Eligible Shareholders to ensure that their BPAY® and EFT payments are received by the Company on or before the Closing Date.

The closing date for:

- (a) the Placement Options Offer is until 5.00pm (AWST) on 29 August 2023 (**Placement Options Offer Closing Date**). The Company will accept the Placement Options Offer Application Forms from 15 August 2023 until the Placement Options Offer Closing Date; and
- (b) the Lead Manager Offer is until 5.00pm (AWST) on 29 August 2023 (**Lead Manager Offer Closing Date**). The Company will accept the Lead Manager Offer Application Forms from 15 August 2023 until the Lead Manager Offer Closing Date.

The Company reserves the right, subject to the Corporations Act and the Listing Rules, to vary the closing dates of the Offers without prior notice. If a closing date is varied, subsequent dates may also be varied accordingly.

2.8 Shortfall Offer

Any New Securities under the Entitlement Offer that are not applied for will form the Shortfall Securities. The offer to issue Shortfall Securities is a separate offer under this Prospectus (**Shortfall Offer**). The Shortfall Securities will be allocated at the Directors' discretion within three months from the Closing Date.

It is possible that there may be no Shortfall Securities available for issue.

Under this Prospectus, the Company offers to issue the Shortfall Securities to investors at the same price of A\$0.060 per New Share as that offered under the Entitlement Offer (together with one (1) free attaching New Option for every two (2) Shortfall Shares issued). The Shortfall Shares will have the same rights as the New Shares as detailed in Section 7.1. The New Options offered under the Shortfall Offer will have the terms and conditions detailed in Section 7.2.

Shortfall Securities will be issued at the discretion of the Directors, taking the following allocation policy into account:

- (a) where the Directors consider it is in the best interest of the Company to allocate any portion of the Shortfall Securities to a particular Applicant or to particular Applicants in order to maximise the total funds raised from the Offer, the Directors may do so;
- (b) the Directors will generally endeavour to allocate the Shortfall Securities in a manner which is fair to Applicants;
- (c) the Directors will not allocate or issue Shortfall Securities, where it is aware that to do so would result in a breach of the Corporations Act, the Listing Rules or any other relevant legislation or law;
- (d) applications for Shortfall Securities may be scaled back at the Directors' discretion; and
- (e) the Directors may reject any application for Shortfall Securities or allocate fewer Shortfall Securities than applied for by Applicants, in which case any excess application money will be refunded without interest.

It is an express term of the Shortfall Offer that Applicants are bound to accept a lesser number of Shortfall Securities allocated to them than applied for.

An Application for Shortfall Securities accompanied by payment of Application Monies does not guarantee the allotment of Shortfall Securities.

In relation to the Shortfall Offer, the Company reserves the rights to issue to an Applicant a lesser number of Shortfall Securities than the number applied for, reject an Application or not proceed with the issue of the Shortfall Securities or part thereof. If the number of Shortfall Securities issued is less than the number applied for, surplus Application Monies will be refunded in full. Interest will not be paid on Application Monies refunded.

2.9 Fractional Entitlements

Fractional Entitlements will be rounded up or down to the nearest whole number, with Entitlements to less than half of a New Security rounded down. For this purpose, holdings in the same name are aggregated for calculation of Entitlements, to the extent permitted by the Listing Rules. If the Company considers that holdings have been split to take advantage of rounding, the Company reserves the right to aggregate holdings held by associated Shareholders for the purpose of calculating Entitlements, to the extent permitted by the Listing Rules.

2.10 Underwriting

The Entitlement Offer is not underwritten.

2.11 Risks of the Offers

As with any securities investment, there are risks associated with investing in the Company. However, having regard to the risks applicable to the Company and its business detailed in Section 6, Eligible Shareholders should be aware that an investment in the New Securities should be considered highly speculative and there exists a risk that you may, in the future, lose some or all of the value of your investment.

Before deciding to invest in the Company, investors should read this Prospectus in its entirety, in particular the specific risks associated with an investment in the Company (detailed in Section 6), and should consider all factors in light of their personal circumstances and seek appropriate professional advice.

2.12 Application Forms and BPAY® or EFT payments

(a) Entitlement Offer

Payment by an Eligible Shareholder creates a legally binding contract between the Applicant and the Company for the number of New Securities accepted by the Company. An Application Form does not need to be signed to be a binding acceptance of New Securities.

(b) Shortfall Offer

A Shortfall Application Form will be provided to certain persons wishing to participate in the Shortfall upon invitation from the Company. Acceptance of a completed Shortfall Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shortfall Securities accepted by the Company. The Shortfall Application Form does not need to be signed to be a binding acceptance of Shortfall Securities.

A Shortfall Application Form will be issued to certain investors together with a copy of the Prospectus.

(c) Placement Options Offer

The Placement Options Offer is an offer to Placement Participants (and/or their respective nominees) only.

Only the Placement Participants (and/or their respective nominees) can accept the Placement Options under the Placement Options Offer. A personalised Placement Options Offer Application Form will be issued to the Placement Participants (and/or their respective nominees) together with a copy of this Prospectus. The Company will only provide a Placement Options Offer Application Form to Placement Participants (and/or their respective nominees).

(d) Lead Manager Offer

The Lead Manager Offer is an offer to the Lead Manager (and/or its nominees) only.

Only the Lead Manager (and/or its nominees) can accept the Lead Manager Options under the Lead Manager Offer. A personalised Lead Manager Offer Application Form will be issued to the Lead Manager (and/or its nominees) together with a copy of this Prospectus. The Company will only provide a Lead Manager Offer Application Form to the Lead Manager (and/or its nominees).

If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a BPAY® or EFT payment by the Company creates a legally binding contract between the Applicant and the Company for the number of New Securities (including any Shortfall Securities) accepted by the Company. The Application Forms do not need to be signed to be a binding acceptance of Shares. In the event an Applicant who applies for Shortfall Securities is not allocated any Shortfall Securities or is allocated less than the amount applied for, the excess Application Monies will be refunded to the Applicant.

If the Application Form is not completed correctly it may still be treated as valid. The Directors' decision whether to treat a completed Application Form as valid and how to construe, amend or complete the Application Form is final.

Full details on how to apply for New Securities under the Entitlement Offer are provided in Section 3.

2.13 Issue and Dispatch

All New Securities under the Offers are expected to be issued on or before the dates specified in the Indicative Timetable.

It is the responsibility of Applicants to determine their allocation prior to trading in New Securities. Applicants who sell New Securities before they receive their holding statements will do so at their own risk.

Shortfall Securities may be issued within three months after the Closing Date.

2.14 Application Monies held on trust

All Application Monies will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the New Shares are issued. All Application Monies will be returned (without interest) if the New Shares are not issued.

2.15 ASX quotation

Application will be made to ASX no later than seven days after the date of this Prospectus for Official Quotation of the New Shares offered under this Prospectus. If ASX does not grant Official Quotation of the New Shares within three months after the date of this Prospectus (or such period as the ASX allows), no New Shares will be issued or allotted under the Offers and the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation is not to be taken in any way as an indication of the merits of the Company or its Securities.

The Company will not seek Official Quotation of the New Options.

2.16 Withdrawal and Cooling-Off Rights

Cooling off rights do not apply to an investment in New Securities under the Entitlement Offer. You cannot withdraw your payment once it has been accepted unless permitted to do so in accordance with the Corporations Act.

The Directors may at any time decide to withdraw this Prospectus and the Offers, in which case, the Company will return all Application Monies (without interest) in accordance with the Corporations Act.

2.17 Eligible Shareholders

Eligible Shareholders are those persons who:

- (a) are registered as a holder of Shares as at the Record Date; and
- (b) have a registered address on the Company share register in Australia, New Zealand or the United Kingdom, or are, in the opinion of the Company, otherwise eligible to receive an offer of New Securities under the Entitlement Offer,

(an **Eligible Shareholder**).

If you are a Shareholder who does not satisfy each of the criteria listed above, you are an “**Ineligible Shareholder**”. Where this Prospectus has been despatched to Ineligible Shareholders, this Prospectus is provided for information purposes only. The Company reserves the right to determine whether a Shareholder is an Eligible Shareholder or an Ineligible Shareholder.

By making a payment by BPAY® or EFT, you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Shareholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

By receiving this Prospectus, you will be taken to have acknowledged and agreed that determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and each of the Company and the Lead Manager and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

The Company has decided that it is unreasonable to make offers under the Entitlement Offer to Shareholders who have registered addresses outside Australia, New Zealand and the United Kingdom, having regard to the number of such holders in those places and the number and value of the New Securities that they would be offered, and the cost of complying with the relevant legal and regulatory requirements in those places. The Company may (in its absolute discretion) extend the

Entitlement Offer to Shareholders who have registered addresses outside Australia, New Zealand or the United Kingdom in accordance with applicable law.

2.18 Nominees

The Entitlement Offer is only being made to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares (e.g. for the purposes of determining whether any such persons may participate in the Entitlement Offer).

Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws.

2.19 Foreign Jurisdictions

This Prospectus does not, and is not intended to, constitute an offer of Securities in any place or jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Prospectus. The Entitlement Offer is not being extended, and New Securities will not be issued, to Shareholders with a registered address which is outside Australia, New Zealand or the United Kingdom.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions (other than those mentioned above) having regard to the number of overseas Shareholders, the number and value of New Securities these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

No action has been taken to permit the offer of New Securities to existing Shareholders in any jurisdiction other than Australia, New Zealand or the United Kingdom. The distribution of this Prospectus in jurisdictions outside those jurisdictions is restricted by law and persons outside of those jurisdictions should observe such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

This Prospectus and the accompanying Entitlement and Acceptance Form does not constitute an offer of New Securities in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer. In particular, this Prospectus may not be distributed to any person, and the New Securities may not be offered or sold, in any country outside of Australia except to the extent permitted in New Zealand and the United Kingdom to the extent detailed in the Important Information section of this Prospectus.

2.20 CHES

The Company participates in the Clearing House Electronic Subregister System, known as CHES. ASX Settlement, a wholly owned subsidiary of ASX, operates CHES in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHES, Applicants will not receive a certificate but will receive a statement of their holding of New Securities.

If you are broker sponsored, ASX Settlement will send you a CHES statement.

The CHES statement will set out the number of New Securities issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Securities.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Share Registry and will contain the number of New Securities issued to you under this Prospectus and your security holder reference number.

A CHES statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

2.21 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for New Securities.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. Applicants should consult their own professional tax adviser to obtain advice in relation to the taxation laws, regulations and implications applicable to their personal circumstances.

2.22 Major activities and financial information

A summary of the major activities and financial information relating to the Company for the financial year ended 30 June 2022 is contained in the Annual Report which is available on the Company's website at <https://ixup.com/>.

A summary of the major activities and financial information relating to the Company for the half year ended 31 December 2022 is contained in the Half Yearly Report which is available on the Company's website at <https://ixup.com/>.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Report for the year ended 30 June 2022 with ASX on 3 October 2022 are detailed in Section 8.1.

Copies of these documents are available free of charge from the Company or the Company's website: <https://ixup.com/>. Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offers.

2.23 Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes detailed in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on Application Form, the Company may not accept or process your Application.

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

2.24 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company Secretary at +61 2 8072 1400. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

3 Actions required by Applicants

3.1 How to apply

Your Entitlement is detailed on the accompanying personalised entitlement and acceptance form (**Entitlement and Acceptance Form**) and has been calculated as one (1) New Share for every thirty (30) Shares you held as at the Record Date, together with one (1) free attaching New Option for every two (2) New Shares subscribed for and issued. If the result is not a whole number, fractional Entitlements will be rounded up or down to the nearest whole number, with Entitlements to less than half of a New Security rounded down.

If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

If you are an Eligible Shareholder, you may do any one of the following:

- (a) take up all of your Entitlement;
- (b) take up part of your Entitlement, and allow all of the remaining balance to lapse; or
- (c) do nothing, in which case all of your Entitlement will lapse and you will receive no value for those lapsed Entitlements.

1. If you wish to take up all of your Entitlement

If you decide to take up all of your Entitlement, please pay your Application Monies via BPAY® or EFT by following the instructions set out on the personalised Entitlement and Acceptance Form, so that they are received by the Share Registry by no later than 5.00pm (AWST) on the Closing Date.

Further details regarding payment methods are detailed in Section 3.4 below.

Any New Securities not taken up by the Closing Date may be made available under the Shortfall Offer.

The Company also reserves the right (in its absolute discretion) to reduce the number of New Securities issued to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if the Company believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to the Company's satisfaction.

All Shareholders, including those Eligible Shareholders who participate in the Entitlement Offer, will have their percentage holding in the Company reduced by the Placement.

2. If you wish to take up part of your Entitlement and allow the remaining balance to lapse

If you decide to take up part of your Entitlement, and allow the balance to lapse, please pay your Application Monies via BPAY® or EFT by following the instructions set out on the personalised Entitlement and Acceptance Form, such that they are received by the Share Registry by no later than 5.00pm (AWST) on the Closing Date. The Company will treat you as applying for as many New Shares as your payment will pay for in full.

Further details regarding payment methods are detailed in Section 3.4 below.

If you take up and pay part of your Entitlement before the close of the Entitlement Offer you will be issued your New Securities on or about 4 September 2023. The Company's decision on the number of New Securities to be issued to you will be final.

The Company also reserves the right (in its absolute discretion) to reduce the number of New Securities issued to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if the Company believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to the Company's satisfaction.

Eligible Shareholders who do not participate fully in the Entitlement Offer will have their percentage holding in the Company reduced. All Shareholders, including those Eligible Shareholders who participate in the Entitlement Offer, will have their percentage holding in the Company reduced.

You will not receive any value for the Entitlements you choose not to take up and they will lapse and become Shortfall Securities.

3. If you take no action

If you take no action, you will not be allocated New Securities and your Entitlement will lapse and become Shortfall Securities. Your Entitlement to participate in the Entitlement Offer is non-renounceable and will not be tradeable or otherwise transferable. Eligible Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

Eligible Shareholders who do not participate fully in the Entitlement Offer will have their percentage holding in the Company reduced. All Shareholders, including those Eligible Shareholders who participate in the Entitlement Offer, will have their percentage holding in the Company reduced.

3.2 Ineligible Shareholders

If you are an Ineligible Shareholder, you may not accept any of, or do anything in relation to, your Entitlement.

3.3 Applications for Shortfall Securities under the Shortfall Offer

Applicants for Shortfall Securities under the Shortfall Offer should pay Application Monies via BPAY® or EFT by following the instructions referred to in this Prospectus and on the Shortfall Application Form, including the number of Shortfall Securities they wish to apply for under the Shortfall Offer and the total Application Monies (calculated at A\$0.060 per Shortfall Share applied for under the Shortfall Offer). Please read the instructions carefully.

Please pay your Application Monies via BPAY® or EFT in accordance with Section 3.4, to the Share Registry so that it is received by no later than 5.00pm (AWST) on the closing date of the Shortfall Offer, being 29 November 2023.

3.4 Payment

Payments by cash, cheque, bank draft or money order will not be accepted. The Company will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the close of the Entitlement Offer. No interest will be paid to applicants on any Application Monies received or refunded.

As noted above, you may pay by either BPAY® or EFT.

Please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Customer Reference Number). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

(a) Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form, which includes the Biller Code and Customer Reference Number. Eligible Shareholders who have multiple holdings will have multiple Customer Reference Numbers. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

(b) **Payment by EFT**

For payment by EFT, please follow the instructions on the Entitlement and Acceptance Form, which includes your Unique Reference Number. The Unique Reference Number is used to identify your holding. Eligible Shareholders who have multiple holdings will have multiple Unique Reference Numbers. You must use the Unique Reference Number shown on each Entitlement and Acceptance Form to pay for each holding separately.

If you are a Shareholder with a registered address in New Zealand or the United Kingdom and do not have access to BPAY® or EFT please contact the Shareholder Information Line on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) from 9.00am to 5.00pm (AWST), Monday to Friday.

Please note that if paying by BPAY® or EFT:

- you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations, representations and warranties on that personalised Entitlement and Acceptance Form and under this Prospectus; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies.

It is your responsibility to ensure that your payment is received by the Share Registry by no later than 5.00pm (AWST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment.

If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement and Acceptance Form, please only either the Customer Reference Number or Unique Reference Number specific to the Entitlement on that Entitlement and Acceptance Form.

Any Application Monies received for more than your final allocation of New Shares will be refunded. No interest will be paid on any Application Monies received or refunded.

3.5 Representations by Applicants

By making payment to acquire New Securities, you will be deemed to have represented to the Company that you are an Eligible Shareholder and:

- (a) acknowledge that you have received a copy of this Prospectus and an accompanying Entitlement and Acceptance Form, and read them both in their entirety;
- (b) agree to be bound by the terms of the Entitlement Offer, the provisions of this Prospectus and the Constitution;
- (c) confirm that you have read the TMD and that you are an investor that falls within the TMD;
- (d) authorise the Company to register you as the holder(s) of the New Securities allotted to you;
- (e) declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- (f) declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- (g) acknowledge that once any payment of Application Monies via BPAY® or EFT is made, you may not withdraw your application or funds provided except as allowed by law;
- (h) agree to apply for and be issued up to the number of New Shares specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY® or EFT, at the offer price of A\$0.060 per New Share;

- (i) authorise the Company, the Lead Manager, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Securities to be issued to you, including correcting any errors in the Entitlement and Acceptance Form and to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- (j) acknowledge and agree that:
 - (i) determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and/or the Lead Manager; and
 - (ii) each of the Company and the Lead Manager, and each of their respective affiliates, disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- (k) declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- (l) acknowledge that the information contained in this Prospectus and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Securities are suitable for you given your investment objectives, financial situation or particular needs;
- (m) acknowledge that this Prospectus does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;
- (n) acknowledge the statement of risks in Section 6 and that investments in the Company are subject to risk;
- (o) acknowledge that none of the Company, the Lead Manager, or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;
- (p) agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (q) represent and warrant that the law of any place does not prohibit you from being given this Prospectus and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Securities and that you are otherwise eligible to participate in the Entitlement Offer; and
- (r) you have not and will not send this Prospectus, the Entitlement and Acceptance Form or any other materials relating to the Entitlement Offer to any person in any country outside Australia, New Zealand or the United Kingdom.

3.6 Brokerage

No brokerage or stamp duty is payable by Eligible Shareholders who accept their Entitlement.

4 Purpose and Effect of the Entitlement Offer and Placement

4.1 Purpose of the Entitlement Offer and the Placement

The purpose of the Entitlement Offer, together with the Placement, is to raise approximately A\$4.1 million (before costs).

The aggregate funds raised from the Entitlement Offer and Placement are expected to be used in accordance with the table below:

Use of funds	Placement of A\$2 million	Entitlement Offer and Placement of A\$4.1 million
Business Development ¹	\$952,537	\$952,537
General Working Capital ²	\$902,463	\$2,824,189
Costs of the Entitlement Offer and Placement	\$145,000	\$294,259
Total	\$2,000,000	\$4,070,985

Notes:

1. Expenditure regarding the recently acquired Big Village Australia Ptd Ltd assets (refer to the Company's ASX announcements dated 13 June and 2 August 2023 for further details).
2. Expenditure relating to the working capital required based on the funds raised.

The above table is a statement of the Board's current intentions as at the date of this Prospectus. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

4.2 Effect of the Entitlement Offer and Placement

The principal effect of the Entitlement Offer and Placement will be to:

- (a) provide the Company with ongoing working capital to support its revenue growth; and
- (b) increase the number of Shares on issue from 1,035,492,675 as at the date of this Prospectus to up to 1,103,342,432 following completion of the Entitlement Offer and the Placement.

If any of the Options, Performance Rights or Convertible Notes are exercised or converted before the Record Date, the Shares issued on such exercise will be eligible to participate in the Entitlement Offer.

4.3 Capital Structure

The effect of the Placement and Offers on the capital structure on the Company, assuming the New Securities are issued and the Entitlement Offer is fully subscribed, are as follows:

	Shares	Options	Performance Rights	Convertible Notes
Existing Securities	1,035,492,675	283,884,999 ¹	100,757,299 ²	3,000,000
Placement	33,333,334	16,666,667 ^{3, 5}	-	-
Entitlement Offer	34,516,423 ⁴	17,258,211 ^{3, 5}	-	-
Lead Manager Offer	-	10,000,000 ⁵	-	-
TOTAL	1,103,342,432	327,809,877	100,757,299	3,000,000

Notes:

1. Comprising:
 - a. 3,001,666 Unlisted Options exercisable at A\$0.25, expiring 20 December 2023.
 - b. 133,333 Unlisted Options exercisable A\$0.25, expiring 10 April 2024.
 - c. 5,000,000 Unlisted Options exercisable A\$0.10, expiring 30 November 2023.
 - d. 750,000 Unlisted Options exercisable A\$0.25, expiring 10 April 2024.
 - e. 40,000,000 Unlisted Options exercisable A\$0.10, expiring 03 February 2025.
 - f. 25,000,000 Unlisted Options exercisable A\$0.20, expiring 30 August 2023.
 - g. 156,000,000 Unlisted Options exercisable A\$0.06, expiring 16 December 2024.
 - h. 30,000,000 Unlisted Options exercisable A\$0.06, expiring 30 June 2026.
 - i. 24,000,000 Unlisted Options exercisable A\$0.06, expiring 30 June 2025.
2. Comprising:
 - a. 8,000,000 Performance Rights that vest upon on the last to occur of:
 - i. the date a customer goes live on commercial use of the Company's core technology pursuant to a commercial contract; and
 - ii. the date on which the 20 day VWAP of Shares is equal to or greater than \$0.10.
 - b. 8,000,000 Performance Rights that vest upon on the last to occur of:
 - i. the date the Group achieves revenue in any financial year equal to, or greater than A\$5 million; and
 - ii. the date on which the 20 day VWAP of Shares is equal to or greater than \$0.125.
 - c. 3,000,000 Performance Rights, expiring on 31 December 2023, that vest upon:
 - i. the relevant holder introducing and completing one or more transactions in aggregate of at least A\$2 million in revenue to the Group in any Measurement Period; or
 - ii. the date on which the 20 day VWAP of Shares meets or exceed a level which is 33% higher than the closing price of Shares on 13 September 2021 and the Board determines that the relevant holder contributed to such increase.
 - d. 2,500,000 Performance Rights, expiring on 31 March 2025, that vest upon the relevant holder introducing and completing one or more transactions in aggregate of at least A\$2.5 million in revenue to the Group in any Measurement Period.
 - e. 2,500,000 Performance Rights, expiring on 31 March 2025, that vest upon the relevant holder introducing and completing one or more transactions in aggregate of at least A\$6.5 million in revenue to the Group in any Measurement Period.
 - f. 6,000,000 Performance Rights, expiring on 31 March 2025, that vest upon the last to occur of:
 - i. the 20 day VWAP of Shares meeting or exceeding a level which is 33% higher than the closing price for Shares on 5 October 2021;
 - ii. the Group achieving revenue of at least A\$5 million; and
 - iii. the relevant holder remaining in continuous service with the Company for three (3) years.
 - g. 25,000,000 Performance Rights, expiring 31 December 2024, that vest upon the relevant holder introducing and completing one or more transactions in aggregate of at least A\$5 million in revenue to the Group in any relevant Measurement Period.
 - h. 25,000,000 Performance Rights, expiring 31 December 2024, that vest upon the relevant holder introducing and completing one or more transactions in aggregate of at least A\$10 million in revenue to the Group in any relevant Measurement Period.
 - i. 20,757,299 Performance Rights, expiring on 2 February 2026, that vest upon the following milestones being met:
 - i. 50% of the Performance Rights measured up to the end of Year Three (3), where signed commercial deals with users of the Company's technology which convert into revenue generating contracts with cumulative threshold of six (6) new revenue generating contracts and cumulative target of nine (9) new revenue generating contracts; and
 - ii. 50% of the Performance Rights measured up to the end of Year Three (3), where actual revenue achieved over three (3) years vesting schedule (in aggregate A\$ revenue) with cumulative threshold of A\$8 million and cumulative target of A\$10 million.
3. The maximum number of New Options to be issued under the Offers (subject to rounding) and assumes that the Offers are fully subscribed and no Options, Performance Rights or Convertible Notes are exercised or converted before the Record Date.
4. The maximum number of New Shares to be issued under the Offers (subject to rounding) and assumes that the Entitlement Offer is fully subscribed and no Options, Performance Rights or Convertible Notes are exercised or converted before the Record Date.
5. Each with an exercise price of A\$0.10 and an expiry date of two (2) years from the date of issue.

The table above does not include the potential options that may be issued under the terms of the Convertible Notes, being if the noteholder converts in the first twelve (12) months of the term, they will receive a free 1:2 option with an exercise price of \$0.10, expiring on 3 February 2025. The potential maximum number of free attaching options is 25,000,000. For a summary of the terms and conditions of the Convertible Notes, refer to ASX Release dated 13 June 2023 titled "Notice under Section 708A(12C)(E) of the Corporations Act 2001 (Cth).

4.4 Effect on Control

The Company has not appointed a nominee in respect of the Entitlements of Ineligible Shareholders pursuant to section 615 of the Corporations Act. Accordingly, the exemption to the 20% takeovers threshold under item 10 of section 611 of the Corporations Act is not available to Shareholders taking up their Entitlement under the Entitlement Offer.

No New Shares will be issued to any Shareholder or Applicant pursuant to this Prospectus if, in the view of the Directors, to do so would increase that Shareholder's or Applicant's Voting Power in the

Company above 20% or otherwise result in a breach of the Listing Rules, the Corporations Act or any other applicable law.

The Offers are not expected to give rise to control implications for the Company albeit that the effect of the Offers on the Voting Power in the Company, for the purposes of the Corporations Act, is dependent upon the number of New Shares taken up.

5 Financial Information

5.1 Introduction

The financial information set out in this Section 5 comprises the unaudited Pro Forma Statement of Financial Position of the Company as at 30 June 2023 and selected notes.

The financial information should be read in conjunction with the risk factors set out in Section 6 and other information contained within or referred to in this Prospectus, including the Company's other periodic and continuous disclosure announcements referred to in Section 8.1.

5.2 Pro Forma Statement of Financial Position

Detailed below, to demonstrate the indicative impact of the Entitlement Offer and Placement on the financial position of the Company, is an unaudited Pro Forma Statement of Financial Position. The Company's unaudited Statement of Financial Position as at 30 June 2023 has been used for the purposes of preparing the unaudited Pro Forma Statement of Financial Position and adjusted to reflect pro forma assets and liabilities of the Company as if completion of the Entitlement Offer and Placement had occurred by 30 June 2023.

The unaudited Pro Forma Statement of Financial Position is presented in an abbreviated form. It does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

The key assumptions on which the unaudited Pro Forma Statement of Financial Position below are based are as follows:

- (a) the Pro Forma Statement of Financial Position has not been audited or reviewed and does not include any other expenditure of the proceeds of the Entitlement Offer and Placement and does not include any other expenditure of the proceeds of the Entitlement Offer and Placement, other than costs of the Offers of A\$294,259 (refer to Section 8.9);
- (b) the unaudited effects of the Entitlement Offer, being at full subscription of the Entitlement Offer, the issue of 34,516,423 New Shares at \$0.06 each (subject to rounding and assuming that no Options or Performance rights are exercised before the Record Date) to raise up to approximately \$2.1 million; and
- (c) the unaudited effects of the Placement, being at full subscription of the Placement, the issue of 33,333,334 New Shares at \$0.06 each to raise up to \$2 million.

	Unaudited 30 June 2023	Entitlement Offer	Placement	Proforma 30-Jun-23
ASSETS				
Current Assets				
Cash and cash equivalents	\$1,642,869	\$1,921,726	\$1,855,000	\$5,419,595
Trade and other receivables	\$1,065,327			\$1,065,327
Other financial assets	\$341,200			\$341,200
Prepayment s	\$130,237			\$130,237
TOTAL CURRENT ASSETS	\$3,179,633	\$1,921,726	\$1,855,000	\$6,956,359
Non-Current Assets				
Property, plant & equipment	\$60,966			\$60,966
Right of use assets	\$155,024			\$155,024
Intangibles	\$3,541,870			\$3,541,870
Deposits	\$71,566			\$71,566
TOTAL NON-CURRENT ASSETS	\$3,829,426			\$3,829,426
TOTAL ASSETS	\$7,009,059	\$1,921,726	\$1,855,000	\$10,785,785
LIABILITIES				
Current Liabilities				
Trade and other payables	\$1,011,981			\$1,011,981
Lease liabilities	\$68,593			\$68,593
Provisions	\$375,076			\$375,076
Deferred revenue	\$40,251			\$40,251
TOTAL CURRENT LIABILITIES	\$1,495,901			\$1,495,901
Non-Current Liabilities				
Other financial liabilities	\$146,347			\$146,347
Borrowings	\$3,030,515			\$3,030,515
Lease liabilities	\$159,291			\$159,291
Provisions	\$379,546			\$379,546
TOTAL NON-CURRENT LIABILITIES	\$3,715,699			\$3,715,699
TOTAL LIABILITIES	\$5,211,600			\$5,211,600
NET ASSETS	\$1,797,459	\$1,921,726	\$1,855,000	\$5,574,185
EQUITY				
Issued capital	\$52,207,182	\$1,921,726	\$1,855,000	\$55,983,908
Reserves	\$15,738,799	\$106,311	\$102,667	\$15,947,776
Accumulated losses	\$(66,148,522)	\$(106,311)	\$(102,667)	\$(66,357,499)
TOTAL EQUITY	\$1,797,459	\$1,921,726	\$1,855,000	\$5,574,185

6 Risks

New Securities are considered highly speculative. An investment in the Company is not risk free. The proposed future activities of the Company are subject to a number of risks and other factors that may affect its future performance. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Directors and management of the Company and cannot be mitigated.

The risks described in this Section are not an exhaustive list of the risks faced by the Company or by investors in the Company. It should be considered in conjunction with other information in this Prospectus. The risks described in, and others not specifically referred to, in this Section 6 may in the future materially affect the financial performance and position of the Company and the value of New Securities offered under this Prospectus. The New Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, return of capital or the market value of those securities. The risks described in this Section 6 also necessarily include forward looking statements. Actual events may be materially different to those described and may therefore affect the Company in a different way.

Investors should be aware that the performance of the Company may be affected and the value of its Shares may rise or fall over any given period. None of the Directors or any person associated with the Company guarantees the Company's performance, the performance of the New Securities the subject of the Offers or the market price at which the New Securities will trade. The Directors strongly recommend that potential investors consider the risks detailed in this Section 6, together with information contained elsewhere in this Prospectus, and consult their professional advisers, before they decide whether to apply for New Securities.

6.1 Risks specific to the Company

(a) Capital requirements

The continued operations of the Company are dependent on its ability to obtain financing through debt and equity means, or generating sufficient cash flows from future operations. There is a risk that the Company may not be able to access capital from debt or equity markets for future projects or developments, which could have a material adverse impact on the Company's business and financial condition.

The Company's ability to borrow money will be subject to the availability of debt at the time the Company wishes to borrow money and the cost of borrowing.

(b) Reliance on key management

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management, each of whom has knowledge and experience of the Company's products and services that cannot be replicated by others in the short term. The Company's management may, subject to the relevant periods of notice specified in their employment agreements with the Company, terminate their employment relationship with the Company at any time and the loss of any member of the senior management team could harm the Company's business.

There can be no assurance that there will be no detrimental impact on the performance of the Company or its growth potential if one or more of these employees cease their employment and suitable replacements are not identified and engaged in a timely manner.

The Company will need to hire new technical and sales personnel as the business grows. Competition for such personnel is intense and any shortage of availability of the required skills could impair the development of the Company's business and the rate of such development. Such shortage could also cause wage inflation, which may impact on the Company's financial position and financial performance.

(c) Key Contract Risk

The majority of the Company's business is dependent on a number of substantial contracts with clients and partners, including the initial 2 year contract (with two potential 3 year

extensions) with the Commonwealth Government of Australia via ACMA to deliver BetStop – the National Self Exclusion Register™ (refer to the Company's ASX announcements dated 1 May 2023 and 13 June 2023 regarding BetStop – the National Self Exclusion Register™ for further details). BetStop – the National Self Exclusion Register™, which is aimed at reducing gambling harm in the community, will commence on 21 August 2023. BetStop – the National Self Exclusion Register™ will be a free Australian government initiative that will enable people to self-exclude from licensed interactive wagering services.

As at the date of this Prospectus, the Company is currently unaware of any reason for any counterparty to its key contracts terminating, materially revising or not renewing these contracts. However, there is a risk that any one or more of the Company's key contracts may be terminated, delayed, not renewed or incur unforeseen costs that may not be recoverable, which may be because of an inability by the Company to maintain its level of service or inability to react to new developments in the industry. The Company may also become subject to additional regulatory compliance due its delivery of BetStop – the National Self Exclusion Register™ and any failure to adhere to those compliance measures may generate negative financial impacts (including with respect to revenue and potential fines). When dealing with regulated gaming services in multiple jurisdictions (including Australia), there is a risk that gambling regulators can apply revenue penalties (or fines in other jurisdictions such as United States) to the Company for operational issues related to BetStop – the National Self Exclusion Register™ and any other future gambling services the Company may or may not provide.

Any negative event in relation to the Company's key contracts, for instance termination or non-renewal, may have material adverse effect on the financial performance and/or financial position of the Company. Furthermore, any breaches of any of the Company's key contracts, including those relating to BetStop – the National Self Exclusion Register™, could lead to the Company's reputation suffering and such breaches may result in limitations on the Company's ability to interact with government bodies or participate in a government tender process in the future.

(d) **Exchange rates**

The income and expenditure of the Company can and often will be accounted for in United States and other currencies, exposing the Company to the fluctuations and volatility of the rate of exchange between these currencies and the Australian dollar as determined in international markets.

(e) **Controls on the Company's intellectual property**

The Company's intellectual property includes its software development and proprietary technology, knowledge base of business operations (including user, industry and market behaviours), customer records and the experience of its management team and workforce. The Company proposes to maintain strict security and monitoring of its software code and customer records, including protection and restriction on physical access.

(f) **Unauthorised use of intellectual property**

Despite best efforts to the contrary, the Company cannot be certain that third parties will not make unauthorised use of intellectual property relevant to the Company's business to the detriment of the Company, its operations and business. In addition, there can be no guarantee that unauthorised use or copying of the Company's software, data or specialised technology will be prevented. Any unauthorised use, access or copying of the Company's intellectual property could impact adversely on the Company's financial position and financial performance.

(g) **Inability to protect intellectual property rights**

Legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain, particularly in developing economies around the world. Effective patent, trademark, copyright and trade secret protection may not be available to the Company in every country in which it may eventually operate. Accordingly, despite its efforts, the Company may not be able to prevent third parties from infringing upon or misappropriating its intellectual property.

The Company intends to pursue intellectual property protection for technologies it develops in future. However, there is a risk that the Company will be unable to register or otherwise protect new intellectual property it develops in the future, or which is developed on its behalf by contractors.

In addition, competitors may be able to work around the intellectual property rights relied on by the Company, or independently develop technologies or competing products or services that do not infringe the Company's intellectual property rights. Those competitors may then be able to offer services that are very similar to or otherwise competitive against those provided by the Company and this could adversely affect the Company's business.

(h) Costs of enforcing intellectual property rights

The Company may be required to incur significant expense in monitoring and protecting its intellectual property rights. It may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and cause a distraction to management.

In addition, monitoring unauthorised use of the Company's intellectual property is difficult and may require the commitment of a large amount of financial resources. As a result, the Company may be unable to detect the unauthorised use of its intellectual property rights.

(i) Challenges to the Company's intellectual property rights

There is a risk that the validity, ownership or authorised use of intellectual property relevant to the Company's business may be challenged by third parties. While this could involve significant expense, it could also result in the Company being unable to use the intellectual property in question, either temporarily or permanently. If an alternative cost-effective solution is not available, it may materially adversely impact the Company's financial position and performance.

Such disputes may also temporarily or permanently adversely impact the Company's ability to develop its software and systems and this may adversely impact the Company's revenue and profitability.

(j) Source code

The Company owns the copyright in the source code at the heart of its technology. If the source code is made available to third parties it may be misappropriated and used in competition with the Company's products and services, which may have an adverse effect on the Group's financial position. It may be difficult for the Company to discover whether a third party has misappropriated and used the source code and it may be expensive for the Company to enforce its rights with respect to its source code. The Company has a policy regarding the use of, and maintaining the secrecy of, its source code and ensures that its staff and contractors are bound by that policy.

(k) Intellectual property infringement claims from third parties

There is a risk that other parties may develop substantially similar products, processes or technologies to those used by the Company and the Company may be subject to claims from time to time that it has infringed a third party's intellectual property rights. If such claims are substantiated, injunctions may be granted against the Company which could adversely affect the operation of its products and have a negative impact on its business.

The Company does not believe that it is currently infringing any third party's intellectual property rights and, to date, no third party has asserted that the Company is infringing their intellectual property rights.

(l) Developing technology

The Company's future business prospects will depend on its ability to anticipate and respond to technological changes. The Company's prospects will also depend on its ability to develop and protect technology that meets changing market needs and addresses the technological advances and competitiveness of other companies operating in the markets targeted by the

Company. There is also a risk that new products or technologies developed by third parties will supersede the Company's technology.

The Company may not be able to successfully respond to new technological developments or identify and respond to new market opportunities, products or services offered by its competitors. In addition, the Company's efforts to respond to technological innovations may require significant capital investments and resources. Failure to keep up with future technological changes or to identify opportunities for use of the Company's technology could have an adverse effect on the value and prospects of the Company and its technology.

(m) **Security breaches and data protection issues**

The Company collects a wide range of confidential information. Cyber-attacks may compromise or breach the technology the Company uses to protect confidential information.

Despite its efforts, there is a risk that the Company's security measures may not be sufficient to detect or prevent unauthorised access to, or disclosure of, confidential information held by the Company. Data security breaches could result in the loss of information integrity or breaches of the Company's obligations under applicable laws and agreements. This could lead to increased security costs and a slower take up of the Company's products and services by customers, and may adversely impact the Company's reputation, value and financial performance.

6.2 Industry specific risks

(a) **Third party licences**

The Company may from time to time operate through utilising licences granted to it by third parties. In such circumstances, the Company's ability to conduct the relevant operations are subject to the continued rights to utilise those licences. If for any reason the relevant third parties are unable to (or refuse to) continue to grant rights in respect of those licences, this may impact on the Company's financial position and financial performance.

(b) **Contract risks**

The Company's subsidiaries may operate through a series of contractual relationships with operators and sub-contractors. All contracts carry risks associated with the performance by the parties thereto of their obligations as to time and quality of work performed. Any disruption to services or supply may have an adverse effect on the financial performance of the Company's operations.

(c) **Regulatory risk**

The Directors anticipate that the Company will continue to have operations in a number of overseas jurisdictions and will be exposed to a range of different legal and regulatory regimes. This will give rise to risks relating to labour practices, foreign ownership restrictions, tax regulation, difficulty in enforcing contracts, and other issues. Possible sovereign risks include (without limitation) changes in legislation, a shift in political attitude, changes in economic and social conditions, political instability, the imposition of operating restrictions, government participation, changes to taxation rates and/or concessions, exchange control, licensing, duties or imposts, repatriation of income or return of capital. Any of these factors may, in the future, adversely affect the financial performance and financial position of the Company.

(d) **Litigation risk**

The Company is subject to litigation risks. All industries, including the technology industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit.

Due to the inherent uncertainty of litigation processes, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's activities.

(e) **Taxation risk**

Any change in laws and regulations applicable to the taxation of income, intercompany transactions, withholding taxes, levies and other transactional taxes affecting the Company in the countries it operates in or in which it is listed, or any change in the current interpretation or any disputes with tax authorities or any changes to the Company's income mix, may adversely affect its tax status and increase its tax payable, which would have a negative effect on financial results.

(f) **Employment law risk**

From time to time, the Company may receive claims from former employees for a variety of labour related matters which may or may not have merit. The Company's general approach is to defend these claims as they arise. As with any litigation the outcome of any claim will not be known until heard by the court. Any claim which is not able to be successfully defended may result in a loss to the Company.

6.3 General Risks

(a) **Economic risk**

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, including but not limited to:

- (i) general economic conditions;
- (ii) changes in Government policies, taxation and other laws;
- (iii) the strength of the equity and share markets in Australia and throughout the world;
- (iv) industrial disputes in Australia and overseas;
- (v) changes in investor sentiment toward particular market sectors;
- (vi) financial failure or default by an entity with which the Company may become involved in a contractual relationship; and
- (vii) natural disasters, social upheaval or war.

(b) **Trading Price of Securities**

The price at which the Securities are quoted on ASX may increase or decrease due to a number of factors outside of the Company's control and which are not explained by the fundamental operations and activities of the Company. The price of Securities may be subject to varied and often unpredictable influences on the market for equities, including, but not limited to, general economic conditions including the performance of the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks, and hedging or arbitrage trading activity that may develop involving the Securities. These factors may cause the Securities to trade at prices above or below the price at which the Securities were initially acquired.

In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

(c) **Additional Requirements for Capital**

The capital requirements of the Company depend on numerous factors. Depending on the ability of the Company to generate income from its operations, the Company may require further financing in the future. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations.

(d) **Technology Sector Risks**

The technology sector is characterised by rapid change. New and disruptive technologies can place competitive pressures on existing companies and business models, and technology stocks may experience greater price volatility than securities in some slower changing market sectors.

The value of the Company's securities may be adversely affected by any general decline in the valuation of listed securities and/or adverse market sentiment towards the technology sector in particular, regardless of the Company's operating performance.

(e) **Force Majeure**

The Company, now or in the future, may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(f) **Acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, companies, products, technologies and/or products that are complementary to the Company's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies, products and technologies, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships.

6.4 Speculative Nature of Investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of its Securities.

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Securities offered under this Prospectus. Therefore, the New Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Securities. Potential investors should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for New Securities pursuant to this Prospectus.

7 Rights attaching to New Securities

7.1 Rights attaching to New Shares

A summary of the rights attaching to New Shares is detailed below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities that attach to New Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) Reports and notices

Shareholders are entitled to receive all notices, reports, accounts and other documents required to be furnished to Shareholders under the Constitution, the Corporations Act and the Listing Rules.

(b) General meetings

Directors may call a meeting of Shareholders whenever they think fit. Members may call a meeting as provided by the Corporations Act. All Shareholders are entitled to a notice of meeting. A meeting may be held in two or more places linked together by technology. A quorum for a meeting of Shareholders is two eligible voters.

The Company will hold annual general meetings in accordance with the Corporations Act and the Listing Rules.

Shareholders are entitled to be present in person, or by proxy, attorney or representative (in the case of a company) to speak and to vote at general meetings of the Company.

(c) Voting

Subject to any rights or restrictions at the time being attached to any class or classes of shares, at a general meeting of the Company on a show of hands, every Shareholder present in person, or by proxy, attorney or representative (in the case of a company) has one vote and upon a poll, every Shareholder present in person, or by proxy, attorney or representative (in the case of a company) has one vote for any Share held by the Shareholder.

A poll may be demanded by the chairperson of the meeting, any five Shareholders entitled to vote in person or by proxy, attorney or representative or by any one or more Shareholders holding not less than 5% of the total voting rights of all Shareholders having the right to vote.

(d) Dividends

The Directors may declare and authorise the distribution to Shareholders of dividends from the Company, according to their rights and interests. The Directors may determine the property to constitute the dividend and fix the time for distribution. Except to the extent that the terms of issue of shares provide otherwise, each dividend must be distributed according to the amount paid up on the Share in a manner calculated in accordance with the Constitution.

(e) Winding up

Subject to any rights or restrictions attached to a class of shares, on a winding up of the Company, any surplus must be divided among the Shareholders in the proportions which the amount paid (including amounts credited) on the Shares of a Shareholder is of the total amounts paid and payable (including amounts credited) on the Shares of all Shareholders.

Subject to any rights or restrictions attached to a class of shares, on a winding up of the Company, the liquidator may, with the sanction of a special resolution of the Shareholders:

- (i) distribute among shareholders the whole or any part of the property of the Company; and

- (ii) decide how to distribute the property as between the holders of different classes of shares.

The liquidator of the Company may settle any problem concerning a distribution.

(f) **Transfer of Shares**

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

(g) **Issue of further shares**

The Directors may, subject to any restrictions imposed by the Constitution and the Corporations Act, allot, issue, grant options over, or otherwise dispose of, further shares with or without preferential rights on such terms and conditions as they see fit.

(h) **Directors**

The business of the Company is to be managed by or under the direction of the Directors.

Directors are not required under the Constitution to hold any Shares.

The minimum number of Directors is three. The number of Directors may be changed by the Company in general meeting provided that the minimum is not less than three. The existing Directors may appoint a new Director to fill a casual vacancy or as an addition to the Board. Any such Director must retire at the next following annual general meeting of the Company (at which meeting he or she may be eligible for election as a Director).

The Constitution contains provisions relating to the rotation and election of directors. No Director other than the Managing Director of the Company may hold office later than the third annual general meeting after his or her appointment or election, without submitting himself or herself for re-election.

For a person to be eligible for election as a Director, a nomination for the office of Director and the written consent of the proposed director must be received at the Company's registered office:

- (i) 30 business days prior to the meeting, in the case of a meeting of members that the Directors have been requested by members to call; and
- (ii) 35 business days prior to the meeting, in any other case.

(i) **Offer of shares**

Subject to the requirements of the Corporations Act and if applicable, the Listing Rules, the issue of shares by the Company is under the control of the Directors. Under the Constitution the Company is empowered, without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, to issue shares with preferred, deferred or other rights.

(j) **Variation of shares and rights attaching to shares**

Shares may be converted or cancelled with member approval and the Company's share capital may be reduced in accordance with the requirements of the Corporations Act.

Class rights attaching to a particular class of shares may be varied or cancelled with the consent in writing of holders of 75% of the shares in that class or by a special resolution of the holders of shares in that class.

(k) **Unmarketable parcels**

The Company may procure the disposal of Shares where the member holds less than a marketable parcel of Shares within the meaning of the Listing Rules (being a parcel of Shares with a market value of less than \$500). To invoke this procedure, the Directors must first give

notice to the relevant member holding less than a marketable parcel of Shares, who may then elect not to have his or her Shares sold by notifying the Directors.

(l) **Share buy-backs**

The Company may buy-back Shares in itself in accordance with the provisions of the Corporations Act.

(m) **Indemnity and insurance of officers**

Under the Constitution, the Company is obliged, to the extent permitted by law, to indemnify an officer (including Directors) of the Company against liabilities incurred by the officer in that capacity, against costs and expenses incurred by the officer in successfully defending civil or criminal proceedings, and against any liability which arises out of conduct not involving a lack of good faith.

To the extent permitted by law, the Company may also pay the premium on any insurance policy for any person who is or has been, an officer against a liability incurred by that person in his or her capacity as an officer of the Company, provided that the liability does not arise out of conduct involving a wilful breach of duty.

(n) **Changes to the constitution**

The Constitution can only be amended by a special resolution passed by at least three quarters of the members present and voting at a general meeting of the Company. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

(o) **Listing Rules**

Provided the Company remains admitted to the Official List of the ASX, then despite anything in the Constitution, no act may be done that is prohibited by the Listing Rules, and authority is given for acts required to be done by the Listing Rules. The Constitution will be deemed to comply with the Listing Rules, as amended from time to time.

7.2 Terms and conditions of New Options

The Company will issue New Options pursuant to the Entitlement Offer, Placement Options Offer and Lead Manager Options Offer. The terms of the New Options are below:

(a) **Entitlement**

Each New Option entitles the holder (**Holder**) to subscribe for one (1) Share upon exercise.

(b) **Exercise Price and Expiry Date**

The exercise price (**Exercise Price**) of each New Option will be \$0.10.

Each New Option will expire on the date which is two (2) years from its date of issue (**Expiry Date**).

(c) **Exercise Period**

Each New Option is exercisable at any time before the Expiry Date (**Exercise Period**).

(d) **Notice of Exercise**

The New Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised. Any Notice of Exercise of a New Option received by the Company will be deemed to be a notice of the exercise of that New Option at the date of receipt.

(e) **Shares issued on exercise**

Shares issued on exercise of the New Options will rank equally with the existing Shares on issue.

(f) **Quotation of Shares on exercise**

Application will be made by the Company to ASX (or, if the Company is no longer listed on ASX, to the securities exchange on which its Shares are admitted for quotation) for Official Quotation of the Shares issued upon the exercise of the New Options.

(g) **Timing of issue of Shares and quotation of Shares on exercise**

Within five (5) Business Days after receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each New Option being exercised, the Company will:

- (i) allot and issue the Shares pursuant to the exercise of the New Options; and
- (ii) apply for Official Quotation on ASX of Shares issued pursuant to the exercise of the New Options.

(h) **Participation in new issues**

There are no participation rights or entitlements inherent in the New Options and the Holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten (10) business days after the issue is announced. This will give the Holders of New Options the opportunity to exercise their New Options prior to the date for determining entitlements to participate in any such issue.

(i) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders of the Company (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued upon the exercise of a New Option will be increased by the number of Shares which the Holder would have received if the New Options had been exercised before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(j) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders of the Company (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment) the Exercise Price of a New Option may be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P - (S + D)]}{N + 1}$$

Where:

- O = Old Exercise Price of the Option.
- E = Number of underlying Shares into which one Option is exercisable.
- P = Average market price per Share weighted by reference to volume of the underlying Shares during the five (5) Trading Days ending on the day before the ex-rights date or ex entitlements date.
- S = Subscription price of a Share under the pro rata issue.
- D = The dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
- N = Number of Shares with rights or entitlements that must be held to receive a right to one (1) Share.

(k) **Adjustment for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Holder will be varied to comply with the ASX Listing Rules which apply to the reorganisation at the time of the reorganisation.

(l) **Quotation of New Options**

No application for quotation of the New Options will be made by the Company.

(m) **Transferability**

The New Options are transferable.

7.3 Dividend policy

The Company does not intend to declare or pay any dividends in the immediately foreseeable future.

Any future determination as to the payment of dividends by the Company will be at the sole discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

8 Additional information

8.1 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act, and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares are in the same class as Shares that have been quoted on the official list of the ASX during the three months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, or operation to acquire securities, in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the issuing company.

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

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

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the closing date of the Offer:
 - (i) the annual financial report of the Company for the financial year ended 30 June 2022 being the most recent annual financial report of the Company lodged with the ASIC before the issue of this Prospectus;
 - (ii) the half year financial report of the Company for the six months ended 31 December 2022 lodged with ASIC after the lodgement of the annual financial report mentioned in paragraph (i) and before the issue of this Prospectus; and
 - (iii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the annual financial report referred to in paragraph (i) above until the issue of this Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

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

The Company has lodged the following announcements with ASX since the lodgement of its Annual Report on 3 October 2022:

Date Lodged	Subject of Announcement
3 October 2022	Adjustment to the 4E Unaudited Financial Statements
3 October 2022	Appendix 4G and Corporate Governance Statement for FY2022
3 October 2022	Change of Director's Interest Notice – IP
3 October 2022	Change of Director's Interest Notice – JB
14 October 2022	Unlisted Options Expiring
20 October 2022	Application for quotation of securities – IXU
20 October 2022	Cleansing Notice under Section 708A of the Corporations Act
24 October 2022	Appendix 4C & Quarterly Activities Report
25 October 2022	Change of Director's Interest Notice – MG
26 October 2022	2022 AGM Letter to Shareholders and Proxy
26 October 2022	2022 AGM Virtual Meeting Online Guide
31 October 2022	IXUP Enters Agreement with Cipher Sports Technology Group
15 November 2022	Notification of cessation of securities – IXU
15 November 2022	Change of Director's Interest Notice – FS
17 November 2022	Placement of Remaining Entitlement Issue Shortfall
25 November 2022	2022 AGM Chair Address
25 November 2022	Result of Meeting
25 November 2022	Constitution
25 November 2022	Appointment of Auditor
29 November 2022	Application for quotation of securities – IXU
29 November 2022	Cleansing Notice under Section 708A of the Corporations Act
30 November 2022	Change in substantial holding
8 December 2022	IXUP Strengthens Team to Drive Responsible Gaming Initiative
8 December 2022	Application for quotation of securities – IXU
8 December 2022	Cleansing Notice under Section 708A of the Corporations Act
8 December 2022	Change of Director's Interest Notice – JB
8 December 2022	Change of Director's Interest Notice – IP
16 December 2022	Notification regarding unquoted securities – IXU
16 December 2022	Change of Director's Interest Notice – FS
16 December 2022	Change of Director's Interest Notice – JB
16 December 2022	Change of Director's Interest Notice – IP
21 December 2022	Unlisted Options Upcoming Expiry
30 January 2023	Appendix 4C & Quarterly Activities Report

Date Lodged	Subject of Announcement
2 February 2023	Final Director's Interest Notice – MG
2 February 2023	Retirement of Marcus Gracey as a Director
3 February 2023	Notification of cessation of securities – IXU
3 February 2023	Change of Director's Interest Notice – JB
6 February 2023	Notification of cessation of securities – IXU
6 February 2023	Notification regarding unquoted securities – IXU
23 February 2023	Appendix 4D and Half Year Financial Report
9 March 2023	Change in substantial holding
10 March 2023	Application for quotation of securities – IXU
10 March 2023	Cleansing Notice under Section 708A of the Corporations Act
14 March 2023	Change of Director's Interest Notice – IP
4 April 2023	Investor Presentation
5 April 2023	Change of Director's Interest Notice – IP
11 April 2023	Notification of cessation of securities – IXU
28 April 2023	Appendix 4C & Quarterly Activities Report
1 May 2023	IXUP enters Aust Reg Tech Compliance Mkt via Acq of Betstop
8 May 2023	Proposed issue of securities – IXU
17 May 2023	IXUP Appoints Warren Steven as Chief Operating Officer
26 May 2023	Change of Registry Details
1 June 2023	Proposed issue of securities – IXU
2 June 2023	Notification regarding unquoted securities – IXU
5 June 2023	Unlisted Options Expiring
9 June 2023	Trading Halt
13 June 2023	IXUP Completes Acq of Betstop National Self Excl Contract
13 June 2023	Notification regarding unquoted securities – IXU
13 June 2023	Notice under Section 708A(12c)(e) of the Corps Act 2001(Cth)
26 June 2023	Change in substantial holding - J Rosham
29 June 2023	Restructure of Agreements with Cipher
30 June 2023	Notification of cessation of securities – IXU
12 July 2023	Notification regarding unquoted securities – IXU
18 July 2023	Investor Briefing and Strategy Update
28 July 2023	Unlisted Options Expiring
31 July 2023	Trading Halt
2 August 2023	A\$4.1m cap raising to support commercialisation and growth

Date Lodged	Subject of Announcement
2 August 2023	Proposed issue of securities - IXU
2 August 2023	Proposed issue of securities - IXU
2 August 2023	Proposed issue of securities - IXU

The following documents are available for inspection throughout the application period of this Prospectus during normal business hours at the office of the Company at Tenancy 1004, Building 10 Sub Base Platypus, 120 High Street, North Sydney NSW 2060:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 8.12 and the consents provided by the Directors to the issue of this Prospectus.

8.2 Substantial Holders

As at the date of this Prospectus, the Company had the following substantial shareholders (being Shareholders with a Voting Power in 5% or more of the Shares on issue):

Substantial Holder	Date of last notice	No. of Shares	Voting Power as at date of last notice
Jagger Holdings Pty Ltd <The Poolside Investment A/C>	09/03/2023	125,850,000	12.22%
Jonathan Saul Rosham	26/06/2023	117,178,768	11.32%
Ransdale Investments Pty Ltd <The Viking S/F A/C>	20/10/2020	52,500,000	8.81%

Note: The above information has been provided to the Company and is detailed on Form 603 and 604 lodged by the shareholders. The Company takes no responsibility for the accuracy of the above information.

8.3 Market Prices of Existing Shares on ASX

The highest and lowest market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest:	A\$0.068 per Share on 25, 27 and 28 July 2023 and 4 August 2023
Lowest:	A\$0.037 per Share on 25 and 26 May 2023

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was A\$0.068 per Share on Friday, 4 August 2023.

8.4 Interests of Directors

Except as disclosed in this Prospectus, no Director (or entity in which they are a partner or director) has, or has had in the two years before the date of this Prospectus, any interests in:

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

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to:

- (d) any Director to induce him or her to become, or to qualify as, a Director; or
- (e) any Director for services which he or she (or entity in which they are a partner or director) has provided in connection with the formation or promotion of the Company or the Offers.

8.5 Directors' Interests

As at the date of this Prospectus, the relevant interests of the Directors and their related entities in securities in the Company, are detailed in the table below.

Director	Shares	Options	Performance Rights	Convertible Notes
Julian Babarczy ¹	21,839,814	10,000,000	4,000,000	-
Ian Penrose ²	8,418,406	15,000,000	11,000,000	-
Freya Smith ³	-	6,000,000	-	-

Notes:

- 1 1,028,571 Shares are held in Jigsaw Investments Pty Ltd as trustee for the Jigsaw Superannuation Fund (**Jigsaw**) and 20,811,243 Shares are held in Vaucluse Investment Holdings Pty Ltd as trustee for the Jigsaw Investment Trust (**Vaucluse**).
10,000,000 Unlisted Options are held in Vaucluse, which are exercisable at \$0.06, expiring 16 December 2024.
4,000,000 Performance Rights are held in Vaucluse. The conditions of the Performance Rights are as follows:
 - a. 2,000,000 Performance Rights that vest upon on the last to occur of:
 - i. the date a customer goes live on commercial use of the Company's core technology pursuant to a commercial contract; and
 - ii. the date on which the 20 day VWAP of Shares is equal to or greater than \$0.10.
 - b. 2,000,000 Performance Rights that vest upon on the Company achieving revenue in any financial year equal to, or greater than, A\$5 million and the 20 day VWAP of Shares being equal to or greater than \$0.125.
- 2 5,915,028 Shares are held directly by Mr Ian Penrose (of which 5,335,246 are held through Citicorp Nominees Pty Ltd), 1,503,378 are held by Mrs Vanessa Penrose (of which 1,356,331 are held through Citicorp Nominees Pty Ltd) and 1,000,000 are held through Dunaswood Limited (**Dunaswood**).
15,000,000 Unlisted Options are held in Dunaswood, which are exercisable at \$0.06, expiring on 16 December 2024.
11,000,000 Performance Rights are held directly by Mr Penrose. The conditions of the Performance Rights are as follows:
 - a. 2,500,000 Performance Rights, expiring on 31 March 2025, that vest upon Mr Penrose introducing and completing one or more transactions in aggregate of at least A\$2.5 million in revenue to the Group in any Measurement Period.
 - b. 2,500,000 Performance Rights, expiring on 31 March 2025, that vest upon Mr Penrose introducing and completing one or more transactions in aggregate of at least A\$6.5 million in revenue to the Group in any Measurement Period.
 - c. 6,000,000 Performance Rights, expiring on 31 March 2025, that vest upon the last to occur of:
 - i. 20 day VWAP of Shares meeting or exceeding a level which is 33% higher than the closing price for Shares on 5 October 2021;
 - ii. the Group achieving revenue of at least A\$5 million; and
 - iii. Mr Penrose remaining in continuous service with the Company for three years.
- 3 6,000,000 Unlisted Options are held directly by Ms Freya Smith, which are exercisable A\$0.06, expiring on 16 December 2024.

Those Directors that have an interest in Shares intend to subscribe for their full Entitlement. Accordingly:

- (a) Mr Julian Babarczy intends to subscribe for A\$43,679.64 in New Shares; and
- (b) Mr Ian Penrose intends to subscribe for A\$16,836.84 in New Shares.

8.6 Directors' Remuneration

The remuneration (including superannuation) of existing Directors for the past two years are as follows:

Director		Cash salary and fees (A\$)	Cash Bonus (A\$)	Superannuation (A\$)	Long Service Leave (A\$)	Equity-settled (A\$)	Total (A\$)
Julian Babarczy ¹	2021	38,288	-	-	-	440,020	478,308
	2022	55,000	-	-	-	-	55,000
Ian Penrose ²	2021	-	-	-	-	-	-
	2022	20,283	-	-	-	308,428	328,711
Freya Smith	2021	47,945	5,936	5,119	-	29,489	88,489
	2022	54,795	-	5,479	-	-	60,274
Marcus Gracey ³	2021	99,669	-	9,469	-	724,122	833,260
	2022	291,667	-	24,248	-	-	315,915

Notes:

1 Appointed on 10 November 2020.

2 Appointed on 24 January 2022.

3 Resigned on 2 February 2023.

8.7 Interests of Other Persons

No promoter or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director) do not hold, have, and have not had in the two years before the date of this Prospectus, any interest in:

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

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to a promoter or any person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director), provided in connection with the formation or promotion of the Company or the Offers, except as disclosed in this Prospectus and as follows:

- (d) Thomson Geer has acted as the Australian lawyers to the Company for the Offers. In respect of this work the Company will pay Thomson Geer approximately A\$30,000 (exclusive of GST). During the two years before the date of this Prospectus, Thomson Geer has provided the Company with legal services and was paid approximately A\$42,500 for these services;
- (e) Cygnet Capital Pty Limited has acted as the Lead Manager to the Company for the Entitlement Offer and the Placement. In respect of this work the Company will pay the Lead Manager a cash fee equal to 6% (exclusive of GST) of all funds raised under the Entitlement Offer and the issue of the Lead Manager Options to the Lead Manager (and/or its nominees). Upon successful completion of the Entitlement Offer and Placement, the Lead Manager (and/or its nominee(s)) will be issued the Lead Manager Options as part consideration for providing lead manager services to the Entitlement Offer and Placement; and
- (f) Automic Pty Ltd conducts the Company's share registry functions and will provide administrative services in respect to the proposed Share applications pursuant to this Prospectus. Automic Pty Ltd will be paid for these services on standard industry terms and conditions. Automic Pty Ltd also provides Company Secretarial services to the Company on an ongoing basis to the Company, on standard industry terms and conditions.

8.8 Related party transactions

At the date of this Prospectus, no material transactions with related parties and Directors interests exist that the Directors are aware of, other than those disclosed in this Prospectus.

8.9 Costs of the Offers

The indicative costs of the Placement and Offers payable by the Company (exclusive of GST) are as follows:

Item	Placement and Entitlement Offer (\$A)
Share Registry Fees	20,000
Legal Expenses	30,000
Lead Manager Fees	244,259
TOTAL	294,259

8.10 Taxation Implications

The acquisition and disposal of Shares will have taxation consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in Company are urged to take independent financial advice about the taxation and any other consequences of acquiring and selling the Shares.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of subscribing for New Securities.

8.11 Litigation and Claims

So far as the Directors are aware, other than as disclosed by the Company to ASX, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company (or any other member of the Group) is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company or the Group.

8.12 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the New Securities), the Directors, persons named in this Prospectus with their consent as proposed Directors of the Company, persons named in this Prospectus with their consent as having made a statement in this Prospectus and persons involved in a contravention in relation to this Prospectus, with regard to misleading or deceptive statements made in this Prospectus. Although the Company bears primary responsibility for this Prospectus, other parties involved in the preparation of this Prospectus can also be responsible for certain statements made in it.

Each of the following parties:

Name	Role
Thomson Geer	Lawyers
Cygnnet Capital Pty Limited	Lead Manager
Automic Pty Ltd	Share Registry

- (a) has given its consent to be named in this Prospectus as set out above and has not withdrawn its consent at the date of lodgement of this Prospectus with ASIC;
- (b) makes no express or implied representation or warranty in relation to the Company, this Prospectus or the Offers;
- (c) has not made or purported to have made any statement in this Prospectus or statement on which a statement in this Prospectus is based, except as described in this Section; and
- (d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for this Prospectus other than a reference to its name and any statement or report included in this Prospectus with the consent of that party as described in this Section.

None of the parties referred to in this Section 8.12 has authorised or caused the issue of this Prospectus or the making of the Offers.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Prospectus with ASIC.

8.13 Privacy Act

If you complete an Application, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your Application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your New Securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act, the Corporations Act and certain rules. You should note that if you do not provide the information required on the Application the Company may not be able to accept or process your Application.

8.14 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

8.15 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Securities.

8.16 Electronic Prospectus

Pursuant to Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic copy of this Prospectus on the basis of a paper

Prospectus lodged with ASIC and the issue of New Securities in response to an electronic Application Form, subject to compliance with certain provisions. If you have received an electronic copy of this Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please contact the Company and the Company will send to you, free of charge to you, either a hard copy or a further electronic copy of this Prospectus or both.

The Company reserves the right not to accept an Application Form from an Applicant if it has reason to believe that when that Applicant was given access to the electronic Application Form, it was not provided together with an electronic copy of this Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application Monies shall be held by the Company on trust and returned (without interest) to the Applicant as soon as practicable.

9 Authorisation

This Prospectus is authorised by each of the Directors.

This Prospectus is signed for and on behalf of the Company, pursuant to a resolution of the Board, by:

A handwritten signature in black ink, appearing to read 'Julian Babarczy', written in a cursive style.

Julian Babarczy
Non-Executive Chairman

7 August 2023

10 Glossary

In this Prospectus, unless the context otherwise requires:

A\$ means Australian dollar.

ACMA means the Australian Communications & Media Authority.

Annual Report means the financial report lodged by the Company with ASIC in respect to the year ended 30 June 2022 and includes the corporate directory, review of activities, Shareholder information, financial report of the Company and its controlled entities for the year ended 30 June 2022, together with a Directors' report in relation to that financial year and the auditor's report for the period to 30 June 2022.

Applicant means a person who applies for New Securities pursuant to the Offers.

Application means a valid application for New Shares under the Entitlement Offer made pursuant to an Entitlement and Acceptance Form or Shortfall Shares under the Shortfall Offer made pursuant to a Shortfall Application Form (as applicable).

Application Form means an Entitlement and Acceptance Form, Shortfall Application Form, Lead Manager Application Form or Placement Options Application Form.

Application Monies means Application Monies for New Shares received by the Company from an Applicant.

AWST means Australian Western Standard Time.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 and where the context permits, the market operated by it.

ASX Settlement Rules means ASX Settlement Operating Rules of the ASX.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, excluding public holidays in Sydney and any other day that ASX declares is not a Trading Day.

CHES means ASX Clearing House Electronic Subregistry System.

Closing Date means the closing date of the Entitlement Offer, as outlined in the Indicative Timetable.

Company means IXUP Limited ACN 612 182 368.

Company Secretary means the company secretary of the Company.

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

Convertible Notes means the notes issued by the Company, with a term of 24 months, interest rate of 15% per annum and a conversion price of \$0.06.

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

Director means a director of the Company.

Dunaswood means Dunaswood Limited, a company incorporated in England and Wales.

EFT means an electronic fund transfer.

Eligible Shareholder has the meaning given in Section 2.17.

Entitlement means a Shareholder's entitlement to subscribe for New Shares under the Entitlement Offer.

Entitlement Offer has the meaning given in the Letter from the Chairman.

Entitlement and Acceptance Form means the entitlement and acceptance form attached to, or accompanying this Prospectus, that sets out the entitlement of an Eligible Shareholder to subscribe for New Securities pursuant to the Entitlement Offer.

Exercise Period has the meaning given in Section 7.2(c).

Exercise Price has the meaning given in Section 7.2(b).

Expiry Date has the meaning given in Section 7.2(b).

FMC Act means the *Financial Markets Conduct Act 2013* (New Zealand).

FPO means the *Financial Services and Markets Act 2000 (Financial Promotions) Order 2005* (United Kingdom).

FSMA means *Financial Services and Markets Act 2000* (United Kingdom).

Group means the Company and each of its subsidiaries.

Holder has the meaning given in Section 7.2(a).

Important Information means the important information section on page 1 of this Prospectus.

Indicative Timetable means the indicative timetable on page 5 of this Prospectus.

Ineligible Shareholder has the meaning given in Section 2.17.

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESSE.

Jigsaw means Jigsaw Investments Pty Ltd ACN 090 409 911.

Lead Manager means Cygnet Capital Pty Limited ACN 103 488 606.

Lead Manager Offer has the meaning given in Section 2.3(b).

Lead Manager Offer Application Form means the application form attached to, or accompanying this Prospectus, to be used for the purposes of applying for the Placement Options.

Lead Manager Offer Closing Date has the meaning given in Section 2.7.

Lead Manager Options has the meaning given in Section 2.3(b).

Listing Rules means the official listing rules of ASX.

Measurement Period is a period commencing on 1 January and ending on 31 December or a period commencing on 1 July and ending on 30 June.

New Option means an Option offered pursuant to this Prospectus.

New Securities means a New Share and a New Option.

New Share means a Share offered pursuant to this Prospectus.

Notice of Exercise has the meaning given in Section 7.2(d).

Offers means the Entitlement Offer, the Placement Options Offer, the Shortfall Offer, and the Lead Manager Offer.

Official Quotation means quotation of Shares on the official list of ASX.

Opening Date means the opening date of the Entitlement Offer, as detailed in the Indicative Timetable.

Option means an option to acquire a Share.

Performance Rights means a performance right convertible into a Share.

Placement has the meaning given in the Letter from the Chairman.

Placement Options has the meaning given in the Letter from the Chairman.

Placement Options Offer has the meaning given in Section 2.3(a).

Placement Options Offer Application Form means the application form attached to, or accompanying this Prospectus, to be used for the purposes of applying for the Placement Options.

Placement Options Offer Closing Date has the meaning given in Section 2.7.

Placement Participants has the meaning given in Section 2.3(a).

Placement Shares has the meaning given in the Letter from the Chairman.

Prospectus means this prospectus dated 7 August 2023.

Record Date means the date referred to as such in the Indicative Timetable.

Security means any of a Share, Option, Performance Right or Convertible Note.

Section means a section of this Prospectus.

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

Share Registry means Automic Pty Ltd ACN 152 260 814.

Shareholder means a registered holder of Shares.

Shortfall means the New Shares not applied for under the Entitlement Offer before the Closing Date.

Shortfall Application Form means the application form attached to, or accompanying this Prospectus, to be used for the purposes of applying for Shortfall Securities.

Shortfall Offer has the meaning given to that term in Section 2.8.

Shortfall Securities means the New Shares and New Options constituting the Shortfall.

Shortfall Shares means the New Shares constituting the Shortfall.

TMD means target market determination.

Thomson Geer means Thomson Geer Lawyers.

Trading Day means a day which is a trading day of ASX as defined in the Listing Rules.

Unlisted Option means an unlisted Option in the Company.

US Securities Act means the *United States Securities Act of 1933* (United States).

Vaucluse means Vaucluse Investment Holdings Pty Ltd ACN 617 642 985.

Voting Power has the meaning given in section 610 of the Corporations Act.

VWAP means, in relation to the Shares for a particular period, the volume weighted average price of trading in Shares on the ASX market over that particular period.

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